2017-18 ANNUAL REPORT

JAIPRAKASH ASSOCIATES LIMITED

JAYPEE GROUP

3 MnTPA Rewa Cement Complex, Jaypee Nagar, Rewa, Madhya Pradesh

Srisailam Left Bank Canal Tunnel at Alimineti Madhava Reddy Project (A.P.)

Jaypee Greens Golf & Spa Resort, Greater Noida (U.P.)

Company Secretary
M M Sibbal
Joint President & Company Secretary

Statutory Auditors
M/s Rajendra K. Goel & Co.,
Chartered Accountants, New Delhi

Secretarial Auditors
Ashok Tyagi
Practising Company Secretary, New Delhi

Cost Auditors
J. K. Kabra & Co., Cost Accountants, New Delhi

Registrar & Transfer Agents
Alankit Assignments Ltd, New Delhi

Bankers
Allahabad Bank
Andhra Bank
AKA Export Finance Bank
Axis Bank Limited
Bank of Baroda
Bank of Bhutan
Bank of India
Bank of Maharashtra
Canara Bank
Central Bank of India
Corporation Bank
Dena Bank
Druk PNB Bank Limited
Export Import Bank of India
HDFC Bank Limited
ICICI Bank Limited
Indian Bank
Indian Overseas Bank
IDBI Bank Limited
IFCI Limited
Indusind Bank
Kotak Mahindra Bank Limited
Lakshmi Vilas Bank Limited
L&T Infrastructure Fin. Company Limited
Life Insurance Corporation of India
Oriental Bank of Commerce
Punjab National Bank
Punjab & Sind Bank
Rafidian Bank
Royal Bank of Scotland
Small Industries Development Bank of India
SREI Equipment Finance Pvt. Limited
Standard Chartered Bank
State Bank of India
Syndicate Bank
Tata Finance Corporation Limited
The Jammu & Kashmir Bank Limited
The South Indian Bank Limited
The Karnataka Bank Limited
The Karur Vysya Bank Limited
UCO Bank
Union Bank of India
United Bank of India
Vijaya Bank
Yes Bank Limited

Board of Directors

Jaiprakash Gaur	- Director (Founder Chairman)
Manoj Gaur	- Executive Chairman & CEO
Sunil Kumar Sharma	- Executive Vice Chairman
S. C. Rathi	- LIC Nominee
R. N. Bhardwaj	- Independent Director
B. K. Goswami	- Independent Director
K. N. Bhandari	- Independent Director
C. P. Jain	- Independent Director
Homai A Daruwalla	- Independent Director
S. C. K. Patne	- Independent Director
K. P. Rau	- Independent Director
T. R. Kakkar	- Independent Director
Sunny Gaur	- Managing Director (Cement)
Pankaj Gaur	- Jt. Managing Director (Construction)
Ranvijay Singh	- Whole-time Director

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Uttar Pradesh
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Vasant Vihar, New Delhi 110057
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DIRECTORS' REPORT

To

The Members,

Your Directors submit their report for the Financial Year ended 31st March 2018:

1.0 WORKING RESULTS

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

(Rs. in Crores)

Financial year ended	31.03.2018	31.03.2017
Gross Total Revenue	**6,288.10**	6,756.68
Profit before Interest, Depreciation & Tax	**1,210.73**	80.37
Less: Finance Costs	**967.54**	3,567.28
Less : Depreciation	**506.75**	878.20
Profit before Exceptional items & Tax	**(-) 263.56**	(-) 4,365.11
Exceptional Items	**615.27**	(-) 480.34
Profit before Tax	**351.71**	(-) 4,845.45
Provision for Tax (including Deferred Tax)	**--**	(-) 483.88
Profit after Tax	**351.71**	(-) 4,361.57
Other Comprehensive Income	**(-) 10.00**	(-) 3.62
Total Comprehensive Income	**341.71**	(-) 4,365.19
Basic Earnings Per Share [Face value Rs. 2 per share] in Rupees	**1.45**	(-) 17.93
Diluted Earnings Per Share [Face value Rs. 2 per Share] in Rupees	**1.45**	(-) 17.93

Note: The figures for year ended 31st March 2017 as well as for year ended 31st March 2018 are as per Indian Accounting Standards (IND AS).

The Members may observe from the above table that the finance cost and depreciation for the year under report aggregated to Rs. 1474.29 crores against the previous year aggregate of Rs. 4445.48 crores resulting in a surplus of Rs. 351.71 crores against a deficit of Rs. 4845.45 crores after taking into account the exceptional items. Accordingly the EPS has become positive at Rs. 1.45 per share of Rs. 2/- each against a negative of Rs. 17.93 per share. The members are aware that the Company has been continuously making efforts to deleverage its balance sheet by operational efficiency and divestment of assets for the overall benefit of stakeholders.

Pursuant to restructuring/ reorganization/ realignment of the debt of the Company, a Scheme of Arrangement **(SOA)** was approved by the Board of Directors, for demerger of Company's real estate undertaking viz. SDZ Real Estate Development Undertaking **(SDZ-RE)** comprising identified moveable and immoveable assets and liabilities (including estimated debt to the tune of Rs.11,834 crore as on 1st July 2017 (i.e. the Appointed Date) for transfer to and vesting with the wholly owned subsidiary of the Company, namely, Jaypee Infrastructure Development Limited **(JIDL)** as a going concern, on a slump exchange basis, which is pending sanction by Hon'ble National Company Law Tribunal (NCLT), Allahabad. The long stop date of the SOA originally provided upto 31st May 2018 has been extended till 31st December 2018.

Interest accrued on debt portion to be transferred to SDZ-RE i.e. JIDL upon Order of NCLT, Allahabad, with appointed date of 1st July 2017 has been added to the carrying cost of the Inventory/ Projects under Development in respect of SDZ-RE, since the same has to be serviced from the assets/development of assets of the said SDZ-RE.

2.0 DIVESTMENT INITIATIVES & REDUCTION OF DEBT

In line with the Company's publically stated policy, the summary of divestments carried out by the Company and its subsidiaries/ associate companies are given below. The Restructuring Committee of the Board, which includes three Independent Directors, continues to consider various options in this regard. The management is concentrating its efforts to strengthen the core competence business segment of the Company i.e. Engineering & Construction activities.

SUMMARY OF DIVESTMENTS CARRIED OUT BY THE COMPANY AND ITS SUBSIDIARIES/ ASSOCIATE COMPANIES

a. Sale of Cement Plants in Gujarat by JCCL

In 2014, Cement Plants in Gujarat with a capacity of 4.80 MTPA were demerged by **Jaypee Cement Corporation Limited (JCCL)**, a wholly owned subsidiary of the Company, through a Scheme of Arrangement to UltraTech Cement Limited, a company of Aditya Birla Group, at an enterprise value of Rs. 3,800 Crore besides the actual net working Capital. The said transaction was consummated on **12th June 2014**.

b. Sale of stake in Bokaro Jaypee Cement Limited

Further in 2014, the Company signed an agreement on 24th March 2014 with Dalmia Cement (Bharat) Ltd. for sale of its entire 74% stake (9,89,01,000 Equity Shares owned by it) in Bokaro Jaypee Cement Limited, a Joint Venture between the Company (JAL) and Steel Authority of India Limited (SAIL), having a Plant with operating capacity of 2.10 MTPA, at a consideration of Rs. 69.74 per share (against its cost of Rs. 18.57 per share). The said transaction was consummated on **29th November 2014** with the receipt of consideration of Rs. 667.57 Crore & transfer of the said shares to Shri Rangam Securities & Holdings Limited, an associate/affiliate of Dalmia Cement (Bharat) Limited.

c. **Sale of Cement Grinding Unit of Company at Panipat, Haryana,**

Pursuant to approval of Board of Directors on 25th August 2014, the Company signed a Business Transaction Agreement with Shree Cement Limited for sale of Company's 1.5 MTPA Cement Grinding Unit in Panipat, Haryana for a total consideration of Rs.360 Crores approx., subject to adjustment for net working capital & Financial Indebtedness taken over. The Transaction was consummated at Rs. 358.22 Crore on **27th April 2015**.

d. **Sale of Baspa-II & Karcham Wangtoo HEP by JPVL**

Jaiprakash Power Ventures Limited (JPVL), a subsidiary of the Company till 17th February 2017 & an Associate Company w.e.f. 18th February 2017, signed an agreement with JSW Energy Limited for sale of Baspa-II and Karcham Wangtoo Hydro Power Plants. Pursuant to Order of Hon'ble High Court of Himachal Pradesh at Shimla dated 25th June 2015, the said plants were hived off by way of sale of entire shareholding in Himachal Baspa Power Company Limited (a subsidiary of JPVL), at a value of Rs.9700 Crores, excluding minor adjustment for working capital etc. The transaction was consummated on **8th September 2015**.

e. **Sale of Wind Power Plants of 49 MW of the Company**

Your Company on 30th September 2015 hived off the entire 49 MW capacity of wind power plants being operated, out of which 40.25 MW plants were in Maharashtra (i.e 16.25 MW at Dhule & 32.75 MW at Sangli) and 8.75 MW plants were in Gujarat (all at Kutch), on a slump sale basis for Rs.161 crores approx. plus adjustments for working capital. The transaction was consummated on **30th September 2015** itself.

f. **Sale of some Identified Cement Plants of the Company (JAL) & JCCL**

The Company signed an Implementation Agreement on 31st March 2016 and a Supplementary Agreement on 4th July 2016, with UltraTech Cement Limited **(UTCL)** to divest part of the cement business comprising identified operating cement plants (including captive power plants) spread over the States of Uttar Pradesh, Madhya Pradesh, Himachal Pradesh, Uttarakhand and Andhra Pradesh, besides a grinding unit which is currently under implementation in Uttar Pradesh, to UTCL with an **aggregate capacity of 17.2 MTPA for an enterprise value of Rs.16,189 Crores**, subject to some adjustments as agreed, on a slump exchange basis.

The plants in Andhra Pradesh (having an aggregate capacity of 5.0 MTPA) were owned by Jaypee Cement Corporation Limited (JCCL), a wholly owned subsidiary of the Company, while other plants (having an aggregate capacity of 12.2 MTPA) were owned by Company itself.

Besides this, an additional amount of Rs.470 Crores was payable (subject to some adjustments as agreed) by the Purchaser for completion of a Grinding Unit under implementation at Bara (owned by Prayagraj Power Generation Corporation Limited, a subsidiary of Jaiprakash Power Ventures Limited, an Associate of the Company).

As reported last year also, the Scheme of Arrangement (Scheme) between JAL, JCCL (Transferor Companies) and UTCL (Transferee Company) and their respective shareholders and creditors was approved by shareholders & creditors of Transferor Companies as well as Transferee Company. Both NSE & BSE had sent their Observation Letters pursuant to SEBI regulations without any adverse remarks. Competition Commission of India (CCI) also accorded its approval to UTCL in this regard. National Company Law Tribunal **(NCLT)** at Allahabad sanctioned the Scheme vide its Order dated 02.03.2017 (as corrected by its Order dated 09.03.2017) and NCLT at Mumbai also sanctioned the Scheme vide its Order dated 15.02.2017 for UTCL. The Company as well as UTCL had also obtained second stage approval of SEBI/ BSE, post sanction by NCLT.

The Company also obtained approvals of State Governments of H.P., U.P., M.P. & A.P. for transfer of mines related to its cement plants under transfer to UTCL. The mining lease transfer tri-partite deeds were signed on 29th June 2017 i.e. the day of Closing. Various agreements were also signed on day of Closing including for transfer of cement plants and receiving consideration from UTCL by way of transfer of debt to UTCL and receipt of debentures & preference shares from UTCL. Thus, the transaction was consummated on **29th June 2017**.

g. **Sale of entire 74% stake in BJCL**

The Company had accepted, on 6th October 2016, an in-principle offer from Orient Cement Limited **(OCL)**, belonging to CK Birla Group, for acquisition of entire 74% equity stake of JAL in Bhilai Jaypee Cement Limited **(BJCL)**, a Joint Venture Company of JAL & Steel Authority of India Limited (SAIL), based on a **total enterprise value of Rs. 1,450 Crores subject to** adjustments for Working Capital & Financial Indebtedness. BJCL owns 1.1 MTPA clinker plant at Babupur, Satna, M.P. (commissioned in December, 2009) and 2.2 MTPA cement Grinding Unit at Bhilai, Chhattisgarh (commissioned in August, 2010).

The Company has signed a definitive agreement on 31st May 2017 for the same. It is expected that the transaction would be consummated soon.

DEBT REALIGNMENT PLAN

The Company had requested its lenders to realign its debt in line with the cash flow projections post divestment of cement plants as mentioned above. As per the Debt

Realignment Plan **(DRP),** the total debt of the Company and JCCL (wholly owned subsidiary of the Company) has been segregated into sustainable debt and unsustainable debt. While sustainable debt of JAL & JCCL is to be retained in the Company (i.e. in JAL), the unsustainable debt would be transferred to a new Real Estate Special Purpose Vehicle (SPV) the scheme of demerger of which is pending sanction by NCLT, Allahabad.

The DRP was approved by the Independent Evaluation Committee (IEC) on 19th June 2017. Lenders of JAL and JCCL have appreciated the steps taken by the Company and approved the DRP under RBI guidelines with complete majority (more than 90%) in the meeting of Joint Lenders Forum (JLF) held on 22nd June 2017.

The segregation of debt for realignment as on 30th September 2016 and its status as on 31st March 2018 are as under:

(Rs. Crores)

Particulars	**JAL**	**JCCL**	**Total as on 30.09.16**	**Total JAL & JCCL as on 31.03.18**
Debt transferred to UTCL	9,019*	1,170	10,189	-
Unsustainable Debt proposed to be transferred to a new Real Estate Special Purpose Vehicle (SPV) & Potential Debt Asset Swap	12,930	660	13,590	12,622
Balance sustainable Debt to be retained in the Company (Residual JAL)	5,589	778	6,367	5,241
Total	**27,538**	**2,608**	**30,146**	**17,863**

** excludes adjustment of debt of Rs. 1,000 Crores to be paid to the lenders through redemption of Redeemable Preference Shares (RPS) Series-A issued by UTCL which is pertaining to Certain Conditions Percedents (CPs) related to JP Super Plant in Uttar Pradesh.*

Rs. 500 Crores has been paid to the lenders through redemption of RPS Series-B issued by UTCL pertaining to Baga Cement Plant.

Post approval of DRP by all the lenders, the **Master Restructuring Agreement (MRA) dated 31st October 2017 was signed** by all the Lenders on various dates the last being 13th December, 2017 for the sustainable debt approved under DRP carrying interest @9.5% p.a. and repayable over a period of 7 years to 20 years including moratorium period depending on the nature of loan liability.

For transfer of unsustainable debt along with 'SDZ Real Estate Development Undertaking' to be hived off and transferred to SPV, its wholly owned subsidiary, Jaypee Infrastructure Development Limited (JIDL), the Company has filed a Scheme of Arrangement duly approved by Board of Directors, Stock Exchanges/SEBI to NCLT, Allahabad. The shareholders, secured and unsecured creditors of the Company had voted in favour of the Scheme by approx 99% by value, as per the Results announced on 21st January 2018.

On sanction of the Scheme by NCLT, the Order shall be filed with ROC and Scheme would become effective w.e.f. 1st July 2017 (the Appointed Date). It is expected that the Order of the NCLT for the said Scheme of Arrangement shall be received shortly.

3.0 DIVIDEND

Keeping in view the cash flow stress, the Board has decided not to recommend any dividend for the financial year 2017-18.

4.0 CHANGES IN SHARE CAPITAL

During the year under report, there is no change in the P**aid up Share Capital** of the Company and the same stood at **Rs. 4,864,913,950** divided into **2,432,456,975** Equity Shares of Rs 2/- each, as at 31st March 2018.

There is no change in the **Authorised Share Capital** also which is **Rs.3,500 crore,** as at 31st March 2018.

5.0 FOREIGN CURRENCY BONDS

The Company had issued USD 150 million Foreign Currency Convertible Bonds **(FCCB-IV)** on 7th September 2012 which were due for redemption on 8th September 2017. FCCBs of USD 39.60 million had been converted into Equity Shares. FCCBs of **USD 110.40 million were outstanding** on the date of stipulated redemption alongwith outstanding interest due on 7th March 2016, 7th September 2016, 7th March 2017 & 8th September 2017.

Pursuant to the approval by the Bondholders on 15th June 2017, Shareholders by Special Resolution through postal ballot on 7th September 2017, Reserve Bank of India (RBI) on 30th October 2017 and various other approvals including by Singapore Stock Exchange, BSE & NSE, domestic lenders, etc., the Company issued new Bonds (Series A and Series B) for the total outstanding amount as on 31st March 2017 (principal as well as unpaid interest) of the earlier FCCB-IV, on **28th November 2017,** by way of cashless exchange with

(i) USD 38.640 million, 5.75% Foreign Currency Convertible Bonds (FCCBs) Due 2021 **(Series A Bonds),** and

(ii) USD 81.696 million, 4.76% Amortising Non-Convertible Foreign Currency Bonds Due 2020 **(Series B Bonds).**

Both Series A and Series B Bonds are listed on the Singapore Stock Exchange.

The particulars about conversion, outstanding amount, coupon, listing etc. of Foreign Currency Bonds are detailed in **para no. 33** of the Corporate Governance Report forming part of this Report.

6.0 EMPLOYEE STOCK PURCHASE SCHEME

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

In terms of the Scheme, the Company issued and allotted **1.25 Crores Equity Shares** of Rs.2 each @ Rs. 60 per share (including premium of Rs. 58 per share) to the said Trust on 14th December 2009. The said Trust was also allotted **62,50,000 Equity Shares as Bonus Shares** on its holding, in terms of the Bonus Issue made by the Company on 19th December 2009.

Since inception, the 'Jaypee Group ESPS, 2009 Trust' has allocated/ transferred Equity Shares to the eligible employee under the scheme, as under:

Particulars	No. of Eligible Employees	No. of original Shares (excluding Bonus)	No. of Bonus Shares	Total no. of shares (including Bonus)
Total Shares available under ESPS Scheme		12,500,000	6,250,000	18,750,000
Transferred/ allocated during 2010-11	8,032	11,263,706	5,631,852	16,895,558
Transferred/ allocated during 2011-12	4	3550	1775	5,325
Transferred/ allocated during 2012-13 to 2017-18	-	-	-	-
Balance shares as on 31.03.2018		**1,232,744**	**616,373**	**1,849,117**

During **2017-18,** no further shares were allocated/ transferred by the Trust.

Thus, a balance of 1,849,117 Equity Shares (including bonus shares) are still lying with the Trust for transfer to the eligible employees in due course.

It is confirmed that:

(a) there is no employee who has been issued shares in any year amounting to 5% or more shares issued during that year; and

(b) there is no employee who is entitled to shares under the Scheme equal to or exceeding 1% of the issued capital of the Company.

7.0 OPERATIONS OF THE COMPANY

7.1 ENGINEERING & CONSTRUCTION DIVISION

7.1.1 Works in Progress

The Company is presently executing the works of the projects listed below and the status of works is given below:

Sl. No.	Name of Work/Project under execution	Location of Work/ Project	Contract Price (Base Value) (Rs. in crores)	Nature of Work/ Project	Value of work completed (excluding escalation and extra items) as on 31.03.2018 (Rs. in crores)
	Works pertaining to :				
1.	Turnkey construction of Srisailam Left Bank Canal Tunnel Scheme including Head Regulator etc. of Alimineti Madhava Reddy Project	Telangana State	1,925	Irrigation Tunnels	1437.53
2.	Construction of Diversion Tunnel, Dam, Intake and Desilting Arrangement including Hydro-mechanical Works and Highway Tunnel (Contract Package C-1) of **Punatsanchhu – II Hydroelectric Project,**	Bhutan	1,224	Hydro Power Generation (1020 MW)	1056.80

Sl. No.	Name of Work/Project under execution	Location of Work/ Project	Contract Price (Base Value) (Rs. in crores)	Nature of Work/ Project	Value of work completed (excluding escalation and extra items) as on 31.03.2018 (Rs. in crores)
3.	Construction of Head Race Tunnel (from Surge Shaft end), Surge Shaft, Butterfly Valve Chamber, Pressure Shafts, Power House and Tail Race Tunnel including Hydro-Mechanical Works (Contract Package C-3) of **Punatsanchhu – II Hydroelectric Project.**	Bhutan	856	Hydro Power Generation (1020 MW)	526.73
4.	Construction of Diversion Tunnel, Dam, Spillway & Coffer Dams, Intake Structure, Intake Tunnels, Branch HRT, Silt Flushing Tunnels, Vertical Shaft and 2 nos. Desilting Chambers (Contract Package-C-1) of **Mangdechhu Hydroelectric Project.**	Bhutan	597	Hydro Power Generation (720 MW)	573.15
5.	Construction of Surge Shaft, 2 nos. Pressure Shafts, Bifurcation Pressure Shafts, Cable cum Ventilation Tunnel, Underground Power House & Transformer Caverns including Bus Duct, Pothead Yard, TRT, Branch Tunnel & Outlet Portals for TRT (Contract Package- C-3) of **Mangdechhu Hydroelectric Project;** and Construction of part HRT and Adit-5	Bhutan -do-	316 49	Hydro Power Generation (720 MW) -do-	299.04 46.18
6.	Development of Six Lane Eastern Peripheral Expressway (NH No. NE II) in the State of Uttar Pradesh – "Package III from Km 46.500 to Km 71.000" on EPC mode	Uttar Pradesh	747	Expressway Project	657.71
7.	4-laning of Varanasi - Gorakhpur section of NH-29 from km 88.000 (Design chainage 84.160) to km 148.000 (Design chainage 149.540) [Package-III Birnon village to Amilla village] under NHDP Phase-IV in the state of Uttar Pradesh	Uttar Pradesh	840	Highway Project	27.89
8.	4- laning of Varanasi Gorakhpur section of NH-29 from km 148.000 (Design chainage 149.540) to km 208.300 (Design chainage 215.160) [Package-IV Amilla Village to Gorakhpur] under NHDP Phase-IV on EPC mode in the State of Uttar Pradesh	Uttar Pradesh	1,030	Highway Project	28.35

Sl. No.	Name of Work/Project under execution	Location of Work/ Project	Contract Price (Base Value) (Rs. in crores)	Nature of Work/ Project	Value of work completed (excluding escalation and extra items) as on 31.03.2018 (Rs. in crores)
9.	Palamuru Rangareddy Lift Irrigation Scheme- PRLIS- (Package No.4)-Earth work Excavation & Construction of Twin Tunnel in between Anjanagiri Reservoir at Narlapur(V) and Veeranjaneya Reservoir at Yedula(V) from Km 8.325 to Km 23.325 in Mahabubnagar District (Work awarded to JAL - VARKS – NECL JV with JAL as Lead Partner)	Telangana State	1,646 (JAL's share - 51% of Contract Price)	Irrigation Tunnels	61.59 (JAL's share)
10.	New High Level Bridge in up-stream of existing Gora Bridge on river Narmada, Gujarat	Gujarat	142	Major Bridge	30.76
11.	Biju Para – Kuru Section (from Km. 34.000 to Km. 55.000) of NH-75 (Package-II) in the State of Jharkhand	Jharkhand	144	Highway Project	3.50
12.	Construction of Dam, Diversion Tunnel, Intake, Intake Tunnels, Head Race Tunnel (from RD 0.00 to RD 3100.35), Adit – 1 and Diversion Tunnel Gates (Contract Package C-1) of Arun-3 Hydroelectric Project in Nepal.	Nepal	NPRs. 509.1901 crore plus INR 803.4669 crore (Equivalent INR 1121.71 crores)	Hydro Power Generation (900 MW)	0.16
13.	Execution of Harsud Micro Lift Irrigation Scheme on Turnkey basis in Madhya Pradesh. (Work awarded to JAL - KDSPL JV with JAL as Lead Partner)	Madhya Pradesh	104 (JAL's Share – 75% of Contract Price)	Micro Irrigation	-- (Contract Agreement was signed on 21.07.2017. Works are in progress.)
14.	Execution of Naigarhi Micro Irrigation Project (Part-I) on Turnkey basis in Madhya Pradesh	Madhya Pradesh	350	Micro Irrigation	-- (Contract Agreement was signed on 25.09.2017. Works are in progress.)
15.	Execution of Naigarh Micro Irrigation Project (Part-II) on Turnkey basis in Madhya Pradesh	Madhya Pradesh	327	Micro Irrigation	-- (Contract Agreement was signed on 25.09.2017. Works are in progress.)
16.	Execution of Ram Nagar Micro Irrigation Project on Turnkey basis in Madhya Pradesh	Madhya Pradesh	306	Micro Irrigation	-- (Contract Agreement was signed on 25.09.2017. Works are in progress.)

Sl. No.	Name of Work/Project under execution	Location of Work/ Project	Contract Price (Base Value) (Rs. in crores)	Nature of Work/ Project	Value of work completed (excluding escalation and extra items) as on 31.03.2018 (Rs. in crores)
17.	Execution of Civil and Hydro-mechanical Works (Lot-1) of Rahughat Hydroelectric Project in Nepal on EPC Basis.	Nepal	USD 35.999 million plus NPRs. 2173.368 million (Equivalent INR 370.33 crores)	Hydro Power Generation (40 MW)	-- (Contract Agreement has been signed on 21.11.2017. Letter to start the works from the client is awaited)
18.	Construction of Civil Works for Barrage, Intake, Desilting tank, HRT, Surge Shaft, Power House, Tail Race Tunnel and adits etc. of Naitwar Mori Hydro-electric Project located in Distt. Uttarkashi	Uttrakhand	370.87	Hydro Power Generation (60 MW)	0.35
19.	Epoxy painting in Bridge Slab and Piers on concrete surface area from EL 104.00 m to 148.80m of Sardar Sarovar (Narmada) Project.	Gujarat	3.55	---	--- (Contract Agreement was signed on 19.02.2018. Works will start in due course.)
20.	Construction of Civil Works comprising of part Head Race Tunnels, Adits, Surge Shafts, Pressure Shaft, Valve House, Underground Power House, MIV Cavern, Transformer Cavern,, Adits and Access Tunnels, Tail Race Tunnels, TRT Outlet Structure and Pothead Yard etc. of Pakal Dul Hydro-electric Project, J & K (Work awarded to Afcons - JAL Joint Venture)	Jammu & Kashmir	1051 (JAL's Share – 30% of Contract Price)	Power Generation (1000 MW)	--- (Letter of Award dated 21.02.2018 has been received. Contract Agreement is yet to be signed)
21.	Construction of NH-56 4-lane bypass connecting NH-56 at 17+400 and terminating near Behta Village Road (bypass chainage from Km 0.000 to Km 32.000/ 31.489 Average Length 31.745 Km) (Package-I) in Uttar Pradesh on EPC mode.	Uttar Pradesh	899.00	Highway Project	--- (Letter of Award dated 28.02.2018 has been received. Contract Agreement is yet to be signed)

Projects being Executed by Jaiprakash – Gayatri Joint Venture

Sl. No.	Name of Work/Project under execution	Location of Work/ Project	Contract Price (Base Value) (Rs. in crores)	Nature of Work/ Project	Value of work completed (including escalation and extra items) as on 31.03.2018 (Rs. in crores)
1.	Polavaram Project Right Main Canal Package No. – PPRMC 4	Andhra Pradesh	301.30 (JAL's Share – 51%)	Irrigation Canal	333.33
2.	Veligonda Feeder and Teegaleru Canal Project- (Package-2)	Andhra Pradesh	392.58 (Revised) (JAL's Share – 51%)	Irrigation Canal	313.90
3.	GNSS Main Canal from km. 119.000 to km 141.350 including Construction of CM & CD works	Andhra Pradesh	112 (JAL's Share – 51%)	Irrigation Canal	Work not yet started due to non-availability of Environmental Clearance.

The progress of on-going works is **satisfactory.**

7.1.2 The Company has been awarded/ or found lowest bidder for the following Works:

(i) Execution of Harsud Micro Lift Irrigation Scheme on Turnkey basis [Joint Venture with Karan Development Services Private Limited, Madhya Pradesh] at a Contract Price of Rs. 104.32 crore. The work has been awarded to Joint Venture of JAL-KDSPL-JV with JAL as lead member of Joint Venture with 75% participation (JAL's share Rs. 78.24 crore).

(ii) Execution of Naigarhi Micro Irrigation Project (Part-I) in Madhya Pradesh at a Contract Price of Rs. 350.01 crore

(iii) Execution of Naigarhi Micro Irrigation Project (Part-II) in Madhya Pradesh at a Contract Price of Rs. 327.00 crore

(iv) Execution of Ram Nagar Micro Irrigation Project in Madhya Pradesh at a Contract Price of Rs. 306.00 crore

(v) Construction of Dam, Diversion Tunnel, Intake, Intake Tunnels, HRT (from RD 0.00 to RD 3100.35 m), Adit-1 and Diversion Tunnel Gates and Hoist (Package C-1) of Arun-3 Hydroelectric Project in Nepal at a Contract price of Nepalese Rupees 509.1901 crore plus INR 803.4669 crore (equivalent INR 1121.71 crore - adopting conversion of 1 INR = NPRs. 1.60)

(vi) Execution of Civil and Hydro-mechanical Works (Lot-1) of Rahughat hydroelectric Project in Nepal at a Contract price of US$ 35.999 million plus Nepalese Rupees 2173.368 million (equivalent INR 370.33 crore - adopting conversion of 1 US$ = INR 65.139 & 1 INR = NPRs. 1.60).

(vii) Construction of Civil Works for Barrage, Intake, Desilting tank, HRT, Surge Shaft, Power House, Tail Race Tunnel and adits etc. of Naitwar Mori Hydroelectric Project (60 MW) located in Distt. Uttarkashi in Uttrakhand at a contract price of Rs. 370.87 crore.

(viii) Construction of Civil Works comprising of part Head Race Tunnels, Adits, Surge shafts, Pressure shafts, Valve House, Underground Power House, MIV cavern, Transformer Cavern, Adits and Access tunnels, Tail Race Tunnels, TRT outlet structure and Pothead yard etc. of Pakal Dul H.E Project in Jammu & Kashmir at a contract price of Rs. 1051 crore. The work has been awarded to Joint Venture of Afcons – JAL JV with JAL as member of Joint Venture with 30% participation (JAL's share Rs. 315.3 crore)

(ix) Epoxy painting in Bridge Slab and Piers on concrete surface area from EL 104.00 m to 148.80m of Sardar Sarovar (Narmada) Project at a contract price of Rs. 3.55 crore.

(x) Construction of NH-56, 4-lane bypass connecting NH-56 at 17+400 and terminating near Behta Village Road (bypass chainage from Km 0.000 to Km 32.000/ 31.489 Average Length 31.745 Km) (Package-I) in the State of Uttar Pradesh on EPC mode at a contract price of Rs. 899 crore (Letter of Award given by NHAI).

(xi) Construction of Diversion Tunnel (alongwith HM Works), Concrete Face Rockfill Dam (CFRD), Surface & Tunnel Spillway, Intake Structure, Two no's part Head Race Tunnel and Allied Structures of Pakal Dul Hydroelectric Project in Jammu & Kashmir. As per price opening, JAL is the lowest bidder with quoted price of Rs. 3,260 crore. (Quoted price is under negotiation).

7.1.3 The Bids for the following works are under preparation:

(i) Civil works comprising Diversion Tunnel, Coffer Dam, Concrete Gravity Dam, Intake Structure, Diversion Tunnel Gates & Hoists, Desilting chambers, Head Race Tunnels(up to RD 1780 M) etc. (LOT-1) of Teesta-IV HE Project, Sikkim

(ii) Civil works comprising Head Race Tunnels (from RD 1780 onwards), Adit 2, Surge Shafts, Pressure Shafts, Underground Power House, Transformer Hall, Tail Race Tunnels and Pothead Yard etc. (LOT-2) of Teesta-IV HE Project, Sikkim

(iii) Construction of Diversion Tunnel, Concrete Gravity Dam, Intake, Pressure Shafts, Underground Power House & Tailrace Tunnels (Lot 1) for Kwar HE Project in District Kishtwar, J&K, India

(iv) Design, Procurement, manufactuer, Inspection, shop Assembly, Testing, painting, Transportation, site Storage & Site Erection, Testing & Commissioning of Radial Gates, Vertical gates, Stoplogs, Gantry Cranes, Trashracks, Trashrack cleaning Machine, Steel Liner for Pressure Shafts for Kwar HE Project in District Kishtwar, J&K, India.

(v) Construction of river diversion works, Dam, Intake, Desilting arrangement and HRT from RD 0.00 m to RD 2,303.00 m including Construction of Adit-I for 600 MW Kholongchhu Hydro Electric Project (KC-1) located in Trashiyangtse, Bhutan.

(vi) Construction of Head Race Tunnel from RD 14,091.07 m to RD 15,762.80 m including Construction Adit VI, Surge Shaft, Butterfly Valve Chamber, Pressure Shafts, Power House Complex and Tail Race Tunnel (KC-3) for 600 MW Kholongchhu Hydro Electric Project located in Trashiyangtse, Bhutan.

7.1.4 Prequalification Application Under evaluation

The following prequalification application submitted by the Company is under evaluation, as on the date of this report:

Construction of 1.637 KM long Bhadbhut Barrage comprising of River Diversion Work, construction of 2 Nos. of 3 Lane and 2 Nos. of 2 Lane Bridges over Barrage Piers including Approaches (Flank Walls) and Approach Roads, Hydro-mechanical and Electro-mechanical Works Barrage Instrumentation, Navigation Channels with Navigation locks for Fishermen's Boats, Fish Passage, Adequate Drainage arrangements Narmada river in Gujarat State.

7.2 CEMENT DIVISION

7.2.1 Capacity

As on 31st March 2017, Capacity of Cement and Captive Power Plant in the Cement Division of the Company and group companies was as under:

	OPERATING CEMENT CAPACITY	UNDER IMPLE-MENTA-TION	TOTAL CAPACITY	CAPTIVE THERMAL POWER
	MTPA	MTPA	MTPA	MW
1. Jaiprakash Associates Ltd.	17.25	-	17.25	488
2. Jaiprakash Power Ventures Ltd.	2.00	-	2.00	-
3. Prayagraj Power Gen. Co. Ltd.	-	4.00	4.00	-
4. Bhilai Jaypee Cement Ltd.	2.20	-	2.20	-
5. Jaypee Cement Corporation Ltd.	6.20	1.20	7.40	120
Grand Total on 31.03.2017 (JAL, JPVL, PPGCL, BJCL, JCCL)	**27.65**	**5.20***	**32.85**	**608**

** 5.20 MTPA (i.e. 1.20 MTPA capacity at Jaypee Shahabad Cement Project of JCCL and 4.00 MTPA capacity at Bara grinding unit of PPGCL) was under implementation.*

With a view to tide over the impact of economic slowdown, your Company decided to sell part of cement business with aggregate capacity of **12.20 MTPA** spread over the States of Uttar Pradesh, Himachal Pradesh, Uttarakhand, and **5 MTPA** in Andhra Pradesh owned by JCCL, its wholly owned subsidiary for a total enterprise value of **Rs.16,189 crore.** The Company signed a definitive agreement with UltraTech Cement Limited (UTCL) on 31st March 2016 & a supplementary agreement on 4th July 2016 for the above sale transaction. This transaction with UTCL has been consummated on 29th June 2017. In addition an amount of Rs. 460 crores is also payable by UTCL for completion of 4 MTPA grinding unit (under implementation in Uttar Pradesh) owned by Prayagraj Power Generation Company Limited (an Associate Company, which was a subsidiary of Jaiprakash Power Ventures Limited till 17th February 2017).

After consummation of the sale transaction with UTCL on 29th June 2017, zone-wise operating Cement Capacity and Captive Power Plants in the Cement Division of the Group are as under:

JAIPRAKASH ASSOCIATES LIMITED (AT PRESENT):

	OPERATING CEMENT CAPACITY	UNDER IMPLEMEN-TATION	TOTAL CAPACITY	CAPTIVE THERMAL POWER
	MTPA	MTPA	MTPA	MW
CENTRAL ZONE (Jaypee Rewa Plant, Jaypee Cement Blending Unit)	2.55	-	2.55	62
UP ZONE (Chunar Cement Factory, Churk)	2.50	1.00*	3.50	217**
TOTAL	**5.05**	**1.00**	**6.05**	**279**

*1.00 MTPA Grinding unit at Churk under implementation.

** Includes 60 MW at Churk under implementation.

JAIPRAKASH POWER VENTURES LIMITED (AT PRESENT):

	OPERATING CEMENT CAPACITY	UNDER IMPLE-MENTA-TION	TOTAL CAPACITY	CAPTIVE THERMAL POWER
	MTPA	MTPA	MTPA	MW
Jaypee Nigrie Cement Grinding Unit	2.00	-	2.00	-

BHILAI JAYPEE CEMENT LIMITED (AT PRESENT):

	OPERATING CEMENT CAPACITY	UNDER IMPLE-MENTA-TION	TOTAL CAPACITY	CAPTIVE THERMAL POWER
	MTPA	MTPA	MTPA	MW
Bhilai Jaypee Cement Limited	2.20	-	2.20	-

JAYPEE CEMENT CORPORATION LIMITED (AT PRESENT):

	OPERATING CEMENT CAPACITY	UNDER IMPLE-MENTA-TION	TOTAL CAPACITY	CAPTIVE THERMAL POWER
	MTPA	MTPA	MTPA	MW
SOUTH ZONE (Jaypee Shahabad Cement Project)	1.20	1.20	2.40	60
Grand Total at present **(JAL, JPVL, BJCL & JCCL)**	**10.45**	**2.20**	**12.65**	**339**

Thus, the Group (including JPVL) at present has an installed cement capacity of 12.65 MTPA and 339 MW of captive power (including 2.2 MTPA under implementation & 60 MW at Churk also under implementation).

Further, as a strategic move, Jaiprakash Power Ventures Limited (JPVL) and the Company (JAL) have entered into definitive agreements with Orient Cement Limited for sale of cement grinding unit of 2.00 MTPA of JPVL and entire 74% Equity stake owned by JAL in BJCL (having capacity of 2.20 MTPA) which is expected to be completed shortly. Thereafter, the Group will have total capacity of 8.45 MTPA.

7.2.2 Operations

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

	2017-18 (MT)	2016-17 (MT)
Cement Production (MT)	**4,062,995**	**8,475,700**
Clinker Production (MT)	**2,596,020**	**6,652,484**
Cement and Clinker Sale (MT) (including Self-Consumption)	**4,531,840**	**9,088,963**

7.2.3. Operational Performance (JAL)

During the financial year 2017-18, Productivity Indices of the operating units of the Company (JAL) were as under:

S. No.	Indices	Lime stone Crushing	Raw meal Grinding	Clinker Production	Cement Grinding	Cement Despatch including clinker sale
	PRESENT UNITS	(MT)	(MT)	(MT)	(MT)	(MT)
1	**Jaypee Rewa Plant, Rewa (MP)**	2,800,166	2,929,325	1,957,230	2,046,777	2,031,672
2	**Jaypee Cement Blending Unit, Sadva Khurd (UP)****				96,820	95,683
3	**Chunar Cement Grinding Unit, Chunar (UP)**				1,438,833	1,445,250
	UNITS TRANSFERRED TO UTCL ON 29.06.17					
4	Jaypee Bela Plant, Bela (MP)*	149,344	92,309	69,795	231,943	239,249
5	Jaypee Ayodhya Grinding Operations, Tanda (UP)*				19,946	20,328
6	Dalla Cement Factory, Dalla (UP)*	565,671	563,634	378,547	88,031	88,571
7	Jaypee Sidhi Cement Plant, Baghwar (MP)*	233,238	235,115	160,150	116,775	118,968
8	Jaypee Himachal Cement Plant – Baga*	103,040	42,842	30,298	2,325	554
9	Jaypee Himachal Cement Plant – Bagheri*				11,815	7,826
10	Jaypee Roorkee Grinding Unit*				5,942	5,728
11	Jaypee Sikandrabad Grinding Unit*				3,788	537
	TOTAL	**3,851,459**	**3,863,225**	**2,596,020**	**4,062,995**	**4,054,367**

**Figures for plants sold to UTCL (S.No. 4 to 11) are till 28th June 2017 only.*

***Production and Despatch figures for JCBU (Blending unit at Sadva Khurd) at S.No.2 are incremental.*

7.3 HOTELS DIVISION

The Company owns and operates five luxury hotels in the Five Star category, **the finest Championship Golf Course, Integrated Sports Complex** strategically located for discerning business and leisure travellers.

Jaypee Vasant Continental with 119 rooms and Jaypee Siddharth with 102 rooms are in New Delhi. Jaypee Palace Hotel and Convention Centre is the largest property located at Agra with an inventory of 341 rooms with luxurious Presidential Suites and Jaypee Residency Manor with Valley View Tower at Mussoorie has 135 rooms. Jaypee Greens Golf & Spa Resort, Greater Noida is a prestigious & Luxury Resort with 170 state of art rooms overlooking the Championship 18 hole Greg Norman Golf Course.

The Company has launched the Regency - a fine dining restaurant with new look and elegant ambience on the terrace of Jaypee Residency Manor, Mussoorie to offer the guests world cuisine with panoramic view of the Doon Valley and snow-capped Himalayas. On the terrace of the Jaypee Residency

Manor, the guests also enjoy the bar facilities & the sunset view at the uber-luxe Marshal's Lounge bar.

Jaypee Greens Golf Course, Greater Noida was conferred with two SATTE Awards 2018 and i.e. "Excellence in Customer Service-Hospitality-Luxury Hotel" and "Excellence in Environmental Sustainability-Hotel".

Jaypee Greens Golf & Spa Resort had the honour to host "Emir of the State of Kuwait" and several other prestigious conferences from India and abroad. Besides this, the Luxury car companies organized car launch events and conferences with renowned celebrities from India & World over during Auto Expo at Greater Noida.

Jaypee Greens Championship 18 hole Greg Norman Golf Course continues to be patronized to host prominent and prestigious golf events.

"Atlantis-The Club", an integrated sports complex located at Jaypee Greens offers world class facilities for International and National sporting events & tournaments with rooms & conference halls. Atlantis has emerged as Sports Academy Destination. National Basket Ball Association (NBA), New York, U.S.A. has an agreement for three (3) years with the company for Basket Ball residential elite academy. NBA conducted the talent hunt across all over India and selected twenty four (24) candidates between the age of 14-16 years. It is providing basketball coaching and education at Jaypee Public School (JPS), Noida to prepare the basketball players for the Indian Team. Besides NBA, Atlantis has academy for cricket, football & soccer. A cricket academy under the supervision of best coaches conducted coaching for more than 100 students.

Indian Green Building Council has conferred LEED certificate in **"Gold Category"** to the Jaypee Residency Manor, Mussoorie. **"Platinum Category"** to Jaypee Vasant Continental, New Delhi and Jaypee Palace Hotel & Convention Centre, Agra has been presented with the **"Gold Category"** for energy & environmental design of the building.

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

India welcomed a total of 10.18 million international visitors in 2017 as against 8.80 millions in 2016 i.e. up by 15.6%. The Foreign Exchange Earnings (FEE) from tourism in rupee terms during 2017 were Rs. 1,80,379 crore with a growth of 17.17% according to tourism ministry data.

Tourism is a major engine of economic growth and an important source of foreign exchange earnings in many countries including India. It has great capacity to create large scale employment of diverse kind and plays an important role in achieving growth with equity.

The outlook is bright and the Company is confident to achieve higher growth coupled with optimization of the resource utilization.

7.4 REAL ESTATE DIVISION

Jaypee Greens, the real estate brand of the Jaypee Group has been creating lifestyle experiences from building premium golf-centric residences to integrated townships since its inception in the year 2000. Amidst economic challenges and a dismal real estate environment, the group has followed a well balanced strategic approach and has offered for possession over 3200 units in various projects across its different townships in the year 2017-18.

Jaypee Greens, Greater Noida

Jaypee Greens, Greater Noida spread across 452 acres is the maiden golf centric residential development and integrates Luxury villas and apartments with an 18 Hole Greg Norman Signature golf course, 9 Hole chip & putt golf course, landscaped parks and lakes along with an integrated sports complex, 60 acre nature reserve park, a 5 star spa resort in collaboration with Six Senses Spa of Thailand.

Possession has been offered for over 1600 units till 31st March 2018, across all the projects in the township.

Jaypee Greens Wish Town Noida

Jaypee Greens Noida - being developed by the Jaypee Group (i.e. Company and its Subsidiary Jaypee Infratech Limited) is the bench mark project in the region of Noida. Spread over 1063 acres, it offers a wide range of residential options ranging from independent homes to high-rise apartments and penthouses, along with host of operational amenities such as the 18+9 hole Graham Cooke designed golf facility, the 500 bed super specialty Jaypee Hospital, educational facilities including Jaypee public school and Jaypee Institute of Information Technology. The entire township is dotted with landscaped parks, recreational facilities, entertainment hubs and commercial centers.

In Wish Town Noida over 9400 apartments have been completed (till 31st March 2018) in various projects including Pavilion Court & Heights, Kalypso Court, Imperial Court, Klassic and Kosmos and possession will soon be offered in Kensington Park apartments. In addition, approximately 1900 independent units of Townhomes and residential plots have also been offered for possession across multiple projects, and a large number of plot buyers have commenced construction of their homes. Along with these residential units, possession of retail shops in Imperial & Pavilion Arcades has also been offered thereby enhancing the facilities for the residents.

Jaypee Greens Sports City

Jaypee Greens Sports City, located on the Yamuna Expressway, is home to India's first International Motor racing track, an International standard cricket stadium, a long green boulevard and much more. This Sports City has hosted India's first F1 race in October, 2011 followed by two more races in 2012 and 2013.

The development of Sports City inter-alia comprises of various thematic districts offering residential, sports, commercial and institutional facilities. The commercial zone will offer well defined areas for elaborate financial and civic centers, along with residential districts which will have a vast range of products including villas, town homes, and residential plots and mid to high rise apartment blocks, to suit the requirements of all.

Nearly 1900 residential plots in Country Home-I & II, Krowns, Greencrest Homes, and Yamuna Vihar have been offered for possession till 31st March 2018.

Backed by a strong team of Architects, Engineers and Sales and Marketing professionals the company is committed to delivering all of its projects in the coming years.

7.5 SPORTS DIVISION

Jaypee Sports International Limited (JSIL) (incorporated on 20th October 2007 and amalgamated into the Company, JAL, on 16th October 2015) was allotted around 1100 Ha. of land for development of Special Development Zone (SDZ) with sports as a core activity by Yamuna Expressway Industrial Development Authority (YEA). This area is inclusive of 100 Ha of land to be used for Abadi Development. The core activities are sports inter-alia Motor Race Track, suitable for Holding Formula One race and setting up a Cricket stadium of International Standard to accommodate above 1,00,000 spectators and others.

The Motor Race Track known as Buddh International Circuit (BIC) was completed well in time and JSIL successfully hosted the three Indian Grand Prix held in October, 2011, October, 2012 & October, 2013. The success of the event was acknowledged by winning of many awards and accolades.

Buddh International Circuit (BIC) is being patronized as one stop destination for promotional events by automobile manufacturers, exhibitions, shooting of movies, concerts, product launches and other promotional entertainment activities.

M/s. ALA Architects have designed the first phase of cricket stadium which is likely to be completed soon. Meanwhile friendly matches are being conducted from time to time to check the quality of the pitch. Some corporate T20 matches are also being played since October 2015.

The development of non-core area planned for group housing, plots, flats, etc. and other social activities is satisfactory.

8.0 DIVERSIFICATION

A. DEVELOPMENT OF COAL BLOCKS IN MADHYA PRADESH

Three separate joint-venture companies were set-up for three Coal Blocks i.e.

