

**JAYPEE**  
GROUP  
**NO DREAM TOO BIG**

**JAIPRAKASH**  
ASSOCIATES LIMITED

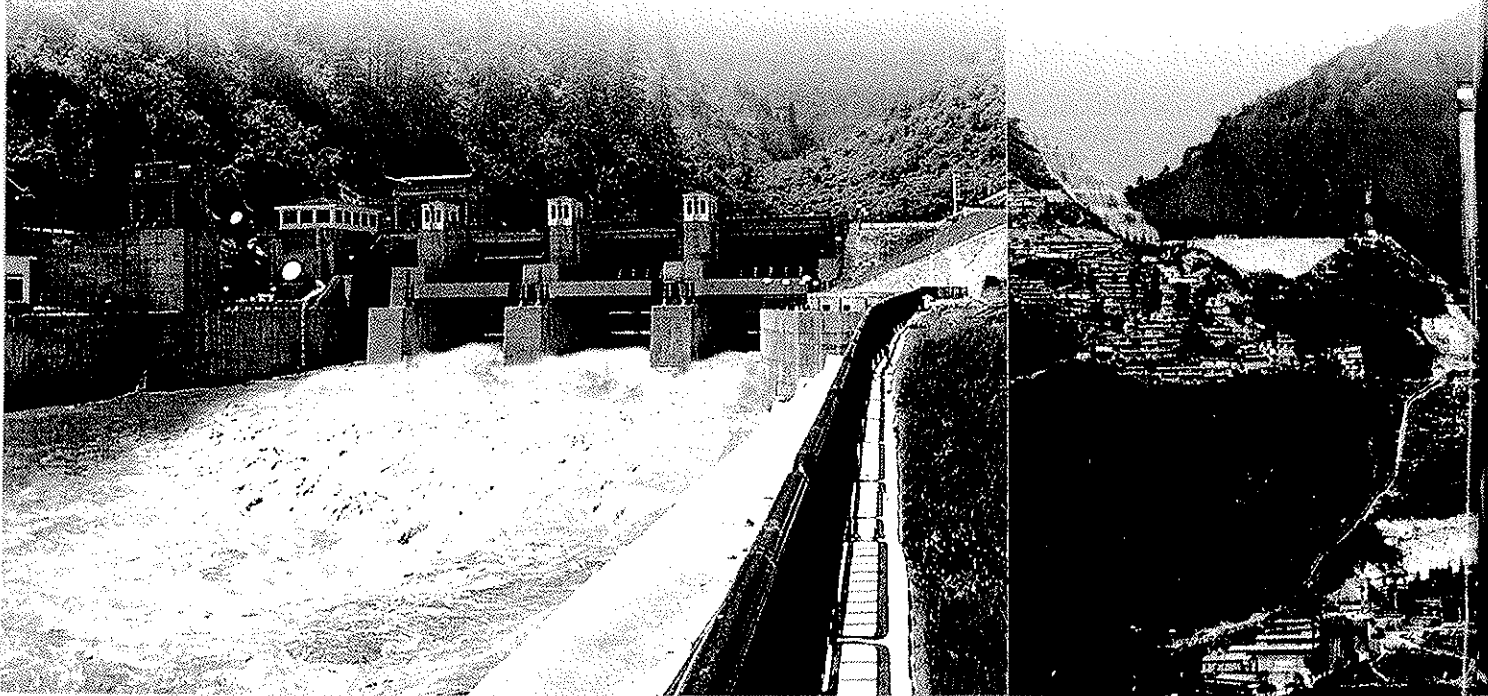
**ANNUAL REPORT 2009-10**

**NO DREAM TOO BIG**



## CONTENTS

Unfolding The Nation's Potential Is In Our Span	01	Schedules (A-T)	56
Notice	16	Balance Sheet Abstract-Part IV of Schedule VI	78
Directors' Report	19	Cash Flow Statement	79
Report on Corporate Governance	34	Statement Under Section 212 of the Companies Act, 1956	81
Management Discussion & Analysis Report	44	Auditors' Report on Consolidated Accounts	83
Auditors' Report	52	Consolidated Accounts	84
Balance Sheet	54	Consolidated Cash Flow Statement	100
Profit & Loss Account	55	Proxy & Attendance Slip	



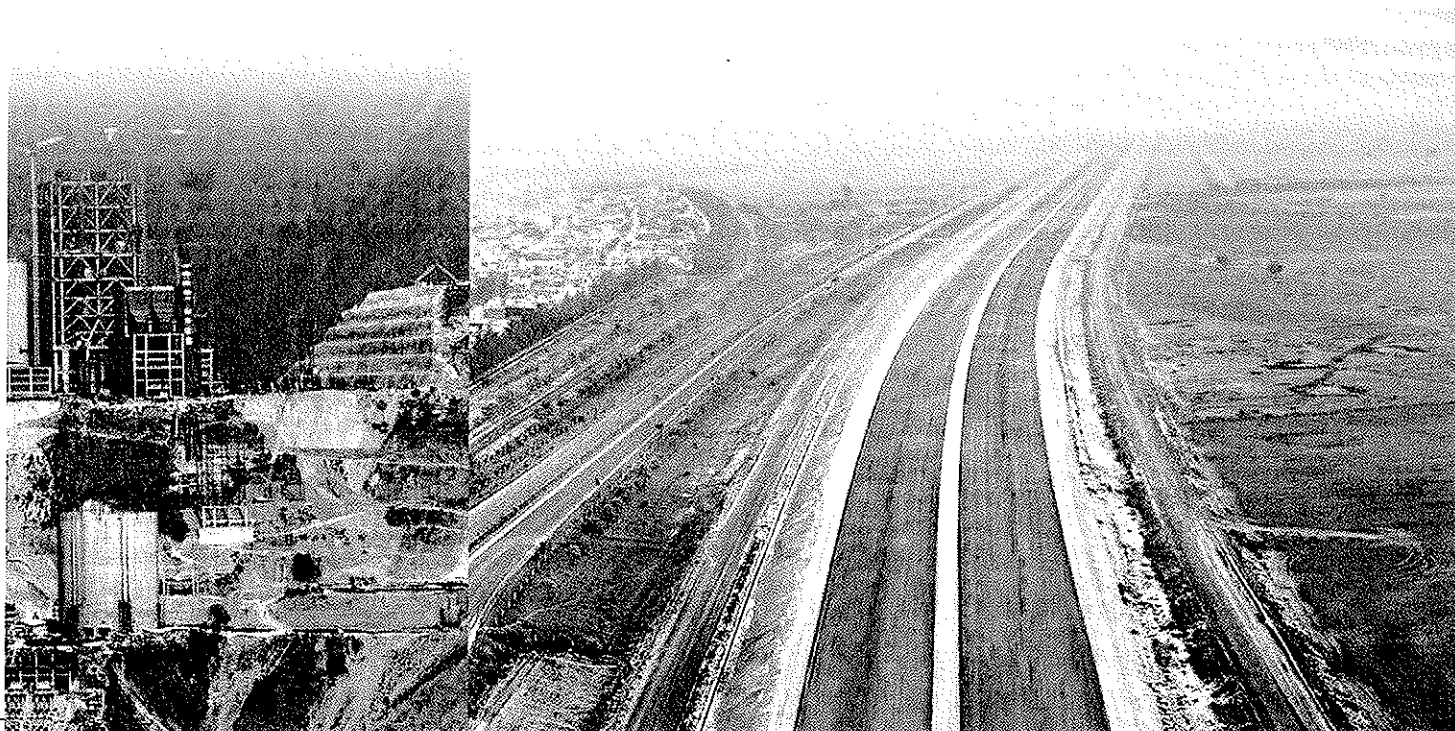
## UNFOLDING THE NATION'S POTENTIAL IS IN OUR SPAN

Infrastructure is at the core – whether you consider industrial growth, power, construction, education, connectivity, hospitality or tourism. Infrastructure sets the pace for development both through its quantum and its quality. In a vast country like India, there have been huge gaps and these represent the enormous potential and also economic opportunity.

Over four decades, the Rs.10,000 crores Jaypee Group has been steadily increasing its activities and contribution across these areas to emerge as a frontrunner in major infrastructure. It has built dams, hydroelectric projects, power plants, roads, townships, college campuses, hotels, sports complexes and more that have substantially impacted both urban and rural lifestyle. In turn, it has increased its capabilities, expertise and ascended to the upper echelon of business conglomerates.

Prestigious projects, firsts-in-India, sectoral leadership, expansions in terms of geography and outputs have marked this eventful history of successful undertakings that today comprise the Jaypee Group. Our commitment is to the nation's needs. India's tremendous potential is our cherished belief. Through our endeavours, we strive to transform the country into a place that can provide resources, nurture social progress, and offer a higher quality of life to its people.

We are aligned with the positive trend that can be felt today in all spheres – industry, the service sector, transportation, urbanisation, sports and culture. We are of the conviction that this will be furthered and lead to more successes. In fact, our own scope for growth is derived directly from the nation's forward surge. Our iron resolve is part of the nation's determination to reach its goals. While we take pride in the performance so far, it points us towards the immense potential ahead of us that waits to be translated into corporate achievement and national development. Let's seize the day and reach for it...



# THERE'S INNER STRENGTH IN OUR SPAN

A leader in Engineering & Construction of mega-projects, the Jaypee Group also has an important role in cement manufacturing and has had the fastest expansion over the last twenty five years. The synergy of this allied reputation has served to elevate the Group's overall stature in the Infrastructure Sector. After all, the test of time is a true indicator of strength in large-scale projects.

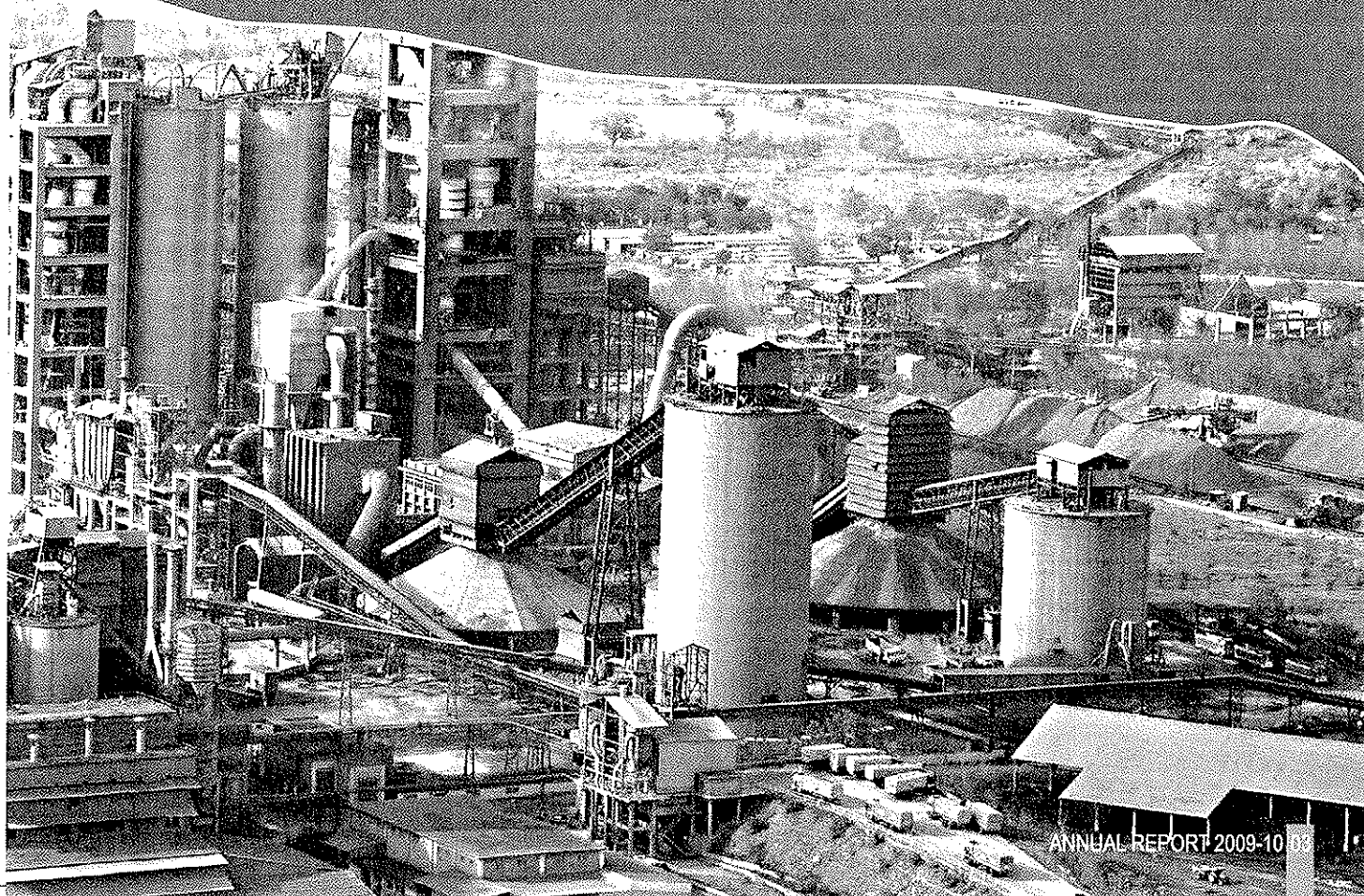
As the third largest cement producer in the country, Jaypee Group is poised to increase its output from 19.10 Million Tonne Per Annum (MTPA) to 33.55 MTPA by 2012. It has signed an MOU for a 2 MTPA cement plant in a Joint Venture with Assam Mineral Development Corporation.

Two units of Jaiprakash Associates Limited at Jaypeenagar and Jaypeepuram were awarded **Five Star Rating** by the **British Safety Council, U.K** for Health and Safety Management System.



The commissioning of new capacities at Bagheri, Kutch, Sishi, Satna and Roorkee and further planned expansions are because of the demand rise expected over the next five years.

Jaypee Cement is targeting a production of 50 MTPA and a 55% share of the substantial UP market in which there is a strong demand. Its plants are ultra-modern and efficient and the core promise of its Jaypee Portland Pozzolana Cement (PPC) is its superior strength and durability. The Brand's ambassador Sachin Tendulkar endorses the core values of trust, resilience and stability in its new marketing campaign "Aadhar Se Solid". Jaypee Cement is able to sprint towards its targets because its foundations are strong.



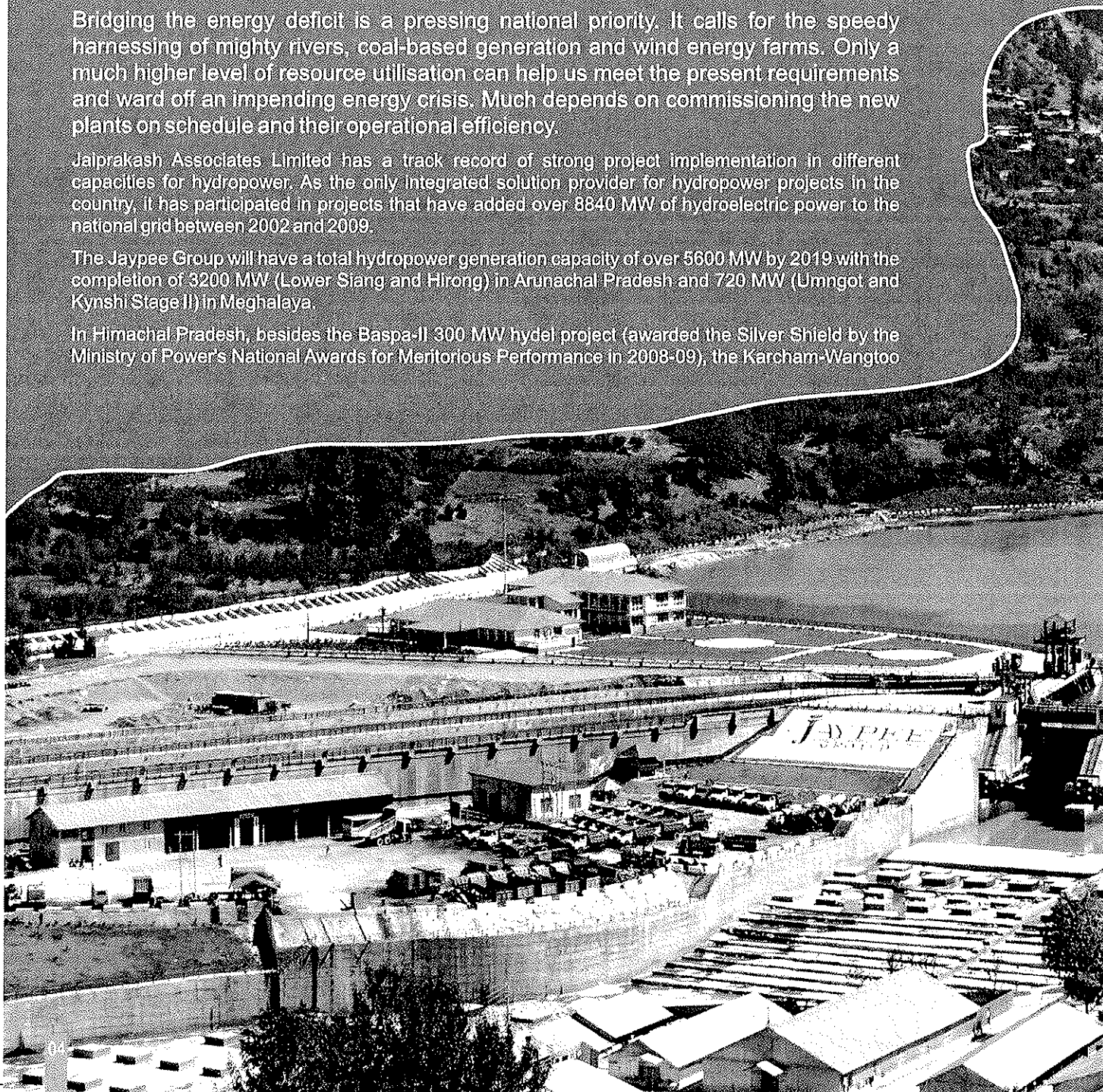
# THERE ARE MORE MEGAWATTS IN OUR SPAN

Bridging the energy deficit is a pressing national priority. It calls for the speedy harnessing of mighty rivers, coal-based generation and wind energy farms. Only a much higher level of resource utilisation can help us meet the present requirements and ward off an impending energy crisis. Much depends on commissioning the new plants on schedule and their operational efficiency.

Jalprakash Associates Limited has a track record of strong project implementation in different capacities for hydropower. As the only integrated solution provider for hydropower projects in the country, it has participated in projects that have added over 8840 MW of hydroelectric power to the national grid between 2002 and 2009.

The Jaypee Group will have a total hydropower generation capacity of over 5600 MW by 2019, with the completion of 3200 MW (Lower Siang and Hirong) in Arunachal Pradesh and 720 MW (Umngot and Kynshi Stage II) in Meghalaya.

In Himachal Pradesh, besides the Baspa-II 300 MW hydel project (awarded the Silver Shield by the Ministry of Power's National Awards for Meritorious Performance in 2008-09), the Karcham-Wangtoo



1000 MW Project is approaching completion, and Jaypee Group is also implementing a transmission system to carry the power across a 247 km line to Haryana. In Uttarakhand the 400 MW Vishnu Prayag HEP is operational.

In Thermal Power, the Group is implementing 2820 MW in Madhya Pradesh (Nigrie and Bina) and 5280 MW in Uttar Pradesh (Karchana and Bara).

The Group's initiative in Wind Energy presently yields 49 MW in Maharashtra and Gujarat.

Jaypee Group amalgamated Jaiprakash Power Ventures Ltd. (JPVL) with Jaiprakash Hydro-Power Ltd. and the combined entity bears the former name. It is the largest private sector Hydro Power producer and along with its Thermal Power Projects, JPVL (a subsidiary of Jaiprakash Associates Limited) is progressing towards a total generation capacity of 13960 MW by 2019. It will be the only private sector company to have a mix of 60% thermal and 40% hydel.

Again, in the field of Power, Jaypee is confident about attaining and delivering the targetted capacities which in turn will sustain the momentum of economic growth. Through application of mind and the mustering of materials, it untiringly facilitates the expansion of the nation's power grid.

# THERE ARE NEW HABITATS IN OUR SPAN

In the last decade, the common refrain heard about city life has been that it is stressful. Congestion, shortage of amenities, a non-relaxing environment, travails of commuting, and overcrowding are some of the frequently cited causes of stress. Jaypee Group offers much more than just a utopian dream.

It is developing complexes, townships, institutional areas and themed projects which will deliver to its occupants a profoundly different experience. Greater ease, healthier environs, an array of top-notch facilities and support systems – these are to be part and parcel of everyday life in the five world class townships to be built by the Group along the Yamuna Expressway. Applying the highest standards of urban planning, the townships will have a degree of interdependence and share some of the facilities. Each city will have a total built up area around 100 million square feet and will contain commercial and amusement areas as well.

Similarly, a billion square feet is to be developed along the Ganga Expressway.

The sports theme is gaining popularity and along these lines the Jaypee Sports City in Greater Noida is an integrated city with 747 acres for residential development and 454 acres for commercial and





institutional development with 857 acres as core sports area including state-of-the-art motor racing track designed by Hermann Tilke, which is fit for holding motor GPs like F1.

Jaypee Greens, Greater Noida is a premium 452 acre lifestyle real estate destination, and offers luxury villas and apartments with an 18 Hole Greg Norman Signature golf course. Among its attractions are landscaped parks and lakes along with an integrated sports club. Jaypee Greens is also creating what will be amongst India's finest township development on over 1162 acres – the Wish Town in Noida which will offer a lifestyle that matches the world's best anywhere.

The demand for housing and also superior lifestyle habitats are both increasing by the day and the Jaypee Group is developing properties on a rapid and massive scale to cater to the requirement in quantity and quality. The construction is undertaken with a civic planning perspective and the integrated township approach is holistic and addresses all aspects of life – health, fitness, communion with nature, decongestion, games, function halls, education, childrens' parks, energy efficiency, rainwater harvesting and so on. Our span indeed reflects the breadth of human concerns!



# THERE ARE FASTER MILES IN OUR SPAN

Jaypee Group is ushering in an era of better connectivity that will accelerate development in the hinterland. The modern expressway is the speedy, time-saving answer to the need for linking places of commercial, industrial, trade and tourist importance. India's two largest expressway projects – Yamuna Expressway and Ganga Expressway totalling 1200 km approx. are being executed by Jaypee Group. Jaypee Infratech Limited, subsidiary of JAL will complete the construction of the 6-lane Yamuna Expressway in 2011, halving the journey time between Noida and Agra.

The expressway promises to bring a wave of change across five districts. The business model is based on the revenues to come from traffic and related facilities on the expressway during the 36-year concession period and development of associated real estate pursuant to the concession. It is required to be completed by April 2013 under the Concession Agreement but is expected to be ready in 2011. It will be entirely concrete-paved and minimise travel time, and facilitate uninterrupted movement of



passenger and freight traffic and enhance development in the region by connecting the existing and proposed townships to commercial centres east of the Yamuna.

Jaypee Infratech Limited has deployed the most advanced machinery including 10 concrete batching plants, 9 crushers with metal breaking capacity @ 300 tph and 6 integrated units comprising aggregate crushing and screening facilities deployed at intervals of 20 kms along the expressway. The Company is also using 4 nos. of 10 metre wide Paver (Witgen) imported from Germany which are designed to pave all 3 lanes of one side of the expressway in one go. It's the first time in the country that pavers of this size are in operation. There will be optic fibre cable links along the expressway. Further, there will be amenities for passengers such as convenios, restaurants, motels and recreational facilities.

The 107 km long Ganga Expressway from Greater Noida to Ballia (Eastern Uttar Pradesh) will be the largest private sector infrastructure project in India. The project will be undertaken by Jaypee Ganga Infrastructure Corporation Limited (JGICL), subsidiary of JAL. It will span across an area that is poised to leverage the new connectivity in a big way.

# CHARACTER FORMING IS IN OUR SPAN

The Founder Chairman of the Jaypee Group, Shri Jaiprakash Gaur firmly believes that quality education on an affordable basis is the biggest service which, as a corporate citizen, we can provide. The strength of a billion Indians can be channelised by education alone to build India into a developed nation. The Group, through the not-for-profit trust Jaiprakash Sewa Sansthan (JSS) runs 19 schools, 3 ITIs, 2 colleges and 3 universities (in the states of Himachal Pradesh, Uttar Pradesh and Madhya Pradesh) catering to over 20000 students.

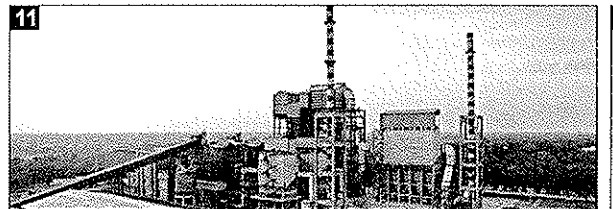
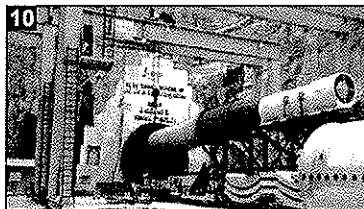
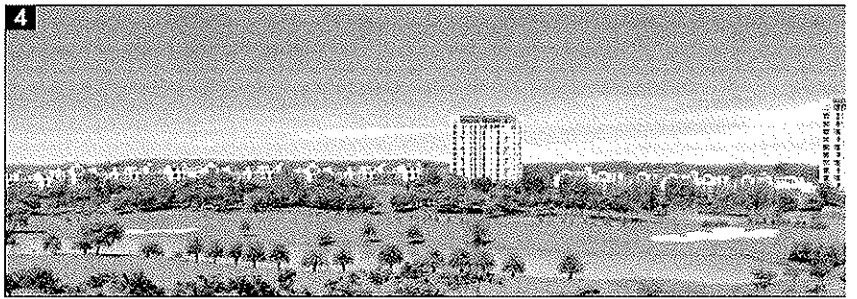
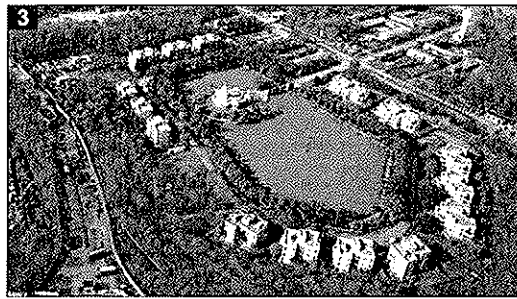
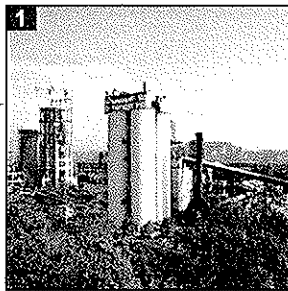


There are plans to expand the educational infrastructure to a universe of 200000 students over the coming decade. The curricula span is thus to cover basic education, science and technology, and the gamut of post-graduate university programmes.

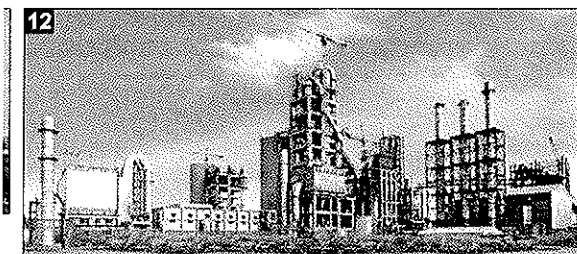
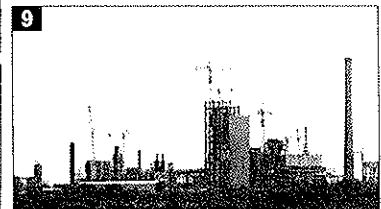
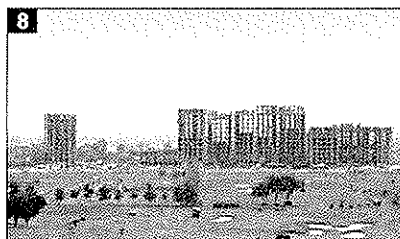
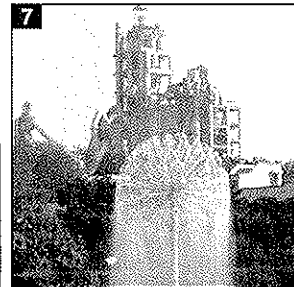
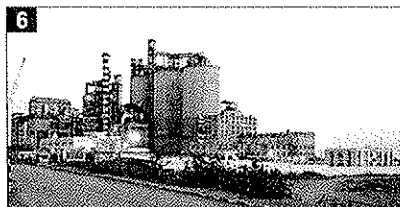
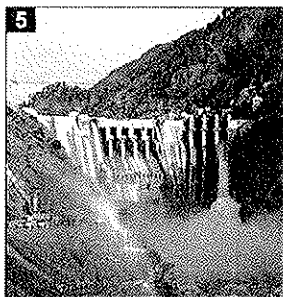
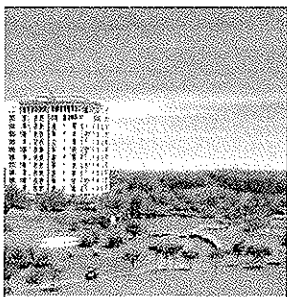
The institutions inculcate discipline and sound character along with serious pursuit of knowledge. They utilise the most advanced teaching practices and preserve cultural standards, so that the academic community as a whole, teachers and the taught, witnesses the transformation of India into an advanced nation within their lifetime.



# CONTINUOUS EXPANSION AND DIVERSIFICATION IS IN OUR SPAN



**1** 2 MTPA Dalla Cement Factory, U.P. **2** Artistic Representation of 450 Bedded Super Speciality Hospital, Noida, U.P. **3** 2.4 MTPA Jaypee Bela Cement Complex, M.P. **4** Jaypee Greens, Greater Noida, U.P. **5** 450 MW (Phase-I) Baglihar HEP, J&K **6** 2 MTPA Jaypee Himachal Cement Blending and Grinding Unit, Bagheri, H.P. **7** 3 MTPA Jaypee Rewa Cement Plant, M.P. **8** Construction work in progress at Land Parcel-1 along Yamuna Expressway **9** 3.5 MTPA Jaypee Balaji Cement Plant, A.P. **10** Srisaillam Tunnel Project, A.P. **11** 25 MW Captive Power Plant, Rewa, M.P. **12** 2.4 MTPA Jaypee Gujarat Cement Plant, Kutch, Gujarat



# NO DREAM TOO BIG, IT'S WITHIN OUR SPAN

900 MW Baglihar ( Stage I and II) Hydroelectric Project in J & K - Largest EPC project executed in the country in the hydropower sector so far.

1450 MW Sardar Sarovar Project - India's largest concrete dam.

1000 MW Tehri Dam - Asia's highest rock-fill dam.

1000 MW Indira Sagar Powerhouse - the second largest surface powerhouse.

1500 MW Nathpa Jhakri Powerhouse - the largest underground powerhouse in the country.

The determination to transform every challenge into opportunity; to seize every opportunity to ensure growth and grow with human face, that drives us. The massive proportions of the projects and the daunting hurdles in their execution have not deterred our confidence. The magnitude of the achievements, and the standards of excellence maintained throughout the process, are the bedrock of the Group's commitment to strategic business development in Infrastructure.

Particulars	Audited Results for the year ended		
	March 31, 2010 (Rs. in Crores)	March 31, 2009 (Rs. in Crores)	% change
Gross Revenue*	11,671.78	6,147.99	89.85
EBIDTA**	3,893.52	2,064.27	88.61
Profit Before Tax	2,381.67	1,250.98	90.38
Profit After Tax	1,708.36	897.01	90.45
EPS After Extraordinary Items (In Rs.)	8.08	4.31	87.47
Income From Cement Division (Including Cement Products)	3,743.86	2,313.14	61.85
Income From Engineering Division (Including Real Estate & Others)*	7,927.92	3,834.85	106.73

\* Including income from sale of shares held in beneficiary trust of Rs.1316.35 Crores

\*\* Including exceptional/extraordinary items



Concern for people and the environment accompanies our business activity. Besides conformity with high environmental standards, the Jaypee Group has also proactively embarked upon afforestation drives, and measures for air quality control, noise pollution control, and contributes to maintaining the ecological balance.

It is our Founder Chairman Shri Jaiprakash Gaur's dictum that "Success brings little joy unless you see it reflected in the lives and smiles of others". The Group's vision is not only about its own role and growth and advancement. Besides fulfilling its obligation to meet environment standards, Jaypee Group endeavours to ensure that the communities it operates in also benefit and develop. A Comprehensive Rural Development Program (CRDP) is in place which delivers health care support in remote areas through mobile clinics. Literacy campaigns, safe drinking water supply, creating reservoirs, and vocational training for women are some of the other initiatives under the Group's CRDP.

Jaypee Group believes that consistently and steadily advancing on their path is how individuals, teams, communities and a nation can raise capabilities. Its how horizons come nearer, goals come within reach, thus proving that no dream is too big.

**Gross Revenue (Rs. in Crores)**

FY 10  11,671.78

FY 09  6,147.99

**EBIDTA (Rs. in Crores)**

FY 10  3,893.52

FY 09  2,064.27

**Profit After Tax (Rs. in Crores)**

FY 10  1,708.36

FY 09  897.01

**Earning Per Share (In Rs.)**

FY 10  8.08

FY 09  4.31

## NOTICE

NOTICE is hereby given that the 13<sup>th</sup> Annual General Meeting of the Members of Jaiprakash Associates Limited will be held on Tuesday, September 21, 2010 at 11.30 A.M. at the Auditorium of Jaypee Institute of Information Technology University, A-10, Sector 62, NOIDA- 201 307, U.P., to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2010, the Profit & Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To confirm interim dividend and declare final dividend for the financial year 2009-10.
3. To appoint a Director in place of Shri R. N. Bhardwaj who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri M. S. Srivastava who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri B. K. Taparria who retires by rotation and, being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Shri S. C. Bhargava who retires by rotation and, being eligible, offers himself for re-appointment.
7. To appoint a Director in place of Shri Pankaj Gaur who retires by rotation and, being eligible, offers himself for re-appointment.
8. To appoint M/s M.P. Singh & Associates, Chartered Accountants, as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

### Special Business

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

#### As Ordinary Resolutions:

9. "RESOLVED that Shri V. K. Chopra be and is hereby appointed a Director of the Company, liable to retire by rotation."
10. "RESOLVED that Dr. B. Samal be and is hereby appointed a Director of the Company, liable to retire by rotation."

By Order of the Board  
For JAIPRAKASH ASSOCIATES LIMITED

HARISH K. VAID

Place: NOIDA  
Date: May 30, 2010

Sr. President (Corporate Affairs) &  
Company Secretary

### NOTES

- (i) Relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of resolutions set out under item Nos. 9 & 10 is annexed hereto.
- (ii) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER

TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.

- (iii) Corporate Members intending to send their respective authorized representatives are requested to send a duly certified copy of the Board/Governing Body resolution authorizing such representatives to attend and vote at the Annual General Meeting.
- (iv) All documents referred to in the Notice and accompanying Explanatory Statement, as well as the Annual Report and Annual Accounts of the subsidiary companies whose Annual Accounts have been consolidated with that of the Company, are open for inspection at the Registered Office of the Company on all working days, except Sunday and other holidays, between 11.00 A.M. and 1.00 P.M. up to the date of the Annual General Meeting.
- (v) The Register of Members and Share Transfer Books will remain closed from September 17, 2010 to September 21, 2010 (both days inclusive) for payment of final dividend. The dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on or after October 12, 2010 to the Members, or their mandatee, subject to the provisions of Section 206A of the Companies Act, 1956, whose names appear on the Company's Register of Members as at the close of business hours on September 16, 2010. In respect of dematerialized shares, the dividend will be payable to the "Beneficial Owners" of the shares, whose names appear in the Statement of Beneficial Ownership, as at the close of business hours on September 16, 2010, furnished by the National Securities Depository Limited and Central Depository Services (India) Limited.
- (vi) Members holding shares in electronic form may please note that: (a) the dividend, when declared, will be credited to their respective Bank Accounts as furnished to the respective Depository Participants, through Electronic Clearing Service (ECS), where this facility is available; (b) in other cases, Bank details as furnished to the respective Depository Participants will be printed on the Dividend Warrants as per the applicable regulations. The Company shall not entertain any direct request from such Members for deletion of / change of such Bank details. Further, it may be noted that instructions, if any, already given by the Members in respect of shares held in physical form will not be automatically applicable to the dividend paid on their holdings in electronic form.
- (vii) Members who are holding shares in physical form are requested to notify the change in their respective addresses or Bank details to the Company and always quote their Folio Numbers in all correspondence with the Company. In respect of holding in electronic form, Members are requested to notify any change in addresses or Bank details to their respective Depository Participants.
- (viii) Members can avail of the nomination facility in terms of Section 109A of the Companies Act, 1956 by nominating in Form 2B, as prescribed under Companies (Central Government's) General Rules and Forms, 1956, any person to whom their shares shall vest on occurrence of events stated in the said Form. Blank Forms can be supplied on request. The same can also be downloaded from the Company's website [www.jalindia.com](http://www.jalindia.com). Form 2B is to be submitted in duplicate: (a) in case of shares held in physical form, to the Company and (b) in case of shares held in dematerialized form, to the respective Depository Participants.
- (ix) Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of

dematerialization which include easy liquidity since trading is permitted only in dematerialized form, electronic transfer, savings in stamp duty, prevention of forgery, etc.

- (x) Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, the dividend amounts which remain unpaid/ unclaimed for a period of seven years, are required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. After such transfer no claim of the members whatsoever shall subsist on the said amount. Therefore, members are requested to encash their dividend warrants on priority within the validity period.

The Board of Directors in its meeting held on **October 21, 2009** had declared **interim dividend @ 27%** on the paid-up equity share capital of the Company. Members who have not yet encashed the Dividend Warrants may please write to the Company, for revalidating the Warrants.

- (xi) The Members may please note that the Ordinary and Special Resolutions sent through notice dated **April 27, 2009, September 9, 2009, October 21, 2009 & January 18, 2010** to all Members for voting through Postal Ballot have been passed on **June 27, 2009, October 27, 2009, December 8, 2009 & March 12, 2010** respectively by requisite majority. Relevant details in this regard are covered in the Corporate Governance Report annexed to the Report of the Board of Directors.

- (xii) Members or their respective proxies are requested to:

- bring copies of Annual Report sent to the Members as copies of Annual Report shall not be distributed at the Annual General Meeting;
- note that no gifts/coupons shall be distributed at the Annual General Meeting; and
- quote their Folio/Client ID & DP ID No. in all correspondence.

- (xiii) Any query relating to Accounts or any other items of business set out in the Agenda of the Meeting must be sent to the Company's Registered Office at Sector 128, Noida - 201 304 at **least seven days before the date of the Meeting**. The envelope may please be superscribed "AGM QUERIES - Attn. : Shri Harish K. Vaid, Sr. President (Corporate Affairs) & Company Secretary".

- (xiv) Relevant details, in terms of Clause 49 of the Listing Agreement, in respect of the Directors retiring by rotation and proposed to be re-appointed are as under:

**Shri R. N. Bhardwaj**

Shri R.N. Bhardwaj, 65, is a Post Graduate in Economics from Delhi School of Economics, University of Delhi and holds diploma in Industrial Relations and Personnel Management.

Shri Bhardwaj is former Chairman-cum-Managing Director of Life Insurance Corporation of India (LIC) and has also served as Member of Securities Appellate Tribunal (SAT). He has more than 38 years of experience in the fields of Economics, Finance, Investments, Portfolio Management, Human Resource Management and Securities Market. He was nominated as Member of Committee formed by Central Government in 2001 to study the Investment Management. During his tenure with LIC, Shri Bhardwaj was appointed as Nominee Director on the Board of various companies including this Company for a period of nine months in the year 2004.

Shri Bhardwaj is presently Director on the Board of Jaypee Infratech Ltd., Jaiprakash Power Ventures Ltd., SREI Ventures Capital Ltd.,

Religare Trustee Company Ltd., India Railway Catering & Tourism Corp Ltd., Money Matters Financial Services Ltd., Microsec Financial Services Ltd., Reliance Infratel Ltd., Milestone Capital Advisors Ltd., IIT Insurance Broking and Risk Management Pvt. Ltd., Singhi Advisor Pvt. Ltd., ILFS Milestone Realty Advisor Pvt. Ltd., Samvridhi Advisors Pvt. Ltd., Lanco Kondapalli Power Pvt. Ltd., Invent Asset Securitization and Reconstruction Pvt. Ltd., Capstone Capital Services Private Ltd., Money Matters Securities Pvt. Ltd. and Milestone Religare Investment Advisors Pvt. Ltd. He is also the Chairman of Audit Committee of the Company.

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

**Shri M. S. Srivastava**

Shri M.S. Srivastava, 69, is B.Sc, B.E. M.E. with specialisation in Dam Design, Hydraulic and Irrigation Engineering, having 46 years of rich experience in the field of Civil Engineering Construction to his credit.

Shri M.S. Srivastava is Director on the Board of Jaiprakash Kashmir Energy Ltd.

Shri M. S. Srivastava holds 85,540 equity shares in his own name in the Company and no share in the Company is held by him for any other person on a beneficial basis.

**Shri B. K. Taparia**

Shri B.K. Taparia, 70, holds degree in M.Com. and is a Certified Associate of Institute of Bankers.

Shri Taparia has been a Banker and Ex-Chairman & Managing Director of Industrial Reconstruction Bank of India (presently known as Industrial Investment Bank of India Ltd.). He is Director on the Boards of Jaiprakash Power Ventures Ltd., Jaypee Infratech Ltd. and Jaypee Development Corporation Ltd. He is also a member of Audit Committee and Remuneration Committee of the Company.

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

**Shri S. C. Bhargava**

Shri S.C. Bhargava, 64, is a Chartered Accountant by profession. He had a very eventful and successful career with LIC of India. Shri Bhargava is Chairman of A. K. Capital Services Ltd. and OTC Exchange of India.

Shri S.C. Bhargava is Director on the Boards of Jaypee Infratech Ltd., Jaiprakash Power Ventures Ltd., Aditya Birla Nuvo Ltd., Escorts Ltd., DCM Shriram Consolidated Ltd., Swaraj Engine Ltd., Mudra Lifestyles Ltd., Cox & Kings India Ltd., Escorts Construction Equipment Ltd., Max Mobile Communications Ltd. and G .K. Industrial Park Pvt. Ltd. He is also a member of the Remuneration Committee of the Company.

Shri S. C. Bhargava holds 3,000 equity shares in his own name in the Company and no share in the Company is held by him for any other person on a beneficial basis.

**Shri Pankaj Gaur**

Shri Pankaj Gaur, 39, B.E (Instrumentation), has 16 years' experience. He worked with Company's Jaypee Rewa and Bela Cement Plants from 1993 to 1998. Since 1999, he is looking after the Tala Hydroelectric Project being executed by the Company in Bhutan. Since 2005, he has been leading the team for the development of the Srisalem Project in Andhra Pradesh. He is Joint Managing Director (Construction) of the Company.

Shri Pankaj Gaur is also a Director on the Boards of Jaypee Arunachal Power Ltd., Sangam Power Generation Company Ltd., Jaypee Ventures Pvt. Ltd. and Pee Gee Estates Pvt. Ltd.

Shri Pankaj Gaur holds 1,56,750 equity shares in his own name in the Company and no share in the Company is held by him for any other person on a beneficial basis.

#### EXPLANATORY STATEMENT

Following Explanatory Statement, pursuant to the provisions of Section 173(2) of the Companies Act, 1956 sets out the material facts relating to the Special Businesses mentioned in the accompanying Notice dated May 30, 2010:

#### Item No. 9

Shri V. K. Chopra was appointed as Independent Director w.e.f. September 1, 2009 in the casual vacancy caused due to the resignation of Dr. ERC Shekar.

By virtue of Section 260 of the Companies Act, 1956 read with Article 133 of the Articles of Association of the Company, he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice in writing alongwith a deposit of Rs.500 from a member of the Company in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Shri V. K. Chopra for the office of Director at the ensuing Annual General Meeting.

Shri V. K. Chopra, 64, a Chartered Accountant, has been associated with financial sector for over four decades. His last official assignment was as Whole-time Member of SEBI upto March, 2008. Prior to that he had been Chairman & Managing Director of Corporation Bank and SIDBI, Executive Director of Oriental Bank of Commerce and General Manager of Central Bank of India. Currently, he is Director on the Boards of Pantaloon Retail India Ltd., Rolta India Ltd., Deewan Housing & Finance Ltd., RFCL Ltd., Centrum Direct Ltd., Landmark Property Development Co. Ltd., Metlife India Insurance Co. Ltd., Havells India Ltd., Future Finance Ltd., Religare Asset Management Co. Ltd., Religare Capital Pension Fund Ltd., SIDBI Venture Capital Ltd., Milestone Capital Advisors Ltd., Future Capital Finance Services Ltd., Pegasus Assets Reconstruction Pvt. Ltd. and Capstone Capital Services Pvt. Ltd..

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

None of the Directors of the Company, except Shri V.K. Chopra himself, is concerned or interested in the Resolution.

The Board commends the resolution for your approval.

#### Item No. 10

Dr. B Samal was appointed as Independent Director w.e.f. September 9, 2009 in the casual vacancy caused due to cessation of Shri M.J. Subbaiah as Director consequent upon withdrawal of his nomination by ICICI Bank.

By virtue of Section 262 of the Companies Act, 1956 read with Article 132 of the Articles of Association of the Company, Dr. Samal holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice in writing alongwith a deposit of Rs. 500 from a member of the Company in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Dr. B. Samal for the office of Director at the ensuing Annual General Meeting.

Dr. B. Samal, 67, had held the position of Chairman & Managing Director of Allahabad Bank and Industrial Investment Bank of India at Kolkata and had also been a Member of Securities Appellate Tribunal (SAT), Government of India, Ministry of Finance, Deptt of Economic Affairs. Presently he is Member, Employment Mission set up by the Govt of Orissa under the Chairmanship of Hon'ble Chief Minister and Member of Task Force (MOU) nominated by Govt of India, Ministry of Heavy Industries & Public Enterprises. He is Director on the Boards of Jaypee Infratech Ltd., Jaypee Karcham Hydro Corporation Ltd., Reliance Capital Ltd., Money Matters Financial Services Ltd., Indo Green Projects Ltd., IIT Investrust Ltd., Industrial Investment Trust Ltd., ARSS Infrastructure Projects Ltd., Mayfair Hotels and Resorts Ltd., Zicom Electronic Security Systems Ltd., Surana Industries Ltd., Shriram Life Insurance Company Ltd. and Vipul Ltd.

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

None of the Directors of the Company, except Dr. B. Samal himself, is concerned or interested in the Resolution.

The Board commends the resolution for your approval.

By Order of the Board  
For JAIPRAKASH ASSOCIATES LIMITED

Place : NOIDA  
Date : May 30, 2010

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

# DIRECTORS' REPORT

To

The Members,

The Directors of your Company are pleased to present the 13th Annual Report together with the Audited Accounts of the Company for the year ended March 31, 2010.

## WORKING RESULTS

The working results of the Company for the year under report are as under:

		(Rs. in Crores)	
Financial year ended	31.03.2010	31.03.2009	
Gross Revenue	11671.78	6147.99	
Profit before Depreciation & Tax	2837.73	1559.95	
Less : Depreciation	456.06	308.97	
<b>Profit before Tax</b>	<b>2381.67</b>	<b>1250.98</b>	
Less : Provision for Tax			
• Current Tax	439.69	256.96	
• Deferred Tax	233.62	89.44	
• Fringe Benefit Tax	- 673.31	7.57 353.97	
<b>Profit after Tax</b>	<b>1708.36</b>	<b>897.01</b>	
Add :			
• Profit brought forward	1879.68	1512.93	
• Loss transferred from Transferor Companies	-	70.71	
• DRP no longer required	100.00 1979.68	55.00 1638.64	
<b>Profit available for appropriation</b>	<b>3688.04</b>	<b>2535.65</b>	
Less : Transferred to :			
• Reserve for Redemption Premium on FCCBs	117.32	165.12	
• Debenture Redemption Reserve	483.54	278.90	
• General Reserve	240.00	90.00	
• Dividend paid pertaining to Previous Year (including Dividend Tax)	0.01 840.87	0.09 534.11	
Add :			
• Tax on proposed Final Dividend Reversed	3.96	7.96	
• Final Dividend received from Jaypee Hotels Ltd.(Transferor Company)	-	7.22	
• Final Dividend received by Jaiprakash Enterprises Ltd. (Transferor Company)	2.40	3.21	
• Final Dividend Transferred from Trusts	7.05 13.41	- 18.39	
<b>Dividend :</b>			
Less :			
• Interim Dividend	75.71	71.02	
• Interim Dividend received by Trusts	(6.82)	-	
• Interim Dividend received by Jaiprakash Enterprises Ltd. (Transferor Company)	-	(2.41)	
• Proposed Final Dividend	114.73	56.07	
• Tax on Dividends	31.93 215.55	15.57 140.25	
<b>Balance carried to Balance Sheet</b>	<b>2645.03</b>	<b>1879.68</b>	
Basic Earning Per Share (Post Bonus) [Face value Rs. 2 per share]	9.09	4.31	
Diluted Earnings Per Share (Post Bonus) [Face value Rs. 2 per share]	8.63	4.01	

The results of the current year reflect a robust growth over that of previous year as under: -

Sl. No.	Results	Unit	Year ended 31.03.2010	Year ended 31.03.2009	Increase
1	Profit before tax	Rs. Crore	2381.67	1250.98	90.38%
2	Profit after tax	Rs. Crore	1708.36	897.01	90.45%
3	Earning per share (Face Value Rs.2) (as adjusted for the capital increased during the year)	Rs.	9.09	4.31	110.90%

## DIVIDEND

For the financial year 2009-10, your Directors had declared one interim Dividend of Re.0.54 per equity share of Rs.2 each (27%) on October 21, 2009, absorbing an aggregate amount of Rs.75.71 Crores (excluding Dividend Tax of Rs.12.87 Crores). The Board has recommended a final dividend (proposed) of Re.0.54 per equity share of Rs.2 each, i.e., 27% which will be paid after your approval at the ensuing Annual General Meeting. The final dividend will absorb an amount of Rs.114.73 Crores (excluding dividend tax of Rs.19.06 Crores).

Thus, the total dividend of 54% for the year would result in aggregate payout of Rs.190.44 Crores (excluding Dividend Tax of Rs.31.93 Crores).

## CONVERSION OF WARRANTS INTO EQUITY SHARES

In accordance with the approval of Shareholders, the Company had issued 5,00,00,000 (five crore) Warrants on preferential basis to a Promoter Group Company, entitling the holder to apply for allotment of one Equity share of Rs.2 each at a premium of Rs.395 on full payment, per Warrant, in one or more tranches. Out of the 5,00,00,000 (five crore) Warrants, 1,00,00,000 (one crore) Warrants were converted into 1,00,00,000 (one crore) Equity Shares of Rs.2 each at a premium of Rs.395 per share on October 10, 2008. Against the balance 4,00,00,000 (four crore) Warrants the Company had received an advance of Rs.158.80 crores. The promoters had the option to get the outstanding Warrants converted into equity shares by paying the balance amount by July 21, 2009, which was not received by the Company by the said date and the Warrant got lapsed resulting in forfeiture of the aforesaid advance of Rs.158.80 Crores.

## FOREIGN CURRENCY CONVERTIBLE BONDS (FCCBs)

During the year under report, 99.95% of the FCCBs-1 (Issue size - USD 100 million) having aggregate face value of USD 99.95 million, have been converted and the Company has remitted an aggregate amount of USD 66,042.95 representing maturity amount & the interest payable on the balance 0.05% outstanding Bonds on the maturity date viz. February 17, 2010. With the aforesaid redemption, FCCBs-1 stands fully extinguished from February 17, 2010.

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

## EMPLOYEE STOCK PURCHASE SCHEME

During the year, 1,25,00,000 (One Crore Twenty Five Lacs) Equity Shares of Rs.2 each of the Company were allotted to "Jaypee Group ESPS, 2009 Trust", on December 14, 2009 on receipt of the issue price

of Rs.60 per share, including premium of Rs.58 per share, for ultimate transfer to the eligible employees (including Directors) of the Company and its subsidiaries in terms of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 under the Employee Stock Purchase Scheme of the Company namely "Jaypee Employee Stock Purchase Scheme, 2009" (the Scheme).

As the allocation of shares to the eligible employees by the Trust is under process, the employee-wise details of shares issued to Senior Managerial Personnel will be available in due course. It is, however, confirmed that :

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

The computation of Basic and Diluted "Earnings Per Share" on account of new capital issued during the year, including the shares issued under the ESPS, is given under Note 35 to the Notes on Accounts in Schedule T. Consequent upon issuance of shares under ESPS (including Bonus thereon), the Earning Per Share (EPS) stood diluted by Re.0.02. The statutory auditors have certified due compliance of the guidelines on the subject.

#### BONUS ISSUE

During the year, the Company issued 707,280,317 Bonus Shares on December 19, 2009, in the ratio of ONE Bonus Equity Share of Rs.2 for every TWO Equity Shares of Rs.2 each held in the Company, as on the Record Date i.e. December 18, 2009, in terms of the Shareholders approval accorded through Postal Ballot on December 8, 2009.

#### CHANGES IN SHARE CAPITAL

The paid-up capital of the Company on April 1, 2009 stood at Rs.236,76,01,158, divided into 118,38,00,579 Equity Shares of Rs.2 each.