--Amelia (North) (by Madhya Pradesh Jaypee Minerals Limited),

--Dongri Tal-II (by MP Jaypee Coal Limited), and

--Mandla (South) (by MP Jaypee Coal Fields Limited).

These coal blocks had been allocated to Madhya Pradesh State Mining Corporation Ltd. (MPSMCL), with an identical shareholding ratio of 51:49 between MPSMCL and JAL.

Coal mined from Amelia (North) and Dongri Tal-II Mines was for supply to the 2 x 660 MW Super Critical Thermal Power Plant at Nigrie, (M.P.) set up by Jaiprakash Power Ventures Limited (JPVL), a subsidiary of JAL (now an Associate Company w.e.f. 18.02.2017).

Mandla (North) Coal Block owned by JAL was for captive use of Coal for Cement Plants and CPPs.

After developing Amelia (North) Coal Block, the JVC namely Madhya Pradesh Jaypee Minerals Limited (MPJML) had started supply of Coal to Jaypee Nigrie Super Thermal Power Plant (JNSTPP). The remaining three Coal Blocks had also achieved substantial progress in developing the mines and obtaining clearances/ approvals.

Consequent to Supreme Court verdict dated 24.09.2014, allocation of 204 coal blocks including Amelia (North), Dongrital-II, & Mandla South allotted to MPSMCL and Mandla North to JAL were cancelled.

Ministry of Coal decided to reallocate the cancelled coal blocks through e-auction/ allocation. Amelia (North) and Mandla North coal blocks which were categorized as schedule-II (Mines producing coal or about to produce) were put for e-auction in first tranche wherein JPVL and JAL were declared successful for above blocks respectively. Subsequently JCCL also won Mandla South and Majra coal mines in the auction held for coal blocks in Schedule-III and tranche-III respectively.

Status of each coal mine vested to JPVL, JAL and JCCL is given below:

Type of Mine	Name of Mine	Status
Open Cast	Amelia (North) of JPVL	The mining activities in Amelia (North) coal mine were started on 26.05.2015 after getting all the statutory permissions/approvals transferred from prior allottee to JPVL. JPVL has been achieving peak rated capacity of 2.8 MT since the year 15-16 as per the approved mining plan for supply of coal to Nigrie thermal power plant.
Under Ground	Mandla (North) of JAL	Mining activities in Mandla North coal mine were started in April 2015 and completed the drivage of 714 m and 716 m out of total length of 903 m of each incline. Arising out of process sale of a few End Use Plants with M/s Ultratech, Nominated Authority was requested to include Churk Captive Power Plant in the list of End Use Plants in the vesting order issued for Mandla North Coal Mine. The request was denied and Termination letter of Coal Mine Development and Production Agreement and Vesting Order has been received on 12.03.2018 and 21.03.2018. A writ Petition No. 11368 has been filed in Allahabad High Court on 27.03.2018 with prayer for quashing the impugned letter and provide relief.
Under Ground	Mandla (South) of JCCL	Arising out of process sale of all End Use Plants with M/s Ultratech, Nominated Authority was requested to allocate this block to companies in need of coal for better and optimum utilization of national resources. This was not accepted and accordingly the operations in the mine were discontinued since 10.05.2016. Subsequently Termination letter of Coal Mine Development and Production Agreement and Vesting Order has been received on 06.03.2018. A writ Petition No. 11310 has been filed in Allahabad High Court on 19.03.2018 with prayer for quashing the Impugned letter and provide relief.
Open Cast and Under Ground	Majra of JCCL	Arising out of process sale of all End Use Plants with M/s Ultratech, Nominated Authority has been requested to allocate this block to companies in need of coal for better and optimum utilization of national resources. Though we were following up the transfer of various permissions and approvals from the prior allottee of coal mine to JCCL, Nominated authority has issued show cause notice for termination of the block. This has been replied. The response is awaited.

B. REFUSE DERIVED FUEL (RDF) FROM MUNICIPAL SOLID WASTE (MSW) AT CHANDIGARH

The Plant is operating satisfactorily. Daily garbage of the city of Chandigarh is being used as per the agreement. The plant is serving the twin purpose of keeping the city clean and to generate the energy from garbage called as Refuse Derived Fuel (RDF). RDF (in fluff form), the final product of the plant, is being disposed off commercially as a good substitute of conventional fuel in the industries and Power plants located around Chandigarh.

C. DIVERSIFICATION INITIATIVES

Company's other diversification initiatives include setting-up of pit-head based Thermal Power Station, Fertilizer business, Aviation and Healthcare, which are **being implemented through different subsidiaries/ associates** of the Company. Details of the initiatives implemented through subsidiaries/associates are furnished under the heading 'Subsidiaries, Associates & Joint Ventures' below.

9.0 SUBSIDIARIES, ASSOCIATES & JOINT VENTURES

As on 31st March 2018, in terms of the provisions of Companies Act 2013, your Company had following 17 subsidiaries which are engaged in different business activities:

1. Bhilai Jaypee Cement Limited
2. Gujarat Jaypee Cement & Infrastructure Limited
3. Jaypee Cement Corporation Limited
4. Jaypee Assam Cement Limited
5. Jaypee Infratech Limited
6. Jaypee Ganga Infrastructure Corporation Limited
7. Himalyan Expressway Limited
8. Jaypee Agra Vikas Limited
9. Jaypee Infrastructure Development Limited
10. Jaypee Cement Hockey (India) Limited
11. Jaypee Fertilizers & Industries Limited
12. Jaypee Uttar Bharat Vikas Private Limited
13. Kanpur Fertilizers & Cement Limited
14. Himalyaputra Aviation Limited
15. Jaypee Healthcare Limited
16. Jaiprakash Agri Intiatives Company Limited
17. Yamuna Expressway Tolling Limited.

Subsidiaries converted into Associate companies w.e.f. 18th February 2017:

Jaiprakash Power Ventures Limited (JPVL) issued 305.80 crores equity shares to its various lenders on 18.02.2017 as a result of SDR. Accordingly, JAL holds only 29.74% in JPVL (earlier 60.69%).

Hence, JPVL is no more a subsidiary of JAL w.e.f. 18.02.2017 and has become an Associate Company. The following six subsidiaries of JPVL also ceased to be subsidiaries of JAL w.e.f. 18.02.2017 and had become Associate Companies, being subsidiaries of JPVL:

1. Jaypee Arunachal Power Limited
2. Jaypee Powergrid Limited
3. Sangam Power Generation Co. Limited
4. Prayagraj Power Generation Co. Limited

   (It is no more a subsidiary of JPVL w.e.f. 18th December 2017, hence no more an Associate of JAL w.e.f. 18th December 2017.)
5. Jaypee Meghalaya Power Limited
6. Bina Power Supply Limited

Notes:

1. The name of J**aypee Cement Cricket (India) Limited** was changed to **Jaypee Infrastructure Development Limited** w.e.f. 21.02.2017. The Company now deals in Real Estate business.
2. Yamuna Expressway Tolling Limited (earlier known as Jaypee Mining Ventures Pvt. Limited and then Yamuna Expressway Tolling Pvt. Limited) became subsidiary of JAL w,e,f 24.03.2017. W.e.f. 20.04.2017, it has become 100% subsidiary of JAL.
3. **Jaypee Uttar Bharat Vikas Pvt. Limited (JUBVPL)** has become subsidiary of Jaypee Fertilizers & Industries Limited **(JFIL) w.e.f. 26th July 2017.** As Kanpur Fertilizers & Cement Limited (KFCL) is a subsidiary of JUBVPL, accordingly, w.e.f. 26th July 2017, KFCL has also become subsidiary of JFIL. Thus, both JUBVPL & KFCL have also become subsidiaries of the Company (JAL) **w.e.f. 26th July 2017** as JFIL is a subsidiary of JAL. Further, w.e.f. 27th July 2017, JUBVPL has become the wholly owned subsidiary of JFIL & JAL. Jaypee Uttar Bharat Vikas Private Limited (JUBVPL) & Kanpur Fertilizers & Cement Limited (KFCL) were Associates Companies till 25th July 2017.

ASSOCIATES & JOINT VENTURES AS ON 31ST MARCH 2018

As on 31st March 2018, the Company (JAL) has following Associate Companies [as per Section 2(6) of Companies Act, 2013 i.e. in which it holds 20% or more of total share capital] and Joint Ventures:

- Jaiprakash Power Ventures Limited, (29.74%)
- Madhya Pradesh Jaypee Minerals Limited, (49.00%)
- MP Jaypee Coal Limited, (49.00%)
- MP Jaypee Coal Fields Limited, (49.00%)
- RPJ Minerals Pvt. Limited, and (43.83%)
- Sonebhadra Minerals Pvt. Limited. (48.76%)

The status of the aforesaid Subsidiaries is given in **Annexure-1** and of the Associates & Joint Ventures in **Annexure-2.**

10.0 CONSOLIDATED FINANCIAL STATEMENTS

The statement **(in prescribed form AOC-1)** as required under Section 129 of the Companies Act, 2013, in respect of the **Subsidiaries and Associate companies** of the Company is annexed and forms an integral part of this Report.

The consolidated financial statements of the Company & its Subsidiary companies alongwith Associate companies, as mentioned in form **AOC-1,** for the year ended 31st March 2018, prepared in accordance with Accounting Standard (IND AS-110) "Consolidated Financial Statements" prescribed by the Institute of Chartered Accountants of India, form part of the Annual Report and Financial Statements.

The Financial Statements of the subsidiary companies and the related detailed information (as per Section 129 of the Companies Act, 2013) will be made available to the shareholders of the Company and subsidiary companies seeking such information. The financial statements of the subsidiary companies will also be kept for inspection by any shareholders in Company's Head Office and also that of the subsidiaries. Further, the Company shall furnish a hardcopy of financial statements of subsidiary companies to any shareholder on demand.

The Company has also uploaded the Financial Statements of individual subsidiary companies on its website i.e. www.jalindia.com.

The Directors are of the opinion that the **subsidiaries and Joint Ventures/ Associate companies** of your Company have promising future, except which have been specifically mentioned above.

11.0 OUTLOOK

Post divestment of part of cement business and other assets to deleverage the balance sheet of the Company, the management is putting its best efforts to enhance its presence in its core business i.e. Engineering and Construction activities. The Company has strengthened its order book from Rs. 6,869 crore to Rs. 12,881 crore in the year under report considering awarded contract price.

The performance during the year is considered satisfactory. The future prospects of the Company's business and the business of its subsidiaries is good. The Company is committed to reduce the debt and enhance the shareholders' value.

12.0 DIRECTORATE

12.1 Cessation of Directorships:

(i) **Shri S.C. Bhargava,** an Independent Director, resigned **w.e.f. 22nd April 2017** due to his personal reasons. The Board places on record its appreciation for his valuable contribution during his tenure as Director of the Company.

(ii) **Shri Rahul Kumar,** Whole-time Director & CFO, resigned **w.e.f. 31st July 2017** due to his personal reasons. The Board places on record its appreciation for his valuable contribution during his tenure as Director & CFO of the Company.

(iii) **Shri S.K. Mohapatra, IDBI Nominee** has ceased to be a Director of the Company **w.e.f. 12.02.2018** pursuant to his resignation letter dated 09.02.2018 received by the Company on 12.02.2018 and the withdrawal letter of IDBI Bank Limited dated 09.02.2018. Shri Mohapatra had joined the Board of Directors of the Company as IDBI Nominee w.e.f. 28.11.2016.

The Board places on record its appreciation for his valuable contribution of Shri. S. K. Mahapatra during his tenure on the Board of the Company.

(iv) **Shri Shailesh Verma, nominee of State Bank of India (SBI)** has ceased to be a Director of the Company **w.e.f. 18.05.2018** pursuant to his resignation letter dated 14.05.2018 given to SBI and forwarded by SBI to the Company on 18.05.2018. Shri Verma had joined the Board of Directors of the Company as SBI Nominee w.e.f. 26.12.2016.

The Board places on record its appreciation for the valuable contribution of Shri Shailesh Verma during his tenure on the Board of the Company.

12.2 Co-option of Shri Jaiprakash Gaur ji, Founder Chairman, as a Director

The Nomination & Remuneration Committee **(NRC)** consisting of all independent directors felt the necessity of the presence of Founder Chairman, Shri Jaiprakash Gaur ji, on the Board of the Company for availing his expert guidance and vision on a regular basis especially in the present scenario for rejuvenation of various business segments of the Company.

NRC in its meeting held on 19th May 2018 passed a unanimous resolution for appointment of Shri Jaiprakash Gaur ji, as an additional Director of the Company w.e.f. 19th May 2018. The Board at its meeting held on the same day unanimously requested Shri Jaiprakash Gaur ji to join the Board, expressing that his presence would re-inforce confidence and enthusize the employees of the Company to face the business challenges. In deference to the request from all the members of the Board, Shri Jaiprakash Gaur ji agreed to join the Board w.e.f. 19th May 2018.

Shri Jaiprakash Gaur ji, 87, did his Civil Engineering from University of Roorkee (now Indian Institute of Technology, Roorkee) in 1950. In 2005, his Excellency President of India, appointed him as Chairman of the Board of Governors of IIT Roorkee and Shri Jaiprakash Gaur served the Institute from May 2005 to February 2009 and made significant contribution in the functioning of the Institute.

Shri Jaiprakash Gaur ji has been associated with the construction industry for over 65 years. His unique contribution in E & C field, particularly river valley and hydro projects both surface and underground, in India and neighbouring countries enjoys high respect for his expertise, quality and iron-will determination to implement the projects of national importance at very unconventional, difficult terrain and geological conditions.

The proposal for appointment of Shri Jaiprakash Gaur ji has been included in the Notice of the ensuing Annual General Meeting for your approval.

The composition of the Board is in compliance of the requirements of the Companies Ac, 2013 and the SEBI (LODR) Regulations.

12.3 Re-appointment of Independent Directors

The following **Independent Directors** were reappointed in 20th AGM held on 23rd September 2017 as per the details given below:

S. No.	Name of Independent Director	Tenure	
		From	to
1.	Shri B.K. Goswami	27.09.2017	26.09.2022
2.	Shri R.N. Bhardwaj	27.09.2017	26.09.2022
3.	Ms. Homai A. Daruwalla	27.09.2017	26.09.2022
4.	Shri K.N. Bhandari	27.09.2017	26.09.2022
5.	Shri S.C.K. Patne	27.09.2017	26.09.2022
6.	Shri C.P. Jain	27.09.2017	26.09.2022
7.	Shri K.P. Rau	27.09.2017	26.09.2022
8.	Shri T.R. Kakkar	12.11.2017	11.11.2022

12.4 Re-appointment of Shri Ranvijay Singh, Whole-time Director

The Shareholders had, in their 20th AGM held on 23rd September 2017, approved the re-appointment of Shri Ranvijay Singh as a Whole-time Director of the Company for a period of three years **w.e.f. 14th December 2017** at his existing remuneration.

12.5 Retirement by rotation:

Shri Sunny Gaur, Director would retire by rotation at the forthcoming Annual General Meeting of the Company. The proposal for his re-appointment has been included in the Notice of the Annual General Meeting for your approval.

12.6 Wholetime Key Managerial Personnel:

The details about the Wholetime Key Managerial Personnel are given in **Para No. 22** of the Corporate Governance Report enclosed herewith.

13.0 DEPOSITS

Your Company enjoyed respectable track record of compliance of Public Deposit rules prescribed by Government of India from time to time. **As on 1st April 2014,** the Company had outstanding fixed deposits and interest payable thereon aggregating Rs.2,722.53 Crores, which were to be repaid over a period of three years from the date of their respective acceptance. Consequent to the amendment of the Fixed Deposit provisions in the new Companies Act, 2013, the Company decided to stop accepting fresh deposits or renewing the existing deposits. Under the new provisions, the outstanding Deposits as on 31.03.2014 were stipulated to the repaid within one year i.e. by 31.03.2015. Since the amount raised by the Company stood deployed in its business, it was not feasible to repay such a huge amount within the said period. Accordingly, the Company approached Hon'ble Company Law Board **(CLB)** for extension of time for repayment of outstanding Fixed Deposits. Seeing the satisfactory progress of repayment of Fixed deposits to depositors, Hon'ble CLB had from time to time extended the time for such repayment, finally till 30th June 2016.

The Government of India constituted National Company Law Tribunal **(NCLT)** which came into existence with effect from **1st June 2016.** The powers of CLB were transferred to NCLT. On acquiring the jurisdictional authority over the matter, Hon'ble NCLT vide its Order dated 30th May 2017 had further extended the time upto 30th June 2017 for repayment of outstanding deposits and interest thereon. Thus, all through, the Company, has been compliant with the orders of the Hon'ble CLB/NCLT.

During the period from 1st April 2014 to 31st March 2017, the Company had settled/repaid FDs aggregating **Rs.1,442.91 Crores** (including interest payable thereon). **As on 31st March 2017,** an aggregate amount of Rs.1,279.62 Crores was payable towards repayment of deposits and interest thereon.

The payment of outstanding amount was finally made out of the sale consideration of identified cement plants of the Company in the 1st week of July 2017. The year wise status is as under:

	No. of FDs	**Outstanding (Principal+Interest) in Rs.Cr.**
On 31.03.14	1,78,704	2,722.53
On 31.03.15	1,13,131	1,811.84
On 31.03.16	86,729	1,304.14
On 31.03.17	85,710	1,279.62
On 30.06.17	85,337	1,275.10
On 18.07.17	260	5.46
On 31.03.18	33	0.21
On 19.05.18	33	0.21

The outstanding amount of about Rs. 21 lacs as on date represents some cases under litigation and some transmission cases, which too shall be settled in due course without any delay on the part of the Company.

14.0 AUDITORS AND AUDITORS' REPORT

14.1 STATUTORY AUDITORS:

M/s. Rajendra K. Goel & Co., Chartered Accountants, (Firm's Registration No.001457N), were appointed as Statutory Auditors of the Company for a term of five consecutive Financial Years i.e. for 2017-18 to 2021-22, in 20th Annual General Meeting (AGM) held on **23rd September 2017.**

They hold office from the conclusion of the 20th AGM held on 23rd September 2017 till conclusion of the 25th AGM to be held in the year 2022.

Pursuant to amendment in provisions of the Companies Act, 2013 **w.e.f. 07.05.2018,** ratification of appointment of statutory auditors by the shareholders at every AGM is not required.

14.2 SECRETARIAL AUDITORS:

CS Ashok Tyagi (COP No. 7322), Practising Company Secretary, was appointed as Secretarial Auditor of the Company on 29th May 2017 by the Board of Directors, based on recommendations of the Audit Committee, as per Section 204 of the Companies Act, 2013, for the Financial Year 2017-18.

Secretarial Audit Report for the financial year ended 31st March 2018 forms part of the Directors' Report.

Based on the recommendations of the Audit Committee, the Board has further re-appointed **CS Ashok Tyagi (COP No. 7322), Practising Company** Secretary, to conduct the Secretarial Audit for the Financial Year 2018-19 as per Section 204 of the Companies Act, 2013.

14.3 COST AUDITORS:

For the Financial Year 2017-18, M/s. J.K. Kabra & Co., Cost Accountants, (Firm's Registration No. 2890) are carrying out the cost audit in respect of applicable businesses of the Company and their report will be filed with Central Government in due course.

For the Financial Year **2018-19,** the Board of Directors of the Company have re-appointed, based on recommendations of the Audit Committee, **M/s. J.K. Kabra & Co.,** Cost Accountants, (Firm's Registration No. 2890), as Cost Auditors, for auditing the cost accounts in respect of applicable businesses of the Company.

Their remuneration is subject to ratification by shareholders for which a proposal is contained in the Notice of AGM.

15.0 REPORTS ON CORPORATE GOVERNANCE, MANAGEMENT DISCUSSION & ANALYSIS AND BUSINESS RESPONSIBILITY

15.1 Corporate Governance Report and Management Discussion & Analysis Report

Report on Corporate Governance and Management Discussion & Analysis Report, in terms of Regulation 34 and 53 read with Schedule V of SEBI (Listing **Obligations & Disclosure Requirements) Regulations, 2015 (LODR)** are annexed and form part of this Annual Report.

A certificate from the Auditors confirming compliance with the conditions of Corporate Governance is also annexed. The Company is complying with the Corporate Governance norms laid down in LODR.

15.2 Business Responsibility Report

In terms of Regulation 34 of LODR, a Business Responsibility Report (BRR) for the year ended 31st March 2018, in the prescribed format, is annexed and forms part of this Annual Report describing the initiatives taken by the Company from an environmental, social and governance perspective, towards adoption of responsible business practices.

The BRR as well as the Company's Policy on Sustainable Development are accessible on the Company's website; ***www.jalindia.com.***

16.0 EMPLOYEE RELATIONS & PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORK PLACE

EMPLOYEE RELATIONS

Employee relations continued to be cordial throughout the year. Your Directors wish to place on record their sincere appreciation for the employees' confidence, team spirit & determination in facing the challenges at all works sites and all offices and achieving satisfactory progress.

CASES FILED PERTAINING TO SEXUAL HARASSMENT OF WOMEN AT WORK PLACE

There was no case filed by any woman during the Calendar year 2017 nor during Calendar year 2018 (till date) pertaining to sexual harassment of women at work place. The Company has formed an 'Internal Complaints Committee' pursuant to the provisions of 'The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013' for the purpose of prevention of sexual harassment of women at workplace. The said Committee gave its Report for the Calendar Year 2017 as well as Interim Report for the Calendar Year 2018 (till date), which confirms that no such case has been filed during the said periods.

17.0 Other Requirements of Companies Act, 2013

17.1 EXTRACT OF THE ANNUAL RETURN UNDER SECTION 92 (3)

The extract of the Annual Return as provided under Section 92(3) (in form MGT-9) is enclosed as **Annexure-3.**

17.2 THE NUMBER OF MEETINGS OF THE BOARD

The total no. of meetings of the Board of Directors held during the Financial Year 2017-18 is **5 (Five).**

The Board Meetings during FY 2017-18 were held on:

(i) 29th May 2017, (ii) 5th August 2017, (iii) 7th October 2017, (iv) 14th November 2017 and (v) 19th January 2018.

The details of meetings attended by Directors is given in Corporate Governance Report in **Para 2.0.**

17.3 Directors' Responsibility Statement

Based on internal financial controls, work performed by the Internal, Statutory, Cost and Secretarial Auditors and external agencies, the reviews performed by the management, with the concurrence of the Audit Committee, pursuant to Section 134(5) of the Companies Act, 2013, the Board states the following **for the year ended 31st March 2018:**

a) in the preparation of the annual accounts, the applicable accounting standards had been followed alongwith with proper explanation relating to material departures;

b) the Directors had 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 at the end of the financial year and of the profit and loss of the Company for that period;

c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors had prepared the annual accounts on a going concern basis;

e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate, operating effectively and the same are being strengthened on continuous basis from time to time.

17.4 STATEMENT ON DECLARATIONS GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149 (6) & (7)

In Compliance with the provisions of Section 149(6) & 149 (7) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 [LODR], Company has received requisite declarations from all the Independent Directors of the Company.

17.5 NOMINATION AND REMUNERATION POLICY UNDER SECTION 178(3).

The Company has a policy on Nomination and Remuneration as approved by Board and its details are given under Corporate Governance Report.

17.6 COMMENT ON QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE (IF ANY)

17.6.1 BY THE STATUTORY AUDITORS

The observation of Statutory Auditors and Notes to the financial statements are self-explanatory.

Their observations/qualifications and reply of management is given in **Annexure-4.**

17.6.2 BY THE COMPANY SECRETARY IN PRACTICE IN SECRETARIAL AUDIT REPORT

The observations of Secretarial Auditors are self-explanatory. Their observations and reply of management is given in **Annexure-4.**

17.7 PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Particulars of Loans, Guarantees or Investments under Section 186 are given in the notes to Financial Statements especially under Note No. 3, 5 and 34 of the Financial Statements.

17.8 PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1)

The particulars as per the prescribed Format (AOC-2) are enclosed as **Annexure 5.**

All the related party transactions during the year were on an arm's length basis and in ordinary course of business. The Related Party Disclosures as per IND AS 24 have been made in Note No. 48 of the Financial Statements.

17.9 STATE OF COMPANY AFFAIRS IS MENTIONED IN THE BEGINNING OF DIRECTORS' REPORT

The State of Company Affairs is given in para no. 1, 2, 7 & 8 above.

17.10 AMOUNT, IF ANY, WHICH COMPANY PROPOSES TO CARRY TO ANY RESERVES

NIL.

17.11 AMOUNT, IF ANY, WHICH COMPANY RECOMMENDS SHOULD BE PAID BY WAY OF DIVIDEND

NIL.

17.12 MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are no material changes and commitments, affecting the financial position of the Company which have occurred between 31st March 2018 and the date of this Report.

17.13 CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars with respect to conservation of energy, technology absorption, foreign exchange earnings & outgo, pursuant to Section 134 of the Companies Act, 2013, read with Companies (Accounts) Rules 2014 for the year ended 31st March 2018 are annexed as **Annexure 6** and form an integral part of this Report.

17.14 STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY FOR THE COMPANY INCLUDING IDENTIFICATION THEREIN OF ELEMENTS OF RISK, IF ANY, WHICH IN THE OPINION OF THE BOARD MAY THREATEN THE EXISTENCE OF THE COMPANY.

i) The Company has a Risk Management policy as approved by Board and its details are given in the Corporate Governance Report.

ii) In the opinion of the Board, there is no risk which may threaten the existence of the Company.

17.15 DETAILS ABOUT THE POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON CORPORATE SOCIAL RESPONSIBILITY INITIATIVES TAKEN DURING THE YEAR

The details about the Corporate Social Responsibility (CSR) Policy are given in Corporate Governance Report. The said Policy of the Company is available on the following link: [www.jalindia.com/attachment/CSRpolicy.pdf]

The Initiatives taken by Company during the year are given in **Annexure - 7.**

17.16 STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS.

The Annual Evaluation of Board, its Committees and Directors is done as per the Criteria laid down by the Nomination and Remuneration Committee (NRC). The Board carried out evaluation of its performance and also of Executive Directors of the Company at its meeting held on 19th May, 2018. The Board also carried out the evaluation of its committees.

The composition of main Committees of Board is as under:

A. AUDIT COMMITTEE

1.	Shri K. N. Bhandari	Chairman
2.	Shri K. P. Rau	Member
3.	Ms. H. A. Daruwalla	Member
4.	Shri S. C. K. Patne	Member

B. STAKEHOLDERS' RELATIONSHIP COMMITTEE

1.	Shri T. R. Kakkar	Chairman
2.	Shri Sunil Kumar Sharma	Member
3.	Shri Sunny Gaur	Member

C. NOMINATION & REMUNERATION COMMITTEE

1.	Shri B. K. Goswami,	Chairman
2.	Ms. H. A. Daruwalla	Member
3.	Shri T. R. Kakkar	Member

D. RESTRUCTURING COMMITTEE

1.	Shri B. K. Goswami,	Chairman
2.	Shri C. P. Jain	Member
3.	Ms. H. A. Daruwalla	Member
4.	Shri Sunny Gaur	Member

E. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

1.	Shri B. K. Goswami,	Chairman
2.	Shri T. R. Kakkar	Member
3.	Shri Sunny Gaur	Member
4.	Shri Pankaj Gaur	Member

F. FINANCE COMMITTEE

1.	Shri B. K. Goswami	Chairman
2.	Shri T R Kakkar (w.e.f. 19.05.18)	Member
3.	Shri Sunil Kumar Sharma	Member
4.	Shri Ranvijay Singh	Member

The Independent Directors also carried out evaluation of Board of Directors, Executive Chairman & other Directors in their meeting held **on 30th March 2018.** Details are given in Corporate Governance Report, **para no. 9.0.**

17.17 THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There is **no significant order** passed by the regulators or courts or tribunals impacting the going concern status. Details of Orders of Competition Commission and Supreme Court are given in Notes to Financial Statements/ Directors Report.

17.18 DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.

The Company has laid down adequate internal financial controls & checks which are effective and operational.

The Internal Audit of the Company for **FY 2017-18** has been carried out as under:

(A) For the first quarter of FY 2017-18 (i.e. 1st April 2017 to 30th June 2017).

1. by M/s Ernst & Young LLP for Cement Division (Cement & Asbestos Sheets)
2. by M/s Dewan PN Chopra & Co., Chartered Accountants, for rest of the business of the Company (Engineering, Power, Real Estate, etc.).
3. by In-house Internal Audit Department headed by Shri R.B. Singh, Chartered Accountant.
4. Internal Audit of some Regional Marketing Offices (RMOs) is being carried out by local firms of chartered accountants, engaged to assist the Internal Audit Department, as under:
   - i. M/s Manish Goyal & Associates, Gwalior for RMOs at Hydrabad, Chennai, Bangalore, Allahabad & Lucknow
   - ii. M/s Lodha & Co., New Delhi for RMOs at Delhi, Chandigarh & Patna.
5. The Internal Audit of Hotel Division is carried out as under:
   - i. V.P. Jain & Associates for Jaypee Vasant Continental, New Delhi
   - ii. Pankaj Oswal & Co. for Jaypee Siddharth, New Delhi and Jaypee Greens Golf & Spa Resort, Gr. Noida
   - iii. Subodh Taparia & Co. for Jaypee Palace, Agra and Jaypee Residency Manor, Mussoorie.

(B) For the 2nd, 3rd & 4th quarters of FY 2017-18 (i.e. 1st July 2017 to 31st March 2018).

By **M/s Ernst & Young LLP** for all divisions & units of the Company.

The Audit Committee regularly interacts with the Internal Auditors, the Statutory Auditors and senior executives of the Company responsible for financial management and other affairs. The Committee evaluates the internal control systems and checks & balances for continuous updation and improvements therein.

The Audit Committee also regularly reviews & monitors the budgetary control system of the Company as well as system for cost control, financial controls, accounting controls, physical verification, etc.

The Audit Committee has regularly observed that proper internal financial controls are in place including with reference to financial statements.

Based on recommendations of the Audit Committee, the Board has appointed **M/s Ernst & Young LLP as Internal Auditors for F.Y. 2018-19** for all divisions/ units of the Company.

17.19 DETAILS PERTAINING TO REMUNERATION AS PER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The Details are given in **Annexure - 8.**

17.20 DETAILS PERTAINING TO REMUNERATION AS PER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

The Details are given in **Annexure-9.**

18.0 ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for and gratitude to various Departments and Undertakings of the Central and State Governments, Consortium of Banks and Financial Institutions and valued Clients & Customers of the Company for their valuable support and co-operation.

Your Directors also wish to place on record their appreciation of the whole-hearted and continued support extended by the Shareholders and Investors, as well as employees of the Company, which has always been a source of strength for the Company.

On behalf of the Board

MANOJ GAUR
Executive Chairman & CEO
DIN: 0008480

Date : 19th May, 2018
Place: New Delhi

Addendum to Directors' Report dated 19th May, 2018 for the Financial Year ended 31st March, 2018

19.0 Challenges being faced by the Company in the current economic and legislative (Insolvency and Bankruptcy Code, 2016) scenario vis-à-vis the steps taken by the Organization:-

Your Directors consider it appropriate to share with Company's stakeholders the challenges being faced by the Company in the current economic and legislative (especially with enactment of Insolvency and Bankruptcy Code, 2016) scenario vis-à-vis the steps taken by the organization for your perusal and appreciation of the factual situation vis-à-vis the complexity of the matter.

A consolidated note on the same is attached at Annexure 10 – "A review of the challenges being faced by the Company in the current economic and legislative (Insolvency and Bankruptcy Code, 2016) scenario vis-à-vis the steps taken by the organization."

This note reflects the assessment and understanding of the Board of Directors of the Company on its stated position based on the facts, figures and developments which have taken place from time to time. It is meant only for information of the Stakeholders of Jaiprakash Associates Limited and should neither be construed as any comment / observation on the decisions taken by various Forums nor is it intended to comment upon the ongoing proceedings before various Forums referred to in the note.

On behalf of the Board

MANOJ GAUR
Executive Chairman & CEO
DIN: 0008480

Date : 3rd November, 2018
Place: New Delhi

Enclosed:

Annexure-1 : Information about Subsidiaries of the Company

Annexure-2 : Information about Associates & Joint Ventures of the Company

Annexure-3 : Extract of Annual Return (form MGT-9)

Annexure-4 : Comments of Auditors and Reply of management

Annexure-5 : Form AOC-2 (Details of Contracts or Arrangements or Transactions)

Annexure-6 : Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & and Outgo

Annexure-7 : Annual Report on CSR Activities

Annexure-8 : Details of Remuneration as per Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Annexure-9 : Information as per Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Annexure-10 : A review of the challenges being faced by the Company / Jaypee Group in the current economic and legislative (Insolvency and Bankruptcy Code, 2016) scenario vis-à-vis the steps taken by the organization

Corporate Governance Report

Management Discussion and Analysis

Business Responsibility Report.

ANNEXURE-1 OF DIRECTORS' REPORT

SUBSIDIARIES AS ON 31ST MARCH 2018

The status of the 17 subsidiaries of JAL is as under:

CEMENT BUSINESS

1. BHILAI JAYPEE CEMENT LIMITED (BJCL)

BJCL is a joint venture between JAL & SAIL. The clinkerisation plant of BJCL is at Satna, M.P. and cement plant is at Bhilai, Jharkhand. The total capacity of the same is 2.20 MTPA.

The working of BJCL for the year resulted in an operating loss of Rs. 6.86 crore as against operating loss of Rs.42.48 crore during the previous year. After taking into account the impact of interest, Rs.12.27 crore, and considering depreciation of Rs.38.80 crore, BJCL has incurred loss of Rs. 57.94 crore before tax.

As a strategic move, the Company (JAL) has entered into definitive agreement with Orient Cement Limited for sale of entire 74% Equity stake owned by JAL in BJCL (having capacity of 2.20 MTPA), which is expected to be completed soon.

The financial position of BJCL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31/03/2018	Year ended 31/03/2017
(A)	**PROFITABILITY**		
1	Gross Total Revenue	213.44	85.34
2	Total Expenses	271.38	184.57
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	(57.94)	(99.23)
5	Profit after Tax	(42.04)	(68.52)
6	**Total Comprehensive Income**	**(41.95)**	**(68.73)**
(B)	**ASSETS& LIABILITIES**		
1	Non Current Assets	750.67	775.67
2	Current Assets	52.08	45.58
3	**Total Assets (1+2)**	**802.75**	**821.25**
4	Equity Share Capital	379.68	379.68
5	Other Equity	(324.25)	(282.30)
6	Non Current Liabilities	15.36	18.90
7	Current Liabilities	731.96	704.97
8	**Total Equity & Liabilities (4+5+6+7)**	**802.75**	**821.25**

2. GUJARAT JAYPEE CEMENT & INFRASTRUCTURE LIMITED (GJCIL)

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

Out of approximately 484 hectares of land required for setting up the Project, 27 hectares are Private land and 457 hectares are Government land.

Major part of Private land (22 hectares) was purchased by the Company. However pending necessary approval from the Government of Gujarat, the Government land is yet to be acquired by the Company.

Both the Promoters viz. JAL and GMDC have given their consent for closing/winding up of the operations of the company. GMDC has been requested for the way forward for sale/ surrender of the private land purchased by the company and the matter is under examination with GMDC.

JAL is exploring the possibility of off-loading its equity stake in the company in favour of a third party after determining a fair value of shares.

The financial position of GJCIL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31/03/2018	Year ended 31/03/2017
(A)	**PROFITABILITY**		
1	Gross Total Revenue	0.02	0.02
2	Total Expenses	0.02	0.02
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	0.00	0.00
5	Profit after Tax	(0.00)	(0.00)
6	**Total Comprehensive Income**	**(0.00)**	**(0.00)**
(B)	**ASSETS& LIABILITIES**		
1	Non Current Assets	0.10	0.10
2	Current Assets	0.34	0.34
3	**Total Assets (1+2)**	**0.44**	**0.44**
4	Equity Share Capital	0.73	0.73
5	Other Equity	(0.30)	(0.30)
6	Non Current Liabilities	-	-
7	Current Liabilities	0.01	0.01
8	**Total Equity & Liabilities (4+5+6+7)**	**0.44**	**0.44**

3. JAYPEE CEMENT CORPORATION LIMITED (JCCL)

Jaypee Cement Corporation Limited (JCCL), a wholly owned subsidiary of your Company, had a 5.0 MTPA capacity integrated cement plant along with captive power plant of 60 MW at Jaggaiahpet, District Krishna, Andhra Pradesh, till 28th June 2017.

With a view to tide over the impact of economic slowdown, JCCL alongwith JAL had entered into a definitive agreement with UltraTech Cement Limited (UTCL) on 31st March 2016 for sale of this 5.0 MTPA capacity integrated cement plant along with captive power at Jaggaiahpet, District Krishna, Andhra Pradesh. As mentioned in para 2.0 & 7.2.1 of the Directors Report, the said transaction was **consummated on 29th June 2017** and 5.0 MTPA Balaji plant at Jaggaiahpet along with captive power was transferred to UTCL on that date.

JCCL also has a 1.20 MTPA cement grinding unit at Shahabad District Gulbarga, Karnataka alongwith a 60 MW captive power plant. Another 1.20 MTPA Cement capacity at Jaypee Shahabad Cement Project is under implementation.

The financial position of JCCL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31/03/2018	Year ended 31/03/2017
(A)	**PROFITABILITY**		
1	Gross Total Revenue	265.00	746.95
2	Total Expenses	482.22	1227.43
3	Exceptional/Extra-ordinary items (Gain)	98.39	-
4	Profit before Tax	(118.84)	(480.48)
5	Profit after Tax	(118.84)	(480.48)
6	**Total Comprehensive Income**	**(120.58)**	**(477.47)**
(B)	**ASSETS& LIABILITIES**		
1	Non Current Assets	1,716.50	4,861.42
2	Current Assets	523.37	378.50
3	**Total Assets (1+2)**	**2,239.87**	**5,239.92**
4	Equity Share Capital	627.50	627.50
5	Other Equity	(59.27)	126.62
6	Non Current Liabilities	1,557.83	3,071.48
7	Current Liabilities	113.81	1,414.32
8	**Total Equity & Liabilities (4+5+6+7)**	**2,239.87**	**5,239.92**

4. JAYPEE ASSAM CEMENT LIMITED (JACL)

Jaypee Assam Cement Limited (JACL) was incorporated, as a special purpose vehicle, initially as a wholly-owned subsidiary of Jaiprakash Associates Limited (JAL) for the purpose of setting up a 2 MTPA capacity Cement Plant in the North Cachar Hills Distt of Assam, in Joint Venture with Assam Mineral Development Corporation Ltd. (AMDC).

It would be converted as a Joint Venture Company (JVC) between JAL and Assam Mineral Development Corporation Ltd.(AMDC) as JV partners having a shareholding ratio of 82:18 between themselves, as per the Shareholders' Agreement (SHA). While JAL shall hold the shares for cash consideration, shares to AMDC shall be allotted in consideration of the exclusive mining rights of the mineral block identified for this Company. Under the SHA, the management and control of the JVC is vested in JAL.

750 bighas of land was allotted by Dima Hasao Autonomous Council (DHAC) on 30 years lease basis to Jaiprakash Associates Limited (JAL) for the project of the company. Necessary payment in this regard to DHAC was made by JAL as a promoter of the company. An agreement was also executed between DHAC and JAL.

Besides the payment of Rs 3.77 crore for the above land, JAL had also paid Rs. 10 crore to DHAC in advance as the share of royalty on limestone for a period of one year as per the Agreement executed between JAL and DHAC.

JACL had deployed necessary resources in right earnest for setting-up the 2 million tonnes per annum cement plant with a 35 MW captive power plant. For getting environment clearance for the proposed project, the company started expeditious collection of data and preparation of Environmental Impact Assessment/Environmental Management Plan Reports for submission to Government of India, Ministry of Environment & Forest.

JACL was, however, compelled to suspend all project activities since January 2012 due to adverse security situation in the vicinity of the project, as reported last year. JACL is in regular touch with concerned authorities for resumption of project activities as and when the security situation is improved.

The financial position of JACL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31/03/2018	Year ended 31/03/2017
(A)	**PROFITABILITY**		
1	Gross Total Revenue	-	-
2	Total Expenses	0.01	0.01
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	(0.01)	(0.01)
5	Profit after Tax	(0.01)	(0.01)
6	**Total Comprehensive Income**	**(0.01)**	**(0.01)**
(B)	**ASSETS& LIABILITIES**		
1	Non Current Assets	-	-
2	Current Assets	0.03	0.04
3	**Total Assets (1+2)**	**0.03**	**0.04**
4	Equity Share Capital	0.06	0.06
5	Other Equity	(1.06)	(1.05)
6	Non Current Liabilities	1.01	1.01
7	Current Liabilities	0.02	0.02
8	**Total Equity & Liabilities (4+5+6+7)**	**0.03**	**0.04**

EXPRESSWAYS AND RELATED BUSINESS

5. JAYPEE INFRATECH LIMITED (JIL)

Jaypee Infratech Limited (JIL) has developed Yamuna Expressway project which inter-alia includes 165 km six lane access controlled expressway from Noida to Agra with provision for expansion to eight lane with service roads and associated structures. Yamuna Expressway was opened for public on 9th August 2012 and commenced toll collection w.e.f. 16th August 2012.

The Average Annual Daily Traffic (AADT) for the year ended 31st March 2018 was 26,140 PCUs as compared to 24,094 PCUs for the previous year ended 31st March 2017, higher by 8.50%.

The revenue from Toll Collection for the year ended 31st March 2018 aggregated Rs. 325.73 crores as compared to Rs. 292.72 crores for the previous year ended 31st March 2017, higher by 11.28%.

The Average Annual Daily Traffic (AADT) and Toll revenue has registered a Compound Annual Growth Rate (CAGR) of 21% and 28% respectively, since commencement of the commercial operation on 16th August 2012.

JIL is also developing five Townships over 25 million square meters of land for commercial, amusement, industrial, institutional & residential purposes etc. across five different locations along the Yamuna Expressway- one in Noida, two locations in District Gautam Budh Nagar (part of NCR) and one location in each of District Aligarh & District Agra, Uttar Pradesh.

JIL has commenced development of its Land Parcel-1 at Noida, Land Parcel-3 at Mirzapur, U.P. and Land Parcel-5 at Agra.

The Company is under Corporate Insolvency Resolution Process pursuant to NCLT Allahabad Order dated 9th August 2017. Some homebuyers have also filed cases in Supreme Court against the said Order, which as on date, are sub-judice.

JIL is, however, still proceeding with construction & handing over of a good number of apartments/units every month to homebuyers.

The financial position of JIL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31/03/2018	Year ended 31/03/2017
(A)	PROFITABILITY		
1	Gross Total Revenue	(62.25)	965.88
2	Total Expenses	1,756.12	2,208.35
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	(1,818.37)	(1,242.47)
5	Profit after Tax	(1,818.37)	(876.39)
6	**Total Comprehensive Income**	**(1,818.72)**	**(876.39)**
(B)	ASSETS& LIABILITIES		
1	Non Current Assets	10,657.63	11,138.35
2	Current Assets	7,861.42	7,062.71
3	**Total Assets (1+2)**	**18,519.05**	**18,201.06**
4	Equity Share Capital	1,388.03	1,388.93
5	Other Equity	1,923.28	3,954.00
6	Non Current Liabilities	7,221.37	7,402.71
7	Current Liabilities	7,985.47	5,455.42
8	**Total Equity & Liabilities (4+5+6+7)**	**18,519.05**	**18,201.06**

6. JAYPEE GANGA INFRASTRUCTURE CORPORATION LIMITED (JGICL)

Jaypee Ganga Infrastructure Corporation Limited (JGICL) was incorporated on 18th March 2008 as a wholly owned subsidiary of Jaiprakash Associates Limited for implementation of the 1047 Km long 8-lane Access-Controlled "Ganga Expressway Project" connecting Greater Noida with Ghazipur-Balia along the left bank of river Ganga on Design, Build, Finance and Operate (DBFO) basis together with the development of 12,281 hectares of land parcels at eight different locations in Uttar Pradesh in terms of the Concession Agreement executed between Uttar Pradesh Expressways Industrial Development Authority (UPEIDA) and JGICL on 23rdMarch 2008.

Preparatory work for the Project was started. Consequent upon the Order of Hon'ble High Court of Allahabad dated 29th May 2009 quashing the environment clearance issued by State Environment Impact Assessment Authority and pursuant to Supplementary Agreement dated 30thNovember 2011, UPEIDA had released Bank Guarantee subject to the stipulation that after the environmental clearance is obtained from the Competent Authority, the Company shall re-submit the Bank Guarantees within such time as may be fixed by UPEIDA.

In view of uncertainty & inordinate delay in granting environmental clearance by the appropriate authorities, it was decided to rescind the Concession Agreement dated 23rd March 2008 by mutual consent and settlement agreement had been forwarded by UPEIDA to the Govt. of Uttar Pradesh for approval. Out of the settled amount of Rs.25.96 crore, JGICL has received Rs.22.50 crore.

The financial position of JGICL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31.03.2018	Year ended 31.03.2017
(A)	PROFITABILITY		
1	Total Turnover	0.79	-
2	Total Expenses	**18.10**	**568.91**
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	(17.31)	(568.91)
5	**Profit after Tax**	**(17.31)**	**(568.91)**
6	**Total Comprehensive Income**	**(17.31)**	**(568.91)**

		Year ended 31.03.2018	Year ended 31.03.2017
(B)	**ASSETS & LIABILITIES**		
1	Non Current Assets	10.01	10.10
2	Current Assets	3.11	3.33
3	**Total Assets (1+2)**	**13.12**	**13.43**
4	Equity Share Capital	271.35	271.35
5	Other Equity	(425.41)	(408.10)
6	Non Current Liabilities	166.63	148.77
7	Current Liabilities	0.55	1.41
8	**Total Equity & Liabilities (4+5+6+7)**	**13.12**	**13.43**

7. HIMALYAN EXPRESSWAY LIMITED (HEL)

HEL was incorporated as a Special Purpose Vehicle (SPV) for implementing the Zirakpur-Parwanoo Expressway project in the States of Punjab, Haryana and Himachal Pradesh. The Expressway connecting the three states became operational and the toll collection started from 6th April, 2012.

Being the first in the country with Radio Frequency Identification Device (RFID) technology based electronic toll collection system, the Expressway has provided a seamless travel to long journey road users while saving cost and time.

The highlights of the Company's performance during the year under report, are as under:

- The revenue from Toll Collection for the year ended 31st March 2018 was Rs. 41.00 crore, as compared to Rs. 40.04 crore for the previous year ended 31st March 2017, higher by approx. 2.4%.
- The Average Annual Daily Traffic (AADT) for the year ended 31st March 2018 was 50,479 PCUs, as compared to 49,602 PCUs for the previous year ended 31st March 2017, higher by approx. 1.8%.
- However, the Average Annual Daily Toll Revenue (AADR) for the year ended 31st March 2018 declined by 4.1 % to Rs. 11.23 Lacs from Rs. 11.71 Lacs during the previous year ended 31st March 2017.