During the year under report, further shares were issued as under :-

- 21,80,10,985 Equity Shares on June 14, 2009 (to the shareholders of the Transferor companies in terms of the Scheme of Amalgamation sanctioned by Hon'ble High Court of Judicature at Allahabad on May 15, 2009)
- 30,28,364 Equity Shares on August 03, 2009, October 14, 2009 & January 28, 2010 (to the holders of FCCBs)
- 1,25,00,000 Equity Shares on December 14, 2009 (to "Jaypee Group ESPS, 2009 Trust") and
- 70,72,80,317 Equity Shares on December 19, 2009 (to the shareholders as Bonus Shares).

Thus, as on March 31, 2010, the paid-up capital of the Company stood increased to Rs.4,24,92,40,490, divided into 2,12,46,20,245 Equity Shares of Rs.2 each.

#### OPERATIONS

##### 1.0 ENGINEERING DIVISION

##### 1.1 New Contracts

1.1.1 During the year under report, your Company was awarded the following contracts :

- Construction of Sewer System including replacement of old sewer raising main at Parikarma Marg at Varindavan, Distt. Mathura the contract value of the work awarded to your Company is Rs.9.64 crore;
- Construction of Drains in Parikarma Marg area for the project water drainage for Varindavan Town, Distt. Mathura, awarded to JAL at a contract price of Rs.9.34 crore;

Besides the aforesaid contracts, the Company was awarded the contract for development of section of Agra Inner Ring Road, with a length of about 20.5 kilometer which was required to be implemented through a Special Purpose Vehicle (SPV). Accordingly, Jaypee Agra Vikas Limited (JAVL) was incorporated for the purpose and the project is being implemented by JAVL.

1.1.2 Your Company on its own has been prequalified to participate in the tenders for the following projects :

- Eastern Peripheral Expressway in the States of Haryana and Uttar Pradesh on BOT (Toll) basis;
- 8-lane access controlled expressway on the right Bank of Upper Ganga Canal in Uttar Pradesh on DBFOT basis; and
- Civil & Hydro-mechanical works including Penstock liners of Vishnugad Pipalkoti Hydro Electric Project (4 x 111 MW) in the State of Uttarakhand on EPC contract basis;
- Setting up of an Industrial Project in Kannuar, Kerala.

1.1.3 Your Company has also submitted Application for Prequalification for Head Race Tunnel and Power House Complex (Dibang Lot:4) of 3000MW Dibang Multipurpose Project in Arunachal Pradesh and is expected to be qualified soon.

##### 1.2 Works in Progress

The status of the Projects being presently executed by the Company is given below :

(Rs. in Crores)					
Sl. No.	Name of the Project under Execution	Location of the Project	Contract Price (Base Value)	Nature of Project	Value of work completed as on 31.03.2010
<b>Works pertaining to :</b>					
1.	Sardar Sarovar (Narmada) Project	Gujarat	526	Power Generation (1200 MW)	462
2.	Baglihar -I & II. HEP	Jammu & Kashmir	2,320 (Revised)	Power Generation (900 MW)	1,831
3.	Karcham Wangtoo HEP	Himachal Pradesh	4,150	Power Generation (1000 MW)	3,109
4.	Turnkey construction of Srisailem Left Bank Canal Tunnel Scheme including Head Regulator etc. of Alimineti Madhava Reddy Project	Andhra Pradesh	1,925	Irrigation Tunnels	533
5.	Yamuna Expressway [earlier known as Taj Expressway] (six lane 165 km) connecting Noida & Agra and related activities	Uttar Pradesh (NCR)	6,000	Expressway Project	2,309
6.	Zirakpur-Parwanoo Highway From Km 39.860 to Km 67.000 Of NH - 22 on BOT basis	Punjab, Haryana & Himachal Pradesh	414	Highway Project	206
7.	Ganga Expressway (Eight lane & 1,047 km long) connecting Greater Noida & Ballia and related activities	Uttar Pradesh	30,000	Expressway Project	-
8.	Civil and Structural works of Clinkerisation Unit at Satna and Grinding Unit at Bhilai of Bhilai Jaypee Cement Limited.	Madhya Pradesh & Chhattisgarh	128	Cement Project	121

(Rs. in Crores)

Sl. No.	Name of the Project under Execution	Location of the Project	Contract Price (Base Value)	Nature of Project	Value of work completed as on 31.03.2010
<b>Works pertaining to :</b>					
9.	Civil and Structural work, Residential Complex, Mechanical fabrication and erection and electrical fabrication, erection and installation for Grinding Plant at Bokaro of Bokaro Jaypee Cement Limited.	Jharkhand	101	Cement Project	22
10.	Widening and facelifting of Varindavan Parikarma Marg and construction of Kesi Ghat Bridge on Varindavan Parikarma Marg	Uttar Pradesh	32	Road and Bridge works	3
11.	Construction of Sewer System including replacement of old sewer raising main at Parikarma Marg at Varindavan, Distt. Mathura	Uttar Pradesh	10	Sewer works	2
12.	Construction of Drains in Parikarma Marg area for the project water drainage for Varindavan Town, Distt. Mathura	Uttar Pradesh	9	Drain works	2

#### Projects being Executed in Joint Venture

Sl. No.	Name of the Project	Location	Contract Price (Base Value)	Nature of Project	Value of work completed as on 31.03.2010
1.	Polavaram Project Right Main Canal Package -- 4	Andhra Pradesh	301	Irrigation Canal	113
2.	Veligonda Feeder and Teegaleru Canal Project-2	Andhra Pradesh	343 (Revised)	Irrigation Canal	226
3.	Rajiv Sagar Lift Irrigation Project (Dummu Gudem)	Andhra Pradesh	282	Lift Irrigation Project	61
4.	GNSS Main Canal from km. 119.000 to km 141.350 including construction of CM & CD works	Andhra Pradesh	112	Irrigation Canal	-
<b>Total</b>			<b>46,653</b>	<b>3,100 MW</b>	<b>9,000</b>

Work of Sri Rama Sagar Project Flood Flow Canal Package – 2 in Andhra Pradesh has been completed.

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

#### 2.0 CEMENT DIVISION

##### Operations

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

	2009-10 (MT)	2008-09 (MT)	Growth
Cement Production (MT)	1,05,16,145	76,34,169	37.75%
Clinker Production (MT)	83,52,601	55,49,050	50.52%
Cement and Clinker Sale (MT) (including Self-Consumption)	1,05,53,033	76,05,849	38.75%

Zone-wise Capacity Chart of Cement Division is as under :

CAPACITY MTPA	CAPACITY OPERATIVE MTPA	CAPACITY UNDER IMPLEMENTATION MTPA	TOTAL MTPA	CAPTIVE POWER (MW)
CENTRAL ZONE	14.20	2.75	16.95	188.00
WEST ZONE	2.40	2.40	4.80	90.00
NORTH ZONE	4.70	1.50	6.20	30.00
EASTERN ZONE	-	2.10	2.10	-
SOUTH ZONE	-	3.50	3.50	35.00
<b>TOTAL</b>	<b>21.30**</b>	<b>12.25</b>	<b>33.55*</b>	<b>343.00</b>

\* Includes 4.3 MTPA of two JV/subsidiary companies of Jaiprakash Associates Limited.

\*\* 2.20 MTPA of JV/Subsidiary of Jaiprakash Associates Limited.

During the financial year 2009-10, Productivity Indices of the operating units were as under:

Sl. No.	INDICES	LIME-STONE CRUSHING (MT)	RAW MEAL GRINDING (MT)	CLINKER PRODUCTION (MT)	CEMENT GRINDING (MT)	CEMENT DESPATCH including Clinker sale (MT)
1.	Jaypee Rewa Plant, Rewa (MP)	46,66,760	48,10,236	32,04,379	32,18,119	32,44,815
2.	Jaypee Bela Plant, Bela (MP)	29,71,200	30,68,465	20,42,417	23,87,172	25,32,588
3.	Jaypee Ayodhya Grinding Operations, Tanda (UP)	-	-	-	10,31,990	10,27,027
4.	Jaypee Cement Blending Unit, Sadva Khurd (UP)	-	-	-	2,27,302	2,29,366
5.	Jaypee Cement Grinding Unit, Panipat (Haryana)	-	-	-	10,12,495	10,00,292
6.	Chunar Grinding Unit, Chunar (UP)	-	-	-	17,01,961	16,98,930
7.	Dalla Cement Factory, Dalla (UP)	20,69,708	20,77,483	13,72,603	1,45,747	2,68,827
8.	Jaypee Sidhi Cement Plant, Baghwar (MP)	16,96,262	17,54,186	11,66,250	4,05,100	4,30,836
9.	Jaypee Gujarat Cement Plant, Sewagram, (Gujarat)	7,33,221	7,02,027	4,47,629	2,79,721	3,02,181
10.	Jaypee Himachal Cement Plant – Baga	3,33,448	3,14,052	2,06,652	-	-
11.	Jaypee Himachal Cement Plant - Bagheri	-	-	-	96,430	86,086
12.	Jaypee Roorkee Grinding Unit	-	-	-	1,14,086	1,03,361
13.	Jaypee Wanakbori Grinding Unit	-	-	-	69,324	51,735
<b>TOTAL</b>	<b>1,24,70,589</b>	<b>1,27,26,449</b>	<b>84,39,930</b>	<b>1,06,89,447</b>	<b>1,09,76,044</b>	

Note: The above figures are inclusive of trial run for newly commissioned plants.

#### 2.1 Operational Performance

During the year the Company has successfully commissioned its Clinkerisation Plant at Baga and Grinding Facilities at Bagheri, Roorkee and Wanakbori. In addition the Company has successfully commissioned Captive Power Plants at Chunar and Sewagram.

Cement Production has increased to 10.69 Million Tonnes in 2009-10 from 7.63 Million Tonnes in 2008-09.

Cement dispatch including Clinker Sale has also increased to 10.98 Million Tonnes (and to 11.22 Million Tonnes after taking into account Despatches from M/s Bhilai Jaypee Cement Limited, a subsidiary of Jaiprakash Associates Limited) in 2009-10 from 7.64 Million Tonnes in 2008-09.

#### 2.2 Expansion Plans

The Company is expanding its Cement Production Capacity to 29.25 MTPA. An additional capacity of 4.3 MTPA is being added through Joint Ventures with SAIL (Steel Authority of India Limited) taking the Group's total capacity to 33.55 MTPA by 2011 which will make Jaypee Group the 3rd largest Cement producing group in India.

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

#### 3.0 HOTELS DIVISION

Presently the Hotels Division of the Company has four 5 Star luxury properties, strategically located to service the needs of

discerning business and leisure travelers. In New Delhi, the Division has two hotels - Jaypee Siddharth with 94 rooms and Jaypee Vasant Continental with 119 rooms. The largest property of the Company Jaypee Palace Hotel and Convention Centre is located at Agra with an inventory of 341 rooms. Jaypee Residency Manor at Barlowganj, Mussoorie in Uttarakhand has 90 rooms and soon the hotel shall add 45 rooms more to its inventory.

Jaypee Palace Hotel and Convention Centre, Agra has been awarded under the category "Best Convention Centre Hotel" by Ministry of Tourism, Govt. of India.

The Jaypee Group has integrated the traditional Indian hospitality with modern systems and processes to create a contemporary and competitive Indian hospitality brand. All the four properties are HACCP and ISO certified (Jaypee Palace Hotel, Agra - ISO 9001:2008; Jaypee Siddharth, New Delhi Quality Management System - ISO 9001:2008 and Environment Management System - ISO 14001:2004; Jaypee Vasant Continental, New Delhi Quality Management System - ISO 9001:2008 & Environment Management System - 14001:2004; Jaypee Residency Manor, Mussoorie ISO 22000: 2005 (FSMS) Food Safety Management System).

Jaypee Greens Golf & Spa Resort, Greater Noida is scheduled to open in July 2010 by revealing the best in 5 star luxury. Jaypee Greens Golf and Spa Resort is set amidst 60 acres of pristine land along with the international championship 18 hole Greg Norman Golf Course and world renowned "Six Senses Spa" with 169 rooms.

The Hotel Division faced the after effects of 26/11 incident in Mumbai and continued economic downturn during the year 2009-10. The situation got compounded with global slowdown resulting in reduced business and leisure travel both within and into India. Despite these tough situations and competitive market conditions the Hotel division managed to increase the overall occupancy percentage by 2%. To offset the revenues decrease in room segment, the division managed to increase the revenue from its Food & Beverage operations by 5%. The performance of the Hotel Division is expected to be much better in view of the improvement in the business of the Hotel Industry.

#### 4.0 REAL ESTATE DIVISION

##### Jaypee Greens Greater Noida

Spread across 452 acres, Jaypee Greens at Greater Noida is the maiden golf centric residential project of your Company. The project integrates Luxury Villas and Apartments with an 18 Hole Greg Norman Signature golf course, 9 hole Chip & Putt golf course, landscaped parks and lakes along with an Integrated Sports Club, 60 acre Nature Reserve, an upcoming Resort & Spa hotel, Town Centre etc. During the year under report, Jaypee Greens Greater Noida has bagged several prestigious International awards including the 'Best Golf Development', 'Best Apartment' for Sea Court and 'Best Development' for The Estate Homes at the prestigious 'Bloomberg-Asia Pacific International property Awards' supported by New York Times held at Hong Kong. These were further complimented by the 'Upcoming Residential Township' Award at the Realty Plus Excellence Awards.

##### Jaypee Greens Noida

Second real estate project - Jaypee Greens Noida being developed by Jaypee Group is an epitome of extraordinary living. Spread over 1162 acres, it has been designed as a new and exciting place to live, work and play. It offers wide range of residences from independent homes to high-rise apartments and penthouses, numerous Graham Cooke designed golf facilities,

landscaped parks and lakes along with excellent education facilities, international standard health care facilities, various recreational and entertainment centers.

Within the Noida development, new residential communities - Jaypee Greens Kosmos, Jaypee Greens Kensington Park have been introduced which is a combination of residential plots and Hi rise residential apartments. In the premium segment, The Augusta Homes were well received by the market. These exclusive homes are located on the center of the 9 Hole and the 18 Hole golf course. As a testimony to the quality and vision of WishTown, the Kallisto Town Homes were awarded the 'Best Development' at the prestigious 'Bloomberg-Asia Pacific International property Awards',

##### Jaypee Greens AMAN

Jaypee Greens third residential project Jaypee Greens AMAN at sector 151 is located on the fast developing Noida-Greater Noida expressway and offers 2 & 3 BHK apartments. Spread over 70 acres, the project also comprises Chip & Putt golf course, Gardens, Walkways, Fountains, Sports facilities, Social amenities like Shopping Complex, Social Club with Swimming pools, Gymnasiums, Primary and Senior Secondary Schools, Crèche, Kid's play area etc.

##### Jaypee Greens Sports City

The Jaypee Greens Sports City located on the Yamuna Expressway, is the latest project launched by Jaypee Greens and comprises of a 350 hectare for an International Motor racing track, cricket, and other sports stadia. The development will be divided into various thematic districts offering commercial, residential and institutional facilities. The Commercial areas will offer well defined areas for elaborate financial and civic centers, along with the Residential Districts will have a vast range of products including villas, town homes, residential plots and mid to high rise apartment blocks, with regular water supply and 24 hours electric power supply, to suit the requirements of all. Appreciation of the uniqueness of the vision behind Sports City has got International recognition at the Bloomberg Asia Pacific Property Awards where Jaypee Greens Sports City was awarded the '5 Star Award' in the category for 'Best Mixed Use Development'.

The work on all these projects is progressing satisfactorily.

#### DIVERSIFICATION

##### A. WIND POWER PROJECT

The Company has been operating Wind Power Project of 49 MW (40.25 MW in Maharashtra and 8.75 MW in Gujarat), which was fully commissioned by March 31, 2008.

The electricity generated from the Project is being sold to Maharashtra State Electricity Distribution Company Ltd. (MSEDCL) in Maharashtra and Gujarat Urja Vikas Nigam Limited (GUVNL) in Gujarat. The energy sold and the revenue from sale of electricity in the year 2009-10 are 86.7 million Units & Rs.31.76 Crore respectively against 80 million Units & Rs.28.27 Crore in the year 2008-09.

##### B. DEVELOPMENT OF DONGRI TAL II AND MANDLA (SOUTH) COAL BLOCKS IN MADHYA PRADESH

(a) Madhya Pradesh Jaypee Coal Limited (MPJCL) has been incorporated on May 14, 2009, as a joint venture with Madhya Pradesh State Mining Corporation Ltd. (MPSMCL) for mining and sale of Coal from Dongri Tal-II Coal Block at Singrauli in Madhya Pradesh. MPSMCL will hold 51% of the issued equity shares of MPJCL in consideration for the mining rights granted to the Joint Venture Company and your Company would hold 49% equity in the said Joint Venture Company. The JV



Company will thus be treated as a Government company within the meaning of Section 617 of the Companies Act, 1956. The progress of the Project is satisfactory and the same is expected to be commissioned by September, 2012.

(b) Madhya Pradesh Jaypee Coal Fields Limited (MPJCFCL) has been incorporated on January 4, 2010, as a joint venture with Madhya Pradesh State Mining Corporation Ltd. (MPSMCL) for mining and sale of coal from Mandla (South) Coal Block in District Chhindwara (M.P.).

MPSMCL holds 51% of the issued equity capital of MPJCFCL in consideration for the mining rights granted to the JVC from Mandla (South) Coal Block and your Company would hold 49% of the equity capital in the said company. The JV Company will thus be treated as a Government company within the meaning of Section 617 of the Companies Act, 1956. Necessary steps have been taken to obtain requisite clearances including Environment Clearance.

(c) Mandla (North) Coal Block in District Chhindwara (MP) has been awarded to your Company for mining of coal. Necessary steps have been taken to obtain requisite clearances including Environment Clearance.

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

The Plant has successfully completed one year of operation taking 300-350 MT/day garbage of the city of Chandigarh as per agreement without any breakdown even on a single day. The plant is serving the twin purpose of keeping the city clean and to conserve the energy resources available in the form of producing fuel called Refused Derived Fuel (RDF). RDF (in fluff form), the final product of the plant, is being disposed off commercially and is becoming popular as a good substitute of conventional fuel in the industry located around Chandigarh.

The Plant has been awarded for "Excellence in Solid Waste Management" by Andhra Pradesh Technology Development and Promotion Center, which is an autonomous society of CI, Govt. of AP & TIFAC (Under Govt. of India). The nominations for this award have been evaluated based on criteria viz. Scope of Work, Innovation/Effort, Technology, Processes and Systems, Aesthetics and Project Sustainability.

#### D. EXPLORATION AND DEVELOPMENT OF OIL AND NATURAL GAS

As reported in the last Annual Report, the seismic exploration activities had commenced as scheduled in the largest onshore oil-gas block in the 'South Rewa Basin' in Madhya Pradesh, awarded to your Company under NELP-VI Round. Your Company has 90% interest in the block and the consortium partner Prize Petroleum Company Limited who is the 'Operator' has 10% interests. The 1st phase of exploration is scheduled to be completed in the year 2012. The completion of 1st phase shall prima-facie establish the presence of hydrocarbons for pursuing the next phase.

The seismic exploratory surveys have been processing as planned. Geological Survey, Gravity-Magnetic Survey (API) have been successfully completed. 2D and 3D seismic surveys (API) have been progressing well and substantial areas in the awarded oil-gas block have been covered. The work is also progressing well on other committed programmes including preparatory works for drilling of exploratory wells. The completion of 1st phase of the exploratory program is targeted to be completed on schedule.

The Company is on the constant look out for attractive 'farm-in' opportunities in the up-stream oil & gas sector and also considering to participate in the bidding for oil and natural gas blocks under New Exploration Licensing Policy-9th Round (NELP-IX) and for Coal Bed Methane (CBM) blocks in the next Round for which the Government of India is expected to announce the bidding programme by the end of 2010.

#### E. OTHER DIVERSIFICATION INITIATIVES

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

#### SUBSIDIARIES

As on March 31, 2010, the Company has sixteen subsidiaries which are engaged in different business activities, as under:

1. Jaiprakash Power Ventures Limited
2. Jaypee Arunachal Power Ltd.
3. Bina Power Supply Co. Ltd.
4. Jaypee Karcham Hydro Corporation Limited
5. Jaypee Powergrid Limited.
6. Sangam Power Generation Co. Ltd.
7. Prayagraj Power Generation Co. Ltd.
8. Bhilai Jaypee Cement Limited
9. Bokaro Jaypee Cement Limited
10. Gujarat Jaypee Cement & Infrastructure Limited
11. Madhya Pradesh Jaypee Minerals Ltd.
12. Jaypee Infratech Limited
13. Jaypee Ganga Infrastructure Corporation Limited.
14. Himalyan Expressway Limited
15. Jaypee Agra Vikas Limited
16. JPSK Sports Private Limited

The status of the aforesaid subsidiaries is as under:

#### POWER AND RELATED BUSINESS

1. Jaiprakash Power Ventures Limited (JPVL)  
(formerly known as Jaiprakash Hydro-Power Limited)

#### AMALGAMATION

During the year under report, erstwhile Jaiprakash Power Ventures Limited (Transferor Company) was amalgamated with Jaiprakash Hydro-Power Limited (Transferee Company), both subsidiaries of your Company, w.e.f. the Appointed Date viz. April 1, 2009, and the name of the Transferee Company was changed to Jaiprakash Power Ventures Limited (JPVL) in terms of the Scheme of Amalgamation sanctioned by Hon'ble High Court of Himachal Pradesh vide Order dated November 20, 2009 which was filed with the Registrar of Companies on December 14, 2009 thereby making the amalgamation effective from the said date.

#### OPERATIONS

Consequent upon the amalgamation, as aforesaid, all Projects including the 400 MW Vishnuprayag Hydro Power Station of the Transferor company stood vested in the Transferee company, now known as JPVL. The performance of the company's power stations and the Energy generation during the year under report was quite satisfactory, as detailed below:-

Plant	Plant Availability (%)	Generation (million units) Net Saleable Energy
300 MW BASPA-II	99.83%	1139.03
400 MW Vishnuprayag	98.96%	1717.08

#### NATIONAL AWARDS

Baspa-II Hydro Power Station has once again been conferred with SILVER SHIELD FOR BEST PERFORMANCE UNDER HYDRO POWER STATION PERFORMANCE AWARD FOR THE YEAR 2008-09 in recognition of its meritorious performance. The award has been instituted by Ministry of Power, Government of India. The award was presented by the Hon'ble Minister of Power at a function organized at Vigyan Bhawan, Maulana Azad Road, New Delhi on January 29, 2010.

400 MW Vishnuprayag Project was awarded FIRST PRIZE IN "EXCELLENCE IN FAST TRACK POWER PROJECT EXECUTION-HYDRO" in Indian Electricals and Electronic Manufacturers Association (IEEMA) Power Awards-2008.

#### VERIFIED EMISSION REDUCTIONS

Baspa-II Plant has 21,52,595 VERs to its credit which have been verified upto August, 2009, after sale of 3,00,000 VERs for Rs.7.86 crore during the year under report. As for Vishnuprayag plant, Sale consideration aggregating Rs. 33.28 crore in respect of VERs generation during the period October, 2008 to September, 2009 were received during the year under report. Further, the Company's 1320 MW Jaypee Nigrie Super Thermal Power Project in Madhya Pradesh shall be eligible for CERs under Clean Development Mechanism (CDM). The company has appointed validation Agency for the purpose.

#### FURTHER GROWTH

##### 1320 MW JAYPEE NIGRIE SUPER THERMAL POWER PROJECT

The work on 1320 MW (2 X 660 MW) Jaypee Nigrie Super Thermal Power Project in Nigrie, Distt. Singrauli in Madhya Pradesh being implemented by JPVL is progressing satisfactorily.

The expected date of commissioning for Unit - I and Unit - II are end April, 2013 and end October 2013 respectively. The Nigrie Thermal Project is expected to utilize coal from two captive coal blocks, the Amelia (North) and Dongri Tal - II coal block with total coal reserves of 250 MT of coal. These coal blocks contain sufficient coal reserves to fuel the Nigrie Thermal project over the long term.

#### MEGHALAYA H.E. PROJECTS

The Government of Meghalaya (GoM) had assigned the development of 450 MW Kynshi - II Hydro-electric project and 270 MW Umngot Hydro-electric project on Build, Own, Operate and Transfer (BOOT) basis to JPVL. Necessary action has been taken to start the work relating to survey & investigation etc. at the earliest.

These projects shall be implemented through Special Purpose Vehicle(s) proposed to be incorporated for the purpose.

##### 240 MW KERALA THERMAL POWER PROJECT

JPVL shall be implementing 240 MW Thermal Power Plant in District Kannur in the State of Kerala. 66,4862 hectares of Land has been leased to the company by Kerala Industrial Infrastructure Development Corporation (KINFRA). Further Steps/ approvals are being taken for the implementation of the Project.

#### 2. Jaypee Arunachal Power Limited (JAPL)

Jaypee Arunachal Power Limited (JAPL), presently a wholly owned subsidiary of JPVL is implementing 2700 MW Lower Siang and 500 MW Hirong H.E. Projects in the State of Arunachal Pradesh. As already reported last year, in due course, JPVL alongwith its associates will hold 89% of the Equity of JAPL and the balance 11% will be held by Government of Arunachal Pradesh.

The Detailed Project Report (DPR) for the Lower Siang Project has been approved by Central Electricity Authority. Accordingly, Phase I (1500 MW) is expected to be commissioned in 2016 and Phase II (1200 MW) is being planned to be commissioned by 2018. The 500 MW Hirong Project is expected to commence operations by 2018.

#### 3. Bina Power Supply Company Limited (BPSCL)

BPSCL, the wholly owned subsidiary of JPVL, is setting up a Coal-based Thermal Power Plant of 500 MW (2x250 MW) in the first phase against the total proposed capacity of 1500 MW at Bina, Distt. Sagar, MP. The works on the project are progressing satisfactorily.

The Project (First Phase) has been appraised by the Banks and Financial institutions with IDBI as the Lead Bank. Debt syndication has been accomplished and Financial Agreements executed in November, 2009. Thus the Financial closure has been achieved.

While the First Phase of 500 MW is expected to be commissioned in September 2011, the Second Phase of 1000 MW will be commissioned by 2013.

#### 4. Jaypee Karcham Hydro Corporation Limited (JKHCL)

JKHCL, subsidiary of your Company, is implementing the 1000 MW Karcham Wangtoo Hydro-electric Project in District Kinnaur, Himachal Pradesh on Build, Own & Operate basis.

The progress of the Project is quite satisfactory and is expected to be commissioned by March/April, 2011, i.e., ahead of schedule by around 7 months.

#### 5. Jaypee Powergrid Limited (JPL)

Jaypee Powergrid Limited, a joint venture of Jaiprakash Power Ventures Limited and Power Grid Corporation of India Limited, a Central Government Power Utility Undertaking, is setting up Transmission Line for evacuation of Power from the Karcham Wangtoo Project, being developed by Jaypee Group.

Central Electricity Regulatory Commission has granted Transmission Licence to this subsidiary and other Statutory/Regulatory approvals required for the Transmission Project are in place.

The progress of the Project is satisfactory and is expected to be completed well before the commissioning of the Karcham Wangtoo Project.

#### 6. Sangam Power Generation Co. Ltd. (SPGCL) &

#### 7. Prayagraj Power Generation Co. Ltd. (PPGCL)

As reported last year, two super critical technology boiler based Thermal Power Projects are being implemented by Jaiprakash Power Ventures Ltd. (JPVL), a subsidiary of your Company, through the Special Purpose Vehicles formed for the purpose, which are presently the wholly owned subsidiaries of JPVL.

1980 MW Karchana Thermal Power Project in Tehsil Karchana of Allahabad District is being implemented by Sangam Power Generation Company Ltd. (SPGCL) and is expected to be commissioned by the year 2014.

3300 MW Bara Thermal Power Project in Tehsil Bara of Allahabad Distt is being implemented by Prayagraj Power Generation Company Ltd. (PPGCL). While Phase I (1980 MW) of this Project is planned to be commissioned by the year 2014, Phase II (1320 MW) is expected to be commissioned by 2016.

The work on both the Projects is progressing satisfactorily.

## CEMENT BUSINESS

### 8. Bhilai Jaypee Cement Limited (BJCL)

The Clinkerisation Unit of the 2.2 Million Tonne per annum capacity split-located plant of the company (BJCL) at Babupur, Satna has been successfully commissioned in December 2009, four months ahead of schedule. The Grinding Unit at Bhilai has also been commissioned as per schedule.

### 9. Bokaro Jaypee Cement Limited (BOJCL)

The work on this 2.1 Million Tonne per annum capacity Project in Bokaro is progressing on a fast-track basis and construction of plant structures are in full swing. Orders for all main items of Plant & Machinery have also been placed by the company.

The Project is expected to be commissioned by July, 2011.

### 10. Gujarat Jaypee Cement & Infrastructure Limited (GJCL)

The company was incorporated as a Joint Venture between Jaiprakash Associates Limited (JAL) and Gujarat Mineral Development Corporation Limited (GMDC) to implement a 2.4 Million tones per annum capacity cement plant in District Kutch, Gujarat, setting up an SEZ for mineral based industries, construction of a captive jetty in Distt. Kutch for export of Cement and other products manufactured in the SEZ, setting up a power station to provide for energy needs of the SEZ and setting up such other mineral based and value adding industries in the SEZ.

Necessary action has been taken for acquisition of land and for obtaining other statutory approvals.

Environment impact assessment on the identified land has, in the meanwhile, been made and clearance from State Wild Life Protection & Forest Dept has also been received for the proposed cement plant. Environmental Clearance is expected to be received as soon as the identified Government land is transferred in company's name. Technical consultants are also working on the engineering of the Project.

## COAL MINING

### 11. Madhya Pradesh Jaypee Minerals Limited (MPJML)

MPJML is a joint venture of your Company with Madhya Pradesh State Mining Corporation Limited (MPSMCL) for developing a Coal Block at Amelia (North) in Singrauli District in the State of Madhya Pradesh. In terms of the Supplementary Agreement, while MPSMCL will hold 51% Equity, balance 49% would be held by your Company. The JV Company will thus be treated as a Government company within the meaning of Section 617 of the Companies Act, 1956.

The work on the Project is progressing satisfactorily and the coal mining is expected to commence from October, 2010.

## EXPRESSWAYS AND RELATED BUSINESS

### 12. Jaypee Infratech Limited (JIL)

The construction of Yamuna Expressway by JIL is progressing at a fast pace. As of March 31, 2010, while the earth work has been completed to the extent of 86%, Culverts 92%, Vehicular Underpasses/Minor Bridges etc. 70%, the Interchanges have been completed to the extent of 46%. The work of Pavement Quality Concrete (PQC) / Dry Lean Concrete (DLC) has also started on the Project. The company has deployed a sum of Rs.6508.34 Crores on the Yamuna Expressway Project which has been met through equity of Rs.1250.00 Crores, debt of Rs. 4269.05 Crores and contribution from Real Estate development amounting to Rs.989.29 Crores.

During the year under review the company has also sold 203.50 Lac Sqft of the 'Build up properties' and 'Developed plots'

across five of its projects aggregating to approx. Rs. 5991 Crores sales with a pre sales collection of Rs. 1067 Crores. Your Company has created a niche for its projects in the affordable housing segment and all projects launched by your Company have been met with great success.

### Land Acquisition

The Yamuna Expressway Industrial Development Authority (YEA) has transferred almost entire land needed for Right of Way (ROW) to the Company.

The company has also been transferred land for development of approximately 3745 acres as of March 31, 2010 of which 1211 acres is located in Noida, 2225 acres in two other land parcels in District Gautam Budh Nagar and 309 acres in District Agra for commercial, amusement, industrial, institutional, and/ or residential purposes.

### 13. Jaypee Ganga Infrastructure Corporation Limited (JGICL)

The Company, Jaypee Ganga Infrastructure Corporation Limited (JGICL) was incorporated on March 18, 2008 as a wholly owned subsidiary of Jaiprakash Associates Limited for implementation of the "Ganga Expressway Project" consisting of the prestigious 1047 km long 8-lane Access-Controlled Expressway connecting Greater Noida with Ghazipur-Ballia along the left bank of river Ganga along with the development of 12,281 hectare of land parcels at eight different locations in Uttar Pradesh. The Ganga Expressway Project was awarded on Design, Build, Finance and Operate (DBFO) basis. After obtaining necessary approvals, the Concession Agreement was executed between Uttar Pradesh Expressways Industrial Development Authority and JGICL on March 23, 2008.

### PROJECT IMPLEMENTATION

Preparatory work for the Project has started and necessary steps have been taken to obtain requisite approvals including Environment Clearance. Thereafter the process of acquisition of land for construction of the Expressway and development of Land Parcels will be initiated.

### 14. Himalyan Expressway Limited (HEL)

Himalyan Expressway Limited was incorporated as a Special Purpose Vehicle for implementation of Zirakpur-Parwanoo Expressway Project in the States of Punjab, Haryana and Himachal Pradesh. The EPC Contract for the project is being executed by your Company.

The Project consists of 17.44 Km of widening of existing two-lane carriageway to four-lane and 10.14 Km of new four-lane bypass. The existing carriageway consists of six Bridges/Flyovers and six Pedestrian/Vehicular underpasses, 24 km of service roads and 24 km of drains, while the bypass consists of eleven viaducts, five vehicular underpasses, 3 km of service roads and 3 km of drains.

The work on the Project is progressing satisfactorily.

### 15. Jaypee Agra Vikas Ltd. (JAVL)

Jaypee Agra Vikas Limited, the wholly owned subsidiary of your Company, was incorporated on 16th November, 2009 as a Special Purpose Vehicle to undertake the work for development of section of Agra Inner Ring Road, with a length of about 20.5 Kms. The work relating to the project is progressing satisfactorily.

## SPORTS AND RELATED BUSINESS

### 16. JPSK Sports Private Limited (JPSK)

JPSK is developing a green field state-of-the-art sports complex including Car Race Track, a Cricket Stadium and other related integrated support infrastructure including township(s), for which total land measuring around 2500 acres has been allotted to JPSK.

The work on the Project is progressing satisfactorily and the Car Race Track will be ready to host the first Formula One, Grand Prix of India in the year 2011.

#### **FERTILIZER AND CHEMICALS BUSINESS**

In terms of the approval of the shareholders, the Company is looking for the opportunities to diversify into Fertilizer and Chemicals Business.

#### **CONSOLIDATED FINANCIAL STATEMENTS**

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

In terms of the approval of the Central Government accorded under Section 212 (8) of the Companies Act, 1956 the Audited Balance Sheets as at March 31, 2010 in respect of the subsidiaries of the Company have not been attached to the Balance Sheet of the Company. However, the requisite information for each subsidiary has been disclosed.

The annual accounts of the subsidiary companies and the related detailed information will be made available to the investors of the Company as well as of the subsidiary companies seeking such information at any point of time. The annual accounts of the subsidiary companies will also be kept for inspection by any investor in Company's Head Office and also that of the subsidiaries. Further, the Company shall furnish a hard copy of annual accounts of subsidiaries to any shareholder on demand. The Company has also uploaded the details of the accounts of individual subsidiary companies on its website i.e. [www.jalindia.com](http://www.jalindia.com).

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

#### **OUTLOOK**

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

#### **DIRECTORATE**

During the period under report, Shri Gopi K. Arora ceased to be a Director of the Company consequent upon his demise on November 5, 2009. While paying tribute to late Shri Gopi K. Arora who left for his heavenly abode, the members of the Board prayed for peace to the departed Soul.

The Board places on record its appreciation for the valuable contribution of late Shri Gopi K. Arora, Director during his tenure on the Board.

During the period under report, Shri V.K. Chopra was appointed as an Independent Director, w.e.f. September 1, 2009, in the casual vacancy caused due to the resignation of Shri ERC Shekar.

Further, Dr. B. Samal was also appointed as an independent Director, w.e.f. September 9, 2009, in the casual vacancy caused due to withdrawal of nomination of Shri M J Subbaiah by ICICI Bank Ltd.

Shri Sunny Gaur, Managing Director (Cement) was re-appointed for five years w.e.f. December 31, 2009.

Dr. J N Gupta was co-opted as an Independent Director, w.e.f. May 3, 2010, in casual vacancy of Shri Gopi K. Arora.

S/Shri R. N. Bhardwaj, M. S. Srivastava, B. K. Taparia, S. C. Bhargava and Pankaj Gaur, Directors would retire by rotation at the forthcoming Annual General Meeting of the Company. Proposals for their

re-appointment have been included in the Notice of the Annual General meeting for your approval. Since Shri V K Chopra and Dr. B Samal hold office of Director till the ensuing Annual General Meeting and proposal for their appointment as Director has been received from a shareholder, the same has also been included in the Notice of the Annual General Meeting for your approval.

#### **DEPOSITS**

Fixed deposits received from the shareholders and the public as on March 31, 2010 stood at Rs.1404.83 Crores. Deposits of Rs.3.71 Crores due for repayment on maturity remained unclaimed by the depositors as on March 31, 2010.

#### **PARTICULARS OF EMPLOYEES**

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

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

Particulars with respect to conservation of energy, technology absorption, foreign exchange earnings & outgo, pursuant to Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Directors) Rules, 1988 for the year ended March 31, 2010 are annexed and form an integral part of this Report.

#### **NOTES ON ACCOUNTS**

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

#### **AUDITORS**

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

#### **CORPORATE GOVERNANCE**

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

While the Company is complying the Corporate Governance norms laid down in Clause 49 of the Listing Agreement, the Corporate Governance Voluntary Guidelines, 2009, proposed by the Ministry of Corporate Affairs, Government of India, are being examined for adoption in a phased manner.

#### **EMPLOYEE RELATIONS**

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

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors, based on the representation received from the operating management, certifications by the CEO and CFO to the Board of Directors and after due enquiry, confirm in respect of the audited annual accounts for the year ended March 31, 2010 :

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed and that there were no material departures;
- ii) that the Directors had, in consultation with the Statutory Auditors, selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and

prudent so as to give a true and fair view of the state of affairs of the Company for the year ended March 31, 2010 and the profit of the Company for that period;

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

**ACKNOWLEDGEMENT**

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

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

On behalf of the Board

**MANOJ GAUR**  
Executive Chairman

May 30, 2010

**ANNEXURE TO THE DIRECTORS' REPORT**

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

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

**A. Employed throughout the year and in receipt of remuneration aggregating Rs.24,00,000/- or more per annum**

1. Shri Manoj Gaur, Executive Chairman, Rs.20,996,400, B.E. (Civil Hons.), 46, 25, November 1, 1985, Jaiprakash Industries Limited.
2. Shri Sunil Kumar Sharma, Executive Vice-Chairman, Rs.19,700,722, B.Sc., 50, 32, January 1, 1986, Jaiprakash Industries Limited.
3. Shri Sunny Gaur, Managing Director (Cement), Rs.8,400,652, Graduate, 41,17, February 1, 1992, Jaiprakash Industries Limited.
4. Shri Pankaj Gaur, Joint Managing Director (Construction), Rs.7,377,606, B.E (Instrumentation), 39, 17, March 12, 2004, Jaiprakash Industries Limited.
5. Shri S. D. Nailwal, Director (Finance), Rs.5,317,270, B.A. (Com.), F.C.S. 62, 44, July 1, 1986, Jaypee Hotels Limited.
6. Shri R. K. Singh, Whole Time Director, Rs.4,665,955, B.Sc., B.E (Hons.) (Civil Engineering), 65, 42, September 1, 2007, Railway Board, Indian Railways.
7. Shri Ranvijay Singh, Whole Time Director, Rs.5,796,198, B.E (Civil), 44, 22, December 14, 2007, Gujarat Anjan Cement Limited.
8. Shri G. P. Gaur, Executive Director, Rs.4,197,531, Intermediate, 62, 42, January 1, 1986, Jaiprakash Industries Limited.

9. Shri Naveen Kumar Singh, Executive General Manager, Rs.4,339,731, B.Com, 35, 12, September 1, 1997, First Employment.
10. Shri Rahul Kumar, C.F.O., Rs.5,735,160, F.C.A., 42, 17, November 1, 2006, Jaiprakash Enterprises Limited.
11. Shri B. M Subbanna, President, Rs.2,875,791, LME, A.M.I.E., 70, 47, August 1, 1991, ECC.
12. Brig. Yogendra Parimu, President (HR), Rs.3,719,406, B.E.(Civil), 69, 47, July 1, 1995, Corps of Engineers, Indian Army.
13. Shri Atal Behari Kaushal, Sr. Joint President, Rs.3,144,136, B.Sc. Engg. (Mech.), 70, 44, December 3, 1997, CCI.
14. Shri Virendra Singh Bajaj, President, Rs.3,063,074, B.Sc. Engg.(Chem), 59, 38, October 31, 1998, Union Beverages.
15. Shri B. P. S. Kwatra, President, Rs.3,281,798, M.SC.(AG), 67, 42, January 1, 2003, Prism Cement Limited.
16. Shri Bhanwar Lal Saini, Sr. President, Rs.3,376,674, A.M.I.E, 62, 43, October 25, 2005, ACC Ltd.
17. Shri Sharad C. Agarwal, Joint President, Rs. 2,605,864, M.B.A., 53, 29, November 4, 2006, Surya Roshni Limited.
18. Shri Ram Bahadur Singh, CFO-Cement, Rs.4,871,807, F.C.A., 60, 37, July 15, 1993, THDC Limited.
19. Shri Vijai Kumar Jain, Chief Technology Officer (Cement), Rs.4,984,089, B.E.(Mechanical), 59, 39, June 2, 1999, Prism Cement Limited.
20. Shri D. G. Kadhade, Chief Advisor (Engineering Services), Rs.3,385,579, B.E (Civil), FIE(I), Ph.D.(Philosophy), 79, 56, September 1, 2007, Jaypee Ventures Pvt. Ltd.
21. Dr. Yajulu Medury, Chief Operating Officer (Education), Rs.4,946,103, Ph.D (Engineering Mechanics), 52, 25, December 15, 2001, Educational Consultants India Limited.
22. Shri Harish K. Vaid, Sr. President (Corporate Affairs) & Company Secretary, Rs.4,481,254, B.Com., D.C.A, LL.B, F.C.S., 56, 37, January 1, 1986, Jaiprakash Industries Limited.
23. Shri S. K. Bansal, President, Rs.3,128,649, B.Sc., B. Arch (Roorkee), 73, 48, October 22, 1981, Govind Ballabh Pant University.
24. Shri Dilbagh Singh, Sr. G.M. (Aviation), Rs.3,259,297, B.Sc. Commercial Helicopter Pilot license, 55, 34, April 18, 2000, Indian Air Force.
25. Shri Ranbir Singh Kanwar, Chief Pilot, Rs.2,846,880, B.Sc. Commercial Helicopter Pilot license, 51, 29, June 15, 2001, Indian Army.
26. Shri Chandra Kant Vyas, Pilot, Rs. 2,762,917, B.Sc., RHSCPMI, Type Examiner MI-26, 52, 30, October 3, 2006, Indian Air Force.
27. Shri Sudhir Bagga, Pilot, Rs.2,627,790, B.Sc, CPL, 50, 28, July 2, 2007 Indian Air Force.
28. Shri Vijay Kumar, Pilot, Rs.2,672,917, BA, CHPL, FRTOL, IR Current, 52, 30, July 2, 2007, Sahara Airlines.
29. Shri Paramjeet Singh, Pilot, Rs.2,757,917, M.Sc., B.Ed, QFI, IRIE, 49, 26, August 25, 2007, Indian Air Force.
30. Shri Capt. Arfan Hamid Mir, Pilot, Rs.2,654,795, BA, CPL, FRTO, IR & MULTI, 41, 20, August 26, 2008, Indian Air Force.
31. Shri Navneet Goswami, Pilot, Rs.2,765,996, B.Sc., PGDBM, CHPL, FRTO, 48, 26, July 7, 2008, Indian Air Force.
32. Shri Anjan Kumar Bajpaie, Joint President, Rs.2,426,432, M.Com., LLB., F.C.S., 61, 34, March 1, 2006, NTPC Limited.

33. Shri Chandrasekhar L., Sr. Joint President, Rs.2,503,066, B.Sc., C.A., C.S., 52, 26, March 23, 2009, Orchid Chemicals Pharmaceuticals Ltd.
34. Shri Surinder Kumar Bagal, President, Rs.2,511,352, B.Sc. (Eng. Mech.), M.B.A., 62, 37, August 7, 2008, Birla Group.
35. Shri Ajay Sharma, Executive President, Rs. 3,188,589, M.B.M., LL.B., 54, 31, April 26, 1986, J.K. Synthetic.
36. Shri G. V. Bhatt, Sr. President, Rs.2,949,708, B.Sc., Engg.(Mech.), 67, 44, July 10, 1995, Shree Cement.
37. Shri Anil Goyle, Jr. President, Rs.2,568,545, B.E. (Mech.), 60, 35, March 13, 2008, Cement Engineering Services.
38. Shri C. S. Jain, President, Rs.2,717,096, C.A., 61, 36, June 17, 2008, Maihar Cement.
39. Shri V. S. Srinivasaraghavan, President, Rs.2,732,239, I.C.W.A., 52, 28, January 9, 2009, ACC Limited.
40. Shri Sita Ram Yadav, President, Rs.2,501,455, B.Sc. Eng. (Elect.), 61, 38, February 2, 2009, Jindal India Thermal Power Ltd.
41. Shri Sachendra Pratab Singh Sisodiya, Pilot, Rs. 2,749,646, M.Sc., CHPL, FRTOL, RTR(A), 49, 26, June 12, 2008, Indian Air Force.
42. Shri P. K. Jain, Whole-time Director in erstwhile JEL, Rs.4,828,883, MA, 61, 39, February 1, 2001, Jaiprakash Associates Limited.
43. Shri Alok Gaur, Whole-time Director in erstwhile GACL, Rs.3,295,600, B.Tech., 47, 27, October 1, 2007, JIL Information Technology Ltd.

**B. Employed for part of the year and in receipt of remuneration aggregating Rs. 2,00,000/- or more per month.**

1. Shri Allan Henry Le Roux, Gen. Manager (Tolling), Rs.4,724,280, N5 Digital Electronics, 48, 31, September 1, 2009, Soma – Isolux NH One Tollway Pvt. Ltd., Gurgaon.
2. Shri Grant Raymond Jeffries, Gen. Manager, Rs.401,078, M.B.A., 41, 22, March 2, 2010, Centra Grand Island Maldives.
3. Shri Franck Turmine, Head Pastry Chef, Rs.912,490, CAP – Pastry Chef/Confectionery, 46, 25, December 31, 2009, Hotel De Franc/ Jersey.
4. Shri K. Swaminathan, President (Supply Chain Management), Rs.2,175,551, C.A., 50, 25, June 18, 2009, Lafarge India Ltd.
5. Shri Badai Chandra Ghosh, President, Rs.1,887,158, B.Sc., Engg. (Mech.), 62, 33, May 9, 2009, Reliance India Ltd.
6. Shri Ravi Sreen, Managing Director in erstwhile JHL, Rs.1,506,150, F.C.A., 56, 31, November 1, 2007, Millennium & Copthorne International Ltd. Singapore.
7. Smt. Manju Sharma, Whole-time Director in erstwhile JHL, Rs.1,170,000, B.A. Hons. (Maths), 46, 21, April 1, 1998, Jaypee Hotels Limited.
8. Shri Jehangir Darasha Mehta, President, Rs.738,918, LL.B., 66, 45, January 5, 2010, Hindalco Industries Ltd.
9. Shri Karlheinz Klaus, Gen. Manager, Rs. 2,096,832, Diploma in Mech. Engg., 59, 28, January 15, 2010, Polysius, Germany.
10. Shri Raina Dora, Vice President, Rs.612,152, B.Arch., 51, 30, January 18, 2010, Ansal API.
11. Shri Ashok Kumar Dembla, President (Technical Co-ordination), Rs. 3,047,049, A.I.M.A., 51, 29, April 2, 2009, Humboldt Wedag International.

12. Shri Bipin Chand, Jr. President, Rs.1,067,253, B.Sc. (Engg.), LL.B., 58, 36, December 18, 2009, NDZ-III, New Delhi.
13. Shri Vijay Sardana, Chief Operating Officer, Rs. 725,393, B.Sc., M.Sc., M.B.A., PGDM, 43, 20, December 23, 2009, Achiever Resources Pvt. Ltd.
14. Shri Ashok Kumar Jain, President, Rs.1,048,364, B.E.(Chem.), 61, 37, November 2, 2009, SAIL.
15. Shri Richard Brydon, Project Manager Tunnel, Rs.3,054,443, B.E.(Mining Engineering) and Master Degree in Geotechnical Engineering, 46, 21, February 16, 2008, Daweoo Engineering, South Korea.
16. Shri Tiziano Fabbro, TBM Consultant, Rs.810,156, Newzealand Grade B Tunnel Manager Certificate, 55, 34, June 23, 2008, Luzon Hydro Corporation, Philippines
17. Shri Pawan Bhargav, Vice President, Rs.1,501,591, B.Sc., M.B.A., 51, 29, June 2, 2008, Feddars Lloyd.

**Notes:**

1. Salary paid to above employees includes salary paid as Directors of erstwhile companies till May 27, 2009. Details of salary given as Directors is given below:

	<u>Rupees</u>
Shri P.K. Jain (Brother of Shri S.K. Jain, Vice-Chairman)	6,80,276
Shri Ravi Sreen	10,13,208
Smt. Manju Sharma (Sister of Shri Sunil Kumar Sharma, Executive Vice-Chairman)	6,52,651
Shri Naveen Kumar Singh	5,79,252

2. Gross remuneration includes Salary, House Rent and other perks like Medical Reimbursement, Leave Travel Assistance, Furnishing Allowance, Books and periodicals Allowance, Company's contribution towards Provident Fund etc. but excludes provision for Gratuity & Leave Encashment.
3. Shri Manoj Gaur, Executive Chairman, is son of Shri Jaiprakash Gaur, Founder Chairman and brother of Shri Sunny Gaur, Managing Director (Cement).
4. Shri G. P. Gaur, Executive Director, is brother of Shri Jaiprakash Gaur, Founder Chairman and father of Shri Pankaj Gaur, Joint Managing Director (Construction).
5. Shri Naveen Kumar Singh is brother of Shri Ranvijay Singh, Whole-time Director.
6. The Executive Chairman, Executive Vice-Chairman and Whole-time Directors hold their respective offices for a period of five years from the date of their appointment/ re-appointment.

**Information pursuant to Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 forming part of the report of the Board of Directors for the year ended March 31, 2010**

**A. Conservation of Energy**

The Company is engaged in the business of Integrated Engineering Construction and operates at the locations of its clients and uses electric energy for implementation of various projects undertaken by it. Besides, the Company is also engaged in the business of manufacture and marketing of Cement and owns five star hotels at New Delhi, Mussoorie and Agra and a Golf Course with associated recreational and residential facilities at Greater Noida as part of its Real Estate Business.

The Company ensures that all possible measures are taken to conserve energy including identification of potential areas of saving energy, installation of energy efficient equipment such as

capacitor control panels to improve power factor and use of energy efficient lamps and compact florescent lamps, wherever possible.

The energy conservation measures undertaken by the Company ensure savings in energy costs and thereby improving operational efficiency. In particular, the Company has taken following measures for conservation of energy:

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

#### At Jaypee Rewa Plant

##### Cement Plant

- 1 Silo feeding group air slide blowers (591FN9 & 591FNA) starting / stopping interlocks has been Changed in Cement Mill-I.
- 2 Hopper top bag filter fan ( 511FN3 / 511BF1 ) replaced with new high efficiency fan in Cement Mill-I & 2
- 3 Cement Mill - 3 Hopper top bag filter fan (511FN4) replaced with new high efficiency fan.
- 4 Cement Mill - 4 Hopper top bag filter fan (511FN8) replaced with new high efficiency fan.
- 5 Cement Silo-6 top bag filter fan (593FN8/593BF4) replaced with new high efficiency fan.
- 6 Packer-3 bag filter fan (653FN1/653BF1) replaced with new high efficiency fan.
- 7 Cement Mill - 4 Silo BE bottom pit bag filter fan (594FNB) replaced with new high efficiency fan.
- 8 Cement Mill - 3 Weigh Feeder bag filter fan (533FN1) replaced with new high efficiency fan.
- 9 Packer-2 bag filter fan (652FN1/652BF1) replaced with new high efficiency fan.
- 10 Packer-1 bag filter fan (651FN1/651BF1) replaced with new high efficiency fan.
- 11 Cement Mill-1 KCP BF inlet duct entry angle changed from almost horizontal to taper & inlet area also enlarged .
- 12 Cement Mill - 1 Product Air Slide Bag Filter Fan (591BF2 / 591FN-B) replaced with new high efficiency fan.
- 13 Cement Mill - 3 Reject BE dedusting Bag Filter Fan (553FN7) replaced with new high efficiency fan.
- 14 Packer-5 bag filter fan (655FN1/655BF1) replaced with new high efficiency fan.
- 15 Packer-6 bag filter fan (656FN1/656BF1) replaced with new high efficiency fan.
- 16 Packer-7 bag filter fan (657FN1/657BF1) replaced with new high efficiency fan.
- 17 Cement Mill - 3 Hopper top bag filter fan (511FN4) replaced with new high efficiency fan.
- 18 Dry Flyash silo top bag filter fan (K12FN4) replaced with new high efficiency fan.
- 19 PD pump dry flyash storage bin top 02 nos. dedusting bag filter fans (561FN1 & 562FN1) replaced with one bigger size
- 20 Cement Mill - 2 reject air slide dedusting bag filter (552FNE) of 18.5 kW was stopped permanently
- 21 K51 CV3 is replaced by air slide to reduced maintenance and Breakdowns in extraction from dryer bin through K51 RA-4
- 22 CM-03 reject A/S inclination increased to avoid jamming problem.
- 23 Analog type flowmeters fixed in place of pressure switches in Lubrication circuit of all four cement mills Separator G/B .