The financial position of HEL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31/03/2018	Year ended 31/03/2017
(A)	**PROFITABILITY**		
1	Gross Total Revenue	62.67	46.94
2	Total Expenses	70.63	68.75
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	(7.96)	(21.81)
5	Profit after Tax	(7.96)	(21.81)
6	**Total Comprehensive Income**	**(7.99)**	**(21.82)**

		Year ended 31/03/2018	Year ended 31/03/2017
(B)	**ASSETS& LIABILITIES**		
1	Non Current Assets	618.48	671.82
2	Current Assets	9.03	2.86
3	**Total Assets (1+2)**	**627.51**	**674.68**
4	Equity Share Capital	118.09	118.09
5	Other Equity	55.94	63.93
6	Non Current Liabilities	348.19	390.20
7	Current Liabilities	105.29	102.46
8	**Total Equity & Liabilities (4+5+6+7)**	**627.51**	**674.68**

8. JAYPEE AGRA VIKAS LIMITED (JAVL)

Jaypee Agra Vikas Limited (JAVL) was incorporated on 16th November 2009 as a Special Purpose Vehicle for implementing project for development of Inner Ring Road for Agra and other infrastructure facilities, under integrated Urban Rejuvenation Plan on Design, Build, Finance, Operate and Transfer basis. JAVL signed a Concession Agreement on 4th February 2010 with Agra Development Authority (ADA) for the implementation of the Agra Inner Ring Road Project.

The project could not be implemented as ADA was not able to fulfill its obligations in respect of 'Conditions Precedent'. Pursuant to Settlement Agreement dated 29th October 2014, the concession agreement dated 4th February 2010 has been rescinded by mutual consent and JAVL has received part refund of the advances made to ADA for acquisition of land and balance of Rs. 14.63 crore (approx.) is yet to be received by JAVL.

The financial position of JAVL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31.03.2018	Year ended 31.03.2017
(A)	**PROFITABILITY**		
1	Total Turnover	0.03	0.01
2	Total Expenses	9.54	7.02
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	(9.51)	(7.01)
5	**Profit after Tax**	**(9.51)**	**(7.01)**
6	**Total Comprehensive Income**	**(9.51)**	**(7.01)**
(B)	**ASSETS & LIABILITIES**		
1	Non Current Assets	14.79	14.80
2	Current Assets	123.08	251.45
3	**Total Assets (1+2)**	**137.87**	**266.25**
4	Equity Share Capital	273.80	273.80
5	Other Equity	(193.89)	(184.38)
6	Non Current Liabilities	57.95	151.74
7	Current Liabilities	0.01	25.09
8	**Total Equity & Liabilities (4+5+6+7)**	**137.87**	**266.25**

INFRASTRUCTURE DEVELOPMENT BUSINESS

9. JAYPEE INFRASTRUCTURE DEVELOPMENT LIMITED (JIDL)

[formerly known as Jaypee Cement Cricket (India) Limited]

Jaypee Cement Cricket (India) Limited (JCCIL) was incorporated on 20th October 2012, as a wholly owned subsidiary of the erstwhile Jaypee Sports International Limited (JSIL) / now of the Company (JAL) as JSIL got merged into JAL effective from 16th October 2015 (the appointed date being 1st April 2014) to undertake the business of Cricket Sports. It obtained the certificate of commencement of business on 23rd October 2012.

Name of JCCIL had been changed to Jaypee Infrastructure Development Limited (JIDL), as per new Certificate of Incorporation issued by Registrar of Companies, Kanpur pursuant to change of name dated 21st February 2017.

The Objects Clause of the said company had also been altered to undertake business of Development of Infrastructure etc.

The financial position of JIDL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31.03.2018	Year ended 31.03.2017
(A)	**PROFITABILITY**		
1	Total Turnover	-	-
2	Total Expenses	0.002	0.01
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	(0.002)	(0.01)
5	**Profit after Tax**	**(0.002)**	**(0.01)**
6	**Total Comprehensive Income**	**(0.002)**	**(0.01)**
(B)	**ASSETS & LIABILITIES**		
1	Non Current Assets	-	-
2	Current Assets	0.01	0.04
3	**Total Assets (1+2)**	**0.01**	**0.04**
4	Equity Share Capital	0.05	0.05
5	Other Equity	(0.53)	(0.53)
6	Non Current Liabilities	-	-
7	Current Liabilities	0.49	0.52
8	**Total Equity & Liabilities (4+5+6+7)**	**0.01**	**0.04**

SPORTS AND RELATED BUSINESS

10. JAYPEE CEMENT HOCKEY (INDIA) LIMITED (JCHIL)

JCHIL was incorporated on 5th November 2012, as a wholly owned subsidiary of Jaypee Sports International Limited (JSIL) / now of JAL (due to merger of JSIL into JAL) to undertake the business of Hockey Sport. It obtained the certificate of commencement of business on 12th November, 2012.

JCHIL entered into the Franchisee Agreement with **Hockey India League** (HIL) for the Team "Jaypee Punjab Warriors". Jaypee Punjab Warriors was the champion in HIL 2016 and runners up in HIL 2014 & 2015 editions of HIL.

The financial position of JCHIL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31.03.2018	Year ended 31.03.2017
(A)	**PROFITABILITY**		
1	Total Turnover	0.15	8.64
2	Total Expenses	0.63	13.58
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	(0.48)	(4.94)
5	**Profit after Tax**	**(0.48)**	**(4.94)**
6	**Total Comprehensive Income**	**(0.48)**	**(4.94)**
(B)	**ASSETS & LIABILITIES**		
1	Non Current Assets	-	-
2	Current Assets	5.14	7.18
3	**Total Assets (1+2)**	**5.14**	**7.18**
4	Equity Share Capital	1.00	1.00
5	Other Equity	(29.31)	(28.83)
6	Non Current Liabilities	1.01	3.16
7	Current Liabilities	32.44	31.85
8	**Total Equity & Liabilities (4+5+6+7)**	**5.14**	**7.18**

FERTILIZER AND RELATED BUSINESS

11. JAYPEE FERTILIZERS & INDUSTRIES LIMITED (JFIL)

JFIL was incorporated on 3rd June 2010 to carry on the business directly or by making investment in other companies having similar objects including that of manufacturers, fabricators, processors, producers, importers, exporters, buyers, sellers etc. of all kinds of fertilizers and chemicals. It is a wholly owned subsidiary of Jaiprakash Associates Limited and undertook the business of fertilizers and chemicals. The Company had participated as a strategic investor in the 'Rehabilitation Scheme' (Scheme) of fertilizer undertaking of Duncans Industries Limited (DIL) which was approved by the Board for Industrial & Financial Reconstruction (BIFR) in January, 2012, under Section 18(6A) & 18(7) of Sick Industrial Companies (Special Provisions) Act, 1985.

Pursuant to the Scheme, the said fertilizer undertaking, which is famous for **'Chand Chhap' Urea,** stood vested in **Kanpur Fertilizers & Cement Limited (KFCL)**, in which JFIL had made investments directly and through **Jaypee Uttar Bharat Vikas Private Limited (JUBVPL)**, and held 89% (approx.) equity shares of KFCL as on 31st March 2018.

The commercial operations at the plant commenced w.e.f. 1st June 2014. All the three Urea and Ammonia streams, four bagging lines in bagging plant, two boilers having capacity of 70 TPH, one boiler with the capacity of 35 TPH, 50 TPH capacity AFBC boiler, Hydrolyser stripper unit for treating nitrogenous effluent and ETP are operating satisfactorily.

During the year under Report, Urea production of KFCL was 7.23 lakh MT i.e.100% of its capacity utilization as in the last year.

The financial position of JFIL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31.03.18	Year ended 31.03.17
(A)	**PROFITABILITY**		
1	**Gross Total Revenue**	2.29	0.41
2	Total Expenses	12.47	13.32
3	Exceptional/Extra-ordinary Items	-	-
4	Profit/(Loss) before Tax	(10.18)	(12.91)
5	Profit after Tax	(10.19)	(14.26)
6	**Total Comprehensive Income**	**(10.20)**	**(14.18)**
(B)	**ASSETS & LIABILITIES**		
1	Non Current Assets	796.15	794.51
2	Current Assets	2.35	11.81
3	**Total Assets (1+2)**	**798.50**	**806.32**
4	Equity Share Capital	496.50	496.50
5	Other Equity	288.99	299.19
6	Non Current Liabilities	0.11	0.10
7	Current Liabilities	12.90	10.53
8	**Total Equity & Liabilities (4+5+6+7)**	**798.50**	**806.32**

12. JAYPEE UTTAR BHARAT VIKAS PRIVATELIMITED (JUBVPL)

JUBVPLwas incorporated on 31st May 2010as Joint Venture Company of Jaypee Fertilizers & Industries Limited (JFIL), a wholly owned subsidiary of JAL and ISG Traders Limited (an investment arm of the promoter group of Duncans Industries Limited/DIL) with equal equity participation.

100% of its equity share capital is now held by JFIL. JUBVPL had become a subsidiary of JFIL (& consequently of JAL also)w.e.f. 26th July 2017 and a wholly-owned subsidiary of JFIL & JAL w.e.f. 27th July 2017.

As mentioned above in the status of Jaypee Fertilizers & Industries Limited (JFIL), JFIL had made investments in KFCL, directly and through JUBVPL, and held 89% (approx.) equity shares of KFCL as on 31st March 2018. Approx. 86% equity shares of KFCL are held by JUBVPL.

The financial position of JUBVPL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31.03.18	Year ended 31.03.17
(A)	**PROFITABILITY**		
1	**Gross Total Revenue**	-	-
2	Total Expenses	0.01	0.02
3	Exceptional/Extra-ordinary Items	-	-
4	Profit/(Loss) before Tax	(0.01)	(0.02)
5	Profit after Tax	(0.01)	(0.02)
6	**Total Comprehensive Income**	(0.01)	(0.02)
(B)	**ASSETS & LIABILITIES**		
1	Non Current Assets	400.00	400.00
2	Current Assets	-	-
3	**Total Assets (1+2)**	**400.00**	**400.00**
4	Equity Share Capital	20.00	20.00
5	Other Equity	379.95	379.96
6	Non Current Liabilities	-	-
7	Current Liabilities	0.05	0.04
8	**Total Equity & Liabilities (4+5+6+7)**	**400.00**	**400.00**

13. KANPUR FERTILIZERS & CEMENT LIMITED (KFCL)

Kanpur Fertilizers & Cement Limited (KFCL) was incorporated on 31st May 2010. KFCL is a subsidiary of Jaypee Uttar Bharat Vikas Pvt. Limited (JUBVPL) and JUBVPL is a wholly owned subsidiary of JFIL. As on 31st March 2018, 86.57% of KFCL's Equity share capital is held by JUBVPL and 2.43% is held by JFIL (total 89.00%). Since, JUBVPL became a subsidiary of JFIL w.e.f. 26th July 2017, KFCL also became a subsidiary of JFIL w.e.f. 26th July 2017.

As mentioned above in the status of Jaypee Fertilizers & Industries Limited (JFIL), KFCL is operating a fertilizer undertaking which is famous for **'Chand Chhap' Urea**.

The commercial operations at the plant commenced w.e.f. 1st June 2014. All the three Urea and Ammonia streams, four bagging lines in bagging plant, two boilers having capacity of 70 TPH, one boiler with the capacity of 35 TPH, 50 TPH capacity AFBC boiler, Hydrolyser stripper unit for treating nitrogenous effluent and ETP are operating satisfactorily.

During the year under Report, Urea production of KFCL was 7.23 lakh MT i.e. 100% of its capacity utilization as in the last year. Energy consumption has come down to 6.96 GCal per ton of urea from 7.05 GCal per ton of urea in the previous year 2016-17. The Plant showed an improved performance in all other parameters also over the previous year.

The financial position of KFCL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31.03.18	Year ended 31.03.17
(A)	**PROFITABILITY**		
1	**Gross Total Revenue**	2210.69	2188.31
2	Total Expenses	2167.29	2152.70
3	Exceptional/Extra-ordinary Items	-	-
4	Profit before Tax	43.40	35.61
5	Profit after Tax	30.27	24.48
6	**Total Comprehensive Income**	**30.01**	**24.81**

		Year ended 31.03.18	Year ended 31.03.17
(B)	ASSETS & LIABILITIES		
1	Non Current Assets	972.22	1043.90
2	Current Assets	1178.66	1073.78
3	**Total Assets (1+2)**	**2150.88**	**2117.68**
4	Equity Share Capital	231.08	200.58
5	Other Equity	591.67	592.16
6	Non Current Liabilities	385.10	255.42
7	Current Liabilities	943.03	1069.52
8	**Total Equity & Liabilities (4+5+6+7)**	**2150.88**	**2117.68**

AVIATION BUSINESS

14. HIMALYAPUTRA AVIATION LIMITED (HAL)

HAL was incorporated on 23rd July 2011 as a wholly-owned subsidiary of your Company, to undertake the civil aviation business, scheduled or non-scheduled private passenger and/or private cargo operations.

HAL had obtained initial NOC from Ministry of Aviation to operate Non-Scheduled Air Transport Services. HAL has also obtained the renewal of the Non-Scheduled Operators Permit (**NSOP**) from the Ministry of Aviation to operate Non-Scheduled Air Transport Services till 9th October 2018 which would again be renewed in due course.

The financial position of HAL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31/03/2018	Year ended 31/03/2017
(A)	PROFITABILITY		
1	Gross Total Revenue	35.63	25.16
2	Total Expenses	24.93	24.94
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	10.70	0.22
5	Profit after Tax	10.70	0.22
6	**Total Comprehensive Income**	**10.70**	**0.24**
(B)	ASSETS& LIABILITIES		
1	Non Current Assets	30.04	92.65
2	Current Assets	15.13	22.71
3	**Total Assets (1+2)**	**45.17**	**115.36**
4	Equity Share Capital	10.00	10.00
5	Other Equity	(42.52)	(53.21)
6	Non Current Liabilities	**8.61**	**142.96**
7	Current Liabilities	69.08	15.61
8	**Total Equity & Liabilities (4+5+6+7)**	**45.17**	**115.36**

HEALTHCARE BUSINESS

15. JAYPEE HEALTHCARE LIMITED (JHCL)

Jaypee Healthcare Limited (JHCL) was incorporated on 30thOctober 2012 as a wholly owned subsidiary of Jaypee Infratech Limited (JIL) for the establishment of "Jaypee Hospital" with the vision of promoting world-class healthcare amongst the masses by providing quality and affordable medical care with commitment. "Jaypee Hospital", the flagship hospital of Jaypee Group, is located at Wish Town, Sector - 128, NOIDA, U.P. It has been built across a sprawling 25 acre campus comprising of 504 Beds and was made operational in first phase from 1st April, 2014 with various facilities like OPD, Radiology, Lab, and Executive Health Check up.

During the Financial Year 2017-18, the annual revenue increased by 36% approx (i.e. to Rs. 269 Crore from Rs. 198 Crore as compare to the previous Financial Year). JHCL's earnings before interest, taxes, Depreciation and amortization (EBIDTA) stood at a loss of Rs. 6.49 Crore as compared to the loss of Rs. 14.28 Crore in the previous year. The net loss after taxation and exceptional items was Rs. 102.40 Crore in the current financial year. JHCL anticipates a positive EBIDTA in the coming year.

During the year under review, Jaypee Hospital conducted around 382 health talks & camps and has conducted 51 Continuing Medical Education (CME) programmes at various locations at Delhi & NCR. During the year under review, the number of OPDs at Jaypee Hospital, Noida has increased by 26% (from 1,35,000 to 1,70,000).In addition to that international business of JHCL has increased by 65% (from Rs 43 crore to Rs 71 crore) as compared to the previous Financial Year.

During the year under review, approximately 208 Transplant Surgeries were performed at Jaypee Hospital, Noida which includes 148 Kidney Transplant and 60 Liver Transplant cases. The Key specialties such as Cardiac, Orthopedics & Renal Sciences contributed more than 37% of the Company's revenue in the Financial Year 2017-18.

During the year under review, JHCL started IPD at Jaypee Hospital, Chitta from June, 2017.

The financial position of JHCL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31.03.2018	Year ended 31.03.2017
(A)	PROFITABILITY		
1	Gross Total Revenue	269.48	198.21
2	Total Expenses	371.89	310.95
3	Exceptional/Extra-ordinary items	-	-
4	Profit /(Loss) before Tax	(102.41)	(112.74)
5	Profit/ (Loss) after Tax	(102.41)	(112.74)

		Year ended 31.03.2018	Year ended 31.03.2017
6	**Total Comprehensive Income**	**(102.29)**	**(112.72)**
(B)	**ASSETS & LIABILITIES**		
1	Non Current Assets	921.86	806.22
2	Current Assets	67.40	70.22
3	**Total Assets (1+2)**	**989.26**	**876.44**
4	Equity Share Capital	427.50	427.50
5	Other Equity	(279.61)	(177.32)
6	Non Current Liabilities	525.49	480.34
7	Current Liabilities	315.88	145.92
8	**Total Equity & Liabilities (4+5+6+7)**	**989.26**	**876.44**

AGRI BUSINESS

16. JAIPRAKASH AGRI INITIATIVES COMPANY LIMITED (JAICO)

Jaiprakash Agri Initiatives Company Limited (JAICO), was acquired by Jaypee Cement Corporation Limited, a wholly owned subsidiary of the Company on 25thMarch 2013 to diversify into agri business.

JAICO had set up soya and mustard processing plant at Rewa, Madhya Pradesh. Jaypee Oilseeds Processing Complex has facilities to handle all types of products and by-products from Soya and Mustard. However, the production activities of Soya/ Mustard oil have been stopped and the plant is under preventive maintenance.

The financial position of JAICO for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31/03/2018	Year ended 31/03/2017
(A)	**PROFITABILITY**		
1	Gross Total Revenue	0.05	0.18
2	Total Expenses	17.72	16.74
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	(17.67)	(16.56)
5	Profit after Tax	(17.67)	(16.56)
6	**Total Comprehensive Income**	**(17.67)**	**(16.56)**
(B)	**ASSETS& LIABILITIES**		
1	Non Current Assets	86.84	93.96
2	Current Assets	4.30	4.10
3	**Total Assets (1+2)**	**91.14**	**98.06**
4	Equity Share Capital	55.10	55.10
5	Other Equity	(80.96)	(63.29)
6	Non Current Liabilities	75.22	72.62
7	Current Liabilities	41.78	33.63
8	**Total Equity & Liabilities (4+5+6+7)**	**91.14**	**98.06**

REAL ESTATE BUSINESS

17. YAMUNA EXPRESSWAY TOLLING LIMITED (YETL)

(Formerly known as Jaypee Mining Venture Private Limited)

Jaypee Mining Ventures Private Limited (**JMVPL**) was incorporated on 31st March 2010. Name of JMVPL was changed to Yamuna Expressway Tolling Private Limited (**YETPL**) on 24th March 2017. Name of YETPL, consequent upon conversion to a public company, was changed to Yamuna Expressway Tolling Limited (**YETL**) on 5th April 2017.

The said company became a subsidiary of JAL w.e.f. **25th March 2017** and wholly owned subsidiary of JAL w.e.f. **20th April 2017**.

The Objects Clause of the said company has also been altered to undertake business of Development of Infrastructure & Real Estate and operating & maintaining expressways including toll collection.

The financial position of YETL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31.03.2018	Year ended 31.03.2017
(A)	**PROFITABILITY**		
1	Total Turnover	24.56	-
2	Total Expenses	54.69	0.30
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	(30.13)	(0.30)
5	Profit after Tax	(30.13)	(0.30)
6	**Total Comprehensive Income**	**(30.13)**	**(0.30)**
(B)	**ASSETS & LIABILITIES**		
1	Non Current Assets	-	600.00
2	Current Assets	607.36	0.04
3	**Total Assets (1+2)**	**607.36**	**600.04**
4	Equity Share Capital	0.05	0.05
5	Other Equity	(30.44)	(0.31)
6	Non Current Liabilities	564.00	588.00
7	Current Liabilities	73.75	12.30
8	**Total Equity & Liabilities (4+5+6+7)**	**607.36**	**600.04**

MANOJ GAUR

Executive Chairman & CEO

DIN: 00008480

ASSOCIATES & JOINT VENTURES AS ON 31ST MARCH 2018

As on 31st March 2018, the Company (JAL) has following Associate Companies and Joint Ventures viz. Jaiprakash Power Ventures Limited, Madhya Pradesh Jaypee Minerals Limited,MP Jaypee Coal Limited,MP Jaypee Coal Fields Limited, RPJ Minerals Pvt. Limited and Sonebhadra Minerals Pvt. Limited.

Their status has been discussed below:

1. JAIPRAKASH POWER VENTURES LIMITED (JPVL)

1.1 W.e.f. 18.02.2017, Jaiprakash Power Ventures Limited (JPVL)became an Associate Company of JAL in place of a subsidiary). JAL holds 29.74% of its total share capital.

The subsidiaries of JPVL are as under:

S. No.	Subsidiaries of JPVL
1	**Jaypee Powergrid Ltd.** 74% subsidiary of JPVL w.e.f. 30.01.2007, 26% is held by Power Grid Corporation of India Limited.
2	**Jaypee Arunachal Power Ltd.** 100% Subsidiary of JPVL w.e.f. 23.04.2008.
3	**Sangam Power Generation Company Ltd.** *100% Subsidiary of JPVL w.e.f. 23.07.2009
4	**Prayagraj Power Generation Company Ltd. (see note below).** It was Subsidiary of JPVL from 23.07.2009 **to 17.12.2017** only. (11.49% Equity Share Capital is held by JAL)
5	**Jaypee Meghalya Power Ltd.** 100% Subsidiary of JPVL w.e.f. 26.08.2010.
6	**Bina Power Supply Ltd.** 100% Subsidiary of JPVL w.e.f. 14.03.2014.

Note: *On 18.12.2017, the Lenders of Prayagraj Power Generation Company Ltd. (***PPGCL***) through their trustee, SBI Cap Trustee Company Limited, had invoked the pledge on 261,91,89,200 equity shares (i.e. 88.51% Equity share capital) & 27 crore optionally convertible preference shares of PPGCL which were held by JPVL. The said shares were transferred in favour of the trustee on 18.12.2017. Thus, PPGCL is no more a subsidiary of JPVL* **w.e.f. 18.12.2017***. Balance 34 crore equity shares (i.e. 11.49% Equity share capital) of PPGCL are held by JAL.*

JPVL's PLANTS AND OPERATIONS

JPVL is engaged in the business of thermal and hydro power generation, coal mining and cement grinding. It presently owns and operates three Power plants with an aggregate capacity of 2220 MW as per details given below:

1. 400 MWVishnuprayag Hydro-Electric Plant in the State of Uttarakhand, which is in operation since October 2006.

2. 500 MW Jaypee Bina Thermal Power Plant in Distt. Sagar (M.P.) consisting of two units of 250 MW each, First unit has been in operation since August 2012 and second unit since April 2013.

3. 1320 MW Jaypee Nigrie Super Thermal Power Project in Distt. Singrauli (M.P.) consisting of two units of 660 MW each, First unit has been in operation since September 2014 and second unit since February 2015.

Further, JPVL has Amelia (North) Coal Mine in Dist. Singrauli, Madhya Pradesh, which was allotted in e-auction. Entire coal produced by the said coal mine is being utilized for Power Generation at 1320 MW Jaypee Nigrie Super Thermal Power Project in Dist. Singrauli (M.P.).

Besides the above, JPVL also has a Cement Grinding facility called Jaypee Nigrie Cement Grinding Unit with a capacity of 2 MTPA.

Earlier, JPVL had set up two hydro power projects, namely 300 MW Baspa-II HEP and 1000 MW KarchamWangtoo HEP, but later sold these projects to reduce its debt.

JPVL had also implemented 1980 MW Bara Thermal Power Plant of which, all the three units of 660 MW each are operational through its erstwhile subsidiary i.e. Prayagraj Power Generation Company Limited (PPGCL), which had ceased to be subsidiary of JPVL, consequent upon invocation of entire pledged shares held by JPVL in PPGCL, by SBICAP Trustee Company Limited on behalf of banks/ financial institutions **on 18th December 2017.**

The Plant availability, Plant load factor and net saleable energy generation of Hydro and Thermal Power Plants for the Financial Year 2017-18 were as under:

Plant	Plant Availability (%)	Plant Load Factor (%)	Net Saleable Energy Generation (M U)
JaypeeVishnuprayag Hydro Power Plant (400 MW)	99.07	61.55	1871.32
JaypeeBina Thermal Power Plant [500 MW - Phase I (of 1200 MW)]	83.42	56.29	2265.48
JaypeeNigrie Supercritical Thermal Power Plant (1320 MW)	84.66	66.49	7272.25

The saleable energy generation for the year has been 11,409.05 MUs as compared to 9,344.69 MUs during previous year i.e. higher by 2,064.36 MUs. The performance of various projects/plants in operation is given as under:-

400 MW Jaypee Vishnuprayag Hydro Power Plant

400 MW Jaypee Vishnuprayag Hydro Power Plant is located at District Chamoli, Uttarakhand. The main equipment for the project was supplied by Alstom (France). JPVL has executed a PPA with UPPCL to supply 88% of net power

generated and the remaining 12% is supplied free of cost to UPPCL for delivery to the Government of Uttarakhand. The plant had always generated units higher than Design Energy of 1,774.42 MUs, except for the year 2013-14 wherein it was under shutdown from 16thJune, 2013 to 12thApril, 2014 due to floods in Alaknanda river basin.

The performance of Vishnuprayag Hydro Power Plant during the Financial Year 2017-18 has been very good. Actual energy generated during the year was more than the Design Energy. The total generation of energy during the Financial Year 2017-18 was 2,156.85 MUs and net saleable energy was 1,871.32 MUs as against the generation of 2,042.03 MUs and net saleable energy of 1,770.20 MUs, during the previous year,respectively.

500 MW (Phase I of 1200 MW) Jaypee Bina Thermal Power Plant

Jaypee Bina Thermal Power Plant (JBTPP) located at Village Sirchopi, District Sagar, Madhya Pradesh, is a coal based thermal power plant having an installed capacity of 500 MW (2X250 MW).

JPVL has executed a Power Purchase Agreement (PPA) with Madhya Pradesh Power Management Company Ltd. (MPPMCL) to supply 65% of installed capacity at tariff determined by MPERC guidelines and 5% of actual generation at variable cost. Thus the Plant supplies 70% of the installed capacity on long-term basis to MPPMCL in terms of the Power Purchase Agreements executed with them and balance of installed capacity is to be sold as merchant power.

MPPMCL has restricted off-take to 70%/60% of the contracted capacity from all the power producer(s) in Madhya Pradesh. However, MPPMCL is not adhering to the above restriction of 70%/60% of the contracted capacity and is giving despatch schedules erratically, which is technically not feasible, requiring JPVL to sell balance power to power exchanges at the market/prevailing prices. During the year2017-18, 1,126.38 MUs power were sold through exchange.

The gross energy generation of JBTPP was 2,465.31 MUs during the year 2017-18 as compared to 812.83 MUs during the previous year, thus was higher by 1,652.48MUs. In the previous year, generation was lower due to lower scheduling by SLDC.

1320 MW Jaypee Nigrie Supercritical Thermal Power Plant (JNSTPP)

1320 MW (2x660 MW) Coal based Jaypee Nigrie Supercritical Thermal Power Plant (JNSTPP) is located in Nigrie village, tehsil Sarai in Singrauli district of Madhya Pradesh. Steam Generator and Steam Turbine Generator have been procured from L&T-MHI and Larsen & Toubro Limited.

The gross energy generation of the Plant was 7,688.93 MUs during the year 2017-18 as compared to 7,266.96 MUs in the previous year, which was higher by 421.97MUs.

JPVL achieved a PLF of 66.49% as compared to 62.85% in the previous year. The Plant has long term PPAs for 37.5% (Including 7.5% on variable cost) with MPPMCL. Energy was also sold on merchant power basis through bilateral arrangements and through Indian Energy Exchange & Power Exchange of India Limited. The operations have been adversely affected due to non-availability of long term PPA(s) and non-availability of coal for the entire capacity of the plant.

Amelia (North) Coal Mine Block

JPVL has a captive coal mine, Amelia (North), with an annual drawing capacity of 2.8 MTPA as per the Coal Mine Development and Production Agreement (CMDPA). Allocation of Amelia (North), coal block, which was already in production & supplying coal to JNSTPP, was cancelled by the Hon'ble Supreme Court in September 2014. In order to keep JNSTPP operational, the Company secured Amelia (N) coal block against stiff competition at a negative bid of INR 712 PMT.

The Coal production from the mine started on 26th May 2015. The coal production during the financial year 2017-18 was 2.80 Million Tonne as against the Peak rated capacity of the plant is 2.8 MTPA.

Jaypee Nigrie Cement Grinding Unit at Nigrie

2 MTPA Jaypee Nigrie Cement Grinding Unit at Nigrie, Distt. Singrauli in Madhya Pradesh, started commercial operations w.e.f. 3rd June, 2015. An expenditure of Rs 300 crore (approx.) has been incurred on the Project. Total production of Cement in the Plant during FY 2017-18 was 1,17,786 MT as against 2,422 MT in FY 2016-17.

The Plant could achieve production of Cement only 6% of the installed capacity in the year under reference because of non-availability of Clinker.

JPVL has signed a Business Transfer Agreement on 31st May, 2017 with Orient Cement Limited (OCL) for sale of this Grinding Unit as a going concern, which is expected to be completed soon.

OPERATIONS OF JPVL

The total income from operation for the year ended 31st March, 2018 was Rs. 3381.31 crore as compared to Rs. 2791.81 crore last year resulting in increase of Rs. 589.50 crore.

Further, Other Income of Rs. 348.75 crore (including Ind AS adjustments of Rs. 81.62 crore) as against income of Rs. 87.62 crore (including Ind AS adjustments of Rs. 45.09 crore) in the previous year is mainly on account of (i) an amount of Rs. 228.48 crore received from JSW during current Year as deferred consideration on transfer of shares of HBPCL. (ii) Interest on Income Tax refund Rs. 6.20 crore (Previous Year Nil).

The operation resulted in a net loss for the year under review of Rs.527.35 crore as compared to net loss of Rs.760.18 crore in the previous year.

Though income from the operations on consolidated basis for the year ended 31st March, 2018 had increased to Rs. 5231.06 crore as compared to Rs.4744.72 crore in the previous year, however, total loss on the consolidated basis for the year ended 31st March, 2018 was at Rs.1690.35crore as compared to total loss on the consolidated basis of Rs. 1293.86crore of last year. The main reason for higher loss was due to loss of Rs.974.53crore (Previous year 546.06 crore) incurred by Prayagraj Power Generation Company Limited,an erstwhile subsidiary company (till 17.12.2017).

The financial position of JPVL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31/03/2018	Year ended 31/03/2017
(A)	**PROFITABILITY**		
1	Gross Total Revenue	3,730.06	2,879.43
2	Total Expenses	4,348.76	4103.60
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	(618.70)	(1,224.17)
5	Profit after Tax	(527.31)	(760.61)
6	**Total Comprehensive Income**	**(527.35)**	**(760.18)**
(B)	**ASSETS& LIABILITIES**		
1	Non Current Assets	19,902.60	23,159.61
2	Current Assets	3,872.40	1,055.39
3	**Total Assets (1+2)**	**23,775.00**	**24,215.00**
4	Equity Share Capital	5,996.00	5,996.00
5	Other Equity	3,369.46	3,896.81
6	Non Current Liabilities	8,453.16	9,582.19
7	Current Liabilities	5,956.38	4,740.00
8	**Total Equity & Liabilities (4+5+6+7)**	**23,775.00**	**24,215.00**

1.2 JAYPEE POWERGRID LIMITED (JPL)

Jaypee Powergrid Limited (JPL) is a joint venture Company between JPVL and Power Grid Corporation of India Limited and has set up Transmission System comprising of 400 kV Quad Bundle Conductor Double Circuit Line from Karcham Wangtoo HEP Pothead yard at Wangtoo to Abdullapur (219.80 KM) which has been in commercial operation w.e.f. 1st April 2012 and another LILO of Baspa-Nathpa-Jhakri Transmission Line (4 KM) has been in commercial operation w.e.f. 1st June 2011.

The total capital expenditure on the project has been **Rs. 1004.28 crore** as on 31.03.2018. The System is operating satisfactorily with cumulative availability of transmission system for F.Y. 2017-18 at **99.84%.**

Total Revenue of Rs.168.74 crore was earned from the system during F.Y. 2017-18. An interim dividend @ 6% was declared & paid during F.Y. 2017-18 and final dividend @ 9% has been recommended by the Board of Directors of JPL for approval of its shareholders.

The financial position of JPL the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31/03/2018	Year ended 31/03/2017
(A)	**PROFITABILITY**		
1	Gross Total Revenue	168.74	175.02
2	Total Expenses	107.00	114.40
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	61.74	60.62
5	Profit after Tax	67.17	49.87
6	**Total Comprehensive Income**	**67.21**	**49.86**
(B)	**ASSETS& LIABILITIES**		
1	Non Current Assets	757.72	791.97
2	Current Assets	88.83	61.87
3	**Total Assets (1+2)**	**846.55**	**853.84**
4	Equity Share Capital	300.00	300.00
5	Other Equity	98.60	62.08
6	Non Current Liabilities	343.49	404.87
7	Current Liabilities	104.46	86.89
8	**Total Equity & Liabilities (4+5+6+7)**	**846.55**	**853.84**

1.3 PRAYAGRAJ POWER GENERATION COMPANY LIMITED (PPGCL)

Prayagraj Power Generation Company Limited (**PPGCL**), acquired from Uttar Pradesh Power Corporation Limited (**UPPCL**) through competitive bidding process, has implemented 1980 MW (3x660 MW) Thermal Power Project (with permission to add two additional generation units of 660MW each) in Tehsil Bara of District Allahabad, Uttar Pradesh.

Unit-I, Unit-II and Unit III were commissioned on 29th February 2016, 10thSeptember 2016 and 26th May 2017, respectively.

Power Purchase Agreement has been executed with UPPCL for 25 years for sale of Power to the extent of 90%, balance 10% to be sold on merchant basis. Fuel Supply Agreement has been entered into between PPGCL & Northern Coalfields Limited, for Coal linkages for Phase-I of 1980 MW.

The operations of PPGCL had been unsatisfactory due to paucity of working capital/ limited resource of the company, as such the company has not been able to operate all the three Units; thus resulting in losses. Therefore, PPGCL has not been able to pay interest regularly from February 2017 onwards to its lenders.

The lenders in the JLF meeting held on 20th November 2017 decided to invoke the entire pledge of shares of JPVL's holding in PPGCL pledged as collateral security for financing of PPGCL. **On 18th December 2017**, SBI Cap Trustee transferred the entire shareholding of JPVL in PPGCL (equivalent to 89.47% of **total capital** of the PPGCL) in its name on behalf of the Lender(s).

Consequent to invocation of pledged shares, PPGCL ceased to be subsidiary of JPVL w.e.f. 18th December 2017. Lenders have since commenced the process for sale of shares/change of Management of PPGCL by inviting Expression of Interest/definitive Bids from the prospective bidder(s). Reportedly, the lender(s) have received two bids, which are under examination. In the meantime, PPGCL has also submitted its proposal for deep restructuring vide its letter dated 16th March 2018 for the consideration of lenders.

The financial position of PPGCL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31/03/2018	Year ended 31/03/2017
(A)	**PROFITABILITY**		
1	Gross Total Revenue	2073.01	1763.50
2	Total Expenses	3523.24	2309.56
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	(1450.23)	(546.06)
5	Profit after Tax	(982.09)	(546.06)
6	**Total Comprehensive Income**	**(982.08)**	**(546.06)**
(B)	**ASSETS& LIABILITIES**		
1	Non Current Assets	15429.83	15191.53
2	Current Assets	979.22	845.15
3	**Total Assets (1+2)**	**16409.05**	**16036.68**
4	Equity Share Capital	2959.19	2609.19
5	Other Equity	(1408.90)	(203.03)
6	Non Current Liabilities	10850.92	11774.59
7	Current Liabilities	4007.84	1855.93
8	**Total Equity & Liabilities (4+5+6+7)**	**16409.05**	**16036.68**

1.4 JAYPEE MEGHALAYA POWER LIMITED (JMPL)

Jaypee Meghalaya Power Limited was incorporated by Jaiprakash Power Ventures Limited (JPVL) as its wholly owned subsidiaryto implement 270 MW Umngot HEProject in the Umngot River Basin of Meghalaya and 450 MW Kynshi-II HE Project in the Kynshi River Basin on BOOT (Build, Own, Operate and Transfer) basis. JPVL along with its associates will ultimately hold 74% of the equity of JMPL and the balance 26% will be held by the Government of Meghalaya.

With respect to these projects, the State Government has advised that these projects will not be operationalized as per Memorandum of Agreement (**MoA**) till further orders. The matter was taken up with state government and the works of Kynshi-II HEP was resumed after signing the amendments to MoA. The matter is still under examination by the State Government for Umngot HE Project.

The field work of Survey & Investigation and EIA studies have already been completed. Drilling and drafting in Power House area have been completed. The revised proposal for Kynshi-II HEP with involvement of lesser forest area has been submitted to State Government and Ministry of Environment and Forest (MOEF), GOI.

In reply to the observation of the MOEF, Uranium Corporation of India has issued ‘No Objection Certificate’ with respect to uranium deposit in the vicinity of the Project. Accordingly revised proposal for issuance of Term of Reference for EIA studies was submitted. The control levels i.e. Full Reservoir Level & Tail Water Level for Kynshi-II Project has been approved by State Government. Approval of Central Electricity Authority has been accorded in respect of water availability potential of Power Generation.

An aggregate amount of approx. Rs. 8.50 crore has been spent on the above said two projects upto March, 2018.

The financial position of JPML for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31/03/2018	Year ended 31/03/2017
(A)	**PROFITABILITY**		
1	Gross Total Revenue	-	-
2	Total Expenses	0.04	0.04
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	(0.04)	(0.04)
5	Profit after Tax	(0.04)	(0.04)
6	**Total Comprehensive Income**	**(0.04)**	**(0.04)**
(B)	**ASSETS& LIABILITIES**		
1	Non Current Assets	8.15	8.88
2	Current Assets	1.78	0.14
3	**Total Assets (1+2)**	**9.93**	**9.02**
4	Equity Share Capital	8.38	8.38
5	Other Equity	(0.15)	(0.11)
6	Non Current Liabilities	-	-
7	Current Liabilities	1.70	0.75
8	**Total Equity & Liabilities (4+5+6+7)**	**9.93**	**9.02**

1.5 BINA POWER SUPPLY LIMITED (BPSL)

(Formerly known as Himachal Karcham Power Company Limited/ HKPCL)

Himachal Karcham Power Company Limited (**HKPCL**) was incorporated as a subsidiary company of JPVL on 14thMarch 2014. The name of HKPCL was subsequently changed to Bina Power Supply Limited (**BPSL**) **w.e.f. 28th September 2015**. Presently it is not carrying on any operations.

A Securities Purchase Agreement (**SPA**) was entered into between JPVL and JSW Energy Limited (**JSWEL**), for purchase of 100% shareholding of BPSL and thus transfer of 500 MW Bina Project from JPVL to its subsidiary, BPSL. The long stop date in respect of said SPA, which was extended upto 31st December 2017, had since expired and therefore, the said SPA stood terminated. With the termination of SPA, the Scheme of Arrangement for transfer of 500 MW Bina Project from JPVL to BPSL would also not be implemented.

The financial position of BPSL the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31/03/2018	Year ended 31/03/2017
(A)	**PROFITABILITY**		
1	Gross Total Revenue	-	-
2	Total Expenses	-	-
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	-	-
5	Profit after Tax	-	-
6	**Total Comprehensive Income**	-	-
(B)	**ASSETS& LIABILITIES**		
1	Non Current Assets	-	-
2	Current Assets	0.03	0.03
3	**Total Assets (1+2)**	**0.03**	**0.03**
4	Equity Share Capital	0.05	0.05
5	Other Equity	(0.02)	(0.02)
6	Non Current Liabilities	-	-
7	Current Liabilities	-	-
8	**Total Equity & Liabilities (4+5+6+7)**	**0.03**	**0.03**

1.6 JAYPEE ARUNACHAL POWER LIMITED (JAPL)

Jaypee Arunachal Power Limited (JAPL) was incorporated by JPVL as a wholly owned subsidiary to set up **2700 MW Lower Siang and 500 MW Hirong H.E. Projects** in the State of Arunachal Pradesh. JPVL along with its Associates will ultimately hold 89% of the Equity of JAPL and the balance 11% will be held by the Government of Arunachal Pradesh.

For the **2700 MW Lower Siang Hydro Electric Project**, Central Electricity Authority (CEA) concurrence for Detailed Project Report (DPR) was obtained in February, 2010 and the concurrence has been extended by CEA up to February, 2019. The matter regarding land acquisition, extension of validity of Terms of Reference for EIA/ EMP reports, are being pursued with State Government. Based on the recommendations of State Government, Regional unit of MOEF, GOI is processing the forest clearance. More field surveys have been carried out.

For **500 MW Hirong Hydro Electric Project**, CEA concurrence for the DPR has been obtained. The company has requested CEA for further extension of validity of concurrence for the DPR. Public hearing had been conducted and the final EIA & EMP report has been submitted. MoEF has asked for additional Cumulative Impact studies of Siang Basin. The same have been carried out and submitted. After its review by MoEF, extension of validity of concurrence for the DPR will be accorded. Based on the recommendations of State Government, Regional unit of MoEF, GOI is processing the forest clearance.

An amount of approx. **Rs.228.30 crore** has been incurred in respect of the aforesaid projects upto 31st March 2018.

The financial position of JAPL the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31/03/2018	Year ended 31/03/2017
(A)	**PROFITABILITY**		
1	Gross Total Revenue	-	0.04
2	Total Expenses	1.97	2.07
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	(1.97)	(2.03)
5	Profit after Tax	(1.97)	(2.03)
6	**Total Comprehensive Income**	**(1.97)**	**(2.03)**
(B)	**ASSETS& LIABILITIES**		
1	Non Current Assets	226.48	226.61
2	Current Assets	0.41	0.40
3	**Total Assets (1+2)**	**226.89**	**227.01**
4	Equity Share Capital	228.42	200.00
5	Other Equity	(3.29)	10.05
6	Non Current Liabilities	-	15.19
7	Current Liabilities	1.76	1.77
8	**Total Equity & Liabilities (4+5+6+7)**	**226.89**	**227.01**

1.7 SANGAM POWER GENERATION COMPANY LIMITED (SPGCL)

Sangam Power Generation Company Limited (SPGCL) was acquired by JPVL from Uttar Pradesh Power Corporation Limited **(UPPCL)** through competitive bidding process, for the implementation of **1320 MW** (2 x 660 MW) Thermal Power Project (with permission to add one additional unit at 660 MW) in Tehsil Karchana of District Allahabad, Uttar Pradesh.

All major statutory approvals for Phase-1, are in place and Coal linkage for 4.68 MTPA by Northern Coalfield Limited has been issued for Phase-1 of the Project.

SPGCL executed Deed of Conveyance with UPPCL but the District Administration could not hand over physical possession of land to SPGCL due to agitation of local villagers. As such, no physical activity could be started on the ground. SPGCL has written to UPPCL and all procurers that the Power Purchase Agreement is rendered void and cannot be enforced. As such, it was, inter-alia, requested that SPGCL's claims be settled amicably for closing the agreement(s). UPPCL had requested the SPGCL to submit supporting documents regarding claim, which have been furnished to UPPCL and are under their review.

An amount of **Rs. 546.37 crore** has been spent on the Project up to 31st March 2018.

The financial position of SPGCL the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31/03/2018	Year ended 31/03/2017
(A)	**PROFITABILITY**		
1	Gross Total Revenue	0.30	0.46
2	Total Expenses	1.54	1.38
3	Exceptional/Extra-ordinary items	313.25	-
4	Profit before Tax	(314.49)	(0.92)
5	Profit after Tax	(314.54)	(0.92)
6	**Total Comprehensive Income**	**(314.54)**	**(0.92)**
(B)	**ASSETS& LIABILITIES**		
1	Non Current Assets	228.72	543.73
2	Current Assets	6.75	6.28
3	**Total Assets (1+2)**	**235.47**	**550.01**
4	Equity Share Capital	551.98	551.98
5	Other Equity	(316.52)	(1.98)
6	Non Current Liabilities	-	-
7	Current Liabilities	0.01	0.01
8	**Total Equity & Liabilities (4+5+6+7)**	**235.47**	**550.01**

2. MADHYA PRADESH JAYPEE MINERALS LIMITED (MPJML)

Incorporated on 29th September 2006, MPJML is a JV Associate of JAL.The JV Partner of this company is Madhya Pradesh State Mining Corporation Limited **(MPSMCL).**49% of its share capital is held by JAL and 51% by MPSMCL. Its status has been broadly discussed at para no. 7.0 (B) of the Directors Report.

The members are aware that **Amelia (North) Coal Mine** was allotted to Madhya Pradesh State Mining Corporation Limited (**MPSMCL**) by Ministry of Coal in the year 2005. MPSMCL decided to develop the Coal Mine through JV route and selected Jaiprakash Associates Limited as JV partner through competitive bidding. MPJML was incorporated for production and supply of coal to Jaiprakash Power Venture Limited (**JPVL**), for its 2 X 660 MW Nigrie Thermal Power Plant.

The company after obtaining necessary approvals and permissions from statutory authorities including permission to open the mine started production in December 2013 with coal production of 4600 tonne in the year 2013-14. The production in Amelia (North) coal block was enhanced synchronizing the same with commissioning of Unit I (I X 660MW) of Nigrie Thermal Power Plant in the month of September 2014.

Hon'ble Supreme Court of India through its judgment dated 24th September 2014 cancelled 204 Coal Mines allocated between 1993 and 2011. Amelia (North) Coal Mine was amongst 204 Coal Mines cancelled by Hon'ble Supreme Court of India. Subsequent to cancellation of the Coal Block by Hon'ble Supreme Court of India during FY 2014-15, the said coal block was allocated to new allottee (JPVL) by the Ministry of Coal, Government of India.

In terms of The Coal Mines (Special Provisions) Act 2015, the new successful allottee was to pay to the prior allottee, a fixed amount for the value of Land and Mine Infrastructure, cost of preparation of geological report borne by the prior allottee, cost of obtaining all statutory licenses, permits, permissions, approvals, clearances or consents relevant to mining operations borne by the prior allottee and the transaction expenses.

The Ministry of Coal (MOC) had admitted an amount of **Rs.136.58 crores** (including transaction expenses of Rs.16.85 Lacs) to MPJML, **as a compensation** for land and mine infrastructure, which has since been received.

After cancellation of Amelia (North) Coal Mine, the company (MPJML) is left with no business operation to do. Therefore, Madhya Pradesh State Mining Corporation Ltd. (MPSMCL), the holding Company is seeking legal advice for initiating action for winding up of the Company.

The financial position of MPJML for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31/03/2018	Year ended 31/03/2017
(A)	**PROFITABILITY**		
1	Gross Total Revenue	0.17	37.19
2	Total Expenses	0.17	39.65
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	-	2.46
5	Profit after Tax	-	2.46
6	**Total Comprehensive Income**	**-**	**2.46**
(B)	**ASSETS & LIABILITIES**		
1	Non Current Assets	13.32	10.20
2	Current Assets	8.09	16.29
3	**Total Assets (1+2)**	**21.41**	**26.49**
4	Equity Share Capital	61.22	61.22
5	Other Equity	(149.67)	149.67
6	Non Current Liabilities	109.16	112.41
7	Current Liabilities	0.70	2.53
8	**Total Equity & Liabilities (4+5+6+7)**	**21.41**	**26.49**

3. MP JAYPEE COAL LIMITED (MPJPCL)

Incorporated on 14th May 2009, MPJPCL is a JV Associate of JAL. The JV Partner of this company is Madhya Pradesh State Mining Corporation Limited **(MPSMCL).** 49% of its share capital is held by JAL and 51% by MPSMCL. Its status has been broadly discussed at para no. 7.0 (B) of the Directors Report.