- 24 Old water cooling tower replaced with new one for better & efficient cooling .
- 25 511 FN 2 bag filter fan at U-2 clinker yard over pan conveyor replaced with high efficiency fan
- 26 594 FN-3 at CM-4 product A/S replaced with high efficiency fan
- 27 551 FN-A in CM-01 replaced with high efficiency fan.
- 28 Fan 70039 on Silo 02 top replaced with high efficiency fan.
- 29 Turbo pre cleaner installed before suction filter of service air compressors
- 30 Installation of PID controller in packers compressor to reduced unloading compressor timing
- 31 Air dryer of 1000 CFM is installed in-line packing plant compressor for dry air availability at packers
- 32 Pulse valves of CM-1 KCP bag filter by highly reliable ASCO make pulse valve to improve bag filter performance.
- 33 Sequence controllers for CM-1 & CM-2 KCP bag filter pulse valves are installed to reduce loading of costly DO boards of ABB DCS system
- 34 200 KVAR New HT capacitor bank connected parallel to CM-2 separator fan to improve power factor from 0.94 to 0.96.

##### Crusher

- 1 In Mines, new high efficiency water pump installed along with small motor of 37 kW

##### Unit-I

- 1 New V/F installed in cooler fan 471FNA.
- 2 New V/F installed in cooler fan 471FND.

##### Unit-II

- 1 New Enmass conveyor installed for diverting raw meal from U-2 raw mill to U-1 silo.
- 2 New high efficiency water pump installed along with small motor of 125 kW instead of old 160 kW motor .

##### At Jaypee Bela Plant

- 1 Raw Mill (Loesche Mill) grit cone cylindrical portion was extended by about 1 mtr. This resulted in uniform distribution of Lime Stone to all 4 rollers and reduction in  $\Delta P$  by 100 - 120 mmWG. Saving of 100 KW power in cyclone fan and increase in output of units by 10 tph observed.
- 2 High efficiency dust collector fans installed in Packer No.1 & 5; thereby saving in power by 20 KW total in both fans.

##### At Jaypee Sidhi Plant

- 1 Raw Mill reject elevator motor replaced by 75 KW to 90 KW as that was the only restriction for increasing the output of Mill. This resulted in the increase of output by 30 TPH and reduction in power consumption.
- 2 Cement Mill silo elevator motor replaced by 75 KW to 90 KW as that was the only restriction for increasing the output of Mill. This resulted in increase of output by 20 TPH and reduction in power consumption.
- 3 Cooler ESP only three chambers are charged at a time and one remains at standby, keeping the stack emission below 50 mg/nm<sup>3</sup> which as resulted in reduction in power consumption.

##### At Dalla Cement Factory

- 1 K-5 Raw Mill : Raw mill feed belt and reject group venting fan (332 FN3) 22Kw stopped and venting line modified.
- 2 K-5 Raw Mill : CB Silo top distribution chamber aeration blower fan (15Kw) has been replaced with 9.3 Kw fan and it is working normal.

- 3 K-5 Kiln Feed : Kiln Feed Airslide blower fan (5.5Kw) has been stopped after modifying the slope & aeration line.
- 4 K-5 Kiln Feed : Preheater top distributor air slide blower fan 432FN-3 (7.5Kw) has been stopped for proper distribution and power saving.
- 5 K-5 Kiln : Cooler fan No- 8,9 & A inlet louver damper has been removed for power saving.
- 6 CPP : Provided Variable frequency drive in following equipments for power saving: 1. ID fan (280Kw), 2. FD Fan (700Kw), ACC (90Kw), Coal Feeder & Coal Impactor.

#### At Jaypee Gujarat Cement Plant

Proposed installation of VFD or High efficiency dust collector fans[replacement of existing fan] installed in Packer No.1 & 2; thereby saving in power by 10 KW total in both fans.

#### At Jaypee Himachal Cement Plant

Equipments performance yet to be established. It is under study to optimize the optimal use of energy.

#### B. Research and Development

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

#### C. Technology absorption, adaptation and innovation

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

#### At Jaypee Rewa Plant

##### Technology already absorbed

##### Cement Plant

- 1 Cement Mill-1 KCP BF bottom screw conveyor discharge flap valve replaced with new rotary air lock
- 2 Shell & Tube type heat exchanger replaced with new Plate type heat exchanger in the following area :- Cement Mill 1 - Gear Box NO 1 & 2 , Osepa Drive Gear Box, Osepa Bearing, Inter Slide Shoe Bearing Cement Mill 2 - Gear Box NO 2 , Osepa Drive Gear Box, Osepa Bearing, Inter Slide Shoe Bearing, Outlet Slide Shoe bearing Cement Mill 3 - Osepa Drive Gear Box, Osepa Bearing Cement Mill 4 - Gear Box NO 1, Osepa Drive Gear Box, Osepa Bearing, Inter Slide Shoe Bearing, Sepol Drive Gear Box
- 3 Cement Mill - 1 HBFA feeding Rotary Air Lock, new V/F installed and it's WF bottom air mslice angle also changed.
- 4 Cement Mill-2 KCP BF bottom screw conveyor discharge flap valve replaced with new rotary air lock .
- 5 Three obsolete CGL make ACB'S retrofitted with Schneider make ACB'S for better insulation level & shorter maintenance.
- 6 Solid state relay in packer 05 spouts is installed to enhance the availability of spouts & motor life.
- 7 Installation of new belt in Clinker Silo extraction to direct BC - 16 A belt.
- 8 551 FN2 reject air slide 30 KW stand by blower replaced with 7.5 KW blower

##### Crusher

- 1 PBL Magnetic separator installed over LS Reclaimer belt
- 2 Installation of Dust Suppression System above Laterite Hopper to suppress the fugitive Dust .

##### Unit-I

- 1 Installation of standby blowers for kiln feed, silo extraction & nose ring fan to reduce the duration of breakdowns.
- 2 Installation of new belt in Clinker Silo extraction to direct BC - 16 A belt.
- 3 ABB analog DC replaced with digital DC drive to reduce the failure rate of U-1 Cooler grate 02 significantly
- 4 Limestone reclaim DC drive (slow travel) along with panel replaced with new AC drive & panel to reduce the breakdowns.
- 5 New TFT monitors are installed for more clear picture and lesser power consumption.
- 6 Silo feed standby Elevator 431BE-3 commissioned and kiln feed standby Elevator 431 BE-4 erected to reduce the breakdown
- 7 In Raw mill Transport Screw conveyor no.42 replaced by enmass conveyor.
- 8 DALOG system installed to transmit on line data of RAW mill gear box .
- 9 Silo aeration blower rpm reduced by 10%
- 10 Use of both the element of duplex RTD for raw mill roller bearing temperature monitoring to avoid false tripping of raw mill
- 11 Isolator switches replaced with new one in 471FN 9, 471 FN F & Clinker breaker to reduce flashing probability.
- 12 New CO analyzer of coal bin(kiln) of ABB make installed to have more accurate and stable readings and lesser maintenance.
- 13 Enhancement of cooling blower capacity in LC - III to reduce failure probability.
- 14 In-house Design / Fabrication and Erection of 12 Nos Silencers on Cooler Fans to reduce the Noise Level .

##### Unit-II

- 1 Cooler grate - 1 & 2 replaced with new IKN pendulum type hydraulic cooler grate .
- 2 Swirllex burner replaced with Duo-Flex burner & Old PA fan .
- 3 Raw Mill Main ESP 3rd & 4th field electrodes replaced with Pipe & Spike type electrodes .
- 4 RAMDE relay replaced by SPAM relay in Raw Mill motor feeder to reduce earth fall setting from 50% to 1% onwards.

##### Technology under absorption

##### Cement Plant

- 1 Cement Mill - 1 Osepa Fan casing & Osepa's Multicyclones leakage were arrested by applying Whytheat "K" SPL castable .
- 2 Cement Mill - 2 & 3 Osepa Fan casing leakage were arrested by applying Whytheat "K" SPL castable .
- 3 Cement Mill - 3 Flyash Dryer & it's cyclone and Osepa's Multicyclones leakage were arrested by applying LC-45
- 4 Cement Mill - 2 Osepa's Multicyclones leakage were arrested by applying LC-45
- 5 Cement Mill - 4 Sepol Fan casing & Sepol's Multicyclones leakage were arrested by applying Firecrete castable .

##### Crusher

In Mines, new high efficiency water pump installed along with small motor of 37 kW

##### Unit-I

Raw Mill Classifier area reduced by introducing new plate inside it and one plate also installed .



- 2 To control the flow of gases Duly fabricated cone to enhance mill output & to reduce mill DP.
- 3 Cermaic tiles installed on Raw Mill body at top side, in front of classifier, to reduce the wear.
- 4 Kiln feed bin extraction replaced from Polysius make control valves
- 5 Two Knife Gate Valves Pneumatically operated ,are fixed at fine coal bin extraction at the inlet of the FK Pump
- 6 Raw Mill Auxiliary drive motor is replaced with 990 rpm instead of 1440 rpm, to reduce over load trippings .
- 7 LC - 1 LT capacitor connected for crusher for improving the power factor.
- 8 20 Meter duly, fabricated departmentally, duct replaced in Coal Mill Circuit to reduce the False Air entry in Coal Circuit.
- 9 Replacement of Rotary air lock of Coal Mill Bag Filter with higher size to reduce the jamming .

#### Unit-II

- 1 Modification of the Nozzle Ring by changing its direction to improve the gas flow
- 2 30 Degree Troughing Idlers of GCT Reject Belt Conveyor is replaced with 45 Degree troughing idlers to control the fugitive dust .
- 3 Installation of the pipe below the RM classifier cone and connection of the inlet chute with the same to control the material flow .

#### At Jaypee Bela Plant

##### Technology already absorbed

- 1 Refractory bricks of Kiln replaced by RHI bricks to increase life of lining compared to 70% Alumina bricks. Lining life achieved 342 days.
- 2 Dip tube of Calciner String Cyclone Stage-4 replaced with hanging design and cast segmented material 5840 (Superior to GR.7) suitable for 600 to 900°C for better life and plant performance.
- 3 Cement Mill No.1 shell liners and diaphragm was added to run the mill during emergency without Roller Press.
- 4 Extra air blasters at Kiln inlet were installed. This has eliminated jamming at Kiln inlet, during high ash content in coal.
- 5 Lime Stone Reclaimer chain drive contactor replaced by vacuum contactor; thereby reducing flashover and frequent sparking.
- 6 ESP discharge of Mill-1 which is coarser (Blain 280 m<sup>2</sup>/Kg) is now being taken at Mill discharge to avoid more fine grinding of 100% product. This has resulted in increased mill output and reduction in Specific Power Consumption.
- 7 Communication system between LS Stacker and LC-1 by CCRD & Cable is replaced by LOTUS wireless system. This has resulted reduced maintenance and better uninterrupted communication.
- 8 Coating of clinker lumps jams the clinker breaker chute resulting in stoppage of Kiln. Additional side doors have been provided on both sides. This has resulted into reduced down time providing better workability and safe working environment.
- 9 Packer No.5 has been modified from double discharge to single discharge. This has avoided bag bursting and dust nuisance due to less air quantity required and more filling time available.
- 10 Additional Air Blaster (4 Nos) installed at inlet of cooler vent duct to eliminate coating formation and thus plant stoppage.

##### Technology under absorption

- 1 Upgradation of cooler water spray system for better cooling of clinker and improved ESP efficiency.
- 2 Replacement of 2 Nos. 60 KW DC motors and their thyristor panels by AC motors of 2 Nos. 90 KW and V/F panels. This will upgrade the air requirement and save the energy to the tune of 6 KW.
- 3 Upgradation of XRF X-ray machine in lab.
- 4 Installation of V/F drive and AC motor instead of existing DC motor and thyristor panel for cooler fan No. 471FN8. This will reduce the maintenance cost and save energy also.
- 5 Upgradation of PA system for better and efficient system between field and CCR.
- 6 Installation of P&V system for Cement Mill compressor house to improve the efficiency of compressors and reduce maintenance cost.
- 7 Installation of AMCL blower for coal firing for energy saving. One blower will run in place of two blowers.
- 8 Modification of bulk loading system with weighing arrangement. This will increase loading tonnage and reduce the fugitive emission to minimum.
- 9 Upgradation of cooler ESP to meet the requirement of Pollution Control Board.
- 10 Installation of water spray system in PC top stage cyclone to reduce lump formation by presently installed spray system in down comer duct. These lumps do damage the PC fan inlet damper due to sudden collapse and restrict gas flow and coating formation in fan blades causing high vibrations.

#### At Jaypee Sidhi Plant

##### Technology already absorbed

- 1 Extra air blasters at Kiln inlet were installed. This has eliminated jamming at Kiln inlet, during high ash content in coal.
- 2 Additional Coal Hopper installed for feeding coal to CPP. By doing this two coal piles (Blended) are being made for cement which has resulted in maintaining desired coal ash and improved the clinker quality.
- 3 Coating of clinker lumps jams the clinker breaker chute resulting in stoppage of Kiln. Additional doors have been provided on both sides. This has resulted into reduced down time providing better workability and safe working environment.
- 4 Lime stone belt conveyor BC5 tail drum raised by 3 mtrs. to avoid material jamming at tail drum. Resulted in smooth running of Mill and reduced down time.
- 5 Packer no. 1 & 2 elevators dedusting modified which has resulted in smooth operation of packer and reduced the dust emissions in the area.
- 6 Upgradation of Lime stone weigh feeder which helped in increasing the running hrs. of Raw Mill. Resulting in productivity and energy saving.
- 7 Installation of Kay blowers and reducing in RPM which improve efficiency and reduced power consumption.
- 8 Upgradation of PA system for better and efficient system between Field and Packing Plant CCR.
- 9 Modification in existing burner pipe to improve the quality of clinker and refractory life.

##### Technology under absorption

- 1 Modification of fly ash unloading hopper dedusting system in progress.

- 2 Modification of Kiln String Cyclone V down pipe is in process which will improve quality of clinker and reduce power.
- 3 Installation of soft starter for reverse air fan, resulting in energy saving.
- 4 Installation of P&V system for Cement Mill compressor house to improve the efficiency of compressors and reduce maintenance cost.
- 5 Reduction of RPM for compressors to reduce power consumption.
- 6 Modification of bulk loading system with weighing arrangement. This will increase loading tonnage and reduce the fugitive emission to minimum.

#### At Dalla Cement Factory

##### Technology already absorbed

- 1 K-5 Raw Mill : Raw Mill grit cone modification to improve carrying capacity and reduce DP of the mill.
- 2 K-5 Raw Mill : installation of dalog system in Raw Mill RENK gear box for online monitoring and feedback for preventive and corrective measures.
- 3 K-5 Kiln Feed : Kiln feed airslide distribution chamber at preheater top discharge chute modified to improve the material distribution in preheater both strings.
- 4 K-5 Cooler : Cooler fans outlet duct modified to increase the flow of all cooler fans.
- 5 K-5 Coal Mill : Installation of Surge hopper in Coal Mill inlet duct to reduce the abnormality in operating parameters during material surging from preheater.
- 6 K-5 Coal Mill : In all four chamber of Coal Mill Bagfilterer ,slope provided by fixing plate to guide gas and stop the fine dust accumulation.
- 7 CPP : Modification in secondary air duct by providing Orifice to increase the suction pressure of PA fan.
- 8 K-4 LS Crusher :Installation of Post screen system to achieve final product size -20mm to increase the Raw Mill output from 75 to 92TPH.
- 9 K-4 Raw Mill : Classifying liners with controlled flow diagram installed in lind chamber of Raw Mill.

##### Technology under absorption

- 1 K-5 ,Kiln :Installation of VFD for Reverse Air fan in RABH.
- 2 K-5 Coal Mill : Installation of fine coal transfer from K-5 to K-4 to reduce power consumption and increase availability.
- 3 K-5 Coal Mill :Installation of additional coal feeding system for K-5 & CPP to increase the availability of both CPP & K-5.
- 4 K-4, K-5 & CPP :Detailed Energy audit for Both cement plant and Captive Power Plant by M/S CII for Energy Conservation.
- 5 LS Crusher :Installation of dust suppression system at five locations to reduce the fugitive dust emission in LS crusher & Transport area.
- 6 K-5 Cooler :Installation of P & V system in Cooler hydraulic room to reduce the break down and failure of hydraulic pump and accessories.
- 7 K-5 Cooler : Balance Cooler fans inlet louver damper is to be removed for power saving.
- 8 K-4, K-5 & CPP : Wagon tripler with Coal Crusher, Stacker & reclaimer is being installed for improving the quality & Quantity of Coal for K-4, K-5 & CPP.

- 9 K-5 : Lime stone Crusher with reclaimer and stacker is being installed for improving the quantity and quality of limestone in the plant.
- 10 K-4 & K-5 : Roller press is being installed in combination with K#4 Raw mill for increasing the quantity of Raw meal for increasing the output of K#4 & K#5 Cement Plant.

#### At Jaypee Gujarat Cement Plant

##### Technology already absorbed

- 1 Extra air blasters at Kiln inlet were installed. This has eliminated jamming at Kiln inlet.
- 2 Snowman formation in cooler. Resulting plant stoppage for removal / breaking. Additional side doors have been provided on side of cooler body. This has resulted into reduced down time providing better workability and safe working environment.
- 3 Additional Air Blaster (4 Nos) installed at inlet of cooler inlet wall which will facilitate the dislodging of snowman without plant stoppage.

##### Technology under absorption

Upgradation of PA system for better and efficient system between field and CCR.

#### At Jaypee Himachal Cement Plant

##### Technology already absorbed

- 1 All process fans (having HT motors) speed is controlled through GRR (In the range of 60% - 100%). This facilitates in running the process fans at desired speed to reduce thermal loss & saving in electrical energy.
- 2 All cooler fans runs through VVFD panels. This has advantage of tuning the required process parameters and saving in electrical energy.
- 3 Adequate nos. of air blasters are installed to avoid jamming and to eliminate the coating formation, hence minimizing unwanted stoppage of plant.
- 4 All the coal dosing roots blower are started through soft starter to reduce jerk on power system and avoid unwanted failure of switchgears and motors.
- 5 Deep Pan Conveyor runs through VVFD panels to increase /decrease the speed of buckets as per clinker output, thus reduces energy consumption.

##### Technology under absorption

- 1 Jet Air Blower (Stand By) is to be operated through VVFD panels to regulate the speed of motor as per process requirement and reduce energy consumption.
- 2 Clinker Hammer Crusher soft starter panel capacity is not adequate to start the drive in soft start mode. This runs in DOL mode. Higher capacity of soft starter is to be installed for smooth starting of drive and avoiding jerk on power system for eliminating break down of panel & motor.
- 3 To grind PET COKE, coal mill tables needs to rotate at lower rpm as compare to grinding of normal coal. For this GRR is to be installed. This shall facilitate in PET COKE grinding and energy saving.
- 4 Refectory bricks of Kiln are to be replaced by RHI Bricks to enhance the life of brick lining.

#### D. Foreign Exchange Earnings and Outgo

Particulars of Foreign Exchange earnings and outgo are given in Schedule 'T' – Notes to the Accounts under Note No.31 (G & H)

**FORM A**

A: POWER & FUEL CONSUMPTION	CURRENT YEAR 31.03.2010	PREVIOUS YEAR 31.03.2009
<b>I. ELECTRICITY</b>		
<b>(a) PURCHASED</b>		
UNITS (KWH)	126,411,129	96084240
TOTAL AMOUNT (Rs.)	606,172,898	432,157,731
RATE PER UNIT (RS.)	4.80	4.50
<b>(b) OWN GENERATION</b>		
<b>(i) THROUGH DIESEL GENERATION</b>		
UNITS (KWH)	30,924,860	16,809,014
UNITS PER LITRE OF-		
- DIESEL & FURNANCE OIL (KWH)	3.44	3.36
COST PER UNIT (RS.)	10.48	12.99
<b>(ii) THROUGH THERMAL GENERATION</b>		
UNITS (KWH)	848,639,545	561,866,396
UNITS PER TON OF COAL (KWH)	860.48	970.84
COST PER UNIT (RS.)	3.08	2.72
<b>II. (a) COAL FOR KILN</b>		
QUALITY	GRADE SLACK/STEAM/PET COKE	GRADE SLACK/STEAM/PET COKE
	A, B, C & D	A, B, C & D
WHERE USED	CALCINISING OF RAW MEAL	CALCINISING OF RAW MEAL
QUANTITY USED (M.T.)	1,205,362	825,659
TOTAL COST (Rs.)	4,945,634.547	2,876,051,112
AVERAGE RATE PER M.T./RS.	4,103.03	3,483.34
<b>II. (b) COAL FOR CTPP</b>		
QUALITY	GRADE SLACK/STEAM/ROM	GRADE SLACK/STEAM/ROM
	C, D & F	C, D & F
WHERE USED	BOILER	BOILER
QUANTITY USED (M.T.)	1,154,032	608,898
TOTAL COST	2,785,503,106	1,375,483,045
AVERAGE RATE PER M.T./RS.	2,413.71	2,258.97
<b>III FURNACE OIL</b>		
	N/A	N/A
<b>IV OTHERS/INTERNAL GENERATION</b>		
	N/A	N/A
<b>B: CONSUMPTION PER UNIT OF PRODUCTION</b>		
PRODUCT	CEMENT	CEMENT
UNIT	M.T.	M.T.
ELECTRICITY (KWH)	90.66	87.88
FURNACE OIL	N/A	N/A
COAL PER M.T. OF CLINKER	0.145	0.147
COAL QUALITY		
- AVERAGE ASH CONTENTS (%)	28.21	30.12
AVERAGE CALORIFIC VALUE (Kcal/Kg)	4,795	4,523
OTHERS	-	-



# REPORT ON CORPORATE GOVERNANCE

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

## 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

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

The current scenario is both vibrant and optimistic. Response, or lack of it, can make or mar a company. The Company has accepted the challenges. Its strengths viz. involvement in the construction of river valley projects, engagement in the business of cement – an essential input for infrastructure sector which is on sharp focus today, its large equity base and its wealth of dedicated human resources are channelised to great advantage in entering new ventures in the core sector, thus paving the way for sustained growth and through it enhance the stakeholders' value continually.

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

## 2. BOARD OF DIRECTORS

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

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

The Board of Directors comprised 19 Directors as on March 31, 2010 out of which 9 were Independent Directors. As per Clause 49 of the Listing Agreement, in case of an Executive Chairman, at least half of the Board should comprise Independent Directors. Our Board, which is headed by Executive Chairman, earlier had 10 Independent Directors, out of which Shri Gopi K. Arora, Independent Director expired on November 5, 2009. In compliance of Clause 49 (1)(C) of the listing agreement, the Board co-opted Dr. J. N. Gupta as an Independent Director w.e.f. May 3, 2010 in casual vacancy of Shri Gopi K. Arora within the prescribed period. Accordingly, the Board of Directors now consists of 10 Independent Directors out of the total strength of 20.

Details regarding the category of Directors, attendance of Directors at Board Meetings and the last Annual General Meeting (AGM), number of other Directorships and Committee positions held by them in other Companies as on March 31, 2010, are given below:

Name & Designation of the Directors	Category	Position	Last Annual General Meeting Attended	No. of Board Meetings Attended against 8 meetings held during the year	No. of other Directorships*	Committee Positions Held	
						Chairman	Member
Shri Jaiprakash Gaur, Founder Chairman	Non-executive	Promoter	Yes	8	3	-	-
Shri Manoj Gaur, Executive Chairman	Executive	Promoter	Yes	8	13	-	-
Shri Sunil K. Sharma, Executive Vice-Chairman	Executive	Promoter	Yes	8	13	2	1
Shri Sarat Kumar Jain, Vice Chairman	Non-executive	Promoter	Yes	6	3	1	-
Shri Sunny Gaur, MD - Cement	Executive	Promoter	Yes	4	13	3	1
Shri Pankaj Gaur, Jt. MD - Construction	Executive	Promoter	Yes	6	3	-	-
Shri K. P. Rau (IDBI Nominee)	Non-executive	Independent	Yes	8	1	-	1
Shri Gopi K. Arora (upto 5.11.2009)	Non-executive	Independent	Yes	5	-	-	-
Shri R.N. Bhardwaj	Non-executive	Independent	Yes	7	8	5	4
Shri B. K. Tapania	Non-executive	Independent	Yes	8	3	1	1

Name & Designation of the Directors	Category	Position	Last Annual General Meeting Attended	No. of Board Meetings Attended against 8 meetings held during the year	No. of other Directorships*	Committee Positions Held	
						Chair-man	Member
Shri B. K. Goswami	Non-executive	Independent	Yes	8	14	3	4
Shri A. K. Sahoo (LIC Nominee)	Non-executive	Independent	Yes	6	-	-	1
Shri S.C.Gupta	Non-executive	Independent	Yes	7	2	-	-
Shri S. C. Bhargava	Non-executive	Independent	Yes	8	11	1	4
Shri M.S. Srivastava	Non-executive	Professional	Yes	5	1	-	-
Shri R.K. Singh	Executive	Professional	No	4	1	-	-
Shri Ranvijay Singh	Executive	Promoter	Yes	2	2	-	-
Shri S. D. Nailwal	Executive	Professional	Yes	8	1	-	1
Dr. B Samal (w.e.f. 09.09.2009)	Non-executive	Independent	Yes	3	12	4	6
Shri V. K. Chopra (w.e.f. 01.09.09)	Non-executive	Independent	Yes	4	12	2	6
Dr. J N Gupta (w.e.f. 03.05.2010 in the casual vacancy of Shri Gopi K. Arora)	Non-executive	Independent	-	-	-	-	-

**Notes:**

- Shri V. K. Chopra and Dr. B. Samal were appointed as Non executive Directors w.e.f. September 1, 2009 and September 9, 2009 respectively.
- Shri Sunny Gaur, was re-appointed as Managing Director (Cement) for a period of five years w.e.f. December 31, 2009
- Dr. J. N. Gupta was co-opted as an Independent Director by the Board in the casual vacancy of Shri Gopi K. Arora, w.e.f. May 3, 2010.
- \*Directorships in other Companies have been considered in terms of the provisions of the Companies Act, 1956.
- Committee positions of only two Committees namely Audit Committee and Investors'/Shareholders' Grievance Committee in only Indian Public Limited Companies whether listed or not, have been considered pursuant to Clause 49.
- Number of shares and convertible instruments held by Non-executive Directors as on March 31, 2010 are tabulated below:

Sl. No.	Name of Non-executive Directors	No. of Shares held	No. of convertible instruments held
1	Shri K. P. Rau (IDBI Nominee)	-	-
2	Dr. B Samal	-	-
3	Shri R.N.Bhardwaj	-	-
4	Shri B. K. Talaria	-	-
5	Shri M.S. Srivastava	85,540	-
6	Shri S. C. Bhargava	3,000	-
7	Shri S.C.Gupta	-	-
8	Shri B. K. Goswami	-	-
9	Shri A. K. Sahoo (LIC Nominee)	-	-
10	Shri Jaiprakash Gaur	2,75,464	-
11	Shri Sarat Kumar Jain	54,48,016	-
12	Shri V.K Chopra	-	-

**NUMBER OF BOARD MEETINGS HELD AND DATES THEREOF**

During the financial year 2009-10, Eight Meetings of the Board of Directors were held as against the requirement of four meetings. The meetings were held on April 27, 2009, June 6, 2009, July 25, 2009, September 9, 2009, September 29, 2009, October 21, 2009, November 16, 2009 and January 18, 2010.

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

**INFORMATION PLACED BEFORE THE BOARD**

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

**3. CODE OF CONDUCT**

The Board of Directors have laid down a Code of Conduct for all the Board Members and Senior Management personnel of the Company.

All Board Members and Senior Management personnel have, on March 31, 2010, affirmed compliance with the Code of Conduct. A declaration to this effect, duly signed by the CEO is annexed and forms part of this report.

**4. AUDIT COMMITTEE**

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

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

The Audit Committee, inter-alia, reviews:

- Management Discussion and Analysis of financial conditions and results of operations.
- Quarterly and Annual Financial Results.
- Annual Budget and Variance Reports.
- Significant related party transactions.
- Internal Audit Reports/ Cost Audit Reports including letters on internal control weaknesses, if any, issued by Statutory/Internal Auditors.
- Recommendation for appointment of Statutory and Cost Auditors.
- Appointment and remuneration of Internal Auditors.
- Review of Financial Statements/ investments in Subsidiary Company

5 meetings of the Audit Committee were held during the year on April 27, 2009, June 6, 2009, July 25, 2009, October 21, 2009 and January 18, 2010.

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

Name of Members	Total Meetings held during the tenure of the Member	Meetings attended
Shri R.N. Bhardwaj, Chairman	5	5
Shri A.K Sahoo	5	4
Shri B.K. Taparia	5	5
Shri B.K. Goswami	5	5

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

#### 5. REMUNERATION COMMITTEE

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

One meeting of Remuneration Committee was held during the year on October 21, 2009. The constitution of the Committee and attendance at its meetings held during the year are as under:

Name of Members	Total Meetings held during the tenure of the Member	Meetings attended
Shri B. K. Taparia, Chairman	1	1
Shri B. K. Goswami, Member	1	1
Shri S.C. Bhargava, Member	1	1

#### Notes:

1. Remuneration was paid to Whole-time Directors in the form of Salary and Perquisites.

#### Details of Remuneration paid to all the Directors for the year:

##### a) Executive Directors / Whole-time Directors

Details of remuneration paid for the year ended March 31, 2010 to Whole-time Directors are as follows:

(Amt. in Rs.)

Sl. No.	Name	Designation	Tenure	Salary upto	Benefits	Total
1	Shri Manoj Gaur	Executive Chairman	31.03.2011	12,075,000	8,921,400	20,996,400
2	Shri Sunil Kumar Sharma	Executive Vice-Chairman	17.03.2014	11,040,000	8,660,722	19,700,722
3	Shri Sunny Gaur	Managing Director-Cement	30.12.2014	4,725,000	3675,652	8,400,652
4	Shri Pankaj Gaur	Jt. Managing Director-Construction	30.06.2014	4,125,000	3,252,606	7,377,606
5	Shri Ranvijay Singh	Whole-time Director	13.12.2012	3,000,000	2,796,198	5,796,198
6	Shri R.K. Singh	Whole-time Director	14.10.2012	2,520,000	2,145,955	4,665,955
7	Shri S. D. Nailwal	Director (Finance)	30.06.2014	3,000,000	2,317,270	5,317,270
<b>Total</b>						<b>72,254,803</b>

##### b) Non-executive Directors

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

The criteria for payment of sitting fees to Non-executive Directors is based on the provisions of the Act.

Details of sitting fees paid to Non-executive Directors during the financial year 2009-10 are as under:

Name of the Directors	Designation	Total sitting fee paid (Rs.)
Shri Jaiprakash Gaur	Founder Chairman, Director	1,60,000
Shri S.K. Jain	Vice Chairman	3,80,000
Shri V.K. Chopra (since 1.9.2009)	Director	80,000
Shri S.C. Bhargava	Director	1,80,000
Shri B.K. Taparia	Director	3,00,000
Shri M.S. Srivastava	Director	1,00,000
Dr. B. Samal (since 9.9.2009)	Director	60,000
Shri K.P. Rau	Nominee Director (IDBI)	1,80,000
Shri S.C. Gupta	Director	1,40,000
Shri B.K. Goswami	Director	3,80,000
Shri A.K. Sahoo*	Nominee Director (LIC)	2,00,000
Shri R.N. Bhardwaj	Director	2,40,000
Shri Gopi K. Arora (upto 5.11.2009)	Director	2,40,000
<b>Total</b>		<b>26,40,000</b>

\*The sitting fee for LIC Nominee was paid directly to LIC.

#### 6. INVESTORS' GRIEVANCE AND SHARE TRANSFER COMMITTEE

The Investors' Grievance and Share Transfer Committee comprises of Shri S.K.Jain as Chairman and Shri Sunil Kumar Sharma and Shri S.D. Nailwal as Members. This Committee approves transfer of shares and monitors redressal of shareholders' grievances like non-transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc. During the year, 13 meetings of the Committee were held.

During the year, the Company had received 1839 complaints from the shareholders, in addition to NIL complaints pending at the beginning of the year of which 1837 complaints were resolved/ addressed leaving a balance of 2 complaints pending at the end of the year which were resolved/ addressed shortly thereafter.

#### 7. SUBSIDIARY COMPANIES

The Company has no material non-listed subsidiary companies in terms of Explanation 1 to sub clause III of Clause 49 of the Listing agreement.

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

#### 8. RISK MANAGEMENT

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

#### 9. CEO/CFO CERTIFICATION

In terms of the requirements of clause 49 (v) of the Listing Agreement, the Executive Chairman & CEO and the CFO have submitted necessary certificate to the Board of Directors stating the particulars specified under the said clause. This certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors at the respective meetings held on May 30, 2010.

#### 10. GENERAL BODY MEETINGS

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

Year	Venue	Date	Time
2007	Sector-128, Noida-201304, (U.P.)	30.08.2007	11.00 A.M.
2008	Sector-128, Noida-201304, (U.P.)	27.08.2008	11.30 A.M.
2009	Jaypee institute of Information Technology University, A-10, Sector - 62, NOIDA-201 307, U.P	29.09.2009	11.00 A.M.

#### DETAILS OF SPECIAL RESOLUTION (S) PASSED IN PREVIOUS THREE ANNUAL GENERAL MEETINGS.

##### (A) Year 2007

- Resolution under Section 149(2A) of the Companies Act, 1956 authorizing the Board of Directors for commencing all or any of the Business set out in the Clauses 4, 27, and 29 of the "Other Objects" Clause of the Memorandum of Association of the Company.
- Resolution under Section 81(1A) of the Companies Act, 1956 authorizing the Board of Directors to Issue GDRs/ ADRs/ FCCBs or any other Instrument/ Securities, up to an aggregate amount of USD One Billion or equivalent thereof.

Both the Resolutions were passed with requisite majority.

##### (B) Year 2008

No Special Resolution was passed in the Annual General Meeting held in 2008.

##### (C) Year 2009

- Resolution authorizing the Board of Directors to issue Equity Shares under the Employees Stock Purchase Scheme of the Company, to be known as "Jaypee Employee Stock Purchase Scheme, 2009" for offering and allotting Equity Shares upto 1,25,00,000 (One Crore Twenty Five Lacs) at a price of Rs.60 per share, comprising of Rs.2 towards share capital and balance Rs.58 towards securities premium.

- Resolution under Section 372A of the Companies Act, 1956, authorizing the Board of Directors to make investment of surplus funds of the Company in any Mutual Fund Scheme(s), debt instrument(s) or debt based securities of any government, semi-government or listed company(ies) upto Rs.500 Crores (Rupees Five Hundred Crores) at any one time, in one or more tranches.

- Resolution under Section 372A of the Companies Act, 1956, authorizing the Board of Directors to make additional investment of upto Rs.200 Crores (Rupees Two Hundred Crores) in aggregate through equity/ debt/ providing of security/ guarantee in two subsidiaries of the Company viz.. Bhilai Jaypee Cement Limited & Bokaro Jaypee Cement Limited

All the Resolutions were passed with requisite majority.

#### DETAILS OF RESOLUTIONS PASSED LAST YEAR THROUGH POSTAL BALLOT, THE PERSONS WHO CONDUCTED THE POSTAL BALLOT EXERCISE AND DETAILS OF THE VOTING PATTERN

During the year ended March 31, 2010, the Company sought approval from its shareholders on four occasions for passing Special / Ordinary resolutions through the process of Postal Ballot in accordance with the provisions of Section 192A of the Act read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001. The Board of Directors of the Company, at its meetings had appointed Scrutinizers and Alternate Scrutinizers for conducting Postal Ballot in fair and transparent manner. The Postal Ballot forms received were kept in boxes sealed by the Scrutinizers. The declared results of the Postal Ballot were announced through newspaper and were also displayed on the website of the Company, [www.jalindia.com](http://www.jalindia.com). Details of the same are given below:

##### (A) Resolutions passed on June 27, 2009 (Notice dated April 27, 2009)

Sl. No.	Particulars	Details / Dates
1	Date of Board Meeting	April 27, 2009
2	Scrutinizer appointed by the Board of Directors at its meeting	Shri V. P. Kapoor, F.C.S., A.I.C.W.A, L.L.B., Practising Company Secretary
3	Alternate Scrutinizer appointed by the Board of Directors at its meeting	Shri Ashok Tyagi, F.C.S., Practising Company Secretary
4	Date of Notice seeking Shareholders' approval	April 27, 2009
5	Date of completion of Dispatch of Notice	May 27, 2009
6	Last Date of receipt of duly filled Postal Ballot Form	June 26, 2009
7	Date of submission of Scrutinizer's report to the Chairman	June 27, 2009
8	Date of declaration of Result	June 27, 2009

#### Particulars of Resolutions Passed

##### Special :

1	Investment in the Shares of subsidiaries/ proposed subsidiaries and providing Corporate Guarantee
2	Increase in Remuneration of Relatives of Directors
3	Approval for Commencement of Business detailed in 'Other Objects' clause of Memorandum of Association

**Ordinary :**

4	Increase in borrowing powers of the Board
5	Re- appointment of Shri Sunil Kumar Sharma as Executive Vice Chairman
6	Re- appointment of Shri Pankaj Gaur as Joint Managing Director (Construction)
7	Re- appointment of Shri S.D.Nailwal as Whole-Time Director
8	Specific Authority for creation of Mortgage/Charge in favour of Lenders
9	Creation of Security for the proposed issue of Secured Redeemable Non Convertible Debentures
10	Authority to create Mortgage/Charge in favour of Lender(s)

**Voting Pattern**

Particulars	Total Votes	Total Valid Votes Cast	Total Valid votes cast in favour of the Resolution	Total Valid votes cast against the Resolution
Resolution 1	1,183,800,579	693,870,740	693,720,958 (99.98%)	149,782 (0.02%)
Resolution 2	1,183,800,579	693,850,510	693,246,292 (99.91%)	604,218 (0.09%)
Resolution 3	1,183,800,579	693,850,660	693,756,949 (99.99%)	93,731 (0.01%)
Resolution 4	1,183,800,579	693,850,778	671,365,680 (96.76%)	22,485,098 (3.24%)
Resolution 5	1,183,800,579	693,850,331	683,678,333 (98.53%)	10,171,998 (1.47%)
Resolution 6	1,183,800,579	693,844,810	692,406,363 (99.79%)	1,438,447 (0.21%)
Resolution 7	1,183,800,579	693,842,892	692,406,465 (99.79%)	1,436,427 (0.21%)
Resolution 8	1,183,800,579	691,315,422	691,133,592 (99.97%)	181,830 (0.03%)
Resolution 9	1,183,800,579	691,315,946	691,193,841 (99.98%)	122,105 (0.02%)
Resolution 10	1,183,800,579	693,839,412	665,113,850 (95.86%)	28,725,562 (4.14%)

**(B) Resolutions passed on October 27, 2009  
(Notice dated September 9, 2009)**

Sl. No.	Particulars	Details / Dates
1	Date of Board Meeting	September 9, 2009
2	Scrutinizer appointed by the Board of Directors at its meeting	Shri V. P. Kapoor, F.C.S., A.I.C.W.A., LL.B., Practising Company Secretary
3	Alternate Scrutinizer appointed by the Board of Directors at its meeting	Shri Shiv Kumar Gupta, M.Com., LL.B., F.C.S., Practising Company Secretary
4	Date of Notice seeking Shareholders' approval	September 9, 2009
5	Date of completion of Dispatch of Notice	September 25, 2009
6	Last Date of receipt of duly filled Postal Ballot Form	October 26, 2009
7	Date of submission of Scrutinizer's report to the Chairman	October 27, 2009
8	Date of declaration of Result	October 27, 2009

**Particulars of Resolutions Passed**

**Special :**

1	Pledge/Non Disposal undertaking for shares of Jaiprakash Hydro-Power Limited (JHPL) held by the Company in favour of lenders of JHPL
---	--

2	Pledge/Non Disposal undertaking for shares of Jaiprakash Power Ventures Limited (JPVL) held by the Company in favour of lenders of JPVL
3	Pledge of shares of Jaiprakash Power Ventures Limited (JPVL) held by the Company in favour of lenders of JPVL
4	Investment in the Shares of (i) Sangam Power Generation Company Limited and (ii) Prayagraj Power Generation Company Limited
5	Making investment in the Shares of proposed Special Purpose Vehicle Company for Agra Inner Road Project
6	Making investment in the Shares of proposed Joint Venture Company with Madhya Pradesh State Mining Corporation Limited
7	Making investment in the Shares of proposed Joint Venture Company with Assam Mineral Development Corporation Limited
<b>Ordinary :</b>	
8	Creation of Mortgage/Charge in favour of State Bank of India, Lender of the Company

**Voting Pattern**

Particulars	Total Votes	Total Valid Votes Cast	Total Valid votes cast in favour of the Resolution	Total Valid votes cast against the Resolution
Resolution 1	1,402,051,370	876,553,715	876,446,706 (99.99%)	107,009 (0.01%)
Resolution 2	1,402,051,370	876,528,636	876,423,266 (99.99%)	105,370 (0.01%)
Resolution 3	1,402,051,370	876,529,334	876,416,754 (99.99%)	112,580 (0.01%)
Resolution 4	1,402,051,370	876,530,126	876,448,271 (99.99%)	81,855 (0.01%)
Resolution 5	1,402,051,370	876,527,806	876,439,724 (99.99%)	88,082 (0.01%)
Resolution 6	1,402,051,370	876,528,363	876,443,368 (99.99%)	84,995 (0.01%)
Resolution 7	1,402,051,370	876,529,081	876,432,595 (99.99%)	96,486 (0.01%)
Resolution 8	1,402,051,370	876,528,535	876,427,257 (99.99%)	101,278 (0.01%)

**(C) Resolutions passed on December 8, 2009  
(Notice dated October 21, 2009)**

Sl. No.	Particulars	Details / Dates
1	Date of Board Meeting	October 21, 2009
2	Scrutinizer appointed by the Board of Directors at its meeting	Shri V. P. Kapoor, F.C.S., A.I.C.W.A., LL.B., Practising Company Secretary
3	Alternate Scrutinizer appointed by the Board of Directors at its meeting	Shri M.L. Arora, M.A.(Eco.), F.C.S, LL.B., Practising Company Secretary
4	Date of Notice seeking Shareholders' approval	October 21, 2009
5	Date of completion of Dispatch of Notice	November 7, 2009
6	Last Date of receipt of duly filled Postal Ballot Form	December 7, 2009
7	Date of submission of Scrutinizer's report to the Chairman	December 8, 2009
8	Date of declaration of Result	December 8, 2009



**Particulars of Resolutions Passed**
**Ordinary :**

1	Issue & Allotment of Bonus Shares
2	Creation of Mortgage/Charge in favour of Debenture Trustees for NCDs subscribed by LIC of India
3	Creation of Mortgage/Charge in favour of ICICI Bank Limited
4	Creation of Mortgage/Charge in favour of L & T Finance Limited
5	Re-appointment of Shri Sunny Gaur as Managing Director (Cement)
<b>Special :</b>	
6	Investment in JPSK Sports Private Limited, a subsidiary of the Company

**Voting Pattern**

Particulars	Total Votes	Total Valid Votes Cast	Total Valid votes cast in favour of the Resolution	Total Valid votes cast against the Resolution
Resolution 1	1,402,060,634	831,727,359	831,713,071 (99.998%)	14,288 (0.002%)
Resolution 2	1,402,060,634	831,659,628	831,568,426 (99.99%)	91,202 (0.01%)
Resolution 3	1,402,060,634	831,664,065	831,524,508 (99.98%)	139,557 (0.02%)
Resolution 4	1,402,060,634	831,661,399	831,558,139 (99.99%)	103,260 (0.01%)
Resolution 5	1,402,060,634	831,667,225	828,272,522 (99.59%)	3,394,703 (0.41%)
Resolution 6	1,402,060,634	831,671,642	831,380,039 (99.96%)	291,603 (0.04%)

**D) Resolutions passed on March 12, 2010 (Notice dated January 18, 2010)**

Sl. No.	Particulars	Details / Dates
1	Date of Board Meeting	January 18, 2010
2	Scrutinizer appointed by the Board of Directors at its meeting	Shri. T.V. Narayanaswamy, F.C.S., Practising Company Secretary
3	Alternate Scrutinizer appointed by the Board of Directors at its meeting	Ms. Sunita Mathur, F.C.S., Practising Company Secretary
4	Date of Notice seeking Shareholders' approval	January 18, 2010
5	Date of completion of Dispatch of Notice	February 9, 2010
6	Last Date of receipt of duly filled Postal Ballot Form	March 11, 2010
7	Date of submission of Scrutinizer's report to the Chairman	March 12, 2010
8	Date of declaration of Result	March 12, 2010

**Particulars of Resolutions Passed**
**Special:**

1	Providing security in favour of lenders of Jaypee Infratech Limited
2	Commencement of business covered under 'Other Objects' of Memorandum of Association
3	Making investment in the Shares of proposed company for Fertilizer Plant

**Voting Pattern**

Particulars	Total Votes	Total Valid Votes Cast	Total Valid votes cast in favour of the Resolution	Total Valid votes cast against the Resolution
Resolution 1	2,121,840,951	1,171,863,949	117,16,65,246 (99.98%)	198,703 (0.02%)
Resolution 2	2,121,840,951	1,171,241,033	115,54,66,664 (98.65%)	157,74,369 (1.35%)
Resolution 3	2,121,840,951	1,171,801,116	115,53,91,085 (98.60%)	164,10,031 (1.40%)

**11. DISCLOSURES**

- There were no materially significant related party transactions i.e. transactions of the Company of material nature with its promoters, directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. The related party transactions are duly disclosed in the Notes to the Accounts.
- There was no case of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years.
- No treatment different from the Accounting Standards, prescribed by the Institute of Chartered Accountants of India, has been followed in the preparation of Financial Statements.
- The Company has not adopted any Whistle Blower Policy. However, the Company has not denied access of any personnel to approach the Management or the Audit Committee on any issue.
- The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement.
- The Company at present has adopted the non-mandatory requirement with regard to constitution of Remuneration Committee, which has been constituted to determine the remuneration package of the Whole-time Directors (including Executive Chairman / Executive Vice-Chairman). Other details about non-mandatory requirements are contained in paragraph 30 of this Report.

**12. SECRETARIAL AUDIT FOR RECONCILIATION OF CAPITAL**

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

**13. MEANS OF COMMUNICATION**

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

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

#### 14. Management Discussion & Analysis Report

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

#### 15. Compliance Officer:

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

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

#### 16. GENERAL SHAREHOLDER INFORMATION

##### 13th Annual General Meeting

The meeting shall be held as under: -

Day : Tuesday  
Date : September 21, 2010  
Time : 11.30 A. M.  
Venue : Auditorium of Jaypee Institute of Information Technology University, A-10, Sector 62, NOIDA-201307, U.P.

Designated exclusive e-mail for investor service : jal.investor@jalindia.co.in

#### 17. FINANCIAL CALENDAR

Details of announcement of Quarterly Financial Results during the year 2009-10 are as under:

Results	Announced on
For 1st Quarter ended 30-06-2009	July 27, 2009
For 2nd Quarter ended 30-09-2009	October 22, 2009
For 3rd Quarter ended 31-12-2009	January 18, 2009
For 4th Quarter ended 31-03-2010	May 30, 2010

##### Note:

The Financial Results were reviewed by the Audit Committee and thereafter approved by the Board.

#### 18. DIVIDEND PAYMENT DATE

For the financial year 2009-10, One Interim Dividend was declared and paid as under:

Dividend	%age of Dividend	Date of Declaration	Record Date	Date of Payment	Total Dividend excluding Tax (Rs. Crore)	Tax on Dividend (Rs. Crore)
Interim Dividend	27%	21.10.09	30.10.09	18.11.09	75.71	12.87

For Final Dividend recommended at Rs. 0.54 per share of Rs.2/-each (i.e. 27%), the Company has fixed September 17, 2010 to September 21, 2010 (both days inclusive) as the Book Closure dates and the Dividend shall be paid after Shareholders' approval at the ensuing Annual General Meeting.

#### 19. LISTING ON STOCK EXCHANGES AND STOCK CODES

The Equity shares of the Company are currently listed on the National Stock Exchange of India Limited (Code: JPASSOCIAT) and The Bombay Stock Exchange Limited (Code: 532532). The Company has paid annual listing fees due to NSE and BSE for the financial year 2009-10.

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

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

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

Market prices before issue of Bonus Shares (in the ratio of 1 share for every 2 shares held) i.e. till December 16, 2009 were as under:

(Face value of each share :Rs.2)

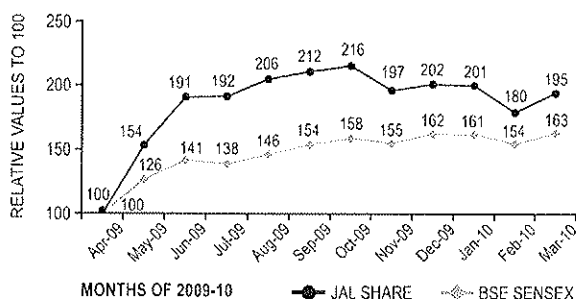
Month	Share Prices at BSE		Share Prices at NSE	
	High Rs.	Low Rs.	High Rs.	Low Rs.
Apr,09	139.90	81.50	144.25	81.50
May,09	210.00	131.05	210.00	131.90
Jun,09	236.00	186.00	235.80	186.05
Jul,09	254.00	170.00	251.00	170.00
Aug,09	255.60	200.00	253.00	201.05
Sep,09	258.75	211.00	258.80	211.00
Oct,09	270.00	208.10	269.95	208.00
Nov,09	245.90	191.00	246.70	190.50
Dec,09 (upto 16th)	236.00	216.15	235.70	216.15

Equivalent (Pro-rated) market prices before issue of Bonus Shares (i.e. till December 16, 2009) & Actual market prices after issue of Bonus Shares (i.e. w.e.f. December 17, 2009) were as under:

Apr,09	93.27	54.33	96.17	54.33
May,09	140.00	87.37	140.00	87.93
Jun,09	157.33	124.00	157.20	124.03
Jul,09	169.33	113.33	167.33	113.33
Aug,09	170.40	133.33	168.67	134.03
Sep,09	172.50	140.67	172.53	140.67
Oct,09	180.00	138.73	179.97	138.67
Nov,09	163.93	127.33	164.47	127.00
Dec,09	157.33	140.50	157.13	140.70
Jan,10	167.80	128.30	167.80	128.10
Feb,10	143.80	122.55	143.20	122.05
Mar,10	154.70	132.50	154.70	122.75

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

#### JAL SHARE PERFORMANCE vs BSE SENSEX



##### Notes :

- Average of high & low of BSE Sensex and average of High and Low of Company's Shares at BSE has been considered.
- The Bonus Shares (in the ratio of 1 Equity share for 2 Equity Shares held in the Company) were allotted on December 19, 2009. The Ex-bonus price took effect from December 17, 2009. Accordingly, in the above chart, the prices upto December 16, 2009 (which were cum-bonus) have been proportionately reduced

(by dividing them by 1.5) to make them comparable with subsequent figures.

## 21. REGISTRAR AND TRANSFER AGENT

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

M/s Alankit Assignments Limited,  
2E/21, Jhandewalan Extn,  
New Delhi 110 055  
Tel: +91-11-51540060-63  
Fax: +91-11-51540064  
e-mail: alankit@alankit.com

## 22. SHARE TRANSFER SYSTEM

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

## 23. DISTRIBUTION OF SHAREHOLDING

The Distribution of shareholding and shareholding pattern as on March 31, 2010, were as follows:

### SHAREHOLDING BY SIZE

No. of shares held	Shareholders		Shares	
	Number	As a percentage of Total	Number	As a percentage of Total
Upto 2500	504,307	97.23%	127,466,999	6.00%
2501 – 5,000	8,027	1.55%	28,238,103	1.33%
5,001 – 10,000	3,334	0.64%	23,397,145	1.10%
10,001 – 15,000	899	0.17%	11,224,093	0.53%
15,001 – 20,000	379	0.07%	6,625,675	0.31%
20,001 – 25,000	247	0.05%	5,546,398	0.26%
25,001 – 50,000	506	0.10%	18,153,842	0.85%
50,001 and above	954	0.18%	1,903,982,378	89.61%
<b>TOTAL</b>	<b>518,653</b>	<b>100.00%</b>	<b>2,124,634,633</b>	<b>100.00%</b>

### SHAREHOLDING BY CATEGORY

Category of Shareholder	Percentage of Holding
Promoters	45.99%
Banks / Mutual Funds/FI/FIIs	35.91%
Private Corporate Bodies	5.47%
NRIs / OCBs/Foreign Body Corporates	1.07%
Indian Public	11.56%
<b>Total</b>	<b>100.00%</b>

## 24. DEMATERIALISATION OF SHARES AND LIQUIDITY

The shares of the Company are in compulsory demat segment and are available for trading in the depository systems of both NSDL and CDSL. As on March 31, 2010, 97.12% of the Share Capital of the Company had been dematerialized. The shares of the Company have been included as a part of BSE Sensex w.e.f. March 14, 2008 and continue to be part of NSE Junior Nifty. The same are actively traded on both BSE and NSE.