Dongri Tal-II Coal Mine was allocated to Madhya Pradesh State Mining Corporation Limited (MPSMCL) by Ministry of Coal in the year 2008. MPSMCL decided to develop the Coal Mine through JV route and selected Jaiprakash Associates Limited as JV partner through competitive bidding. Your Company was incorporated as a special purpose vehicle for producing and supplying coal from DongriTal II to Jaiprakash Power Ventures Limited (JPVL), for its 2 X 660 MW Nigrie Super Thermal Power Plant.

The company had made substantial progress in obtaining approvals and permissions from statutory authorities and had developed the Coal Mine and was about to start production of Coal. In the meantime, on 24th September 2014, the Supreme Court of India through its judgment cancelled 204 Coal Mines allocated between 1993 and 2011. Dongri Tal-II Mine was amongst 204 Coal Mines cancelled by the Supreme Court of India.

Subsequent to cancellation of Coal Blocks, the Ministry of Coal through the Nominated Authority had started the process for electronic auction of Coal Mines. However, Dongri Tal-II is yet to be allocated to a new party. The new allottee will pay to the company (MPJPCL), a fixed amount for the value of land and Mine Infrastructure etc. In view of this, till the auction of Coal Block and its reallocation to a new party and receipt of compensation amount, the company (MPJPCL) needs to continue its operations for protection of its rights, maintenance of infrastructure, etc.

The financial position of MPJPCL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31/03/2018	Year ended 31/03/2017
(A)	**PROFITABILITY**		
1	Gross Total Revenue	0.01	-
2	Total Expenses	3.91	28.86
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	(3.90)	(28.86)
5	**Profit after Tax**	**(3.90)**	**(28.86)**
6	**Total Comprehensive Income**	**(3.90)**	**(28.86)**
(B)	**LIABILITIES& ASSETS**		
1	Non Current Assets	82.80	82.84
2	Current Assets	0.31	0.36
3	**Total Assets (1+2)**	83.11	83.20
4	Equity Share Capital	10.00	10.00
5	Other Equity	**38.86**	**34.96**
6	Non Current Asset	-	-
7	Current Liabilities	111.97	108.16
8	**Total Equity & Liabilities (4+5+6+7)**	**83.11**	**83.20**

4. MP JAYPEE COAL FIELDS LIMITED (MPJPCFL)

Incorporated on 4th January 2010, MPJPCFL is a JV Associate of JAL. The JV Partner of this company is Madhya Pradesh State Mining Corporation Limited **(MPSMCL).** 49% of its share capital is held by JAL and 51% by MPSMCL.Its status has been broadly discussed at para no. 7.0 (B) of the Directors Report.

Mandla (South) Coal Mine was allotted to Madhya Pradesh State Mining Corporation Limited (MPSMCL) by the Ministry of Coal in the year 2007. MPSMCL decided to develop the Coal Mine through the JV route and MPJPCFL was incorporated for mining and sale of coal produced from Mandla (South) Coal Mine.

While the mining activities including the process of obtaining necessary approvals and permissions were in progress, the Supreme Court of India vide its judgement dated 24th September 2014, cancelled 204 Coal Blocks allocated between 1993 and 2011. Mandla (South) Coal Mine was amongst the Mines cancelled by the Supreme Court.

Subsequent to the Supreme Court judgment, the Ministry of Coal through the process of e-auctioning had allocated Mandla (South) Coal Block to Jaypee Cement Corporation Limited **(JCCL)**, a wholly-owned subsidiary of JAL in March 2015.

MPJPCFL had incurred an expenditure of approx. **Rs. 26.90 crore** on the Mandla (South) Coal Mine. The company accordingly preferred a claim with the Nominated Authority, Ministry of Coal as per procedure. As against the claim of Rs. 26.90 crore, the Ministry has admitted an amount of **Rs.22.91 crore** as compensation for the expenditure incurred by the company on creating 'Mining Infrastructure', which has since been received.

After cancellation of Mandla (South) Coal Block, the company is left with no business operation to do. Therefore, MPSMCL, its holding company, is seeking legal advice for initiating action for winding up the Company.

The financial position of MPJPCFL for the financial year 2017-18 is as under:

(Rs. in Crore)

		Year ended 31/03/2018	Year ended 31/03/2017
(A)	**PROFITABILITY**		
1	Gross Total Revenue	0.02	0.02
2	Total Expenses	0.01	0.01
3	Exceptional/Extra-ordinary items	-	-
4	Profit before Tax	0.01	0.01
5	Profit after Tax	0.01	0.01
6	**Total Comprehensive Income**	**0.01**	**0.01**
(B)	**ASSETS& LIABILITIES**		
1	Non Current Assets	-	-
2	Current Assets	0.41	0.39
3	**Total Assets (1+2)**	**0.41**	**0.39**
4	Equity Share Capital	10.00	10.00
5	Other Equity	(9.63)	(9.64)
6	Non Current Liabilities	-	-
7	Current Liabilities	0.04	0.03
8	**Total Equity & Liabilities (4+5+6+7)**	**0.41**	**0.39**

5. **RPJ MINERALS PRIVATE LIMITED (RPJM)**

RPJM did not undertake any operational activity during the year 2017-18 pertaining to its business of mining of minerals, etc. JAL holds 43.83% of its Equity share capital. RPJM has sold some land during the year, which was not being used by it; the Other Income of RPJM is primarily profit from sale of this land only.

RPJM has two wholly-owned subsidiaries viz. Sarveshwari Stone Products Private Limited (**SSPPL**) and Rock Solid Cement Limited (**RSCL**) which are also engaged in similar lines of business activities. The Government of Madhya Pradesh has granted Prospecting License for limestone to both these companies in Distt. Satna in Madhya Pradesh. RSCL has carried on detailed geological investigation and application for Mining Lease has been submitted to the Government of Madhya Pradesh (**GOMP**). For SSPPL, detailed geological investigation is on and it shall submit, in due course, necessary application for Mining Lease to GOMP.

The **financial position of RPJM** for the Financial Year 2017-18 is as under:

(Rs. in Crore)

(A)	**PROFITABILITY**	**Year ended 31/03/2018**	**Year ended 31/03/2017**
1	Gross Total Revenue (from other income)	9.37	0.14
2	Total Expenses	0.09	0.40
3	Profit before Tax	9.28	(0.26)
4	Profit after Tax	7.35	(0.30)
5	**Total Comprehensive Income**	**7.35**	**(0.30)**
(B)	**ASSETS & LIABILITIES**		
1	Non Current Assets	12.68	14.44
2	Current Assets	4.13	3.28
3	**Total Assets (1+2)**	**16.81**	**17.72**
4	Equity Share Capital	1.68	1.68
5	Other Equity	5.96	(1.39)
6	Non Current Liabilities	-	-
7	Current Liabilities	9.17	17.43
8	**Total Equity & Liabilities (4+5+6+7)**	**16.81**	**17.72**

6. **SONEBHADRA MINERALS PRIVATE LIMITED (SMPL)**

SMPL did not undertake any operational activity during the year 2017-18 pertaining to its business of mining of minerals, etc. JAL holds 48.76% of its Equity share capital.

The **financial position of SMPL** for the Financial Year 2017-18 is as under:

(Rs. in Crore)

(A)	**PROFITABILITY**	**Year ended 31/03/2018**	**Year ended 31/03/2017**
1	Gross Total Revenue	-	-
2	Total Expenses	0.03	0.01
3	Profit before Tax	(0.03)	(0.01)
4	Profit after Tax	(0.03)	(0.01)
5	**Total Comprehensive Income**	**(0.03)**	**(0.01)**
(B)	**ASSETS & LIABILITIES**		
1	Non Current Assets	0.25	0.26
2	Current Assets	0.01	0.01
3	**Total Assets (1+2)**	**0.26**	**0.27**
4	Equity Share Capital	0.48	0.48
5	Other Equity	(0.50)	(0.47)
6	Non Current Liabilities	-	-
7	Current Liabilities	0.28	0.26
8	**Total Equity & Liabilities (4+5+6+7)**	**0.26**	**0.27**

MANOJ GAUR
Executive Chairman & CEO
DIN:00008480

ANNEXURE 3 OF DIRECTORS' REPORT

FORM No. MGT-9
EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i)	**CIN**	:-	L14106UP1995PLC019017
ii)	**Registration Date**	:-	15.11.1995
iii)	**Name of the Company**	:-	Jaiprakash Associates Limited (JAL)
iv)	**Category/Sub-Category of the Company**	:-	Public Limited Company
v)	**Address of the Registered Office and Contact Details**	:-	Sector-128, Noida-201 304 (U.P.) Ph- 91-120-4963100
vi)	**Whether Listed Company**	:-	Yes
vii)	**Name, Address and Contact details of Registrar and Transfer Agent,**	:-	M/s Alankit Assignments Limited 2E/21, Jhandewalan Extn. New Delhi-110055 Tel- 011-42541234/23541234 E-mail- info@alankit.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

S. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
1	Engineering & Construction and Real Estate Development	41,42,43	55.01
2	Manufacture of Cement	23 (239)	31.53

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	Name and Address of the Company	CIN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
	Subsidiary Companies (including their subsidiaries)				
1	**Jaypee Infratech Ltd (JIL)** Sector – 128, Noida – 201304 District – Gautam Budh Nagar, U.P.	L45203UP2007PLC033119	Subsidiary	60.98	2 (87)
2	**Himalyan Expressway Ltd** Kalka Sadan, Kalka Shimla Road, P.O. Pinjore, Kalka – 134102	U45400HR2007PLC036891	Subsidiary	100	2 (87)
3	**Jaypee Ganga Infrastructure Corporation Ltd.** Sector – 128, Noida – 201304 District – Gautam Budh Nagar, U.P.	U93000UP2008PLC034861	Subsidiary	100	2 (87)
4	**Jaypee Agra Vikas Ltd.** Sector – 128, Noida – 201304 District – Gautam Budh Nagar, U.P.	U70200UP2009PLC038670	Subsidiary	100	2 (87)
5	**Yamuna Expressway Tolling Limited [Formerly Known as Jaypee Mining Venture Pvt. Ltd.]** Sector – 128, Noida – 201304 District – Gautam Budh Nagar, U.P.	U70100UP2010PLC040063	Subsidiary	100	2(87)

S. No	Name and Address of the Company	CIN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
6	**Jaypee Cement Corporation Ltd (JCCL)** Sector – 128, Noida – 201304 District – Gautam Budh Nagar, U.P.	U74999UP1996PLC045701	Subsidiary	100	2 (87)
7	**Jaypee Fertilizers & Industries Ltd (JFIL)** Sector – 128, Noida – 201304 District – Gautam Budh Nagar, U.P.	U24233UP2010PLC040882	Subsidiary	100	2 (87)
8	**Himalyaputra Aviation Ltd.** JA Annexe, 54, Basant Lok, Vasant Vihar, New Delhi - 110057	U62200DL2011PLC222727	Subsidiary	100	2 (87)
9	**Jaypee Assam Cement Ltd.** Sector – 128, Noida – 201304 District – Gautam Budh Nagar, U.P.	U26960UP2011PLC046390	Subsidiary	100	2 (87)
10	**Jaypee Healthcare Ltd.** Sector – 128, Noida – 201304 District – Gautam Budh Nagar, U.P.	U85191UP2012PLC053358	Subsidiary	100 (Held by JIL)	2 (87)
11	**Jaypee Infrastructure Development Limited [Formerly known as Jaypee Cement Cricket (India) Ltd]** Sector – 128, Noida – 201304 District – Gautam Budh Nagar, U.P.	U70100UP2012PLC053203	Subsidiary	100	2 (87)
12	**Jaypee Cement Hockey (India) Ltd.** Sector – 128, Noida – 201304 District – Gautam Budh Nagar, U.P.	U92412UP2012PLC053464	Subsidiary	100	2 (87)
13	**Jaiprakash Agri Initiatives Company Ltd.** Sector – 128, Noida – 201304 District – Gautam Budh Nagar, U.P.	U01122UP2008PLC069980	Subsidiary	100 (Held by JCCL)	2 (87)
14	**Bhilai Jaypee Cement Ltd** Bhilai Jaypee Grinding Plant Bhilai Steel Plant Premises, Slag Road, Bhilai, District - Durg Chattisgarh – 490001. **(SAIL = Steel Authority of India Limited)**	U26940CT2007PLC020250	Subsidiary	74 (26 Held by SAIL)	2 (87)
15	**Gujarat Jaypee Cement & Infrastructure Ltd.** Sumeru, Final Plot No. 123, Behind Andaz Party Plot, Opp. J.B. Farms, Shital Motors Lane, Makarba Cross Road, Ahmedabad – 380058. **(GMDC = Gujarat Mining Development Corporation Limited)**	U26943GJ2007PLC051360	Subsidiary	74 (26 Held by GMDC)	2 (87)
16	**Jaypee Uttar Bharat Vikas Private Ltd. (JUBV)** Sector – 128, Noida – 201304 District – Gautam Budh Nagar, U.P.	U24233UP2010PTC040827	Subsidiary	100 (Held by JFIL)	2 (87)
17	**Kanpur Fertilizers & Cement Limited** Sector – 128, Noida – 201304 District – Gautam Budh Nagar, U.P.	U24233UP2010PLC040828	Subsidiary	86.57 held by JUBV & 2.43 by JFIL	2 (87)
	ASSOCIATE COMPANIES#				
1	**Jaiprakash Power Ventures Ltd (JPVL)** Complex of Jaypee Nigrie Super Thermal Power Plant Nigrie, Tehsil Sarai, District Singrauli – 486 669 (MP)	L40101MP1994PLC042920	Associate	29.74*	2 (6)

S. No	Name and Address of the Company	CIN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
2	**MP Jaypee Coal Ltd.** Jaypee Nagar, Rewa – 486450 District – Rewa. M.P. **(MPSMCL = Madhya Pradesh State Mining Corporation Limited)**	U10200MP2009SGC021909	Associate	49 (51 held by MPSMCL)	2 (6)
3	**Madhya Pradesh Jaypee Minerals Ltd.** Jaypee Nagar, Rewa – 486450, District – Rewa, M.P.	U01010MP2006SGC018423	Associate	49 (51 held by MPSMCL)	2 (6)
4	**MP Jaypee Coal Fields Ltd.** Jaypee Nagar, Rewa – 486450, District – Rewa, M.P.	U10100MP2010SGC022879	Associate	49 (51 held by MPSMCL)	2 (6)
5	**RPJ Minerals Private Ltd.** Jaypee Sharda Bhawan, Aurkandi, Near Ma Sharda Temple, Maihar – 485771, M.P.	U14104MP2001PTC014705	Associate	43.83	2 (6)
6	**Sonebhadra Minerals Private Ltd.** 17/134, Chaturvedi Bhawan, Chopan Road, Obra – 231219, Dist. Sonebhadra, U.P.	U15543UP2002PTC026621	Associate	48.76	2 (6)

*Note: * JPVL became Associate Company of JAL w.e.f. 18.02.2017.*

#The Associates Companies are as per definition u/s 2(6) of Companies Act, 2013 & Rule no. 2(r) of the Companies (Specifications of Definitions Details) Rules, 2014.

IV) SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year i.e 01.04.2017.				No. of Shares held at the end of the year i.e. 31.03.2018.				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A) Promoters									
1) Indian									
a) Individual/ HUF	6,67,12,907	-	6,67,12,907	2.74	6,03,18,232	-	6,03,18,232	2.48	-0.26
b) Central Government	-	-	-	0.00	-	-	-	0.00	0.00
c) State Government(s)	-	-	-	0.00	-	-	-	0.00	0.00
d) Bodies Corporation	70,08,83,910	-	70,08,83,910	28.81	70,08,41,223	-	70,08,41,223	28.81	0.00
e) Banks/FI	-	-	-	-	-	-	-	-	0.00
f) Any other (specify) - Trusts - Wherein Company is Beneficiary*	18,93,16,882	-	18,93,16,882	7.78	18,93,16,882	-	18,93,16,882	7.78	0.00
Sub-total (A) (1):-	**95,69,13,699**	**-**	**95,69,13,699**	**39.34**	**95,04,76,337**	**-**	**95,04,76,337**	**39.08**	**-0.26**
2) Foreign									
a) NRIs - Individuals	-	-	-	0.00		-	-	0.00	0.00
b) Other-Individuals	-	-	-	-	-	-	-	-	0.00
c) Bodies Corporation	-	-	-	-	-	-	-	-	0.00
d) Banks/FI	-	-	-	-	-	-	-	-	0.00
e) Any other	-	-	-	-	-	-	-	-	0.00
Sub-total (A) (2):-	**-**	**-**	**-**	**-**		**-**	**-**	**-**	**0.00**
Total Shareholding of Promoter (A) = (A) (1) + (A) (2)	**95,69,13,699**	**-**	**95,69,13,699**	**39.34**	**95,04,76,337**	**-**	**95,04,76,337**	**39.08**	**-0.26**

Category of Shareholders	No. of Shares held at the beginning of the year i.e 01.04.2017.				No. of Shares held at the end of the year i.e. 31.03.2018.				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
B) Public Shareholding									
1. Institutions									
a) Mutual Funds	2,64,20,096	1,43,601	2,65,63,697	1.09	8,27,65,931	1,35,726	8,29,01,657	3.41	2.32
b) Banks/FI	95,76,965	2,57,568	98,34,533	0.40	1,63,82,600	2,21,112	1,66,03,712	0.68	0.28
c) Central Government	-	-	-	-	10506391	-	10506391	0.44	0.00
d) State Government (s)	-	-	-	-	-	-	-	-	0.00
e) Venture Capital Funds	-	-	-	-	-	-	-	-	0.00
f) Insurance Companies	11,20,33,655	6,750	11,20,40,405	4.61	11,10,33,655	6,750	11,10,40,405	4.56	-0.04
g) FIIs/FPIs	44,31,37,491	4,00,535	44,35,38,026	18.23	30,73,02,510	3,22,250	30,76,24,760	12.65	-5.59
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	0.00
I) Others (specify)	-	-	-	-	-	-	-	-	0.00
Sub-total(B)(1):-	**59,11,68,207**	**8,08,454**	**59,19,76,661**	**24.34**	**52,79,91,087**	**6,85,838**	**52,86,76,925**	**21.30**	**-3.04**
		-							
2. Non-Institutions		-							
a) Bodies Corporation	17,84,20,263	13,77,539	17,97,97,802	7.39	20,64,77,174	12,79,182	20,77,56,356	8.54	1.15
i) Indian	17,84,20,263	13,77,539	17,97,97,802	7.39	20,64,77,174	12,79,182	20,77,56,356	8.54	1.15
ii) Overseas	-	-	-	0.00	-	-	-	0.00	0.00
b) Individuals		-							
i) Individual shareholders holding nominal share capital upto ₹ 2 Lakh	46,50,67,015	2,36,72,071	48,87,39,086	20.09	51,11,09,881	1,84,89,787	52,95,99,668	21.77	1.68
ii) Individual shareholders holding nominal share capital in excess of ₹ 2 Lakh	12,18,93,524	-	12,18,93,524	5.01	12,42,37,544	-	12,42,37,544	5.11	0.10
NBFCs Registered with RBI	71,55,378	-	71,55,378	0.29	1,13,40,396	-	1,13,40,396	0.47	0.17
Employee Trust	25,28,489	-	25,28,489	0.10	25,28,489	-	25,28,489	0.10	0.00
c) Others (specify)									
i) Non Resident Indians	2,90,38,969	16,24,742	3,06,63,711	1.26	2,41,63,688	14,56,752	2,56,20,440	1.05	-0.21
ii) Trusts	1,00,80,382	-	1,00,80,382	0.41	1,00,35,820	-	1,00,35,820	0.41	0.00
iii) Corporate Body (Foreign Body)	1,610	1,76,250	1,77,860	0.01	1,610	1,76,250	1,77,860	0.01	-0.19
iv) Clearing Members & in transit	2,25,30,350	-	2,25,30,350	0.93	1,77,99,439	7,20,545	1,85,19,984	0.76	-0.16
v) Hindu Undivided Family	1,99,94,658	-	1,99,94,658	0.82	23,481,781	-	2,34,81,781	0.97	0.14
vi) Directors & their Relatives	5,000	375	5,375	0.00	5,000	375	5,375	0.00	0.00
Sub-total(B)(2):-	**85,67,15,638**	**2,68,50,977**	**88,35,66,615**	**36.32**	**93,11,80,822**	**2,21,22,891**	**95,33,03,713**	**39.19**	**2.87**
Total public shareholding (B) = (B)(1)+(B)(2)	**1,44,78,83,845**	**2,76,59,431**	**1,47,55,43,276**	**60.66**	**1,45,91,71,909**	**2,28,08,729**	**1,48,19,80,638**	**60.93**	**0.27**
C) Shares held by Custodian for GDRs ADRs	-	-	-	-	-	-	-	-	0.00
Grand Total (A+B+C)	**2,40,47,97,544**	**2,76,59,431**	**2,43,24,56,975**	**100.00**	**2,40,96,48,246**	**2,28,08,729**	**2,43,24,56,975**	**100.00**	**0.00**

* The entire shareholding of 189,316,882 Equity Shares held by the Four Trusts, of which the Company is the sole beneficiary, is also pledged for securing the loan obtained by the Compnay

* From 01.12.2015 shareholding pattern is prepared as per the provisions of SEBI (Listing Obligations and Disclosure Requirments), 2015

ii) **Shareholding of Promoters**

Sl. No	Shareholders's Name	Shareholding at the beginning of the year i.e.1.04.2017			Shareholding at the end of the year i.e. 31.03.2018			% change in shareholding during the year (of their respective shareholding)	change in shareholding during the year
		No. of shares	% of total shares of the Company	% of Shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of Shares pledged / encumbered to total shares		
1	Smt. Adarsh Bala Jain	6,07,550	0.02	-	25,000	0.00	-	(0.02)	(5,82,550)
2	Smt. Anjali Jain	15,13,150	0.06	-	15,13,150	0.06	-	-	-
3	Smt. Anuja Jain	39,25,150	0.16	-	58,33,650	0.24	-	0.08	19,08,500
4	Smt. Archana Sharma	1,51,237	0.01	-	1,51,237	0.01	-	-	-
5	Shri B. K. Jain	6,500	0.00	-	-	-	-	(0.00)	(6,500)
6	Smt. Bhavna Kumar	1,54,000	0.01	-	1,54,000	0.01	-	-	-
7	Shri Bijay Kumar Jain	5,12,500	0.02	-	-	-	-	(0.02)	(5,12,500)
8	Smt. Chandra Kala Gaur	1,11,287	0.00	-	1,11,287	0.00	-	-	-
9	Shri Datta Ram Gopal Kadkade	41,91,247	0.17	-	41,91,247	0.17	-	-	-
10	Shri Gyan Prakash Gaur	41,633	0.00	-	41,633	0.00	-	-	-
11	Shri I N Dubey (Deceased)	6,75,375	0.03	-	6,75,375	0.03	-	-	-
12	Shri Jaiprakash Gaur	38,924	0.00	-	38,924	0.00	-	-	-
13	Smt. Jyoti Kamat Kadkade	6,562	0.00	-	4,562	0.00	-	(0.00)	(2,000)
14	Shri K P Sharma (Deceased)	4,35,375	0.02	-	-	-	-	(0.02)	(4,35,375)
15	Smt. Kumud Jain	53,22,894	0.22	-	-	-	-	(0.22)	(53,22,894)
16	Smt. Manju Sharma	9,750	0.00	-	9,750	0.00	-	-	-
17	Shri Manoj Gaur	1,75,900	0.01	-	1,75,900	0.01	-	-	-
18	Shri Mayank Sharma	1,150	0.00	-	2,18,838	0.01	-	0.01	2,17,688
19	Shri Nanak Chand Sharma	1,26,127	0.01	-	1,26,127	0.01	-	-	-
20	Smt. Nandita Gaur	69,461	0.00	-	19,461	0.00	-	(0.00)	(50,000)
21	Shri Naveen Kumar Singh	30,88,435	0.13	-	30,88,435	0.13	-	-	-
22	Smt. Nirmala Sharma	5,620	0.00	-	5,620	0.00	-	-	-
23	Smt. Nirupma Saklani	25,02,500	0.10	-	25,02,500	0.10	-	-	-
24	Shri P K Jain	41,36,082	0.17	-	21,36,082	0.09	-	(0.08)	(20,00,000)
25	Shri Pankaj Gaur	1,56,750	0.01	-	1,56,750	0.01	-	-	-
26	Shri Prabodh V Vora	22,30,000	0.09	-	7,80,000	0.03	-	(0.06)	(14,50,000)
27	Shri Pravin Kumar Singh	31,90,470	0.13		31,90,470	0.13	-	-	-
28	Puneet Kumar Jain Karta	5,092	0.00	-	5,092	0.00	-	-	-
29	Shri Rahul Kumar	1,50,750	0.01	-	1,50,750	0.01	-	-	-
30	Shri Raj Kumar Singh	50,43,241	0.21	-	50,43,241	0.21	-	-	-
31	Shri Rajender Singh (Deceased)	300	0.00	-	300	0.00	-	-	-
32	Shri Rakesh Sharma	1,562	0.00	-	1,562	0.00	-	-	-
33	Shri Ran Vijay Singh	30,43,015	0.13	-	30,43,015	0.13	-	-	-
34	Smt. Rashi Agrawal	67,275	0.00	-	67,275	0.00	-	-	-
35	Smt. Rekha Dixit	59,461	0.00	-	59,461	0.00	-	-	-
36	Shri Rishabh Jain	3,75,000	0.02	-	3,75,000	0.02	-	-	-
37	Smt. Rita Dixit	1,55,711	0.01	-	1,55,711	0.01	-	-	-
38	Shri Sameer Gaur	2,000	0.00	-	-	-	-	(0.00)	(2,000)
39	Smt. Sanjana Jain	3,62,970	0.01	-	3,62,970	0.01	-	-	-
40	Shri Sarat Kumar Jain	20,48,016	0.08		20,48,016	0.08	-	-	-
41	Shri Satyendra Prakash Joshi	5,69,251	0.02	-	5,69,251	0.02	-	-	-

Sl. No	Shareholders's Name	Shareholding at the beginning of the year i.e.1.04.2017			Shareholding at the end of the year i.e. 31.03.2018			% change in shareholding during the year (of their respective shareholding)	change in shareholding during the year
		No. of shares	% of total shares of the Company	% of Shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of Shares pledged / encumbered to total shares		
42	Smt. Shail Jain	1,43,440	0.01	0.01	1,43,440	0.01	0.01	-	-
43	Shri Shashi Kumar	3,15,000	0.01	-	3,15,000	0.01	-	-	-
44	Shri Shiva Dixit	1,24,632	0.01	-	1,24,632	0.01	-	-	-
45	Shri Shravan Jain	38,900	0.00	-	35,900	0.00	-	0.00	(3,000)
46	Smt. Shyam Kumari Singh	33,840	0.00	-	33,840	0.00	-	-	-
47	Smt. Sonia Gupta	1,07,437	0.00	-	1,07,437	0.00	-	-	-
48	Smt. Sucharita Jain	10,00,125	0.04	-	-	-	-	(0.04)	(10,00,125)
49	Shri Sunil Dattaram Kadkade	1,94,250	0.01	-	1,91,750	0.01	-	(0.00)	(2,500)
50	Shri Sunil Joshi	21,39,000	0.09	-	21,39,000	0.09	-	-	-
51	Shri Sunil Kumar Sharma	1,501	0.00	-	1,501	0.00	-	-	-
52	Ms. Sunita Joshi	25,29,000	0.10	-	25,29,000	0.00	-	-	-
53	Shri Sunny Gaur	2,38,045	0.01	-	2,38,045	0.01	-	-	-
54	Shri Suren Jain	23,28,215	0.10	-	57,42,609	0.24	-	0.14	34,14,394
55	Shri Suresh Kumar	33,000	0.00	-	33,000	0.00	-	-	-
56	Smt. Urvashi Gaur	1,70,506	0.00	-	1,70,506	0.00	-	-	-
57	Smt. Vijay Gaur	8,86,537	0.00	-	8,86,537	0.00	-	-	-
58	Smt. Vinita Gaur	75,951	0.00	-	75,951	0.00	-	-	-
59	Shri Vinod Sharma	1,56,662	0.01	-	1,56,662	0.01	-	-	-
60	Shri Viren Jain	20,21,581	0.08	-	12,21,581	0.05	-	(0.03)	(8,00,000)
61	Smt. Vishali Jain	40,31,687	0.17	-	40,48,187	0.17	-	0.00	16,500
62	Shri Arjun Singh	16,24,775	0.07	-	16,24,775	0.07	-	-	-
63	Smt. Jaya Singh	16,24,775	0.07	-	16,24,775	0.07	-	-	-
64	Smt. Varsha Singh	16,24,775	0.07	-	16,24,775	0.07	-	-	-
65	Essjay Enterprises Pvt Ltd	29,01,832	0.12	0.03	29,01,832	0.12	0.03	-	-
66	Akasva Associates Pvt. Ltd.	23,97,927	0.10	-	24,97,927	0.10	-	0.00	100000
67	Jai Prakash Exports Pvt Ltd	34,31,127	0.14	-	34,31,127	0.14	-	-	-
68	Jaypee Infra Ventures (A Private Company With Unlimited Liability)	68,83,06,042	28.30	-	68,83,06,042	28.30	-	-	-
69	Luckystrike Financiers Private Limited	37,03,500	0.15	-	37,03,500	0.15	-	-	-
70	Peartree Enterprises Pvt Ltd	795	0.00	-	795	0.00	-	-	-
71	SRMB Dairy Farmings Pvt Ltd	1,42,687	0.01	-	-	-	-	(0.01)	(1,42,687)
72	*Sunil Kumar Sharma Trustee JHL Trust	4,50,74,914	1.85	-	4,50,74,914	1.85	1.85	-	-
73	*Rekha Dixit Trustee JCL Trust	4,96,57,605	2.04	-	4,96,57,605	2.04	2.04	-	-
74	*Sunny Gaur Trustee GACL Trust	2,67,35,736	1.10	-	2,67,35,736	1.10	1.10	-	-
75	*Sameer Gaur Trustee JEL Trust	6,78,48,627	2.79	-	6,78,48,627	2.79	2.79	-	-
76	Peeyush Sharma	-	-	-	2,17,687	0.01	-	0.01	2,17,687
	Total	**95,69,13,699**	**39.34**	**0.51**	**95,04,76,337**	**39.07**	**7.82**	**(0.27)**	

iii) Change In Promoters' Shareholding (please specify,if there is no change)

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	**Shri Bijay Kumar Jain**				
	At the beginning of the year	5,19,000	0.02	5,19,000	0.02
	Sale of shares as on 07.04.2017	(6,500)	(0.00)	5,12,500	0.02
	Sale of shares as on 07.09.2017	(2,00,000)	(0.01)	3,12,500	0.01
	Sale of shares as on 1.11.2017	(2,62,500)	(0.01)	50,000	0.00
	Sale of shares as on 2.11.2017	(30,000)	(0.00)	20,000	0.00
	Sale of shares as on 22.12.2017	(10,000)	(0.00)	10,000	0.00
	Sale of shares as on 10.03.2018	(10,000)	(0.00)	-	-
	At the end of the year			-	-
2	**Shri Prabodh V Vora**				
	At the beginning of the year	22,30,000	0.09	22,30,000	0.09
	Sale of shares as on 05.04.2017	(20,000)	(0.00)	22,10,000	0.09
	Sale of shares as on 18.04.2017	(10,000)	(0.00)	22,00,000	0.09
	Sale of shares as on 24.04.2017	(30,000)	(0.00)	21,70,000	0.09
	Sale of shares as on 26.04.2017	(10,000)	(0.00)	21,60,000	0.09
	Sale of shares as on 27.04.2017	(30,000)	(0.00)	21,30,000	0.09
	Sale of shares as on 28.04.2017	(20,000)	(0.00)	21,10,000	0.09
	Sale of shares as on 02.05.2017	(10,000)	(0.00)	21,00,000	0.09
	Sale of shares as on 09.05.2017	(10,000)	(0.00)	20,90,000	0.09
	Sale of shares as on 18.05.2017	(30,000)	(0.00)	20,60,000	0.08
	Sale of shares as on 14.06.2017	(20,000)	(0.00)	20,40,000	0.08
	Sale of shares as on 15.06.2017	(50,000)	(0.00)	19,90,000	0.08
	Sale of shares as on 16.06.2017	(40,000)	(0.00)	19,50,000	0.08
	Sale of shares as on 21.06.2017	(20,000)	(0.00)	19,30,000	0.08
	Sale of shares as on 22.06.2017	(60,000)	(0.00)	18,70,000	0.08
	Sale of shares as on 23.06.2017	(80,000)	(0.00)	17,90,000	0.07
	Sale of shares as on 27.06.2017	(40,000)	(0.00)	17,50,000	0.07
	Sale of shares as on 29.06.2017	(40,000)	(0.00)	17,10,000	0.07
	Sale of shares as on 05.07.2017	(10,000)	(0.00)	17,00,000	0.07
	Sale of shares as on 06.07.2017	(20,000)	(0.00)	16,80,000	0.07
	Sale of shares as on 07.07.2017	(20,000)	(0.00)	16,60,000	0.07
	Sale of shares as on 17.07.2017	(40,000)	(0.00)	16,20,000	0.07
	Sale of shares as on 18.07.2017	(20,000)	(0.00)	16,00,000	0.07
	Sale of shares as on 19.07.2017	(40,000)	(0.00)	15,60,000	0.06
	Sale of shares as on 20.07.2017	(30,000)	(0.00)	15,30,000	0.06
	Sale of shares as on 21.07.2017	(60,000)	(0.00)	14,70,000	0.06
	Sale of shares as on 24.07.2017	(45,000)	(0.00)	14,25,000	0.06
	Sale of shares as on 25.07.2017	(15,000)	(0.00)	14,10,000	0.06
	Sale of shares as on 01.09.2017	(20,000)	(0.00)	13,90,000	0.06
	Sale of shares as on 13.09.2017	(10,000)	(0.00)	13,80,000	0.06
	Sale of shares as on 31.10.2017	(30,000)	(0.00)	13,50,000	0.06
	Sale of shares as on 03.11.2017	(20,000)	(0.00)	13,30,000	0.05
	Sale of shares as on 22.11.2017	(70,000)	(0.00)	12,60,000	0.05
	Sale of shares as on 23.11.2017	(20,000)	(0.00)	12,40,000	0.05
	Sale of shares as on 08.12.2017	(30,000)	(0.00)	12,10,000	0.05
	Sale of shares as on 12.12.2017	(30,000)	(0.00)	11,80,000	0.05
	Sale of shares as on 13.12.2017	(40,000)	(0.00)	11,40,000	0.05
	Sale of shares as on 21.12.2017	(50,000)	(0.00)	10,90,000	0.04
	Sale of shares as on 26.12.2017	(60,000)	(0.00)	10,30,000	0.04
	Sale of shares as on 27.12.2017	(50,000)	(0.00)	9,80,000	0.04
	Sale of shares as on 28.12.2017	(40,000)	(0.00)	9,40,000	0.04

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	Sale of shares as on 29.12.2017	(80,000)	(0.00)	8,60,000	0.04
	Sale of shares as on 01.01.2018	(20,000)	(0.00)	8,40,000	0.03
	Sale of shares as on 23.02.2018	(20,000)	(0.00)	8,20,000	0.03
	Sale of shares as on 16.03.2018	(30,000)	(0.00)	7,90,000	0.03
	Sale of shares as on 20.03.2018	(10,000)	(0.00)	7,80,000	0.03
	At the end of the year			7,80,000	0.03
3	**Shri Shravan Jain**				
	At the beginning of the year	38,900	0.00	38,900	0.00
	Sale of shares as on 11.08.2017	(500)	0.00	38,400	0.00
	Sale of shares as on 18.08.2017	(500)	0.00	37,900	0.00
	Sale of shares as on 15.09.2017	(2,000)	0.00	35,900	0.00
	At the end of the year			35,900	0.00
4	**Smt. Sucharita Jain**				
	At the beginning of the year	10,00,125	0.04	10,00,125	0.04
	Sale of shares as on 15.06.2017	(5,000)	(0.00)	9,95,125	0.04
	Sale of shares as on 22.06.2017	(10,000)	(0.00)	9,85,125	0.04
	Sale of shares as on 29.06.2017	(15,000)	(0.00)	9,70,125	0.04
	Sale of shares as on 07.07.2017	(9,70,125)	(0.04)	-	-
	At the end of the year			-	-
5	**Akasva Associates Private Limited**				
	At the beginning of the year	23,97,927	0.10	23,97,927	0.10
	Purchase of shares as on 10.07.2017	1,00,000	0.00	24,97,927	0.10
	At the end of the year			24,97,927	0.10
6	**Anuja Jain**				
	At the beginning of the year	39,25,150	0.16	39,25,150	0.16
	Transmission of shares	19,08,500	0.08	58,33,650	0.24
	At the end of the year			58,33,650	0.24
7	**Jyoti Kamat Kadkade**				
	At the beginning of the year	6,562	0.00	6,562	0.00
	Sale of shares as on 08.12.2017	(2,000)	(0.00)	4,562	0.00
	At the end of the year			4,562	0.00
8	**K P Sharma**				
	At the beginning of the year	4,35,375	0.02	4,35,375	0.02
	Transmission of share	(43,53,75)	(0.02)	-	-
	At the end of the year			-	-
9	**Kumud Jain**				
	At the beginning of the year	53,22,894	0.22	53,22,894	0.22
	Transmission of share	(53,22,894)	(0.22)	-	-
	At the end of the year			0	0
10	**Mayank Sharma**				
	At the beginning of the year	1,150	0.00	1,150	0.00
	Transmission of shares	2,17,688	0.01	2,18,838	0.01
	At the end of the year			2,18,838.00	0.01

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
11	**Nandita Gaur**				
	At the beginning of the year	69,461	0.00	69,461	0.00
	Sale of shares as on 27.03.2018	(50,000)	(0.00)	19,461	0.00
	At the end of the year			19,461	0.00
12	**P K Jain**				
	At the beginning of the year	41,36,082	0.17	41,36,082	0.17
	Sale of shares as on 02.01.2018	(15,00,000)	(0.06)	26,36,082	0.11
	Sale of shares as on 03.01.2018	(5,00,000)	(0.02)	21,36,082	0.09
	At the end of the year			21,36,082	0.09
13	**Peeyush Sharma**				
	At the beginning of the year	-	-	-	-
	Transmission of shares	2,17,687	0.01	2,17,687	0.01
	At the end of the year			2,17,687	0.01
14	**Sameer Gaur**				
	At the beginning of the year	2,000	0.00	2,000	0.00
	Sale of shares as on 28.03.2018	(2,000)	(0.00)	-	-
	At the end of the year			-	-
15	**SRMB Dairy Farmings Pvt. Limited**				
	At the beginning of the year	1,42,687	0.01	1,42,687	0.01
	Sale of shares as on 23.08.2017	(20,000)	(0.00)	1,22,687	0.01
	Sale of shares as on 01.09.2018	(5,000)	(0.00)	1,17,687	0.00
	Sale of shares as on 05.09.2017	(5,000)	(0.00)	1,12,687	0.00
	Sale of shares as on 07.09.2017	(5,000)	(0.00)	1,07,687	0.00
	Sale of shares as on 11.09.2017	(30,000)	(0.00)	77,687	0.00
	Sale of shares as on 12.09.2017	(10,000)	(0.00)	67,687	0.00
	Sale of shares as on 19.09.2017	(30,000)	(0.00)	37,687	0.00
	Sale of shares as on 21.09.2017	(5,000)	(0.00)	32,687	0.00
	Sale of shares as on 27.09.2017	(5,000)	(0.00)	27,687	0.00
	Sale of shares as on 28.09.2017	(27,687)	(0.00)	-	-
	At the end of the year			-	-
16	**Sunil Dattaram Kadkade**				
	At the beginning of the year	1,94,250	0.01	1,94,250	0.01
	Sale of shares as on 24.11.2017	(2,500)	(0.00)	1,91,750	0.01
	At the end of the year			1,91,750	0.01
17	**Suren Jain**				
	At the beginning of the year	23,28,215	0.10	23,28,215	0.10
	Transmission of shares on 11-06-2017	53,22,894	0.22	76,51,109	0.32
	Transfer of share on 4-08-2017	(19,08,500)	(0.08)	57,42,609	0.24
	At the end of the year			57,42,609	0.24
18	**Viren Jain**				
	At the beginning of the year	20,21,581	0.08	20,21,581	0.08
	Sale of shares as on 03.05.2017	(8,00,000)	(0.03)	12,21,581	0.05
	At the end of the year			12,21,581	0.05
19	**Vishali Jain**				
	At the beginning of the year	40,31,687	0.17	40,31,687	0.17
	Purchase of shares as on 13.05.2017	16,500	0.00	40,48,187	0.17
	At the end of the year			40,48,187	0.17

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
20	**Adarsh Bala Jain**				
	At the beginning of the year	6,07,550	0.02	6,07,550	0.02
	Sale of Shares as on 28.08.2017	(25,000)	(0.00)	5,82,550	0.02
	Sale of Shares as on 30.08.2017	(1,75,000)	(0.01)	4,07,550	0.02
	Sale of Shares as on 31.08.2017	(50,000)	(0.00)	3,57,550	0.01
	Sale of Shares as on 01.09.2017	(20,000)	(0.00)	3,37,550	0.01
	Sale of Shares as on 05.09.2017	(50,000)	(0.00)	2,87,550	0.01
	Sale of Shares as on 07.09.2017	(75,000)	(0.00)	2,12,550	0.01
	Sale of Shares as on 01.11.2017	(1,50,000)	(0.01)	62,550	0.00
	Sale of Shares as on 02.11.2017	(30,000)	(0.00)	32,550	0.00
	Sale of Shares as on 22.12.2017	(5,000)	(0.00)	27,550	0.00
	Sale of Shares as on 07.04.2017	(1,850)	(0.00)	25,700	0.00
	Sale of Shares as on 28.04.2017	(700)	(0.00)	25,000	0.00
	At the end of the year			25,000	0.00

* There is no change in the shareholding of other promoters

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs

Sl. No.	Top 10 Shareholders*	Shareholding at the beginning of the year i.e. 01.04.2017		Cumulative Shareholding during the year i.e. 31.03.2018	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Life Insurance Corporation Of India*	10,89,34,905	4.48	10,79,34,905	4.44
2	Societe Generale	1,77,02,474	0.73	5,05,67,876	2.08
3	Rakesh Jhunjhunwala .	-	-	3,00,00,000	1.23
4	Barclays Merchant Bank (Singapore) Ltd.	1,43,65,759	0.59	2,85,43,759	1.17
5	Pimco Equity Series Pimco Rae Fundamental Emerging Markets Fund	1,92,55,786	0.79	2,31,82,912	0.95
6	Emerging Markets Core Equity Portfolio (The Portfolio) Of Dfa Investment Dimensions Group Inc. (Dfaidg)	2,00,89,439	0.83	1,90,05,425	0.78
7	Vanguard Emerging Markets Stock Index Fund Aseries Of Vanguard International Equity Index Fund	1,89,64,999	0.78	1,89,64,999	0.78
8	Dimensional Emerging Markets Value Fund	1,76,58,065	0.73	1,76,58,065	0.73
9	Vanguard Total International Stock Index Fund	1,37,32,183	0.56	1,52,01,896	0.62
10	Merrill Lynch Markets Singapore Pte. Ltd	1,17,19,501	0.48	1,35,11,608	0.56
	Total	**24,24,23,111**	**9.97**	**32,45,71,445**	**13.34**

v) Shareholding of Directors and Key Managerial Personnel:

1 Name of the Director - Shri Manoj Gaur
Designation - Executive Chairman and CEO

Sl.No.	Particulars	Shareholding at the beginning of the year i.e 01.04.2017		Cumulative Shareholding during the year i.e 31.03.2018	
		No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	1,75,900	0.01	1,75,900	0.01
2	Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year	1,75,900	0.01	1,75,900	0.01

2 Name of the Director - Shri Sunil Kumar Sharma
Designation - Executive Vice Chairman

Sl.No.	Particulars	Shareholding at the beginning of the year i.e 01.04.2017		Cumulative Shareholding during the year i.e 31.03.2018	
		No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	1,501	0.00	1,501	0.00
2	Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year	1,501	0.00	1,501	0.00

3 Name of the Director - Shri Sunny Gaur
Designation - Managing Director (Cement)

Sl.No.	Particulars	Shareholding at the beginning of the year i.e 01.04.2017		Cumulative Shareholding during the year i.e 31.03.2018	
		No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	2,38,045	0.01	2,38,045	0.01
2	Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year	2,38,045	0.01	2,38,045	0.01

4 Name of the Director - Shri Pankaj Gaur
Designation - Jt. Managing Director (Construction)

Sl.No.	Particulars	Shareholding at the beginning of the year i.e 01.04.2017		Cumulative Shareholding during the year i.e 31.03.2018	
		No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	1,56,750	0.01	1,56,750	0.01
2	Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year	1,56,750	0.01	1,56,750	0.01

5 Name of the Director - Shri Ranvijay Singh
Designation - Whole-time Director

Sl.No.	Particulars	Shareholding at the beginning of the year i.e 01.04.2017		Cumulative Shareholding during the year i.e 31.03.2018	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	30,43,015	0.14	30,43,015	0.13
2	Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year	30,43,015	0.14	30,43,015	0.13

6 Name of the Director - Shri B.K Goswami
Designation - Independent Director

Sl.No.	Particulars	Shareholding at the beginning of the year i.e. 01.04.2017		Cumulative Shareholding during the year i.e. 31.03.2018	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	5,000	0.00	5,000	0.00
2	Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year	5,000	0.00	5,000	0.00

7 Name of the Director - Shri C. P. Jain
Designation - Independent Director

Sl.No.	Particulars	Shareholding at the beginning of the year i.e. 01.04.2017		Cumulative Shareholding during the year i.e. 31.03.2018	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	375	0.00	375	0.00
2	Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year	375	0.00	375	0.00

8 Name of the Director - Shri K. N. Bhandari
Designation - Independent Director

Sl.No.	Particulars	Shareholding at the beginning of the year i.e. 01.04.2017		Cumulative Shareholding during the year i.e. 31.03.2018	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	5,000	0.00	5,000	0.00
2	Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year	5,000	0.00	5,000	0.00

9 Name of the Director - Shri Shailesh Verma*
Designation - Nominee Director of SBI

Sl.No.	Particulars	Shareholding at the beginning of the year i.e. 01.04.2017		Cumulative Shareholding during the year i.e. 31.03.2018	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	500	0.00	500	0.00
2	Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year	500	0.00	500	0.00
	* Ceased to be a nominee director w.e.f. 18.05.2017				

10 Name of the Key Managerial Personnel - Shri M. M. Sibbal*
Designation - Joint President & Company Secretary

Sl.No.	Particulars	Shareholding at the beginning of the year i.e. 01.04.2017		Cumulative Shareholding during the year i.e. 31.03.2018	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	50,208		50,208	-
2	Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year	50,208	-	50,208	-

*approinted w.e.f. 1st June, 2017.