## 25. UNCLAIMED DIVIDENDS

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

Sl. No.	Financial Year	Interim/ Final	Date of Declaration	Rate of Dividend	Dividend Amount Excluding Tax (Rs.Cr.)	Dividend Distribution Tax (Rs.Cr.)	Due Date of Transfer to IEPF
1	2001-02	Interim	30.01.2002	7%	11.07	N.A.	02.03.2009 (transferred)
		Final	27.09.2002	5%	7.30	0.63	28.10.2009 (transferred)
2	2002-03	Final	06.10.2003	15%	26.43	3.38	06.11.2010
3	2003-04	Final	29.09.2004	15%	26.43	3.45	31.10.2011
4	2004-05	Interim	30.04.2005	18%	31.71	4.44	31.05.2012
		Final	27.09.2005	6%	10.71	1.50	28.10.2012
5	2005-06	Interim	03.03.2006	18%	34.06	4.77	03.04.2013
		Final	27.10.2006	9%	23.97	3.36	27.11.2013
6	2006-07	Interim	11.01.2007	20%	43.73	6.13	11.02.2014
		Final	30.08.2007	16%	35.13	5.97	30.09.2014
7	2007-08	1st Interim	14.07.2007	15%	32.88	5.58	14.08.2014
		2nd Interim	12.01.2008	15%	34.85	5.92	12.02.2015
		Final	27.08.2008	20%	46.95	Nil	27.09.2015
8	2008-09	1st Interim	21.10.2008	15%	35.51	Nil	21.11.2015
		2nd Interim	27.04.2009	15%	35.51	6.03	27.05.2016
		Final	29.09.2009	20%	56.08	9.53	29.10.2016
9	2009-10	Interim	21.10.2009	27%	75.71	12.87	21.10.2016
		Final (recommended)		27%			

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

Pursuant to Section 205C of the Companies Act, 1956, the Company transferred unclaimed final dividend amounting Rs.2,516,201 relating to the Financial Year 2001-02 and unclaimed fixed deposits relating to the Financial Year 2002-03 amounting to Rs.4,461 to the Investor Education and Protection Fund of the Central Government during the year.

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

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

The details of three FCCBs issued by the Company as on March 31, 2010 are as under:

S. No.	PARTICULARS	FCCB-I* (*since extinguished)	FCCB-II	FCCB-III
1	Aggregate Value	USD 100 Million	Euro 165 Million	USD 490 Million
2	Date of Issue	16.02.2005	01.02.2006	11.09.2007
3	Due on	17.02.2010 (fully redeemed)	09.03.2013	12.09.2012
4	Applicable Interest Rate	0.50%	0.50%	Nil
5	Pre-agreed Conversion price per share:			
	(i) Latest Conversion - Price per share of Rs.2 each	Rs.31.5000	Rs.74.5031	Rs.165.1707
	(ii) Old Conversion Price before Bonus (till 18.12.09 - per share of Rs.2 each)	Rs.47.2620	Rs.111.7546	Rs.247.7560
	(iii) Old Conversion Price before split (on Record Date i.e. 26.12.07 - per share of Rs.10 each)	Rs.236.3100	Rs.558.7730	Rs.1,238.7800
6	Pre-agreed Conversion Exchange Rate	Rs. 43.785 per USD	Rs.53.599 per Euro	Rs. 40.350 per USD
7	FCCBs Converted	USD 99.950 Million	Euro 160.794 Million	USD 4.500 Million
	Percentage Converted	99.950%	97.451%	1.125%

S. No.	PARTICULARS	FCCB-I (*since extinguished)	FCCB-II	FCCB-III
8	Bought Back	-	-	41.025 Million
	Percentage Bought Back	-	-	10.256%
8A	Redeemed	0.5	-	-
	Percentage Redeemed	0.50%	-	-
9	FCCBs Outstanding as on March 31, 2010	Nil	Euro 4.206 Million	USD 354.475 Million
	Percentage Outstanding	Nil	2.549%	88.619%
10	No. of Shares (of Rs.2 each) issued upon conversion till March 31, 2010	93,523,098	77,123,627	732,876
11	No. of Shares (of Rs.2 each) to be issued upon conversion of outstanding FCCBs, if opted by holders thereof	-	3,025,879	86,595,662

Note: FCCBs-I stands fully extinguished on February 17, 2010 after redemption of USD 50,000 (being the outstanding amount of FCCBs).

#### SHARE WARRANTS

Out of 5,00,00,000 (Five Crore) Warrants issued on preferential basis to a Promoter Group Company on January 22, 2008 entitling the holder to apply for allotment of one Equity share of Rs.2 at a premium of Rs.395 on full payment, per Warrant, in one or more tranches, 1,00,00,000 (One Crore) Warrants were converted into 1,00,00,000 (One Crore) Equity Shares of Rs.2/- each at a premium of Rs.395 per share on October 10, 2008. The conversion option for the balance 4,00,00,000 (Four Crore) Warrants elapsed on July 21, 2009. Accordingly, on July 22, 2009, the advance paid, i.e., Rs. 158.80 Crore, being the 10% upfront payment for 4 Crore warrants, was forfeited. The Company has not made any public offering of its shares during the year under review.

#### 27. PROJECT/PLANT LOCATIONS

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

##### (A) Construction & Expressway

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

SECTOR	PROJECT NAME	STATE
Hydro Power	Karcham Wangtoo Hydro Electric Project of JKHL	Himachal Pradesh
Hydro Power	2700 MW Lower Siang & 500 MW Hirong of JAPL	Arunachal Pradesh
Hydro Power	450 MW Kynshi-II & 270 MW Umngot of JPVL	Meghalaya
Expressway	Yamuna Expressway Project (6-lane 165Km) connecting Noida and Agra	Uttar Pradesh
Expressway	Zirakpur - Parwanoo Highway of NH-22	Punjab, Haryana & Himachal Pradesh
Expressway	Ganga Expressway Project of 1047 Kms connecting Noida to Ballia	Uttar Pradesh
Construction	Srisailem Left Bank Canal Tunnel Works	Andhra Pradesh
Construction	Civil works of Clinkerisation Unit at Satna and Grinding Unit at Bhilai	Madhya Pradesh and Chattisgarh
Construction	Sri Rama Sagar flood flow canal Package-2 Project	Andhra Pradesh
Construction	Polavaram Project right main canal Package-4	Andhra Pradesh
Construction	Veligonda Feeder & Teegaleru Canal Project	Andhra Pradesh
Construction	Rajiv Sagar Left Irrigation Project (Dummuguden)	Andhra Pradesh
Construction	GNSS Main Canal Project	Andhra Pradesh

##### (B) Cement

The Cement Plants and Cement Grinding Plants of the Company are located at various locations viz. Rewa, Bela, Sidhi, Babupur and Satna in Madhya Pradesh; Tanda, Sadwa Khurd, Dala, Chunar and Sikanderabad in Uttar Pradesh; Roorkee in Uttarakhand; Panipat in Haryana; Baga and Bagheri in Himachal Pradesh; Sewagram and Wanakbori in Gujrat; Bhilai in Chattisgarh, Bokaro in Jharkhand; and Jaggayyapeta in Andhra Pradesh.

##### (C) Hospitality

The Company's 5 Star Hotels are located in Vasant Vihar, New Delhi, Rajendra Place, New Delhi, Agra (Uttar Pradesh) and Mussoorie (Uttarakhand). A 18 holes Golf Course and the upcoming Boutique Spa- Resort are located at Greater Noida (Uttar Pradesh).

##### (D) Real Estate

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

##### (E) Power

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

#### HYDRO POWER:

S No.	Plants/ Projects	Capacity (in MW)	Location
	Existing Plants	700	
(a)	Baspa-II of JHPL	300	Himachal Pradesh
(b)	Vishnuprayag of JPVL	400	Uttarakhand
	Projects in pipeline	4,920	
(a)	Karcham Wangtoo of JKHL	1000	Himachal Pradesh
(b)	Lower Siang of JAPL	2700	Arunachal Pradesh
(c)	Hirong of JAPL	500	Arunachal Pradesh
(d)	Kynshi-II of JPVL	450	Meghalaya
(e)	Umngot of JPVL	270	Meghalaya
	Total of Hydro power	5,620	

#### THERMAL POWER:

	Projects in pipeline	8,090	
(a)	Nigrie, Distt Singrauli of JPVL	1,320	Madhya Pradesh
(b)	Bina of BPSCL	1,250	Madhya Pradesh
(c)	Karchhana of Sangam Power Gen. Co. Ltd.	1,980	Uttar Pradesh
(d)	Bara of Prayagraj Power Gen. Co. Ltd.	3300	Uttar Pradesh
(e)	Kerala Project of JPVL	240	Kerala

#### WIND POWER:

	Existing	49	
(a)	Plant of JAL	40.25	Maharashtra
(b)	Plant of JAL	8.75	Gujarat
	TOTAL POWER (Hydro + Thermal + Wind) existing as well as in pipeline	13,759	

#### 28. ADDRESS FOR CORRESPONDENCE

Registered & Corporate Office : Sector-128, Noida-201304, U. P.  
 Delhi Office : 'JA House', 63, Basant Lok, Vasant Vihar, New Delhi 110057  
 Designated exclusive e-mail : ja.investor@jalindia.co.in for investors

**29. ELECTRONIC CLEARING SERVICE (ECS)**

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

**30. NON-MANDATORY REQUIREMENTS**

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

As regards training of Board members, the Directors on the Board are seasoned professionals having wide range of expertise in diverse fields. They keep themselves abreast with the latest

developments in the field of Management, Technology and Business Environment through various symposiums, seminars, etc.

The Company uploads its Quarterly, Half - Yearly and Annual Results on its web site – www.jalindia.com which is accessible to all. Besides, Results are also available on www.corpfilng.co.in. The Results are also reported to Stock Exchanges and published in National Newspapers in English and Hindi newspapers having wide circulation.

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

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

I hereby confirm that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management, as approved by the Board, for the financial year ended March 31, 2010.

Place : New Delhi  
Date : May 30, 2010

**MANOJ GAUR**  
Executive Chairman & CEO  
Jaiprakash Associates Limited

**CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE**

To

The Members of Jaiprakash Associates Limited

We have examined the compliance of conditions of Corporate Governance by Jaiprakash Associates Limited for the year ended March 31, 2010, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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

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

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

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

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

Place : New Delhi  
Date : May 30, 2010

**(CA M.P. SINGH)**  
Partner  
M.No. 1454  
Firm Regn. No.002183C

# MANAGEMENT DISCUSSION & ANALYSIS REPORT

Forming part of the Report of Directors for the year ended March 31, 2010

## ECONOMIC OVERVIEW

Economies across the globe are showing signs of recovery post the financial crisis. Advanced economies are recovering at a subdued pace. Amongst emerging economies, India and China are leading the growth campaign.

The Indian economy rebounded in the year 2009-10 and posted a Gross Domestic Product (GDP) growth of 7.4% according to revised estimate of Central Statistical Office. The sectors of manufacturing, construction, and 'trade, hotel, transport & communication' contributed over 50% to the GDP. Importantly, all these sectors showed a sustained growth trend quarter over quarter. This trend, together with the prediction of a favourable southwest monsoon and accelerated spending on infrastructure development, shall help Indian economy return back to the GDP growth range of 8.5-9.0% in year 2010-11. Economic growth was helped by the stimulus package and continued spending by the government to spur rural consumption.

## INFRASTRUCTURE & CONSTRUCTION SECTOR IN INDIA

The lack of infrastructure has been one of the major constraints on India's growth potential and aspirations. Government's focussed initiatives towards infrastructure creation with active participation of the private sector will hold key to growth of Indian Economy. For

bridging the infrastructure deficit and for sustaining a higher growth rate, the Eleventh Five Year Plan envisages a total investment of Rs. 2,056,150 crore in infrastructure as against Rs. 887,794 crore realized during the Tenth Plan. This ambitious target cannot be met with public resources alone. The Eleventh Plan, therefore, projects that 30% of the required investment will be made through private sector participation; which translates to private sector investment of Rs. 619,591 crore as compared to Rs. 175,203 crore during the Tenth Plan.

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

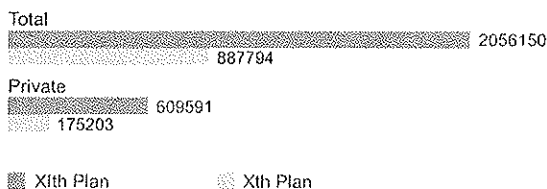
## REVIEW OF FINANCIAL PERFORMANCE

Jaiprakash Associates Ltd. pole vaulted to join the club of Rs. 10,000 crore plus annual revenue companies in Financial year 2009-10. The key highlights of the performance being

- Gross revenues reached Rs. 11,672 crore from Rs. 6,148 crore in the previous year; growing by 90%
- EBIDTA grew by 89% to reach Rs. 3,894 crore from Rs. 2,064 crore in the last year
- Net profit after extraordinary items grew by impressive 90% and stood at Rs. 1708 crore from Rs. 897 crore in the last year.
- EPS after extraordinary items for year 2009-10 rose to Rs. 8.08 from Rs. 4.31 in the last year.

The impressive results were true reflection of the Company's core advantages – a de-risked business model with diversified business

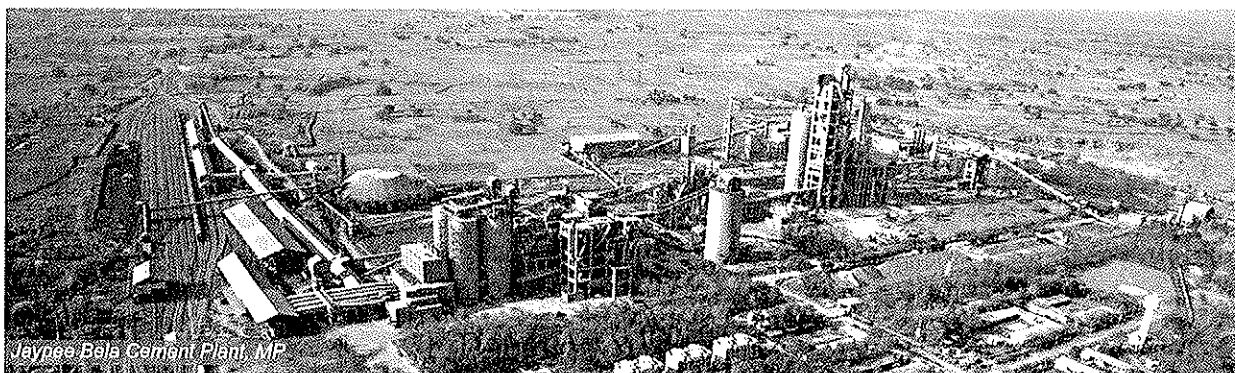
### Planned Investment in Infrastructure\* (Rs. Crore)



## XIth FIVE YEAR PLAN TARGETS FOR INFRASTRUCTURE SECTOR

<b>Power</b>	Additional power generation capacity of about 78,577 MW Reaching electricity to all un-electrified hamlets; providing access to all rural households	<b>Ports</b>	Capacity addition of 485 million MT in Major Ports, 345 million MT in Minor Ports
<b>National Highways</b>	Six-laning 6,500 kilometers of Golden Quadrilateral and selected National Highways Four-laning 6,736 kilometers on North-South and East-West Corridors Four-laning 20,000 kilometers of National Highways Widening 20,000 kilometers of National Highways to two lanes Developing 1,000 kilometers of Expressways Constructing 8,737 kilometers of roads, including 3,846 kilometers of National Highways in the North East	<b>Airports</b>	Modernisation and redevelopment of 4 metro and 35 non-metro airports Constructing 3 greenfield airports in North East Constructing 7 other greenfield airports Upgrading CNS/ATM facilities
<b>Rural Roads</b>	Constructing 1,29,707 kilometers of new rural roads, and renewing and upgrading existing 1,77,726 kilometers covering 60,638 rural habitations	<b>Railways</b>	Constructing Dedicated Freight Corridors between Mumbai-Delhi and Ludhiana-Kolkata 8,132 kilometers of new railway lines: gauge conversion of 7,148 kilometers Modernisation and redevelopment of 22 railway stations
		<b>Irrigation</b>	Developing 16 million hectares through major, medium and minor irrigation works

\*Source : The Secretariat for the Committee of Infrastructure, Planning Commission, Government of India Report.



portfolio and the coherent thread of infrastructure development binding them.

Particulars	Financial	Financial	Financial
	Year 10	Year 09	Change
	(Rs. crores)		(%)
Gross Revenues*	11,671.78	6,147.99	89.85
EBIDTA**	3,893.52	2,064.27	88.61
Profit Before Tax	2,381.67	1,250.98	90.38
PAT after extraordinary items	1,708.36	897.01	90.45
EPS after extraordinary items (in Rs.)	8.08	4.31	87.47
Income from cement division (including cement products)	3,743.86	2,313.14	61.85
Income from engineering division (including real estate & others)*	7,927.92	3,834.85	106.73

\* Including income from sale of shares held in beneficiary trusts of Rs. 1316.35 Crores.

\*\* Including exceptional/extraordinary items.

## SEGMENT-WISE REVIEW OF OPERATIONS

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

1. Engineering & Construction
2. Manufacture & Marketing of Cement
3. Energy
4. Expressways
5. Real Estate and
6. Hospitality

### 1. Engineering & Construction

Keeping in mind that the key to sustaining India's growth rate lies in developing the country's infrastructure, the Government is targeting huge investment over the next five years in the infrastructure sector. The Scheme aims to take up infrastructure projects under public-private partnership with minimal private investment. According to the Planning Commission consultation paper, US \$ 494 Billion of investment is proposed for the 11th Plan period (2007-2012) which would increase the share of infrastructure investment to 9% of GDP from 5% in 2006-07.

During the Eleventh Plan, the Government aims to add power generation capacity of about 80,000 MW and provide electricity to all unelectrified hamlets and all rural households through the Rajiv Gandhi Grameen Viduytikaran Yojna (RGGVY).

### Operational Performance

During the year, the Engineering & Construction Division of the Company continued to perform well. While the Company was

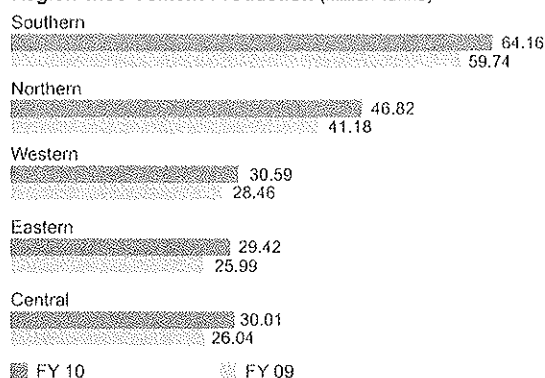
qualified for various new projects, new contracts were also awarded, as reported in the Directors' Report.

## 2. CEMENT

### Indian Cement Industry

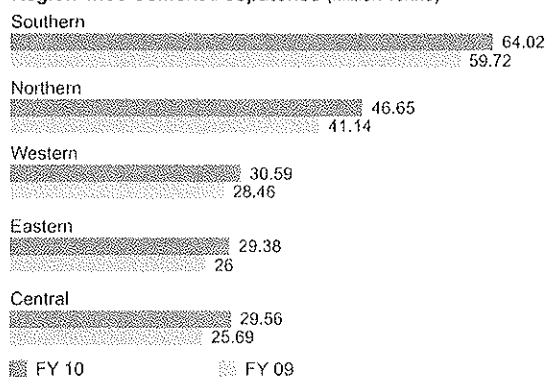
Cement is vital to sustained economic growth. The cement demand in India has consistently grown at rates higher than that of the economy. Some independent studies estimate the correlation between GDP growth rates and cement demand

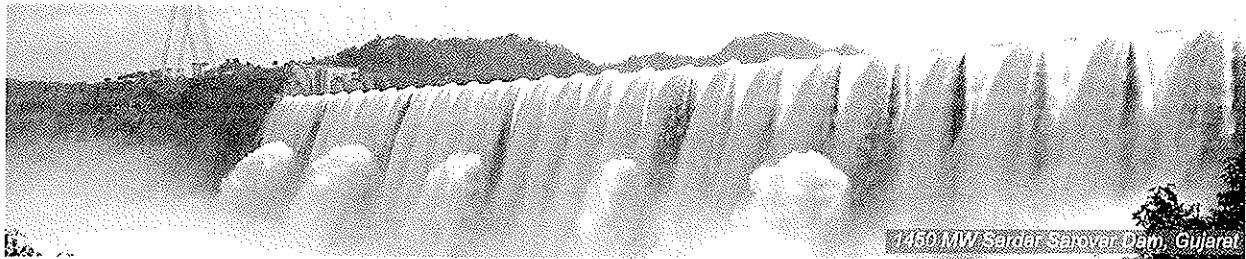
### Region-wise Cement Production (Million Tonne)



between 1.1 and 1.3, and even higher as economic growth accelerates. As the demand accelerates, the industry is also witnessing capacity additions across all geographical regions, and in particular South and North India. These additions shall go a long way towards ensuring supply of cement.

### Region-wise Cement Despatches (Million Tonne)





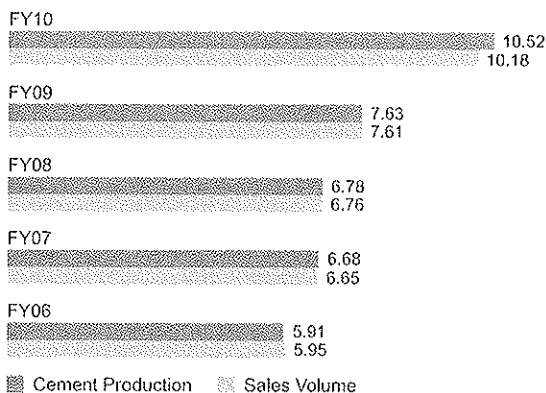
There have been concerns of this supply impacting prices and margins of cement manufacturers, which in any case is expected to be a short term phenomenon. As the economic growth now settles at a higher pedestal of 8% with a push towards 9%, the cement demand is expected to sustain double digit growth in demand. The key drivers of this strong demand shall be the continued expansion in infrastructure, real estate and industrial sectors.

#### Jaypee In Cement

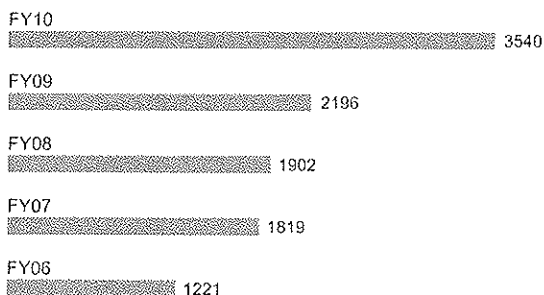
The Company is the third largest cement producer in the country with 19.10 MTPA (Million Tonne Per Annum) installed capacity as on March 31, 2010. It is continuing to add capacities to take its tally to 33.5 MTPA by the year 2012 and aims to touch 50 MTPA by 2013. In doing so, the Company will script the fastest expansion in cement sector by any company in India and position itself amongst the top cement manufacturers in Asia.

#### Performance Review

Total revenues from cement division reached Rs. 3,540 crore in the year 2010 from Rs. 2,196 crore in the previous year,



#### Net Sales (Rs. in Crore)



recording an impressive growth of 61%. Production volume for cement at 10.52 MT was 38% higher to the previous year figure of 7.63 MT. Clinker production volume rose by 51% to reach 8.35 MT from 5.55 MT in Financial year 2008-09. Despatch volume including sale of clinker rose by 44% to 10.98 MTPA from 7.65 MTPA in the previous year.

Division's EBIDTA/Tonne grew by 18% to reach Rs. 1,268 from Rs. 1,078 in the previous year. Captive power generation from the division showed the sharpest rise of 75% and reached 1,161.40 million units from 665 million units in the previous year.

### 3. ENERGY

Power deficit in India has been a critical concern in the recent growth phase of Indian economy. Considering its potential contribution in the growth of our economy, Power sector itself possesses tremendous growth potential. XIth Plan aims to create additional power generation capacity of about 78,577 MW; and also to spread electricity to all un-electrified hamlets of the country and thereby provide access to all rural households. Like other core infrastructure sectors, Government of India and even various state governments are seeking active participation of the private sector across generation, transmission and distribution of power. A slew of reform measures have been taken by authorities and regulators towards making it an attractive sector for private players.

With generation capacity addition of 9,585 MW in financial year 2009-10, installed capacity reached 159,400 MW as on March 31, 2010. Thermal power maintained its dominant leadership at 102,454 MW; followed by Hydropower at 36,863 MW. Generation capacity in private sector reached 29,014 MW; 14,053 MW of which was renewable energy including Hydropower. A total of 497,838 villages stood electrified up to February 28, 2010.

#### Consolidation in Power

Jaiprakash Power Ventures Limited (JPVL) (a subsidiary Company of JAL) is the largest private sector Hydro Power producer with 700 MW of operational assets, 1,000 MW Karcham Wangloo Project scheduled for commissioning in early financial year 2010-11 and another 3,920 MW of Hydro Power Project in various stages of development.

Together with its portfolio of Thermal Power Projects, JPVL is poised to have a total generation capacity of 13,960 MW by financial year 2018-19 and shall be the only Company in Private Sector having a mix of 60% portfolio from thermal power and 40% portfolio from hydro power.

The group plans to execute significant proportion of its capacity expansion plans over the next few years. As per the current drawn out capacity addition plans, the Company shall add 13,260 MW between Financial year 2010-11 and Financial year



2018-19. This shall be spread across thermal and hydro power segments, as well regulated and merchant power.

Key highlights and Project wise capacity of power generation are given below :

KEY HIGHLIGHTS	
<b>Restructuring &amp; Acquisitions</b>	Amalgamation of Jaiprakash Power Ventures Ltd. with Jaiprakash Hydro-Power Ltd.; the name of the Company changed to Jaiprakash Power Ventures Ltd.  Acquired Sangam Power Generation Company Ltd. for setting up 3 x 660 MW Karchana Thermal Power Project & Prayagraj Power Generation Company Ltd. for 5 x 660 MW Bara Thermal Power project from UP Power Corporation Ltd. on BOO basis.
<b>Project Execution</b>	Signed contract valued at Rs. 4000 crore with L&T-MHI for supply & erection of the Boiler & Steam Turbine & Generator (STG) for 2x 660 MW Jaypee Nigrie Super Thermal Power Project.  Foundation stone laying of 2x 660 MW Jaypee Nigrie Super Thermal Power Project.
<b>Awards</b>	300 MW Baspa – II Hydropower project being awarded with "Silver Shield" in the prestigious National Awards for Meritorious Performance in Power Sector by the Ministry of Power for Financial year 2008-09.  400 MW Vishnuprayag HEP was awarded first prize in the category of 'Energy & Power' by Essar Infrastructure Excellence Awards 2010.

Project	Nature	Capacity (MW)	Scheduled Commissioning
Baspa II	Hydro	300	Operational
Vishnuprayag	Hydro	400	Operational
Karcham Wangtoo	Hydro	1,000	2011*
Bina Power	Thermal	1,500	2011**
Jaypee Nigrie	Thermal	1,320	2013*
Kannur	Thermal	240	2013*
Karchana	Thermal	1,980	2014**
Bara	Thermal	3,300	2014**
Lower Siang	Hydro	2,700	2016*#
Hirong	Hydro	500	2018*
Kynshi Stage II	Hydro	450	2019*
Umngot Stage I	Hydro	270	2019*

\* Management Estimates

\*\* 500 MW Phase I by 2011, \*1,320 MW of Karchana Phase I & 1,980 MW of Bara Phase I, # 1,500 MW Phase I by 2016

#### 4. Expressways

India has the world's second largest road network, aggregating over 3.34 million kilometres. As Indian Economy grew in the early part of this decade, challenges & opportunities across

entire spectrum emerged and so was the case of large expressways with unique model of ribbon development along it, which modelled as developed tracks of New India.

The Group has entered into construction of expressways with the Yamuna Expressway project – a 165 kilometres access controlled 6 lane super expressway along the Yamuna river connecting Noida and Agra on Build – Own – Transfer basis. The project envisages ribbon development along the expressway at 5 locations aggregating 6175 acres for residential/industrial/institutional purposes and shall trigger multidimensional, socio-economic development in Western U.P. besides strengthening the Group's presence in real estate segment in this decade.

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

The Group successfully bid for and was awarded all packages of prestigious Ganga Expressway contract by the Government of Uttar Pradesh. This is the largest private sector infrastructure project in India. The Company had emerged as the lowest bidder, as it bid for the least land for development, which was the most important criteria for bid evaluation. The 1,047 kilometres long 8 lane Ganga Expressway would be developed on the left bank of River Ganga, covering the stretch from Greater Noida to Ballia (Eastern Uttar Pradesh). The project will be built on Built-Own-Transfer basis. The Group would also get the rights for development of an estimated 30,000 acres of land along the expressway. The process of obtaining various approvals required for the project is in full swing.

These projects shall be significant drivers of growth for the group over the next decade. More importantly, the group firmly believes that these projects shall foster growth in the State of Uttar Pradesh and have a positive impact on the adjoining States.

#### 5. Real Estate

Alongside the development of expressway, the group shall also benefit from the development of integrated towns and cities. The real estate sector had witnessed a sharp drop in demand led by economic uncertainty and increase in cost of credit. The situation has turned around as economic growth witnessed an impressive bounce back. The political uncertainty was also settled as a stable coalition with a dominant single party emerged post the general elections.

The shortage of affordable housing space is one of the biggest challenges towards ensuring equitable and inclusive economic



growth. The right mix of government policies and easing of norms for land acquisition are the prerequisites to address the same.

The Group stands to get the rights for development of an estimated 30,000 acres of land along the Ganga Expressway, the total area under development is estimated at 1 billion square feet.

#### Operational Performance

Our real estate projects are designed to appeal to a broad market. We believe the affordable pricing structure and wide range of available layouts of individual units at our existing developments, including 620 square feet for a one-bedroom unit up to 2,300 square feet for a four bedroom unit at Jaypee Greens Classic, may also appeal to a broad demographic.

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

During the year, the Group launched prestigious residential projects like KOSMOS, AMAN, Kensington. It received encouraging response to these projects.

#### 6. Hospitality

Indian tourism industry is coming of age. The growth in economic activity is not only translating in increased Foreign Tourist arrivals but also in increased disposable earnings, which in turn is augmenting the domestic travel sector as well. Government of India's focussed promotional campaign 'Incredible India', the recently held world level sporting events and ensuing Commonwealth Games and continued development of country's infrastructure augur well for Indian tourism industry. 'The World Travel and Tourism Report 2010' predicts robust recovery in Indian Tourism. The contribution from Travel & Tourism to Gross Domestic Product (GDP) is expected to grow to Rs. 5,438 billion by the Financial year 2010-11. With India share being just 1.2% of total demand of global travel, the prospects for the industry remain promising. The foreign exchange earnings from tourism grew to Rs. 5,507 crore in March, 2010 as compared to Rs. 4,437 crore in March 2009. With the hosting of Commonwealth Games, Hotel Industry in India is expected to grow at 15% in the Financial year 2010-11.

#### Jaypee In Hospitality

The Company owns and operates four luxury properties namely Jaypee Siddharth and Jaypee Vasant Continental at Delhi; Jaypee Palace Hotel and Convention Centre at Agra; and Jaypee Residency Manor at Mussoorie. The combined capacity of these properties is 644 rooms and 45 more rooms are being added at Mussoorie. Jaypee Palace Hotel and Convention

Centre, Agra has been awarded under the category "Best Convention Centre" by Ministry of Tourism, Government of India.

The Hotels Division of the Company blends traditional Indian hospitality with modern amenities and services to offer a truly contemporary and evolved Indian hospitality. All of its four properties are HACCP and ISO certified.

Its fifth hospitality brand 'Jaypee Greens Golf & Spa Resort' at Greater Noida is nearing completion and is scheduled to open before the Commonwealth Games. It is set out amidst 60 acres of pristine land along with the international championship 18 hole Greg Norman Golf Course. It will also house the world renowned 'Six Senses Spa'.

#### OUTLOOK

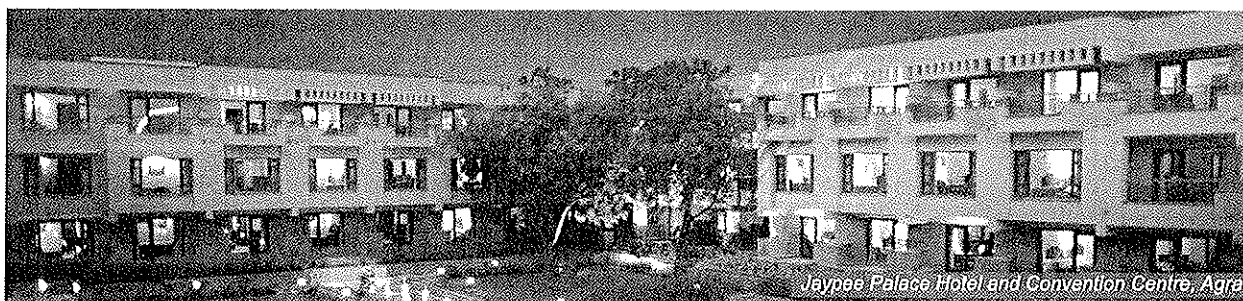
Having outpaced the industry and the economy once again in terms of growth, Jaiprakash Associates Ltd. crossed the prestigious Rs. 10,000 crore turnover landmark in Financial year 2009-10. It has an established growth record as a leading infrastructure Company with decisive competitive advantages. At the turn of the first decade of this century, the next decade clearly belongs to infrastructure sector. While even the smallest constituents of infrastructure sector will immensely benefit from it, Jaiprakash Associates Ltd. shall not only benefit from the ensuing growth phase of Infrastructure but actually lead the Infrastructure development of India. Its future outlook appears bright for the following reasons:

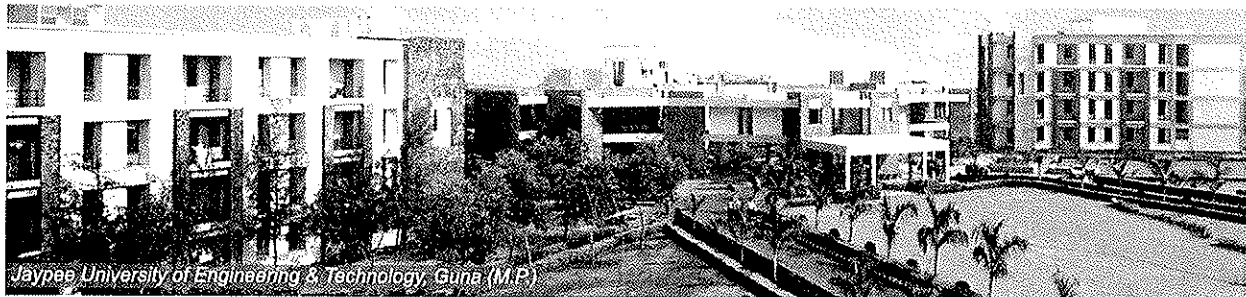
- Right Placed: in the core infrastructure sectors of cement, power, roads, and realty
- Right Timed: the next decade will clearly be the decade of infrastructure
- Right Blend: diverse business mix leading to de-risked business model
- Right Scale: leadership positions in almost all of its business domains and scaling up of capacities across all of them. Ready and rolling capacities will help it maximise from the growing demand
- Right Span: from northern to southern India, western to eastern through central India, its span of reach

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

#### OPPORTUNITIES & THREATS

1. **Engineering & Construction Industry:** With the renewed thrust by the Government of India to add hydropower generation in India to meet growing power demand, it is expected that large number of new hydropower projects will be taken up by various Government undertakings. This will result in more opportunities





for the Company which specializes in development of Hydro power and River Valley Projects. Similar Governmental continued thrust on other infrastructure projects including highways/ expressways, will bring lot of opportunities for India and your Company. Keeping in view the expertise of the Company, no threat is perceived in this area of operation.

2. **Power Generation:** The necessity for addition of power generation capacity of the country and the various incentives provided by the Government of India for private sector participation in development of power will be key to the development of Power projects on BOO basis by the Company.
3. **Hospitality & Real Estate:** Growth in economic activity world over supplemented with Government of India's focussed promotional campaign "Incredible India", international level sporting events etc. are translating in increased foreign tourist arrivals. With the increasing economic activity in the country and the ensuing Commonwealth Games scheduled in October 2010, it is believed to facilitate growth in the Hospitality sector. The Government has introduced many progressive reforms to unlock the potential of the real estate sector and also meet increasing demand levels. The quality real estate development undertaken by the Company is selling well inspite of other players being in the market. This business as a whole is looking bright.
4. **Cement:** Cement consumption and demand in India has been growing at a high rate during the last few years. The market has looked up and selling prices have firmed up. The Company has taken steps to improve economy in operations. With the completion of amalgamation and ongoing expansion plans, the Company has ensured pan India presence for manufacturing and marketing of Cement. This will give the Company inherent locational advantages and economies of scale.
5. **Mining:** The Company has procured Captive Coal Blocks to meet the requirements of its business as per Government of India's latest guidelines. Captive Coal Block to meet the requirement of Cement business would not only meet its long term energy needs, but would also bring down the cost of production substantially.
6. **General:** The Indian Economy is expected to grow at over 8% p.a. in the medium term. The growth is envisaged to be driven by investments in infrastructure including Roads, Ports, Power Sector etc. Besides, housing sector in the urban and semi-urban areas is poised for growth.

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

The Company has emerged as a Significant Infrastructure

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

#### RISKS & CONCERNS

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

1. Cement industry being highly energy intensive, any possible rise in energy cost might affect Company's business adversely. The setting up of the captive power units in addition to the proactive steps towards reducing power consumption helps the Company counter this threat effectively. It has commissioned captive thermal power plants. The cement industry is cyclical in nature and also witnesses seasonal reduction in consumption during monsoon season. With the consistent demand growth as witnessed in India, the Company has been ramping up its capacities. It carefully evaluates the regional mismatches and deploys capacities to minimise from the cyclical risks.
2. The Engineering & Construction Division of the Company provides performance guarantees in relation to certain of its projects and other activities.  
The Company provides the Performance Guarantee which depends on the Terms and Conditions as stipulated by the Clients and is up to 5% of the contract price and is in line with the general practice prevailing in the country for awards of contracts.
3. Cyclical and Political Condition affecting businesses :  
The Cement Industry is cyclical in nature and consumption level of cement reduces during monsoon seasons. However, the level of spending on housing sector is dependent on the growth of economy, which is predominantly dependent on agriculture since India is an Agricultural centric economy. Cement Industry has maintained a good growth rate during last few years.  
Engineering & Construction Growth in infrastructure sector is dependent on political stability. There has been continuous emphasis on development of Infrastructure and Housing by successive governments after reform process was initiated in nineties.

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

5. **Contract Payment Risk**

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

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

### **INTERNAL CONTROL SYSTEM AND ITS ADEQUACY**

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

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

### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS**

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

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

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

As at March 31, 2010 the Company had a total workforce of approx. 20,000 persons, including managers, staff and regular/casual workers.

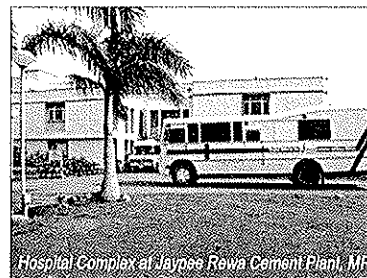
Industrial relations in the organization continued to be cordial and progressive.

### **HEALTH AND SAFETY**

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

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

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



### **ENVIRONMENTAL MATTERS**

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

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

The Company consistently undertakes water conservation and rain water harvesting measures. In the areas adjacent to the limestone mines, the Company has created reservoirs with huge surface area and storage capacity.

In Jaypeepuram, the Company has created three reservoirs. A garland canal system laid along the mines periphery area has also been created to collect run-off rainwater in these reservoirs and lakes. These reservoirs and lakes serve the water requirements of the Company's cement plants and thermal power plants.

Utilisation of water from these reservoirs and lakes avoids the need to extract sub-soil water and accordingly has led to an increase in the water level in the vicinity, serving to mitigate drought conditions in the vicinity which often occur in March/July each year.

The Company utilises fly ash, which is a waste product, for the generation of thermal power. The Company is now able to utilise substantial amounts of fly ash in its production process including generated from Company's captive thermal power plants.

Regular environmental audits are conducted at the Company's cement plants and stack/ambient emission monitoring is carried out on a regular basis.

In relation to its hydro power projects, the Company undertakes Environmental Impact Assessments ("EIA") and prepares Environmental Management Plans ("EMP") for each project. This is carried out in conjunction with the National Environmental Engineering Research Institute ("NEERI") set up by the Government.

The Company also has an active plantation scheme, with horticultural plans drawn up on a yearly basis for the forestation of

reclaimed areas within the vicinity of the Company's limestone mines. Over the reclaimed areas within our mining leases and in the plants, townships, along the roads, we have planted large number of trees, including leak trees.

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

The Company believes that it complies in all material respects with all such statutes applicable to it and with the regulations hereunder. In particular, it has all the consents from the appropriate regulatory authorities necessary to carry on its business. There are currently no proceedings pending or, to the knowledge of the Company, threatened against the Company or any of its directors, officers or employees in relation to such statutes or regulations.

#### AIR POLLUTION

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

#### CORPORATE SOCIAL RESPONSIBILITY

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

It is considered to be a matter of privilege for the Organisation to improve the lives of the people that come in contact with the Organisation around its project sites/cement complexes while it endeavours in the task of nation building. A Comprehensive Rural Development Program (CRDP) was initiated in 1993 in villages surrounding the cement plant, at Madhya Pradesh. In Madhya Pradesh over 26 villages are benefitting from the activities of CRDP, and as we expand in other regions the CRDP plan is expanding its reach to cover a large number of villages.

We believe, as a responsible corporate citizen it is our duty to ensure that the benefits of our growth are not just shared by the members of our organization but also the local environment in which we operate. We have set up a 24-bedded hospital at our 'cement complex', which benefits over one lac villagers.

An equal number of villagers in areas around our various project locations benefit from free medical treatment, safe drinking water and huge water reservoirs, medical facilities and free animal care at various locations. Jaiprakash Sewa Sansthan (JSS) is not just improving lives of people but also making a better tomorrow. Also, with construction and renovation of our roads, village schools, healthcare facilities, irrigation, drainage system and religious structures. JSS is striving to build a satisfied and contented community for a stronger nation. A desalination plant setup by the

Company in the water starve district of Bhuj, in the State of Gujarat, at its cement plant is providing scarce water to over 100 villages which have struggled for this resource for generations.

#### STUDENTS' STRENGTH IN JAYPEE EDUCATIONAL INSTITUTIONS

STATE/INSTITUTE	CURRENT STUDENT
<b>UTTAR PRADESH</b>	
Jaypee Vidya Mandir, Anoopshahar	1145
LDVA Inter College, Anoopshahar	2066
LDVA Kanya Pathshala, Anoopshahar	525
LDVA Primary School, Anoopshahar	229
Sher Singh Harswaroop Vidyalaya, Chitta	402
Jaypee Vidya Mandir, Chandpur	152
Jay Jyoti Uchattar Madhyamik Vidyalaya, Dalla	546
Jaypee Vidya Mandir, Dalla	118
Jay Jyoti Uchattar Madhyamik Vidyalaya, Churk	754
Jay Jyoti Uchattar Madhyamik Vidyalaya, Chunar	289
Jay Jyoti Uchattar Madhyamik Vidyalaya, Gurma	316
Durga Prasad Baljit Singh (PG) College, Anoopshahar	1594
Vishwakarma Udhogic Prashikshan Kendra, Dalla	147
Jaypee Institute of Information Technology, Noida	3450
<b>MADHYA PRADESH</b>	
Jay Jyoti School, Jaypeenagar Rewa	1053
Sardar Patel Uchchatar Madhyamik Vidyalaya, Rewa	2756
Sardar Patel Uchchatar Madhyamik Vidyalaya, Sidhi	365
Jay Jyoti School, Sidhi	304
Jay Jyoti School, Guna	349
Jaypee College of Education, Rewa	99
Shri M. Gopala Rao Industrial Training Centre, Rewa	381
Jaypee University of Engineering & Technology, Guna	1783
<b>GUJARAT</b>	
Jay Jyoti Girls School, Kevadia	252
Sardar Patel Vidyalaya, Sewagram	219
<b>HIMACHAL PRADESH</b>	
Jay Jyoti School, Sholtu	257
Jaypee Polytechnic & Training College, Samirpur	399
Jaypee University of Information Technology, Wagnaghat	1974

#### CAUTIONARY STATEMENT

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

## AUDITORS' REPORT

### TO THE MEMBERS OF JAIPRAKASH ASSOCIATES LIMITED

1. We have audited the attached Balance Sheet of Jaiprakash Associates Limited as at 31st March 2010 and also the annexed Profit and Loss Account and the Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Jaiprakash Associates Limited management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance whether the Financial Statements are prepared free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of financial statement. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order 2004, issued by the Central Government of India in terms of Sub-section (4A) of Section 227 of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
  - (a) we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report, are in agreement with the books of account;
  - (d) in our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report, comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
  - (e) on the basis of written representations received from the directors, as on 31st March 2010, and taken on record by the Board of Directors, we report that none of the directors of the Company is disqualified as on 31st March 2010 from being appointed as a director, in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
  - (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with significant accounting policies and notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view:
    - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2010;
    - (ii) in the case of the Profit & Loss Account, of the Profit of the Company for the year ended on that date; and
    - (iii) in the case of the Cash Flow Statement of the cash flows of the Company for the year ended on that date.

For M.P. SINGH & ASSOCIATES  
Chartered Accountants

(CA M.P. Singh)  
Partner

M. No.1454

Firm Regn. No. 002183C

Place : New Delhi  
Dated : 30th May 2010

### ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 3 of our report of even date on the accounts for the year ended 31st March 2010, of Jaiprakash Associates Limited.

- (i) (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets. The situation of the moveable assets used in the construction activity keeps on changing from works sites depending upon requirements for a particular contract.
- (b) A substantial portion of the Fixed Assets have been physically verified by the management during the year and in our opinion the frequency of verification is reasonable having regard to the size of the Company & nature of its assets. According to the information given to us and to the best of our knowledge, no material discrepancies were noticed on such physical verification.
- (c) Fixed assets disposed off by the Company during the year were not substantial; hence it does not affect the Company as a going concern.
- (ii) (a) The inventories have been physically verified by the management at reasonable intervals during the year. In our opinion the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining proper records of inventory. The discrepancies noticed on physical verification were not material and these have been properly dealt with in the books of account.
- (iii) The Company has not granted nor taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods /real estate, electrical energy, services & supplies under EPC contracts. During the course of our audit we have not observed any continuing failure to correct major weakness in internal control system.
- (v) Based on the audit procedures applied by us and according to the information and explanations given to us we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 have been entered into the register required to be maintained under that section. The transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us the Company has complied with the provisions of Section 58A, 58AA and any other provisions of the Companies Act, 1956, and the rules framed thereunder with regard to the deposits accepted from the public. As informed to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.
- (vii) In our opinion the Company has an internal audit system commensurate with the size & nature of its business.
- (viii) We have broadly reviewed the accounts and cost records maintained by the Cement & Power divisions of the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956, and are of the opinion that prima-facie the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records.
- (ix) (a) As per records produced before us, the Company is generally regular in depositing undisputed statutory dues like Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and other material statutory dues applicable to it, with the appropriate authorities and there were no arrears of such dues at the year end which have remained outstanding for a period of more than six months from the date they became payable.
- (b) As per records produced before us the dues of Income-tax, Sales-tax, Wealth tax, Service tax, Customs Duty, Excise Duty and cess which have not been deposited on account of any dispute are stated hereunder:

(Rs. Lakhs)

Name of Statute (Nature of dues)	Period to which amount relates	Forum where dispute is pending				Total
		Commissionerate	Appellate authorities- Tribunal	High Court	Supreme Court	
Income Tax	AY 2007-08		505.77			505.77
Central Excise	1988-91	13.65				13.65
	2000-02				2.16	2.16
	2000-04		88.22			88.22
	2004-05		140.14			140.14
	2005-07	2.06				2.06
	2005-08	2.05				2.05
	2005-10			481.89		481.89
Electricity Cess	2003-04				92.49	92.49
U.P. Trade Tax	1998-99			241.71		241.71
	1999-00				480.15	480.15
	2000-01				810.29	810.29
	2001-02				711.14	711.14
	2002-03				584.78	584.78
	2003-04				289.77	289.77
	2004-05				612.94	612.94
U.P.Entry Tax	2003-04				213.66	213.66
	2004-05				133.00	133.00
	2005-06				449.43	449.43
	2006-07				375.61	375.61
	2007-08				2,293.71	2,293.71
	2008-09			123.06	3,462.52	3,585.58
	2009-10			239.57	3,804.60	4,044.17
M.P.Entry Tax	2000-01	0.90				0.90
	2001-02			148.75		148.75
	2006-07	57.34				57.34
	2007-10			2,124.27		2,124.27
	2007-08	222.58				222.58
MPCT/CST	1999-00	9.83				9.83
	2001-02	20.38				20.38
	2005-06	76.05	34.65			110.70
Royalty on limestone	Upto Dec 2008			5,312.94		5,312.94
Building and Other Construction						
Workers Welfare Cess	2008-10	132.35				132.35
Rural Infrastructure Tax	Oct 05- Dec09				289.30	289.30

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

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

For M.P. SINGH & ASSOCIATES  
 Chartered Accountants

(CA M.P. Singh)  
 Partner

M. No. 1454

Firm Regn. No. 002183C

Place : New Delhi  
 Dated : 30th May, 2010

## BALANCE SHEET

	SCHEDULE	Rs. in Lakhs	
		As at 31.03.10	As at 31.03.09
<b>SOURCES OF FUNDS</b>			
<b>SHAREHOLDERS FUNDS</b>			
Share Capital	A [I]	42,493	23,676
Share Capital Suspense	A [II]	-	4,360
Reserves and Surplus	B	807,579	625,885
Equity Warrants	C	-	15,880
		850,072	669,801
<b>LOAN FUNDS</b>			
Secured Loans	D	1,135,801	733,828
Unsecured Loans	E	655,070	576,789
		1,790,871	1,310,617
<b>DEFERRED TAX LIABILITY</b>		95,608	72,004
<b>TOTAL FUNDS EMPLOYED</b>		<b>2,736,551</b>	<b>2,052,422</b>
<b>APPLICATION OF FUNDS</b>			
<b>FIXED ASSETS</b>			
Gross Block	F	1,284,714	861,922
Less: Depreciation		222,846	180,131
Net Block		1,061,868	681,791
Capital Work-in-Progress [including Incidental Expenditure Pending Allocation]		389,164	508,194
		1,451,032	1,189,985
<b>INVESTMENTS</b>	G	557,626	446,520
<b>DEFERRED TAX ASSET</b>		3,283	3,041
<b>CURRENT ASSETS, LOANS &amp; ADVANCES</b>			
Inventories	H	155,363	122,862
Projects Under Development		135,605	72,607
Sundry Debtors		228,503	102,204
Cash and Bank Balances		387,918	290,859
Other Current Assets		3,038	1,282
Loans & Advances		399,472	326,346
		1,309,899	916,160
<b>LESS: CURRENT LIABILITIES &amp; PROVISIONS</b>			
Current Liabilities	I	520,143	455,439
Provisions		65,146	48,231
		585,289	503,670
<b>NET CURRENT ASSETS</b>		724,610	412,490
<b>MISCELLANEOUS EXPENDITURE</b>	J	-	386
<b>TOTAL APPLICATION OF FUNDS</b>		<b>2,736,551</b>	<b>2,052,422</b>
Accounting Policies and Notes to the Accounts	T		

As per our report of even date attached to the Balance Sheet  
For **M.P. SINGH & ASSOCIATES**  
Chartered Accountants

**M.P. SINGH**  
Partner  
M. No.1454, Firm Regn. No.002183C

Place : New Delhi  
Dated: 30th May, 2010

**GOPAL DAS BANSAL**  
Sr. Vice-President  
[Accounts]

**R.B. SINGH**  
C.F.O  
[Cement]

**RAHUL KUMAR**  
C.F.O

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

**S.D. NAILWAL**  
Director  
[Finance]

For and on behalf of the Board

**MANOJ GAUR**  
Executive Chairman & CEO

**SUNIL KUMAR SHARMA**  
Executive Vice Chairman





**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED**

Rs. in Lakhs

	SCHEDULE	2009-10	2008-09
<b>INCOME</b>			
Cement Sales [Gross]		394,307	252,790
Less: Excise Duty on Sales		40,271	(33,204)
Construction Revenue		557,561	289,055
Real Estate Revenue		65,113	43,943
Hotel/Hospitality Revenue		15,199	15,317
Power Revenue		8,746	4,503
Asbestos Sheets Sales [Gross]		8,799	7,309
Less: Excise Duty on Sales		563	(454)
Other Revenue	K	158,287	35,540
		1,167,178	614,799
<b>EXPENDITURE</b>			
(Increase)/Decrease in Stocks & Work-in-Progress	L	8,310	(6,616)
Manufacturing, Construction, Real Estate, Hotel/Hospitality & Power Expenses	M	570,362	305,528
Excise Duty on Stocks [Refer Schedule "T" - Note No.27(b)]		2,234	(452)
Personnel	N	66,529	34,191
Selling & Distribution Expenses	O	68,386	41,641
Other Expenses	P	61,935	34,516
Interest	Q	105,579	50,432
Depreciation		45,606	30,897
		928,941	490,137
		238,237	124,662
Prior Period Adjustments		(70)	436
<b>Profit before Tax</b>		238,167	125,098
Provision for Tax			
Current Tax		43,969	25,696
Deferred Tax		23,362	8,944
Fringe Benefit Tax		-	757
Profit after Tax		67,331	35,397
Profit brought forward from Previous Year		170,836	89,701
Profit/(Loss) Transferred from Transferor Companies		187,968	151,293
Debt Redemption Reserve no longer required		-	7,071
<b>Profit Available for Appropriation</b>		10,000	5,500
Less: Transferred to Reserve for Redemption Premium on Foreign Currency Convertible Bonds		368,804	253,565
Less: Transferred to Debt Redemption Reserve		11,732	16,512
Less: Transferred to General Reserve		48,354	27,890
Less: Dividend Paid pertaining to Previous Year		24,000	9,000
Add: Tax on Proposed Final Dividend Reversed		1	9
Add: Final Dividend Received from Jaypee Hotels Limited [Transferor Company]		396	796
Add: Final Dividend received by Jaiprakash Enterprises Limited [Transferor Company]		-	722
Add: Final Dividend Transferred from Trusts		240	321
Less: Interim Dividend		705	-
Interim Dividend received by Trusts		7,571	7,102
Less: Interim Dividend received by Jaiprakash Enterprises Limited [Transferor Company]		(682)	-
Tax on Interim Dividend		-	(241)
Proposed Final Dividend		1,287	604
Tax on Proposed Final Dividend		11,473	5,607
<b>Balance carried to Balance Sheet</b>		1,906	953
		21,555	14,025
		264,503	187,968
<b>Accounting Policies and Notes to the Accounts</b> T			
<b>Earnings Per Share [EPS] [Post Bonus] [Face Value of Rs.2/- per share]</b>			
<b>Before Extraordinary Items</b>			
Basic Earnings Per Share		9.09	4.31
Diluted Earnings Per Share		8.63	4.01
<b>After Extraordinary Items [Refer Note No.35 of Schedule "T"]</b>			
Basic Earnings Per Share		8.08	4.31
Diluted Earnings Per Share		7.68	4.01

For and on behalf of the Board

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

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

**M.P. SINGH**  
 Partner  
 M. No.1454, Firm Regn. No.002183C

**MANOJ GAUR**  
 Executive Chairman & CEO

**SUNIL KUMAR SHARMA**  
 Executive Vice Chairman

 Place : New Delhi  
 Dated: 30th May, 2010

**GOPAL DAS BANSAL**  
 Sr. Vice-President  
 [Accounts]

**R.B. SINGH**  
 C.F.O  
 [Cement]

**RAHUL KUMAR**  
 C.F.O

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

**S.D. NAILWAL**  
 Director  
 [Finance]

		Rs. in Lakhs	
		As at 31.03.10	As at 31.03.09
<b>SCHEDULE "A"</b>			
<b>SHARE CAPITAL</b>			
Authorised			
12,34,40,00,000	Equity Shares of Rs.2/- each	246,880	246,880
31,20,000	Preference Shares of Rs.100/- each	3,120	3,120
		<b>250,000</b>	<b>250,000</b>
<b>[I] Issued, Subscribed and Paid-up</b>			
2,124,634,633	Equity Shares of Rs.2/- each fully paid up [Previous Year 118,38,00,579] comprising of		
	- 86,08,65,055 Equity Shares [Previous Year 86,08,65,055] allotted as fully paid-up for consideration other than cash in terms of the Scheme of Amalgamation effective from 11.03.2004;		
	- 2,02,19,850 Equity Shares [Previous Year 2,02,19,850] allotted for cash under "Jaypee Employees Stock Purchase Scheme 2002";		
	- 17,13,79,601 Equity Shares [Previous Year 16,83,36,849] allotted for cash on conversion of Foreign Currency Convertible Bonds;		
	- 12,43,78,825 Equity Shares [Previous Year 12,43,78,825] allotted as fully paid in terms of Scheme of Amalgamation effective from 22.08.2006;		
	- 1,00,00,000 Equity Shares allotted for cash to Promoters on Preferential Basis; [Previous Year 1,00,00,000];		
	- 21,80,10,985 Equity Shares allotted pursuant to Scheme of Amalgamation effective from 27.05.2009;		
	- 1,25,00,000 Equity Shares allotted for cash under "Jaypee Employees Stock Purchase Scheme 2009" and		
	- 70,72,80,317 Equity Shares allotted as fully paid Bonus Shares.	42,493	23,676
<b>[II] Share Capital Suspense</b>			
Nil	Equity Shares of Rs.2/- each fully paid up [Previous Year 21,80,10,985] to be allotted pursuant to Scheme of Amalgamation, for consideration other than cash, effective from 27.05.2009	-	4,360
		<b>42,493</b>	<b>28,036</b>
<b>SCHEDULE "B"</b>			
<b>RESERVES AND SURPLUS</b>			
<b>General Reserve</b>			
	As per last Balance Sheet	132,393	34,167
	Add : Transfer from Profit & Loss Account	24,000	9,000
	Add : Arising on Amalgamation	-	89,461
	Add : Transfer from Transferor Companies	-	585
	Less : Adjustment on account of Foreign Currency fluctuation on long term monetary items	-	820
		<b>156,393</b>	<b>132,393</b>
<b>Debenture Redemption Reserve</b>			
	As per last Balance Sheet	42,116	19,726
	Add : Provided for the year	48,354	27,890
		90,470	47,616
	Less : Transfer to Profit & Loss Account on Redemption	10,000	5,500
		<b>80,470</b>	<b>42,116</b>
<b>Revaluation Reserve</b>			
	As per last Balance Sheet	30,731	30,813
	Add : Transfer from Transferor Companies	-	84
		30,731	30,897
	Less: Depreciation adjusted on Revalued Assets	339	166
		<b>30,392</b>	<b>30,731</b>
<b>Securities Premium Account</b>			
	As per last Balance Sheet	197,079	150,217
	Add : Transfer from Transferor Company	-	4,862
	Add : On conversion of Warrants into Shares	-	39,500
	Add : Shares Issued under Employees Stock Purchase Scheme, 2009	28,444	-
	Add : On conversion of Foreign Currency Convertible Bonds into Shares	1,098	2,500
	Less: Issue of Bonus Shares	14,146	-
		<b>212,475</b>	<b>197,079</b>
<b>Reserve for Premium on Foreign Currency Convertible Bonds</b>			
	As per last Balance Sheet	24,328	7,816
	Add : Provided for the year	11,732	16,512
		<b>36,060</b>	<b>24,328</b>
<b>Capital Reserve</b>			
	As per last Balance Sheet	11,156	2,488
	Add : Transfer from Transferor Company	-	4
	Add : Gain on buy back of Foreign Currency Convertible Bonds	136	8,664
	Add : Addition during the year [Refer Schedule "T" - Note No.09]	15,880	-
		<b>27,172</b>	<b>11,156</b>
<b>Capital Redemption Reserve</b>			
	As per last Balance Sheet	113	113
<b>Share Forfeited Account</b>			
	As per last Balance Sheet	1	1
<b>Surplus</b>			
	As per Profit & Loss Account	264,503	187,968
		<b>807,579</b>	<b>625,885</b>

	Rs. in Lakhs	
	As at 31.03.10	As at 31.03.09
<b>SCHEDULE "C"</b>		
<b>EQUITY WARRANTS</b>		
Equity Warrants Upfront Payment	-	15,880
	-	15,880
<b>SCHEDULE "D"</b>		
<b>SECURED LOANS</b>		
<b>A Debentures</b>		
(i) 1,800 7.5% Non-convertible Secured Debentures of Rs.10,00,000/- each fully paid-up in cash [Rs.4,16,667/- per Debenture Redeemed] [Previous Year Rs.83,333/- per Debenture Redeemed]	10,500	16,500
(ii) 1,500 9.5% Non-convertible Secured Debentures of Rs.10,00,000/- each fully paid-up in cash [Rs.83,333/- per Debenture Redeemed]	13,750	15,000
(iii) 500 9 % Non-convertible Secured Debentures of Rs.10,00,000/- fully paid-up in cash [Rs.4,50,000/- per Debenture Redeemed] [Previous Year Rs.2,50,000/- per Debenture Redeemed]	2,750	3,750
(iv) 3,000 11.8 % Non-convertible Secured Debentures of Rs.10,00,000/- each fully paid-up in cash	30,000	30,000
(v) 1,500 12.4 % Non-convertible Secured Debentures of Rs.10,00,000/- each fully paid-up in cash	15,000	15,000
(vi) 4,000 12.5 % Non-convertible Secured Debentures of Rs.10,00,000/- each fully paid-up in cash	40,000	-
(vii) 9,000 11.75 % Non-convertible Secured Debentures of Rs.10,00,000/- each fully paid-up in cash	90,000	-
(viii) 5,000 11.75% Non-convertible Secured Debentures of Rs.10,00,000/- fully paid-up in cash	50,000	-
(ix) 1,000 11.25% Non-convertible Secured Debentures of Rs.10,00,000/- fully paid-up in cash	10,000	-
(x) 4,000 11.75% Non-convertible Secured Debentures of Rs.10,00,000/- fully paid-up in cash	40,000	-
	<b>302,000</b>	<b>80,250</b>
<b>B Term Loans</b>		
(i) From Financial Institutions	25,110	37,971
(ii) From Banks		
(a) In Rupees	684,872	547,311
(b) In Foreign Currency	73,243	35,816
(iii) From Others	16,545	8,000
	<b>799,770</b>	<b>629,098</b>
<b>C Working Capital Loans</b>		
From Banks:		
(i) For Working Capital In Rupees	21,307	15,150
(ii) For Overseas Works	-	780
	<b>21,307</b>	<b>15,930</b>
<b>D Loan from State Government (Interest Free)</b>		
	<b>12,118</b>	<b>7,944</b>
<b>E Advances from Clients:</b>		
From Government Departments, Public Sector Undertakings & Others - Secured against hypothecation of Construction Material and Plant & Machinery		
(i) Interest Bearing	606	606
(ii) Non Interest Bearing [Rs.Nil (Previous Year Rs.12,516/-)]	-	606
	<b>606</b>	<b>606</b>
	<b>1,135,801</b>	<b>733,828</b>
<b>SCHEDULE "E"</b>		
<b>UNSECURED LOANS</b>		
<b>A. Foreign Currency Convertible Bonds [Refer Schedule "T"- Note No.3]</b>		
(i) FCCB-I [USD]	-	1,060
(ii) FCCB-II [EURO]	2,578	3,234
(iii) FCCB-III [USD]	161,570	182,892
	<b>164,148</b>	<b>187,186</b>
<b>B Foreign Currency Loans from Banks [ECB]</b>		
(i) ECB [USD]	124,379	142,215
(ii) ECB [GBP]	22,566	24,705
(iii) ECB [CAD]	23,310	25,316
	<b>170,255</b>	<b>192,236</b>
<b>C Debentures:</b>		
[i] 8,63,083 8% Non-convertible Debentures of Rs.100/- each fully paid-up in cash [Rs.75/- per Debenture Redeemed] [Previous Year Rs.50/- per Debenture Redeemed]	216	432
[ii] 20,000 10.10% Non-convertible Debentures of Rs.1,00,000/- each fully paid-up in cash [Fully Redeemed] [Previous Year Rs.60,000/- per Debenture Redeemed]	-	8,000
[iii] 20,000 10.20% Non-convertible Debentures of Rs.1,00,000/- each fully paid-up in cash [Rs.30,000/- per Debenture Redeemed] [Repayable within one year - Rs.14216 Lakhs (Previous Year Rs.28216 Lakhs)]	14,000	20,000
	<b>14,216</b>	<b>28,432</b>
<b>D Short Term Loans from Banks</b>		
[i] From Financial Institutions	20,000	-
[ii] From Banks	61,875	81,875
[Repayable within one year - Rs.71875 Lakhs (Previous Year Rs.65834 Lakhs)]	<b>81,875</b>	<b>125,834</b>
<b>E Sales Tax Deferment Loan</b>		
[Repayable within one year - Rs.Nil (Previous Year Rs.600 Lakhs)]	186	600
<b>F Bills Discounting</b>		
[Repayable within one year - Rs.19684 Lakhs (Previous Year Rs.9261 Lakhs)]	19,684	9,261
<b>G Commercial Papers</b>		
[Maximum amount outstanding during the year Rs.50000 Lakhs] [Repayable within one year Rs.50000 Lakhs]	50,000	-
<b>H Fixed Deposit Scheme</b>		
[Repayable within one year - Rs.52629 Lakhs (Previous Year Rs.11072 Lakhs)]	140,483	24,004
<b>I Deposits [from Stockists &amp; Sales Promoters]</b>		
	<b>14,223</b>	<b>9,236</b>
	<b>655,070</b>	<b>576,789</b>

**SCHEDULE "F" : FIXED ASSETS**

Rs. in Lakhs

PARTICULARS	GROSS BLOCK					DEPRECIATION					NET BLOCK	
	As On 01.04.09	Transfer from Transferor Companies	Addition During The Year	Sale/Transfer/ Discard During The Year	As On 31.03.10	Upto 31.03.09	Transferor from Transferor Companies	For the Year	Sale/ Adjustment	Up to 31.03.10	As on 31.03.10	As on 31.03.09
01 Land												
(a) Leasehold Land	45,133	-	8,762	900	52,995	-	-	-	-	52,995	45,133	
(b) Freehold Land	23,625	-	8,061	677	31,009	-	-	-	-	31,009	23,625	
02 Building												
(a) Office	48,972	-	92,456	-	141,428	5,780	1,919	-	7,699	133,729	43,192	
(b) Hotel	19,478	-	592	-	20,070	2,486	405	-	2,891	17,179	16,992	
03 Purely Temporary Erections	2,308	-	66	150	2,224	2,308	66	150	2,224	-	-	
04 Railway siding	9,005	-	2,613	-	11,618	1,328	564	-	1,892	9,726	7,677	
05 Plant & Machinery	563,157	-	272,834	3,716	832,275	141,363	33,254	3,556	171,061	661,214	421,794	
06 Captive Thermal Power Plant	74,307	-	39,135	-	113,442	8,738	5,344	-	14,082	99,360	65,569	
07 Wind Turbine Generators	27,074	-	(948)	-	26,126	2,097	1,427	-	3,524	22,602	24,977	
08 Golf Course	3,710	-	-	-	3,710	1,201	176	-	1,377	2,333	2,509	
09 Miscellaneous												
Fixed Assets (Hotel)	3,683	-	111	4	3,790	1,420	165	1	1,584	2,206	2,263	
10 Motor Vehicles	8,279	-	1,651	168	9,762	3,718	818	124	4,412	5,350	4,561	
11 Furniture & Office Equipment	17,236	-	3,258	113	20,381	7,124	1,664	79	8,709	11,672	10,112	
12 Ships/Boat	9	-	-	-	9	2	1	-	3	6	7	
13 Aeroplane / Helicopter	11,050	-	-	-	11,050	1,159	619	-	1,778	9,272	9,891	
14 Technical Books	3	-	-	-	3	3	-	-	3	-	-	
15 Intangible Assets												
- Deferred Revenue Expenditure	4,800	-	-	-	4,800	1,321	270	-	1,591	3,209	3,479	
- Fees Paid to Franchiser	93	-	-	71	22	83	4	71	16	6	10	
	861,922	-	428,591	5,799	1,284,714	180,131	46,696	3,981	222,846	1,061,868	681,791	
<b>Previous Year</b>	<b>516,624</b>	<b>33,755</b>	<b>321,955</b>	<b>10,412</b>	<b>861,922</b>	<b>145,473</b>	<b>10,384</b>	<b>32,243</b>	<b>7,969</b>	<b>180,131</b>	<b>681,791</b>	
<b>Capital Work-in-Progress (Including Incidental Expenditure Pending Allocation)</b>										<b>389,164</b>	<b>508,194</b>	

Note:

- (i) Depreciation for the year, includes Rs.1089 Lakhs [Previous Year Rs.1344 Lakhs] on assets used for Projects under implementation and shown in Schedule "S" Expenditure During Construction Period.
- (ii) Depreciation for the year includes Rs.Nil [Previous Year Rs.74 Lakhs] pertaining to previous year

Rs. in Lakhs

As at 31.03.10 As at 31.03.09

**SCHEDULE "G"**

**INVESTMENTS (AT COST)**

**(A) Investments in Subsidiaries**

**(a) QUOTED**

- (i) 159,80,00,600 Equity Shares of Jaiprakash Power Ventures Limited [formerly known as Jaiprakash Hydro Power Limited] of Rs.10/- each fully paid-up 84,276 41,376

**(b) UNQUOTED**

- (i) Nil Equity Shares of Jaiprakash Power Ventures Limited [merged with Jaiprakash Hydro Power Limited w.e.f. 01.04.2009] of Rs.10/- each fully paid-up [Previous Year 42,90,00,000] - 42,900
- (ii) 92,50,00,000 Equity Shares of Jaypee Karcham Hydro Corporation Limited of Rs.10/- each fully paid-up 92,500 92,500
- (iii) 121,50,00,000 Equity Shares of Jaypee Infratech Limited of Rs.10/- each fully paid-up [Previous Year 95,50,00,000] 121,500 95,500
- (iv) 11,80,90,000 Equity Shares of Himalayan Expressway Limited of Rs.10/- each fully paid-up [Previous Year 9,50,50,000] 11,809 9,505
- (v) 27,13,50,000 Equity Shares of Jaypee Ganga Infrastructure Corporation Limited of Rs.10/- each fully paid-up 27,135 27,135
- (vi) 49,98,77,000 Equity Shares of JPSK Sports Private Limited [Previous Year Joint Venture Subsidiary] of Rs.10/- each fully paid-up [Previous Year 6,17,000] 49,988 62
- (vii) 50,000 Equity Shares of Jaypee Agra Vikas Ltd., of Rs.10/- each fully paid-up 5 -
- 302,937 267,602**

**(B) Investment in Joint Venture Subsidiaries**

**UNQUOTED**

- (i) 1,05,00,000 Equity Shares of Madhya Pradesh Jaypee Minerals Limited of Rs.10/- each fully paid-up 1,050 1,050
- (ii) 14,94,50,400 Equity Shares of Bhilai Jaypee Cement Limited of Rs.10/- each fully paid-up [Previous Year 13,20,88,150] 32,307 15,909
- (iii) 5,43,160 Equity Shares of Gujarat Jaypee Cement & Infrastructure Limited of Rs.10/- each fully paid-up 54 54
- (iv) 4,52,53,839 Equity Shares of Bokaro Jaypee Cement Limited of Rs.10/- each fully paid-up [Previous Year 1,86,99,230] 7,525 4,870
- 40,936 21,883**

SCHEDULE "G" (Contd.)		Rs. in Lakhs	
		As at 31.03.10	As at 31.03.09
<b>(C) Investment in Associate Companies</b>			
<b>UNQUOTED</b>			
(i) 10,000 Equity Shares of Jaiprakash Kashmir Energy Limited of Rs.10/- each fully paid-up	1		1
(ii) 7,36,620 Equity Shares of RPJ Minerals Private Limited of Rs.10/- each fully paid-up	1,212		1,212
(iii) 23,575 Equity Shares of Sonebhadra Minerals Private Limited of Rs.10/- each fully paid-up	633		633
(iv) 50,000 Equity Shares of Indesign Enterprises Private Limited, Cyprus Cyprus Pound 1/- each fully paid-up	72		72
(v) 49,00,000 Equity Shares of MP Jaypee Coal Limited of Rs.10/- each fully paid-up	490		-
(vi) 4,90,000 Equity Shares of MP Jaypee Coal Fields Limited of Rs.10/- each fully paid-up	49		-
(vii) Nil 14% Non-cumulative, Non-convertible Redeemable Preference Shares of Jaypee Ventures Private Limited of Rs.100/- each fully paid-up [Previous Year 8,40,000]	-	2,457	127 2,045
<b>(D) Other Investments</b>			
<b>(a) QUOTED</b>			
(i) 15,350 Equity shares of Capital Trust Limited of Rs.10/- each fully paid-up	2		2
(ii) 100 Equity Shares of IFCI Limited of Rs.10/- each fully paid-up (Rs.3,500/-)	-		-
(iii) 7,21,600 Equity Shares of Indian Overseas Bank of Rs.10/- each fully paid-up	72		72
(iv) 8,68,000 Equity Shares of Sumeru Industries Limited of Rs.1/- each of fully paid-up	5		5
(v) 20,000 Equity Shares of Saket Projects Limited of Rs.10/- each of fully paid-up	2		2
(vi) 1,65,900 Equity Shares of PNB Gilts Limited of Rs.10/- each fully paid-up	50	131	50 131
<b>(b) UNQUOTED</b>			
(i) 5 Equity Shares of Makers Chamber VI Premises Co-operative Society Limited, Bombay of Rs.50/- each fully paid-up (Rs.250/-)	-		-
(ii) 5,000 Equity Shares of Tourism Advisory Financial Service Corpn. of India Limited of Rs.100/- each fully paid-up	5		5
(iii) 5 Equity Shares of Sanukt Members' Association of Rs.100/- each fully paid-up (Rs.500/-)	-		-
(iv) 20,35,000 Equity Shares of Jaypee DSC Ventures Limited of Rs.10/- each fully paid-up	204		204
(v) 8,40,000 Equity Shares of UP Asbestos Limited of Rs.10/- each fully paid-up [Rs.1/-]	-	209	-
<b>(E) BULLION</b>			
Gold [27 Kgs]		260	260
<b>(F) INTEREST IN BENEFICIARY TRUSTS [Refer Note 2 below]</b>			
(i) JHL Trust	4,603		6,542
(ii) JCL Trust	33,105		50,605
(iii) GACL Trust	19,606		34,207
(iv) JEL Trust	3,085	60,399	5,489 96,843
<b>(G) GOVERNMENT SECURITIES</b>			
[Pledged with various Government Departments as Security] National Savings Certificates Rs.Nil [Previous Year Face Value Rs.4,000/-]			-
<b>(H) MUTUAL FUNDS &amp; GOLD ETF</b>			
		14,950	-
<b>(I) LIQUID FUNDS</b>			
		25,985	-
<b>(J) SHARE APPLICATION MONEY</b>			
(i) Jaiprakash Kashmir Energy Limited [Associate Company]	101		101
(ii) Madhya Pradesh Jaypee Minerals Limited [Joint Venture Subsidiary]	4,715		3,067
(iii) Gujarat Jaypee Cement & Infrastructure Limited [Joint Venture Subsidiary]	1,112		1,112
(iv) JPSK Sports Private Limited [Joint Venture Subsidiary]	-		1,150
(v) Jaypee Ganga Infrastructure Corporation Limited [Subsidiary Company]	15,050		200
(vi) RPJ Minerals Private Limited [Associate Company]	50		50
(vii) Advance to LIC Mutual Fund	-		10,000
(viii) Bokaro Jaypee Cement Limited [Joint Venture Subsidiary]	2,743		491
(ix) Jaypee Agra Vikas Limited [Subsidiary Company]	1,315		-
		25,086	16,171
		557,626	446,520

**Note:**

- Aggregate cost of:  
Quoted Investments (Market Value Rs. 108,096,922,562/-  
Previous Year Rs.9,102,424,540/- Rs. 8,440,706,000 Rs. 4,150,706,000  
Unquoted Rs. 44,813,302,638 Rs. 38,884,128,005
- The Trusts are holding shares of Jaiprakash Associates Limited, the sole beneficiary of which is the Company.
- Except Investments in Mutual Funds, Gold ETFs and Liquid Funds, all investments are Non Trade, Long Term Investments
- Since the Market Rate of Saket Project Limited was not available in any of the Stock Exchanges, Market Value has been considered equivalent to Face Value.

	Rs. in Lakhs	
	As at 31.03.10	As at 31.03.09
<b>SCHEDULE "H"</b>		
<b>CURRENT ASSETS, LOANS &amp; ADVANCES</b>		
<b>A. CURRENT ASSETS</b>		
<b>1. INVENTORIES (As per inventories taken, valued and certified by the Management)</b>		
(a) Stores and Spare Parts (at cost)	61,252	44,150
(b) Construction Materials (at cost)	40,533	18,686
(c) Raw Materials - Cement Division (at cost)	2,390	707
(d) Raw Materials - Asbestos Sheets (at cost)	897	357
(e) Finished Goods - Cement Division (at estimated cost or net realisable value whichever is lower)	13,280	3,169
(f) Finished Goods - Asbestos Sheets (at estimated cost or net realisable value whichever is lower)	1,030	561
(g) Finished Goods- Hollow Blocks (at estimated cost or net realisable value whichever is lower)	-	3
(h) Stock in Process-Cement Division (at estimated cost)	9,757	2,324
(i) Work-in-Progress-Construction Division (at estimated cost)	23,918	50,238
(j) Food and Beverages (at cost)	139	125
(k) Goods in Transit	2,167	2,542
<b>2. PROJECTS UNDER DEVELOPMENT [at cost][Refer Schedule "R"]</b>	<b>155,363</b>	<b>122,862</b>
<b>3. SUNDRY DEBTORS</b> (Unsecured, considered good)		
(a) Debts outstanding for a period exceeding six months:		
(i) From Overseas Works	10,163	10,163
Less:Provision for Writing off Iraq Claims	(10,163)	-
(ii) From Others	32,217	20,760
(iii) Considered Doubtful	148	155
Less:Provision for Bad and Doubtful Debts	(148)	(155)
(b) Other Debts	196,286	71,281
<b>4. CASH AND BANK BALANCES</b>	<b>228,503</b>	<b>102,204</b>
(a) Cash, Cheques in hand and in transit	3,310	30,818
(b) Balances with Scheduled Banks		
(i) In Current & Cash Credit Account	70,537	69,944
(ii) In Fixed Deposits Account [Fixed Deposits of Rs.109,47,23,867/- pledged as Margin Money (including Rs.22,62,91,850/- pledged as Margin [Previous Year Rs.22,66,93,535/-] against performance guarantee) with Banks & Others] [Previous Year Rs.101,94,19,978/-]	312,914	171,782
(iii) Balance in Dividend Account	867	651
(iv) Balance in Trust & Retention Account Current Account	29	175
(c) Balance with Non-Scheduled (Foreign) Banks		
(i) In Current Account	261	499
(ii) In Fixed Deposit Account-	-	16,990
<b>5. OTHER CURRENT ASSETS</b>	<b>387,918</b>	<b>290,859</b>
Interest accrued on Fixed Deposits & Others (From Banks Rs.28,94,04,813/- Previous Year Rs.12,52,43,732/-)	3,038	1,282
	<b>910,427</b>	<b>589,814</b>
<b>B. LOANS AND ADVANCES</b> (Unsecured, considered good)		
Advances to Suppliers, Contractors, Sub-Contractors & Others	124,779	99,930
Staff Imprest and Advances	574	592
Claims and Refunds Receivable	48,074	42,383
Prepaid Expenses	5,430	8,437
Deposits with Govt. Deptts., Public Bodies and Others		
(a) Govt. Deptts. & Public Bodies	25,249	21,119
(b) Others		
(i) Real Estate	120,001	107,000
(ii) Others	10,004	5,779
Works Contract Tax/Sales Tax Recoverable	6,170	4,358
Advance Tax and Income Tax Deducted at Source	59,191	36,748
	<b>399,472</b>	<b>326,346</b>
<b>GRAND TOTAL</b>	<b>1,309,899</b>	<b>916,160</b>
<b>SCHEDULE "I"</b>		
<b>CURRENT LIABILITIES AND PROVISIONS</b>		
<b>A. CURRENT LIABILITIES</b>		
Sundry Creditors		
(a) Due to Micro, Small and Medium Enterprise	-	-
(b) Others	129,709	88,063
	<b>129,709</b>	<b>88,063</b>

SCHEDULE "I" (Contd.)	Rs. in Lakhs	
	As at 31.03.10	As at 31.03.09
Advances from Customers		
(a) Real Estate	124,380	130,393
(b) Others	7,711	7,912
Due to Staff	7,030	5,320
Due to Directors	40	37
Adjustable receipts against Contracts (against Guarantees)		
(a) Interest Bearing	14,203	21,283
(b) Non Interest Bearing		
(i) From Subsidiaries / Joint Venture Subsidiaries	172,356	159,559
(ii) From Others	4,712	5,182
Other Liabilities	191,271	186,024
Interest accrued but not due on loans	39,723	25,147
Investors Education & Protection Fund:	19,412	11,892
[Appropriate amounts shall be transferred to Investor Education & Protection Fund, if and when due]		
(a) Unclaimed Dividend	820	599
(b) Unclaimed Dividend of Transferor Company	47	52
	867	651
	520,143	455,439
<b>B. PROVISIONS</b>		
For Taxation	47,731	30,758
For Gratuity	-	4,055
For Provident Fund	638	517
For Leave Encashment	3,398	2,186
For 2nd Interim Dividend	-	3,551
For Tax on 2nd Interim Dividend	-	604
For Proposed Final Dividend	11,473	5,607
For Tax on Proposed Final Dividend	1,906	953
	65,146	48,231
<b>GRAND TOTAL</b>	<b>585,289</b>	<b>503,670</b>

**SCHEDULE "J"**  
**MISCELLANEOUS EXPENDITURE (TO THE EXTENT NOT WRITTEN OFF OR ADJUSTED)**

Preliminary Expenses	386	6
Add :Transfer from Transferor Company	-	380
Less: Written off during the year	386	-
	-	386

SCHEDULE "K"	Rs. in Lakhs	
	2009-10	2008-09
<b>OTHER REVENUE</b>		
Dividends from Non Trade Investments		
[from Subsidiaries Rs.23,32,50,450/- (Previous Year 166,77,00,900/-)]	2,597	16,823
Dividends from Trade Investments [Mutual Funds & Liquid Funds]	493	-
Rent	107	94
Machinery Rentals	292	2,164
Profit on Sale of Shares held in beneficiary Trusts	131,635	-
Profit on Sale/Redemption of Shares/Mutual Funds	849	24
Foreign Currency Exchange Rate Difference	-	82
Interest (including Rs.117,45,51,234/- [Previous Year Rs.96,98,43,235 /-] from Banks & TDS Rs.12,47,59,118/- [Previous Year Rs.25,31,67,802 /-])	12,000	10,013
Miscellaneous	10,314	6,340
	158,287	35,540

**SCHEDULE "L"**  
**(INCREASE) / DECREASE IN STOCKS & WORK-IN-PROGRESS**

<b>OPENING STOCKS</b>				
Finished Goods	3,733		3,215	
Finished Goods - Transfer from Transferor Company	-		4	
Stock-in-process	2,324	6,057	3,006	6,225
<b>LESS: CLOSING STOCKS</b>				
Finished Goods	14,310		3,733	
Stock-in-process	9,757	24,067	2,324	6,057
<b>WORK-IN-PROGRESS - Construction Division</b>				
Opening Work-in-Progress	50,238		43,418	
Transfer from Transferor Company	-		36	
Less: Closing Work-in-Progress	23,918	26,320	50,238	(6,784)
	8,310		(6,616)	

	Rs. in Lakhs	
	2009-10	2008-09
<b>SCHEDULE "M"</b>		
<b>MANUFACTURING, CONSTRUCTION, REAL ESTATE, HOTEL / HOSPITALITY &amp; POWER EXPENSES</b>		
Raw Materials Consumed - Cement Division	40,847	21,738
Raw Materials Consumed - Asbestos Sheets	3,510	2,849
Construction Expenses	269,793	118,446
Real Estate Expenses	33,596	18,792
Consumption of Food and Beverages etc.	1,469	1,353
Hotel & Golf Course Operating Expenses	2,982	5,067
Hire Charges and Lease Rentals of Machinery	1,009	242
Power, Electricity and Water Charges	47,495	26,469
Repairs and Maintenance of Machinery	61,213	39,149
Repairs to Building and Camps	3,543	1,909
Stores and Spares Consumed	27,608	27,020
Coal and Packing Materials Consumed	62,599	38,651
Freight, Octroi & Transport Charges	36,425	16,578
	<u>592,089</u>	<u>318,263</u>
Less: Attributable to Self Consumption	20,872	12,735
Less: Clinker Transferred for Trial Run	855	-
	<u>570,362</u>	<u>305,528</u>
<b>SCHEDULE "N"</b>		
<b>PERSONNEL</b>		
Salaries, Wages & Bonus	40,542	30,261
Gratuity	379	553
Contribution to Provident & Other Funds	2,340	1,890
Employees Compensation Expense (ESPS) - Extraordinary Item	21,194	-
Staff Welfare	2,074	1,487
	<u>66,529</u>	<u>34,191</u>
<b>SCHEDULE "O"</b>		
<b>SELLING &amp; DISTRIBUTION EXPENSES</b>		
Loading, Transportation & Other Charges	45,899	28,930
Commission on Sales	10,907	6,085
Sales Promotion	11,580	6,626
	<u>68,386</u>	<u>41,641</u>
<b>SCHEDULE "P"</b>		
<b>OTHER EXPENSES</b>		
Rent	828	1,330
Rates & Taxes	7,479	2,985
Insurance	3,406	4,416
Travelling & Conveyance	3,146	3,047
Bank Charges & Guarantee Commission	3,542	2,708
Loss on Sale / Disposal / Discard / Write-off of Assets (Net)	98	747
Financing Charges	5,698	5,093
Foreign Currency Rate Difference	299	-
Postage, Telephone & Telex	990	708
Light Vehicles Running & Maintenance	1,028	818
Legal & Professional	3,880	3,362
Charity & Donation	4,485	3,324
Security & Medical Service	4,799	2,397
Provision for writing off Iraq Claims	10,163	-
Sundry Balances Written-off	409	-
Provision for Bad and Doubtful Debts	12	14
Directors' Fees	26	24
Amortisation of Land Premium	393	193
Less: Transferred from Revaluation Reserve	<u>338</u>	<u>164</u>
Miscellaneous Expenses	55	29
	<u>11,150</u>	<u>3,448</u>
Auditors' Remuneration:		
Audit Fees	44	33
Tax Audit Fees	6	3
To Partners in other capacity:		
For Taxation Matters [Rs.12,000/-]	-	-
For Management Services	1	1



	Rs. in Lakhs	
SCHEDULE "P" (Contd.)	2009-10	2008-09
Reimbursement of Expenses	6	57
Audit Fees of Transferor Companies		6
Audit Fees	-	13
Other Services	-	1
Reimbursement of Expenses	-	5
Preliminary, Share & Debenture Issue & Other carry forward expenses written off	385	4
	<b>61,935</b>	<b>34,516</b>
<b>SCHEDULE "Q"</b>		
<b>INTEREST</b>		
Interest on Non-Convertible Debentures	22,175	8,392
Interest on Term Loans	66,862	34,692
Interest on Bank Borrowing and Others	16,542	7,348
	<b>105,579</b>	<b>50,432</b>
<b>SCHEDULE "R"</b>		
<b>PROJECTS UNDER DEVELOPMENT</b>		
Opening Balance as on 01.04.2009	72,607	32,617
Expenses On Development during the year		
Paid for Land	51,318	19,393
Construction Expenses	36,255	26,940
Technical Consultancy	1,201	1,889
Power, Electricity and Water Charges	136	181
Personnel Expenses	4,113	1,574
Sales and Promotional Expenses	704	8,606
Other Expenses	449	1,327
Interest and Financing Charges	7,548	-
	<b>174,331</b>	<b>92,527</b>
Less: Cost of Infrastructure & Construction of Properties Developed and under Development	38,726	19,920
Balance carried to SCHEDULE H - A-2	<b>135,605</b>	<b>72,607</b>
<b>SCHEDULE "S"</b>		
<b>EXPENDITURE DURING CONSTRUCTION PERIOD</b>		
Opening Balance as on 01.04.2009	102,974	52,139
Opening Balance as on 01.04.2009 - Transfer from Transferor Company	-	6,350
Electricity, Power and Fuel	2,783	3,764
Salary, Wages and Staff Welfare	13,715	9,359
Site / Quarry Development Expenses	274	926
Repair and Maintenance	705	3,184
Legal and Professional	2,757	1,320
Technical Fee	2,419	23
Insurance	915	723
Travelling and Conveyance	1,044	537
LC Commission, Bank Charges and Bank Guarantee Commission	3,263	984
Interest	47,481	56,364
Financing Charges	10,363	678
Foreign Exchange Fluctuations	(49,419)	49,509
Safety and Security	1,233	995
Freight and Material Handling	2,667	2,146
Vehicle / Machinery Hire Charges / Lease Rent	2,684	591
Light Vehicles Running and Maintenance	639	311
Depreciation	1,089	1,344
Advertisement / Business Promotion Expenses	2,795	1,323
Audit Fees - Transfer from Transferor Companies	-	5
Miscellaneous	3,947	1,167
	<b>154,328</b>	<b>193,742</b>
Less:		
(i) Miscellaneous Receipt	394	719
(ii) Interest Received [from Banks Rs.10,76,59,163/- (Previous Year Rs.17,71,89,294/-)] & [TDS Rs.98,79,995/- ( Previous Year Rs.33,64,862/-)]	1,077	1,774
Less: Provision for Taxation	-	602
	<b>152,857</b>	<b>191,851</b>
Less: Capitalised / Transferred During the year	81,773	88,877
<b>Carried over to Balance Sheet [included in Capital Work-in-Progress]</b>	<b>71,084</b>	<b>102,974</b>

## SCHEDULE "T"

### ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS

#### [A] SIGNIFICANT ACCOUNTING POLICIES

##### General:

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

##### Revenue Recognition:

- (i) Revenue/Incomes and Costs/Expenditures are accounted for on accrual basis.
- (ii) Cement Sales/ Asbestos Sheets Sales are net of Excise Duty/Valued Added Tax and exclusive of Self Consumption.
- (iii) Construction Revenue/Incomes from/in respect of Contracts entered on or after 01.04.2003 are accounted as per AS-7 [Revised]. Construction Revenue/Incomes from/in respect of Contracts entered before 01.04.2003 are accounted as per erstwhile AS-7.
- (iv) Entrance Fee for Golf Membership is recognised in the year of receipt, irrespective of the period of membership.
- (v) Advances received for Time Share Weeks are reckoned as income in equal amounts spread over the Time Share period commencing from the year in which full payment is received.
- (vi) Escalations/Claims are taken in the accounts on the basis of receipts or as acknowledged by the clients depending upon the certainty of receipt.
- (vii) Revenue from real estate development of constructed properties is recognised based on the "percentage of completion method". Total sale consideration as per the legally enforceable agreements to sell entered into is recognised as revenue based on the percentage of actual project costs incurred to total estimated project cost, subject to such actual cost incurred being 30 percent or more of the total estimated project cost. Project cost includes cost of land, estimated cost of construction and development of such properties. The estimates of the saleable area and costs are reviewed periodically and effect of any changes in such estimates recognised in the period such changes are determined. Where aggregate of the payment received from customers provide insufficient evidence of their commitment to make the complete payment, revenue is recognised only to the extent of payment received.

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

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

- (viii) (a) The costs that are incurred before a construction contract is secured are treated as expenses for the year in which these are incurred and charged to revenue.
- (b) The costs attributable to contracts are normally identified to respective contracts. However, the costs which cannot be identified/identifiable to a specified contract are charged to the general revenue in the year in which such costs are incurred.

##### Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known/materialise.

##### Fixed Assets:

Fixed Assets are stated at Cost of acquisition or construction inclusive of freight, erection & commissioning charges, duties and taxes, expenditure during construction period, interest on borrowing and financial costs upto the date of acquisition/ installation. Major Expenditure in Hotel properties involving relocation and redesigning of various outlets, guest floors and additions thereto, enhancement in the value of assets and revenue generating capacity is capitalised.

##### Depreciation:

Depreciation on Fixed Assets is provided on Straight Line Method as per the classification and in the manner specified in Schedule-XIV to the Companies Act, 1956.

##### Investments:

Long term Investments are stated at Cost and where there is permanent diminution in the value of investments a provision is made wherever applicable. Current Investments are carried at lower of cost or quoted/ fair value, computed categorywise. Dividend is accounted for as and when received.

##### Employee Benefits:

Employee Benefits are provided in the books as per AS -15 (revised) in the following manner:

- (i) Provident Fund and Pension contribution - as a percentage of salary/wages is a Defined Contribution Scheme.
- (ii) Gratuity and Leave Encashment is a defined benefit obligation. The liability is provided for on the basis of actuarial valuation made at the end of each financial year. The actuarial valuation is made on Projected Unit Credit method.

##### Inventories :

- (i) Stock of Cement/ Asbestos Sheets is valued at estimated cost or net realisable value, whichever is less. Value of Cement, Asbestos Sheets and Clinker lying in the factory premises includes excise duty, pursuant to the Accounting Standard (AS-2) [Revised].
- (ii) The closing stocks are valued on the basis of Weighted Average Cost Method.
- (iii) Work-in-Progress/Material-in-Process are valued at estimated cost.
- (iv) Hotel Business - Stock of Food, Beverages, operating Stores and Supplies are valued at cost. Consumption of material is valued at Cost.

##### Project Under Development :

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

##### Foreign Currency Transactions:

- (i) Monetary Assets and Liabilities related to Foreign Currency transactions and outstanding, except assets and liabilities hedged by a hedge contract, at the close of the year, are expressed in Indian Rupees at the rate of exchange prevailing on the date of Balance Sheet.
- (ii) Monetary Assets and Liabilities hedged by a hedge contract are expressed in Indian Rupees at the rate of exchange prevailing on the date of Balance Sheet adjusted to the rates in the hedge contracts. The exchange difference arising either on settlement or at reporting date is recognised in the Profit & Loss Account except in cases where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.
- (iii) Transactions in Foreign Currency are recorded in the Books of Account in Indian Rupees at the rate of exchange prevailing on the date of transaction.
- (iv) The Company uses foreign currency contracts to hedge its risks associated with foreign currency fluctuations. The Company does not use derivative financial instrument for speculative purposes.

##### Lease Rentals:

- (i) Operating Leases: Rentals are expensed with reference to lease terms.
- (ii) Finance Leases: The lower of the fair value of the assets or present value of the minimum lease rentals is capitalised as fixed assets with corresponding amount shown as lease liability. The principal component in the lease rental is adjusted against the lease liability and the interest component is charged to Profit & Loss Account.

##### Research and Development:

Revenue expenditure on Research and Development is charged to Profit & Loss Account in the year in which it is incurred. Capital expenditure on Research and Development is shown as an addition to Fixed Assets.

##### Miscellaneous Expenditure:

- (i) Preliminary and Share Issue Expenses are amortised over a period of ten years.
- (ii) Miscellaneous Expenditure incurred on or after 1st April, 2003 is written-off in the year in which it is incurred in terms of Accounting Standard [AS-26].
- (iii) Hotel Business - Miscellaneous Expenditure is stated at cost less accumulated amortisation. Fees paid to the Franchiser is amortised over a period of five years.

**Expenditure During Construction Period:**

Expenditure incurred on projects/assets during construction/ implementation is capitalised and apportioned to projects/assets on commissioning.

**Earnings Per Share:**

Basic earnings per equity share is computed by dividing net profit after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed by dividing adjusted net profit after tax by the aggregate of weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

**Borrowing Costs:**

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

**Segment Reporting:**

Revenue, operating results, assets and liabilities have been identified to represent separate segments on the basis of their relationship to the operating activities of the segment. Assets, Liabilities, Revenue and Expenses which are not allocable to separate segment on a reasonable basis, are included under "Unallocated".

**Taxes on Income:**

Current Tax is determined as per the provisions of the Income Tax Act in respect of Taxable Income for the year. Deferred Tax Liability is computed as per Accounting Standard [AS-22]. Deferred Tax Asset and Deferred Tax Liability are computed by applying tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet Date.

**Impairment of Assets:**

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

**Provisions, Contingent Liabilities and Contingent Assets [AS - 29]:**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements. The Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

**[B] NOTES TO THE ACCOUNTS**

(In Rupees)

	As at 31.03.10	As at 31.03.09
01 Contingent Liability not provided for in respect of:		
[a] Outstanding amount of Bank Guarantees	10,859,406,251	10,151,734,003
Margin Money deposited against the above	542,465,148	508,729,004
[b] Corporate Guarantees:		
[i] for Term Loans, NCDs and Deferred Payment Guarantees granted by Financial Institutions & Banks for 300 MW Baspa-II HEP of Jaiprakash Power Ventures Limited [Subsidiary Company]	1,980,025,692	2,484,111,445
[ii] for Rupee Term Loans and Foreign Currency Loans granted by Financial Institutions & Banks for 400 MW Vishnu Prayag HEP of Jaiprakash Power Ventures Limited [Subsidiary Company]	1,008,854,175	3,149,197,013
[iii] For Performance Guarantee issued by the ICICI Bank on behalf of Jaypee Ganga Infrastructure Corporation Limited, [100% Subsidiary]	8,947,500,000	8,947,500,000
[iv] For Non Convertible Debentures issued to Axis Bank Limited by Jaypee Infratech Limited, [Subsidiary Company]	5,000,000,000	-
[v] For Performance Guarantee issued by the Yes Bank Limited on behalf of JPSK Sports Private Limited, [Subsidiary Company]	1,000,000,000	-
[c] Claims against the Company not acknowledged as debts	4,163,682,992	4,087,541,800
Amount deposited under Protest	56,046,777	56,046,777
Bank Guarantee deposited under Protest [included in 1(a) above]	42,689,000	85,378,000
[d] Outstanding Letters of Credit	13,246,294,462	11,282,615,413
Margin Money deposited against the above	27,075,540	13,018,467
[e] The Company has imported Capital Goods under Export Promotion Capital Goods Scheme [EPCG], where under the Company is required to fulfill export obligation/deemed exports amounting to Rs.814.37 Crores [Previous Year Rs.814.37 Crores] till F.Y. 2013-14 & 2014-15. The Liability on account of custom duty aggregating to Rs.101.79 Crores [Previous Year Rs.101.79 Crores] may arise alongwith interest @15% p.a., in the event of non-fulfillment of export obligation.		
[f] The Madhya Pradesh Government through the Collector, Rewa issued a notice raising a demand on account of change in the conversion factor for calculation of Royalty on Limestone raised upto December, 2008 in respect of Jaypee Rewa Plant. The Company has contested the demand and the Hon'ble Madhya Pradesh High Court has stayed the demand.	885,490,289	263,450,569
Amount deposited under Protest	354,196,115	23,345,768
The above contingent liability does not include demand for the period January 2009 to March 2010 which has not been raised by the Madhya Pradesh Government till 31.03.2010		
[g] [i] Trade Tax rebate of 25% on sale of Cement manufactured with fly ash purchased within the state of U.P. has been disputed by the U.P. Trade Tax Department. The Hon'ble High Court at Allahabad disposed-off the Writ Petition on 29.01.2004 in favour of the Company. The Department has thereafter filed SLP in the Hon'ble Supreme Court of India, which has been admitted and an interim order has been passed that pending disposal of the SLP, [a] the Department shall not take any step to encash the Bank Guarantees amounting to Rs.16,69,36,481/- [included in 1(a) above] [Previous Year Rs.16,69,36,481/-] and [b] granted interim stay for refund of amount of Rs.16,73,31,838/- [Previous Year Rs.16,73,31,838/-] deposited under protest with the Department.	516,237,283	516,237,283
[ii] The Government of U.P. vide Notification dated 14.10.2004 withdrew Notification dated 27.02.1998 granting rebate on tax on sale of fly-ash based cement manufactured within the State of U.P., out of fly-ash procured within U.P. The above Notification dated 14.10.2004 has been challenged by the Company before the Lucknow Bench of Hon'ble Allahabad High Court on the grounds of promissory estoppel in respect of Jaypee Ayodhya Grinding Operations Unit of the Company established in the State of U.P. The disputed tax for the period from 15.10.2004 to 31.12.2007 in respect of Jaypee Ayodhya Grinding Operations at Tanda and Jaypee Cement Blending Unit at Sadva Khurd, Allahabad established within U.P. amounting to Rs.53,76,73,870/- [Previous Year Rs.53,76,73,870/-] has been		

(Contd.)

		(In Rupees)	
		As at 31.03.10	As at 31.03.09
	deposited under protest with U.P. Trade Tax Department. The case has been decided in favour of the Company by Lucknow Bench of Hon'ble Allahabad High Court vide their Order dated 29.03.2010. The Government of U.P. may appeal against the Order within 90 days before the Hon'ble Supreme Court.	537,673,870	537,673,870
[h]	The Government of U.P. has imposed Entry Tax @2% on the value of the Cement w.e.f. 16.05.2003. This was challenged by the Company before the Hon'ble High Court at Allahabad and was decided in favour of the Company. However, the Order of the Hon'ble High Court has been challenged by the Department before the Hon'ble Supreme Court of India. The Hon'ble Supreme Court has directed Hon'ble Allahabad High Court on 14.07.06 to examine the constitutional validity of U.P. Entry Tax Act. The High Court on 08.01.07 has held the above Act ultra vires. The Hon'ble Supreme Court on 17.04.07 passed an interim order sustaining the High Court Order and restricting further deposit. The final decision of Hon'ble Supreme Court is awaited. The Company has deposited Rs.34,09,36,649/- [Previous Year Rs.34,09,36,649/-] and Indemnity Bond/Bank Guarantee of Rs.13,73,58,510/- [included in 1(a) above] [Previous Year 13,73,58,510/-] under protest, against the amount worked out for the period upto 23.09.2007.	557,904,792	557,904,792
[i]	Govt. of U.P. has issued an ordinance viz. "Uttar Pradesh Tax on entry of goods into local areas Ordinance 2007", imposing entry tax on certain notified items including clinker, on value of the goods. This was challenged by the Company in the Hon'ble High Court at Allahabad. The Hon'ble Court on 01.11.07 has passed an interim order that Entry Tax will not be realised from the Company in respect of transactions before the date of promulgation of Ordinance dated 24.09.07 provided the Company furnished security other than Cash or Bank Guarantee for the amount of Entry Tax due for that period and entry tax in respect of the transactions for the subsequent period will also not be realised from the Company provided the Company furnishes Bank Guarantee for the amount due in respect of the transactions for that period. The final decision of the Hon'ble High Court is still awaited. As desired by the Hon'ble High Court the Company has submitted Bank Guarantee for Rs 85,12,18,484/- [included in 1(a) above] [Previous Year Rs.43,15,13,000/-] upto 31.03.2010.	856,286,767	475,826,467
[j]	The Govt. of M.P. vide notification No. F-III-25/06/01V(10) dated 14.03.06 & subsequent Notification No. F-A/III-195/05/01V(14) dated 01.04.07 and also amending Section 4 and 4 A of the Entry Tax Act had enhanced the rate of Entry Tax from 1% to 5% on raw materials used for manufacture of Cement to the extent such Cement was transferred out of the state of M.P. as stock transfer. In response to the Special Leave Petition filed by the Company, the Hon'ble Supreme Court vide its Order dated 15.09.2008 has passed an order to deposit, fifty percent of the tax by way of cash and balance fifty percent by way of Bank Guarantee till the hearing and final disposal of Special Leave Petition. The Company has deposited Rs.46,43,68,267/- [Previous Year 33,13,39,392/-] and furnished Bank Guarantee of Rs.21,19,59,685/- [included in 1(a) above] [Previous Year Rs.7,86,59,685/-] upto 31.03.2010 as per the Order of Hon'ble Supreme Court.	676,795,421	410,556,911
[k]	Consequent to commissioning of captive power plant at Jaypee Rewa Plant, the company gave one months notice under Clause 7.26 of the Electricity Supply Code 2004 for termination of the agreement and permanent disconnection of power supply with effect from midnight of 30.08.2006, which was challenged by M.P. Power Trading Corporation Limited (MPPTCL) in Hon'ble High Court of M.P. at Jabalpur. On 22.06.2009, the Appellate Bench of the High Court delivered the judgment holding that the HT Agreement of 26.11.1994 was not terminated as per the provisions of the said agreement and the provisions of the Supply Code 2004 shall have no application to such agreement. Subsequently, a Special Leave Petition against this Order was filed before the Hon'ble Supreme Court. The Hon'ble Supreme Court granted Stay on the condition that the amount of Rs.10 Crores deposited along with interest at the time of Stay from the High Court of Jabalpur shall be paid to MPPTCL.	1,774,309,857	-
	Amount deposited under Protest	100,000,000	-
[l]	The District Magistrate, Sonbhadra/Mirzapur issued notice raising demand for Stamp Duty under Indian Stamp Act, 1899 in respect of sale of movable and immovable assets of U.P. State Cement Corporation Limited for Rs.459 Crores executed by Official Liquidator in favour of the Company. The Company has deposited Stamp Duty of Rs.8.04 Crores on Rs.137.12 Crores representing valuation of immovable assets i.e. Land, Building & Civil Works as per the valuation report of a Government Approved Valuer. The Company is contesting that no demand is payable by the Company on immovable assets acquired.	286,800,000	-
[m]	The Madhya Pradesh Government, through the Collector, Rewa issued notices raising demand on account of Rural Infrastructure Tax in M.P. from Oct 2005 to Dec 2009. The Company had challenged the legal validity of this notification before the Hon'ble High Court, Jabalpur. The Hon'ble High Court upheld the validity of this tax. Special Leave Petition against this Order has been filed before the Hon'ble Supreme Court, which has admitted the Case.	78,930,376	-
	Amount deposited under Protest	50,000,000	-
[n]	Cess Assessment Officer & Joint Commissioner of Labour, Eluru, A.P., had served a Notice under the Building and Other Construction Workers Welfare Cess Act Rules, 1998 to pay Cess @1% on the cost of construction upto 31.03.2010, being undertaken at Companies Cement Plant in Andhra Pradesh. Memorandum of Quash Petition is filed before the Principal Secretary, Labour Employment and Training & Factories Department, Government of A.P. Secretariat, Hyderabad, which has admitted the petition.	13,235,000	-
[o]	Bihar Sales Tax under appeal	17,120,206	17,120,206
	Amount deposited under Protest	17,120,206	17,120,206
[p]	Excise matters under appeal	132,753,773	111,109,983
	Amount deposited under Protest	59,736,655	49,017,169
[q]	Trade Tax under appeal (other matters)	24,198,041	24,198,041
	Amount deposited under Protest	27,000	27,000
[r]	M.P. Entry Tax under Appeal	61,958,558	30,553,964
	Amount deposited under Protest	19,000,625	15,678,000
[s]	U.P. Entry Tax under Appeal	36,262,461	12,305,657
	Bank Guarantee under Protest [included in 1(a) above]	36,220,133	10,848,231

(Contd.)