11 to 20	Names of the Director/KMP and Designation (holding Nil shares)				
	a) Shri S.C. Rathi (Nominee Director of LIC)				
	b) Shri Subrat Kumar Mohapatra (Nominee Director of IDBI) [Ceased to be a director w.e.f. 12.02.2018]				
	c) Shri R.N. Bhardwaj (Independent Director)				
	d) Shri S.C.K Patne (Independent Director)				
	e) Shri T.R Kakkar (Independent Director)				
	f) Shri K.P. Rau (Independent Director)				
	g) Ms. Homai A. Daruwalla (Independent Director)				
	h) Shri S C Bhargava (Independent Director) [resigned w.e.f. 22.04.2017]				
	i) Shri S K Thakral (Chief Financial Officer) [Appointed w.e.f. 5.08.2017]				
	j) Shri M.P Kharbanda [Resigned w.e.f. 31.05.2017]				
Sl.No.	**Particulars**	**Shareholding at the beginning of the year i.e. 01.04.2017**		**Cumulative Shareholding during the year i.e. 31.03.2018**	
		No. of Shares	**% of total shares of the Company**	**No. of Shares**	**% of total shares of the Company**
1	At the beginning of the year	-	-	-	-
2	Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year	-	-	-	-

V) Indebtedness of the Company including interest outstanding / accrued but not due for payment

(In ₹ Lakhs)

S. No.		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
A)	**Indebtedness as at 01.04.2017**				
	i) Principal Amount	23,35,147	3,30,855	1,06,909	27,72,911
	ii) Interest due but not paid	2,89,147	42,053	19,770	3,50,970
	iii) Interest accrued but not due	27,336	980	0	28316
	Total (i+ii+iii)	**26,51,630**	**3,73,888**	**1,26,679**	**31,52,197**
B)	**Change in Indebtedness during the financial year 2017-18**				
	Addition	-	-	-	-
	Reduction	7,78,369	2,18,003	1,26,657	11,23,029
	Net Change	**7,78,369**	**2,18,003**	**1,26,657**	**11,23,029**
C)	**Indebtedness as at 31.03.2018**				
	i) Principal Amount	17,19,925	1,30,084	16	18,50,025
	ii) Interest due but not paid	3,309	18,520	6	21,835
	iii) Interest accrued but not due	1,50,027	7,281	-	1,57,308
	Total (i+ii+iii)	**18,73,261**	**1,55,885**	**22**	**20,29,168**

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A) Remuneration to Managing Director, Whole-time Directors and/or Manager

(in ₹)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager						Total Amount
	S/Shri	Manoj Gaur	Sunil K. Sharma	Sunny Gaur	Pankaj Gaur	Ranvijay Singh	Rahul Kumar	
		Executive Chairman & CEO	Executive Vice-Chairman	Managing Director (Cement)	Jt. Managing Director (Construction)	Whole-time Director	Whole-time Director & CFO	
1	Gross Salary							
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	8,33,14,000	5,35,59,000	2,92,14,000	2,55,62,250	2,19,10,500	1,65,93,715	23,01,53,465
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961	55,06,228	41,60,082	28,81,000	24,18,752	21,96,169	12,77,904	1,84,40,135
	c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	-	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-	-
4	Commission - as % of profit - others (specify...)	-	-	-	-	-	-	-
5	Others, please specify		-	-	-	-	-	-
	Total (A)	**8,88,20,228**	**5,77,19,082**	**3,20,95,000**	**2,79,81,002**	**2,41,06,669**	**1,78,71,619**	**24,85,93,600**
	Ceiling as per the Act							**32,96,10,000**

Gross Salary includes Provident Fund also.
Shri Rahul Kumar resigned as whole-time Director & CFO w.e.f. 31st July 2017.
Perquisite includes LTA, Gas , electricity , water payments and Car perquisite value.

B) Remuneration to other Directors:

(in ₹)

Sl. No.	Particulars of Remuneration	Name of Director											Total Amount
	S/Shri	R.N. Bhardwaj	B.K. Goswami	Ms. Homai A. Daruwalla	K.N. Bhandari	C.P. Jain	K.P. Rau	S.C.K. Patne	T.R. Kakkar	Shailesh Verma (till 18.05.2018)	SC Rathi	Shri S K Mohapatra (till 12.02.2018)	
		Independent Director	Independent Director	Independent Director	Independent Director	Independent Director	Independent Director	Independent Director	Independent Director	Non-Executive Director (SBI Nominee)	Non-Executive Director (LIC Nominee)	IDBI Nominee	
1	**Independent Directors**												
	Fee for attending Board/ committee meetings	3,20,000	7,60,000	4,80,000	3,60,000	2,40,000	4,80,000	3,60,000	8,40,000	2,00,000	2,00,000	80,000	43,20,000
	Commission	-	-	-	-	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-	-	-	-	-
	Total (1)	**3,20,000**	**7,60,000**	**4,80,000**	**3,60,000**	**2,40,000**	**4,80,000**	**3,60,000**	**8,40,000**	**2,00,000**	**2,00,000**	**80,000**	**43,20,000**
2	**Other Non-Executive Directors**												
	Fee for attending Board/ committee meetings	-	-	-	-	-	-	-	-				-
	Commission	-	-	-	-	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-	-	-	-	-
	Total (2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**				**-**
	Total (B) = (1+2)	**3,20,000**	**7,60,000**	**4,80,000**	**3,60,000**	**2,40,000**	**4,80,000**	**3,60,000**	**8,40,000**	**2,00,000**	**2,00,000**	**80,000**	**43,20,000**
	Total Managerial Remuneration (A+B)												**25,29,13,600**
	Ceiling as per the Act												**34,04,10,000**

C) Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Sl.No.	Particulars of Remuneration	Key Managerial Personnel					
		CEO (Shri Manoj Gaur) (see note-1)	CFO (Shri Rahul Kumar) (see note-1)	CFO (Sh S.K.THAKRAL)	Company Secretary (Sh M.M. SIBBAL)	Company Secretary (Sh Mohinder Kharbanda)	Total
1	Gross Salary						
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	-	40,91,339	29,85,028	6,44,171	77,20,538
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-	-	21,600	27,000	13,880	62,480
	c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	-	-	-	-		-
2	Stock Option	-	-	-	-		-
3	Sweat Equity	-	-	-	-		-
4	Commission - as % of profit - others (specify…)	-	-	-	-		-
5	Others, please specify	-	-	-	-		-
	Total	**-**	**-**	**41,12,939**	**30,12,028**	**6,58,051**	**77,83,018**

Note:

1 Details of CEO (Shri Manoj Gaur) & CFO (Shri Rahul Kumar upto 31st July, 2017) are given in part A being W.T.D.

2 Shri Mohinder Paul Kharbanda resigned as Company Secretary w.e.f. 31st May 2017.

3 Shri M.M. Sibbal was appointed as Company Secretary with effect from 01st June 2017.

4 Shri S.K. Thakral was appointed as C.F.O. with effect from 05th August 2017.

5 Perquisite includes LTA, Gas, electricity, water payments and Car perquisite value.

VII) PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding Fees imposed	Authority [RD/ NCLT/ Court]	Appeal made if any (give details)
A) Company = Nil					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B) Directors = Nil					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B) Others Officers in Default = Nil					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Manoj Gaur
Executive Chairman & CEO
DIN - 00008480

ANNEXURE-4 OF DIRECTORS REPORT

COMMENT ON QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE (IF ANY) BY THE AUDITORS

1.0 BY THE STATUTORY AUDITORS ON STAND-ALONE FINANCIAL STATEMENTS

The observations of Statutory Auditors and Notes to the Standalone Financial Statements are self-explanatory. Their observations/qualifications and reply of management is given below.

1.1 Insolvency petition filed by IDBI against Jaypee Infratech Limited with NCLT, Allahabad

As mentioned in Note No.41 of standalone financial statements, an insolvency petition was filed by IDBI with the Hon'ble National Company Law Tribunal ('the NCLT'), Allahabad against the Jaypee Infratech Limited ('JIL') "Subsidiary" of the Company. The petition had been admitted and Interim Resolution Professional ('IRP') had been appointed by the NCLT. The Hon'ble Supreme Court of India also admitted the Petitions/Interventions filed by certain home buyers of JIL and directed the Company (JAL) to deposit Rs. 2000 Crores with its Registry. The said order was modified by the Hon'ble Supreme Court and accordingly Company (JAL) had deposited Rs. 550 crores upto 31st March 2018.

In view of the pendency/ongoing Corporate Insolvency Resolution Process/legal proceedings with the NCLT Allahabad and the Hon'ble Supreme Court, the impact on the carrying value of the Non-Current Investment in the equity of JIL amounting to Rs.849.26 Crores, Current Receivables Rs.341.75 Crores, Corporate Guarantees amounting to Rs.232.17 Crores to the lenders of JIL and deposit with the Hon'ble Supreme Court, is not ascertainable.

Reply:

The Insolvency Petition against JIL had been admitted and is currently underway as on the date of this report. Hon'ble Supreme Court while hearing the petition of the home buyers had issued various directions from time to time, last of which was on 16th May 2018. In view of the status of the petitions as mentioned above, presently Impact of the qualification of the Auditors could not be quantified as on the date of this report.

1.2 Not holding the title deeds of some lands in the name of the Company

As mentioned in **para (i) (c) of Annexure A** of their Report, the Company doesn't hold the title deeds of some lands in its name.

Reply:

The aggregate value of the said lands is Rs.1.56 crores only and is in process which would take some time.

1.3 Non payment of fixed deposits of Rs.21 lakhs (including interest)

As mentioned in **para (v) of Annexure A** of their Report, the Company has not repaid fixed deposits of Rs.21 lakhs (including interest) which are pending repayment due to directions by the Government Authorities/Courts, etc.

Reply:

As stated in para 13 of the Directors' Report, the entire outstanding payment in respect of fixed deposits has been made except Rs.21 lakhs (including interest) which is pending due to litigation and some transmission cases, which shall be settled in due course without any delay on the part of the Company. The refundable amount is safely kept in a separate account for repayment.

1.4 Non payment of some statutory dues

As mentioned in **para (vii)(a) of Annexure A** of their Report, there are some non-payment of statutory dues.

Reply:

Due to economic slowdown and its impact on the infra-structure companies, including recession in real estate sector and due to heavy interest cost and depreciation, the profitability and cash flows of the Company had been under stress. The delay in payment of these dues was due to shortfall in cash flows. The management has been taking active steps including divestment initiatives as reported to shareholders from time to time and stated in the Directors Report.

1.5 Non payment of some statutory dues on account of disputes

As mentioned in **para (vii)(b) of Annexure A** of their Report, there are some statutory dues which were not paid on account of disputes pending in specified Forum.

Reply:

The cases mentioned in the report pertain to disputes pending before Commissionerate/ Appellate Authorities & Tribunal/ High Court/ Supreme Court. The dues shall be paid on final decision of respective authorities.

1.6 Delay in repayment of debt and interest thereon

As mentioned in **para (viii) of Annexure A** of their Report, there are defaults in repayment of principal & interest of loans/ borrowings/ privately placed debentures for the period ranging from 1 day to 547 days in respect of banks and 13 to 925 days in respect of deferred payment of land payable to YEIDA.

Reply:

Due to economic slowdown and its impact on the infra-structure companies, including recession in real estate sector and due to heavy interest cost and depreciation, the profitability and cash flows of the Company had been under stress since FY 2015-16. The delay in payment of these dues was due to shortfall in cash flows. The over-dues were being paid as per cash flow availability. The management has been taking active steps including divestment initiatives as reported to shareholders from time to time and stated in the Directors Report of respective financial years.

A Scheme of Realignment of Debt has been agreed by the consortium of lenders as stated in the Directors Report under the head Debt Realignment Plan. The Scheme provides for restructured outstanding debts as on 30th September 2016 to be settled partly by (a) sale consideration of cement assets (b) serviceable debt to be retained in the Company for payment ranging from 7 years to 20 years and (c) transfer of unserviceable debt to an SPV alongwith identified movable and immovable assets by way of demerger under Section 230/232 of the Companies Act, 2013. The Company is servicing the debt retained in the Company w.e.f. 1st January 2018 as per the Master Restructuring Agreement with the consortium of lenders to their satisfaction.

The Company is under negotiation with Yamuna Expressway Industrial Development Authority (YEIDA) to revise the terms of payment of its dues towards Land. It is expected that YEIDA shall accept the proposal and revise the tenure of payment shortly.

The Company has amicably negotiated with the Bondholders and restructured its FCCBs on 28th November 2017 with new series of FCCBs and Foreign Currency Bonds after obtaining all requisite approvals. The details of the same are given in Directors Report & Corporate Governance Report (CGR). The overdue amount payable to Bondholders as on 31st March 2018 has since been repaid.

1.7 Order of Central Government for recovery of managerial remuneration paid during year ended 31.03.15, 31.03.16 & 31.03.17

As mentioned in **para (xi) of Annexure A** of their Report, there is an Order of Central Government dated 27th December 2017 directing the Company to recover the managerial remuneration paid by it during year ended 31.03.15, 31.03.16 & 31.03.17.

Reply:

The Nomination and Remuneration Committee and the Board of Directors have approved the proposal of the Company to file its application to Ministry of Corporate Affairs for waiver of the recovery of managerial remuneration after obtaining no objection from its lenders. The matter is under process.

An amendment to the Companies Act, 2013 has received Presidential Assent on 3rd January, 2018 under which approval of the Central Government is no more required. The said amendment is yet to be notified.

On notification of the said amendment, the Company can also seek approval of the shareholders under Section 197 of the Companies Act, 2013 after obtaining approval of the lenders.

Note: The Auditors have also drawn attention to some items under Emphasis of matter in their Report. However, they have not modified their opinion in respect of the said matters.

It is further reported that none of the above observations of Auditors in their Standalone Audit Report would result into any impact on the figures of the Standalone Financial Statements of the Company for the year ended 31st March 2018.

2.0 BY THE STATUTORY AUDITORS ON CONSOLIDATED FINANCIAL STATEMENTS

The observations of Statutory Auditors and Notes to the Consolidated Financial Statements are self-explanatory. Their observations/ qualifications on Consolidated Financial Statements and reply of management is given below.

2.1 Insolvency petition filed by IDBI with NCLT, Allahabad against Jaypee Infratech Limited

As mentioned in Note No. 38 of the consolidated financial statements, an insolvency petition was filed by IDBI with the Hon'ble National Company Law Tribunal ('the NCLT'), Allahabad against the Jaypee Infratech Limited ('JIL') "Subsidiary" of the company. The petition has been admitted and Interim Resolution Professional ('IRP') personal has been appointed by the NCLT. The Hon'ble Supreme Court of India also admitted the Petitions/ Interventions filed by certain home buyers of the Jaypee Infratech Limited and directed the Holding company to deposit Rs. 2000 Crores with its Registry. The said order was modified by the Hon'ble Supreme Court of India and accordingly Holding company has deposited Rs. 550 crores upto 31 March 2018.

As the Company (JIL) is under Corporate Insolvency Resolution Process (CIRP), its financial statements have been presented on a going concern basis. As per the CIRP, Resolution Plan submitted by prospective Resolution Applicant has not been approved by COC within the mandatory 270 days period. Until further direction by the Hon'ble Supreme Court, the financial statements of JIL have been prepared on a going concern basis. The Interest on the debt for the period 09.08.2017 to 31.03.2018 provided in its books of accounts and charged to its statement of profit & loss, is subject to the outcome of CIRP.

In view of the pendency /ongoing CIRP/legal proceedings before the NCLT Allahabad and the Hon'ble Supreme Court of India, the impact on the Net Worth of JIL, included in the consolidated Financial Statements is currently not ascertainable.

Reply:

The Insolvency Petition against JIL had been admitted and is currently underway as on the date of this report. Hon'ble Supreme Court while hearing the petition of the home buyers had issued various directions from time to time, last of which was on 16th May 2018. In view of the status of the petitions as mentioned above, presently Impact on the qualification of the Auditors could not be quantified at this point of time.

Note: The Auditors have also drawn attention to some items under Emphasis of matter in their Report. However, they have not modified their opinion in respect of the said matters.

It is further reported that none of the above observations of Auditors in their Consolidated Audit Report would result into any impact on the figures of the Consolidated Financial Statements of the Company for the year ended 31st March 2018.

3.0 BY THE COMPANY SECRETARY IN PRACTICE IN SECRETARIAL AUDIT REPORT

The observations of Secretarial Auditors are self-explanatory. Their observations and reply of management is given below:

3.1 Occasional delays in the repayment of its outstanding dues and interest thereon to the Banks/ Financial Institutions

There were occasional delays in the repayment of its outstanding dues and interest thereon to the Banks/ Financial Institutions, which as per management's explanations were due to mismatch of cash flow problem.

Reply:

The observation is same as observed by the Statutory Auditors as mentioned above. The reply of management is same as mentioned in 1.6 above.

3.2 Occasional delays/ irregularities in the payment of some of the statutory dues

Occasional delays/ irregularities in the payment of some of the statutory dues were observed, which as per management's explanations were due to cash flow problems.

Reply:

The observation is same as observed by the Statutory Auditors as mentioned above. The reply of management is same as mentioned in 1.4 & 1.5 above.

3.3 Show cause notices in respect of technical contraventions of some provisions of the Companies Act 1956/2013

The Company has received show cause notices in respect of technical contraventions of some provisions of the Companies Act 1956/2013, observed during the course of inspection of its books and records by MCA. The Company intends to make compounding application(s) for the same in the due course.

Reply:

An inspection of Books of Accounts and other records of the Company was conducted by the Office of Regional Director, Northern Region, Ministry of Corporate Affairs, in terms of Section 206(5) of the Companies Act, 2013. During the course of the said Inspection, certain non-compliances/ violations of some provisions of Companies Act, 1956/2013 were observed which were minor routine procedural matters. The Company is taking steps for filing its application explaining the factual status and to avoid litigation, seeking compounding under Section 441 of the Companies Act, 2013.

3.4 Central Government has directed the Company to recover the remuneration paid to its Managing and Whole-time Directors

During the year, the Company has made payment to its Managerial Personnel in terms of their respective appointments and within the limits prescribed under the Companies Act, 2013. However, in view of default in repayment of principal and/or interest to Banks and Financial Institutions during the year ended March 31, 2015, the Central Government has vide its letter dated December 27, 2017 directed the Company to recover the remuneration paid to its Managing and Whole-time Directors. The Management has been advised to approach the Central Government for waiver of the said recovery. In case the same is not approved by the Central Government, the Company intends to seek approval of the banks / public financial institutions / secured creditors and the shareholders for such waiver, in terms of Section 197 of the Companies Act, 2013 as amended in due course. The Company's Nomination and Remuneration Committee & the Board of Directors have already consented for such course of action.

Reply:

The observation is same as observed by the Statutory Auditors as mentioned above. The reply of management is same as mentioned in 1.7 above.

3.5 Complaints/ references from investors and other shareholders

There were complaints/ references received from investors and other shareholders including those received through regulatory authorities and they were attended to/ replied.

Reply:

The complaints/ references as and when received are duly replied to. There was no unattended case at the end of year.

3.6 Some delay in filing IEPF related forms with ROC

The Company has generally been regular in filing of forms with ROC except for some delay in filing IEPF related forms which were filed late due to reconciliation issues between the Banks and Registrar and Transfer Agents and such forms along with some other forms were filed with additional fees.

Reply:

There were some delays in filing IEPF related forms which were filed late due to reconciliation issues between the records of Banks and Registrar & Transfer Agents and the additional fees was duly paid with such filing.

ANNEXURE-5 OF DIRECTORS' REPORT

FORM - AOC 2 (FOR FY 2017-18)

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

A) Details of Contracts or Arrangements or Transactions not at Arm's Length Basis - **NIL**

S. No.	Particulars	Details
a)	Name(s) of the related party and nature of relationship	-
b)	Nature of Contracts/Arrangements/Transactions	-
c)	Duration of the Contracts / Arrangements/ Transactions	-
d)	Salient terms of the Contracts or Arrangements or Transactions including the value, if any	-
e)	Justification for entering into such Contracts or Arrangements or Transactions	-
f)	Date(s) of approval by the Board	-
g)	Amount paid as advances, if any:	-
h)	Date on which the special resolution was passed in General Meeting as required under first proviso to section 188	-

B) Details of Material Contracts or Arrangement or Transactions at Arm's Length Basis **-** **Nil**

S. No.	Particulars	Details
a)	Name(s) of the related party and nature of relationship	-
b)	Nature of Contracts/Arrangements/Transactions	-
c)	Duration of the Contracts / Arrangements / Transactions	-
d)	Salient terms of the Contracts or Arrangements or Transactions including the value, if any:	-
e)	Date(s) of approval by the Board, if any:	-
f)	Amount paid as advances, if any:	-

MANOJ GAUR

Executive Chairman & CEO

DIN : 00008480

ANNEXURE 6 OF DIRECTORS' REPORT

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

(I) 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 execution 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 Resort 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 LED lights and compact florescent lamps, wherever possible.

The energy conservation measures undertaken by the Company ensure savings in energy costs and thereby improving operational efficiency. There are no specific additional investments or proposed investments for reduction of consumption of energy since the primary investments decisions are always taken such that energy is spent to the minimum level. However, whenever replacement is due, it is always ensured that the new item procured is superior in energy efficiency.

In particular, the Company has taken following measures for conservation of energy:

IN CEMENT DIVISION

1.0 STEPS TAKEN

JAYPEE REWA PLANT

i) Unit-2 Raw mill fan (5000 kW) has been replacedbyahighefficiencyfan(Make-TLT)whichhas resultedinpowersavingof200kWi.e.14.40Lacunitsper annum.

ii) Segmented type Dip tube has been installed in Unit -2 Preheater Calciner string cyclone (CS-3) to improve fuel efficiency. There is a saving of 2 kCal/Kg of clinker.

iii) 02 Nos Medium Voltage Variable speed drives (400 kW, 6.6 kV each) have been installed and hooked up with boiler feed pumps in Captive Power Plant no. 01 (25 MW) for power saving. 120 kW power is being saved i.e. Annual saving of 9,50,000 Units of power.

iv) Replacement of Conventional light fittings by LED lights: Fluorescent lamps/ tube lights/ HPSV lights in office buildings, residential areas and part of the plant area were replaced by LED lights which has resulted in power saving of 50 kW i.e. 2,16,000 Units of power per annum.

v) 01 no. Medium Voltage Variable speed drive (1200 kW, 6.6 kV) has been installed and hooked up with Unit-2 Coal Mill Exhaust fan for power saving. 125 kW power is being saved i.e. Annual saving of 6,50,000 Units of power.

JAYPEE CHUNAR CEMENT FACTORY

i) Modification in the B.D.C discharge Air slide & Fan 511 FN-1. (Saving - 36,000 Units per annum.)

ii) Idle running of Gypsum transport BF Fan stop. (Saving - 38,000 Units per annum.)

iii) Main BDC Fan Dampers has been removed from all Mills. (Saving – 6,24,000 Units per annum.)

iv) Re-grading of Grinding Media for reduction in Energy Consumption (Saving – 1 Units (Kwh) per ton of cement).

v) Minimization of running hrs of fly-ash root blowers at Cement Silo (PP) (Saving – 24,000 Units per annum.)

vi) Arresting of Air leakages of Compressor Line. (Saving – 4,000 Units per annum.)

2.0 STEPS TAKEN BY THE COMPANY FOR UTILIZING ALTERNATE SOURCES OF ENERGY.

JAYPEE REWA PLANT

i) Regular use of pet coke in both Kilns.

ii) RDF (Refuse-derived fuel) is being used in Kiln.

iii) Tyre chips is being used in Kiln.

JAYPEE CHUNAR CEMENT FACTORY

Use of Sarkanda Grass in Captive Power Plant.

3.0 CAPITAL INVESTMENT ON ENERGY CONSERVATION EQUIPMENTS.

i. Unit-2 Raw mill fan (5000 kW) has been replaced by a high efficiency fan (Make-TLT) in November 2017. Capital invested Rs.109.00 Lac.

ii. Segmented type Dip tube has been installed in Unit-2 Preheater calciner string cyclone (CS-3) to improve fuel efficiency. Capital invested Rs.20.00 Lac.

iii. 02 nos Medium Voltage Variable speed drives (400 kW , 6.6 kV each) have been installed and hooked up with boiler feed pumps in Captive Power Plant no. 01(25 MW) in month of November 2017 for power saving . Capital invested Rs.120.00 Lac.

iv. Replacement of Conventional light fittings by LED lights:- Fluorescent lamps/ tube lights/ HPSV lights in office buildings, residential areas and part of the plant area were replaced by LED lights. Capital invested Rs. 8.00 Lac.

v. 01 no. Medium Voltage Variable speed drive (1200 kW, 6.6 kV) has been installed and hooked up with Unit-2 Coal Mill Exhaust fan in November 2017 for power saving. Capital invested Rs.90.00 Lac.

IN CONSTRUCTION DIVISION

Across its various construction sites, the Company has taken a slew of energy conservation measures which have been proved to be effective in achieving the objective. The Company consistently explores the possibility of integrating new technological advancements made in the field of construction into its working to keep it at par with the best practices followed in the Industry.

ENERGY CONSERVATION MEASURES IN CONSTRUCTION DIVISION:

1.0 CONSERVATION IN ELECTRIC ENERGY

1. Necessary thrust is being given for more use of HPSV lamps for illumination of Plants & Townships. For minor lighting, conventional lighting systems (Tube lights/CFLs) are being replaced in phased manner by LED lights. Provision of timers in High Mast and street lights ensures better control of duration of lighting in tune with availability of natural light. All these measures are surefire ways to achieve energy conservation consistently.

2. At Bara Thermal Power Project, the sub-station building has been designed to house panels for Phase-I as well as for Phase-II and is totally air-conditioned. Since, at present only 400 KV switch yard is made functional, same has been isolated from the complex by putting wooden partitions to reduce the air-conditioning load and consequently the power consumption.

3. At Bara, Construction Power supply sub-station (33 KV) is equipped with 300 KVAR capacitor banks to improve power factor, and the resultant reduction in electricity consumption.

4. At Punatsangchhu-II and Mangdechhu hydroelectric projects, Automatic Power Factor Correction Panels are being used. Power factor is maintained around 0.97 and 0.96 respectively for these locations, reducing energy consumption.

5. At Punatsangchhu-II, the total electric load is being controlled by two load centres for ease of management of the contract demand at the load centre. As a result, the energy charges came down by about 12%.

6. At Mangdechhu, the water supply arrangement for Surge Shaft & Pressure Shaft Complex and for Aggregate Processing Plant at Dam is being made from natural stream through pipelines by gravity thereby avoiding lifting of water from river. This translates into noteworthy savings in energy.

7. At Punatsangchhu-II and Mangdechhu hydroelectric projects, Cement feeding to CIFA/Schwing Stetter batching plants is being done through belt conveyor in place of DPGC. This provision has reduced the electricity load by 40 kW approx.

8. At Durga Cement Works (Dachepally), use of Capacitor Banks in Sub-Station not only results in reduced power consumption through improvement of power factor but also render better protection to the equipments.

9. Optimum Capacity Utilization of plant & machinery run on electricity, especially high KW consuming ones.

10. As an energy conservation initiative, Centralised Hot Water Arrangement with Automatic Temperature Control has been implemented in residential colonies at Punatsangchhu-II and Mangdechhu.

11. Use of star rated appliances ensures energy efficiency and perceivable savings in energy costs.

12. Inculcated the habit amongst the staff & workers to switch off ACs, Coolers, Fans and lights during non-occupancy and avoidable periods.

13. Site Specific Energy Conservation measures adopted at Shahabad Project:-

    (a) Contract Demand of power is reduced from 10600 KVA to 1000 KVA for construction activity. Hence, on an average, Rs.10.00 lac per month is saved. Contract demand was increased to 5000 KVA at the time of commissioning of Plant.

    (b) Lighting during construction activity was provided strictly as per requirement.

    (c) Capacitor banks have been installed for 11 KV substations to boost up P.F.

    (d) Energy Saving measures proposed to be taken in near future:

        (i) Fixed magnet to be installed on the 562 BC-3 belt to avoid the frequently divert feed towards reject side, which will result in reduced power consumption due to increased feed

        (ii) Presently 7 Nos 11KW blowers are installed in cement mill silo feeding system which, after study, can be reduced to 5.5 KW. As silo top after Elevator the 5.5 and 2.5 KW blower installed, resulting in reduced power consumption.

        (iii) In Fly ash system presently 9 kw blower installed which is slightly higher, which can be reduced to 3.5 kw.

14. Site Specific Energy Conservation measures adopted at Srisailam Project :-

    (a) At Srisailam, we have availed power supply from Southern Power Distribution Company of Telangana State (Erstwhile A.P); at one metering point at each of the locations at 33 KV and distributed same ourselves to various load centres, at that location; at 11 KV. This gives us the advantage of Diversity of loads between all load centres resulting in less recorded demand on the meter and consequent reduction in billing demand in excess of 80% of CMD.

(b) We have made agreement with the distribution company for the 'optimum' Contracted Maximum Demand (CMD) in KVA at 60% of connected load in KW viz 5750 KVA at 33 KV at Inlet for 9000 KW & 6950 KVA at 33 KV at Outlet for 11000 KW.

(c) The above CMD, was availed in 3 to 5 phases at each location in relation with increasing loads to minimize monthly minimum demand charge, which is chargeable for 80% of CMD, irrespective of monthly power consumption.

(d) We have installed 2 MVAR 11 KVAR Capacitor Banks at each of the two 6.3 + 1.5 MVA 33/11 KV substations, one at Inlet & other at Outlet. The cost of each bank is around Rs.4.00 lacs, against which, we have saved minimum 48 – 60 lac KVAH units of 12 crores consumed by us till March, 2015 at Rs.10 to 12 per unit, if compared to PF of 0.95 which is stipulated by Discom.

(e) It is to be noted that consumer using 100 KW Load at unity P.F. consumes 100 KWH/Hr & draws 100 KVAH units from lines, doing full justice to himself. However, the other consumer having same 100 KWH load at 0.5 PF, say, consumes 100 KWH/Hr for which he draws 200 KVAH units from lines & pays Discom for 200 KVAH units, wasting 100 KVAH units in magnetization of field, which is apparent power. Capacitor Load draws capacitive current from lines, neutralizing the inductive current of Motors bringing current vector in phase with voltage vector to the extent of PF.

(f) Once the PF is taken care-of, the other measures like controlling lighting consumption by having automatic switching off devices or by going in for energy saving lamps etc. form a small part, which also we have considered by using HPSV Tower lights for area lighting & CFL lamps/ Tube lights for internal lighting, to avail 60 – 80 Lumens/Watt against 10 – 15 Lumens/ Watt of incandescent; at of course higher initial and replacement cost.

(g) We have also deployed for camp/office, MCB distribution board in place of Switch Fuse distribution by which, we save 6% watt loss due to concealed contacts in MCBs.

(h) For all cutter Head Motors of 12 nos x 315 KW; Conveyor stations 5 nos x 300 KW x 2 and Ventilation Fan stations 3 nos x 350 x 2, Variable Frequency Drives of Mitsubishi, Vacon are deployed, providing 'SOFT START' and drawl of only active current from lines, saving apparent power consumption upto 10%.

Also, the chilled water pumps which feed cold water to TBM round the clock, VFDs are used for 3 nos. stations x 55KW x 2.

Also, all the 5T, 12.5T, 25T, 35T, 80T Cranes used in PSP & TBM pit are VFD driven ensuring jerk free movements in all directions ensuring safety & saving in consumption.

(i) As regard standby power supply in case of grid failure, we have made the centralized DG station at each location (Inlet & Outlet) installing at each of them 6 nos x 1000 KVA, 415 volts acoustic DG sets, stepping up each of them to 11 KV by having 6 x 1000 KVA 415/11000 volts step up Transformers with all required switchgear for their parallel operating & synchronizing 6 MVA DG supply with grid supply at 11 KV, availing advantage of diversity of loads on various load centres as only required no. of sets are run & synchronized for the varying loads.

2.0 CONSERVATION IN FUEL (HIGH SPEED DIESEL) CONSUMPTION (AT DCW)

1. Training was imparted by specialists from Indian Oil Corporation to all the operators of heavy earth moving machinery and material handling equipment for adopting the best operating techniques while using them.
2. By tuning up of machines run on High Speed Diesel through intensive maintenance and upkeep to maintain them in good 'health' giving priority to those which are comparatively ageing.
3. By minimizing idle running of equipment in general and heavy duty cranes/high hp equipment, trucks etc in particular, and by maintaining optimum tyre pressure, timely change of filters, tuning up etc.
4. By close monitoring of average fuel consumption of all equipment and striving to match it with the best norms.
5. By optimum Capacity Loading of Heavy Earth Moving Equipments during transportation.

IN REAL ESTATE DIVISION

Your Company is one of the leading players in development of golf centric and integrated townships in the country, which has consistently adopted modern, sustainable and innovative technologies available in the field of civil engineering and construction in its quest to deliver best in class products and services to its discerning customers. With an innovative mindset, the Company has been exploring every available avenue to achieve maximum energy saving & optimization possible.

As in everyday life, in Industry also, even small changes lead to significant difference in overall energy consumption. The Company has adopted this very approach in its working, by introducing energy efficient plant & equipment, attaining optimal usage, and adoption of smart technology/ innovative products etc. Reducing the quantum of energy that we use is of utmost importance as it not only results in cost savings but also in corresponding reduction in the consumption of non-renewable natural resources which are depleting very fast. Keeping this in mind, the Company has been taking well planned actions for reduction of fuel consumption through up-gradation, modernization and preventive maintenance of its plant & equipment, machinery, vehicles, tools etc.

Technical innovation and the ability to absorb latest in technology are keys to grow, sustain and to improve competitiveness of businesses. The Company endeavours to keep a 'Technology Watch' on the ground breaking innovations - particularly in construction technology to keep abreast with the latest happenings around the world.

ENERGY CONSERVATION MEASURES IN REAL ESTATE DIVISION

1. Rationalization of no. of Bollard & Pole Lights

By increasing the distance between adjacent lighting fixtures and providing energy efficient lights with better optics in street lights, bollard, spike and footpath lights, we have achieved optimum lux level. This has resulted in confirmed savings of Rs. 1.5 crores in capital investment and subsequent recurring energy conservation.

2. Basement Ventilation

Reduction in ACPH (Air Changes per Hour) of Axial flow fans & Jet fans in emergency mode from 30 ACPH to 18 ACPH and static pressure reduction from 25mm to 20mm has resulted in corresponding reduction of motor sizes & their capacity as well as in deletion of fresh air fans (wherever required) in basement of buildings, culminating in substantial energy savings.

3. Air Conditioning

Adopted VRV System of air conditioning to optimize the individual outdoor & indoor units and also substituted the Ductable splits in the rooms with High Wall Split units, wherever applicable, achieving significant energy savings due to reduction of equipment capacity and removal of ducts. Energy efficient star rated split air conditioners are being installed in the flats, wherever applicable, thus saving energy & reducing overall load on the system.

4. Lift Speed Optimization

Optimized the Lift speed, numbers & carrying capacity, within the permissible parameters of handling capacity & average waiting period resulting in substantial energy saving when operationalized.

5. Rationalization of Electrical Points

Reduced the number of Electrical Points provided in Residential Towers by maintaining minimum permissible lux level in flats which will cut down electricity consumption by approx. 15-20% varying from project to project.

6. Master Plan Services

Being an integrated township, the central DG stations have been put up at two places instead of providing individual DGs for each cluster. This resulted in saving of space in providing diesel tanks at individual cluster level. The DGs will be synchronized through PLC system thus running at optimum load as per the requirement.

7. Panels (Additional Capacitor Bank & STATCON)

Using Additional Capacitor bank & Statcon has improved Power factor from 0.95 to 0.99 thereby reducing energy consumption and bringing in substantial and recurring savings of energy in times to come.

8. Block Work

The shift from Conventional Bricks to FAB/HCB/CLC Blocks which provides better Thermal insulation is expected to considerably reduce running of Air Conditioners and consequent energy conservation.

9. Lights in Basement & Common Areas

The basements of all the residential towers have been provided/ proposed with T5/T8 energy efficient tube light fixtures and the common areas with CFL/ LED lights instead of conventional lamps, paving the way for consistent energy saving throughout the year.

10. VFD Driven Motors

The VFD system has been provided on the heavy power consuming motors so as to regulate energy consumption as per load requirement. This will provide substantial power saving in case of air conditioning, ventilation system & heavy duty fire pumps.

11. Solar Water Heating & Lights

Solar hot water system has been provided for Kitchens in case of all units of various towers. Solar lights have been provided for the common areas such as service centers, road lighting, parks, switching stations, grid stations, STPs etc. for energy conservation efficacy.

12. Road Lighting System

The road lighting system has been provided with the dual dial preset timers to achieve energy saving during the night at preset timing thus resulting in everyday energy saving.

13. Occupancy Sensors and Blind Axial Vanes

Office and institutional buildings are provided with Occupancy Sensors and Blind Axial Vanes for automatic switching off/on of lights & fans as per occupancy in the areas to avoid energy consumption when not occupied.

(II) TECHNOLOGY ABSORPTION

For efficient execution of contracts awarded to the Company, it imports various items of equipments in order to ensure use of contemporary technology.

The Company has, inter-alia, taken the following steps towards technology absorption, adoption and innovation:

IN CEMENT DIVISION

1.0 EFFORTS MADE TOWARDS TECHNOLOGY ABSORPTION

JAYPEE REWA PLANT

i) Unit-2 Raw Mill/Kiln ESP has been converted into Bag House to reduce emission level below specified norms as statutory compliance. After bag house conversion stack emission recorded <25 mg/Nm3.

ii) Schenck - make Belt weighers (2 nos) installed in Raw Coal feeding belts for online weighment of coal fed to coal mills.

iii) 02 no's of MV VFDs installed for boiler feed pumps in CPP-1.

iv) Replacement of GRR with MV VFD in coal mill ESP Fan (1200 kW).

v) VFD drives for Bag dust collectors, study of WHRS and procurement of latest equipment for monitoring of energy consumption.

vi) The conventional light fittings replaced by LED lights.

vii) Installation of Air Blaster at Calciner to avoid Jamming and loss of production during use of increased % of Petcoke.

viii) For monitoring of cement bags loaded into wagons through respective wagon loading machines, all 8 No's wagon loading machine has been equipped with Bag counters and it has been also connected with central control room of Railway siding to generate online reports.

2.0 BENEFITS DERIVED

JAYPEE REWA PLANT

i) Conversion of Unit-2 Raw Mill/Kiln ESP to Bag House has reduced stack emission level below 25 mg/Nm3 resulting in environmental protection and pollution control. Also the statutory compliance has been done.

ii) Installation of Schenck - make Belt weighers (2 nos) in Raw Coal feeding belts has resulted in improved measuring, monitoring and control of coal consumption.

iii) MV VFDs for Boiler feed pumps has helped in speed regulation to meet out process requirement and also has substantial impact on energy consumed.

iv) Replacement of GRR with MV VFD in coal mill ESP Fan (1200 kW) has resulted in energy saving & operational cost reduction.

v) VFD drives for Bag dust collectors, study of WHRS and procurement of latest equipment for monitoring of energy consumption will all make us cost effective and will utilize the waste heat energy.

vi) Replacement of conventional light fittings by LED lights has direct impact on environment, GHG emission and also has saved power to the extent of more than 50%.

vii) Installation of Air Blastesr at Calciner has reduced Jamming during use of Petcoke.

viii) Installation of Bag counters at Wagon loading machines has helped in better monitoring and control in cement despatches.

3.0 IN CASE OF IMPORTED TECHNOLOGY (IMPORTED DURING THE LAST 3 YEARS RECKONED FROM THE BEGINNING OF THE FINANCIAL YEAR):

a) The details of technology imported - **NIL**

b) The year of import- **NIL**

c) Whether the technology been fully absorbed- **NIL**

d) If not fully absorbed areas where absorption has not taken place and the reasons thereof – **NIL**

4.0 THE EXPENDITURE INCURRED ON RESEARCH AND DEVELOPMENT:

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

IN CONSTRUCTION DIVISION-TECHNOLOGY ABSORPTION AND THE BENEFITS

Recognizing the opportunities for innovation, the Company has taken several steps to create a climate conducive for continuous adoption of technological advancements for consistent improvement in safety, quality, speed, aesthetics and costs. Seamless integration of advanced technology into the working has been a priority area for the Company to stay competitive and cost effective.

The efforts made towards technology absorption and the benefits derived are as under:

1. At Bara, energy efficient motors have been selected in coal handling, ash handling, water system with VVFD system (Variable Voltage & Frequency Drive). Cranes have been selected with VVFD system.

2. At Dachepally (DCW), equipments operating with variable loads are fitted with VVVF (Variable Voltage Variable Frequency) devices to ensure optimum power consumption. This is being done in phased manner giving first priority to equipment with high power consumption.

3. At Punatsangchhu-II and Mangdechhu, VVVFDs are provided for the operation of Ventilation Fans. This has yielded an energy saving of 72,13,738 KW and a corresponding saving of Rs.186.11 lacs for Punatsanchhu-II and 39,55,070 KWH and a corresponding saving of Rs.116.67 lacs for Mangdechhu.

4. At Baglihar, Programmable Logic Controller (PLC) was installed at Centralized Diesel Generator Station at Chanderkote to synchronize the operation of all diesel generators for better response time.

Technology to be adopted: Further the Company proposes the Use of Solar Lights for street lighting of Plants and Townships which is under active consideration, though this is already under use sporadically in some areas where the Company is working; use of storm water discharge for flushing purposes in the Township, thereby considerably reducing use of treated water for flushing; and use of precast technology for faster construction.

IN REAL ESTATE DIVISION - TECHNOLOGY ABSORPTION MEASURES

1. FTTH over Cables

Adopted FTTH (Fibre-To-The-Home) technology for data transmission through Single Optical fiber cable for TV, data & telephony entailing much less running cost and better user experience over conventional data cables with conventional technology.

2. Rising Mains over conventional cabling

Using Rising Mains over conventional cabling for transmission of electricity from Electrical Substation to residential towers, making maintenance-free technology available for more reliability and reduced Amperes rating in top floors. This has opened up another avenue for significant energy & cost saving.

3. Grass Crete paver over Concrete pavers

Usage of Grass Crete pavers over Concrete pavers in Landscaping & Fire Tender Areas promotes conversion of Carbon dioxide (Green House Gas) into Oxygen and has an "Air Conditioning Effect". It also contributes in cooling the atmosphere & reducing "Urban Island Effect". Grass Crete pavers are even 100% recyclable & have the ability to clean pollutants by bioremediations, reduce soil erosion & soil migration.

4. Pranav Shuttering/Mivan Shuttering over Conventional Shuttering

Using Pranav & Mivan Shuttering over conventional shuttering, resulting in improved slab cycle, better surface quality & finish.

5. Block work

Usage of Block-work improves strength of structure thus reducing consumption of a resource (Steel) by 0.2-0.3 kg/sq.ft.

6. Zero Discharge

Zero Discharge Policy is being followed. Sewer is treated in STPs and treated water is used for flushing & horticulture.

(III) FOREIGN EXCHANGE EARNINGS AND OUTGO

The activities related to exports are as under:

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

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

The Foreign Exchange earned in terms of actual inflows during the year is Rs.50235 Lakhs (previous year Rs. 63530 Lakhs).

The Foreign Exchange outgo in terms of actual outflows during the year is Rs.47772 Lakhs (previous year Rs.33097 Lakhs) which excludes Rs.29066 Lakhs (previous year Rs. 99359 Lakhs) towards repayment of loan.

MANOJ GAUR
Executive Chairman & CEO
DIN: 00008480

ANNEXURE - 7 OF DIRECTORS' REPORT

ANNUAL REPORT ON CSR ACTIVITIES

1. ***A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.***

   In accordance with the requirements of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social responsibility Policy) Rules, 2014, the CSR committee has framed a policy on Corporate Social Responsibility and the same was adopted by the Board.

   BRIEF FEATURES OF CSR POLICY

   a) The Company would spend not less than 2% of the average Net Profits of the Company, calculated in accordance with Section 198 of the Companies Act, 2013, made during the three immediately preceding financial years;

   b) CSR activities shall be undertaken by the Company, as projects/programs of activities (either new or ongoing) as prescribed under Schedule VII of the Companies Act, 2013 excluding the activities undertaken in pursuance of its normal course of business by the Company;

   c) The Company will give preference to conduct CSR activities in the National Capital Region, Uttar Pradesh, Madhya Pradesh, Uttarakhand, Himachal Pradesh and such other State(s) in India wherein the Company/Jaypee Group has/will have its operations ; and

   d) The Board may decide to undertake the Activities either by itself or through a registered trust or a registered society or a company established by the Company, or its subsidiary or associate company under Section 8 of the Act or otherwise.

Overview of Projects

The Company strongly believes in the concept of a better quality of life for everyone, now and for generations to come, whilst achieving a stable economic development. Our vision is a world in which we contribute to provide basic requirements of people such as education, health care, sanitation etc. in an environmentally, socially and economically sustainable way.

Projects

1. Education
2. Healthcare
3. Sanitation
4. Any activity suggested by CSR Committee from time to time.

   Weblink–**www.jalindia.com/attachment/Corporatesocialresponsibilitypolicy.pdf**.

2. ***The Composition of the CSR Committee.***

   1. Shri B.K. Goswami, Chairman (Independent Director)
   2. Shri T.R Kakkar, Member (Independent Director)
   3. Shri Sunny Gaur, Member
   4. Shri Pankaj Gaur, Member

   (Note: Shri Rahul Kumar, Member, resigned w.e.f. 31.07.17)

3. ***Average net profit of the Company for last 3 financial years: Negative***

4. ***Prescribed CSR expenditure (2% of the amount as in item 3 above) = NIL (in view of 3 above).***

   However, the Company has spent Rs. 76 lakh on CSR.

5. ***Details of CSR spent during the financial year***

   a. *Total amount to be spent for the financial year* – **NIL**

   b. *Amount unspent, if any* – **Not Applicable**

c. *Manner in which the amount spent during the financial year is detailed below:* **The Company has spent** Rs. 76 lakh **(against NIL requirement) as follows:**

1	2	3	4	5	6	7	8
S. No	CSR project or activity	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs **Sub heads:** **1.**Direct expenditure on projects or programs 2.Overheads	Cumulative expenditure upto the reporting period (on Project/ Activity) **(Amt. in Rs.)**	Amount spent: Direct/ through implementing agency --**Through Implementing Agency as under:**
1	Promoting Education	Education	Jay Jyoti Girls School Kevadia Colony Distt Bharuch, Gujarat, (A Unit of JSS), which imparts free education to the children	**Rs. 36 Lakh**	School running expenses	**36,00,000**	**JSS**
2.	Promoting Education	Education	Sardar Patel Uchchatar Madhyamik Vidyalaya, Distt. Rewa, M.P., which imparts education to the children	**Rs. 40 Lakh**	Meeting expenses for education	**40,00,000**	**JSS**
			TOTAL			**76,00,000**	

Implementing agency – JSS i.e. Jaiprakash Sewa Sansthan:

JSS is a not-for-profit trust established by the Jaypee Group (registered under Income Tax Act, 1961) and its motto is “Growth with the human face” with the objective of social-economic development, reducing the pain and distress in society.

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report :

Not Applicable

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company :

The CSR Committee of the Company confirms that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.

MANOJ GAUR
Executive Chairman and CEO
DIN:00008480

B.K. GOSWAMI
Chairman of CSR Committee
DIN:00003782

Place : New Delhi

Date : 19.05.2018

ANNEXURE 8 OF DIRECTORS' REPORT

DETAILS OF REMUNERATION AS PER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

i) The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year.

Names of Directors/KMPs	Ratio of remuneration of Director to the median remuneration to employees	
	FY 2017-18	FY 2016-17
DIRECTORS		
Shri Manoj Gaur (E.C. & CEO)	**302.73 :1**	213.59 :1
Shri Sunil Kumar Sharma	**196.72 :1**	143.81 :1
Shri Sunny Gaur	**109.39 :1**	95.14 :1
Shri Pankaj Gaur	**95.37 :1**	83.33 :1
Shri Ranvijay Singh	**82.16 :1**	74.35 :1
Shri Rahul Kumar (Director & CFO) (till 31.07.17)	**60.91 :1**	64.63 :1
CFO & CO. SECRETARY		
Shri S.K.Thakral, CFO w.e.f. 05.08.17	**14.02 :1**	N.A.
Shri M.P. Kharbanda, Co. Secretary till 31.05.17	**2.24 :1**	12.44 :1
Shri M.M. Sibbal, Co. Secretary w.e.f. 01.06.17	**10.27 :1**	N.A.

ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.

Name of Director/ CFO/ Co. Secretary	Remuneration (Rs. in Lacs)		% Increase/ Decrease during FY 2017-18
	FY 2017-18	FY 2016-17	
DIRECTORS			
Shri Manoj Gaur (E.C. & CEO)	888.20	525.19	69.12%
Shri Sunil Kumar Sharma	577.19	353.62	63.22%
Shri Sunny Gaur	320.95	233.95	37.19%
Shri Pankaj Gaur	279.81	204.90	36.56%
Shri Ranvijay Singh	241.07	182.83	31.85%
Shri Rahul Kumar (Director & CFO) (till 31.07.17)	178.72	158.92	N.A.
CFO & CO. SECRETARY			
Shri S.K.Thakral, CFO w.e.f. 05.08.17	41.13	N.A.	N.A.
Shri M.P. Kharbanda, Co. Secretary till 31.05.17	6.58	30.59	N.A.
Shri M.M. Sibbal, Co. Secretary w.e.f. 01.06.17	30.12	N.A.	N.A.
TOTAL	**2563.77**	**1690.00**	**51.70%**

Note: Shri Rahul Kumar's remuneration for FY 2017-18 includes Rs.59.97 Lacs for Gratuity and Rs.37.80 Lacs for Leave encashment. Shri M.P. Kharbanda's remuneration for FY 2017-18 includes Rs. Nil for Gratuity and Rs. 1.01 Lacs for Leave encashment.

iii) The percentage increase in the median remuneration of employees in the financial year:

The percentage increase in the median remuneration of employees in the financial year (in 2017-18 over 2016-17) = **19.32%**

Median Remuneration 2017-18 (including WTDs) = **Rs. 2,93,400**

Median Remuneration 2016-17 (including WTDs) = **Rs. 2,45,892**

iv) The number of permanent employees on the rolls of company :

8,519 employees (previous year 14,405 employees)

v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Increase	Percentage increase in Remuneration
Average Remuneration of all employees (other than key Managerial Personnel)	**(-) 18.83%**
Remuneration of all Whole-time Directors & Key Managerial Personnel(s)	**(+) 51.70%**

Increase in remuneration of Individual WTDs & KMPs is given in point no. (ii) above. The remuneration of WTDs & KMPs is as per the industry norms and they have contributed their best in the present market scenario. Their remuneration is commensurate with their qualifications, experience and levels of responsibility.

vi) Affirmation that the remuneration is as per the remuneration policy of the company:

It is affirmed that the remuneration paid to Wholetime Directors (WTDs), Key Managerial Personnel (KMPs) & senior management is as per the Remuneration Policy duly approved by the Nomination and Remuneration Committee & Board of Directors of the Company.

Manoj Gaur

Place: New Delhi
Executive Chairman & CEO

Date : 19th May 2018
DIN: 00008480

ANNEXURE 9 OF DIRECTORS' REPORT

Information in pursuance to Section 197 of the Companies Act, 2013 read with the Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules.

Name of Employees, Designation, Remuneration received (Rs.), Nature of employment, Qualification, Experience (in years), Date of commencement of Employment, Age, Previous Employment, Percentage of Equity shares held in the Company:

A. Employed throughout the year and in receipt of remuneration aggregating Rs.1.02 Crore or more per annum in F.Y. 2017-18

S. No	Name of Employees S/SHRI	Designation	Remu -neration received (Rs.)	Nature of employment	Qualification	Expe-rience (in years)	Date of commenc-ement of Employ-ment	Age	Previous Employment	%age of Equity shares held in the Company
1	Manoj Gaur	Executive Chairman & CEO	88,820,228	Contractual (as approved by shareholders)	B.E. (Civil Hons.)	33	November 1,1985	54	Jaiprakash Industries Limited	0.01
2	Sunil Kumar Sharma	Executive Vice-Chairman	57,719,082	Contractual (as approved by shareholders)	B.Sc.	40	January 1,1986	58	Jaiprakash Industries Limited	0.00
3	Sunny Gaur	Managing Director (Cement)	32,095,000	Contractual (as approved by shareholders)	Graduate	27	February 1, 1992	49	Jaiprakash Industries Limited	0.01
4	Pankaj Gaur	Jt. Managing Director (Construction)	27,981,002	Contractual (as approved by shareholders)	B.E (Instrumentation)	25	March 12, 2004	47	Jaiprakash Industries Limited	0.01
5	Ranvijay Singh	Whole-time Director	24,106,669	Contractual (as approved by shareholders)	B.E. (Civil)	30	December 14, 2007	52	Gujarat Anjan Cement Limited	0.14
6	Naveen Kumar Singh	Executive President	24,060,825	Permanent (as per service rules)	B.Com	20	September 1, 1997	43	Jaypee Cement Limited	0.13
7	Harish K. Vaid	Sr. President (Corporate Affairs)	16,864,201	Permanent (as per service rules)	B.Com., D.C.P, LL.B, F.C.S	45	January 1,1986	64	Jaiprakash Industries Limited	0.00
8	Amit Sharma	Executive President	14,292,378	Permanent (as per service rules)	B.E.(Instrumentation) & M.B.A	27	April 1, 2011	49	MP Jaypee Minerals Limited	0.00
9	Ram Bahadur Singh	C.F.O. (Cement)	11,276,475	Permanent (as per service rules)	F.C.A	45	July 15,1993	68	THDC Limited	0.00

S. No	Name of Employees S/SHRI	Designation	Remu -neration received (Rs.)	Nature of employment	Qualification	Expe-rience (in years)	Date of commenc-ement of Employ-ment	Age	Previous Employment	%age of Equity shares held in the Company
B.	**Employed for part of the year and in receipt of remuneration aggregating Rs. 8.50 Lakh p.m. or more**									
1	Rahul Kumar (left on 31.07.17)	Whole-time Director & C.F.O	17,871,619	Contractual (as approved by shareholders)	F.C.A.	25	November 1, 2006	50	Jaiprakash Enterprises Limited	0.01
2	Ashok Kumar Sharma (left on 31.08.17)	Executive President	5,518,020	Permanent (as per service rules)	M.Sc.	44	April 1, 1995	64	Jaypee Technical Consultants Private Limited	0.00

Notes:

1. Gross remuneration includes Salary, House Rent and other perks like Medical Reimbursement, Leave Travel Assistance, Furnishing Allowance, Company's contribution towards Provident Fund etc. but excludes provision for Gratuity & Leave Encashment (which is not paid to the employees).
2. Shri Manoj Gaur, Executive Chairman is brother of Shri Sunny Gaur, Managing Director (Cement). Shri Naveen Kumar Singh is brother of Shri Ranvijay Singh, Wholetime Director.
3. Executive Chairman, Executive Vice-Chairman and Whole-time Directors hold their respective offices for a period of three years or five years from the date of their appointment/ re-appointment as approved by the shareholders.
4. Remuneration of Shri Rahul Kumar, resigned w.e.f. 31.07.2017 (closing), includes Gratuity Rs. 5,997,115 & Leave encashment Rs. 3,780,000.
5. The nature of employment of employees is regular/permanent and is governed as per service rules of the Company. They perform such managerial duties in their respective area of expertise as assigned from time to time.
6. The other terms & conditions of each of the above persons are as per the contract/ letter of appointment / resolution and rules of the Company.

MANOJ GAUR

Place : New Delhi

Executive Chairman & CEO

Date : 19th May 2018

DIN:00008480

A REVIEW OF THE CHALLENGES BEING FACED BY THE COMPANY IN THE CURRENT ECONOMIC AND LEGISLATIVE (ESPECIALLY WITH ENACTMENT OF INSOLVENCY AND BANKRUPTCY CODE, 2016) SCENARIO VIS-À-VIS THE STEPS TAKEN BY THE ORGANISATION

A. EFFECT OF ECONOMIC SLOW DOWN AND OTHER HAPPENINGS ON THE COMPANY

1. Indian economy has been subdued for quite some time now due to global economic uncertainties, liquidity crisis, volatility in interest rates, currency exchange rates, wide fluctuations in commodity, oil and electricity prices coupled with mounting non-performing assets of banks and variety of other reasons. This resulted in downward performance of industries in general and infrastructure sector in particular. The Company has been operating predominantly in the field of infrastructure development and has also experienced unfavorable financial and operating conditions.

2. The prevailing conditions in the Indian economy have impacted in almost all business verticals in which Jaypee Group has been operating. Besides this, the legislative changes, primarily the enactment of Insolvency and Bankruptcy Code, 2016 also adversely affected the restructuring plans of the Group which were already implemented/ under implementation.

3. The performance of the Company started deteriorating from the financial year 2014-15 due to various reasons beyond control of management which included general economic slowdown, change in Government policy towards hydro power project, lower price realization for cement due to excessive capacity in the market, time overrun leading to cost overrun in projects implemented by the Company due to time taken by various Regulators/Government Departments in giving various clearances/approvals, Coal Block cancellation by the Government for no fault of the Company on development of which it had invested large sums; prolonged litigation hampering the work relating to land acquisition for Yamuna Expressway and real estate developed/being developed by the Company/its subsidiary including various restrictions imposed by National Green Tribunal in respect of Real Estate Projects in Noida where the Company is developing township leading to time and cost overrun.

4. Consequent upon losses suffered by the Company in the financial year 2014-15 onwards due to the above factors, there has been pressure on liquidity which resulted in delays in meeting the obligations towards lenders and others, though the assets base of the Company remained considerably higher than the liabilities.

B. STEPS TAKEN TO ADDRESS THE CHALLENGES FACING THE COMPANY:

5. With a view to overcome the aforesaid situation and to continue to fulfill its commitments/ obligations towards lenders, in line with the duly approved and publically stated policy of the Company, the Company/Group continues to be focused and committed on reduction of debt through sale of its assets/divestment initiatives to deleverage the company's balance sheet and protect the shareholders value.

6. i. The details of the Group's/Company's various divestment initiatives consummated till now/under progress, for reduction of debt are given below:-

S. No.	Year	Transaction	Consideration/ Enterprise value	Remarks
1.	2014	Sale of Cement Plants in Gujarat, with Capacity of 4.80 MTPA, by Jaypee Cement Corporation Limited (JCCL) (a wholly owned subsidiary)	Rs.3800 crore besides the actual net working capital	Consummated on 12.06.2014
2.	2014	Sale of entire 74% stake in BokaroJaypee Cement Limited (a subsidiary), having a cement plant with operating capacity of 2.10 MTPA	Rs. 667.57 crore	Consummated on 29.11.2014
3.	2015	Sale of 1.5 MTPA Cement Grinding Unit of Company at Panipat, Haryana	Rs. 358.22 crore	Consummated on 27.04.2015

4.	2015	Sale of Baspa-II & Karcham Wangtoo Hydro Electric Plants by Jaiprakash Power Ventures Limited (JPVL, then Subsidiary, now Associate of the Company)	Rs. 9700 crore with adjustment for working capital, etc.	Consummated on 08.09.2015
5.	2015	Sale of 49 MW Wind Power Plants of the Company (40.25 MW in Maharashtra & 8.75 MW in Gujarat)	Rs. 161 crore approx. plus adjustment for working capital	Consummated on 30.09.2015
6.	2016/ 2017	Sale of 17.2 MTPA Operative Cement Plants including captive power plants, in U.P., M.P., H.P., Uttarakhand & A.P. (which includes 5.0 MTPA cement plant of JCCL)	Rs.16,189 crore subject to some adjustments	Consummated on 29.06.2017
7.	2017/ 2018	Restructuring of remaining debt	Master Restructuring Agreement with all lenders executed.	Concluded on 31.10.2017
8.	2017/ 2018	Hive off of the SDZ Real Estate Undertaking to a Special Purpose Vehicle	Scheme of Arrangement for transfer & vesting of assets & liabilities (estimated debt of Rs.11,834 Crores as on 01.07.2017), cleared/ approved by various Regulators/shareholders/ Creditors of JAL & and the SPV.	Second Motion Petition awaiting sanction by NCLT, Allahabad

ii. Besides the aforesaid divestments, the Group had entered into debt restructuring arrangement with its lenders for Jaiprakash Associates Limited (JAL) and its subsidiaries namely Jaypee Infratech Limited (JIL) as well as Jaiprakash Power Ventures Limited (JPVL). Brief status of Debt Restructuring in respect of the said companies is given below :

a. Jaiprakash Power Ventures Limited (JPVL)

After sale of its hydro power projects namely 300 MW Baspa II and 1000 MW Karcham Wangtoo the Strategic Debt Restructuring (SDR) was implemented whereby loan aggregating Rs.3058 crore was converted into equity shares. This led to reduction of JAL's shareholding from appox. 60.69% to 29.74% and the lenders acquiring 51% of its share capital, balance remaining with public. Sequel to the above, Deep Restructuring of Debt of JPVL has been undertaken which is in advance stages and the approvals of the shareholders of JPVL has also been obtained for further conversion of debt into securities to make remaining debt sustainable. While the implementation of the said Deep Debt Restructuring is in advance stages, the ICICI Bank, being the lead, under the directions of Reserve Bank of India, has approached NCLT with an application to initiate the Corporate Insolvency Resolutions Process (CIRP) against JPVL which is being contested by the said company and NCLT is yet to admit the petition under IBC.

b. Jaypee Infratech Limited (JIL) – Synopsis on Corporate Insolvency Resolution Process under Insolvency and Bankruptcy Code, 2016

The background of JIL, its project and the present status is narrated below to give complete picture:

1. Jaypee Infratech Limited, a subsidiary of Jaiprakash Associates Limited, is a widely held listed company engaged in construction & operation of 165 Kms. long Yamuna Expressway from Noida to Agra with right to collection toll for a period of 36 years and development of land & integrated townships in Noida / other places along the Expressway, in terms of the Concession Agreement.
2. The Project was awarded in the year 2003 and had seen number of legal hurdles in the form of Commissions of Inquiries set up in 2004 to 2007 to go into the Project. Finally, the report was submitted in October, 2006 upholding the validity of the Concession Agreement dated 07.02.2003 and concluding that the Project was of immense public utility and also in national interest. The report of enquiry was challenged through PIL in Allahabad High Court but the PIL was dismissed vide Order dated 14.03.2008.
3. Accordingly, JIL launched its projects in phased manner from May, 2008 onwards.
4. The Company continued facing prolonged and large number of litigations (including Writs / PILs) since 2003 at various forums. Out of these, Hon'ble

Allahabad High Court has already pronounced decisions in around 360 cases in favour of the Company. Similarly, Hon'ble Supreme Court has already decided over 47 Writs / PILs in favour of the Company. Still, 5 PILs are pending before Hon'ble High Court, 1 writ petition before Supreme Court and large number of cases before various forums, including consumer forums.

Finally, disposing bunch of cases, Hon'ble Supreme Court vide its judgement dated 08.09.2010 in CA No.7468 to 7470 of 2000, *inter-alia,* held that the project is of immense public importance and the expressway as well as development of land are complimentary to each other and are to be viewed as part of integrated Scheme.

5. All these litigations delayed the work schedule of the real estate projects and the work relating to development of land could be taken up in right earnest only after the said judgement of Hon'ble Supreme Court in September, 2010.

   However, while the work had picked up momentum, there was an order dated 28.10.2013 from NGT for a period of about 16 months directing the Authority not to issue any completion certificate for any project within 10 Km. of Okhla Bird Sanctuary, which halted construction activities. This resulted in complete destruction of Real Estate sentiment in Noida resulting in reduced cash flows.

6. As yet another setback, between 2010-2014, the Govt. of Uttar Pradesh, through Yamuna Expressway Industrial Development Authority (YEIDA) acquired and allotted 90,000 acres of land along expressway constructed by the Company (JIL) at its own cost which resulted in over supply of land [land for development] further adversely affecting the potential for land parcels which were acquired by the Company for mixed use development.

7. In June, 2012, Yamuna Expressway was completed and awaited its dedication. At this point of time, GoUP decided that clearance will only be given if JIL cedes its right of toll at Noida-Greater Noida part, which was originally the part of concession agreement.

   Since the project cost had already increased due to higher cost of land acquisition and high cost of construction material (prevailing from 2007 to 2011) and Interest during Construction (IDC), JIL did not want to loose on income from toll stream, it had to succumb and ceded the right to collect toll on Noida-Greater Noida stretch.

   Further, the State Government kept on increasing the compensation to be paid to the Land Owners. As per the project report, the cost of land acquisition of land was estimated at Rs.600 Crores which ultimately cost the Company Rs.3,600 Crores.

8. The operating performance and financial position of the Company had been quite good upto financial year 2014-15, which ended with a profit of Rs.355 Crores. However, financials of JIL started deteriorating from Financial Year 2015-16 due to various reasons beyond the control of management, which included general economic slowdown, subdued market and low sales value/volume in real estate market due to over supply, NGT stalemate, delay in completion of semi finished inventory leading to decline in construction linked real estate collection, delay in sanction and disbursement Rupee Term Loans by the Lenders, non release of sanctioned limits by some of the Bankers, and non-sanction of additional limits requested by the JIL, preference given by the lenders to utilize the cash inflows in the 'Trust and Retention Account' of JIL for adjustment against the interest dues of lenders over the requirement of funds for completion of construction of homes leading to dissatisfaction amongst Home Buyers resulting in multiple litigations, etc.

9. Due to losses suffered in Financial Year 2015-16 onwards because of the above factors, there has been serious pressure on liquidity leading to delays in meeting obligations towards lenders and others, though the assets base remained considerably higher than the liabilities.

10. The slow progress affected the liquidity which resulted in delay in meeting the obligations towards lenders as well as home buyers. Despite such liquidity pressure, the Company has been paying and making serious efforts to pay the interest due to the Lenders and continued the construction work, though not at the desirable pace.

11. The total overdues in respect of which the present proceedings had been filed against JIL before the National Company Law Tribunal (NCLT) were Rs.526 crores and total debts of the lenders including overdue interest is approximately Rs.9000 Crores against which the Company has already hypothecated assets worth of Rs.17,000 Crores, besides pledge of 51% shareholding of the Company held by JAL.

12. Against the total outstanding of approx. Rs.9000 Crores of the FIs / Banks, and total collection of approx Rs.12,000 Crores from Home Buyers, the value of total assets of the Company is over Rs.32,000 Crores. The Company is just facing temporary liquidity problem for various reasons beyond its control, including those mentioned hereinabove.

13. Against total borrowing of approx Rs.8,125 Crores from the Lenders, the Company had, till 30.6.2017, already paid them Rs.8,029 Crores towards interest etc.

14. As a responsible borrower, the Company also offered IDBI Bank to swap land for recovery of its interest dues and based on mutual agreement, transferred land parcels of approximately 51 acres thereby clearing all its overdues till 31.3.2016. Thus, there

were no overdues as on 31.3.2016 and the land so transferred to IDBI Bank continues to be held in the name of IDBI Bank who is also in possession thereof.

15. The restructuring scheme offered by the Company was also approved in principle in the Joint Lenders' Meeting (JLM) held on 08.03.2017.

16. The land swap proposal was also accepted in the JLM held on 05.05.2017 and the restructuring scheme was in final stages of being fine tunned.

17. In the meantime, on 13.06.2017, the Reserve Bank of India (RBI) issued directions for initiation of IBC proceedings against the Company and the proceedings before NCLT were started by IDBI under such directions, although the same did not meet the criteria laid down by Corrigendum Press Note dated 13.6.2017 issued by RBI for initiating IBC proceedings which are :

    "Accounts with fund and non fund based outstanding amount greater than Rs.5,000 Crore, with 60% or more classified as non performing by banks as of March 31, 2016."

    JIL's account with IDBI was 'standard' as on 31.3.2016, the aggregate outstanding in all account classified as NPA was substantially less than 60% of the aggregate outstanding as on 31.3.2016 which fact is evident from the following :

    Standard Accounts: Rs.5,935 Crores (70.96%)

    NPA Accounts : Rs.2,429 Crores (29.04%)

    Moreover, sufficient security was already available to protect the interest of the Lenders and the Company had already given the offer to repay the entire loan and outstanding interest post 31.3.2016, through assets swap.

18. In the NCTL proceedings, JIL filed detailed objections about non maintainability of proceedings. However, at the instance of IDBI Bank, the said objections were subsequently withdrawn by filing a separate memo dated 05.08.2017, clearly placing on record the assurance of early clearance of pending proposal and to protect the interest of home owners and Depositors. Relevant portions of the said withdrawal memo submitted before NCLT read as under :

    "1. That the Respondent Company has filed its Objections dated 01.08.2017 to the Petition filed by IDBI Bank against the Respondent under Section 7 of Insolvency and Bankruptcy Code, 2016.

    2. That subsequent to filing of the said objections, the parties to the Petition met on 03.08.2017 and discussed the need to withdraw the said objections filed by the Respondent as the Petitioner expressed its desire for early approval of the resolution plan which was already under consideration of the lenders.

    3. That keeping in view of the interest of all stakeholders of the Respondent Company including Home Buyers and Depositors, the Respondent begs to state that they do not want to press the aforesaid objections and hereby withdraws the same.

    4. That the Respondent Company has no objection if the above petition is admitted, IRP is appointed and Order of moratorium under Section 14 of the Insolvency and Bankruptcy Code, 2016 is passed."

    The aforesaid reasons for withdrawal are duly recorded in the Order dated 09.08.2017 passed by NCLT while admitting the petition of IDBI Bank. Thus, Interim Resolution Professional (IRP) was appointed by NCLT on 9.8.2017.

19. JIL has been extending full co-operation to the IRP appointed by Hon'ble NCLT with a view to ensure early resolution in the interest of Home buyers. Work on the Projects continued in full swing, besides the work relating to Offer of Possession and also signing of sub lease deeds in favour of home buyers where the units were ready to hand over after receiving all requisite approvals & certificates.

20. In the meantime, some of the Home Buyers namely Chitra Sharma & Others approached Hon'ble Supreme Court vide WP(C)744 of 2017, seeking stay of NCLT Order dated 9.8.2017, which **stay was granted on 04.09.2017** and the matter was fixed for 10.10.2017 along with various other IAs / petitions filed by other home buyers. In these petitions, primarily the following prayers were made:

    (i) In the Writ Petition filed by Chitra Sharma, it was primarily prayed that certain provisions of the IBC, 2016 be declared as ultra vires as the same only recognises and allows financial creditor or an operational creditor or a corporate debtor to initiate corporate insolvency resolution process and completely disregards other stakeholders; and that the provisions of moratorium as contained in Section 149(1)(a) of IBC shall not apply to the consumers and they be permitted to exercise their statutory and legal rights as provided under Consumer Protection Act, 1986 and the Real Estate (Regulation and Development) Act, 2016 which are Special Acts and beneficial legislation.

    (ii) In the Special Leave Petition filed by another Home Buyer namely Mohna, vide SLP No. 24001/17, the possession of flat was sought and it was primarily stated that the status of home buyers should be at par with the financial creditors.

21. However, on mentioning by the Counsel for IDBI Bank, the matter came up on 11.9.2017 when Hon'ble SC modified its order dated 04.09.2017 and gave various directions including the following :

    (i) restoring the appointment of IRP and directing him to file an Interim Resolution Plan within 45 days, protecting the interest of home buyers,

    (ii) Nominating two Advocates to act as Amicus Curiae to participate in the meetings of Committee of Creditors to espouse the cause & protect the interest of home buyers,

    (iii) JAL shall deposit Rs.2,000 Crores by 27.10.2017 (which amount was revised and the dates were rescheduled from time to time) before the Court. For this purpose, if any assets or property of JAL have to be sold, that should be done after obtaining prior approval of the SC.

    (iv) All suits or proceeding instituted against JIL shall remain stayed in terms of Section 14(1) (a) as IRP has been directed to remain in Management.

    Further, directions were also put on the Directors of both JAL & JIL, to comply with Hon'ble Supreme Court of India's directives.

22. While the SC proceedings were continuing against JIL, Reserve Bank of India filed an application on 10.01.2018 before Hon'ble Supreme Court praying to allow it to follow the recommendations of the Internal Advisory Committee (IAC) **vis-a-vis** direction to the banks to initiate corporate insolvency resolution proceedings against Jaiprakash Associates Limited. In terms of the **Press Note dated 13.06.2017,** the IAC had recommended that the Banks should finalise a resolution plan within six months. In cases where a viable resolution plan is **not agreed upon** within six months, Banks should be required to file for insolvency proceedings under the IBC. In case of JAL, the resolution plan had been finalised, agreed upon and even implemented.

23. After prolonged hearings, exercising its powers under Article 142 of the Constitution of India, only for the purpose of recommencement of Corporate Insolvency Resolution Process of JIL w.e.f. 9.8.2018, Hon'ble Supreme Court finally disposed off the matter vide its Judgement dated 09.08.2018 with the following directions :

    i. The initial period of 180 days for the conclusion of the CIRP in respect of JIL shall commence from the date of this order. If it becomes necessary to apply for a further extension of 90 days, we permit the NCLT to pass appropriate orders in accordance with the provisions of the IBC;

    ii. A CoC shall be constituted afresh in accordance with the provisions of the Insolvency and Bankruptcy (Amendment) Ordinance, 2018, more particularly the amended definition of the expression "financial creditors";

    iii. Permitted the IRP to invite fresh expressions of interest for the submission of resolution plans by applicants, in addition to the three short-listed biders whose bids or, as the case may be, revised bids may also be considered;

    iv. JIL/JAL and their promoter shall be ineligible to participate in the CIRP by virtue of the provisions of Section 29A;

    v. RBI is allowed, **in terms of its application** to this Court to direct the banks to initiate corporate insolvency resolution proceedings against JAL under the IBC;

    vi. The amount of Rs.750 crores which has been deposits in this Court by JAL/JIL shall together with the interest accrued thereon be transferred to the NCLT and continue to remain invested and shall abide by such directions as may be issued by the NCLT.

    While disposing off the proceedings, liberty was granted to all concerned parties to adopt appropriate proceedings in accordance with law, should it become necessary to do so in future.

24. Accordingly, the CIRP for JIL has commenced afresh w.e.f. 09.08.2018 and the Authorised Representatives of Home Buyers as well as Fixed Deposit Holders have become part of newly constituted CoC.

25. The conduct of JIL has been honest, sincere, bonafide and co-operative throughout. The bonafide of the Company can be assessed from the following facts:

    (i) The Company has been sincerely cooperating with the Lenders to evolve a viable restructuring plan. This fact is evident from the perusal of the Minutes of JLM held on different dates.

    (ii) The order of National Company Law Tribunal allowing the application of the Resolution Professional relating to creation of mortgage over the land of JIL in favour of lenders of JAL (most of whom are common in both the companies) to secure the debt of JAL, has already been stayed by National Company Law Appellate Tribunal.

    (iii) The Company is not a willful defaulter.

    (iv) In spite of all the difficulties, active support & assistance is being provided by the Promoters in carrying out the business operations of JIL with all sincere efforts to come out of the present difficulties. There is not even a whisper in any proceedings or records hinting any apprehension that the promoters of the Group are likely to withdraw from the scene or run away.

(v) In spite of serious liquidity problems, the Company has made substantial payments towards interest to Lenders as well as towards the repayment of deposits to the depositors.

(vi) The bonafide of the Jaypee Group and its promoters can be assessed from the fact that Jaiprakash Associates Limited (JAL), the flagship company of the Group, successfully closed the deal with UltraTech Cement Limited for sale of its 10 cement plants at an enterprise value of Rs.16,189 Crores and repaid substantial part of the liability towards the Lenders and has repaid all outstanding deposits of over 86,000 depositors. This fact is an important piece of evidence of sincere and honest conduct of the group.

26. CONCLUSION :

The following facts are evident from the aforesaid that :

i. JIL is a company the value of whose assets is far more than its liabilities.

ii. JIL had passed through a financially difficult period due to various extraneous factors not attributable to its management.

iii. These factors led to liquidity problems resulting in time overrun to deliver home to the home buyers of the company.

iv. JIL was pushed to IBC proceedings although it did not fall within the criteria fixed by RBI for this purpose. However, it had to withdraw its objections to the application filed by IDBI Bank under the IBC, at the instance and on the assurance by the IDBI Bank that the resolution plan submitted by JIL which was already under active consideration of the Bankers would be approved. On the said assurance and in the interest of all the stakeholders, specially the Homebuyers and FD Holders, JIL did not press its objections paving way for admission of the petition of IDBI leading commencement of CIRP with the appointment of IRP.

v. The prayers in the Writ Petition and the Special Leave Petition filed before Hon'ble SC were entirely different. However, Hon'ble Supreme Court, in the interest of providing complete justice and exercising its powers under Article 142 of the Constitution of India, directed the reconstitution of Committee of Creditors treating Home Buyers as Financial Creditors and commencement of CIRP afresh with effect from 09.08.2018.

vi. Hon'ble SC, though directed JAL to deposit money with it for the purpose of refund to Homebuyers who opted for the same, ultimately concluded that the money cannot be refunded to them in preference over the other Financial Creditors of JIL.

vii. The direction of Hon'ble SC to RBI to proceed against JAL were to be followed in terms of the application of RBI, i.e., RBI was expected to follow the recommendations of its IAC. The case of JAL does not fall under the criteria recommended by the IAC.

viii. Hon'ble SC has exercised its powers under Article 142 of the Constitution only to direct that the initial period of 182 days for the conclusion of CIRP in respect of JIL shall commence from the date of its order dated 09.08.2018 and that if it becomes necessary to apply for a further extension of 90 days, NCLT was permitted to pass appropriate orders in accordance with the provisions of the IBC.

ix. The Management of JIL & JAL have been extending the best co-operation and support to IRP for early delivery of homes as well as to serve the interest of all the stakeholders.

x. It is noteworthy to mention that Trust & Retention Account (TRA) of JIL, as mandated by lead bank IDBI, was being operated under IDBI since 2012 and banks used their prerogative selectively, which in the process, resulted in complete diversion of funds towards meeting principal & interest obligations towards Lenders while blanking the requirement of funds towards home construction. So much so that the funds which came from sale of real estate were diverted by the Banks to meet the obligation towards their dues instead of allowing the Company to deploy the same in home construction which resulted in stalling progress of homes belonging to thousands of home buyers. This led to homebuyers approaching Hon'ble Supreme Court in August, 2017 and prolonged proceedings commenced 15 months back.

While the proceedings were continuing before the Hon'ble Supreme Court, the CIRP failed as no Resolution Plan could be approved by the Committee of Creditors. In the meantime, the status of homebuyers was also brought at par with that of the Financial Creditors under the IBC. However, while disposing off various petitions before it,Hon'ble Supreme Court directed re-commencement of CIRP w.e.f. 09-08-2018.

xi. The CIRP, having already failed once, has started afresh with effect from 09.08.2018 in terms of the directions given by Hon'ble Supreme Court exercising its powers under Article 142 of the Constitution of India.

c. Jaiprakash Associates Limited (JAL) – Synopsis of matters before Hon'ble NCLT & the Adjudicating Authority

A. Background of JAL and public interest involved

1. Jaiprakash Associates Limited (the Corporate Debtor) is a public limited company having diverse business interests. It is engaged in the business of Civil Engineering Construction; manufacture & marketing of Cement and Real Estate business, etc. In the field of river valley development, it has constructed large sized dams, tunnels and underground power houses of national importance. The expressways constructed by the Corporate Debtor include iconic 165 Kms Noida-Agra Expressway, Zirakpur-Parwanoo Expressway and part of Eastern Peripheral Expressway.

2. (i) The paid up share capital of the Corporate Debtor is Rs. 486.49Crores and its shares are listed on BSE Limited and National Stock Exchange of India Limited. The Promoters hold 28.8% of the paid up share capital of the Corporate Debtor, the Banks & Financial Institutions hold approximately 5% and the remaining approx 66.2% is held by the public at large numbering approximately 6.71 lacs shareholders. Thus it is a widely held public company.

   (ii) The Corporate Debtor has also issued Foreign Currency Convertible Bonds which are listed on Singapore Stock Exchange.

   (iii) The Board of Directors comprise of 15 Directors out of which 9 Non-promoter/Independent Directors including one Institutional Nominee.

   (iv) The Corporate Debtor provides direct / indirect employment to approx. 35,000 persons.

3. The performance of the Corporate Debtor started deteriorating from FY 2014-15 due to various reasons, beyond the control of management, such as general economic slowdown, change in Government Policy towards Hydro-Power Projects, lower price realization for cement due to excessive capacity in the market, time over run leading to cost overrun in projects implemented by the Corporate Debtor due to time taken by various Regulators / Government Departments in giving various clearances / approvals, Coal Block cancellation by the Government for no fault of the Corporate Debtor on development of which it had invested large sums; prolonged litigation hampering the work relating to land acquisition for Yamuna Expressway and Real Estate developed/ being developed by the Corporate Debtor including various restrictions imposed by National Green Tribunal in respect of Real Estate Projects in Noida where the Corporate Debtoris developing townships leading to time and cost overrun, etc.

4. Consequent upon losses suffered by the Corporate Debtor in the FY 2014-15 onwards due to above factors, there has been pressure on liquidity which resulted in delays in meeting the obligations towards the lenders and others, though the assets base remained considerably higher than the liabilities.

B. Approval of Debt Restructuring Plan / CRRP

5. With a view to overcome the liquidity problems and finalize an appropriate Comprehensive Reorganisation & Restructuring Plan **(hereinafter referred to as "CRRP")** for the Corporate Debtor, a Joint Lenders Forum **(hereinafter referred to as "JLF")** comprising all the banks/FIs was constituted on 18th December 2014 as per RBI Circular dated 26th February 2014. The RBI Circulars and JLF constituted thereunder have a statutory flavor.

6. The JLF met on different dates. The first meeting was held on 18.12.2014, and after continued deliberations in various meetings of JLF and its Core Committees, a draft CRRP was approved in the JLF meeting held on 18.05.2017. The draft CRRP so approved by JLF was subject to final approval by the Independent Evaluation Committee **(hereinafter referred to as "IEC")** which is appointed by the Reserve Bank of India under Clause 28.3.3 of Master Circular dated 1st July 2015.

7. The IEC constituted in terms of the above Circular, comprise of independent professionals drawn from various professional institutes of expertise like Institute of Engineers, Institute of Valuers, Institute of Cost Accountants of India & Institute of Company Secretaries of India. As per RBI's guidelines referred to above, the basic role of IEC is to evaluate the Techno Economic Viability (TEV) study, Restructuring package and viability aspects to ensure that the terms of restructuring are fair to the lenders.

8. The draft CRRP was considered by the IEC in its meetings held on 12.06.2017 and 19.06.2017 and it was finally approved by the IEC in its meeting held on 19.06.2017. The IEC sent back the draft CRRP to JLF with recommendation that the proposal so cleared by the IEC may be finally approved by JLF.

9. The draft CRRP as approved / recommended by IEC was considered and finally approved by JLF in their meeting held on 22.06.2017.

10. Consequent upon the approval of CRRP by JLF, the competent authorities of the respective Banks/ Financial Institutions have also approved it and issued formal sanction letters giving details of loans

which were put in 3 different buckets.

11. **The finally approved CRRP** broadly envisages bifurcation of the entire debt of the Corporate Debtor into 2 parts – **"sustainable debt"** and "other debt". While "sustainable debt" is to remain the liability of the Corporate Debtor, the **"other debt"** has been addressed through sale/transfer of assets of the Corporate Debtor. The CRRP has put the entire outstanding debt into three buckets and made provision for settlement/ continuance of each category of debt as under –

(i) **Bucket 1 Debt of Rs.11,689 Crores** – which is part of the **"Other debt"**, is to be discharged against sale of identified Cement Plants of the Company & JCCL to UltraTech Cement Limited.

(ii) **Bucket 2a Debt of Rs.6367 Crores -** which is **"sustainable debt"**, will continue as debt of the Corporate Debtor.

(iii) **Bucket 2b Debt of Rs.13,590 Crores** – which is part of **"Other debt"**, is to be transferred to a Special Purpose Vehicle (SPV) along with identified land of the Corporate Debtor of the equivalent value.

C. Implementation of CRRP

12. The finally approved CRRP, as aforesaid, has been implemented as per details given below :

(i) **Implementation of Bucket 1 :** Sale of identified Cement Plants to UltraTech Cement Limited has been completed through a Scheme of Arrangement which was sanctioned by NCLT, Allahabad, vide order dated 02.03.2017 (as corrected on 09.03.2017), passed in CP No. 49 of 2016. The Bucket 1 debts already stand settled, long back (in 2017 itself) out of sale consideration of identified cement plants to UltraTech Cement Limited, in terms of the understanding. Hence there is no default in respect of this part of the debt.

(ii) **Implementation of Bucket 2a :** Bucket 2a debt continues to remain the debt of the Corporate Debtor on restructured terms mentioned in the Master Restructuring Agreement dated 31.10.2017 (MRA). The MRA has been executed by 32 Lenders including the Applicant and the Corporate Debtor. Remaining 8 Lenders have agreed either to continue on the existing terms or have entered into individual arrangement like Debt Assets Swap/re-schedulement of repayment terms. The terms of the MRA are being duly complied with and the Corporate Debtor is regularly meeting its obligation towards payment of interest, repayment of principal and maintaining the Fixed Assets Coverage Ratio (FACR) etc. as contemplated under the MRA. The personal Guarantee of Mr. Manoj Gaur, Executive Chairman of the Corporate Debtor and the Deed of Hypothecation over assets as stipulated in the MRA have also been executed.

From the perusal of the MRA it can be seen that the restructured debt is repayable in quarterly installments commencing from 31.03.2018 only. The repayments of principal amount of loans and interest becoming due and payable have been paid and there is nothing which is in arrears. Hence, the question of default in respect of this part of the loan also does not arise.

(iii) **Implementation of Bucket 2b:**

(a) Out of the debt of Rs.13,590 Crores placed in this Bucket, the debt aggregating Rs. 2543.55 Crores stands settled through direct Debt Assets Swap. For the remaining debt of Rs.11,833.55Crores (including Interest), a Scheme of Arrangement has been framed in consultation and with the approval of banks/FIs. Under this Scheme, the above debtis to be transferred with equivalent security to an SPV for which the Scheme of Arrangement is pending for final sanction before Hon'ble NCLT, Allahabad. The Scheme is effective from 01.07.2017 and upon sanction of the Scheme the entire loan and the land parcels of equivalent value will stand transferred to the SPV.

(b) It is pertinent to mention that the Scheme which was drawn up in consultation & with approval of Lenders (ICICI Bank being the lead) was approved by the Board of Directors of Corporate Debtor on 07.10.2017; Stock Exchanges on 16.11.2017; Order on First Motion Petition for the Scheme was passed on 20.11.2017 by NCLT, Allahabad; Notices were duly sent to various additional authorities/parties including RBI, as per the directions of NCLT; Shareholders, Secured & Unsecured approved the Scheme on 21.01.2018 and Second Motion Petition for formal sanction of the Scheme was filed on 23.01.2018, which is still pending before Hon'ble NCLT. Whatever was required to be done under law has been done by the Corporate Debtor and the Scheme when sanctioned will take effect from 01.07.2017, being the appointed date, which is well within 13.12.2017, the time given by RBI to agree to the resolution plan.

(c) It is noteworthy that as per terms of the sanction letter dated 19.05.2017 issued by the ICICI Bank Limited, interest on this part of the debt has ceased with effect from 01.10.2016 and no part of the debt is repayable as the entire amount is to be transferred to SPV in terms of the approved Scheme. Hence, in respect of this part of the loan also there is no question of any default.

(d) Further, the reports/approvals of all the authorities have been received, all statutory formalities have been completed satisfactorily and there are no objectors to the Scheme. The delay in sanction of the Scheme is not due to any negligence or lack of due diligence on the part of the JAL.

(e) In any case, the delay in formal sanction of the Scheme does not nullify the fact that the Bucket 2b debt stands implemented since the Scheme of Arrangement is effective from 01.07.2017 irrespective of the date of formal sanction of the Scheme by NCLT.

D. Press Release dated 13-06-2017 - Obligations of JAL fulfilled under CRRP notwithstanding pendency of sanction of Scheme by NCLT, appointed date being 01-07-2017.

13. From the facts stated above, it is evident that the Lenders and the Corporate Debtor have performed their obligations and the CRRP stands implemented within the stipulated timeframe contemplated by the RBI in its Press Release dated 13.06.2017 (which is referred to in subsequent paragraphs of this synopsis), notwithstanding the pendency of the formal sanction of the Scheme of Arrangement by NCLT.

E. Confirmation of implementation in JLF meeting dated 18-01-2018

14. The fact that the CRRP stands implemented has been confirmed by the Banks/Lenders and recorded in the minutes of JLF held on 18.01.2018. In para 2 of the said minutes it is recorded that Shri Sharad Agarwal, Joint General Manager of ICICI Bank informed that *"ICICI Bank as the lead Bank of the JLF of JAL & JCCL, in co-ordination with SBI & IDBI Bank, had written to RBI regarding finalization of DRP and successful implementation of the same."* A letter dated 07.12.2017 signed, on behalf of the Consortium of Lender, by MD & CEO of ICICI Bank Ltd., MD, SBI and MD & CEO IDBI Bank was sent to Reserve Bank of India confirming "all steps required towards resolution of the said account vide implementation of the JLF-approved CRRP have been completed. As the resolution plan has been approved by JLF well before RBI letters dated August 28, 2017 and September 29, 2017 and substantial progress has already been achieved in Implementation, the account may be considered to have been resolved."

F. Directions of Supreme Court to follow recommendations of IAC.

15. It is relevant to point out that in the pending Writ Petition (Civil) No. 744 of 2017 – Chitra Sharma and others Vs. Union of India and others, in SC and which related to the homebuyers of Jaypee Infratech Ltd. (under CIRP under IBC) a subsidiary of the Corporate Debtor herein, the Reserve Bank of India moved an Application dated 08.01.2018 praying that <u>they should be allowed to follow the recommendation of the Internal Advisory Committee</u> in accordance with the provisions of the Ordinance dated 04.05.2017 as regards Jaiprakash Associates Limited (emphasis supplied).

16. The above Writ Petition (Civil) No. 744 of 2017 – Chitra Sharma and others Vs. Union of India and others, and other connected petitions were finally disposed of by the SC vide order dated 09.08.2018. While doing so, Hon'ble SC acceded "to the request made on behalf of the RBI to allow it <u>to follow the recommendations of the IAC</u> to initiate a CIRP against JAL under the IBC". Accordingly, vide direction (v) of SC Order, RBI was "allowed, <u>in terms of its application</u> to this Court to direct the bank to initiate corporate insolvency resolution proceedings against JAL under the IBC". (emphasis supplied).

It is noteworthy to mention that no notice was directed to be issued and no hearing actually took place on RBI's application before giving of the said directions by Hon'ble Supreme Court.

17. It is submitted that the above permission granted by the Hon'ble SC is not a direction to Reserve Bank of India to initiate insolvency resolution proceedings against the Corporate Debtor. The SC has only permitted the RBI to take its own decision to initiate such proceedings <u>as per recommendation of the Independent Advisory Committee.</u>

G. Directions of RBI under Section 35AA

18. Pursuant to the permission granted by the SC as above and in purported exercise of its powers under sections 35A/35AA of the Banking Regulation Act, the Reserve Bank of India gave direction to the Applicant Bank (ICICI Bank Ltd.) to initiate insolvency resolution process against the Corporate Debtor under the provisions of Insolvency and Bankruptcy Code, 2016.

19. The Applicant Bank, being statutorily bound to follow the direction of RBI, has filed the instant Application under section 7 of IBC before Hon'ble NCLT in September, 2018.

20. Sections 35AA and 35AB were inserted in the Banking Regulations Act, 1949 vide Banking Regulation (Amendment) Ordinance 2017, No. 1 of 2017. These newly inserted sections read as under –

"35AA. The Central Government may by order authorise the Reserve Bank to issue directions to any banking company or banking companies to initiate insolvency resolution process in respect of a default, under the provisions of the Insolvency and Bankruptcy Code, 2016.

Explanation.- For the purposes of this section, "default" has the same meaning assigned to it in clause (12) of section 3 of the Insolvency and Bankruptcy Code, 2016.

35AB. (1) Without prejudice to the provisions of section 35A, the Reserve Bank may, from time to time, issue directions to the banking companies for resolution of stressed assets.

(2) The Reserve Bank may specify one or more authorities or committees with such members as the Reserve Bank may appoint or approve for appointment to advise banking companies on resolution of stressed assets."

21. Immediately after the promulgation of the above Ordinance, the Ministry of Finance, Government of India, vide Order dated 5th May 2017, authorised the Reserve Bank of India to issue directions to any banking company or banking companies which may be considered necessary to institute insolvency process in respect of default, under the provisions of IBC.

22. Soon after getting the above power from Central Government, the Reserve Bank of India issued a Press Release dated 22.05.2017, informing the public that it was working on a framework to facilitate an objective and consistent decision-making process with regard to cases that may be determined for reference for resolution under the IBC.

23. Accordingly, the Reserve Bank of India constituted an expert body known as "Independent Advisory Committee" consisting majority of the independent directors of RBI. The IAC recommended for IBC reference of all accounts with fund and non-fund based outstanding amount greater than Rs. 5,000 crores, with 60% or more classified as non-performing assets (NPA) by banks as on 31.03.2017. This information was specified by the RBI in another Press Release dated 13.06.2017. Based on the above recommendation of the IAC, the Reserve Bank of India issued directions to certain banks to initiate insolvency resolution process in respect of 12 stressed accounts. It is submitted that the JAL's account was not covered by the above criteria laid down by the IAC and hence it was not included in the above 12 accounts.

H. Recommendation of IAC relevant to JAL

24. As regards other stressed accounts not covered under the above criteria, the Reserve Bank of India, vide Para 4 the above Press Release dated 13.06.2017 stated as under –

"4. As regards the other non-performing accounts which do not qualify under the above criteria, the **IAC recommended that banks should finalise a resolution plan within 6 months.** In cases where a viable resolution plan is not agreed upon within six months, banks should be required to file for insolvency proceedings under the IBC."

25. After the above Press Release dated 13.06.2017, the Reserve Bank of India advised the banks to resolve such stressed accounts within six months (i.e. by 13.12.2017), failing which insolvency resolution proceedings under IBC should be initiated by 31.12.2017. This fact is mentioned in Para 6 of the Application filed by the RBI before Hon'ble Supreme Court in WP (C) 744 of 2017.

I. JAL does not fall in the criteria recommended by IAC

26. In the case of JAL, the lending banks/FIs have finalized a resolution plan for the stressed accounts of the Corporate Debtor well before the timeline of 13.12.2017, as notified by the RBI. All the required steps were taken by the lenders and JAL well within the specified timeline of 13.12.2017. **Thus for the purposes of criteria laid down by the IAC, the resolution plan for the stressed account of the Company (JAL) was not only finalized and agreed upon but also acted upon and implemented well before 13.12.2017.** The facts in this regard have already been stated in earlier paragraphs.

J. Confirmations dated 07-12-2017 and 13-08-2018 by Lenders about implementation of CRRP and NIL arrears

27. As already stated, the Minutes of JLF dated 18.01.2018 show that sometime in December, 2017, members of the Core Committee of Lenders of the Petitioner, viz., ICICI Bank, SBI and IDBI Bank had approached Reserve Bank of India, inter-alia, confirming that the Resolution Plan in the case of JAL has already been agreed upon and implemented and, therefore, it should not be referred to National Company Law Tribunal under IBC. **The letter dated 07.12.2017 sent to RBI** was sent on behalf of the Consortium under the joint signatures of MD & CEO of ICICI Bank, MD of State Bank of India and MD & CEO of IDBI Bank.