		(In Rupees)	
		As at 31.03.10	As at 31.03.09
[t]	MPCT/CST under appeal	16,925,899	3,661,933
	Amount deposited under Protest	2,834,313	640,763
[u]	Electricity Cess under appeal	18,497,870	18,497,870
	Amount deposited under Protest	9,248,936	9,248,936
[v]	Income Tax matters under appeal	50,576,605	70,878,692
02	Estimated amount of Contracts remaining to be executed on capital account and not provided for (net of advances)	25,337,706,219	18,225,925,048

- 03 [a] The Company had issued 1,00,000 Nos 0.50% Foreign Currency Convertible Bonds [FCCB - I] of USD 1,000 each aggregating to USD 100 Million, at par, on 16.02.2005. These Bonds were convertible at the option of bond-holders into equity shares of Rs.10/- each fully paid, at the conversion price of Rs.236.31 per share, subject to the terms of issue, with a fixed rate of exchange of Rs.43.785 equal to USD 1.00 at any time on or after 29.03.2005 and prior to the close of business on 10.02.2010. The FCCBs have been fully converted into equity shares / redeemed.
- 10 FCCBs of USD 1,000 each were converted on 14.10.2009 into 9,264 Equity Shares of Rs.2/- each and 2000 FCCBs of USD 1,000 each were converted on 28.01.2010 into 27,79,294 Equity Shares of Rs.2/- each (Previous Year NIL). 50 FCCBs of USD 1000 each were redeemed on 17.02.2010 [due date] at a premium of 31.959%.
- [b] The Company had issued 1,65,000 Nos 0.50% Foreign Currency Convertible Bonds [FCCB-II] of Euro 1000 each aggregating to Euro 165 Million at par on 09.03.2006. These Bonds are convertible at the option of bond-holders into equity shares of Rs.10/- each fully paid at the conversion price of Rs. 558.773 per share, subject to the terms of issue, with a fixed rate of exchange of Rs. 53.599 equal to Euro 1.00 at any time on or after 19.04.2006 and prior to the close of business on 02.03.2013.
- Post split of the Equity Shares of Rs 10/- each into 5 Equity Shares of Rs 2/- each on 26.12.2007 and post bonus issue of one equity share of Rs 2/- each against two equity shares of Rs 2/- each as on 19.12.2009, the Bonds are/will be converted into Equity shares of Rs 2/- each at the conversion price of Rs 74.5031 per share.
- 500 FCCBs of Euro 1,000 each were converted on 03.08.2009 into 2,39,806 Equity Shares of Rs.2/- each and 20 FCCBs of Euro 1,000 each were converted on 29.03.2010 into 14,388 Equity Shares of Rs.2/- each (Previous Year 1,31,810 FCCBs of Euro 1,000 each were converted into 1,26,43,545 Equity Shares of Rs.10/- each and 23,714 FCCBs of Euro 1,000 each were converted into 1,13,73,546 Equity Shares of Rs.2/- each).
- 4,206 FCCBs of Euro 1,000 each [Previous Year 4,726] were outstanding as on 31.03.2010. Upon conversion of the outstanding Bonds into Equity Shares, the share Capital of the Company will increase by 30,25,879 Equity Shares of Rs.2/- each.
- Unless previously converted, the bonds are redeemable at maturity on 09.03.2013 at a premium of 32.071% ; representing a YTM of 4.50% p.a. [value as on 31.03.2010 is Euro 1,173.426 (Previous Year Euro 1,128.406) per Bond]. A reserve aggregating to Rs. 4,47,21,338/- (Previous Year 4,15,26,524/-) upto 31.03.2010 has been created for the redemption premium.
- [c] The Company has issued 4,00,000 Zero Coupon Foreign Currency Convertible Bonds [FCCB-III] of USD 1,000 each aggregating to USD 400 Million at par on 11.09.2007. These Bonds are convertible at the option of bond-holders into equity shares of Rs 10/- each fully paid at the conversion price of Rs. 1,238.78 per share, subject to the terms of issue, with a fixed rate of exchange of Rs. 40.35 equal to USD 1.00 at any time on or after 22.10.2007 and prior to the close of business on 05.09.2012.
- Post split of the Equity Shares of Rs 10/- each into 5 Equity Shares of Rs 2/- each on 26.12.2007 and post bonus issue of one equity share of Rs 2/- each against two equity shares of Rs 2/- each as on 19.12.2009, the Bonds are/will be converted into Equity shares of Rs 2/- each at the conversion price of Rs 165.1707 per share.
- No conversion has taken place during F.Y. 2009-10 (Previous Year Rs.Nil).
- During the year the Company has bought back FCCB's aggregating USD 1 million (Previous Year USD 40.025 million) at an average discount of 33.70% (Previous Year 47%) and the gain amounting to 1,36,29,287 (Previous Year Rs 86,64,19,134) has been credited to Capital Reserve.
- FCCBs of USD 354.475 Million (Previous Year USD 355.475 Million) were outstanding as on 31.03.2010. Upon conversion of the Bonds into Equity Shares, the Share capital of the Company will increase by 8,65,95,663 Equity shares of Rs. 2/- each.
- Unless previously converted, the bonds are redeemable at maturity on 12.09.2012 at a premium of 47.701% ; representing a YTM of 7.95% p.a. [value as on 31.03.2010 is USD 1,22,042.014 (Previous Year USD 1,12,926.204) for a principle amount of USD 1,00,000]. A reserve aggregating to Rs. 356,13,21,700/- (Previous Year 2,36,40,97,848) upto 31.03.2010 has been created for the redemption premium.
- 04 Pursuant to the notification dated March 31,2009 issued by the Ministry of Corporate Affairs, the Company has exercised the option available under the newly inserted Paragraph 46 to the Accounting Standard AS - 11 "The effect of changes in Foreign Exchange Rates" to add or deduct the FE fluctuation to capital cost of the Assets. Accordingly the foreign exchange fluctuation for the financial year 2009-10 on long term loans for projects already commissioned has been adjusted to cost of Capital Assets.
- 05 In the opinion of Board of Directors, the Current Assets, Loans and Advances" have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.
- 06 [a] Non-Convertible Debentures [NCDs], mentioned here-under, together with interest, liquidated damages, remuneration payable to Trustees, and other monies due in respect thereof are secured as under :

NCDs at Sl. No.	Nature of Mortgage	Properties at	Trustee	Security Charge
[i]	Legal Mortgage in English form	Mouje Budasan, Taluka Kadi, Dist. Mehsana, Gujarat	Axis Bank Limited	First Mortgage
[ii] & [iii]	Legal Mortgage in English form	Mouje Dhanot, Taluka Kalol, Dist. Mehsana, Gujarat	Axis Bank Limited	First Mortgage
[iv], [v], [vii], [viii] & [ix]	Legal Mortgage in English form	Mouje Dhanot, Taluka Kalol, Dist. Mehsana, Gujarat	IDBI Trusteeship Services Limited	First Mortgage
[vi]	Legal Mortgage in English form	Mouje Dhanot, Taluka Kalol, Dist. Mehsana, Gujarat	Axis Trustee Services Limited	First Mortgage

and equitable mortgage of Immoveable Properties and Hypothecation of Movables [present and future], ranking pari passu, save and except book debts and exclusive charge on assets including under Hire Purchase, subject to prior charge on specified movables created in favour of the Company's Bankers for working capital facilities, for NCDs at Sl.No.[ii] to [ix] and to the extent of 40% outstanding to Rs.105 crores at Sl.No.[i] ; the balance 60% being secured by way of Bank Guarantee of Rs.63 crores included under [c] below and NCDs at Sl no [iii] is secured by pari passu charge on the assets of Himachal Cement Plant.

- [i] 1,800 7.5%NCDs of Rs.10,00,000/- each redeemable in 12 equal quarterly installments from 15.01.2009 to 15.10.2011 [Rs.4,16,666.67 per Debenture Redeemed];
- [ii] 1,500 9.5%NCDs of Rs.10,00,000/- each redeemable in 12 equal quarterly installments from 01.04.2010 to 01.01.2013 [Rs.83,333.33 per Debenture Redeemed];
- [iii] 500 9%NCDs of Rs.10,00,000/- each redeemable in 20 equal quarterly installments from 01.04.2008 to 01.01.2013 [Rs 4,50,000/- per Debenture Redeemed];
- [iv] 3,000 11.80% NCDs of Rs.10,00,000/- each redeemable in 5 equal annual installments from 11.08.2012 to 11.08.2016;
- [v] 1,500 12.40% NCDs of Rs.10,00,000/- each redeemable in 5 equal annual installments from 04.11.2012 to 04.11.2016;
- [vi] 4,000 12.50% NCDs of Rs.10,00,000/- each redeemable in 10 quarterly installments of Rs.35 crores each and two

- quarterly instalments of Rs.25 crores each from 31.07.2012 to 30.04.2015:
- [vii] 5,000 11.75% NCDs of Rs.10,00,000/- each redeemable in 5 equal half yearly instalments from 15.07.2012 to 15.07.2014;
- [viii] 4,000 11.75% NCDs of Rs.10,00,000/- each redeemable in 12 equal quarterly instalments from 26.01.2014 to 26.10.2016;
- [ix] 1,000 11.25% NCDs of Rs.10,00,000/- each redeemable on 30.11.2014 and
- [x] 9,000 11.75%NCDs of Rs.10,00,000/- each redeemable in 12 equal quarterly instalments from 25.09.2010 to 25.06.2013
- [b] 9,000 NCDs of Rs.10,00,000/- each aggregating Rs.900 crores, are secured against first and exclusive charge by way of equitable mortgage and deposit of title deed over the land admeasuring 364.55 acres at Jaypee Greens Golf Course, Greater Noida, Uttar Pradesh and collaterally secured by first and exclusive charge by way of Registered mortgage over land of Jaypee Infratech Ltd. admeasuring 40 acres (residential 25 acres and commercial 15 acres) situated at village Sultanpur, Noida, Uttar Pradesh and Village Wazirpur, Greater Noida, Uttar Pradesh respectively. Out of the said 40 acres of land the Company has entered into an "Agreement to Sell" with Jaypee Infratech Limited on 15.12.2009 for purchase of 15 acres of land. IDBI Trusteeship Services Limited has been appointed as Debenture Trustee for the said NCDs.
- [c] Term Loans [excluding outstanding term loan of Rs.200 crores from Canara Bank] including External Commercial Borrowings from Financial Institutions, Banks and Bank Guarantees to the extent of Rs.65.30 Crores [Previous Year Rs.103.13 Crores] [for partially securing Non Convertible Debentures] together with all interest, liquidated damages, premia on prepayment or on redemption, costs, expenses and other monies, stipulated in the Loan Agreements are secured by equitable mortgage of Immovable Properties and Hypothecation of movables [present and future], save and except book debts and exclusive charge on assets including under Hire Purchase, ranking pari passu, subject to prior charge on specified movables created/to be created in favour of the Company's Bankers for working capital facilities.
- [d] Term Loans [excluding outstanding term loans of Rs 165.45 Crores from L&T Infrastructure Finance Co. Limited] including External Commercial Borrowings obtained from Banks for setting up of 5.0 Million TPA Cement Plant at Baga & Bagheri in H.P. and Grinding Unit at Panipat in Haryana, 1.2 Million TPA Grinding Unit at Roorkee in Uttaranchal, 3.0 Million TPA Cement Plant in U.P. at Dalla, Churk and Chunar and 2.0 Million TPA Cement Plant in M.P. at Sidhi, two Cement Plants having installed capacity of 2.4 Million TPA each at Vayor, District Kutch in Gujarat with split location Grinding Unit at Wanakbori, District Keda in Gujarat, 5.0 million Cement Plant at Jaggayyapet, District Krishna, Andhra Pradesh, 1.0 Million TPA Grinding Unit at Sikandrabad together with all interest, liquidated damages, premia on prepayment or on redemption, costs, expenses and other monies, stipulated in the Loan Agreements, are secured/to be secured by equitable mortgage of immovable properties and Hypothecation of movables of respective Cement Plants [present and future], save and except book debts, ranking pari passu, subject to prior charge on specified movables created/to be created in favour of the Company's Bankers for working Capital facilities.
- [e] Term Loans of Rs.50 Crores each from IFCI Limited and OBC against their respective sanction of Rs.100 Crores each for setting up of Resort Cum Spa at Greater Noida in Uttar Pradesh and Rs.20 Crores sanctioned by OBC for construction of additional rooms in Hotel Jaypee Siddharth, Rajendra Place, New Delhi, together with all interest, liquidated damages, premia on prepayment or on redemption, costs, expenses and other monies stipulated in the loan agreements, are secured by way of first charge ranking pari passu on the fixed assets of the Resort Cum Spa and collateral security of existing immovable properties of Hotel Siddharth and Hotel Vasant Continental at New Delhi and Jaypee Palace at Agra, ranking pari passu, subject to prior charge on specified assets created/to be created in favour of the Bankers and to the extent charged by way of primary security against cash credit facility from Indian Overseas Bank against first charge over the Inventories and Book Debts.
- [f] Term Loans from Banks for setting up 22 MW Captive Thermal Power Plant at Wanakbori, Gujarat, 240 MW Captive Thermal Power Plant including 1.00 Million TPA Grinding Unit and Coal Washery at Churk Industrial Complex in Uttar Pradesh and 120 MW Captive Thermal Power Plant including Coal Washery at Sidhi in Madhya Pradesh together with all interest, liquidated damages, premia on prepayment or on redemption, costs, expenses and other monies, stipulated in the Loan Agreements, are secured/to be secured by equitable mortgage of immovable properties and Hypothecation of movables of respective Thermal Power Plants (present and future), save and except book debts, ranking pari passu, subject to prior charge on specified movables created/to be created in favour of the Company's Bankers.
- [g] Term Loans of Rs.100.00 Crores and Rs.65.45 Crores availed from L&T Infrastructure Finance Co. Ltd. together with all interest, liquidated damages, premia on prepayment or on redemption, costs, expenses and other monies, stipulated in the Loan Agreements, are secured/to be secured on equitable mortgage of immovable properties and Hypothecation of movables of Himachal Cement Plant & Gujarat Cement Plant respectively (present and future), save and except book debts as residual charge.
- [h] Term Loan of Rs.200 Crs. availed from Canara Bank together with all interest, liquidated damages, premia on prepayment or on redemption, costs, expenses and other monies, stipulated in the Loan Agreements, is secured/to be secured on equitable mortgage of immovable properties and Hypothecation of movables of the Company except assets pertaining to Wind Power and Real Estate Division (present and future), save and except book debts as residual charge.
- [i] External Commercial Borrowing of USD 21.10 Million and Yen 905.98 Million from ICICI Bank Ltd., obtained for setting up of Wind Power Project in Maharashtra & Gujarat together with all interest, liquidated damages, premia on prepayment or on redemption, costs, expenses and other monies, stipulated in the Loan Agreements, is secured/to be secured by equitable mortgage of immovable properties and Hypothecation of movables of Wind Power Project [present and future], save and except book debts subject to prior charge on specified movables created/to be created in favour of the Company's Bankers for working Capital facilities.
- [j] Term Loans from Exim Bank of India, IDBI Bank Ltd., Union Bank of India and IDFC Ltd., availed for commissioning of Tunnel Boring Machines [TBMs] at Srisailem Project Site, in Andhra Pradesh are secured / to be secured by hypothecation of all movable fixed assets relating to TBMs [present and future], save and except book debts, ranking pari passu, subject to prior charge on specified movables created/to be created in favour of the Company's Bankers for working Capital facilities.
- [k] The Working Capital facilities availed from the Consortium member Banks with Canara Bank, as lead, are secured by way of first charge on Current Assets i.e. Hypothecation of Stocks of Raw Materials, Work-in-Progress, Stock-in-Process, Finished Goods, Stores & Spares and Book Debts [except pertaining to Overseas Works and Projects under development] ranking pari-passu and 2nd charge on the Fixed Assets of the Company, both present and future except assets exclusively charged.
- [l] Interest Free Loans granted by U.P.Financial Corporation (UPFC) under Audyogik Nivesh Protshahan Yojna Scheme are secured by way of First Charge on the Fixed Assets of the respective Units of the Company.
- 07 Conveyance Deed in respect of Ahmedabad office is yet to be executed. However the Company has already taken possession from the Society viz. Sanukt Members Association, as per rules of the Society of which the Company is a member.
- 08 Sub- Lease in respect of Real Estate Land purchased from Jaypee Infratech Limited is yet to be executed.
- 09 The option of converting warrants into equity shares having lapsed on 22nd July, 2009 the amount of advance of Rs.158.80 crores received against the said warrants has been forfeited and credited to Capital Reserve Account.
- 10 [a] The Provision for Taxation made in the Profit & Loss Account includes Rs.40,00,000/- [Previous Year Rs.40,00,000/-] towards Provision for Wealth Tax Expense for the year.

		(In Rupees)	
		As at 31.03.10	As at 31.03.09
(b)	Deferred Tax		
(i)	Deferred Tax Liability on account of:		
	Depreciation	9,334,231,826	5,798,773,574
	Others	226,537,237	1,401,614,867
		<u>9,560,769,063</u>	<u>7,200,388,441</u>
	Deferred Tax Assets on account of:		
	Employees' Benefits	270,141,881	16,026,641
	Others	58,140,266	288,090,081
		<u>328,282,147</u>	<u>304,116,722</u>
	<b>Net Deferred Tax Liability</b>	<u>9,232,486,916</u>	<u>6,896,271,719</u>
(ii)	Deferred Tax (Net) amounting to Rs.233,62,15,197/- (Previous Year Rs.89,43,97,096/-) has been recognised in the Profit & Loss Account for the year ended 31st March, 2010		

11 Disclosure as per Accounting Standard - 7 [Revised]			
(a)	Contract Revenue during the period	45,091,388,076	22,443,832,812
(b)	Direct Expenses during the period	37,224,419,343	14,894,695,484
(c)	Profits recognised during the period before depreciation	7,866,968,733	7,549,137,328
(d)	Advances received [Outstanding]	18,530,351,360	17,731,974,955
(e)	Retention Money [Outstanding] *	975,488,969	574,220,083

\* Retention Money are after adjusting amounts released against furnishing of Bank Guarantees

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

- 12 [a] Capital Work-in-Progress includes Civil Works, Machinery Under Erection and in transit, Advances to Suppliers, Construction and Erection Materials, Pre-operative Expenses and also Expenditure related to Project under Implementation 38,916,419,290 50,819,408,530
- [b] Rs.459 crores (Previous Year Rs.459 Crores) was deposited with the Hon'ble High Court of Judicature at Allahabad for purchase of assets located at Dalla, Churk and Chunar (U.P) of U.P. State Cement Corporation Limited [in liquidation]. Out of this an amount of Rs.441.31Crores (Previous Year 441.31 Crores) has been capitalised till 31.03.2010 and balance Rs.17.69 Crores (Previous Year Rs.17.69 Crores) is included in Capital Work in Progress.
- 13 The Free-hold Land [Agricultural] purchased by the Company for Rs.2,96,407/- measuring 7 Bighas at Rangpuri, New Delhi has been notified for acquisition U/s 4 & 6 of the Land Acquisition Act. The Company's claim for compensation is pending settlement.
- 14 (i) 29,49,99,900 Equity Shares of Rs.10/- each fully paid up [Previous Year 29,49,99,900 Equity Shares] of Jaiprakash Power Ventures Limited [JPVL] [subsidiary company] are pledged with IFCI Limited as collateral security for the financial assistance granted by Lenders to JPVL's 300 MW of Baspa-II HEP. As on 31.03.2010 loan outstanding was Rs 198 Crores [Previous Year Rs.741.17 crores].
- (ii) 74,16,00,000 Equity Shares of Rs.10/- each fully paid up [Previous Year 24,72,00,000 Equity Shares] of Jaiprakash Power Ventures Limited [JPVL] [subsidiary company] are pledged with IDBI Trusteeship Services Limited [ITSL] as collateral security for the financial assistance granted by PFC, PNB, ICICI, IDBI, REC and LIC to JPVL As on 31.03.2010 Rupee loan outstanding was Rs NIL [Previous Year Rs.900.37 crores] and Foreign Currency Loan outstanding was 22.3445 Million USD equivalent to Rs.100.89 crores [Previous Year 25.4265 Million USD equivalent to Rs.129.48 crores].
- (iii) 24,14,10,000 Equity Shares of Rs.10/- each fully paid up of Jaiprakash Power Ventures Limited [JPVL] [subsidiary company] are pledged as collateral security for the financial assistance of Rs 1,000 crores granted by ICICI Bank to JPVL As on 31.03.2010 Rupee loan outstanding was Rs 750 crores.
- (iv) The Company has given letter of Comfort to ICICI Bank for Non Convertible Debentures of Rs.999.98 Crores issued by Jaiprakash Power Ventures Limited.

- 15 27,75,00,000 Equity Shares of Rs.10/- each fully paid-up [Previous Year 27,75,00,000 Equity Shares including 5,25,00,000 Equity Shares pledged on 2nd April 2009] of Jaypee Karcham Hydro Corporation Limited [JKHCL] [Subsidiary Company] are pledged with ITSL as collateral security for financial assistance granted by Lenders to JKHCL. As on 31.03.2010 loan outstanding was Rs 2876.27 Crores [Previous Year Rs.1909.74 crores].
- 16 The Company has pledged 36,78,00,000 Equity Shares of Rs 10/- each fully paid up of Jaypee Infratech Limited (JIL) (Subsidiary Company) with IDBI Trusteeship Services Limited (ITSL) (Trustee) and executed non disposal undertaking for further 25,74,60,000 Equity Shares of JIL held by the Company in favour of ITSL as collateral security for the financial assistance to JIL. As on 31.03.2010 loan outstanding was Rs 5721 crore [Previous Year Rs 1675 crores].
- 17 6,01,80,000 Equity Shares of Rs.10/- each fully paid-up of Himalayan Expressway Limited [HEL] are pledged with Axis Bank Limited as collateral security for financial assistance granted to HEL. As on 31.03.2010 loan outstanding is Rs.129.02 Crores [Previous Year Rs.114 Crores] as against sanctioned loan of Rs.239.70 Crores from consortium of Banks.
- 18 The Company has pledged 20,35,000 Equity Shares held in Jaypee DSC Ventures Limited to HUDCO as Security for Loans granted to Jaypee DSC Ventures Limited.
- 19 (i) Jaypee Infratech Limited has mortgaged 50 acres of Land for the term Loan of Rs 600 crore granted by Standard Chartered Bank to the Company.
- (ii) Jaypee Infratech Limited has provided a letter of comfort to ICICI Bank UK Plc and ICICI Bank Canada for the financial assistance of GBP 34.84 Million (equivalent to USD 50 Million) and CAD 61.625 Million (equivalent to USD 50 Million) respectively.
- 20 Jaypee Infratech Limited [subsidiary company] has made Initial Public Offer in May, 2010. In the said IPO, the Company has offered for sale of 6,00,00,000 equity shares of Rs.10/- each to public. The Company has collected Rs.590,89,21,014/- against the above said shares. The Profit on sale of above said shares will be booked in the Quarter Ending June, 2010.
- 21 Other Liabilities shown under the head "Current Liabilities & Provisions" include Book Overdraft of Rs.75,42,31,350/- [Previous Year Rs.13,03,11,728/-].
- 22 Disclosure as required under Notification No.G.S.R.719 [E] dated 16th November, 2007 issued by the Department of Company Affairs [as certified by the Management];

Sl Particulars No.	2009-10	2008-09
a) The principal amount and interest due thereon remaining unpaid to any supplier		
- Principal Amount	Nil	Nil
- Interest Amount	Nil	Nil
b) The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of payment made to the supplier beyond the appointed day	Nil	Nil
c) The amount of interest due and payable for the year of delay in making payment (which have been paid beyond the appointed date during year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
d) The amount of interest accrued and remaining unpaid	Nil	Nil
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006	Nil	Nil

The above information is based on information available with the Management

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

24 [A] Particulars of investments [non trade] made subsequent to the date of previous Balance Sheet:

Name of Company	(In Rupees)	
	2009-10	2008-09
<b>In Subsidiaries</b>		
[a] Jaypee Karcham Hydro Corporation Limited NIL [Previous Year 17,50,00,000] Equity Shares of Rs.10/- each	-	1,750,000,000
[b] Jaypee Infratech Limited 26,00,00,000 [Previous Year NIL] Equity Shares of Rs 10/- each	2,600,000,000	-
[c] Himalayan Expressway Limited 2,30,40,000 [Previous Year 9,50,00,000] Equity Shares of Rs 10/- each	230,400,000	950,000,000
[d] Jaypee Ganga Infrastructure Corporation Limited NIL [Previous Year 27,08,50,000] Equity Shares of Rs 10/- each	-	2,708,500,000
[e] JPSK Sports Private Limited 49,92,60,000 [Previous Year NIL] Equity Shares of Rs 10/- each	4,992,600,000	-
[f] Jaypee Agra Vikas Limited 50,000 Equity Shares of Rs 10/- each	500,000	-
<b>In Joint Venture Subsidiaries</b>		
[g] Gujarat Jaypee Cement & Infrastructure Limited NIL [Previous Year 4,80,160 ] Equity Shares of Rs 10/- each	-	4,801,600
[h] Bhilai Jaypee Cement Limited 1,73,62,250 [Previous Year 6,26,20,650] Equity Shares of Rs 10/- each	1,639,800,000	626,206,500
[i] Bokaro Jaypee Cement Limited 2,65,54,609 [Previous Year 1,86,99,230] Equity Shares of Rs.10/- each	265,546,090	486,992,300
<b>In Associates</b>		
[j] MP Jaypee Coal Limited 49,00,000 Equity Shares of Rs.10/- each	4,90,00,000	-
[k] MP Jaypee Coal Fields Limited 4,90,000 Equity Shares of Rs.10/- each	49,00,000	-
<b>Share Application Money</b>		
[l] Share Application Money paid to Jaiprakash Kashmir Energy Limited - [pending for allotment Rs.1,01,00,000]	-	-
[m] Share Application Money paid to Madhya Pradesh Jaypee Minerals Limited - [pending for allotment Rs.47,14,87,000]	164,692,000	103,400,000
[n] Share Application Money paid to Gujarat Jaypee Cement & Infrastructure Limited - [pending for allotment Rs.11,11,98,400]	-	100,000,000
[o] Share Application Money paid to JPSK Sports Private Limited	-	104,838,840
[p] Share Application Money paid to Jaypee Ganga Infrastructure Corporation Limited - [pending for allotment Rs.1,50,50,00,000]	1,485,000,000	1,813,500,000
[q] Share Application Money paid to Bokaro Jaypee Cement Limited - [pending for allotment Rs.27,43,49,270]	225,253,910	49,095,360
[r] Share Application Money paid to Jaypee Agra Vikas Limited - [pending for allotment Rs.13,15,00,000]	131,500,000	-

[B] Particulars of other current investments made subsequent to the date of previous Balance Sheet:

Name of Liquid Funds	Units	(In Rupees)	
		2009-10	2008-09
<b>(I) Investment in Liquid Funds purchased and redeemed during the year</b>			
[i] Birla Sunlife Saving Fund - Institutional - Daily Dividend - Reinvestment	40,157,687	401,849,934	-
[ii] Reliance Money Manager Fund - Institutional Option - Daily Dividend Plan	351,476	351,874,973	-
[iii] ICICI Prudential Flexible Income Plan - Daily Dividend	4,728,803	500,000,000	-
[iv] HDFC Cash Management Fund - Treasury Advantage Plan - Retail - Daily Dividend Option - Reinvestment	1,495,289	15,000,000	-
[v] HDFC Cash Management Fund - Treasury Advantage Plan - Wholesale - Daily Dividend Option - Reinvestment	10,031,317	100,629,161	-
[vi] Kotak Flexi Debt Scheme Institutional - Daily Dividend	25,000,000	251,187,500	-
[vii] LIC MF - Liquid Fund - Dividend Plan	327,897,409	3,600,346,340	-
[viii] LIC MF - Liquid Fund - Daily Dividend Plan	360,000,000	3,600,000,000	-
<b>(II) Investment in Liquid Funds purchased during the year</b>			
[i] Kotak Flexi Debt Scheme Institutional - Daily Dividend	5,205,404	52,301,295	-
[ii] HDFC Cash Management Fund - Treasury Advantage Plan - Retail - Daily Dividend Option - Reinvestment	1,309,628	13,137,538	-
[iii] Birla Sunlife Saving Fund - Institutional - Daily Dividend - Reinvestment	308,602	3,088,121	-
[iv] ICICI Prudential Flexible Income Plan - Daily Dividend	28,318	2,994,232	-
[v] LIC MF - Liquid Fund - Daily Dividend Plan	252,696,605	2,526,966,053	-
<b>Total</b>	<b>259,548,557</b>	<b>2,598,487,239</b>	<b>-</b>

(Contd.)



Name of Liquid Funds	Units	2009-10 (In Rupees)	Units	2008-09 (In Rupees)
(III) Investment in Growth Funds purchased and redeemed during the year				
(i) LIC MF - Liquid Fund - Growth Plan [Redeemed Value Rs. 601,36,27,416/-] [Previous Year Rs.100,23,87,360/-]	366,091,173	6,000,000,000	64,698,119	1,000,000,000.00
(ii) Advance to LIC MF-Liquid Fund	-	-	-	1,000,000,000.00
(IV) Investment in Growth Funds & Gold ETFs purchased during the year				
(i) Birla Sunlife MIP-II Savings 5 Plan - Growth	4,636,642	75,000,000	-	-
(ii) Templeton India Short Term Income Plan - Growth	27,954	50,000,000	-	-
(iii) Reliance Monthly Income Plan - Growth Plan	3,854,486	75,000,000	-	-
(iv) HDFC MF MIP Long Term - Growth	2,473,092	50,000,000	-	-
(v) Birla Sun Life Dynamic Bond Fund - MDIV	9,764,683	101,787,188	-	-
(vi) Templeton India Short Term Income Plan - Growth	74,748	135,000,000	-	-
(vii) Templeton India Short Term Income Plan - MDIV	89,942	100,000,000	-	-
(viii) ICICI Prudential Institutional Short Term Plan - Cumulative	5,230,262	100,000,000	-	-
(ix) ICICI Prudential Institutional Short Term Plan - MDIV	7,019,282	85,000,000	-	-
(x) IDFC Super Saver Income Fund - Short Term - Plan C MDIV	4,947,115	50,000,000	-	-
(xi) HDFC Top 200 Fund Growth	115,010	20,000,000	-	-
(xii) Baroda Pioneer PSU Bond Fund - MDIV Reinvestment	10,117,688	101,178,004	-	-
(xiii) UTI Gold ETF	163,648	267,674,792	-	-
(xiv) BMF - Goldbenchmark	173,850	284,351,918	-	-
<b>Total</b>	<b>48,688,402</b>	<b>1,494,991,902</b>	<b>-</b>	<b>-</b>

[C] Out of 20,11,12,255 crores of Equity shares of the Company held by the trusts (the sole beneficiary of which is the Company). 7,50,00,000 Equity shares were sold during the year and net proceeds of Rs 16,80,78,90,745/- was received by the Company. As on 31.03.2010 the Trusts holds 18,93,16,882 Equity shares (including Bonus shares) of Rs 2/- each of the Company.

	Sold During the Year		Number of shares held as on	
	Number of Shares	Net Realisation Value (In Rupees)	31.03.10	31.03.09
JHL trust	10,000,000	2,367,086,055	45,074,914	40,049,943
JEL Trust	35,000,000	7,708,600,560	67,848,627	80,232,418
JCL Trust	17,500,000	3,859,593,365	49,657,605	50,605,070
GACL trust	12,500,000	2,872,610,765	26,735,736	30,323,824
<b>Total</b>	<b>75,000,000</b>	<b>16,807,890,745</b>	<b>189,316,882</b>	<b>201,211,255</b>

[D] During the year 8,40,000 14% Non Cumulative, Non Convertible Preference Shares of Jaypee Ventures Pvt. Ltd., have been redeemed for Rs.8,40,00,000/-.

25 During the year the Company has issued 1,25,00,000 Equity Shares of Rs 2/- each to a Trust for the employees under the "Jaypee Employee Stock Purchase Scheme, 2009" in accordance with the Scheme approved by the Shareholders. As per Sebi guidelines the difference between Market Price and Face Value has been credited to the Share premium Account and the difference between the Market Price and Issue Price amounting to Rs 211,93,75,000/- has been debited to Employee Compensation Expenses Account.

26 Cost of Limestone raised included in raw materials consumed:

	(In Rupees)	
	2009-10	2008-09
Royalty and Cess	559,052,376	330,489,634
Salaries and Wages	185,218,828	132,249,042
Power and Fuel	173,844,916	7,749,694
Stores and Spares Consumed	407,172,135	425,269,614
Factory and Administrative Overheads	118,009,240	79,786,675
Payment to Mining Contractor	260,832,877	36,254,794
	<b>1,704,130,372</b>	<b>1,012,799,453</b>

27 [a] In compliance of Accounting Standard-2 [Revised], the Company has provided liability of Excise Duty amounting to Rs.19,63,87,657/- [Previous Year Rs.4,73,02,710/-] on the stocks of Finished Goods lying at Works. However, there is no impact on the profit for the current year.

[b] The Excise Duty of Rs.22,34,44,115/- [Previous Year Rs.4,57,79,150/- debit] related to difference between Closing and Opening Stock has been credited in the Profit & Loss Account separately.

28 Sundry Debtors includes the following debts due from the Companies under the same Management as defined U/s 370(1-B) of the Companies Act. 1956:

	(In Rupees)	
	As at 31.03.10	As at 31.03.09
[a] Jaiprakash Power Ventures Limited [formerly known as Jaiprakash Hydro Power Limited]	29,060,690	4,269,486
[b] Jaiprakash Power Ventures Limited [merged with Jaiprakash Hydro Power Limited w.e.f. 01.04.09]	-	30,264,840
[c] Jaypee Karcham Hydro Corporation Limited	3,872,733,393	2,670,837,148
[d] Jaypee Infotech Limited	5,756,323,262	1,528,020,099
[e] Himalayan Expressway Limited	93,206,140	66,310,057
[f] Bina Power Supply Company Limited	117,362,991	1,889,025
[g] Bhilai Jaypee Cement Limited	453,370,551	31,279,376
[h] Bokaro Jaypee Cement Limited	5,757,634	1,245,826
[i] JPSK Sports Private Limited	132,129,988	-
[j] Madhya Pradesh Jaypee Minerals Limited	93,878	-
[k] Jaypee Powergrid Limited	10,676	-

29 [a] Details of balances with Foreign Banks in Current Account:

	Name of the Bank	Balance as at	Amount of	Balance as at
		31.03.10	Maximum balance during the year	31.03.09
01	Rafidian Bank, Subkusoor, Baghdad [I.D.]	27,380,207	27,380,207	27,380,207
02	Bank of Bhutan, Phuentsholing, Bhutan [Nu] [A/c No.7311]	7,449,818	19,091,516	3,437,319
03	Bank of Bhutan, Phuentsholing, Bhutan [Nu] [A/c No.268]	7,727,547	8,021,681	2,767,597
04	Royal Bank of Scotland [GBP] [A/c No.21872175]	31,655	1,081,660	4,887
05	Royal Bank of Scotland [USD]	29,578	39,828	39,828
06	Royal Bank of Scotland [EURO]	8,008	8,008	8,008
07	ICICI Bank U.K. Plc London [EURO]	90,557	575,413	575,413
08	ICICI Bank U.K. Plc London [USD]	7,967	7,967	7,967

(b) Details of Fixed Deposits & Balances in Current Account with Indian Banks in Foreign Countries [including Foreign Currency Convertible Bonds proceeds pending for utilisation]:

	As at 31.03.10 Values	As at 31.03.09 Values
<b>(i) Fixed Deposits with:</b>		
01 State Bank of India, London [USD]	722,558	20,000,000
02 State Bank of India, London [CAD]	-	61,625,000
03 State Bank of India, London [GBP]	1,050,000	-
<b>(ii) Current Account with:</b>		
01 Canara Bank, London [USD]	721,621	2,604
02 State Bank of India, London [EURO]	7,808	7,592
03 Canara Bank, London [EURO]	24,277	68,456
04 State Bank of India, London [USD]	-	9,608,320
05 Bank of Baroda, London [EURO]	84,676	105,849
06 Bank of India, Jersey [USD]	6,106	10,466
07 Bank of India, London [USD]	5,624	5,655
08 Bank of India, Tokyo [USD]	1,350	1,350
09 Syndicate Bank, London [USD]	187,234	22,457
10 Bank of Baroda, London [USD]	558	585
<b>(c) Details of Fixed Deposits Account with Foreign Banks in Foreign Countries</b>		
01 Royal Bank of Scotland, London [GBP]	-	1,069,458
02 ICICI Bank U.K. Plc London [EURO]	-	20,728,616
03 Barclays Bank Plc, London [USD]	-	3,918,042

30 Managerial remuneration paid/payable to Whole-time Directors [excluding Provisions for Gratuity & Leave Encashment on retirement]

	2009-10	2008-09
(In Rupees)		
Salaries	40,485,000	35,205,000
Provident Fund Contribution	4,858,200	4,224,600
Perquisites	26,911,603	23,171,363
	<b>72,254,803</b>	<b>62,600,963</b>

Managerial remuneration paid/payable to Whole-time Directors of Transferor Companies [excluding Provisions for Gratuity & Leave Encashment on retirement]

	2009-10	2008-09
Salaries	1,857,419	10,080,000
Provident Fund Contribution	222,891	1,129,800
Perquisites	1,295,605	5,431,038
	<b>3,375,915</b>	<b>16,640,838</b>

31 Additional information pursuant to the provisions of paragraphs 3 & 4 of Part II of Schedule VI to the Companies Act, 1956.

Statistical Data:

(A) Cement

	2009-10 Qty. (MT)	2008-09 Qty. (MT)
<b>(a) Capacity &amp; Production:</b>		
Installed Capacity - Per annum	19,100,000 *	14,700,000*
Production		
- Portland Cement	10,516,145**	7,634,169**
- Clinker (Production for Sale)	369,834 **	**

\* as on 31.03.2010

\*\* as certified by the Management.

(b) Sales :

	2009-10 Qty. MT	2009-10 Value (In Rs.)	2008-09 Qty. MT	2008-09 Value (In Rs.)
Cement	9,153,059	38,370,442,689	6,955,362	24,995,532,069
[exclusive of self-consumption]				
Clinker	369,834	1,060,258,338	-	-
		<b>39,430,701,027</b>		<b>24,995,532,069</b>
Less: Excise Duty		4,027,137,241		3,320,438,379
		<b>35,403,563,786</b>		<b>21,675,093,690</b>

(c) Particulars in respect of Opening Stock and Closing Stock:

	2009-10 Qty. MT	2009-10 Value (In Rs.)	2008-09 Qty. MT	2008-09 Value (In Rs.)
<b>Opening Stock</b>				
- Cement *	136,459	316,863,358	113,204	265,292,138
<b>Closing Stock</b>				
- Cement *	465,067	1,327,961,605	136,459	316,863,358

\* after adjusting 10,30,140 MT Self Consumption (Previous Year 6,50,487 MT) and 4,338 MT screening and transit loss [Previous Year 5,065 MT]

(B) Cement Product - Asbestos Sheets

	2009-10 Qty. MT	2009-10 Value (Rs.)	2008-09 Qty. MT	2008-09 Value (Rs.)
<b>(a) Capacity &amp; Production:</b>				
Installed Capacity				
- Per annum	100,000 *		100,000 *	
Production				
- Asbestos Sheet	101,622 **		95,568 **	
* as on 31.03.2010				
** as certified by the Management.				
<b>(b) Sales :</b>				
Asbestos Sheet	93,202	879,818,850	93,171	730,878,337
[exclusive of self-consumption]				
Less: Excise Duty		56,255,124		46,048,532
		<b>823,563,726</b>		<b>684,829,805</b>
<b>(c) Particulars in respect of Opening Stock and Closing Stock:</b>				
<b>Opening Stock</b>				
- Asbestos Sheet *	12,539	56,101,848	11,974	56,178,562
<b>Closing Stock</b>				
- Asbestos Sheet *	18,171	103,009,507	12,539	56,101,848

\* after adjusting 1,319 MT [Previous Year 770 MT] Self Consumption and 1,469 MT [Previous Year 1,062 MT] Dry waste loss and rejected sheets loss

(C) Wind Power

	2009-10	2008-09
<b>(a) Capacity &amp; Production:</b>		
Licensed Capacity	49 MW	49 MW
Installed Capacity	49 MW	49 MW
(i) Net Saleable Design Energy [annual basis]	429 Million Unit	429 Million Unit
<b>(ii) Production details and Parameters</b>		
Net Saleable Energy [20% Plant Availability]	86.70 Million Unit	80 Million Unit
	92%	94%
<b>(b) Sales :</b>		
Sale of Wind Power	Rs. 317,638,385	Rs. 282,724,891

(D) Details of Raw Materials, Stores and Spares Consumed:

	2009-10 Qty. MT	2009-10 Value (Rs.)	2008-09 Qty. MT	2008-09 Value (Rs.)
<b>(a) Raw Materials: *</b>				
<b>Cement Division</b>				
Indigenous : (100%)				
Limestone Raised	12,290,821	1,704,130,372	8,232,216	1,012,799,453
Clinker	211,380	701,990,455	30,341	74,979,460
Gypsum	324,205	765,420,953	234,560	466,685,458
Latent/iron Ore	308,038	128,842,444	211,111	90,428,884
Fly Ash	2,384,082	784,330,219	1,774,366	528,854,051
		<b>4,084,714,443</b>		<b>2,173,747,306</b>

Cement Product - Asbestos Sheets

	2009-10 Qty. MT	2009-10 Value (Rs.)	2008-09 Qty. MT	2008-09 Value (Rs.)
<b>(i) Indigenous : (29.61% (Previous Year 31.27%))</b>				
Cement OPC	38,994	85,103,213	36,755	71,710,769
Pulp	597	9,763,898	558	8,827,862
Fly Ash	27,511	8,716,815	25,861	8,228,197
<b>(ii) Imported: (70.39% (Previous Year 68.73%))</b>				
Fibre	7,186	246,229,570	6,585	195,088,517
		<b>349,813,496</b>		<b>283,855,345</b>

(b) Stores and Spares:

	2009-10 (In Rupees)	2008-09 (In Rupees)
(i) Indigenous	2,641,618,429	2,571,137,493
(ii) Imported	119,137,833	130,808,298
	<b>2,760,756,262</b>	<b>2,701,945,791</b>
	100%	100%

(E) The Central Government in exercise of the powers conferred under section 211(4) of the Companies Act, 1956 has granted exemption vide Ministry of Corporate Affairs letter No.46/119/2010-CL-III dated 14.05.2010 to the effect that the disclosure of quantitative details in compliance of paras 3(i)(a) and 3(ii)(d) of Part-II of Schedule-VI to the Companies Act, 1956 as amended vide Notification No.GSR 494(E) dated 30th October, 1973 shall not be necessary for the Hotel Business of the Company for the F.Y. 2009-10.

No class of goods is in excess of 10% of the total value of Company's turnover, purchases, goods traded, sales, consumption of raw material etc., in respect of which quantitative details are required to be disclosed.

	(In Rupees)			
	2009-10	2008-09		
<b>[F] Value of Imports [On CIF Basis]:</b>				
Stores and Spares	3,924,363,997	1,227,169,723		
Capital Equipment [including Capital Work-in-Progress]	3,925,636,825	3,183,327,938		
Steel Plates	314,880	450,337,423		
Raw Materials	251,486,834	142,244,651		
Foreign Currency Rate Difference [Adjusted in Capitalisation] [including (gain)/loss on forward contracts]	(4,793,490,578)	5,032,915,912		
Hydro Mechanical and Electromechanical Equipment	1,306,913,315	-		
Others	112,807	-		
<b>[G] Expenditure in Foreign Currency [including Expenditure During Construction Period]:</b>				
Travelling	16,767,388	14,517,495		
Technical Fees	191,778,361	183,155,930		
Contract Work Expenses	-	8,069,341		
Financial and Bank Charges	2,922,761	29,769,370		
Interest	896,743,657	671,653,485		
Others including Foreign currency rate difference	67,233,977	44,088,006		
<b>[H] Earnings in Foreign Exchange [including Income during Construction Period]:</b>				
Contract Receipts [Deemed Export]	-	5,760,259		
Cement Exports [FOB Value]	29,622,495	43,781,829		
Hospitality	208,154,523	282,312,811		
Interest	77,427,946	162,177,124		
Others	34,664,108	34,793,446		
Advance received from Real Estate Customers	54,623,855	161,062,023		
<b>[I] Dividend Paid to Non-Resident Share Holders in Foreign Currency</b>				
	During FY 2009-10		During FY 2008-09	
	Interim	Final	Interim	Final
	Div. I st FY	Div. for FY	Div. I st FY	Div. for FY
	2009-10	2008-09	2008-09	2007-08
Number of Share Holders	146	147	88	86
Number of Shares	635,260	706,210	686,610	700,050
	[Face Value	[Face Value	[Face Value	[Face Value
	Rs.2/-]	Rs.2/-]	Rs.2/-]	Rs.2/-]
Dividend Paid [Rs.]	343,040	282,484	205,983	205,835
				280,020
<b>By Jaypee Hotels Limited [Transferor Company]</b>				
Number of Share Holders				56
Number of Shares				17,200
				[Face Value
				Rs 10/-]
Dividend Paid [Rs.]				30,960

32 The External Commercial Borrowings [ECBs] outstanding as on 31.03.2010 of JPY 25447.50 million, USD 32.50 million, USD 21.10 million and USD 5 million, JPY 905.98 million, GBP 34.84 million and CAD 61.625 million are hedged in respect of coupon as well as repayment. Hedging of JPY to USD in respect of JPY 905.98 million will be done as soon as FE rates stabilise.

As on 31.03.2010, the Company has outstanding exposure of Euro 4.206 Million against Foreign Currency Convertible Bonds [FCCB-II] [Previous Year Euro 4.726 Million] and USD 354.475 Million against Foreign Currency Convertible Bonds [FCCB-III] [Previous Year USD 355.475 Million] unhedged pending conversion into Equity Share Capital.

USD 1.683 million [Previous Year USD 33.617 Million], Euro 1.682 Million [Previous Year Euro 21.494 Million] and CAD Nil [Previous Year CAD 61.625 Million] are parked overseas pending utilization.

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

**Relationships**

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

- (i) Jaiprakash Power Ventures Limited [previously known as Jaiprakash Hydro Power Limited]

- (ii) Jaypee Karcham Hydro Corporation Limited
- (iii) Jaypee Infratech Limited
- (iv) Himalayan Expressway Limited
- (v) Jaypee Ganga Infrastructure Corporation Limited
- (vi) Bina Power Supply Company Limited [subsidiary of Jaiprakash Power Ventures Limited]
- (vii) Sangam Power Generation Company Limited [w.e.f. 23.07.2009] [subsidiary of Jaiprakash Power Ventures Limited]
- (viii) Prayagraj Power Generation Company Limited [w.e.f. 23.07.2009] [subsidiary of Jaiprakash Power Ventures Limited]
- (ix) JPSK Sports Private Limited [Previous Year Joint Venture Subsidiary]
- (x) Jaypee Agra Vikas Limited [w.e.f. 16.11.2009]
- [b] Joint Venture Subsidiaries :**
  - (i) Madhya Pradesh Jaypee Minerals Limited
  - (ii) Bhilai Jaypee Cement Limited
  - (iii) Bokaro Jaypee Cement Limited
  - (iv) Jaypee Powergrid Limited [Joint Venture Subsidiary Company of Jaiprakash Power Ventures Limited]
  - (v) Gujarat Jaypee Cement and Infrastructure Limited
  - (vi) Jaypee Arunachal Power Limited [Joint Venture Subsidiary Company of Jaiprakash Power Ventures Limited]
- [c] Associate Companies:**
  - (i) Jaypee Ventures Private Limited
  - (ii) Jaypee Development Corporation Limited
  - (iii) Jaiprakash Kashmir Energy Limited
  - (iv) JIL Information Technology Limited
  - (v) Gaur & Nagi Limited
  - (vi) Indesign Enterprises Private Limited
  - (vii) Sonebhadra Minerals Private Limited
  - (viii) RPJ Minerals Private Limited
  - (ix) Jaypee Petroleum Private Limited
  - (x) Jaypee Hydro Carbons Private Limited
  - (xi) Jaypee Spa Infocom Limited [upto 25.02.2010]
  - (xii) Tiger Hills Holiday Resort Private Limited [w.e.f. 27.10.2009]
  - (xiii) Anvi Hotels Private Limited [w.e.f. 01.05.2009]
  - (xiv) Vasujai Estates Private Limited [w.e.f. 27.02.2010]
  - (xv) Samsun Estates Private Limited [w.e.f. 27.02.2010]
  - (xvi) Sunvin Estates Private Limited [w.e.f. 27.02.2010]
  - (xvii) Manumanik Estates Private Limited [w.e.f. 27.02.2010]
  - (xviii) Arman Estates Private Limited [w.e.f. 27.02.2010]
  - (xix) Suneha Estates Private Limited [w.e.f. 27.02.2010]
  - (xx) Pee Gee Estates Private Limited [w.e.f. 27.02.2010]
  - (xxi) Vinanra Housing & Constructions Private Limited [w.e.f. 27.02.2010]
  - (xxii) Sarveshwari Stone Products Private Limited [w.e.f. 23.10.2009]
  - (xxiii) Rock Solid Cement Limited [w.e.f. 08.03.2010]
  - (xxiv) MP Jaypee Coal Limited [w.e.f. 14.05.2009]
  - (xxv) MP Jaypee Coal Fields Limited [w.e.f. 04.01.2010]

**[d] Key Management Personnel:**

- (i) Shri Manoj Gaur, Executive Chairman
- (ii) Shri Sunil Kumar Sharma, Executive Vice Chairman

**Whole-time Directors:**

- (i) Shri Sunny Gaur, Managing Director [Cement]
- (ii) Shri Pankaj Gaur, Joint Managing Director [Construction]
- (iii) Shri S.D. Nailwal, Whole time Director
- (iv) Shri Ranvijay Singh, Whole time Director
- (v) Shri R.K.Singh, Whole time Director

**[e] Relatives of Key Management Personnel, where transactions have taken place**

- (i) Shri Gyan Prakash Gaur
- (ii) Shri P.K.Jain
- (iii) Smt.Rekha Dixit
- (iv) Shri Naveen Kumar Singh
- (v) Smt Manju Sharma
- (vi) Smt Neha Sharma

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

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

(In Rupees)

Nature of Transactions	Referred in 1(a) above	Referred in 1(b) above	Referred in 1(c) above	Referred in 1(d) above	Referred in 1(e) above
<b>Income</b>					
Contract Receipts	41,677,208,658	892,428,960	-	-	-
	(20,117,014,097)	(528,138,982)	-	-	-
Sale of Cement/ Other Material	121,275,128	169,476,028	3,141,966	-	-
	(13,260,715)	(146,152,016)	-	-	-
Dividend Received	233,250,450	-	23,004,493	-	-
	(1,667,700,900)	-	(11,760,000)	-	-
Machinery/Helicopter Hire Charges	6,879,166	162,500	150,000	-	-
	(195,517,194)	-	-	-	-
Rent	6,432,000	-	-	-	-
	(6,432,000)	-	-	-	-
Interest	-	-	-	-	-
Hotel Revenue	7,515,744	176,996	112,474	-	-
	(2,045,068)	(96,648)	(175,841)	-	-
Others	78,917,488	54,848,658	-	-	-
	(46,279,000)	(57,748,953)	-	-	-
Dividend Received from Jaypee Hotels Limited [Transferor Company]	-	-	-	-	-
	(72,089,897)	-	-	-	-
<b>Expenditure</b>					
Contract Expenses	-	-	-	-	-
Lease Rent	-	-	-	-	-
Technical Consultancy	-	-	399,763,349	-	-
	-	-	(418,676,621)	-	-
Purchase of Clinkers	-	555,982,090	-	-	-
Interest Paid	-	-	-	-	-
	(2,953,425)	-	-	-	-
Salaries & Other Amenities etc.	-	-	-	72,254,803	15,904,026
	-	-	-	(62,600,963)	(18,260,422)
Security & Medical Services	-	-	660,550,104	-	-
	-	-	(410,061,371)	-	-
Gratuity & Leave Encashment	-	-	-	-	-
	-	-	-	-	(1,335,513)
Rent	-	-	6,000,000	-	-
	-	-	(6,416,700)	-	-
<b>Others</b>					
Paid for Land (Real Estate)	5,131,750,000	-	-	-	-
	(1,939,326,800)	-	-	-	-
Purchase of Shares during the year	7,823,500,000	1,905,346,090	-	-	-
	(5,408,500,000)	(1,388,000,400)	-	-	-
Sale/Redemption of Shares during the year	-	-	84,000,000	-	-
Shares Issued during the Year	-	-	-	-	-
	-	-	(3,970,000,000)	-	-
<b>Outstandings as at 31st March</b>					
<b>Receivables</b>					
Advances to Suppliers, Mobilisation Advances, Security Deposits and Debtors	10,739,444,606	639,002,492	12,339,111,769	-	-
	(4,784,335,530)	(88,732,902)	(10,968,089,723)	-	-
<b>Payables</b>					
Mobilisation & Machinery Advances, Unsecured Loans, Security/Earnest Money and Creditors	17,154,142,945	119,744,970	217,124,170	3,970,580	490,835
	(15,889,570,235)	(142,929,252)	(9,316,541)	(3,732,791)	(368,273)

**Note:**

- Guarantees provided for Subsidiaries & Associates are disclosed elsewhere in the Notes to the Account.
- Previous Year figures are given in brackets.