28. Even subsequent to the disposal of WP (C) 744 of 2017 by Hon'ble Supreme Court, the ICICI Bank

(Respondent No.2), again approached the Reserve Bank of India vide letter dated 13.08.2018 and made a representation that in the instant case a Resolution Plan having been approved and implemented, the same need not be referred to NCLT under IBC. In the said letter, it is specifically stated that :

"(a) The CRRP for JAL has been vetted and approved by an Independent Evaluation Committee (IEC) at its meeting held on June 19, 2017. Subsequently, the lenders of JAL approved the same in JLF dated June 22, 2017;

(b) Restructuring package had been sanctioned and Master Restructuring Agreement (MRA), the document giving effect to restructuring, had been executed by 100% of the lenders within stipulated timeline of December 13, 2017. The Company has started servicing debt since January, 2018 as per the restructured terms and has NIL arrears as on date.

(c) Scheme for hive-off of real estate assets to SPV has been approved by shareholders and creditors on January 21, 2018. The Scheme has been pending with NCLT Allahabad as the JIL homebuyers application was subjudice in SC since August 23, 2017. With the recent SC order of August 9, 2018 we expect that the Scheme shall be shortly approved by NCLT, Allahabad.

(d) The actual financial performance of the Company has shown improvement in FY 2018. The Company achieved EBITDA of Rs.6.54 billion in FY2018 against a projection of Rs.5.52 billion. It may also be noted, that as on March 31, 2018 the Company has achieved an order book of Rs.130.84 billion in its Engineering & Construction (E&C) division as against projected order book of Rs.110.00 billion under Techno-Economic Viability (TEV) report.

In view of the above, we submit that it may be considered that the resolution of debt for the captioned company has been achieved and the same need not be referred to NCLT under IBC."

However, in the rejoinder filed with NCLT, ICICI Bank has now taken a stand that its application under IBC is only in respect of the Bucket 2b Debt and since the Scheme has not so far been sanctioned, there exists a default in respect thereof. As already stated in earlier paras, once sanctioned, the Scheme will take effect from 01.07.2017, being the appointed date, and there won't be any default in respect of the said Debt and the application under IBC should not be maintainable.

K. Larger public interest – Resolution already in place.

29. The impugned direction given by the RBI is against the interest of all the stakeholders of JAL, including large number of its shareholders, Banks/Financial Institutions and other financial and operational creditors, FCCB Holders, home buyers, clients/ customers including Indian and foreign Government / Statutory Authorities/Government Undertakings, employees etc. Their rights and interest including their outstanding dues and business transactions involving large projects of public interest being executed by JAL in India and abroad, will be seriously and adversely affected if the Corporate Insolvency Resolution Process (CIRP) is permitted to commence against JAL.

L. Company is solvent

30. The following Table shows the aggregate credit facilities sanctioned by various lenders and the outstanding dues against the same as on 31.03.2017 & 31.03.2018 :

(INR in Crs.)

Sanctioned Amount as on 31.03.2017	Outstanding Amount as on 31.03.2017	Sanctioned Amount as on 31.03.2018	Outstanding Amount as on 31.03.2018
34,716.02	28,229.27	19,299.56	8,763.56

Note: The above Table highlights the fact that the total outstanding dues as on 31.03.2017 stand reduced by almost Rs. 9,500 Cr as on 31.03.2018, due to discharge of debts out of sale proceeds of identified cement plants sold to UltraTech Cement Limited under the Scheme of Arrangement sanctioned by this Hon'ble Tribunal, in terms of the Comprehensive Debt Restructuring Plan agreed to by the Lenders.

31. The above credit limits and outstanding dues are fully secured. The details of security provided and the fair value thereof are given herein below:

S. No.	Nature of security provided	Fair Value Rs. Crores
A	Assets of the Corporate Debtor	
1.	Assets forming part of fixed assets	14,573.28
2.	Assets forming part of current assets (Land inventory)	14,271.33
3.	Investments	752.91
	Total	29,597.52
B	Assets of subsidiary companies of Corporate Debtor Co.	
1.	Assets forming part of fixed assets	919.25
2.	Assets forming part of current assets (Land inventory)	5,482.96
	Total	**6,402.21**
	Grand total (A + B)	**35,999.73**

32. The total outstanding liabilities of JAL including the outstanding dues of lenders are as under –

TABLE SHOWING TOTAL OUTSTANDING LIABILITIES OF JAL AS ON 31.03.2018

S. No.	Nature of liability	Amount Rs. Crores
1	Aggregate dues of Banks/ FIs	18764
2	Other loan liabilities (including FCCB, YEIDA etc)	1528
3	Other Current liabilities (including Trade payables, Advances from Customers, statutory dues etc)	5773
	Total	**26065**

33. JAL is merely facing liquidity crunch for reasons highlighted in earlier paragraphs and this problem has already been addressed with the Lenders through the CRRP. JAL has a very large asset base and it is solvent. The fair market value of assets owned by JAL is substantially higher than the outstanding liabilities as reflected in the following Table.

TABLE SHOWING FAIR MARKET VALUE OF ASSETS OF JAL AS ON 31-03-2018

S. No.	Nature of Assets	Fair Value (approx) Rs. Crores
1	FIXED ASSETS	14573
2	INVESTMENTS	6211
3	CURRENT ASSETS (LAND GIVEN AS SECURITY)	14271
4	OTHER CURRENT ASSETS	15516
	TOTAL	**50571**

M. Management during testing times

34. While passing through the current testing phase, of unprecedented nature, the Management ensured realization of optimum value for its assets through tough negotiations carried out in a transparent manner, in the face of the buyers trying their best to consider it as sale under distress. This only reconfirmed the quality of assets created by the Organisation.

35. While on one hand the Management Team was struggling in the legal battle, at the same time, focus was not lost in timely completion of the projects in hand and also bagging new projects for the Company. The actual performance of the Company has shown improvement in FY 2018. The Company achieved EBITDA of Rs.6.54 billion in FY 2018 against projection of Rs.5.52 billion, as also confirmed by ICICI Bank to RBI through its letter dated 13.8.2018. As on 31.3.2018, the Company has achieved an order book of Rs.130.84 billion in its engineering and construction (E&C) division as against projected order book of Rs.110.00 billion under Techno-Economic Viability (TEV) Report.

36. Simultaneously, the Senior Management Team kept the work force motivated and attached to the organization during this testing period. So much so that the top management team led by the Executive Chairman and various other senior officers of the Company not only took voluntary cuts in their remuneration for 2 to 3 years ranging from 25% to 35% but some of them have also forgone their normal annual increments. Further, there has been no revision of pay scales since 01.04.2011. Besides these, various austerity measures towards conservation of resources have been introduced resulting in cost savings. Responding to the call, many members of the Sr. Management Team, including the Executive Chairman, Executive Vice Chairman and Whole-time Directors of the Company contributed substantial amounts to enable the Company to deposit the same with Hon'ble Supreme Court as per its directions during pendency of the matter before it.

N. Conclusion

37. In nutshell, the entire matter is summarized as under :

a) The Company's Comprehensive Restructuring & Realignment Plan (CRRP) has been approved by the Lenders under the prescribed parameters, after due approval of the Independent Evaluation Committee appointed by the RBI, well within the time limit directed by the RBI.

b) The said CRRP has not only been approved but also implemented in as much as the Company has, acting upon the same, already materially changed its position by selling its Cement Plants to UltraTech Cement Ltd and settled the account of the Lenders in terms thereof, well within the time limit directed by the RBI.

c) The Master Restructuring Agreement dated 31.10.2017 has already been signed by all the Lenders well within the time limit directed by the RBI. The terms of the MRA are being duly complied and there are no defaults.

d) The Scheme of Arrangement to hive off identified Real Estate Undertaking with corresponding liabilities, as agreed under the CRRP, to a Special Purpose Vehicle, was duly approved by the Lenders and Board of Directors of JAL on 07.10.2017 was, after receiving clearance from the Stock Exchanges/ SEBI, filed with Hon'ble NCLT on 20.11.2017, well within the time limit directed by the RBI.

e) All the requisite approvals/reports relating to the said Scheme of Arrangement are in place and none has raised any objection to the said Scheme till now.

f) The Scheme could not be sanctioned by the NCLT as it was ostensibly waiting for the outcome of the unconnected Writ petitions filed by some Home-buyers before Hon'ble

Supreme Court in respect of delay in delivery of homes by the subsidiary of JAL, namely Jaypee Infratech Ltd.

g) Hon'ble Supreme Court disposed off the said WP and connection matters on 9.8.2018 clearing the way for NCLT to sanction the said Scheme which could have otherwise been sanctioned on its own merits.

h) On the application of RBI before the SC in the said matter, SC permitted RBI to initiate CIRP against JAL as per the recommendations of Internal Advisory Committee (IAC) of RBI. The case of JAL does not fall within the parameters recommended by the IAC for reference of cases of 'default' to NCLT under IBC, as the resolution plan for JAL had already been approved and implemented within the time allowed by RBI.

i) However inspite of the aforesaid facts, the RBI gave directions to ICICI Bank to proceed against JAL under Section 7 of IBC.

j) Following the directions of RBI, ICICI Bank filed an application under section 7 of IBC before NCLT which was listed for hearing on 10.09.2018 and notice was directed to be issued.

k) The Company filed a WP before Hon'ble Allahabad High Court (AHC) against the directions issued by RBI, being illegal, arbitrary and without application of mind, which was not allowed and vide order dated 24.09.2018, AHC observed that the Company can raise these issues before the Adjudicating Authority (NCLT).

l) The SLP filed by the Company against the said order of AHC, was heard by Hon'ble SC on 12-10-2018 and liberty was granted to JAL to raise all the pleas, available to it, before the NCLT and the Tribunal was directed to consider the same in accordance with law. 'With the aforesaid liberty and direction, the Special Leave Petition stands disposed off'.

m) Accordingly the Company has moved NCLT with its submissions giving background of each matter which are now subjudice before NCLT.

NOTE: This note reflects the assessment and understanding of the Board of Directors of the Company on its stated position based on the facts, figures and developments which have taken place from time to time. It is being shared with esteemed stakeholders for their perusal and appreciation of the factual situation vis-à-vis the complexity of the matter and should neither be construed as any comment/observation on the decisions taken by various Forums nor is it intended to comment upon the ongoing proceedings before various Forums referred to in the note.

Form No. MR.3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel Rules), 2014]

To,

The Members,

Jaiprakash Associates Limited,

{CIN: L14106UP1995PLC019017}

Sector - 128, NOIDA – 201304

I have conducted the Secretarial Audit of the compliances for the year ended on March 31, 2018 of the applicable statutory provisions and the adherence to good corporate practice by **Jaiprakash Associates Limited** (hereinafter called 'the Company'). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the statutory compliances and expressing my opinion thereon.

Management's Responsibility for Secretarial Compliances:

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliances with the provisions of all applicable laws and regulations.

Auditor's Responsibility

My responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company, with respect to secretarial compliances.

I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion.

Opinion

Based on my verification of the Company's books, papers, minutes book, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers and authorized representatives during the conduct of Secretarial Audit for the year ended on March 31, 2018, I hereby report that in my opinion, the Company has, during the audit period complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner subject to the reporting made hereinafter:

I have examined the books, papers, minutes' book, forms and returns filed and other records maintained by the Company and Memorandum & Articles of Association of the Company for the financial year ended on March 31, 2018 according to the provisions of:

i. The Companies Act, 2013 (the Act) and Rules made there under;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under- **Not applicable to the Company for the year under review;**

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under- **to the extent applicable;**

iv. The Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings- **(to the extent applicable);**

v. The following regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992/('SEBI Act'):

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011– **to the extent applicable;**

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015- **to the extent applicable;**

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 –**to the extent applicable;**

d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable to the Company for the year under review;**

e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable to the Company for the year under review;**

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client - **Not applicable to the Company for the year under review;**

g. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not applicable to the Company for the year under review;**

h. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 –**Applicable to the Company for the year under review;**

(vi) The Income Tax Act and Rules, 1961;

(vii) The Central Goods & Service tax Act, 2017;

(viii) Service Tax Rules, 1994;**(to the extent applicable);**

(ix) The Value Added Tax Act, 2005;**(to the extent applicable);**

(x) And other sectoral and generally applicable laws as given below:

a. General Laws:

i. The Factories Act, 1948;

ii. The Employees Provident Funds and Miscellaneous Provisions Act, 1952;

iii. The Employee's State Insurance Act, 1948;

iv. Payment of Gratuity Act, 1972;

v. Maternity Benefit Act, 1961;

vi. Minimum Wages Act, 1948;

vii. Equal Remuneration Act, 1976;

viii. Payment of Wages Act, 1936;

ix. The Payment of Bonus Act, 1965 and amendments thereafter;

x. The Air (Prevention and Control of Pollution) Act, 1981;

xi. The Environment (Protection) Act, 1986;

xii. Water (Prevention & Control of Pollution) Act, 1974;

xiii. Noise Pollution (Regulation & Control) Rules, 2000;

b. Sectoral Laws:

i. Real Estate (Regulation and Development) Act, 2016;

ii. Foods Safety and Standard Act, 2006;

iii. The Indian Boilers Act, 1923;

iv. The Explosives Act, 1884 and the Explosive Rules 2008;

v. Legal Metrology Act, 2009;

vi. The Entry Tax Act, 1976;

vii. Petroleum Act, 1934;

viii. The Delhi Municipal Corporation Act, 1957;

ix. The Punjab Excise Act, 1914;

x. The General Insurance Business (Nationalization) Act, 1972;

xi. The Shops and Establishment Act, 1953;

xii. The Electricity Act, 2003;

xiii. Biomedical Waste (Management & Handling) Rules, 1998;

xiv. Hazardous Waste Management & Handling Rules, 2008;

xv. E-Waste Management and Handling Rules, 2011;

xvi. The Energy Conservation Act, 2001;

xvii. The Motor Vehicles Act, 1988;

xviii. Mineral Conservation and Development Rules, 2017;

xix. Metallic Ferrous Mines Regulation, 1961;

xx. Ammonium Nitrate Rules, 2012;

xxi. The Static and Mobile Pressure Vessels (unfired) Rules, 1981;

xxii. The Batteries (Management and Handling) Rules, 2001;

xxiii. Gas Cylinder Rules, 1981;

xxiv. The Mines and Minerals (Development and Regulation) Act, 1957;

I further report that, having regard to the compliance system prevailing in the Company and on examination of relevant documents and records in pursuance thereof, the Company has complied with other Acts and Regulations which are specifically applicable on the operation of the businesses of the Company.

I have also examined compliance with the applicable clauses of the following:

(i) The Secretarial Standards issued by the Institute of Company Secretaries of India as notified by the Ministry of Corporate Affairs;

(ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

Based on my examination and verification of records produced to me and according to the information and explanations given to me by the Company, in my opinion, the Company has complied with the provisions of the Companies Act, 1956 as well as Companies Act, 2013, wherever applicable and Rules made there under and Memorandum and Articles of Association of the Company with regard to:

(a) Maintenance of statutory registers and documents and making necessary entries therein;

(b) Common Seal, Registered Office and publication of name of the Company;

(c) Filing of the requisite forms, returns, documents applications and resolutions with the Registrar of Companies, Regional Director, National Company Law Tribunal (NCLT)/National Company Law Appellate Tribunal (NCLAT), Central Government and such other authorities within the time prescribed or within the extended time with additional fee as prescribed under the Act and Rules made there under;

(d) Service of documents by the Company to its Members, Auditors, Directors, Stock Exchanges and the concerned Registrar of Companies;

(e) Convening and holding of the meetings of the Board, Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Finance Committee, Restructuring Committee, Risk Management Committee and Stakeholder Relationship Committee;

(f) Convening and holding of the 20thAnnual General Meeting of the Company on September 23, 2017. There was no Extra Ordinary General Meeting (EGM) convened during the year. However two Postal Ballot processes were conducted during the year under review; 1) Postal Ballot Notice dated July 27, 2017 for Issue of Foreign Currency Convertible Bonds and Foreign Currency Amortising Bonds in cashless exchange of the existing U.S. $ 150,000,000 5.75 percent. Convertible Bonds due September 2017 and alteration of the Objects Clause of the Memorandum of Association of the Company 2) Postal Ballot/ E-voting process under the directions of Hon'ble NCLT, Allahabad vide Notice dated December 15, 2017 for the approval of the Scheme of Arrangement between Jaiprakash Associates Limited, Jaypee Infrastructure Development Limited and their respective shareholders and creditors;

(g) Minutes of the proceedings of General Meeting, Board Meeting(s), Board's Committees Meeting and results of Postal Ballot were properly recorded in loose leaf form, which are being bound in a book form at regular intervals;

(h) Disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other companies and interest in other entities by the Directors;

(i) Appointment, re-appointment and retirement of Directors including the Managing Director and Executive Directors and payment of remuneration to them;

(j) Disclosure requirements in respect of their eligibility for appointment, declaration of their independence, compliance with the code of conduct for Directors and Senior Management Personnel as per the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, respectively;

(k) Establishing a policy on Related Party Transactions and hosting the same on the website of the Company;

(l) Appointment and Remuneration of Statutory Auditors and Cost Auditors;

(m) Report of the Board of Directors issued by the Company during the financial year under review;

(n) Transfer of amounts as required under the Act to the Investor Education and Protection Fund;

(o) Approval of members, Board and its Committees, Government Authorities, NCLT& NCLAT wherever required;

(p) Borrowing and registration, modification and satisfaction of charges, wherever applicable;

(q) There are adequate systems and processes in the Company that commensurate with the size and operations of the Company to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines;

(r) Form of Balance Sheet, Statement of Profit and Loss and disclosures made therein are as per the Schedule III, to the Act;

(s) Appointment of Internal Auditors and Secretarial Auditor;

(t) Appointment of Key Managerial Personnel as per Section 203 the Act, Mr. Mohinder Paul Kharbanda resigned from the post of Company Secretary effective from May 31, 2017 and Mr. Manmohan Sibbal was appointed as the Company Secretary on June 01, 2017. Mr. Rahul Kumar resigned from the office of Whole Time Director and Chief Financial Officer (CFO) w.e.f July 31, 2017 and to fill up the vacancy caused due to the resignation of Mr. Rahul Kumar as CFO, Mr. S..K. Thakral was appointed as Chief Financial Officer (CFO) w.e.f August 05, 2017.

(u) The appointment of Independent Directors was as per Section 149(6) of the Act.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, and Guidelines etc., mentioned above subject to the observations as under:

I further report that:

(1) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

(2) Adequate notice is given to all directors to convene the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or with shorter notice and a system exist for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting except for the Meetings of the Audit Committee held on July 07, 2017 and October 07, 2017 and Meeting of the Board of Directors held on October 07, 2017 which were convened with shorter notice(s) in which emergent business and other business were conducted in the presence of several independent directors who attended the meeting(s).

(3) All the decisions at the Board and Committees of Board have been carried out unanimously as recorded in the Minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be and none of the Director had requested noting his dissent in any matter.

(4) The Directors have disclosed their interest and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities as and when required and their disclosures have been noted and recorded by the Board;

I further report that during the audit period, the Company has following events having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

1) During the year under review, the Scheme of Arrangement amongst the Company, Jaiprakash Associates Limited, Jaypee Cement Corporation Limited, the wholly owned subsidiary of JAL and UltraTech Cement Limited and their respective shareholders and creditors, for sale of Company's certain identified cement plants was sanctioned be the Hon'ble National company Law Tribunal, Allahabad vide its Order dated March 2, 2017 (as corrected on March 9, 2017). Consequently, the transaction as per the Definitive Agreement dated March 31, 2016 with Ultratech Cement Limited (UTCL) for an aggregate Enterprise Value of Rs. 16,189 Crore was consummated on June 29, 2017. The proceeds of the transaction helped the Company to reduce its debt of part payment to the holders of Foreign Currency Convertible Bonds, repayment of all outstanding fixed deposits & interest thereon, and other priority payments.

2) The Company has not accepted any deposits during the year. As on March 31, 2017 there were 1,78,704 outstanding Fixed Deposits (FDs), aggregating Rs.2722.53 Crores (including interest payable). During the year under review, the Company has repaid all its outstanding fixed deposits and interest thereon in terms of the acceptance thereof, within the extension of time granted by the Hon'ble National Company Law Tribunal regularizing all such payments vide its Order dated October 23, 2017 except for only 33 FDs aggregating approx. Rs. 22 lacs which could not be repaid due to various reasons including prohibitory orders from various Government Agencies, unavailability of particulars of depositors/ their complete addresses, etc. The amount payable on such FDs is lying in a separate Bank Account and the same shall be repaid in due course in terms of the aforesaid Order of Hon'ble National Company Law Tribunal.

3) Legal proceedings against or by the Company, which are pending before various courts/tribunals including Competition Commission of India/COMPAT/NCDRC/ NCLAT and as per managements explanation, the same are being defended/ handled under the advise of various counsels and the directions of the legal forums/courts are being complied and this including deposits of the amount of whatever nature, pending its final adjudication by the respective courts/ legal forum.

    a. The Competition Commission of India vide its order dated August 31, 2016 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 during F.Y 2009-10 & 2010-11 and imposed a penalty of Rs. 1323.60 Crores on the Company. The Company has filed an appeal against the said Order before the Competition Appellate Tribunal wherein the Tribunal vide its order dated November 15, 2016 read with order dated December 07, 2016 granted stay in depositing the penalty imposed subject to the condition that the Company shall deposit 10% of the penalty calculated on the profit earned by the Cement Business i.e. Rs. 23.77 Crores, which was duly deposited. Thereafter, the matter was heard on various dates by the Hon'ble NCLAT (to whom the power in such matters has been transferred) and the Order has been reserved.

    b. The Competition Commission of India vide its other dated January 19, 2017 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 in the state of Haryana during F.Y 2012-13 to F.Y 2014-15 and imposed a penalty of Rs. 38.02 Crores on the Company. The Company had filed appeal against the Order. The Competition Appellate Tribunal stayed the operation of impugned order and further proceedings will commence after the Order in the matter referred in pt. 3(a) above, is passed.

    c. In another matter before Hon'ble Supreme Court of India, titled Chitra Sharma & others vs. Union of India & others under Writ Petition (Civil) no.744/2017, the Company has, in terms of directions of Hon'ble Supreme Court, deposited from time to time amounts in aggregate Rs.750 Crores till date with the Court's registry, pending final adjudication of the matter.

4) State Bank Of India has invoked the pledge of 10,00,00,000 Equity Shares of Jaypee Infratech Limited (JIL) held by the company and had sold 3,18,96,744 Equity Shares in the open market during the quarter ended March 31, 2018. The Balance shares aggregating to 6,81,03,256 are held with trusteeship as at March 31, 2018. Pending disposal of balance shares by the Lender, the balance shares continue to be shown as part of current investments at cost.

5) A Scheme of Arrangement has been proposed between the Company and its, wholly-owned subsidiary company, namely, Jaypee Infrastructure Development Limited (JIDL) and their respective shareholders and creditors providing for the demerger of "SDZ Real Estate Development Undertaking" of JAL and its transfer and vesting of assets, liabilities, rights, interests, obligations etc. in JIDL, as a going concern on a slump exchange basis, is pending for sanction before Hon'ble NCLT, Allahabad.

6) There were occasional delays in the repayment of its outstanding dues and interest thereon to the Banks/ Financial Institutions, which as per management's explanations were due to mismatch of cash flow problem. Foreign Currency Convertible Bonds- Series IV were due for redemption on September 08, 2017. Out of issue size of USD 150 million of FCCB-IV, USD 39.60 million (i.e. 26.40%) had so far been converted into 2,84,45,567 Equity Shares. The outstanding FCCBs on due date September 08, 2017 were to the tune of USD 110.400 million. During the year under review pursuant to the agreement with Bondholders,

the Company has successfully restructured its outstanding FCCB's against the issue of US $ 150 million 5.75 % FCCB (due September, 2017) by way of cashless exchange with:

(a) U.S. $ 38,640,000, 5.75% Foreign Currency Convertible Bonds (FCCBs) Due 2021 (Series A Bonds) and,

(b) U.S. $ 81,696,000, 4.76% Amortizing Non-Convertible Foreign Currency Bonds Due 2020 (Series B Bonds) after obtaining all requisite approvals.

7) Occasional delays/ irregularities in the payment of some of the statutory dues were observed, which as per management's explanations were due to cash flow problems.

8) The Company has received show cause notices in respect of technical contraventions of some provisions of the Companies Act 1956/2013, observed during the course of inspection of its books and records by MCA. The Company intends to make compounding application(s) for the same in the due course.

CS Ashok Tyagi
FCS 2968
PCS 7322

Place: New Delhi
Date: May 19, 2018

Note: This Report is to be read with our letter of even date which is annexed as Annexure - A and forms an integral part of this Report.

Annexure - A

The Members,
Jaiprakash Associates Limited,
{CIN: L14106UP1995PLC019017}
Sector 128, NOIDA - 201304.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I have followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, I have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.

5. The compliances of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. My examination was limited to the verification of procedures on the random test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: May 19, 2018 **CS ASHOK TYAGI**
Place: New Delhi FCS 2968
PCS 7322

Annexure B

Observations

1. During the year, the Company has made payment to its Managerial Personnel in terms of their respective appointments and within the limits prescribed under the Companies Act, 2013. However, in view of default in repayment of principal and/or interest to Banks and Financial Institutions during the year ended March 31, 2015, the Central Government has vide its letter dated December 27, 2017 directed the Company to recover the remuneration paid to its Managing and Whole-time Directors. The Management has been advised to approach the Central Government for waiver of the said recovery. In case the same is not approved by the Central Government, the Company intends to seek approval of the banks / public financial institutions / secured creditors and the shareholders for such waiver, in terms of Section 197 of the Companies Act, 2013 as amended in due course. The Company's Nomination and Remuneration Committee & the Board of Directors have already consented for such course of action.

2. Complaints/ references from investors and other shareholders including those received through regulatory authorities were attended to/ replied.

3. The Company has generally been regular in filing of forms with ROC except for some delay in filing IEPF related forms which were filed late due to reconciliation issue between the Banks and Registrar and Transfer Agents and such forms along with some other forms were filed with additional fees.

Date: May 19, 2018 **CS ASHOK TYAGI**
Place: New Delhi FCS 2968
PCS 7322

CORPORATE GOVERNANCE REPORT

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 and capacity to learn from success or failure and more importantly, ensure growth with human face. This has always been the guiding philosophy of the Company and will continue to be pursued in future.

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The objective is to meet stakeholders' aspirations and expectations of the society. Good governance practices stem from the dynamic culture and positive mindset. The Company is committed to meet the aspirations of all its stakeholders.

The Company adheres to compliance requirements of SEBI [Listing obligations and Disclosure Requirements] Regulations, 2015 (LODR) along with other objectives of the principles of the Corporate Governance.

2. BOARD OF DIRECTORS

The constitution of the Board of Directors consists of eminent persons having expertise in different fields, including engineering, finance, commercial, business administration etc., which helps healthy deliberations at the Board meetings to decide on various matters of different business segments of the Company.

The Independent Directors discharge their responsibilities with full impartiality as Independent Directors . The Board members have intellectual acumen, integrity, honesty and ability to take decision and develop trust.

The Board of the Company is fairly diverse in all parameters including their qualifications, technical expertise, regional and industry knowledge, leadership and teamwork. The Board assists the management in finding solutions, provide necessary guidance to enhance the financial performance and achieve higher targets.

Earlier the Whole–time Directors were appointed for a period of 5 year and Independent Directors were appointed for a period of 3 years, however, from April, 2015 and September 2017 respectively, Whole–time Directors are appointed for a period of 3 year and Independent Directors are appointed for a period of 5 years, to ensure Board effectiveness.

As per Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (LODR), in case the Chairman of the Board is an Executive Chairman, at least half of the Board should comprise of Independent Directors. Our Board, which is headed by Executive Chairman, has 15 Directors as on March 31, 2018 out which 8 are Independent Directors to ensure continuing compliance of Regulation 17 of the LODR.

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

(As on 31.03.2018)

Name & Designation of the Directors	Last AGM (held on 23.09.17) Attended	No. of Board Meetings attended (against 5 held during FY 17-18)	No. of Director-Ships (note i) Other than JAL	Committee Positions held (including in JAL) (Note-ii)	
				Chairman	Member (other than Chairman)
EXECUTIVE DIRECTORS					
Shri Manoj Gaur, Executive Chairman & CEO	Yes	4	7	-	-
Shri Sunil Kumar Sharma, Executive Vice-Chairman	Yes	4	9	2	1
Shri Sunny Gaur, Managing Director (Cement)	No	4	9	1	2
Shri Pankaj Gaur, Jt. Managing Director (Construction)	Yes	1	7	-	-
Shri Ranvijay Singh, Wholetime Director	Yes	5	1	-	-
Shri Rahul Kumar, Whole-time Director & CFO **(resigned w.e.f. 31.07.17) (Ref note: iii)**	N.A.	1	N.A.	N.A.	N.A.
INDEPENDENT DIRECTORS					
Shri R.N. Bhardwaj	Yes	4	7	3	6

(As on 31.03.2018)

Name & Designation of the Directors	Last AGM (held on 23.09.17) Attended	No. of Board Meetings attended (against 5 held during FY 17-18)	No. of Director-Ships (note i) Other than JAL	Committee Positions held (including in JAL) (Note-ii)	
				Chairman	Member (other than Chairman)
Shri B.K. Goswami	Yes	5	6	3	3
Ms. Homai A. Daruwalla	No	5	8	3	6
Shri K.N. Bhandari	Yes	5	9	4	5
Shri C.P. Jain	Yes	4	4	-	4
Shri K.P. Rau	Yes	5	2	-	1
Shri S.C.K Patne	Yes	5	5	3	3
Shri T.R. Kakkar	No	4	1	1	1
NOMINEE DIRECTORS (NON-INDEPENDENT)					
Shri S.C. Rathi, (LIC)	No	5	0	-	-
Shri Shailesh Verma (SBI) (ceased to be Director w.e.f. 18.05.18, Ref Note : vi)	Yes	5	0	-	-
Shri Subrat Kumar Mohapatra (IDBI) (ceased to be Director w.e.f. 12.02.18, Ref Note : v)	No	2	0	-	-

Notes:

i) For the purpose of number of directorships of individual Directors, directorships of **only Indian Public Limited Companies** have been considered (**as per Section 165** of The Companies Act, 2013). None of the Directors exceeds the prescribed limit of total 20 Companies with maximum 10 Public Companies.

ii) Committee positions of **only two Committees, namely Audit Committee and Stakeholders' Relationship Committee in Public Limited Companies** have been considered (pursuant to Regulation 26 of the LODR).

iii) **Shri Rahul Kumar**, Whole-time Director & CFO resigned w.e.f. 31st July, 2017 due to his personal reasons.

iv) **Shri S.C. Bhargava**, Independent Director resigned w.e.f. 22nd April, 2017 due to personal reasons. No meeting was held between 01.04.17 & 22.04.17.

v) IDBI Bank Limited withdrew nomination of **Shri S.K. Mohapatra** as Nominee Director from the Board of the Company **w.e.f. 12th February 2018.**

vi) State Bank of India withdrew nomination of **Shri Shailesh Verma** as Nominee Director from the Board of the Company **w.e.f. 18th May 2018** pursuant to his resignation.

vii) Shri Jaiprakash Gaur has been co-opted as a Director on the Board of the Company w.e.f. 19th May, 2018. He is father of Shri Manoj Gaur & Shri Sunny Gaur.

viii) **Number of shares and convertible instruments held by Directors as on March 31, 2018** are tabulated below:

Non- Executive Directors

S. No.	Names of Non-executive Directors	No. of Equity Shares held	No. of convertible instruments held
1.	Shri R. N. Bhardwaj	NIL	NIL
2.	Shri B.K. Goswami	5,000	NIL
3.	Ms. Homai A. Daruwalla	NIL	NIL
4.	Shri K.N Bhandari	5000	NIL
5.	Shri C.P Jain	375	NIL
6.	Shri K.P Rau	NIL	NIL
7.	Shri S.C.K Patne	NIL	NIL
8.	Shri T.R Kakkar	NIL	NIL
9.	Shri S.C Rathi (LIC Nominee)	NIL	NIL
10.	Shri Shailesh Verma (SBI Nominee)	500	NIL

Executive Directors

S. No.	Names of Executive Directors	No. of Equity Shares held	No. of convertible instruments held
1.	Shri Manoj Gaur	1,75,900	NIL
2.	Shri Sunil Kumar Sharma	1,501	NIL
3.	Shri Sunny Gaur	2,38,045	NIL
4.	Shri Pankaj Gaur	1,56,750	NIL
5.	Shri Ranvijay Singh	30,43,015	NIL

ix) **Independent Directors and their tenure are as under:**

S. No.	Name of Independent Director	Tenure (Second term of 5 consecutive years)	
		From	To
1.	Shri B.K. Goswami	27.09.2017	26.09.2022
2.	Shri R. N. Bhardwaj	27.09.2017	26.09.2022
3.	Ms. Homai A. Daruwalla	27.09.2017	26.09.2022
4.	Shri K.N Bhandari	27.09.2017	26.09.2022
5.	Shri S.C.K Patne	27.09.2017	26.09.2022
6.	Shri C.P Jain	27.09.2017	26.09.2022
7.	Shri K.P Rau	27.09.2017	26.09.2022
8.	Shri T.R Kakkar	12.11.2017	11.11.2022

NUMBER OF BOARD MEETINGS HELD AND DATES THEREOF:

During the financial year 2017-18, **5 meetings** of the Board of Directors were held as against the requirement of four meetings. The details of the Board Meeting held are given below:

Date of Board Meeting	Board Strength	No. of Directors Present
29th May, 2017	17	15
5th August, 2017	16	15
7th October, 2017	16	11
14th November, 2017	16	13
19th January, 2018	16	14

The maximum time gap between two meetings was not more than one hundred and twenty days, as prescribed under the Companies Act, 2013 and LODR.

INFORMATION PLACED BEFORE THE BOARD

Information placed before the Board of Directors covers the items specified in LODR 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.

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. The Code of Conduct has also been posted on the website of the Company at following link: **[http://www.jalindia.com/attachment/codeofconduct.pdf]**.

All Board Members and Senior Management personnel have, on March 31, 2018, 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 responsibilities, the Board has an Audit Committee, which as on 31st March 2018, comprises of Independent Directors namely Shri K.N. Bhandari (Chairman), Ms. H.A. Daruwalla, Shri K.P. Rau and Shri S.C.K. Patne.

The Audit Committee is constituted in line with the provisions of LODR read with Section 177 of the Companies Act, 2013.

The Broad terms of reference of the Audit Committee, inter alia, are:

- Recommend to the Board for appointment, remuneration and terms of appointment of auditors of the company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Examination of the financial statement and the auditors' report thereon;
- Approval or any subsequent modification of transactions of the Company with related parties.
- According Omnibus approval relating to Related Party transactions.
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, where ever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters;
- Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, right issue, preferential issue etc), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Establish a Vigil Mechanism for Directors and employees to report genuine concerns in such manner as may be prescribed;
- To review the functioning of the Whistle Blower mechanism;

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Approval for appointment of C.F.O. of the Company;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to.
  i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  ii. Changes, if any, in accounting policies and practices and reasons for the same.
  iii. Major accounting entries involving estimates based on the exercise of judgment by management
  iv. Significant adjustments made in the financial statements arising out of audit findings
  v. Compliance with listing and other legal requirements relating to financial statements
  vi. Disclosure of any related party transactions
  vii. Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Review the financial statements; inter alia, the investments made by the unlisted subsidiary company.
- The Audit Committee shall mandatorily review the following:
  i. Management Discussion and Analysis of financial condition and results of operations;
  ii. Statement of significant related Party transactions (as defined by the Audit Committee), submitted by management;
  iii. Management Letters/ letters of internal control weaknesses issued by the statutory auditors;
  iv. Internal Audit Report relating to internal control weaknesses and
  v. The appointment, removal and terms of remuneration of the Chief Internal Auditor.
- Such other matters as may from time to time be required under any statutory, contractual or other regulatory requirement.
- The Audit Committee shall have authority to investigate into any matter listed above and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

Meeting Details of Audit Committee

Six meetings of the Audit Committee were held during the financial year 2017-18 on 29th May, 2017, 07th July, 2017, 5th August, 2017, 07th October 2017, 14th November , 2017, 19th January, 2018.

The Composition and attendance at Audit Committee 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 (Ex-Chairman)	3	3
Shri B. K. Goswami	3	3
Shri K.P. Rau	6	6
Shri S C K Patne	3	3
Shri K N Bhandari (Chairman)	3	3
Ms. Homai A Daruwalla	3	3

NOMINATION AND REMUNERATION COMMITTEE

Nomination and Remuneration Committee as on 31st March, 2018 comprised of Non-executive and Independent Directors namely Shri B.K. Goswami as Chairman and Shri Tilak Raj Kakkar, & Ms. Homai. A. Daruwalla as members of the Committee.

The Committee's constitution and terms of reference are in compliance with provisions of Section 178 of the Companies Act, 2013 and LODR.

The Broad terms of reference of the Nomination and Remuneration Committee are:

- Recommend to the Board the set up and composition of the board and its committees including the "formulation of the criteria for determining qualification, positive attributes and independence of a Director". The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by Nomination and Remuneration Committee or by an independent external agency and review its implication and compliance.

- To devise a policy on Board diversity.
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to Board their appointment and/ or removal.
- To carry out evaluation of every directors performance and support the board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include *"formulation of criteria for evaluation of Independent Directors and the Board."*
- Recommend to the Board the remuneration policy for Directors, Key Managerial Personnel and other employees ensuring the following:
    1. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the desired persons;
    2. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
    3. Remuneration to Directors, Key managerial Personnel and Senior management involves a balance between fixed and incentive pay reflecting short and long – term performance objectives appropriate to the working of the Company and its goals.
- Oversee familiarisation programmes for directors.
- Performing such functions as is mandated by the board from time to time and/ or is enforced by any statutory notification, amendment or modification, as may be applicable.
- recommend to the board, all remuneration, in whatever form, payable to senior management.

The Chairman of the Nomination and Remuneration Committee or in his absence any member of the Committee authorized by him shall attend all general meetings of the Company to answer shareholders' queries.

<u>Meeting Details of Nomination and Remuneration Committee</u>

Two meetings of Nomination and Remuneration Committee were held during the financial year 2017-18 on 29th May, 2017 and 5th August, 2017.

The Composition and attendance at Nomination and Remuneration Committee 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 B. K. Goswami, Chairman	2	2
Shri T.R. Kakkar	2	2
Ms. Homai A. Daruwalla	2	2

Criteria for evaluation of Directors' performance

Pursuant to the provisions of the Companies Act, 2013 alongwith the provisions of the LODR, Nomination and Remuneration Committee considers various aspects including engagement, strategic planning, consensus building and understanding of national/ international events while evaluating the performance of the Independent Directors and so far as evaluation of the performance of Non-Independent and Non-Executive Directors are concerned, engagement, strategic planning, team spirit and consensus building, effective leadership, domain knowledge and understanding of national/ international events were considered as parameters of performance.

The Nomination and Remuneration Committee considered management qualities, team work abilities, results/ achievement, domain knowledge, understanding and awareness, leadership qualities, motivation/ commitment/ diligence, integrity/ ethic/ values as also receptivity performance as performance indicators for Executive Directors.

Nomination and Remuneration Committee while evaluating the potential candidates, considers a variety of personal attributes, including experience, intellect, foresight, judgement and transparency.

Broadly, the following criteria are reckoned for selection of Independent Directors based on:

(i) Independence from Management.

(ii) No substantial shareholding.

(iii) Other significant relationship which may cause a conflict of interest.

(iv) Capability of taking fair decisions without being influenced.

(v) Independent Directors are expected to balance the decision making process of the Board by constructively challenging the Company's strategy and exercise due diligence.

(vi) Independent Directors should possess the requisite business and industry expertise in the domain the Company operates in.

(vii) Independent Directors should be competent enough to work effectively like a team member as well as leader with the other Directors of the Board and committees.

(viii) Independent Directors should contribute constructively in the Board's deliberations.

Declaration from Independent Directors:

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of Independence as provided under law.

The Company has received declarations from all the Independent Directors that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligation & Disclosure Requirement) Regulations 2015.

The Nomination and Remuneration Policy

The Nomination and Remuneration Policy for the members of the Board of Directors of the Company takes into consideration their role and responsibilities.

The salient features of the policy are highlighted below:

a) Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a Director;

b) Nomination and Remuneration Committee shall identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions;

c) While selecting Independent Directors, the Nomination and Remuneration Committee shall identify persons of integrity who possess relevant expertise and experience required for the position;

d) Non-Executive/ Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof, an amount as may be approved by the Board of Directors within the limits prescribed under the Companies Act, 2013 and the Rules made thereunder, provided that the amount of such fees shall not exceed ₹ one lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time. The sitting fees for Independent Directors and Woman Directors shall not be less than the sitting fee payable to other directors;

e) An Independent Director shall not be entitled to any stock option of the Company;

f) Other employees of the Company shall be paid remuneration as per the Company's HR policies. The breakup of the pay scale and quantum of perquisites including employer's contribution to PF, pension scheme, medical expenses, etc. shall be as per the Company's HR policy.

   The Company shall reimburse actual expenditure incurred by the Directors in the performance of their duties as per the rules and policies of the Company.

   Remuneration of other Employees shall be reviewed/decided on an annual basis or earlier if deemed necessary, based on performance appraisal of individual employees taking into account several factors such as job profile, qualifications, seniority, experience, commitment including time commitment, performance and their roles and duties in the organization.

g) The age, term of appointment and retirement of Executive Chairman/ Managing Director/ Whole-time Director shall be determined in accordance with the provisions of Companies Act, 2013 read with Rules made thereunder;

h) Executive Chairman/ Managing Director/ Whole-time Director and Key Managerial Personnel shall be paid the remuneration within the overall limit to the extent prescribed/applicable under the Companies Act, 2013 and the Rules made thereunder as recommended by the Nomination and Remuneration Committee subject to the approval of the Board;

i) The Company shall provide suitable training to Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the Company, etc.

Details of Remuneration paid to all the Directors

a) Executive Directors (Managing & Whole-time Directors)

Details of remuneration paid for the year ended March 31, 2018 to Executive Directors are as under:

(Amount in ₹)

S. No.	Name	Designation	Tenure upto	Salary	Benefits	Total
1.	Shri Manoj Gaur	Executive Chairman & CEO	31.03.2019	46,200,000	42,620,228	88,820,228
2.	Shri Sunil Kumar Sharma	Executive Vice-Chairman	17.03.2019	29,700,000	28,019,082	57,719,082
3.	Shri Sunny Gaur	Managing Director (Cement)	30.12.2019	16,200,000	15,895,000	32,095,000
4.	Shri Pankaj Gaur	Jt. Managing Director (Cons-truction)	30.06.2019	14,175,000	13,806,002	27,981,002
5.	Shri Ranvijay Singh	Whole-time Director	13.12.2020	12,150,000	11,956,669	24,106,669
6.	Shri Rahul Kumar	Whole –time Director & CFO	Resigned w.e.f. 31.07.2017.	3,780,000	14,091,619	17,871,619
	Total			122,205,000	126,388,600	248,593,600

Notes:

1. There is no variable component of remuneration. Benefits include House Rent Allowance and other perquisites.

2. Shri Manoj Gaur and Shri Sunny Gaur are brothers.

b) Non-executive Directors

The Company paid remuneration by way of sitting fees to the Non-executive Directors for attending Board and Committee meetings of ₹ 40,000/- per meeting.

Details of sitting fees paid to Non-executive Directors during the financial year 2017-18 are as under:

S. No.	Name of the Directors	Designation	Total sitting fee paid (₹)
1.	Shri Shailesh Verma	Nominee Director (SBI)	200000
2.	Shri S.K Mohapatra	Nominee Director (IDBI)	80000
3.	Shri S.C Rathi	Nominee Director (LIC)	200000
4.	Shri R.N. Bhardwaj	Director	320000

S. No.	Name of the Directors	Designation	Total sitting fee paid (₹)
5.	Shri B.K. Goswami	Director	760000
6.	Shri S.C.K Patne	Director	360000
7.	Shri T.R Kakkar	Director	840000
8.	Shri C.P Jain	Director	240000
9.	Shri K.P Rau	Director	480000
10.	Ms. H.A. Daruwalla	Director	480000
11.	Shri K.N Bhandari	Director	360000
	Total		**43,20,000**

Notes:

i. The sitting fee was paid directly to Shri S.C. Rathi, LIC Nominee and Shri Shailesh Verma, SBI Nominee.

ii. As per the Income Tax Act, 1961, Income Tax at Source was deducted from the Sitting Fees paid to Non-Executive Directors.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Committee Specifically looks in to various aspects of interest of Shareholders, debenture holders and other Security holders.

The role of the committee inter-alia includes the following:

(1) Resolving the grievances of the security holders including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

(2) Review of measures taken for effective exercise of voting rights by shareholders.

(3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

(4) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The Committee's terms of reference are in accordance with the provisions of the Companies Act, 2013, Rules made thereunder and Regulation 20 of LODR with the Stock Exchanges.

The Stakeholders Relationship Committee **as on 31st March, 2018** comprised of Shri T.R. Kakkar as Chairman and Shri Sunil Kumar Sharma & Shri Sunny Gaur as members.

Meeting Details of Stakeholders Relationship Committee

Thirteen meetings of the Committee were held in Financial Year 2017-18 on 1st April, 2017, 2nd May, 2017, 29th May, 2017, 1st July, 2017, 2nd August, 2017, 2nd September, 2017, 15th September, 2017, 2nd November, 2017, 21st November, 2017, 5th December, 2017, 11th January, 2018, 2nd February, 2018 and 5th March, 2018.

The details of meetings attended by committee members are as under:

Name of Members	Total Meetings held during the tenure of the Member	Meetings attended
Shri Tilak Raj Kakkar	13	13
Shri Sunil Kumar Sharma	13	13
Shri Rahul Kumar*	4	4
Shri Sunny Gaur	6	6

*Shri Rahul Kumar ceased to be member of the Committee w.e.f. 31st July 2017 consequent upon his resignation from the Board. After his resignation, Shri Sunny Gaur was appointed as Member of the Committee w.e.f. 29th September, 2017.

NAME, DESIGNATION AND ADDRESS OF COMPLIANCE OFFICER

Till 31st May 2017,

Shri Mohinder Paul Kharbanda, Senior General Manager (Sectl.) & Company Secretary.

Address: Sector -128, NOIDA – 201304, U.P.

w.e.f. 1st June 2017,

Shri M.M. Sibbal, Jt President & Company Secretary has been appointed as Compliance Officer.

Address: Sector -128, NOIDA – 201304, U.P.

Status of Complaints

During the Financial Year 2017-18, the status of the complaints received and resolved by the Company from the shareholders were as under:

Complaints Pending as on 01.04.2017	NIL
Complaints Received during the year	241
Complaints Resolved during the year	241
Complaints Pending as on 31.03.2018	NIL

The Chairperson of the Committee (or any member authorised by him) attends all general meetings of the Company to answer shareholders queries, if any.

7. RISK MANAGEMENT COMMITTEE

The Board of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

Risk Management Policy

The Company has developed and implemented a Risk Management Policy which inter-alia:

a) defines framework for identification, assessment, monitoring, mitigation and reporting of risks; and

b) ensures that all the current and future material risk exposures are identified, assessed, quantified, appropriately mitigated, minimized, managed and critical risks which impact the achievement of Company's objective or threatens its existence are periodically reviewed.

Composition of Risk Management Committee

Risk Management Committee as on 31st March, 2018 comprised of Shri Manoj Gaur as Chairman, Shri K.N. Bhandari, Shri R.N. Bhardwaj and Shri Sunil Kumar Sharma as members.