**34. Segment Information**

Business Segement										(In Rupees)
Particulars	Construction	Cement / Cement Products	Hotel/ Hospitality	Real Estate	Power	Investments	Others	Unallocated	Total	
<b>[A] Segment Revenue</b>										
External	55,891,384,085	37,393,537,013	1,531,295,540	6,535,740,309	320,298,385	393,947,644	256,032,093	1,232,048,437	103,554,283,506	
	(29,283,636,502)	(23,101,132,679)	(1,557,532,267)	(4,413,521,184)	(282,857,936)	(1,684,647,711)	(155,196,322.00)	(1,001,386,518)	(61,479,911,119)	
Inter Segment Revenue	-	2,357,590,488	12,016,897	-	-	-	-	-	2,369,607,385	
	-	(1,330,680,597)	(71,732,413)	-	-	-	-	-	(1,402,413,010)	
<b>[B] Segment Results</b>										
Profit/(Loss) before Tax and Interest	11,710,435,030	10,578,712,819	89,822,931	2,596,840,864	162,028,716	393,947,644	69,601,879(-)	1,254,636,805	24,346,753,078	
	(7,643,273,367)	(6,849,663,818)	(296,220,263)	(2,171,018,704)	(135,155,668)	(1,694,647,711)(-)	(6,421,739)(-)	(1,220,586,653)	(17,552,971,139)	
Less: Interest Expenses									10,557,945,737	
									(5,043,199,316)	
<b>Profit before Tax</b>									<b>13,788,807,341</b>	
Profit on Sale of shares held in beneficiary Trust									13,163,538,746	
Provision for writing off claims - Iraq Woks									(1,016,261,224)	
Employee Compensation Expense - [ESPS]									(2,119,375,000)	
<b>Profit before Tax</b>									<b>23,816,709,863</b>	
									(12,509,771,829)	
<b>[C] Other Information</b>										
Provision for Tax Current Tax									4,396,896,775	
									(2,569,605,663)	
Deferred Tax									2,336,215,197	
									(894,397,096)	
Fringe Benefits Tax									-	
									(75,714,760)	
<b>Profit after Tax</b>									<b>17,083,597,891</b>	
									(8,970,054,310)	
Segment Assets	50,665,096,451	131,751,885,251	5,433,808,079	31,088,245,492	5,026,817,684	55,762,643,308	2,029,544,299	47,058,588,701	328,816,629,265	
	(37,595,871,450)	(104,750,282,659)	(5,042,455,408)	(21,555,316,697)	(2,745,134,456)	(44,652,022,76)	(1,449,849,947)	(34,402,509,440)	(252,193,442,821)	
Segment Liabilities	24,064,593,307	10,542,576,637	509,513,193	13,586,625,753	267,019,816	-	127,971,258	8,092,661,024	57,190,960,968	
	(22,488,945,349)	(6,913,201,056)	(528,183,265)	(14,428,123,480)	(39,885,674)	-	(106,246,358)	(5,206,538,874)	(49,711,124,056)	
Loans									179,087,248,132	
									(131,061,548,467)	
Capital Expenditure during the year including Capital Work-in-Progress	1,817,991,923	24,637,969,116	693,608,746	534,481,146	2,480,730,188	-	658,869,503	23,560,423	30,847,211,045	
	(1,284,634,629)	(30,221,650,268)	(1,141,956,167)	(92,924,303)	(22,103,687)	-	(391,009,499)	(39,498,061)	(33,193,776,614)	
Depreciation	1,078,626,958	3,058,299,318	170,640,180	6,266,252	142,742,897	-	20,828,158	83,207,548	4,560,611,311	
	(1,189,031,498)	(1,479,376,463)	(147,625,663)	(18,155,903)	(142,951,428)	-	(28,654,079)	(83,892,670)	(3,069,687,704)	
Non Cash expenditure other than depreciation	-	50,699,286	2,267,876	3,245,782	-	-	-	38,530,311	94,743,255	
	-	-	(2,818,005)	-	-	-	-	(410,782)	(3,228,787)	

[a] Segments have been identified in accordance with Accounting Standards on Segmental Reporting [AS-17] taking into account the organisation structure as well as differential risk and returns of these segments.

[b] Business segment has been disclosed as the primary segment.

[c] Types of Products and Services in each Business Segment:

- [i] Construction Civil Engineering Construction/EPC Contracts/Expressway
- [ii] Cement/Cement Products Manufacture and Sale of Cement, Clinker and Cement Products
- [iii] Hotel/Hospitality Hotels, Golf Course, Resorts and SPA
- [iv] Real Estate Real Estate Development
- [v] Power Generation and Sale of Energy
- [vi] Investments Investments in Subsidiaries and Joint Ventures for Cement, Power, Expressway, Sports etc.
- [vii] Others Includes Heavy Engineering Works, Hitech Castings, Coal, Sewerage Treatment Plant and Soya Oil etc.

[d] Segment Revenues, Operating Results, Assets and Liabilities include the amounts identifiable to each segment and amounts allocated on a reasonable basis.

[e] Segment Assets exclude Miscellaneous Expenditure & Deferred Tax Asset. Segment Liabilities exclude Deferred Tax Liability.

35 In accordance with the Accounting Standard [AS-20] on "Earnings Per Share", computation of Basic and Diluted Earnings Per Share is as under:

	(In Rupees)	
	2009-10	2008-09
[a] Net Profit for Basic Earnings Per Share as per Profit & Loss Account after extraordinary item	17,083,597,892	8,970,054,310
Add Employee Compensation Expense - [ESPS]*	2,119,375,000	-
Net Profit for Basic Earnings Per Share as per Profit & Loss Account before extraordinary item	19,202,972,892	8,970,054,310
Add Adjustment for the purpose of Diluted Earnings Per Share	1,383,627	-
Net Profit for Diluted Earnings Per Share as per Profit & Loss Account after extraordinary item	17,084,981,519	8,970,054,310
Net Profit for Diluted Earnings Per Share as per Profit & Loss Account before extraordinary item	19,204,356,519	8,970,054,310
[b] Weighted average number of equity shares for Earnings Per Share computation:		
(i) Number of Equity Shares at the beginning of the year	1,183,800,579	1,171,522,417
(ii) [a] Number of Shares allotted during the year	940,834,054	12,278,162
[b] Number of Shares to be allotted on amalgamation	-	218,010,985
(iii) Weighted average shares allotted/to be allotted during the year	929,811,772	216,011,146
(iv) Number of potential Equity Shares	111,696,159	102,068,420
(v) Weighted average for:		
[a] Basic Earnings Per Share	2,113,612,351	1,387,533,563
[b] Diluted Earnings Per Share	2,225,308,510	1,489,601,983
[c] Earnings Per Share before extraordinary		
(i) Basic	Rs. 9.09	Rs. 4.31
(ii) Diluted	Rs. 8.63	Rs. 4.01
[d] Earnings Per Share after extraordinary *		
(i) Basic	Rs. 8.08	Rs. 4.31
(ii) Diluted	Rs. 7.68	Rs. 4.01
[e] Face Value Per Share	Rs 2.00	Rs. 2.00

\* Employees Compensation Expense [ESPS] is an Extraordinary item - Refer Schedule "N"

The Company issued bonus shares on 19.12.2009 in the ratio of one equity share for every two equity shares for Rs.2/- each held on 18.12.2009.

After issue of bonus shares, earnings per share has been adjusted for the corresponding period of previous year.

36 (a) Provident Fund - Defined Contribution Plan

All employees are entitled to Provident Fund benefits. Rs.23,40,37,877/- [Previous Year Rs.18,39,52,056/-] has been debited in the Profit & Loss Account during the year.

(b) Gratuity and Leave encashment - Defined Benefit Plans - Provision made as per actuarial valuation. The Company has created a Trust namely, Jaiprakash Associates Employees Gratuity Fund Trust vide Trust Deed dated 30th March, 2009 and has submitted the same for registration with Income Tax Authorities. SBI Life Insurance Company Limited has been appointed for management of the Trust Fund for the benefit of the employees.

Sl No.	Particulars	(In Rupees)			
		FY 2009-10		FY 2008-09	
		GRATUITY	LEAVE ENCASHMENT	GRATUITY	LEAVE ENCASHMENT
I	Expenses recognised in the Statement of Profit & Loss Account/IEDC for the year ended				
1	Current Service Cost	57,824,870	77,487,342	51,767,357	58,911,378
2	Interest Cost	32,442,980	17,486,555	29,393,678	13,620,617
3	Employee Contribution	-	-	-	-
4	Actuarial (Gains)/ Losses	(22,361,217)	79,653,688	(23,363,554)	(3,712,518)
5	Past Service Cost	-	-	-	-
6	Settlement Cost	-	-	-	-
7	Total Expenses	67,906,633	174,627,585	57,797,481	68,819,477

(Contd.)

(In Rupees)

Sl No.	Particulars	FY 2009-10		FY 2008-09	
		GRATUITY	LEAVE ENCASHMENT	GRATUITY	LEAVE ENCASHMENT
II	Net Asset / (Liability) recognised in the Balance Sheet				
1	Present Value of Defined Benefit Obligation	466,793,768	339,807,808	405,537,254	218,581,937
2	Fair Value of Plan Assets	519,138,443	-	-	-
3	Funded Status [Surplus/ (Deficit)]	52,344,675	(339,807,808)	(405,537,254)	(218,581,937)
4	Excess of actual over estimated	14,749,156	-	-	-
5	Net Asset/ (Liability)	52,344,675	(339,807,808)	(405,537,254)	(218,581,937)
III	Change in Obligation during the Year				
1	Present value of Defined Benefit Obligation at the beginning of the year	405,537,254	218,581,937	367,420,984	170,257,683
2	Current Service Cost	57,824,870	77,487,342	51,767,357	58,911,378
3	Interest Cost	32,442,980	17,486,555	29,393,678	13,620,617
4	Settlement Cost	-	-	-	-
5	Past Service Cost	-	-	-	-
6	Employee Contributions	-	-	-	-
7	Actuarial (Gains) / Losses	(22,361,217)	79,653,688	(23,363,554)	(3,712,518)
8	Benefit Payments	(21,399,275)	(53,401,714)	(19,681,211)	(20,495,223)
9	Actual return on plan assets	14,749,156	-	-	-
10	Present Value of Defined Benefit Obligation at the end of the year	466,793,768	339,807,808	405,537,254	218,581,937
IV	Change in Assets during the Year				
1	Plan Assets at the beginning of the year	-	-	-	-
2	Assets acquired on amalgamation in previous year	-	-	-	-
3	Settlements	-	-	-	-
4	Expected return on Plan Assets	-	-	-	-
5	Contribution by Employer	525,788,562	-	-	-
6	Actual Benefit Paid	(21,399,275)	-	-	-
7	Actual Return on Plan Assets	14,749,156	-	-	-
8	Plan Assets at the end of the year	519,138,443	-	-	-

(c) Actuarial Assumptions

(i) Discount Rate	8.00%
(ii) Mortality	LIC (1994-1996) duly modified mortality tables
(iii) Turnover Rate	Upto 30 years - 2%, 30-44 years - 5%, Above 44 years - 3%
(iv) Future Salary Increase	5.50%

37 For the purpose of Regulation 3(e)(i) of the Securities and Exchange Board of India [Substantial Acquisition of Shares and Takeovers] Regulations, 1997, the "Group" constitute Shri Jaiprakash Gaur, his associates and Companies as disclosed to Stock Exchanges from time to time which include Jaiprakash Associates Limited (JAL), its Subsidiaries given under Sl.No.33(a) & (b) above, its Associates given under Sl.No.33(c) above and other Companies namely, Siddharth Utility Private Limited, Ironwill Holdings Private Limited and Ironwill Investments Private Limited.

38 Figures for the previous year have been regrouped/recast/rearranged wherever considered necessary to conform to this year's classification.

39 All the figures have been rounded off to the nearest lakh rupees [except in the Notes to the Account].

Signatures to Schedule "A" to "T"

For and on behalf of the Board

For M.P. SINGH & ASSOCIATES  
Chartered Accountants

MANOJ GAUR  
Executive Chairman & CEO

M.P. SINGH  
Partner  
M. No.1454, Firm Regn. No.002183C

SUNIL KUMAR SHARMA  
Executive Vice Chairman

Place : New Delhi  
Dated: 30th May, 2010

GOPAL DAS BANSAL  
Sr. Vice-President  
[Accounts]

R.B. SINGH  
C.F.O  
[Cement]

RAHUL KUMAR  
C.F.O

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

S.D. NAILWAL  
Director  
[Finance]

**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE PURSUANT TO  
PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956**

<b>I Registration Details:</b>			
Registration No.	19017	State Code No.	20
Balance Sheet Date	31.03.2010		
<b>II Capital raised during the period (Amount in Rs. Lakhs)</b>			
Public Issue	4421*	Rights Issue	Nil
Bonus Issue	14146	Private Placement	Nil
		Preferential Allotment	250**
* On conversion of Foreign Currency Conversion Bonds (FCCB's) and issue of shares on Amalgamation			
** Issue of shares under Employee Stock Purchase Scheme 2009			
<b>III Position of Mobilisation and Deployment of Funds (Amount in Rs. Lakhs)</b>			
Total Liabilities		2,736,551	
Total Assets		2,736,551	
<b>Sources of Funds</b>			
Paid-up Capital		42,493	
Reserve & Surplus		807,579	
Secured Loans		1,135,801	
Unsecured Loans		655,070	
Deferred Tax Liability		95,608	
		<u>2,736,551</u>	
<b>Application of Funds</b>			
Net Fixed Assets (including Capital Work-in-Progress)		1,451,032	
Investments		557,626	
Deferred Tax Asset		3,283	
Net Current Assets		724,610	
Miscellaneous Expenditure		-	
Accumulated Losses		-	
		<u>2,736,551</u>	
<b>IV Performance of Company (Amount in Rs. Lakhs)</b>			
Turnover		1,167,178	
Total Expenditure		929,011	
Profit/Loss Before Tax (+)		238,167	
Profit/Loss After Tax (+)		170,836	
<b>Before Extraordinary Items</b>			
Basic Earnings Per Share in Rs.		9.09	
Diluted Earnings Per Share in Rs.		8.63	
<b>After Extraordinary Items</b>			
Basic Earnings Per Share in Rs.		8.08	
Diluted Earnings Per Share in Rs.		7.68	
Dividend Rate (%)		54%	
<b>V Generic Names of three Principal Products/Services of the Company (as per Monetary terms)</b>			
Item Code No. (ITC Code)	252329.01		
Product/Services Description	Portland Cement		
Item Code No. (ITC Code)	Not Applicable		
Product/Services Description	Civil Construction / EPC Contractors		
Item Code No. (ITC Code)	Not Applicable		
Product/Services Description	Hotel / Hospitality & Golf Course		
Item Code No. (ITC Code)	Not Applicable		
Product/Services Description	Real Estate		
Item Code No. (ITC Code)	Not Applicable		
Product/Services Description	Thermal & Wind Power		

For and on behalf of the Board

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

**MANOJ GAUR**  
Executive Chairman & CEO

**M.P. SINGH**  
Partner  
M. No.1454, Firm Regn. No.002183C

**SUNIL KUMAR SHARMA**  
Executive Vice Chairman

Place : New Delhi  
Dated: 30th May, 2010

**GOPAL DAS BANSAL**  
Sr. Vice-President  
[Accounts]

**R.B. SINGH**  
C.F.O  
[Cement]

**RAHUL KUMAR**  
C.F.O

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

**S.D. NAILWAL**  
Director  
[Finance]





**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010**

	Rs. in Lakhs	
	2009-10	2008-09
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax as per Profit & Loss Account	238,167	125,098
Add back:		
(a) Depreciation	45,606	30,897
(b) Miscellaneous Expenses (Amortized)	948	1,244
(c) Interest on Borrowings	105,579	50,432
(d) Employee Compensation Expense [ESPS]	21,194	
(e) Loss on sale of Assets [Net]	98	747
	<u>173,425</u>	<u>83,320</u>
	411,592	208,418
Deduct:		
(a) Interest Income	(12,000)	(10,013)
(b) Dividend Income	(3,090)	(16,823)
(c) Profit on Sale of Shares held in Beneficiary Trusts	(131,635)	-
(d) Profit on Sale/Redemption of Shares/Mutual Funds	(849)	(24)
(e) Other Income	(399)	(2,258)
	<u>(147,973)</u>	<u>(29,118)</u>
Operating Profit before Working Capital Changes	263,619	179,300
Deduct:		
(a) Increase in Inventories	(32,501)	(24,732)
Less: Transfer from Transferor Companies	-	(1,425)
(b) Increase in Projects under Development	(62,998)	(39,990)
(c) Increase in Sundry Debtors	(126,299)	(43,586)
Less: Transfer from Transferor Companies	-	(2,006)
(d) Increase in Loans and Advances	(50,683)	(88,897)
Less: Transfer from Transferor Companies	-	(22,924)
	<u>(272,481)</u>	<u>(170,850)</u>
	(8,862)	8,450
Add:		
(a) Increase in Trade Payables & Other Liabilities	54,462	114,537
Less Transfer from Transferor Companies	-	29,903
	<u>54,462</u>	<u>84,634</u>
	54,462	84,634
Cash Generated from Operations	45,600	93,084
Deduct:		
(a) Tax Paid (including Fringe Benefits Tax)	(27,068)	(31,597)
<b>CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES "A"</b>	<b>18,532</b>	<b>61,487</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Outflow:		
(a) Purchase of Fixed Assets (including CWIP)	(308,473)	(431,093)
Less: Transfer from Transferor Companies	-	(96,388)
	<u>(308,473)</u>	<u>(332,705)</u>
(b) Purchase of Investments in Shares/Mutual Fund	(295,886)	(134,037)
Less: Transfer from Transferor Companies	-	(44,981)
	<u>(295,886)</u>	<u>(89,056)</u>
(c) Miscellaneous Expenditure	-	(380)
Less: Transfer from Transferor Companies	-	(380)
	<u>-</u>	<u>-</u>
	(604,359)	(421,761)
Inflow:		
(a) Sale/Transfer of Fixed Assets	821	290
(b) Sale/Redemption of Investments in shares/Mutual Fund	149,185	10,024
(c) Sale of Shares held in trusts *	168,079	-
(d) Interest Received	10,244	11,925
(e) Dividend Received	3,090	16,823
(f) Other Income	399	2,258
	<u>331,818</u>	<u>41,320</u>
Deduct:		
*Tax Paid on Sale of shares held in trusts	(22,371)	-
<b>NET CASH USED IN INVESTING ACTIVITIES "B"</b>	<b>(294,912)</b>	<b>(380,441)</b>

(Contd.)

		Rs. in Lakhs	
		2009-10	2008-09
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES:</b>			
Inflow:			
(a) Increase in Share Capital (Refer Note No.3)	311	4,606	
Less: Shares allotted to Shareholders of Transferor Companies	-	4,031	575
Increase in Security Premium (Refer Note No.3)	8,348		42,000
Increase in Borrowings (Net of Repayments)	480,254	480,059	
Less: Transfer from Transferor Companies	-	42,121	437,938
Increase in Reserves on account of Shares allotted by Transferor Companies after 01.04.2008 but before Valuation Date	-		16278
Capital Reserve on Buy back of Foreign Currency Convertible Bonds	136		8,664
		489,049	505,455
Outflow:			
Interest paid	(98,059)		(42,157)
Share application Money - transfer from transferor Companies	-		(5,293)
Upfront Payment of Equity Warrants Adjusted (Refer Note No 3)	-		(23,970)
Dividend Paid (including Tax on Dividend)	(17,551)		(8,131)
		(115,610)	(79,551)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>"C"</b>	<b>373,439</b>	<b>425,904</b>
<b>CASH AND CASH EQUIVALENTS ON AMALGAMATION</b>	<b>"D"</b>	<b>-</b>	<b>2,365</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>"A+B+C+D"</b>	<b>97,059</b>	<b>109,315</b>
CASH AND CASH EQUIVALENTS AS AT 01.04.2009 (OPENING BALANCE)		290,859	181,544
CASH AND CASH EQUIVALENTS AS AT 31.03.2010 (CLOSING BALANCE)		387,918	290,859

**Notes:**

1. Cash and Cash Equivalents:

	2009-10	2008-09
Cash-in-hand and Balances with Scheduled Banks in Rupees [including Rs. 867 Lakhs lying in Unpaid Dividend Account (Previous Year Rs. 651 Lakhs) which are not available for use by the Company].	387,657	273,370
Cash-in-hand and Balances with Non Scheduled Banks in Foreign Currency [including Iraqi Dinars 27,377 Million (equivalent to Rs.9.63 Lakhs) which are not available for use by the Company]	261	17,489

- Against the working capital cash credit limit of Rs. 26,300 Lakhs (Previous year Rs. 22,000 Lakhs) sanctioned by the Banks the outstanding balance as on 31st March, 2010 is Rs. 21,307 Lakhs (Previous Year Rs. 15,150 Lakhs)
- Increase in Share Capital & Share Premium is on account of
  - Conversion of Foreign Currency Convertible Bonds into Equity Shares. Correspondingly, the Borrowings have been decreased.
  - Issue of Equity Shares under ESPS Scheme.
  - Conversion of Equity Share Warrants into Equity Shares.
- Direct Taxes paid are treated as arising from Operating Activities (except relating to sale of shares held in trusts) and are not bifurcated between Investing and Financing activities.
- Previous year figures have been regrouped/rearranged wherever necessary.

For and on behalf of the Board

For M.P. SINGH & ASSOCIATES  
Chartered Accountants

M.P. SINGH  
Partner  
M. No.1454, Firm Regn. No.002183C

MANOJ GAUR  
Executive Chairman & CEO

SUNIL KUMAR SHARMA  
Executive Vice Chairman

Place : New Delhi  
Dated: 30th May, 2010

GOPAL DAS BANSAL  
Sr. Vice-President  
[Accounts]

R.B. SINGH  
C.F.O  
[Cement]

RAHUL KUMAR  
C.F.O

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

S.D. NAILWAL  
Director  
[Finance]

**ANNEXURE TO THE BALANCE SHEET AT AS 31st MARCH, 2010  
STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO COMPANY'S INTEREST IN THE SUBSIDIARY COMPANIES**

01	Name of Subsidiary Company	[A]	[B]	[C]	[D]	[E]	[F]	[G]	[H]
		31.03.2010	31.03.2010	31.03.2010	31.03.2010	31.03.2010	31.03.2010	31.03.2010	31.03.2010
02	Financial Year of the Subsidiary Company ended on								
03	Number of Shares held by Jaiprakash Associates Limited and its nominees in the Subsidiaries Companies at the end of the financial year of the Subsidiary Companies								
	(i) Equity Shares of Rs.10/- each - fully paid-up	1,598,000,600	271,350,000	149,450,400	1,325,000,000**	1,215,000,000	10,500,000	129,560,000	118,090,000
	(ii) Extent of holding	76.25%	100.00%	74.00%	100%	98.10%	70.00%	74.00%	100.00%
	(iii) Share Application Money (Rs.)	-	1,595,000,000	-	-	-	471,487,000	345,000,000	-
04	Date from which it became Subsidiary Company	04.03.1995	18.03.2006	11.04.2007	29.04.2002	05.04.2007	29.09.2006	30.01.2007	25.05.2007
05	The net aggregate of Profit / (Loss) of the Subsidiary Companies as far as it concerns the members of the Holding Company:								
	(i) Not dealt with in the Holding Company's Accounts:								
	(a) For the Financial Year of the Subsidiary	Rs.19,180 Lakhs	-	(Rs.357 Lakhs)	(Rs.201 Lakhs)	Rs 48,311 Lakhs	-	-	-
	(b) For the Previous Financial Years since it became the Holding Company's Subsidiary	Rs.39,728 Lakhs	-	-	-	Rs.25,244 Lakhs	-	-	-
	(ii) Dealt with in the Holding Company's Accounts:								
	(a) For the Financial Year of the Subsidiary	Rs.2,333 Lakhs	-	-	-	-	-	-	-
	(b) For the Previous Financial Years since it became the Holding Company's Subsidiary	Rs.9,332 Lakhs	-	-	-	-	-	-	-
06	Changes in the interest of Jaiprakash Associates Limited between the end of the Subsidiary's Financial Year and 31st March, 2010								
	Number of Shares acquired	-	-	-	-	-	-	-	-
	Material changes between the end of the Subsidiary's Financial Year and 31st March, 2010								
	(i) Fixed Assets (Net Addition) (Capital Work-in-Progress)	-	-	-	-	-	-	-	-
	(ii) Investments	-	-	-	-	-	-	-	-
	(iii) Moneys lent by the Subsidiary	-	-	-	-	-	-	-	-
	(iv) Moneys borrowed by the Subsidiary Company other than for meeting Current Liabilities	-	-	-	-	-	-	-	-

Contd.



**ANNEXURE TO THE BALANCE SHEET AT AS 31st MARCH, 2010  
STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO COMPANY'S INTEREST IN THE SUBSIDIARY COMPANIES**

01	Name of Subsidiary Company	(i)	(j)	(k)	(l)	(m)	(n)	(o)	(p)
		31.03.2010	31.03.2010	31.03.2010	31.03.2010	31.03.2010	31.03.2010	31.03.2010	
02	Financial Year of the Subsidiary Company ended on								
03	Number of Shares held by Jaiprakash Associates Limited and its nominees in the Subsidiaries Companies at the end of the financial year of the Subsidiary Companies								
	(i) Equity Shares of Rs.10/- each - fully paid-up	543,160	499,877,000	224,158,550	45,253,839	162,500,000	151,877,200	243,188,800	500,000
	(ii) Extent of holding	74.00%	90.56%	100.00%	74.00%	100.00%	100.00%	100.00%	100.00%
	(iii) Share Application Money (Rs.)	111,198,400	-	-	274,349,270	-	-	-	131,500,000
04	Date from which it became Subsidiary Company	26.12.2007	07.03.2008	15.05.2008	13.03.2008	23.04.2008	23.07.2009	23.07.2009	16.11.2009
05	The net aggregate of Profit / (Loss) of the Subsidiary Companies as far as it concerns the members of the Holding Company:								
	(i) Not dealt with in the Holding Company's Accounts:								
	(a) For the Financial Year of the Subsidiary Holding Company								
	(b) For the Previous Financial Years since it became the Holding Company's Subsidiary								
	(ii) Dealt with in the Holding Company's Accounts:								
	(a) For the Financial Year of the Subsidiary Holding Company								
	(b) For the Previous Financial Years since it became the Holding Company's Subsidiary								
06	Changes in the interest of Jaiprakash Associates Limited between the end of the Subsidiary's Financial Year and 31st March, 2010								
	Number of Shares acquired								
	Material changes between the end of the Subsidiary's Financial Year and 31st March, 2010								
	(i) Fixed Assets (Net Addition) (Capital Work-in-Progress)								
	(ii) Investments								
	(iii) Moneys lent by the Subsidiary								
	(iv) Moneys borrowed by the Subsidiary Company other than for meeting Current Liabilities								

\* Formerly known as Jaiprakash Hydro Power Limited

\*\* Shareholding in Jaypee Karcham Hydro Corporation Limited includes 49,00,00,000 Equity shares held by Jaiprakash Power Ventures Limited (Subsidiary Company).

\*\*\* First financial year of the Company will be ending on 31.03.2011

For and on behalf of the Board

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

**M.P. SINGH**  
Partner

M. No. 1454, Firm Regn. No.002183C

Place : New Delhi

Dated: 30th May, 2010

**GOPAL DAS BANSAL**  
Sr. Vice-President

[Accounts]

**MANOJ GAUR**  
Executive Chairman & CEO

**SUNIL KUMAR SHARMA**  
Executive Vice Chairman

**S.D. NAILWAL**  
Director  
[Finance]

**RAHUL KUMAR**  
C.F.O

**R.B. SINGH**  
C.F.O  
[Cement]

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

**AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF JAIPRAKASH ASSOCIATES LIMITED  
ON THE CONSOLIDATED FINANCIAL STATEMENTS OF JAIPRAKASH ASSOCIATES LIMITED AND ITS SUBSIDIARIES**

**The Board of Directors  
Jaiprakash Associates Limited**

1. We have audited the attached Consolidated Balance Sheet of Jaiprakash Associates Limited and its subsidiaries, as at 31st March 2010, and also the Consolidated Profit & Loss Account and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Jaiprakash Associates Limited management and have been prepared by the management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing by accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of certain subsidiaries, whose financial statements reflect total assets of Rs. 21,29,449 lacs as at 31st March 2010, the total revenues of Rs. 1,42,681 lacs and total cash flows amounting to Rs. 4,06,992 lacs for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us. Our opinion is based solely on the report of other auditors.
4. We report that the consolidated financial statements have been prepared by the Jaiprakash Associates Limited management in accordance with the requirements of Accounting Standards (AS) 21 'Consolidated Financial Statements', and Accounting Standards (AS) 23 'Accounting for Investments in Associates in Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India.
5. Based on our audit and on consideration of reports of other auditors on separate financial statements and on the other financial information of the components, and to the best of our information and according to the explanations given to us, we are of the opinion that the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
  - (a) in the case of the Consolidated Balance Sheet, of the state of affairs of Jaiprakash Associates Limited and its subsidiaries as at 31st March, 2010;
  - (b) in the case of the Consolidated Profit and Loss Account, of the profit of Jaiprakash Associates Limited and its subsidiaries for the year ended on the date; and
  - (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of Jaiprakash Associates Limited and its subsidiaries for the year ended on that date.

For M.P. SINGH & ASSOCIATES  
Chartered Accountants  
(CA M.P. Singh)  
Partner  
M.No.1454  
Firm Regn No. 002183C

Place : New Delhi  
Dated : 30th May, 2010

## CONSOLIDATED BALANCE SHEET

Rs. in Lakhs

	SCHEDULE	As at 31.03.10		As at 31.03.09	
<b>SOURCES OF FUNDS</b>					
<b>SHAREHOLDERS FUNDS</b>					
Share Capital	A [i]	42,493		23,676	
Share Capital Suspense	A [ii]	-		4,360	
Reserves and Surplus	B	811,534		615,713	
Equity Warrants		-	854,027	15,880	659,629
<b>MINORITY INTEREST (in Subsidiaries)</b>					
Share Capital		67,940		38,745	
Reserves and Surplus		30,991		32,689	
Share Application Money		1,708	100,639	100	71,534
<b>DEFERRED REVENUE</b>	C		23,397		15,867
<b>LOAN FUNDS</b>					
Secured Loans	D	2,616,081		1,343,725	
Unsecured Loans	E	911,027	3,527,108	588,290	1,932,015
<b>DEFERRED TAX LIABILITY</b>			96,392		72,004
<b>TOTAL FUNDS EMPLOYED</b>			<b>4,601,563</b>		<b>2,751,049</b>
<b>APPLICATION OF FUNDS</b>					
<b>FIXED ASSETS</b>					
Gross Block	F	1,848,684		1,225,155	
Less: Depreciation		284,687		225,642	
Net Block		1,563,997		999,513	
Capital Work-in-Progress [Including Incidental Expenditure Pending Allocation]		1,476,502	3,040,499	963,467	1,962,980
<b>INVESTMENTS</b>	G		105,864		109,641
<b>DEFERRED TAX ASSET</b>			4,079		3,041
<b>CURRENT ASSETS, LOANS &amp; ADVANCES</b>					
<b>CURRENT ASSETS</b>					
Inventories		142,532		108,157	
Projects under Development		380,696		113,869	
Sundry Debtors		145,168		76,284	
Cash and Bank Balances		848,519		392,141	
Other Current Assets		12,764		10,784	
Loans & Advances		525,468		381,575	
		2,055,147		1,082,810	
<b>LESS: CURRENT LIABILITIES &amp; PROVISIONS</b>					
Current Liabilities	I	516,645		343,580	
Provisions		90,722		65,113	
		607,367		408,693	
<b>NET CURRENT ASSETS</b>			1,447,780		674,117
<b>MISCELLANEOUS EXPENDITURE</b>	J		3,341		1,270
<b>TOTAL APPLICATION OF FUNDS</b>			<b>4,601,563</b>		<b>2,751,049</b>
Accounting Policies and Notes to the Consolidated Accounts	T				

For and on behalf of the Board

As per our report of even date attached to the Balance Sheet  
For M.P. SINGH & ASSOCIATES  
Chartered Accountants

MANOJ GAUR  
Executive Chairman & CEO

M.P. SINGH  
Partner  
M. No.1454, Firm Regn. No.002183C

SUNIL KUMAR SHARMA  
Executive Vice Chairman

Place : New Delhi  
Dated: 30th May, 2010

GOPAL DAS BANSAL  
Sr. Vice-President  
[Accounts]

R.B. SINGH  
C.F.O  
[Cement]

RAHUL KUMAR  
C.F.O

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

S.D. NAILWAL  
Director  
[Finance]



**CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED**

	SCHEDULE	2009-10	2008-09
Rs. in Lakhs			
<b>INCOME</b>			
Cement Sales [Gross]		392,173	251,017
Less: Excise Duty on Sales		40,218	32,995
Construction Revenue		351,955	218,022
Real Estate Revenue		131,864	82,603
Hotel/Hospitality Revenue		67,565	80,005
Sale of Energy		15,122	15,300
Sale of VERs		73,707	70,717
Asbestos Sheets Sales [Gross]		4,111	6,449
Less: Excise Duty on Sales		8,793	7,276
		562	(452)
Other Revenue	K	157,956	19,612
		810,511	499,532
<b>EXPENDITURE</b>			
(Increase)/Decrease in Stocks & Work-in-Progress	L	10,091	(10,178)
Manufacturing, Construction, Real Estate, Hotel/ Hospitality & Power Expenses	M	243,445	201,177
Excise Duty on Stocks		2,234	(452)
Personnel	N	59,409	29,547
Selling & Distribution Expenses	O	60,463	41,940
Other Expenses	P	57,739	38,949
Interest	Q	128,638	70,617
Depreciation		47,220	33,260
		609,239	404,860
Prior Period Adjustments		201,272	94,672
Profit before Tax		(593)	(101)
Provision for Taxation		200,679	94,571
Current Tax		59,144	33,566
Deferred Tax		23,351	8,991
Fringe Benefits Tax		-	757
Net Profit after Tax and before Minority Interest		118,184	51,257
Minority Share Holders Interest		6,266	9,232
Net Profit for the Period		111,918	42,025
Profit brought forward from Previous Year		152,192	169,176
Less: Reversal of Foreign Exchange Fluctuation for FY 07-08		-	(1,201)
Profit/(Loss) transferred from Transferor Company		-	3,904
Debtore Redemption Reserve no longer required		12,900	5,500
Profit available for appropriation		277,010	219,404
Less: Dividend Paid Pertaining to Previous year		1	31
Less: Transferred to Reserve for Redemption Premium on Foreign Currency Convertible Bonds		11,975	16,512
Less: Transferred to Debtore Redemption Reserve		60,886	27,890
Less: Transferred to General Reserve		24,000	11,215
Add: Tax on Proposed Final Dividend Reserved		396	796
Add: Final Dividend Received from Jaypee Hotels Limited [Transferor Company]		-	1
Add: Final Dividend Received by Jaiprakash Enterprises Limited [Transferor Company]		240	321
Add: Final Dividend Transferred from Trusts		705	-
Add: Minority Shareholders Interest for Appropriation		6,266	9,232
Less: Interim Dividend		7,571	10,571
Less: Interim Dividend received by Trusts		(682)	-
Less: Interim Dividend received by Jaiprakash Enterprises Limited [Transferor Company]		-	(241)
Tax on Interim Dividend		1,287	3,048
Proposed Final Dividend		11,473	6,957
Tax on Proposed Final Dividend		1,906	1,579
Balance carried to Balance Sheet		166,200	152,192
Accounting Policies and Notes to the Consolidated Accounts	T		
Earnings Per Share [EPS] [Post Bonus] [Face Value of Rs.2/- per Share]			
<b>Before Extraordinary Items</b>			
Basic Earnings per Share		6.30	2.02
Diluted Earnings per Share		5.98	1.88
Earnings Per Share [EPS] [Post Bonus] [Face Value of Rs.2/- per Share]			
<b>After Extraordinary Items * [Refer Note No. 13 Schedule "T"]</b>			
Basic Earnings per Share		5.30	2.02
Diluted Earnings per Share		5.03	1.88

As per our report of even date attached to the Balance Sheet  
 For M.P. SINGH & ASSOCIATES  
 Chartered Accountants

M.P. SINGH  
 Partner  
 M. No.1454, Firm Regn. No.002183C

Place : New Delhi  
 Dated: 30th May, 2010

GOPAL DAS BANSAL  
 Sr. Vice-President  
 [Accounts]

R.B. SINGH  
 C.F.O  
 [Cement]

RAHUL KUMAR  
 C.F.O

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

S.D. NAILWAL  
 Director  
 [Finance]

For and on behalf of the Board

MANOJ GAUR  
 Executive Chairman & CEO

SUNIL KUMAR SHARMA  
 Executive Vice Chairman

		Rs. in Lakhs	
		As at 31.03.10	As at 31.03.09
<b>CONSOLIDATED SCHEDULE "A"</b>			
<b>SHARE CAPITAL</b>			
<b>Authorised</b>			
12,34,40,00,000	Equity Shares of Rs.2/- each	246,880	246,880
31,20,000	Preference Shares of Rs.100/- each	3,120	3,120
		<b>250,000</b>	<b>250,000</b>
<b>(i) Issued, Subscribed and Paid-up</b>			
2,124,634,633	Equity Shares of Rs.2/- each fully paid up [Previous Year 118,38,00,579] comprising of		
	- 86,08,65,055 Equity Shares [Previous Year 86,08,65,055] allotted as fully paid-up for consideration other than cash in terms of the Scheme of Amalgamation effective from 11.03.2004;		
	- 2,02,19,850 Equity Shares [Previous Year 2,02,19,850] allotted for cash under "Jaypee Employees Stock Purchase Scheme 2002";		
	- 17,13,79,601 Equity Shares [Previous Year 16,83,36,849] allotted for cash on conversion of Foreign Currency Convertible Bonds;		
	- 12,43,78,825 Equity Shares [Previous Year 12,43,78,825] allotted as fully paid in terms of Scheme of Amalgamation effective from 22.08.2006;		
	- 1,00,00,000 Equity Shares allotted for cash to Promoters on Preferential Basis; [Previous Year 1,00,00,000];		
	- 21,80,10,985 Equity Shares allotted pursuant to Scheme of Amalgamation effective from 27.05.2009;		
	- 1,25,00,000 Equity Shares allotted for cash under "Jaypee Employees Stock Purchase Scheme 2009" and		
	- 70,72,80,317 Equity Shares allotted as fully paid Bonus Shares.	42,493	23,676
<b>(ii) Share Capital Suspense</b>			
Nil	Equity Shares of Rs.2/- each fully paid up [Previous Year 21,80,10,985] to be allotted pursuant to Scheme of Amalgamation, for consideration other than cash, effective from 27.05.2009	-	4,360
		<b>42,493</b>	<b>28,036</b>

**CONSOLIDATED SCHEDULE "B"**  
**RESERVES AND SURPLUS**

**General Reserve**

As per last Balance sheet	141,289		37,322	
Add : Transfer from Profit & Loss Account	24,000		11,215	
Add : Arising on Amalgamation	-		89,461	
Add : Transfer from Transferor Companies	-		585	
Add : Adjustment *	5,552		3,526	
Less: Foreign Currency Fluctuation on long term monetary items	-	170,841	820	141,289

**Capital Redemption Reserve**

As per last Balance sheet	113		100	
Transfer from Transferor Companies	-		113	
Less: Adjustment *	-	113	100	113

**Debenture Redemption Reserve**

As per last Balance sheet	49,816		27,426	
Add : Provided during the Year	60,886		27,890	
	110,702		55,316	
Less : Transfer to Profit & Loss Account on Redemption	12,900	97,802	5,500	49,816

**Revaluation Reserve**

As per last Balance sheet	30,729		30,885	
Add : Transfer from Transferor Companies	-		84	
Less: Adjustment *	-		74	
	30,729		30,895	
Less: Depreciation adjusted on Revalued Amount	339	30,390	166	30,729

**Capital Reserve**

As per last Balance sheet	11,156		2,491	
Add : Transfer from Transferor Companies	-		4	
Less: Adjustment *	-		3	
Add : Gain on buy back of Foreign Currency Convertible Bonds	136		8,664	
Add : Addition during the year	36,106	47,398	-	11,156

**Securities Premium Account**

As per last Balance sheet	238,778		190,199	
Add : Transfer from Transferor Company	-		4,862	
Less: Adjustment *	-		4,862	
Add : Shares Issued under Employees Stock Purchase Scheme,2009	28,444		-	
Add : Conversion of Foreign Currency Convertible Bonds into Shares	1,098		49,761	
Less: Goodwill Written off as per Scheme of Amalgamation	10,698		-	
Less: Issue of Bonus Shares	14,146		-	
Less: Pre IPO Expenses	-	243,476	1,182	238,778

**Reserve for Redemption Premium of Foreign Currency Convertible Bonds**

As per last Balance sheet	24,328		7,816	
Add : Provided for the Year	11,975	36,303	16,512	24,328



	Rs. in Lakhs	
	As at 31.03.10	As at 31.03.09
<b>CONSOLIDATED SCHEDULE "B" (Contd.)</b>		
Share Forfeited Account		
Transfer from Transferor Company	1	1
Capital Reserve on Consolidation	85,800	-
Less Goodwill arising on Consolidation adjusted	35,799	-
Surplus		
As per Profit & Loss Account	166,200	152,192
	842,525	648,402
Less: Minority Share Holders Interest in Reserve & Surplus	30,991	32,689
	811,534	615,713

\*Adjustment is on account of Goodwill written off in earlier years now reversed (Previous Year Adjustment is on account of Jaypee Hotels Limited, Gujarat Anjan Cement Limited and Jaypee Cement Limited amalgamating with the company, consequently extinguishing as subsidiary of the Company w.e.f 01.04.2008)

**CONSOLIDATED SCHEDULE "C"**
**DEFERRED REVENUE**

Advance against depreciation		
As Per last Balance Sheet	15,867	9,606
Add: Addition during the Year	7,905	7,905
Add : Prior Period Adjustments	(375)	(1,644)
	23,397	15,867

**CONSOLIDATED SCHEDULE "D"**
**SECURED LOANS**
**A. DEBENTURES**

Secured Non-Convertible Debentures		468,488		108,976
------------------------------------	--	---------	--	---------

**B. TERM LOANS**

1. From Financial Institutions				
(a) In Rupees	175,764		128,366	
(b) In Foreign Currency	10,592	186,356	13,653	
2. From Banks				
(a) In Rupees	1,827,997		1,013,612	
(b) In Foreign Currency	73,243		35,816	
3. From Others	16,545		8,000	
4. Buyers Credit	8,012	2,112,153	10,822	1,210,269

**C. WORKING CAPITAL LOANS**

From Banks				
(i) For Working Capital In Rupees	22,716		15,150	
(ii) For Overseas Works	-	22,716	780	15,930

**D. ADVANCES FROM CLIENTS**

From GOVERNMENT DEPARTMENTS, PUBLIC SECTOR UNDERTAKINGS & OTHERS-				
Secured against hypothecation of Construction Material and Plant & Machinery				
(a) Interest Bearing	606		606	
(b) Non Interest Bearing Rs NIL [Previous Year Rs 12,516]	-	606	-	606

**E. LOAN FROM STATE GOVERNMENT [INTEREST FREE]**

	12,118		7,944	
	2,616,081		1,343,725	

**CONSOLIDATED SCHEDULE "E"**
**UNSECURED LOANS**

A. Foreign Currency Convertible Bonds		254,448		187,186
B. Foreign Currency Loans from Banks [ECB]				
ECB [USD]	124,379		142,215	
ECB [GBP]	22,566		24,705	
ECB [CAD]	23,310	170,255	25,316	192,236
C. Non Convertible Debentures		14,216		28,432
(Repayable within one year - Rs 14,216 Lakhs (Previous Year Rs 28,216 Lakhs)				
D. Short Term Loans				
From Financial Institutions	20,000		-	
From Banks	116,875		135,834	
From Others	1,000	137,875	-	135,834
(Repayable within one year - Rs 126,875 Lakhs; Previous year 65,834 Lakhs)				
E. Sales Tax Deferment Loan		186		600
(Repayable within one year- Rs NIL; Previous Year Rs 600 Lakhs )				
F. Commercial Papers [Maximum Amount outstanding during the Year Rs 50,000 Lakhs]		50,000		-
(Repayable within one year- Rs 50,000 Lakhs )				
G. Bills Discounting		19,684		9,261
(Repayable within one year- Rs 19,684 Lakhs; Previous Year Rs 9,261 Lakhs )				
H. Fixed Deposit Scheme		140,483		24,004
(Repayable within one year- Rs 52,629 Lakhs; Previous Year Rs 11,072 Lakhs)				
I. From Others (including Deposits from Stockists & Sales Promoters )		123,880		10,737
		911,027		588,290

**CONSOLIDATED SCHEDULE "F" : FIXED ASSETS**

PARTICULARS	Rs. in Lakhs											
	GROSS BLOCK						DEPRECIATION				NET BLOCK	
	As On 01.04.09	Transfer from Transferor Companies	Addition During the year	Sale/Transfer/ insurance claim Adjustment During the Year	As On 31.03.10	Upto 31.03.09	Transfer from Transferor	For the Year	Sale/ Adjustment	Up to 31.03.10	As on 31.03.10	As on 31.03.09
Goodwill on Consolidation	21,120	-	-	21,120	-	5,552	-	-	5,552	-	-	15,568
Goodwill on Amalgamation Land	-	-	106,979	-	106,979	-	10,698	-	10,698	96,281	-	-
(a) Leasehold Land	50,900	-	72,653	1,429	122,124	102	32	-	134	121,990	51,085	-
(b) Freehold Land	27,322	-	13,870	416	40,776	-	-	-	-	40,776	27,035	-
Building	79,864	-	96,914	509	178,289	9,341	2,597	8	11,930	166,359	70,543	-
Purely Temporary Erections	5,768	-	864	150	6,482	4,374	1,544	150	5,768	714	1,394	-
Plant & Machinery	736,173	-	313,705	6,343	1,043,535	163,145	38,661	3,554	198,252	845,283	573,028	-
Captive Thermal Power Plant	74,307	-	39,135	-	113,442	8,738	5,344	-	14,082	99,360	65,599	-
Hydraulic Works	135,699	-	30	-	135,929	14,076	3,683	-	17,759	118,170	121,823	-
Wind Turbine Generators	27,074	-	(948)	-	26,126	2,097	1,427	-	3,524	22,602	24,977	-
Railway siding	9,005	-	2,613	-	11,618	1,329	564	-	1,893	9,725	7,676	-
Golf Course	3,710	-	-	-	3,710	1,201	176	-	1,377	2,333	2,509	-
Miscellaneous Fixed Assets (Hotel)	3,683	-	111	4	3,790	1,418	165	1	1,582	2,208	2,265	-
Motor Vehicles	10,004	-	2,018	190	11,832	3,998	972	136	4,834	6,998	6,006	-
Furniture & Office Equipment	18,719	-	3,934	117	22,536	7,427	1,840	80	9,187	13,349	11,292	-
Ships: Boat	9	-	-	-	9	2	1	-	3	6	7	-
Helicopter	11,050	-	-	-	11,050	1,158	619	-	1,777	9,273	9,892	-
Sports Complex	4,913	-	-	-	4,913	8	-	-	8	4,905	4,905	-
Capital Assets - Not owned by the Company (Roads)	269	-	-	-	269	269	-	-	269	-	-	-
Mining Rights	450	-	-	-	450	-	-	-	-	450	450	-
Technical Books	3	-	-	-	3	3	-	-	3	-	-	-
Live Stock	-	-	-	-	-	-	-	-	-	-	-	-
Intangible Assets	-	-	-	-	-	-	-	-	-	-	-	-
Deferred Revenue Expenditure	4,800	-	-	-	4,800	1,321	270	-	1,591	3,209	3,479	-
Fees Paid to Franchiser	93	-	-	71	22	83	4	71	16	6	10	-
	1,225,155	-	653,878	30,349	1,848,684	225,642	68,597	9,592	284,687	1,563,997	999,513	-
<b>PREVIOUS YEAR</b>	<b>882,226</b>	<b>33,755</b>	<b>350,653</b>	<b>41,479</b>	<b>1,225,155</b>	<b>188,347</b>	<b>10,384</b>	<b>44,500</b>	<b>17,589</b>	<b>225,642</b>	<b>999,513</b>	<b>-</b>
<b>CAPITAL WORK IN PROGRESS</b>										<b>1,476,502</b>	<b>963,467</b>	

**Note:**

- (i) Depreciation for the year, includes Rs. 9,119 Lakhs (Previous Year Rs. 10,917 Lakhs) on assets used for Projects under implementation and shown in Schedule "S" Expenditure During Construction Period
- (ii) Depreciation for the year includes Rs. Nil (Previous Year 74 Lakhs) pertaining to previous year

	Rs. in Lakhs	
	As at 31.03.10	As at 31.03.09
<b>CONSOLIDATED SCHEDULE "G"</b>		
<b>INVESTMENTS (AT COST)</b>		
<b>Other Investments</b>		
<b>[A] INVESTMENT IN ASSOCIATE COMPANY</b>		
(i) 10,000 Equity Shares of Jaiprakash Kashmir Energy Limited of Rs 10/- each fully paid up	1	1
(ii) 50,000 Equity Shares of Indesign Enterprises (P) Ltd, Cyprus of Cyprus Pound 1/- each fully paid-up	72	72
(iii) 7,36,620 Equity Shares of RPJ Minerals Pvt Ltd. of Rs 10/- each , fully paid up	1,213	1,213
(iv) 23,575 Equity Shares of Sonebhadra Minerals Pvt Ltd. of Rs 10/- each , fully paid up	633	633
(v) 49,00,000 Equity Shares of MP Jaypee Coal Limited of Rs.10/- each fully paid up	490	-
(vi) 4,90,000 Equity Shares of MP Jaypee Coal Fields Limited of Rs. 10/- each fully paid up	49	-
(vii) Nil 14% Non-cumulative, Non-convertible Redeemable Preference Shares of Jaypee Ventures Private Limited of Rs.100/- each fully paid up [Previous Year 8,40,000]	-	127
		2,458
<b>[B] OTHER INVESTMENTS</b>		2,046
<b>(a) Quoted</b>		
(i) 15,350 Equity shares of Capital Trust Limited of Rs 10/- each fully paid up	2	2
(ii) 100 Equity shares of IFCI Limited of Rs 10/- each fully paid up [Rs 3,500/-]	-	-
(iii) 7,21,600 Equity Shares of Indian Overseas Bank of Rs 10/- each fully paid up	72	72
(iv) 1,65,900 Equity Shares of PNB Gilts Limited of Rs 10/- each fully paid up	50	50
(v) 20,000 Equity Shares of Saket Projects Limited of Rs.10/- each fully paid up	2	2
(vi) 8,68,000 Equity Shares of Sumeru Industries Ltd. of Rs 1/- each fully paid up	6	6
		132
<b>(b) Unquoted</b>		
(i) 5 Equity Shares of Makers Chamber VI Premises Co-operative Society Limited, Bombay of Rs.50/- each fully paid up [Rs.250/-]	-	-
(ii) 5,000 Equity Shares of Tourism Advisory Financial Service Corpn. of India Ltd of Rs.100/- each fully paid up	5	5

	Rs. in Lakhs	
CONSOLIDATED SCHEDULE "G" (Contd.)	As at 31.03.10	As at 31.03.09
(iii) 05 Equity Shares of Sanukt Members' Association of Rs. 100/- each fully paid-up [Rs. 500/-]	-	-
(iv) 20,35,000/- Equity Shares of Jaypee DSC Ventures Limited of Rs 10/- each fully paid-up	204	204
(v) 8,40,000 Equity Shares of UP Asbestos Limited of Rs. 10/- each fully paid up [Rs 1/-]	-	-
(vi) 50,000 Equity Shares of Jaypee Agra Vikas Ltd of Rs. 10/- each fully paid up	5	-
	214	209
<b>[C] BULLION</b>		
Gold [27 kgs]	260	260
<b>[D] INTEREST IN BENEFICIARY TRUST</b>		
(i) JHL Trust	4,603	6,542
(ii) JCL Trust	33,105	50,605
(iii) GACL Trust	19,606	34,207
(iv) JEL Trust	3,085	5,489
	60,399	96,843
<b>[E] GOVERNMENT SECURITIES</b> (pledged with various Govt. Departments as security)		
National Savings Certificates [Face Value Rs. NIL (Previous Year Rs 4,000/-)]	-	-
<b>[F] MUTUAL FUNDS &amp; GOLD ETFs</b>	14,950	-
<b>[G] LIQUID FUNDS</b>	25,985	-
<b>[H] SHARE APPLICATION MONEY:</b>		
(i) Jaypee Kashmir Energy Limited	101	101
(ii) RPJ Minerals Pvl Ltd.	50	50
(iii) Jaypee Agra Vikas Limited	1,315	-
(iv) Advance to LIC Mutual Fund	-	10,000
	1,466	10,151
	105,864	109,641

**Note:**

- Aggregate cost of  
 Quoted Investments (Market Value Rs. 721 Lakhs (Previous Year Rs 367 Lakhs)) Rs. 13,100,000 Rs. 13,100,000  
 Unquoted Rs. 10,426,481,148 Rs. 10,935,648,605  
 Government Securities - 4,000
- Except investments in Mutual Funds, Gold ETFs and Liquid Funds all investments are Non Trade, Long term Investments
- Since the Market Rate of Saket Project Limited was not available in any of the Stock Exchanges, Market Value has been considered equivalent to Face Value.

**CONSOLIDATED SCHEDULE "H"**  
**CURRENT ASSETS, LOAN & ADVANCES**
**A. CURRENT ASSETS**

<b>1. INVENTORIES (As per inventories taken valued and certified by the Management)</b>			
(a) Stores and Spare Parts (at cost)	63,760	45,380	
(b) Construction Materials (at cost)	41,642	18,686	
(c) Raw Materials - Cement Division (at cost)	3,638	707	
(d) Raw Materials - Asbestos Sheets (at cost)	897	357	
(e) Finished Goods - Cement Division (at estimated cost or net realisable value whichever is lower)	13,474	3,169	
(f) Finished Goods - Asbestos Sheets (at estimated cost or net realisable value whichever is lower)	1,030	561	
(g) Food and Beverage (at cost)	139	125	
(h) Finished Goods - Hollow Blocks [at estimated cost or net realisable value whichever is lower]	-	3	
(i) Stock in Process - Cement Division (at estimated cost)	9,757	2,324	
(j) Work-in-Progress- Construction Division (at estimated cost)	6,027	34,302	
(k) Goods in Transit	2,168	2,543	
	142,532	108,157	
<b>2. PROJECTS UNDER DEVELOPMENT (Refer Schedule R)</b>	380,696	113,869	
<b>3. SUNDRY DEBTORS</b> (Unsecured, considered good)			
(a) Debts outstanding for a period exceeding six months			
(i) From Overseas Works	10,163	10,163	
Less: Provision for writing of Iraq Claims	(10,163)	-	
(ii) From Others	42,162	30,795	
(iii) Considered Doubtful	148	155	
Less: Provision for Bad & Doubtful Debts	(148)	155	
(b) Other Debts	42,162	155	
	103,006	145,168	35,326
<b>4. CASH AND BANK BALANCES</b>			
(a) Cash, Cheques in hand & in transit	10,759	32,099	
(b) Balances with Scheduled Banks			

		Rs. in Lakhs	
CONSOLIDATED SCHEDULE "H" (Contd.)		As at 31.03.10	As at 31.03.09
(i) In Current & Cash Credit Account	118,888		91,310
(ii) In Fixed Deposits Account (Fixed Deposits of Rs 12,396 Lakhs Previous year Rs.10,586 Lakhs pledged as Margin Money with Banks & Others)	698,490		239,012
(iii) Balance in Dividend Accounts	<u>1,062</u>	818,440	838
(c) Balance with Non-Scheduled (Foreign) Banks			
(i) In Current Account		261	499
(ii) In Fixed Deposit Account		-	16,990
(d) In Trust & Retention Account			
(i) In Current Account	4,381		3,118
(ii) In Fixed Deposit Account	<u>14,678</u>	<u>19,059</u>	<u>8,275</u>
		848,519	392,141
<b>5. OTHER CURRENT ASSETS</b>			
(a) Interest accrued on Fixed Deposits & Others (From Banks Rs. 3,609 Lakhs ;Previous year Rs. 1,635 Lakhs)	7,223		4,587
(b) Deferred Receivable	5,541	12,764	6,197
		<u>1,529,679</u>	<u>701,235</u>
<b>B. LOANS AND ADVANCES (Unsecured, Considered Good)</b>			
Advances to Suppliers, Contractors, Sub-Contractors & Others		201,990	112,884
Advances for Land		23,276	22,660
Staff Imprest and Advances		1,061	640
Claims and Refunds Receivable		48,075	44,120
Prepaid Expenses		14,323	18,449
Deposits with Govt. Deptts.Public Bodies and others			
(a) Govt. Deptts.& Public Bodies	35,223		22,462
(b) Others			
(i). Real Estate	120,001		107,000
(ii) Others	<u>491</u>	155,715	<u>521</u>
Work Contract Tax/ Sales Tax Recoverable		6,170	4,358
Advance Tax & Income Tax deducted at source		74,858	48,481
		<u>525,468</u>	<u>381,575</u>
<b>GRAND TOTAL</b>		<u>2,055,147</u>	<u>1,082,810</u>
<b>CONSOLIDATED SCHEDULE "I"</b>			
<b>CURRENT LIABILITIES AND PROVISIONS</b>			
<b>A. CURRENT LIABILITIES</b>			
Sundry Creditors			
(a) Due to Micro, Small and Medium Enterprises			
(b) Others	158,499	158,499	99,079
Advance from Customers			
(a) Real Estate	246,626		130,393
(b) Others	<u>7,711</u>	254,337	<u>16,293</u>
Due to Staff		7,437	5,484
Due to Directors		44	37
Adjustable Receipts against Contracts (Against Guarantees)			
(a) Interest Bearing	14,203		21,283
(b) Non Interest Bearing	<u>4,712</u>	18,915	<u>5,182</u>
Other Liabilities		52,800	50,736
Expenses Payable		895	734
Interest accrued but not due on loans		22,656	13,521
Investor Education and Protection Fund: (Appropriate amounts shall be transferred to "Investor Education and Protection Fund" if and when due)			
(a) Unclaimed Dividend	1,015		786
(b) Unclaimed Dividend of Transferor Company	<u>47</u>		<u>52</u>
		1,062	838
		<u>516,645</u>	<u>343,580</u>
<b>B. PROVISIONS</b>			
For Taxation		72,867	45,407
For Gratuity		117	4,166
For Provident Fund		654	530
For Leave Encashment		3,705	2,319
For 2nd Interim Dividend		-	3,551
For Tax on 2nd Interim Dividend		-	604
For Proposed Final Dividend		11,473	6,957
For Tax on Proposed Final Dividend		<u>1,906</u>	<u>1,579</u>
		<u>90,722</u>	<u>65,113</u>
<b>GRAND TOTAL</b>		<u>607,367</u>	<u>408,693</u>

	Rs. in Lakhs	
	As at 31.03.10	As at 31.03.09
<b>CONSOLIDATED SCHEDULE "J "</b>		
<b>MISCELLANEOUS EXPENDITURE</b>		
(To the extent not written off or adjusted)		
Preliminary Expenses	455	1,267
Share & Debenture Issue Expenses	2,886	-
Deferred Revenue Expenses	-	3
	<b>3,341</b>	<b>1,270</b>

	Rs. in Lakhs	
	2009-10	2008-09
<b>CONSOLIDATED SCHEDULE "K"</b>		
<b>OTHER REVENUE</b>		
Dividends from Non Trade Investments	264	575
Dividends from Trade Investments (Mutual Funds and Liquid Funds)	494	-
Rent	61	30
Machinery Rentals	58	30
Profit on Sale/Redemption of Shares/Mutual Funds	849	24
Profit on Sale of shares held in beneficiary Trust	131,635	-
Interest (including Rs. 14,143 Lakhs from Banks) (TDS Rs 1,536 Lakhs)	15,840	13,838
Miscellaneous	8,755	5,115
	<b>157,956</b>	<b>19,612</b>

<b>CONSOLIDATED SCHEDULE "L"</b>				
<b>(INCREASE) / DECREASE IN STOCKS &amp; WORK IN PROGRESS</b>				
<b>OPENING STOCK</b>				
Finished Goods	3,733		3,215	
Finished Goods - Transfer from Transferor Company	-		4	
Stock-in-process	2,324	6,057	3,006	6,225
<b>LESS: CLOSING STOCK</b>				
Finished Goods	14,484		3,733	
Stock-in-process	9,757	24,241	2,324	6,057
<b>WORK-IN-PROGRESS- CONSTRUCTION DIVISION</b>				
Opening Work-in-Progress	34,302		23,920	
Opening Work-in-Progress - Transfer from Transferor Company	-		36	
Less: Closing Work-in-Progress	6,027	28,275	34,302	(10,346)
	<b>10,091</b>		<b>(10,178)</b>	

<b>CONSOLIDATED SCHEDULE "M"</b>		
<b>MANUFACTURING ,CONSTRUCTION, REAL ESTATE, HOTEL/ HOSPITALITY &amp; POWER EXPENSES</b>		
Raw Materials Consumed -Cement Division	36,887	21,737
Raw Materials Consumed -Asbestos Sheets	3,510	2,849
Construction Expenses	20,785	43,520
Real Estate Expenses	33,771	31,991
O & M charges for ICF to SJVNL	214	126
Consumption of Food & Beverages etc.	1,468	1,353
Hotel & Golf Course Operating Expenses	2,982	5,067
Hire Charges & Lease Rentals of Machinery	131	62
Power, Electricity & Water Charges	46,766	25,413
Repairs & Maintenance of Machinery	18,822	18,985
Repairs to Building and Camps	2,538	1,339
Stores and Spares Consumed	13,889	12,357
Coal and Packing Materials Consumed	64,505	38,651
Freight, Octroi & Transportation Charges	21,329	12,665
	<b>267,597</b>	<b>216,115</b>
Less: Attributable to Self Consumption	23,297	14,938
Less: Clinker Transferred for Trial Run	855	-
	<b>243,445</b>	<b>201,177</b>

<b>CONSOLIDATED SCHEDULE "N"</b>		
<b>PERSONNEL</b>		
Salaries, Wages & Bonus	34,158	25,875
Gratuity	419	559
Contribution to Provident & Other Funds	1,774	1,580
Staff Welfare	1,864	1,533
Employees Compensation Expense [ESPS] - Extraordinary Item	21,194	-
	<b>59,409</b>	<b>29,547</b>

	Rs. in Lakhs	
	2009-10	2008-09
<b>CONSOLIDATED SCHEDULE "O"</b>		
<b>SELLING &amp; DISTRIBUTION EXPENSES</b>		
Loading, Transportation & Other Charges	45,899	28,930
Commission on Sales	6,373	6,085
Sales Promotion	8,191	6,925
	<b>60,463</b>	<b>41,940</b>
<b>CONSOLIDATED SCHEDULE "P"</b>		
<b>OTHER EXPENSES</b>		
Rent	823	1,358
Rates & Taxes	2,564	1,599
Insurance	3,367	3,155
Travelling & Conveyance	2,883	2,778
Bank Charges & Guarantee Commission	3,450	2,617
Loss on Sale / Disposal/ Discard/Write-off of Assets (Net)	98	747
Financing Charges	7,265	5,313
Foreign Currency Rate Difference	133	2,779
Postage, Telephone & Telex	971	662
Light Vehicle Running & Maintenance	846	741
Legal & Professional	4,951	7,568
Charity & Donation	4,473	3,305
Security & Medical Services	3,560	2,044
Sundry balances written-off	415	-
Provision for writing off Claims -Iraq Works	10,163	-
Provision for Bad and Doubtful Debts	12	14
Directors' Fees	62	51
Amortisation of Land Premium	393	193
Less: Transferred from Revaluation reserve	<u>338</u>	<u>164</u>
Miscellaneous Expenses	11,104	4,093
Auditors' Remuneration:		
Audit Fees	77	50
Tax Audit Fees	13	4
To Partners in other capacity:		
For Taxation matters [Rs 12,000/-]	-	-
For Management Services	1	3
Reimbursement of Expenses	<u>6</u>	<u>6</u>
Audit Fees of Transferor Companies		
Audit Fees	-	13
Other Services	-	1
Reimbursement of Expenses	<u>-</u>	<u>5</u>
Preliminary, Share & Debenture Issue & Other carry forward expenses written off	447	14
	<b>57,739</b>	<b>38,949</b>
<b>CONSOLIDATED SCHEDULE "Q"</b>		
<b>INTEREST</b>		
Interest on Non -Convertible Debentures	24,582	11,744
Interest on Term Loans	86,759	51,574
Interest on Bank Borrowing & Others	17,297	7,299
	<b>128,638</b>	<b>70,617</b>
<b>CONSOLIDATED SCHEDULE "R"</b>		
<b>PROJECTS UNDER DEVELOPMENT</b>		
Opening Balance as on 1st April	113,869	62,710
Purchase of Land for development	205,008	10,844
<b>Expenses On Development of Land during the year</b>		
Construction Expenses	60,223	40,148
Technical Consultancy	2,345	2,464
Personnel Expenses	4,782	1,575
Selling and Promotional Expenses	703	8,606
Interest and Financing Charges	29,256	17,463
Administrative and Other Expenses	<u>3,411</u>	<u>1,327</u>
	419,597	145,137
Less: Cost of Infrastructure & Construction of Properties developed and under Development	<u>38,901</u>	<u>31,268</u>
Balance Carried to Schedule H- A-2	<b>380,696</b>	<b>113,869</b>

	Rs. in Lakhs	
	2009-10	2008-09
<b>CONSOLIDATED SCHEDULE "S"</b>		
<b>EXPENDITURE DURING CONSTRUCTION PERIOD</b>		
Opening Balance	211,222	103,107
Opening Balance transferred from Transferor Companies	-	6,350
Opening Balance of new subsidiaries	757	757
Electricity, Power and Fuel	3,270	4,067
Salary, Wages & Staff Welfare	17,585	11,756
Survey Expenses	1	25
Site / Quarry Development & Compensation Expenses	10,691	4,782
Project Development Fees	-	7,620
Repair and Maintenance	1,256	3,352
Consultancy, Legal and Professional	11,601	7,666
Insurance	3,996	1,304
License, Application Fee, Rent, Rates and Taxes	600	267
Safety & Security	1,305	1,142
LC Commission, Bank Charges and Bank Guarantee Commission	7,292	6,343
Freight and Material Handling	2,977	2,272
Environmental, Ecology, Afforestation, Catchment Area Treatment and Compensation	8,929	4,787
Light Vehicle running & Maintenance	931	571
Travelling and Conveyance	1,771	1,036
Vehicle/ Machinery Hire Charges and Lease Rent	2,739	673
Directors' Sitting Fees	21	15
Miscellaneous	4,695	3,359
Advertisement /Business Promotion Expenses	3,867	1,390
Foreign Exchange Fluctuations	(49,750)	49,525
Advance against Land	-	6
Security Deposit with MPSEB Writtenoff	-	5,224
Interest and Financial Charges	157,330	84,402
Audit Fees	32	31
Depreciation	9,119	10,917
	<u>412,237</u>	<u>322,746</u>
Less:		
Interest Received	2,120	2,749
Miscellaneous Receipt	865	736
Amount received on transfer of Project	-	11,413
	<u>2,985</u>	<u>14,898</u>
Less: Provision for Taxation	414	565
	<u>2,571</u>	<u>14,333</u>
Less: Capitalised/ Transferred During the Year	88,932	90,841
Less: Adjustment *	-	6,350
	<u>88,932</u>	<u>97,191</u>
<b>Carried Over to Balance Sheet [included in Capital Work-in-Progress]</b>	<b>320,734</b>	<b>211,222</b>

\*Adjustment in previous year is on account of Jaypee Hotels Limited, Gujarat Anjan Cement Limited and Jaypee Cement Limited amalgamating with the Company, Consequently extinguishing as subsidiary of the Company w.e.f 01.04.2008

**CONSOLIDATED SCHEDULE "T"**
**ACCOUNTING POLICIES AND NOTES TO THE CONSOLIDATED ACCOUNTS**
**[A] SIGNIFICANT ACCOUNTING POLICIES**
**Basis of Preparation of Consolidated Financial Statements:**

- (i) The Consolidated Financial Statements are prepared in accordance with Accounting Standards [AS 21] on Consolidated Financial Statements, Accounting for Investment in Associates in Consolidated Financial Statements [AS 23] and Financial Reporting of Interests in Joint Ventures [AS 27].
- (ii) The Financial statements of the Subsidiary Companies including Joint Venture Subsidiaries used in the consolidation are drawn upto the same reporting date, as that of the Parent Company, Jaiprakash Associates Limited (JAL).
- (iii) The Accounts are prepared on the historical cost basis and on the principles of a going concern.
- (iv) Accounting Policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.

**Principles of Consolidation:**

- (i) The Financial Statements of JAL and its subsidiaries including Joint Venture Subsidiaries are consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities,

income and expenses, after fully eliminating intra-group balances, intra-group transactions and unrealised profits/ losses.

- (ii) The Financial Statements of JAL and its subsidiaries are consolidated using uniform accounting policies for like transactions and other events in similar circumstances.
- (iii) The difference between the cost to JAL of its investments in each of the subsidiaries over its share of equity in the respective subsidiary, on the acquisition date, is recognised in the financial statement as Goodwill or Capital Reserve, as the case may be, Goodwill is amortised over a period of ten years.

**Revenue Recognition:**

Revenue/Incomes and Costs/Expenditures are accounted for on accrual basis as they are earned or incurred.

**Fixed Assets:**

Fixed Assets are stated at Cost of acquisition or construction inclusive of freight, erection & commissioning charges, duties and taxes, expenditure during construction period, interest on borrowing and financial cost upto the date of acquisition/ installation.

**Depreciation:**

- (i) Depreciation has been provided @ 2.71% p.a. on straight line method on Hydro Electric Plant as approved by the Ministry of Company Affairs, Government of India.

- (iii) Depreciation on Fixed Assets other than (i) above is provided on Straight Line Method as per the classification and on the basis of Schedule-XIV to the Companies Act, 1956.

**Investments:**

Long term Investments are stated at Cost and where there is permanent diminution in the value of investments a provision is made wherever applicable. Current Investments are carried at lower of cost or quoted/ fair value, computed categorywise. Dividend is accounted for as and when received.

**Employee Benefits:**

Employee Benefits are provided in the books as per AS -15 (revised) in the following manner:

- (i) Provident Fund and Pension contribution - as a percentage of salary/wages is a Defined Contribution Scheme.
- (ii) Gratuity and Leave Encashment is a defined benefit obligation. The liability is provided for on the basis of actuarial valuation made at the end of each financial year. The actuarial valuation is made on Projected Unit Credit method.

**Inventories:**

- (i) The inventories resulting from intra-group transactions are stated at cost after deducting unrealised profit on such transaction.
- (ii) The inventories are valued on the basis of weighted Average Cost Method.
- (iii) Stock of Cement/ Asbestos Sheets is valued at estimated cost or net realisable value, whichever is less. Value of Cement, Asbestos Sheets and Clinker lying in the factory premises includes excise duty, pursuant to the Accounting Standard (AS-2) [Revised].
- (iv) Work-in-Progress and Material-in-Process are valued at estimated cost.
- (v) Hotel Business - Stock of Food, Beverages, operating Stores and Supplies are valued at cost. Consumption of material is valued at Cost.

**Foreign Currency Transactions:**

- (i) Monetary Assets and Liabilities related to Foreign Currency transactions and outstanding, except assets and liabilities hedge by a hedged contract, at the close of the year, are expressed in Indian Rupees at the rate of exchange prevailing on the date of Balance Sheet.
- (ii) Monetary Assets and Liabilities hedged by a hedge contract are expressed in Indian Rupees at the rate of exchange prevailing on the date of Balance Sheet adjusted to the rates in the hedge contracts. The exchange difference arising either on settlement or at reporting date is recognised in the Profit & Loss Account except in cases where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.
- (iii) Transactions in Foreign Currency are recorded in the Books of Account in Indian Rupees at the rate of exchange prevailing on the date of transaction.
- (iv) The Company uses foreign currency contracts to hedge its risks associated with foreign currency fluctuations. The Company does not use derivative financial instrument for speculative purposes.

**Research and Development:**

Revenue expenditure on Research and Development is charged to Profit & Loss Account in the year in which it is incurred. Capital expenditure on Research and Development is shown as an addition to Fixed Assets.

**Expenditure During Construction Period:**

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

**Earnings Per Share:**

Basic earnings per equity share is computed by dividing net profit after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed by dividing adjusted net profit after tax by the aggregate of weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

**Borrowing Costs:**

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

**Segment Reporting:**

Revenue, operating results, assets and liabilities have been identified to represent separate segments on the basis of their relationship to the

operating activities of the segment. Assets, Liabilities, Revenue and Expenses which are not allocable to separate segment on a reasonable basis, are included under "Unallocated".

**Taxes on Income:**

Deferred Tax Liability is provided in accordance with Accounting Standard [AS-22]. Deferred Tax Asset and Deferred Tax Liability are stated as the aggregate of respective figures in the separate Balance Sheets.

**Provisions, Contingent Liabilities and Contingent Assets [AS-29]:**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

**[B] NOTES TO THE ACCOUNTS**

**01 Subsidiaries**

(a) The Consolidated Financial Statements present the Consolidated Accounts of Jaiprakash Associates Limited with its following Subsidiaries:

Name of Subsidiaries/ Joint Venture Subsidiaries	Country of Incorporation	Proportion of Ownership Interest as at 31st March,10
(a) Jaiprakash Power Ventures Limited [JPVL] [Formerly known as Jaiprakash Hydro Power Limited]	India	76.25%
(b) Jaypee Karcham Hydro Corporation Ltd [JKHCL]	India	100%*
(c) Jaypee Infratech Limited [JIL]	India	99.10%
(d) Himalayan Expressway Limited [HEL]	India	100%
(e) Jaypee Ganga Infrastructure Corporation Limited [JGICL]	India	100%
(f) Bina Power Supply Company Limited [BPCL] [w.e.f 15.05.2008] (Subsidiary of Jaiprakash Power Ventures Limited)	India	100%
(g) Madhya Pradesh Jaypee Minerals Ltd [MPJPML]	India	70%
(h) Jaypee Power Grid Limited [JPPGL] (Subsidiary of Jaiprakash Power Ventures Limited)	India	74%
(i) Bhilai Jaypee Cement Limited [BJCL]	India	74%
(j) Bokaro Jaypee Cement Limited [BoJCL]	India	74%
(k) JPSK Sports Private Limited [JPSK]	India	90.56%
(l) Gujarat Jaypee Cement and Infrastructure Limited [GJCL]	India	74%
(m) Jaypee Arunachal Power Limited (Joint Venture Subsidiary of JPVL)	India	100%
(n) Sangam Power Generation Company Limited (Subsidiary of Jaiprakash Power Ventures Limited)	India	100%
(o) Prayagraj Power Generation Company Limited (Subsidiary of Jaiprakash Power Ventures Limited)	India	100%
(p) Jaypee Agra Vikas Limited	India	100%

\* including 30.19% held by Jaiprakash Power Ventures Limited

Significant Accounting Policies and Notes to these Consolidated Financial Statements are intended to serve as a means of informative disclosure and a guide to better understanding the consolidated position of the Companies. Recognising this purpose, the Company has disclosed such Policies and Notes from the individual financial statements, which fairly present the needed disclosure.

- (b) The Consolidated Financial Statements does not include the financial statements of Jaypee Agra Vikas Limited [Subsidiary Company] since the first financial year of Jaypee Agra Vikas Limited will be ending on 31.03.2011.





## 02 Contingent Liability not provided for in respect of :

	Rs. In Lakhs	
	As at 31.03.10	As at 31.03.09
[a] Outstanding amount of Bank Guarantees	221,967	102,195
Margin Money deposited against the above	5,531	5,087
[b] Outstanding Letters of Credit	161,018	125,964
Margin Money deposited against the above	408	137
[c] Claims against the Company not acknowledged as debts	42,077	41,629
Amount deposited under protest	560	560
Bank Guarantee deposited under protest [included in 02[a] above]	427	854
[d] Liability on account of Custom duty on non fulfilment of Export obligation under EPCG scheme	10,179	10,179
[e] Other Matters under Appeal [with Excise, Sales Tax, and other Government Authorities]	64,913	29,791
Amount deposited under protest	21,224	11,608
Bank Guarantee deposited under protest [included in 02[a] above]	14,037	8,253
[f] Income tax matters under Appeal	3,326	709

03 Estimated amount of Contract remaining to be executed on capital account and not provided for (net of advances) **5,726,031** **4,140,931**

04 In the opinion of Board of Directors, the "Current Assets, Loans and Advances" have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

05 (a) The provision for taxation is the sum of provisions made for taxation in the separate accounts of the Holding and Subsidiaries.

## (b) Deferred Tax:

(i) Deferred Tax Liability on account of:		
Depreciation	94,127	57,988
Others	2,265	14,016
	<b>96,392</b>	<b>72,004</b>
Deferred Tax Assets on account of:		
Employees' Benefits	2,713	160
Others	1,366	2,881
	<b>4,079</b>	<b>3,041</b>
<b>Net Deferred Tax Liability</b>	<b>92,313</b>	<b>68,963</b>

(ii) Deferred Tax [Net] amounting to Rs. 23,351 Lakhs [Previous year Rs.8,991 Lakhs] has been recognised in the Consolidated Profit & Loss Account for the year ended 31.03.2010.

06 Plant & Machinery includes a sum of Rs.6,467 Lakhs [Previous Year Rs.6,287 Lakhs] being the cost paid for Inter Connection Facility [ICF] established by Satluj Jal Vidyut Nigam Limited [SJVN] at their Switch Yard at Jhakri for evacuation of power generated by Baspa-II Hydro-Electric Project. The maintenance cost of ICF is paid to SJVN.

07 The Trust and Retention Account [refer Schedule "H"] is maintained pursuant to the stipulations of the "Financing Agreements" executed with the Lenders.

08 Capital Work-in-progress includes Civil Works, Machinery Under Erection and in transit, Construction, Advance to Suppliers, Pre-operative Expenses and Incidental Expenditure Pending Allocation

	Rs. In Lakhs	
	As at 31.03.10	As at 31.03.09
	<b>1,476,502</b>	<b>963,467</b>

## 09 Managerial remuneration paid/payable by the Company and its subsidiaries to Managing/ Whole-time Directors [excluding Provisions for Gratuity &amp; Leave Encashment on Retirement]:

	Rs. In Lakhs	
	As at 31.03.10	As at 31.03.09
Salaries	1,004	698
Provident Fund Contribution	115	84
Perquisites	716	484
	<b>1,835</b>	<b>1,266</b>

10 Goodwill amounting to Rs.35,779 Lakhs [Previous Year Rs.21,120 Lakhs] has arisen on consolidation of accounts between Parent Company and its Subsidiary Companies, JPVL, BJCL, BoJCL,BPSL, PPGCL and SPGCL. The abovesaid Goodwill has been adjusted with Capital Reserve amounting Rs 85,800 Lakhs arising on consolidation of accounts of JPVL. Goodwill amortised in earlier years amounting to Rs 5,552 Lakhs has been written back to General Reserve.

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

## [a] Associate Companies:

- [i] Jaypee Ventures Private Limited
- [ii] Jaypee Development Corporation Limited
- [iii] Jaiprakash Kashmir Energy Limited
- [iv] JIL Information Technology Limited
- [v] Gaur & Nagi Limited
- [vi] Indesign Enterprises Private Limited
- [vii] Sonebhadra Minerals Private Limited
- [viii] RPJ Minerals Private Limited
- [ix] Power Grid Corporation of India Limited
- [x] Jaypee Petroleum Private Limited
- [xi] Jaypee Hydro Carbons Private Limited
- [xii] Jaypee Spa Infocom Limited (up to 25.02.2010)
- [xiii] Gujarat Mineral Development Corporation Limited [Joint Venture Partner of GJCIL]
- [xiv] Steel Authority of India Limited [Joint Venture Partner of BJCL]
- [xv] Tiger Hills Holiday Resort Private Limited [w.e.f. 27.10.2009]
- [xvi] Anvi Hotels Private Limited [w.e.f. 01.05.2009]
- [xvii] Vasujai Estates Private Limited [w.e.f. 27.02.2010]
- [xviii] Samsun Estates Private Limited [w.e.f. 27.02.2010]
- [xix] Sunvin Estates Private Limited [w.e.f. 27.02.2010]
- [xx] Manumanik Estates Private Limited [w.e.f. 27.02.2010]
- [xxi] Arman Estates Private Limited [w.e.f. 27.02.2010]
- [xxii] Suneha Estates Private Limited [w.e.f. 27.02.2010]
- [xxiii] Pee Gee Estates Private Limited [w.e.f. 27.02.2010]
- [xxiv] Vinamra Housing & Constructions Private Limited [w.e.f. 27.02.2010]
- [xxv] Sarveshwari Stone Products Private Limited [w.e.f. 23.10.2009]
- [xxvi] Rock Solid Cement Limited [w.e.f. 08.03.2010]
- [xxvii] MP Jaypee Coal Limited [w.e.f. 14.05.2009]
- [xxviii] MP Jaypee Coal Fields Limited [w.e.f. 04.01.2010]

## [b] Key Management Personnel:

## Jaiprakash Associates Limited

- [i] Shri Manoj Gaur, Executive Chairman
- [ii] Shri Sunil Kumar Sharma, Executive Vice Chairman
- [iii] Shri Sunny Gaur, Managing Director (Cement)
- [iv] Shri S.D. Nailwal, Whole time Director
- [v] Shri Pankaj Gaur, Joint Managing Director (Construction)
- [vi] Shri Ranvijay Singh, Whole time Director
- [vii] Shri R.K.Singh, Whole time Director

**Jaiprakash Power Ventures Limited**  
(Formerly Known as Jaiprakash Hydro Power Limited)

- (i) Shri Suresh Kumar, Executive Chairman  
(up to 30.06.2009)\*
- (ii) Shri Suren Jain, Managing Director and CFO \*
- (iii) Shri J.N.Gaur, Whole time Director
- (iv) Shri R.K. Narang, Whole time Director
- (v) Shri Suresh Chandra, Whole time Director
- (vi) Shri Ravi Chadha, Whole time Director  
(01.04.2009 to 14.12.2009) \*
- (vii) Shri Arun Gupta, Whole time Director  
(up to 14.12.2009) \*
- \* Directors of erstwhile Jaiprakash Power Ventures Limited (Amalgamating Company)

**Jaypee Karcham Hydro Corporation Limited**

- (i) Shri Dharam Paul Goyal, Managing Director
- (ii) Shri Praveen Kr Singh, Whole time Director
- (iii) Shri Ravindra Mohan Chadha, Whole time Director  
(w.e.f. 01.01.2010)

**Gujarat Jaypee Cement & Infrastructure Limited**

- (i) Shri Rahul Kumar, Managing Director

**Jaypee Infratech Limited**

- (i) Shri Sameer Gaur, Whole time Director
- (ii) Smt Rita Dixit, Whole time Director
- (iii) Shri Har Prasad, Whole time Director
- (iv) Shri Sachin Gaur, Whole time Director
- (v) Shri Anand Bordia, Whole time Director & CFO
- (vi) Shri S.K. Dodeja, Whole time Director
- (vii) Shri O.P. Arya, Managing Director-cum-Chief Executive Officer

**Jaypee Power Grid Limited**

- (i) Shri Rajiv Ranjan Bhardwaj, Managing Director
- (ii) Shri Prabhakar Singh, Whole time Director

**Jaypee Ganga Infrastructure Corporation Limited**

- (i) Shri O.P. Arya, Managing Director-cum-CEO
- (ii) Shri Sameer Gaur, Director

**Himalyan Expressway Limited**

- (i) Shri K.C. Batra, Whole time Director

**Bina Power Supply Company Limited**

- (i) Shri Suren Jain, Director
- (ii) Shri V.K. Srivastava, Whole time Director

**Jaypee Arunachal Power Limited**

- (i) Shri Pankaj Gaur, Director

**Bhilai Jaypee Cement Limited**

- (i) Shri Sunil Joshi, Whole time Director
- (ii) Shri K.P. Sharma, Whole time Director

**Bokaro Jaypee Cement Limited**

- (i) Shri R.K. Singh, Managing Director

**JPSK Sports Private Limited**

- (i) Shri Ashok Khurana, Vice Chairman

**Madhya Pradesh Jaypee Minerals Limited**

- (i) Shri Sunny Gaur, Managing Director

**Prayagraj Power Generation Company Limited**

- (i) Shri Sameer Gaur
- (ii) Shri Suren Jain

**Sangam Power Generation Company Limited**

- (i) Shri Sameer Gaur, Director
- (ii) Shri Suren Jain, Director

**[c] Relatives of Key Management Personnel, where transactions have taken place**

- (i) Shri Gyan Prakash Gaur
- (ii) Shri P.K.Jain
- (iii) Smt. Rekha Dixit
- (iv) Shri Naveen Kumar Singh
- (v) Smt. Manju Shama
- (vi) Smt. Neha Goyal

Name of Transactions	Rs. in Lakhs		
	Referred in 1 (a) above	Related Parties Referred in 1 (b) above	Referred in 1 (c) above
<b>Income</b>			
Cement Sales	31	-	-
Sales of Land	-	-	-
Service Charges	(24,660)	-	-
Dividend	3	-	-
Interest	(2)	-	-
	230	-	-
	(118)	-	-
	(56)	-	-
<b>Expenses</b>			
Design Engineering and Technical Consultancy	14,432	-	-
Mining Rights	(17,930)	-	-
Security & Medical Services	6,606	-	-
Salaries & Other Amenities etc.	(4,101)	1,835	159
Rent	60	(1,217)	(183)
Steel Purchased	(64)	-	-
Other Expenses	2,836	-	-
	(4,722)	-	-
	576	-	-
	(782)	-	-
<b>Others</b>			
Sale/Redemption of Shares during the year	840	-	-
Shares Allotted during the year	-	-	-
	(3,970)	-	-
<b>Outstanding</b>			
Receivables	123,487	-	-
	(109,934)	-	-
Payables	2,765	51	5
	(1,224)	(43)	(13)

**Notes:**

Previous Year figures are given in brackets.

**12. Segment Information  
Business Segment**

Particulars	Rs. in Lakhs									
	Construction	Cement / Cement Products	Infrastructure Project	Hotel / Hospitality / Sports	Power	Real Estate	Investments	Others	Unallocated	Total
<b>[A] Segment Revenue External</b>	131,401	371,867	2,500	15,236	73,788	65,357	1,607	2,560	14,560	678,876
	(83,901)	(229,417)	(36,061)	(15,529)	(77,363)	(44,135)	(599)	(512)	(12,015)	(499,532)
Inter Segment Revenue	402,384	24,815	61,581	197	-	-	-	1,338	-	490,315
	(206,452)	(14,478)	(19,393)	(730)	-	-	-	(1,040)	-	(242,093)
<b>Segment Results</b>										
Profit/(Loss) before Tax.	49,421	105,614	2,268	898	54,109	25,982	1,607(-)	100(-)	10,760	229,039
Interest and Minority Interest	(10,167)	(68,054)	(16,610)	(2,957)	(57,510)	(21,770)	(599)(-)	(64)(-)	(12,415)	(165,188)
<b>[B] Less: Interest</b>										(-) 128,638
										(-) (70,617)
<b>Profit before Tax</b>										<b>100,401</b>
Profit on Sale of Shares held in beneficiary Trust										131,635
Provision for writing off claims - Iraq Works										(-) 10,163
Employee Compensation Expense - [ESPS]										(-) 21,194
<b>Profit before Tax</b>										<b>200,679</b>
										(94,571)
Provision for Tax Current Tax										59,144
										(33,566)
Deferred Tax										23,351
										(8,991)
Fringe Benefits Tax										-
										(757)
<b>Profit after Tax before Minority Interest</b>										118,184
										(51,257)
<b>[C] Other Information</b>										
Segment Assets	377,588	1,423,446	685,913	127,785	1,168,465	366,081	105,864	25,772	890,206	5,171,120
	(313,972)	(1,093,904)	(274,182)	(67,369)	(613,126)	(196,412)	(109,641)	(18,994)	(437,101)	(3,124,701)
Segment Liabilities	68,290	111,341	129,306	6,327	28,459	136,905	-	1,178	110,182	593,988
	(64,895)	(69,935)	(32,279)	(5,357)	(15,009)	(144,281)	-	(1,063)	(67,337)	(400,156)
Total Loan and Interest payable thereon										3,527,108
										(1,932,015)
Capital Expenditure during the year including	18,180	297,328	261,707	76,360	383,527	5,300	-	8,176	237	1,050,815
CWIP	(12,846)	(334,854)	-	(12,409)	(165,388)	(929)	-	(4,953)	(10,890)	(542,269)
Depreciation	2,992	31,219	59	1,706	10,141	63	-	208	832	47,220
	(2,490)	(14,794)	(1,076)	(1,476)	(10,004)	(182)	-	(287)	(2,951)	(33,260)
Non Cash expenditure other than depreciation	-	507	-	23	3	32	-	-	1,134	1,699
	-	-	-	(28)	-	-	-	-	(12)	(40)

[a] Segments have been identified in accordance with Accounting Standards on Segmental Reporting [AS-17] taking into account the organisational structure as well as differential risk and returns of these segments.

[b] Business Segment has been disclosed as the primary segment.

[c] Types of Products and Services in each Business Segment:

- |                                |   |
|--------------------------------|---|
| [i] Construction               | Civil Engineering Construction/EPC Contracts/Expressway   |
| [ii] Cement/Cement Products    | Manufacture and Sale of Cement, Clinker and Cement Products   |
| [iii] Hotel/Hospitality/Sports | Hotels, Golf Course, Resorts, SPA and Sports  |
| [iv] Real Estate               | Real Estate Development   |
| [v] Power                      | Generation and Sale of Power [Hydro, Wind and Thermal Power]  |
| [vi] Infrastructure Projects   | Expressways   |
| [vii] Investments              | Investments in Companies  |
| [viii] Others                  | Includes Heavy Engineering Works, Hitech Castings, Coal, Sewerage Treatment Plant and Soya Oil etc. |

[d] Segment Revenues, Results, Assets and Liabilities include the amounts identifiable to each segment and amounts allocated on a reasonable basis.

[e] Segment Assets exclude Miscellaneous Expenditure & Deferred Tax Asset. Segment Liability exclude Deferred Tax Liability.

13 In accordance with the Accounting Standard [AS-20] on 'Earnings Per Share' computation of Basic and Diluted Earnings per Share is as under:

	Rs. in Lakhs	
	2009-10	2008-09
[a] Net Profit for Basic Earnings Per Share as per Profit & Loss Account after extraordinary item	111918	42025
Add Employee Compensation Expense - [ESPS] *	21194	-
Net Profit for Basic Earnings Per Share as per Profit & Loss Account before extraordinary item	133112	42025
Add Adjustment for the purpose of Diluted Earnings Per Share	14	-
Net Profit for Diluted Earnings Per Share as per Profit & Loss Account after extraordinary item	111932	42025
Net Profit for Diluted Earnings Per Share as per Profit & Loss Account before extraordinary item	133126	42025
[b] Weighted average number of equity shares for Earnings Per Share computation:		
[i] Number of Equity Shares at the beginning of the year	1,183,800,579	1,171,522,417
[ii] [a] Number of Shares allotted during the year	940,834,054	12,278,162
[b] Number of Shares to be allotted on amalgamation	-	218,010,985
[iii] Weighted average shares allotted/ to be allotted during the year	929,811,772	216,011,146
[iv] Number of potential Equity Shares	111,696,159	102,068,420
[v] Weighted average for:		
[a] Basic Earnings Per Share	2,113,612,351	1,387,533,563
[b] Diluted Earnings Per Share	2,225,308,510	1,489,601,983

(c) Earnings Per Share before extraordinary item

	In Rupees	
	2009-10	2008-09
[i] Basic	6.30	2.02
[ii] Diluted	5.98	1.88

(d) Earnings Per Share after extraordinary item

	In Rupees	
	2009-10	2008-09
[i] Basic	5.30	2.02
[ii] Diluted	5.03	1.88

	In Rupees	
	2009-10	2008-09
[e] Face Value Per Share	2.00	2.00

\* Employees Compensation Expense [ESPS] is an Extraordinary item - Refer Schedule "N"

The Company issued bonus shares on 19.12.2009 in the ratio of one equity share for every two equity shares for Rs.2/- each held on 18.12.2009. After issue of bonus shares, earnings per share has been adjusted for the corresponding period of previous year.

14 The Central Government in exercise of the powers conferred by sub-section 8 of section 212 of the Companies Act, 1956 has directed vide Ministry of Corporate Affairs letter Nos.47/403/2010-CL-III dated 17.05.2010 that the provisions contained in sub-section (1) of section 212 of the Companies Act 1956, requiring annual accounts of the Subsidiaries to be attached to the annual accounts of the Holding Company, shall not apply in respect of the Company's Subsidiaries for the financial year ended on 31.03.2010 subject to, inter alia, presentation of

consolidated financial statements of subsidiaries duly audited and disclosure of following information.

	Jayprakash Power Ventures Ltd.	Sangan Power Generation Co. Ltd.	Prayagraj Power Generation Co. Ltd.	Jayprakash Karcham Hydro Corp. Ltd.	Madhya Pradesh Jaypee Minerals Ltd.	Jaypee Power Grid Ltd.	Jaypee Infra Tech Ltd.	Himalayan Expressway Ltd.	Bhilai Jaypee Cement Ltd.	Jaypee Infrastructure Corporation Ltd.	Bina Power Supply Company Ltd.	Jaypee Arunachal Power Ltd.	Boxaro Jaypee Cement Ltd.	JPSK Sports Private Ltd.	Gujarat Jaypee Cement & Infrastructure Ltd.
Capital (including Share Application Money)	209,568 (49,100)	15,198 -	24,319 -	132,500 (92,500)	6,215 (4,568)	22,250 (12,500)	122,800 (96,600)	11,809 (9,505)	20,196 (17,850)	42,185 (27,435)	22,416 (22,416)	16,250 (12,000)	9,257 (3,018)	55,200 (1,250)	1,185 (1,165)
Reserves	128,212 (58,415)	(7)	(6)	(201)	-	-	76,685 (27,936)	5,500	14,179	-	(85)	(126)	-	(202)	-
Total Assets	912,506 (201,494)	23,759 -	84,359 -	474,121 (323,736)	6,326 (4,722)	68,205 (33,013)	972,617 (361,181)	31,639 (22,092)	95,547 (46,164)	42,393 (28,984)	74,447 (22,784)	16,854 (12,015)	14,087 (3,042)	191,030 (1,329)	1,234 (1,205)
Total Liabilities (including Loans)	574,726 (93,979)	8,568 -	60,046 -	341,822 (231,236)	111 (154)	45,955 (20,513)	773,332 (236,645)	14,330 (12,597)	61,172 (28,304)	208 (1,549)	52,116 (368)	730 (15)	4,830 (25)	136,032 (79)	49 (20)
Investment Details (including Share Application Money)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Turnover (including Other Income)	71,778 (31,791)	-	-	-	-	-	65,286 (55,626)	-	5,618	-	-	-	-	-	-
Profit Before Taxation	30,339 (16,119)	(7)	(6)	(201)	-	-	58,735 (30,360)	(64)	(480)	-	(85)	(126)	-	(202)	-
Provision for Taxation	5,185 (1,833)	-	-	-	-	-	9,966 (3,687)	-	(7)	-	-	-	-	-	-
Profit After Taxation	25,154 (14,286)	(7)	(6)	(201)	-	-	48,749 (26,673)	(64)	(483)	-	(85)	(126)	-	(202)	-
Proposed Dividend (including Dividend Distribution Tax)	- (4,308)	-	-	-	-	-	-	-	-	-	-	-	-	-	-

15 Figures for the previous year have been regrouped/recast/rearranged wherever considered necessary to confirm to this year's classification.

16 Figures pertaining to the subsidiary companies have been reclassified wherever necessary to bring them in line with the Parent Company's Financial statements.

For and on behalf of the Board

For M.P. SINGH & ASSOCIATES  
Chartered Accountants

M.P. SINGH  
Partner  
M. No. 1454, Firm Regn. No. 002183C

Place : New Delhi  
Dated: 30th May, 2010

GOPAL DAS BANSAL  
Sr. Vice-President  
[Accounts]

R.B. SINGH  
C.F.O  
[Cement]

RAHUL KUMAR  
C.F.O

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

SUNIL KUMAR SHARMA  
Executive Vice Chairman

MANOJ GAUR  
Executive Chairman & CEO

S.D. NAIKAL  
Director  
[Finance]

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010

Rs. in Lakhs

	2009-10	2008-09
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before Tax and Minority Shareholders		
Interest as per Profit & Loss Account	200,679	94,571
Add back:		
(a) Depreciation	47,220	33,260
(b) Deferred Revenue on account of advance against depreciation	7,530	6,260
(c) Miscellaneous Expenses (Amortized)	2,015	3,478
(d) Interest on Borrowings	128,638	70,617
(e) Employee Compensation Expense	21,194	-
(f) Loss on sale of fixed assets	98	747
	<u>206,695</u>	<u>114,362</u>
	407,374	208,933
Deduct:		
(a) Interest Income	(15,840)	(13,838)
(b) Dividend Income	(758)	(575)
(c) Profit on Sale of Shares held in Beneficiary Trusts	(131,635)	-
(d) Profit on Sale/Redemption of Shares/Mutual Funds	(849)	(24)
(e) Other Income	(119)	(60)
	<u>(149,201)</u>	<u>(14,497)</u>
Operating Profit before Working Capital Changes	258,173	194,436
Deduct:		
(a) (Increase)/ Decrease in Sundry Debtors	(68,884)	885
Less: Adjustment (Refer Note No.1)	-	(808)
	(68,884)	1,693
(b) (Increase)/ Decrease in Inventories	(34,375)	(27,271)
Less: Adjustment (Refer Note No.1)	-	485
	(34,375)	(26,786)
(c) (Increase)/ Decrease in Projects under Development	(265,268)	(50,838)
Less: Adjustment (Refer Note No.1)	-	-
	(265,268)	(50,838)
(d) (Increase)/Decrease in Other Receivables	656	(515)
Less: Adjustment (Refer Note No.1)	-	-
	656	(515)
(e) (Increase)/ Decrease in Loan and Advances	(117,516)	(108,339)
Less: Adjustment (Refer Note No.1)	-	5,560
	(117,516)	(102,779)
	<u>485,387</u>	<u>(179,225)</u>
	227,214	15,211
Add:		
Increase/ (Decrease) in Trade Payables & other Liabilities	161,391	104,721
Less: Adjustment (Refer Note No.1)	-	(6,210)
Cash Generated from Operations	<u>161,391</u>	<u>98,511</u>
	(65,823)	113,722
Deduct:		
Tax Paid (including Fringe Benefits Tax)	(35,690)	(37,709)
<b>CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES "A"</b>	<b>(101,513)</b>	<b>76,013</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Outflow:		
(a) For Fixed Assets and Capital Work in progress	(1,050,815)	(691,329)
Less: Adjustment (Refer Note No.1)	-	19,643
	(1,050,815)	(671,686)
(b) Purchase of Investments	(181,003)	(107,608)
Less: Adjustment (Refer Note No.1)	-	81,963
	(181,003)	(25,645)
(c) Miscellaneous Expenditure	(2,995)	(447)
(d) Goodwill on consolidation	(18)	(10,494)
	<u>(1,234,831)</u>	<u>(708,272)</u>
Inflow:		
(a) Sale/Transfer of Fixed Assets	3,702	18,825
Less: Adjustment (Refer Note No.1)	-	(18,309)
	3,702	516
(b) Sale/Redemption of Investments in shares/Mutual Fund	149,185	10,024
(c) Sale of Shares held in trusts	168,079	-
(d) Interest Received	13,204	17,050
(e) Dividend Received	758	575
(f) Other Income	119	60
	<u>335,047</u>	<u>28,225</u>
Deduct:		
*Tax Paid on Sale of Shares held in Trusts	(22,371)	-
<b>NET CASH USED IN INVESTING ACTIVITIES "B"</b>	<b>(922,155)</b>	<b>(680,047)</b>

			Rs. in Lakhs	
			2009-10	2008-09
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES:</b>				
Inflow:				
(a) Increase in Share Capital (Refer Note No.2)	311		4,606	
Less Shares Allotted to Shareholders of Transferor Companies	-	311	(4,031)	575
(b) Increase in Security Premium (Refer Note No.2)	<u>8,348</u>		<u>53,441</u>	
Less: Adjustment (Refer Note No.1)	-	8,348	(4,862)	48,579
(c) Increase in Minority Interest	<u>9,624</u>		<u>(431)</u>	
Less: Adjustment (Refer Note No.1)	-	9,624	1,585	1,154
(d) Increase in Capital Reserve		<u>5,700</u>		<u>8,664</u>
(e) Increase in Reserves on account of Shares Allotted by Transferor Companies after 01.04.2008 but before Valuation Date		-		16,278
(f) Increase in Borrowings (Net) (Refer Note No.2)		<u>1,595,093</u>		<u>783,298</u>
			<u>1,619,076</u>	<u>858,548</u>
Outflow:				
(a) Interest Paid		(119,503)		(67,141)
(b) Dividend Paid (including Tax on Dividend)		(19,527)		(18,023)
(c) Upfront Payment of Equity Warrants Adjusted (Refer Note No.2(iii))		-	(139,030)	(23,970)
			<u>(139,030)</u>	<u>(109,134)</u>
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>"C"</b>		<b>1,480,046</b>	<b>749,414</b>
<b>ADJUSTED CASH AND CASH EQUIVALENT</b>	<b>"D"</b>		<b>-</b>	<b>546</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>"A+B+C+D"</b>		<b>456,378</b>	<b>145,926</b>
CASH AND CASH EQUIVALENTS AS AT 01.04.2009 (OPENING BALANCE)			392,141	246,215
CASH AND CASH EQUIVALENTS AS AT 31.03.2010 (CLOSING BALANCE)			<u>848,519</u>	<u>392,141</u>

**Notes:**

- Adjustment is on account of Jaypee Hotels Limited, Gujarat Anjan Cement Limited and Jaypee Cement Limited amalgamating with the Parent Company, Consequently extinguishing as subsidiary of the Parent Company w.e.f. 01.04.2008
- Increase in Share Capital & Share Premium is on account of:
  - Conversion of Foreign Currency Convertible Bonds issued by the Parent Company into Equity Shares. Correspondingly, the Borrowings have been decreased.
  - Issue of Equity Shares under Employees Stock Purchase Scheme 2009.
  - Conversion of Equity Share Warrants issued by the Parent Company into Equity Shares.
- Previous Year Figures had been regrouped/rearranged wherever necessary.

For and on behalf of the Board

 For M.P. SINGH & ASSOCIATES  
 Chartered Accountants

 M.P. SINGH  
 Partner  
 M. No.1454, Firm Regn. No.002183C

 Place : New Delhi  
 Dated: 30th May, 2010

 GOPAL DAS BANSAL  
 Sr. Vice-President  
 [Accounts]

 R.B. SINGH  
 C.F.O  
 [Cement]

 RAHUL KUMAR  
 C.F.O

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

 MANOJ GAUR  
 Executive Chairman & CEO

 SUNIL KUMAR SHARMA  
 Executive Vice Chairman

 S.D. NAILWAL  
 Director  
 [Finance]

# CORPORATE INFORMATION

## Board of Directors

Jaiprakash Gaur, Founder Chairman	Dr. B. Samal
Manoj Gaur, Executive Chairman & CEO	S. C. Gupta
Sunil Kumar Sharma, Executive Vice Chairman	V. K. Chopra
Sarat Kumar Jain, Vice Chairman	Dr. J. N. Gupta
A. K. Sahoo (LIC Nominee)	M. S. Srivastava
K. P. Rau (IDBI Nominee)	Sunny Gaur, Managing Director (Cement)
R. N. Bhardwaj	Pankaj Gaur, Jt. Mg. Director (Construction)
S. C. Bhargava	R. K. Singh, Whole-time Director
B. K. Goswami	Ranvijay Singh, Whole-time Director
B. K. Taparua	S. D. Nailwal, Director (Finance)

## Company Secretary

Harish K. Vaid

Sr. President (Corporate Affairs) & Company Secretary

## Chief Financial Officer

Rahul Kumar

CFO

## Auditors

M/s. M. P. Singh & Associates

New Delhi-110057

## Bankers

Allahabad Bank	HSBC Ltd.	State Bank of India
Andhra Bank	ICICI Bank Limited	State Bank of Hyderabad
AKA Export Finance Bank	Indian Bank	State Bank of Indore
Axis Bank Limited	Indian Overseas Bank	State Bank of Mysore
Bank of Baroda	Industrial Bank Ltd.	State Bank of Patiala
Bank of Bhutan	Karur Vysya Bank	State Bank of Sikkim
Bank of India	Karnataka Bank	State Bank of Travancore
Bank of Maharashtra	Kotak Mahindra Bank	State Bank of Bikaner & Jaipur
Canara Bank	Oriental Bank of Commerce	Syndicate Bank
Central Bank of India	Punjab National Bank	The Jammu & Kashmir Bank Limited
Citi Bank N.A.	Punjab & Sind Bank	UCO Bank
Corporation Bank	Refidiana Bank, Iraq	Union Bank of India
Export Import Bank of India	Royal Bank of Scotland	United Bank of India
HDFC	Standard Chartered Bank	Yes Bank Limited

Registered &  
Corporate Office  
Sector 128, NOIDA-201 304  
Uttar Pradesh

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

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

E-mail ID for Investors  
[jal.investor@jalindia.co.in](mailto:jal.investor@jalindia.co.in)