During the year the Audit Committee and the Board reviewed and evaluated the risks and concerns faced by the Company including legal cases, insurance of its Assets etc.

8. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

As per Section 135 of the Companies Act, 2013, the Company has constituted Corporate Social Responsibility Committee to oversee the expenditure of the Company on CSR Activities and proper implementation of the Company's CSR policy.

Corporate Social Responsibility Committee as on 31st March, 2018 comprised of Shri B.K. Goswami, Chairman, Shri. T.R. Kakkar, Shri Sunny Gaur and Shri Pankaj Gaur, members.

One meeting of the Committee was held in Financial Year 2017-18 on **29th May, 2017.**

Composition and details of meeting held and attended by the members of the Committee are as under:

S. No.	Name	Category	Total Meetings held during the tenure of the Member	Meetings attended
1	Shri B.K. Goswami, Chairman	Independent Director	1	1
2.	Shri. T.R. Kakkar	Independent Director	1	1
3.	Shri Sunny Gaur	Executive Director	1	1
4.	Shri Pankaj Gaur	Executive Director	1	0
5.	Shri Rahul Kumar*	Executive Director	1	1

**Shri Rahul Kumar ceased to be a member of this Committee w.e.f. 31st July 2017 consequent upon his resignation from the Board.*

Terms of reference of the CSR Committee

The Broad terms of reference of the CSR Committee, inter alia, includes the following:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013.
- To recommend the amount of expenditure to be incurred on the CSR activities and
- To monitor the CSR Policy of the Company from time to time.

9. BOARD EVALUATION

FORMAL ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE, PERFORMANCE OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS

1. Nomination and Remuneration Committee of the Board specified the manner for effective evaluation of performance of Board, its committees and individual Directors to be carried out. It also carried out the evaluation of performance of Board, its committees and individual Directors, in their meeting held on **19th May 2018**, on the basis of various attributes and parameters as well as the provisions contained in the Nomination and Remuneration Policy of the Company and the criteria formulated for evaluating the performance of Independent Directors, Non-Independent & Non-Executive Directors and Executive Directors.

2. As per the provisions of the Companies Act, 2013 and provisions of the LODR, **Independent Directors had a meeting on 30th March 2018** without any one from the Non-Independent Directors and Management in which they reviewed :

   a) the performance of the Non-Independent Directors and the Board as a whole;

   b) the performance of the Chairperson of the Company taking into account views of the Executive Directors and Non-Executive Directors; and

   c) the quality, quantity and timeliness of flow of information between the Company's Management and the Board.

3. The Board subsequently evaluated the performance of Board as a whole, performance of the Committees and also the performance of Independent Non-Executive Directors on the following parameters:

   (i) The size and composition (Executive, Non-Executive, Independent Directors) and their background in terms of knowledge, diversity of skills and experience of the Board is appropriate;

(ii) The Board conducts itself in such a manner that it is seen to be sensitive to the interest of all stakeholders and it has adequate mechanism to communicate with them;

(iii) The Board is active in addressing matters of strategic concerns in its review of the Board Agenda with the executive management;

(iv) The Board makes well informed high quality decisions on the basis of full information and clear insight into Company's business;

(v) The Board meets frequently enough and for sufficient duration to enhance its effectiveness;

(vi) The Board's meeting time is appropriately allocated between management presentation and Board discussion;

(vii) The Board has clearly defined the mandates of its various Committees and effectively oversees their functioning;

(viii) The Board is effective in developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities;

(ix) The Board regularly follows up on its decision to ensure that action is taken on all its decisions; and

(x) The Board gives effective advice and assistance for achieving the Company's mission and vision.

Information placed before Board:

As per the requirements of regulation 17(7) of SEBI (Listing Obligation & Disclosure Requirement) 2015, following minimum information, to the extent applicable and relevant/material, is placed before Board of Directors by the Company:

A. Annual operating plans and budgets and any updates.

B. Capital budgets and any updates.

C. Quarterly results for the listed entity and its operating divisions or business segments.

D. Minutes of meetings of audit committee and other committees of the board of directors.

E. The information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary.

F. Show cause, demand, prosecution notices and penalty notices, which are materially important.

G. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.

H. Any material default in financial obligations to and by the listed entity, or substantial non-payment for goods sold by the listed entity.

I. Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the listed entity or taken an adverse view regarding another enterprise that may have negative implications on the listed entity.

J. Details of any joint venture or collaboration agreement.

K. Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.

L. Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.

M. Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.

N. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.

O. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc., if any.

Evaluation of performance of Committees

The Board also evaluated the performance of the Committees and found their performance and their functioning within the mandate of the Board besides meeting the expectations of the Board.

Evaluation of performance of Independent Directors

The performance of Independent Directors was reviewed by the Board on the basis of various parameters/criteria like identifying their effective participation in the Board Meetings, their knowledge about the Company's vision and performance, quality and value of their contribution at the Board Meetings, effective contribution towards the development of strategy and risk management.

10. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Independent Directors are on the Board of the Company for quite sometime and are well versed with their role, rights and responsibilities in the Company, the nature of industry in which the Company operates, business model of the Company and systems in place.

The Independent Directors are familiarized from time to time with various facets of the Company's business through site visits, presentations and inter-actions with various senior executives of the Company. They are also familiarized with their role, rights and responsibilities in the Company through their appointment letter and in the Board Meetings from time to time.

11. WEB-LINK OF THE COMPANY'S POLICIES

As per the requirement of the LODR following links of policies of the Company are provided as follows:

S. No.	Name of the Policy	Web-link
1	Code of Conduct of Directors and Senior Management	www.jalindia.com/attachment/codeofconduct.pdf
2	Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	www.jalindia.com/attachment/CodeforFairDisclosurePolicy.pdf
3	Vigil Mechanism cum Whistle-Blower Policy	www.jalindia.com/attachment/Vigil-Mechanism-cum-Whistle-Blower-Policy.pdf
4	Material Subsidiary Companies Policy	http://www.jalindia.com/attachment/PolicyonMaterialSubsidiaries.pdf
5	Related Party Transactions Policy	http://www.jalindia.com/attachment/PolicyonRelatedPartyTransactions.pdf
6	Familiarization programme for Independent Director	http://www.jalindia.com/attachment/FamilarisationProgrammefor IndependentDirectors.pdf
7	Corporate Social Responsibility Policy	http://www.jalindia.com/attachment/CorporateSocialResponsibilityPolicy.pdf
8	Sustainable Development Policy	http://www.jalindia.com/attachment/Sustainable%20Development%20Policy.pdf
9	Archival Policy	http://www.jalindia.com/attachment/Archival-Policy.pdf
10	Policy for Determination of Materiality of Event	http://www.jalindia.com/attachment/Policy-for-Determination-of-Materiality-of-Event.pdf
11	Policy for Preservation of Documents	http://www.jalindia.com/attachment/Policy-for-Preservation-of-Documents.pdf
12	Dividend Distribution Policy	http://www.jalindia.com/attachment/Dividend Distribution Policy.pdf
13	Quality Policy	http://www.jalindia.com/attachment/qualitypolicy.jpg

12. DIVIDEND DISTRIBUTION POLICY

Securities and Exchange Board of India (SEBI) vide Notification No. SEBI /LAD-NRO/GN/2016-17/008 dated 8th June, 2016 had inserted Regulations 43A in respect of formulation of Dividend Distribution Policy for top 500 listed entities based on market capitalization. In according with the said Regulations, the Company had formulated the following Dividend Distribution Policy and hosted on the Company's website, the web link thereof is given above.

I. PREAMBLE

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") as amended vide Notification dated 8th July, 2016, introduced a new Regulation 43A, which require that the top 500 listed companies (by market capitalisation) shall formulate a Dividend Distribution Policy, which shall be disclosed in the annual report and on the corporate website of the Company.

Accordingly, the Board of Directors ("Board") of Jaiprakash Associates Limited ("Company") has adopted this Dividend Distribution Policy to comply with these requirements. This Policy is applicable only to Equity Shares of the Company and is subject to review if and when the Company issues different classes of shares.

II. DIVIDEND DISTRIBUTION PHILOSOPHY

The Company continues to be committed to value creation for all its stakeholders. The vision of the Company is on sustainable returns, through an appropriate capital strategy for both medium term and longer term value creation. Accordingly, the Board would continue to adopt a progressive and dynamic dividend policy, based on the immediate as well as long term needs of the business simultaneously meeting the expectations of the shareholders.

III. DIVIDEND

The declaration and payment of dividend by the Company is governed by the applicable provisions of Companies Act, 2013, the Articles of Association of the Company and Secretarial Standards for dividend as and when applicable. The Board may declare interim dividend(s) and authorize its payment. The Board may recommend the payment of final dividend for approval of the same by the Sharholders at the AGM. Dividends are generally declared as a percentage of the face value of the Equity Shares. The dividend recommended by the Board and approval by the Shareholders in AGM is distributed and paid to shareholders in proportion to the amount paid-up on shares as on the Record Date so fixed. Dividend includes Interim Dividend.

IV. CIRCUMSTANCES UNDER WHICH SHAREHOLDERS CAN EXPECT DIVIDEND

The Board will assess the Company's financial requirements, including present and future growth opportunities, attendant factors, expectations of the Shareholders and declare dividend in any financial year. The dividend for any financial year shall normally be paid out of the Company profits for that year. This will be arrived at after providing for depreciation in accordance with the provisions of the Companies Act, 2013 as amended from time to time. If circumstances require, the Board may also declare dividend out of accumulated profits of any previous financial year(s) in accordance with provisions of the Act and Regulations, as applicable.

V. INTERIM AND FINAL DIVIDEND

The Board may declare one or more Interim Dividends during the year. Additionally, the Board may recommend Final Dividend for the approval of the shareholders at the Annual General Meeting. The Board may recommend special dividend as and when it deems fit.

VI. FINANCIAL PARAMETERS AND OTHER INTERNAL AND EXTERNAL FACTORS

The following financial parameters and other internal and external factors would be considered for declaration of Dividend:

a. Distributable surplus available as per the Companies Act, 2013 as amended from time to time and Regulations.

b. The Company's liquidity position and future cash flow needs.

c. Track record of dividends distributed by the Company.

d. Payout ratios of comparable companies.

e. Prevailing Taxation Policy or any amendments expected thereof, with respect to dividend distribution.

f. Capital expenditure requirements considering the expansion and acquisition opportunities.

g. Cost and availability of alternative sources of financing.

h. Stipulations/Covenants of loan agreements.

i. Macroeconomic and business conditions in general.

j. Any other relevant factors that the Board may deem fit to consider before declaring dividend.

VII. UTILISATION OF RETAINED EARNINGS

Subject to applicable regulations, the Company's retained earnings shall be applied for:

a. Funding growth needs including working capital, capital expenditure, repayment of debt, etc.

b. Buyback of shares subject to applicable limits.

c. Payment of dividend in future years.

d. Issue of Bonus shares.

e. Any other permissible purpose.

VIII. AMENDMENT/MODIFICATION OF THE POLICY

The Board reserves its right to amend or modify this policy from time and/or in line with changes in the Companies Act, 2013, the rules made thereunder, SEBI (LODR) Regulations, 2015.

13. SUBSIDIARY COMPANIES

The Company had **17 subsidiaries as on 31st March, 2018.**

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.

14. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an **Anti Sexual Harassment Policy** in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All women employees (permanent, contractual, temporary, trainees) are covered under this policy.

It is reported that no complaint was received by the Company during the year under report.

15. CEO/CFO CERTIFICATION

In terms of the requirements of LODR, the Executive Chairman & CEO and the CFO have submitted necessary certificate to the Board of Directors stating the particulars specified under the said Regulation pertaining to the financial statements of the Company. This certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors at their respective meetings held on **19th May 2018.**

For every quarterly financial results also, the CEO & CFO submit necessary certificate to the Board/Audit Committee, which are taken on record.

16. GENERAL BODY MEETINGS

Location, Date and time for last three Annual General Meetings are mentioned below:

Year	Venue	Date	Time
2015	Jaypee Public School, Sector – 128, Noida – 201304, U.P.	24.12.2015 (after obtaining approval from ROC for extension)	11.00 A.M
2016	Jaypee Public School, Sector – 128, Noida – 201304, U.P.	28.09.2016	11.00 A.M.
2017	Jaypee Institute of Information Technology, Sector – 128, Noida – 201304, U.P.	23.09.2017	11.00 A.M.

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

Special Resolutions passed in the previous three Annual General Meetings of the Company held in 2015, 2016 & 2017:

A. Year 2015

1. Re-appointment of Shri Rahul Kumar, Whole-time Director & CFO

Shri Rahul Kumar was re-appointed as Whole-time Director & CFO of the Company w.e.f. October 31, 2015 for a period of 3 years as per the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

2. Re-appointment of Shri Manoj Gaur, Executive Chairman & CEO

Shri Manoj Gaur was re-appointed as Executive Chairman & CEO of the Company w.e.f April 1, 2016 for a period of 3 years as per the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

3. Private Placement of Non-convertible Debentures/debt securities

Resolution under Section 23, 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 for making offer(s) and invitation(s) to subscribe to Secured/ Unsecured/ Redeemable Non-Convertible Debentures (NCDs) including but not limited to subordinated Debentures, bond, and/or other debt securities, etc., on a private placement basis, upto an aggregate amount of ₹ 5,000 Crores (Rupees Five Thousand Crores) only, in one or more tranches/ series/currencies, within the overall borrowing limits of the Company.

4. Creation of Charge

Resolution under Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder authorizing Board for Creation of Charge/ Mortgage on the Moveable and/or Immoveable Properties of the Company, both present and future in favour of Lenders.

B. 2016

1. Approval of option to Convert Loans, Debentures or other Borrowing/Debt of the Company into Equity Shares/ Securities of the Company.

Enabling Resolution for Approval of option to Covert Loans, Debentures or other Borrowing/ Debt of the Company into Equity Shares/ Securities of the Company.

C. 2017

1. Re-appointment of Shri Raj Narain Bhardwaj as an Independent Director

Shri Raj Narain Bhardwaj was re-appointed as an Independent Director of the Company for a second term of five consecutive years w.e.f 27th September, 2017 to 26th September, 2022 as per the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014.

2. Re-appointment of Ms. Homai A. Daruwalla as an Independent Director

Ms. Homai A. Daruwalla was re-appointed as an Independent Director of the Company for a second term of five consecutive years w.e.f. 27th September, 2017 to 26th September, 2022 as per the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014.

3. Re-appointment of Shri Basant Kumar Goswami as an Independent Director

Shri Basant Kumar Goswami was re-appointed as an Independent Director of the Company for a second term of five consecutive years w.e.f. 27th September, 2017 to 26th September, 2022 as per the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014.

4. Re-appointment of Shri Kailash Nath Bhandari as an Independent Director

Shri Kailash Nath Bhandari was re-appointed as an Independent Director of the Company for a second term of five consecutive years w.e.f. 27th September, 2017 to 26th September, 2022 as per the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014.

5. Re-appointment of Shri Chandra Prakash Jain as an Independent Director

Shri Chandra Prakash Jain was re-appointed as an Independent Director of the Company for a second term of five consecutive years w.e.f. 27th September, 2017 to 26th September, 2022 as per the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014.

6. Re-appointment of Shri Satish Charan Kumar Patne as an Independent Director

Shri Satish Charan Kumar Patne was re-appointed as an Independent Director of the Company for a second term of five consecutive years w.e.f. 27th September, 2017 to 26th September, 2022 as per the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014.

7. Re-appointment of Shri Keshav Prasad Rau as an Independent Director

Shri Keshav Prasad Rau was re-appointed as an Independent Director of the Company for a second term of five consecutive years w.e.f. 27th September, 2017 to 26th September, 2022 as per the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014.

8. Re-appointment of Shri Tilak Raj Kakkar as an Independent Director

Shri Tilak Raj Kakkar was re-appointed as an Independent Director of the Company for a second term of five consecutive years w.e.f.

12th November, 2017 to 11th November, 2022 as per the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014.

9. **Re-appointment of Shri Ranvijay Singh, Whole-time Director**

Shri Ranvijay Singh was re-appointed as Whole-time Director of the Company for a further period of three consecutive years w.e.f. 14th December, 2017 to 13th December, 2020 as per the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

10. **Raising of Funds Through Qualified Institutions Placement/ GDRs/ ADRs/ Follow-on Public Offer/ Rights Issue/ Preferential Issue etc.**

Resolution under Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, FEMA Act/ Regulation, SEBI Regulations and other applicable laws, if any, authorizing the Board of Directors to create, offer, issue and allot Equity Shares/ Securities in one or more tranches, in the course of domestic or international offerings, by way of a Qualified Institutions Placement (QIP) and/ or External Commercial Borrowings (ECBs) (with rights of conversion into Equity Shares) up to an aggregate of ₹ 2,000 Crores (Rupees Two Thousand Crores only) in one or more tranche(s)/ currency(ies), within the overall borrowing limits of the Company.

18. **DETAILS OF RESOLUTIONS PASSED THROUGH POSTAL BALLOT, THE PERSONS WHO CONDUCTED THE POSTAL BALLOT EXERCISE AND DETAILS OF THE VOTING PATTERN**

During the **Financial Year ended 31st March 2018**, the Company sought approvals from its Shareholders at **two times** by passing Resolutions through the process of Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The first process was initiated by the Company however, the second process was as per the order of NCLT, Allahabad.

In first process, the Board of Directors of the Company had appointed Scrutinizer and Alternate Scrutinizer for conducting Postal Ballot in a fair and transparent manner. In the second process, it was done by NCLT, Allahabad. The second postal ballot notice was sent to shareholders as well as secured creditors and unsecured creditors.

In both processes, the E-voting facility was provided by Central Depository Services (India) Limited **(CDSL).**

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

The declared results of the Postal Ballot were announced through newspapers and were also displayed on the website of the Company, **www.jalindia.com.**

The Details of the same are given below:

1st Process: Resolutions passed on September 07, 2017 (Notice dated July 27, 2017)

S. No.	Particulars	Details / Dates
1.	Date of Board Meeting	29.05.2017
2.	Scrutinizer appointed by the Board of Directors at its meeting	Ms. Sunita Mathur C P No. 741, Practising Company Secretary
3.	Alternate Scrutinizer appointed by the Board of Directors at its meeting	Shri Shiv Kumar Gupta C P No. 7343, Practising Company Secretary
4.	Date of Notice seeking Shareholders' approval	27.07.2017
5.	Date of completion of Dispatch of Notice	07.08.2017
6.	Last Date of receipt of duly filled Postal Ballot Form/ evoting	07.09.2017 (till 5.00 P.M.)
7.	Date of submission of Scrutinizer's report to the Chairman	07.09.2017
8.	Date of declaration of Result	08.09.2017
9.	Results passed effectively on	07.09.2017
10.	e-voting facility (provided by CDSL) extended to	All the shareholders
11.	Name of website of CDSL	www.evotingindia.com

Special Resolutions circulated for approval by Postal Ballot:

1.	Issue of Foreign Currency Convertible Bonds and Foreign Currency Amortising Bonds in cashless exchange of the existing U.S.$ 150,000,000 5.75 per cent. Convertible Bonds due September, 2017
2.	Alteration in the objects Clause of the Memorandum of Association of the Company

Voting Pattern

Particulars	Resolution No 1	Resolution No 2
Total votes	2,432,456,975	2,432,456,975
Total valid votes cast	1,351,272,698	1,351,247,732
Total votes cast in favour of the resolution	1,347,780,487	1,351,112,741
Total votes cast against the resolution	3,492,211	134,991
%age of votes cast in favour of the resolution	99.74%	99.99%
%age of votes cast against the resolution	0.26%	0.01%

2nd Process: Resolutions passed on January 20, 2018 (pursuant to NCLT, Allahabad Order dated December 08, 2017) (Notices dated December 15, 2017 were sent to Shareholders and Secured & Unsecured Creditors)

S. No.	Particulars	Details / Dates
1.	Date of NCLT, Allahabad Order	08.12.2017
2.	Scrutinizer appointed by NCLT, Allahabad	Shri Nesar Ahmad C P No. 1966, Practising Company Secretary
3.	Alternate Scrutinizer appointed by NCLT, Allahabad	Dr. Pawan Jaiswal PCMA - 21374, Practising Cost & Management Accountant
4.	Date of Notices seeking approval of Shareholders' & Secured / Unsecured Creditors	15.12.2017
5.	Date of completion of Dispatch of Notices	18.12.2017
6.	Last Date of receipt of duly filled Postal Ballot Form (& evoting from Shareholders)	20.01.2018 (till 5.00 P.M.)
7.	Date of Scrutinizer's Report (as sent to NCLT, Allahabad.)	21.01.2018
8.	Date of declaration of Result	21.01.2018
9.	Results passed effectively on	20.01.2018
10.	e-voting facility (provided by CDSL) extended to	All the shareholders
11.	Name of website of CDSL	www.evotingindia.com

Resolution circulated for approval of Shareholders, Secured Creditors & Unsecured Creditors by Postal Ballot which was **passed by requisite majority**

1.	Approval of the Scheme of Arrangement between Jaiprakash Associates Limited and Jaypee Infrastructure Development Limited and their respective shareholders and creditors providing for demerger of "SDZ Real Estate Development Undertaking" of Jaiprakash Associates Limited [Transferor Company] and its transfer to and vesting in Jaypee Infrastructure Development Limited [Transferee Company], as a going concern on a slump exchange basis.

Voting Pattern

Particulars	By All Shareholders	By only Public Shareholders
Total votes	2,432,456,975	1,479,399,138
Total valid votes cast	1,401,893,487	464,336,872
Total votes cast in favour of the resolution	1,401,794,395	464,237,780
Total votes cast against the resolution	99,092	99,092
%age of votes cast in favour of the resolution	99.99%	99.98%
%age of votes cast against the resolution	0.01%	0.02%

Note : Total votes are equal to number of shares held.

Particulars	By Secured Creditors (in ₹)	By Unsecured Creditors (in ₹)
Total votes	175,467,638,105.97	93,477,016,459.07
Total valid votes cast	167,398,616,748.16	22,254,605,323.37
Total votes cast in favour of the resolution	165,672,834,747.29	22,233,515,491.47
Total votes cast against the resolution	1,725,782,000.87	21,089,831.90
%age of votes cast in favour of the resolution	98.97%	99.91%
%age of votes cast against the resolution	1.03%	0.09%

Note: Total votes are equal to amounts outstanding to Creditors as on 15.10.2017 in Rupees.

18. DISCLOSURES

a. There were no materially significant related party transactions i.e. transactions of the Company of material nature with its related parties. The related party transactions are duly disclosed in the Notes to the Accounts.

b. 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.

c. No treatment different from the Accounting Standards, prescribed by the Institute of Chartered Accountant of India, has been followed in the preparation of Financial Statements, as mentioned in notes to the Financial Statements.

d. The Company has adopted a Whistle Blower/ Vigil Mechanism Policy. The Company allowed access of any personnel to approach the Management or the Audit Committee on any issue. No personnel has been denied access to the Audit Committee pertaining to this.

e. The Company has complied with the mandatory requirements of Listing Obligations and Disclosure Requirements, Regulations, 2015.

19. RECONCILIATION OF SHARE CAPITAL AUDIT

Practicing Company Secretary carried out quarterly Reconciliation of Share Capital to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital.

The audit confirmed that the total issued/paid-up capital was in agreement with the aggregate of the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

The Company had in Financial Year 2012-13, transferred 58,49,025 Equity Shares pertaining to 6,974 shareholders, which were issued pursuant to the public and other issues, but were lying unclaimed, in a newly opened demat suspense account. Before transferring the shares in said demat account, three reminders were sent to the shareholders at their last known addresses.

Information regarding transfer of shares from the demat suspense account during the last years is given below:

Financial Year	Aggregate number of shareholders and the outstanding shares lying in the unclaimed suspense account at the beginning of the year (see note-1)	Number of shareholders who approached for transfer of shares from the unclaimed suspense account during the year	Number of shareholders to whom shares were transferred from the unclaimed suspense account during the year	Aggregate number of shareholders and the outstanding shares lying in the unclaimed suspense account at the end of year
2012-13	6,974 shareholders and 58,49,025 shares	24 (26,554 shares)	24 (26,554 shares)	6,950 shareholders and 58,22,471 shares
2013-14	6,950 shareholders and 58,22,471 shares	30 (68,764 shares)	30 (68,764 shares)	6,920 shareholders and 57,53,707 shares
2014-15	6920 shareholders and 57,53,707 shares	36 (43,577 shares)	36 (43,577 shares)	6,884 shareholders and 57,10,130 shares
2015-16	6,884 shareholders and 57,10,130 shares	14 (12,036 Shares)	14 (12,036 Shares)	6870 shareholders and 56,98,094 shares
2016-17	6,870 Shareholders and 56,98,094 Shares	6 (4,837 Shares)	6 (4,837 Shares)	6864 Shareholders and 56,93,257 Shares
2017-18	6,864 Shareholders and 56,93,257 Shares	6,340 (50,33,197 Shares) (see note-2)	6,340 (50,33,197** Shares)	524 Shareholders and 6,60,060 Shares

Note-1= unclaimed shares being 58,49,025 shares were credited to Demat Suspense Account on 18.07.2012.

Note-2= includes 6,318 shareholders with 50,10,646 shares transferred to IEPF account.

The voting rights on shares lying in the unclaimed suspense account shall remain frozen till the rightful owner claims the shares.

20. MEANS OF COMMUNICATION

The quarterly/ Annual results of the Company were published in leading Newspapers which include **Financial Express and Janasatta**. The same were sent to Stock Exchanges and were also displayed on the website of the Company, www.jalindia.com.

Further, the results were also uploaded on NEAPS (NSE) and BSE Listing Centre (BSE).

21. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report forms part of the Annual Report.

22. COMPLIANCE OFFICER & KEY MANAGERIAL PERSONNEL

Till 31st May 2017, Shri M.P. Kharbanda, Sr. General Manager (Sectl.) & Company Secretary was the Compliance Officer, having the following particulars:

Address : Sector – 128, Noida – 201304, U.P.
e-mail : mohinder.kharbanda@jalindia.co.in
Phone : 91-120- 4963100
Fax : 91-120- 4972160

w.e.f. 1st June 2017, Shri M.M. Sibbal, Jt. President & Company Secretary is the Compliance Officer, having the following particulars:

Address : Sector – 128, Noida – 201304, U.P.
e-mail : mm.sibbal@jalindia.co.in
Phone : 91-120- 4963100
Fax : 91-120- 4972160

The Company Secretary, CFO, CEO and all Whole-time Directors (WTDs) of the Company are Key Managerial Personnel, pursuant to Section 2(51) of the Companies Act, 2013. Accordingly the following are KMPs of the Company:

S. No.	Name of KMP
1.	Shri Manoj Gaur, Executive Chairman & CEO
2.	Shri Sunil Kumar Sharma, Executive Vice Chairman
3.	Shri Sunny Gaur, Managing Director (Cement)
4.	Shri Pankaj Gaur, Jt. Managing Director (Construction)
5.	Shri Ranvijay Singh, Whole-time Director
6.	Shri Rahul Kumar, Whole-time Director & CFO (resigned w.e.f. 31st July 2017)
7.	Shri S.K. Thakral, C.F.O. (appointed w.e.f. 5th August 2017)
8.	Shri M.P. Kharbanda, Company Secretary (resigned w.e.f. 31st May 2017)
9.	Shri M.M. Sibbal, Company Secretary (appointed w.e.f 1st June 2017)

23. GENERAL SHAREHOLDER INFORMATION

21st Annual General Meeting

The meeting shall be held as under:

Day : Friday
Date : 21st December, 2018
Time : 11.00 A.M.
Venue : Jaypee Institute of Information Technology, Sector - 128 Noida – 201 304 (U.P.)

Designated Exclusive e-mail for investor services:

For Shareholder related queries	jal.investor@jalindia.co.in/ td.joshi@jalindia.co.in
For Fixed Deposits related queries	jalinvestor@jalindia.co.in/ mahesh.jindal@jalindia.co.in

24. FINANCIAL CALENDAR

Details of announcement of Quarterly Financial Results during the year 2017-18 are as under:

Results	Announced on
For 1st Quarter ended 30-06-2017	05.08.2017 (un-audited)
For 2nd Quarter ended 30-09-2017	14.11.2017 (un-audited)
For 3rd Quarter ended 31-12-2017	19.01.2018 (un-audited)
For 4th Quarter & Annual Results for year ended 31-03-2018.	19.05.2018 (Audited)

25. DIVIDEND PAYMENT DATE

For the year 2017-18, no Interim or Final Dividend was declared/ proposed.

26. LISTING ON STOCK EXCHANGES AND STOCK CODES

The Equity Shares of the Company are currently listed on the National Stock Exchange of India Limited (NSE) (Code: JPASSOCIAT) and BSE Limited (BSE) (Code: 532532). The Company had paid annual listing fees due to NSE and BSE for the year 2017-18 and also for the year 2018-19.

The Foreign Currency Bonds issued by the Company during the financial year 2017-18 are listed on Singapore Stock Exchange.

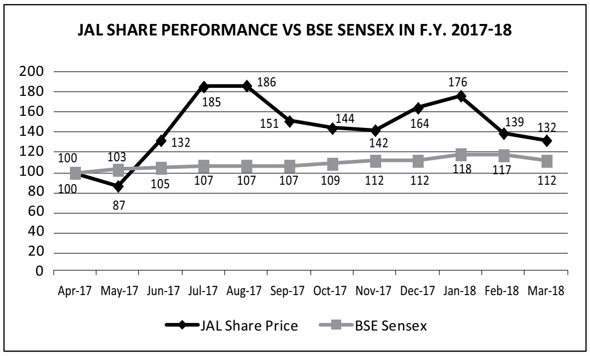
Further, most of the Secured Redeemable Non Convertible Debentures issued by the Company, from time to time, on private placement basis, are listed on BSE Limited.

27. 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 **Financial Year 2017-18** at NSE and BSE were as under:

Month	Share Price at BSE		Share Price at NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr-17	14.35	12.26	14.35	12.20
May-17	13.95	9.15	14.00	9.15
Jun-17	23.42	11.65	23.4	11.60
Jul-17	30.40	18.70	30.45	18.50
Aug-17	30.40	19.00	30.15	19.00
Sep-17	24.95	15.25	24.95	15.20
Oct-17	20.70	17.70	20.65	17.25
Nov-17	21.55	16.35	21.55	16.35
Dec-17	27.25	16.45	27.30	16.45
Jan-18	27.20	19.65	27.25	19.65
Feb-18	20.90	16.20	20.9	16.15
Mar-18	22.00	13.05	22.05	13.05

Performance of Share Price of the Company in comparison to BSE Sensex in FY 2017-18 is as under:



Note: Average of high & low of BSE Sensex and average of High and Low of the Price of the Company's Share during each month in the Financial Year 2017-18 at BSE has been considered.

28. REGISTRAR & TRANSFER AGENT AND DEBENTURE TRUSTEE

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

a. **Registrar & Transfer Agent**
M/s Alankit Assignments Limited
2E/21, Jhandewalan Extn,
New Delhi 110 055.
Tel: +91-11-42541234/23541234
Fax: +91-11-23552001
E-mail: info@alankit.com
Website: www.alankit.com

b. **Name of the Debenture Trustee**

i) **IDBI Trusteeship Services Limited**
Asian Building, Ground Floor, 17,
R.Kamani Marg, Ballard Estate,
Mumbai – 400 001

ii) **Axis Trustee Services Limited**
Axis House, 2nd Floor - E,
Bombay Dyeing Mill Compound,
Panduranga Budhkar Marg, Worli,
Mumbai - 400 025.

29. SHARE TRANSFER SYSTEM

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

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

30. DISTRIBUTION OF SHAREHOLDING

The Distribution of Shareholding and Shareholding Pattern as on **March 31, 2018**, were as follows:

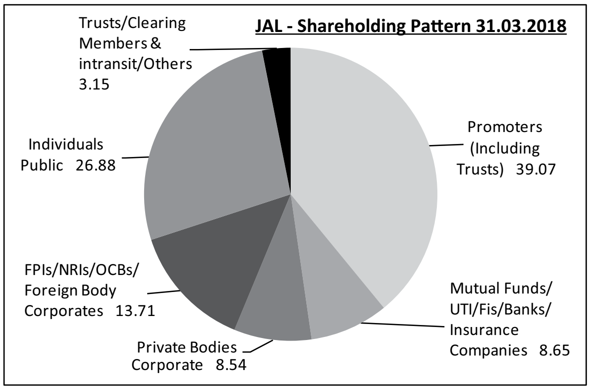
SHAREHOLDING BY SIZE

No. of Shares held	Shareholders		Shares	
	Number	As percentage of Total	Number	As percentage of Total
Upto 2500	5,27,228	92.90	199,857,979	8.22
2501 - 5,000	21,217	3.74	78,379,959	3.22
5,001 - 10,000	10,088	1.78	75,096,879	3.09
10,001 - 15,000	2,900	0.51	36,305,643	1.49
15,001 - 20,000	1,580	0.28	28,523,461	1.17
20,001 - 25,000	946	0.17	21,908,341	0.90
25,001 - 50,000	1,776	0.31	64,446,462	2.65
50,001 and above	1,805	0.32	1,927,938,251	79.26
TOTAL	**567540**	**100**	**2,432,456,975**	**100**

SHAREHOLDING BY CATEGORY AS ON 31ST MARCH, 2018

Category of Shareholder	Percentage of holding
Promoters (including Trusts)*	39.07
Mutual Funds/UTI/FIs/Banks/ Insurance Companies	8.65
Private Bodies Corporate	8.54
FPIs/NRIs/OCBs/Foreign Body Corporates	13.71
Individuals Public	26.88
Trusts/Clearing Members & in transit/ Others	3.15
Total	**100.00**

*Including 7.78% shares held by Trusts for which Company is the sole Beneficiary.



31. 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, 2018, **99.06%** of the Share Capital of the Company had been dematerialized. The Company is compliant of SEBI's requirements relating to the shareholding of the Promoters being in demat form.

The shares of the Company form part of **S&P BSE 500, Nifty 500 and NSE Future & Options**. The shares of the Company are actively traded on both BSE and NSE. The International Securities Identification Number (ISIN) allotted is INE455F01025

32. TRANSFER OF UNPAID/ UNCLAIMED AMOUNTS AND SHARES TO INVESTOR EDUCATION AND PROTECTION FUND

TRANSFER OF UNPAID/ UNCLAIMED DIVIDEND AMOUNTS

Pursuant to Section 124 and Section 125 of the Companies Act, 2013 read with applicable Rules made thereunder as amended from time to time, **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, members can claim their refund as per the provisions.

Further, the particulars of **unpaid/ unclaimed dividends etc. till financial year 2017-18** are available on Company's website www.jalindia.com in compliance of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012.

DIVIDEND HISTORY & TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION & PROTECTION FUND (IEPF):

(1) By Jaiprakash Associates Limited (JAL):

S. No.	Financial Year	Interim/ Final	Date of Declaration	Rate of Dividend	Dividend Amount Excluding Tax (₹ Cr.)	Dividend Distribution Tax (₹ Cr.)	Due Date of Transfer to IEPF unclaimed dividend
1.	2001-02	Interim	30.01.2002	7%	11.07	N.A.	02.03.2009 (transferred)
	--do--	Final	27.09.2002	5%	7.30	0.63	28.10.2009 (transferred)
2.	2002-03	Final	06.10.2003	15%	26.43	3.38	06.11.2010 (transferred)
3.	2003-04	Final	29.09.2004	15%	26.43	3.45	30.10.2011 (transferred)
4.	2004-05	Interim	30.04.2005	18%	31.71	4.44	31.05.2012 (transferred)
	--do--	Final	27.09.2005	6%	10.71	1.50	28.10.2012 (transferred)
5.	2005-06	Interim	03.03.2006	18%	34.06	4.77	03.04.2013 (transferred)
	--do--	Final	27.10.2006	9%	23.97	3.36	27.11.2013 (transferred)
6.	2006-07	Interim	11.01.2007	20%	43.73	6.13	11.02.2014 (transferred)
	--do--	Final	30.08.2007	16%	35.13	5.97	30.09.2014 (transferred)
7.	2007-08	1st Interim	14.07.2007	15%	32.88	5.58	14.08.2014 (transferred)
	--do--	2nd Interim	12.01.2008	15%	34.85	5.92	12.02.2015 (transferred)
	--do--	Final	27.08.2008	20%	46.95	Nil	27.09.2015 (Transferred)
8.	2008-09	1st Interim	21.10.2008	15%	35.51	Nil	21.11.2015 (transferred)
	--do--	2nd Interim	27.04.2009	15%	35.51	6.03	28.05.2016 (transferred)
	--do--	Final	29.09.2009	20%	56.08	5.56	30.10.2016 (transferred)
9.	2009-10	Interim	21.10.2009	27%	75.71	12.87	21.11.2016 (transferred)
	--do--	Final	21.09.2010	27%	114.82	19.07	22.10.2017 (transferred)
10.	2010-11	Interim	28.01.2011	20%	85.06	Nil	28.02.2018 (transferred)
11.	--do--	Final	27.09.2011	20%	85.06	4.43	28.10.2018
12.	2011-12	Final	27.09.2012	25%	106.32	7.88	28.10.2019
13.	2012-13	Final	29.07.2013	25%	110.95	18.00	30.08.2020
14.	2013-14 to 2017-18	-	-	Nil	Nil	Nil	Not Applicable

(2) Erstwhile Jaypee Hotels Limited (since merged with JAL on 27-05-2009)

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

TRANSFER OF AMOUNTS TO IEPF IN FY 2017-18

During the **Financial Year 2017-18**, the Company has transferred following unclaimed

(a) Interim and final dividend amount

(b) Amount pertaining to fixed deposits

to the Investor Education and Protection Fund of the Central Government in compliance of Section 125 of the Companies Act, 2013, on different dates as per the details given below:-

Sr. No.	Pertaining to Financial Year	Amount transferred to IEPF on Account of Dividend	Amount transferred in FY 2017-18 (In ₹)
1.	2009-10	Final Dividend	1,56,46,519.00
2.	2010-11	Interim Dividend	1,33,29,760.00
	TOTAL ON ACCOUNT OF DIVIDEND		**2,89,76,279.00**

Sr. No.	Pertaining to Financial Year	Amount transferred to IEPF on Account of Fixed Deposits	Amount transferred in FY 2017-18 (in ₹)
1.	2009-10	Fixed Deposits Principal & Interest	6,54,329.52
2.	2010-11	Fixed Deposits Principal & Interest	39,66,090.58
	TOTAL ON ACCOUNT OF FIXED DEPOSITS		**46,20,420.10**

TRANSFER OF SHARES TO IEPF IN FY 2017-18

In accordance with Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time), the Company observed the requisite formalities and took necessary action for transfer of all shares in respect of which dividend was declared for the Financial Years 2008-09 (Final Dividend), 2009-10 (Ist Interim Dividend) and 2009-10 (Final Dividend) which fell due for transfer on or after **22nd October 2017**, as the same was not claimed by any investor by the said date. The dividend amounts were transferred to IEPF along with corresponding equity shares which qualified for such transfer to IEPF Suspense Account pursuant to the said rules.

The details pertaining to shares transferred to IEPF are given below:

Sr. No.	Date when shares were transferred	No. of shares transferred	Pertaining to
1	01.12.2017	315,383	Dividend 2008-2009 (Final)
2	01.12.2017	27,220	Dividend 2009-2010 (Interim)
3	01.12.2017	602,444	Dividend 2009-2010 (Final)
4	18.12.2017	2,537,918	Dividend 2008-2009 (Final)
5	18.12.2017	150,253	Dividend 2009-2010 (Interim)
6	18.12.2017	1,862,527	Dividend 2009-2010 (Final)
7	29.03.2018	3,338,783	Dividend 2008-2009 (Final) (Suspense Shares)
8	29.03.2018	1,671,863	Dividend 2009-2010 (Final) (Suspense Shares)
	Total in FY 17-18	**10,506,391**	
9	05.04.2018	1,132,734	Dividend 2010-2011 (Interim)
10	11.04.2018	217,622	Dividend 2010-2011 (Interim)
	Total in FY 18-19 till date	**1,350,356**	
	Grand Total till date	**11,856,747**	

The Company has uploaded on its website the details of unpaid/ unclaimed amounts lying with the Company and the details of shares liable for transfer to IEPF Authority.

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

The Company had so far issued four series of Foreign Currency Convertible Bonds (FCCBs), one each during the Financial Years 2004-05, 2005-06, 2007-08 and 2012-13. The first, second and third series of FCCBs were fully redeemed on 17th February 2010, 9th March 2013 and 12th September 2012 respectively and the fourth series (i.e. FCCB-IV) was due for redemption on 8th September 2017.

Out of FCCB-IV issue size of USD 150.00 million, USD 39.60 million had been converted till 8th September 2017 into 2,84,45,567 Equity Shares while USD 110.40 million were outstanding on that date. The interest on FCCB-IV (@ 5.75% p.a. payable half-yearly) of USD 3.174 million due each on 7th March 2016, 7th September 2016, 7th March 2017 & 8th September 2017 also remained unpaid, aggregating USD 12.696 million.

Pursuant to the approval of the Bondholders on 15th June 2017, of Shareholders of the Company by passing a Special Resolution through postal ballot 7th September 2017, of Reserve Bank of India (RBI) on 30th October 2017 and various other approvals including of Singapore stock Exchange, BSE & NSE, domestic lenders, etc., the Company had restructured the total outstanding amount as on 31st March 2017 (principal as well as unpaid interest) of FCCB-IV, on **28th November 2017 (the Restructuring Effective Date)**, by way of cashless exchange with

(i) USD 38.640 million, 5.75% Foreign Currency Convertible Bonds (FCCBs) Due 2021 **(Series A Bonds)**, and

(ii) USD 81.696 million, 4.76% Amortising Non-Convertible Foreign Currency Bonds Due 2020 **(Series B Bonds)**.

Both Series A and Series B Bonds are listed on the Singapore Stock Exchange w.e.f. 30th November 2017.

As per the proposal negotiated with the Bondholders, which was approved by RBI also, the Company, on 28th November 2017, made the Upfront Payments of USD 31,805,933 (being the aggregate of USD 27,600,000 representing 25% of Principal outstanding of USD 110,400,000 of FCCB-IV; USD 4,196,733 representing the interest from 31.03.2017 to 28.11.2017; and USD 9,200 representing the Consent Fee).

The details of Series A & Series B Bonds issued on 28th November 2017 are as under:

S. No.	Particulars	SERIES A (CONVERTIBLE BONDS)	SERIES B (NON-CONVERTIBLE BONDS)
1	Total Issue Size (in USD)	38,640,000	81,696,000
2	Date of Issue	28.11.2017	28.11.2017
3	Due on (Maturity Date)	30.09.2021	30.09.2020
4	Rate of Interest	5.75% p.a.	4.76% p.a.
5	Interest payable every year on	31 Dec., 31 Mar, 30 June, 30 Sep.	31 Dec., 31 Mar, 30 June, 30 Sep.
6	Total no. of Bonds	110,400	110,400
7	Face value per Bond (in USD)	350	740
8	Pre-agreed Conversion Price per share (in ₹)	27.00	N.A.
9	Fixed Exchange Rate for conversion (₹ per USD)	64.00	N.A.
10	Period during which Conversion is allowed	28.11.18 to 23.09.21	N.A.
11	No. of Shares (of ₹2 each) to be issued upon conversion of all FCCBs, if opted by holders thereof	91,591,111	N.A.
12	Total Principal re-paid till 31.03.18 (in USD)	-	27,600,000
13	Principal outstanding as on 31.03.18 (in USD)	38,640,000	54,096,000
14	Premium on redemption at maturity (see Note 1 & 2 below)	Nil (redemption at 100% value)	Nil (redemption at 100% value)

Note 1 = Series A Bonds:

Assuming Series A Bonds are not converted at all, USD 9.66 million shall be payable at the end of each quarter starting from 31.12.2020 to 30.09.2021.

Note 2 = Series B Bonds:

Against Series B Bonds, USD 27,600,000 were paid on 28.11.2017; **USD 3,402,528 were due on 31.03.2018 and the same were paid on 27.04.2018**. Further, USD 4,653,360 each are payable at the end of each quarter starting from 30.06.2018 to 31.03.2020; and thereafter USD 6,733,296 each are payable on 30.06.2020 & 30.09.2020.

The details of erstwhile four series of FCCBs issued by the Company are as under:

S. No.	PARTICULARS	FCCB-I (extinguished on 17.02.2010)	FCCB-II (extinguished on 09.03.2013)	FCCB-III (extinguished on 12.09.2012)	FCCB-IV (extinguished on 28.11.2017)
1.	Aggregate Value (Issue size)	USD 100 Million	Euro 165 Million	USD 400 Million	USD 150 Million
2.	Date of Issue	16.02.2005	09.03.2006	11.09.2007	07.09.2012
3.	Due on (Maturity Date)	17.02.2010 (fully redeemed)	09.03.2013 (fully redeemed)	12.09.2012 (fully redeemed)	08.09.2017 (fully redeemed on 28.11.2017)
4.	Applicable Interest Rate (p.a.)	0.50%	0.50%	Nil	5.75%
5.	Interest payable every year on	16th Nov. and due date	16th Nov. and due date	N. A.	7th March and 7th Sept.
6.	Pre-agreed Conversion price per share :				
	(i) Latest Conversion Price per share of ₹ 2 each	₹31.5080	₹74.5031	₹165.1707	₹77.50
	(ii) Old Conversion Price before Bonus issue (till 18.12.09 - per share of ₹ 2 each)	₹47.2620	₹111.7546	₹247.7560	--
	(iii) Old Conversion Price before split (till Record Date i.e. 26.12.07 - per share of ₹10 each)	₹236.3100	₹558.7730	₹1,238.7800	--
7.	Pre-agreed Conversion Exchange Rate (fixed)	₹43.785 per USD	₹53.599 per Euro	₹40.350 per USD	₹55.670 per USD
8.	Redemption at maturity	131.959%	132.071%	147.701%	100.00%
9.	FCCBs Converted (till maturity date)	USD 99.950 Million	Euro 163.294 Million	USD 4.500 Million	USD 39.600 Million
	Percentage Converted	99.950%	98.966%	1.125%	26.400%
10.	Bought Back	--	--	USD 41.025 Million	--
	Percentage Bought Back	--	--	10.256%	--
11.	Redeemed (see Note 1 to 4 below)	USD 0.050 Million	Euro 1.706 Million	USD 354.475 Million	USD 110.400 Million
	Percentage Redeemed	0.05%	1.034%	88.619%	73.600%
12.	FCCBs Outstanding	Nil	Nil	Nil	Nil
13.	No. of Shares (of ₹ 2 each) issued upon conversion	93,523,098	78,922,176	732,876	28,445,567

Note-1: FCCB-I were redeemed on due date.

Note-2: FCCB–II amounting to Euro 1.706 million were redeemed as follows: Euro 0.255 millions were redeemed at a premium of 32.071% on due date and balance Euro 1.451 million redeemed through put option on 9th April 2011.

Note-3: FCCB-III were redeemed on due date.

Note-4: FCCB-IV were redeemed on 28th November 2017 by way of cashless exchange with the USD 38.640 million 5.75% Convertible Bonds Due 2021 (Series A Bonds) and the USD 81.696 million 4.76% Amortising (Con-convertible) Bonds Due 2020 (Series B Bonds) as mentioned above.

33. PROJECT / PLANT LOCATIONS

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

(A) Construction & Expressway

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

SECTOR	PROJECT NAME	STATE
Construction	Turnkey construction of Srisailam Left Bank Canal Tunnel Scheme including Head Regulator etc. of Alimineti Madhava Reddy Project	Telangana
Construction	Polavaram Project right main canal Package-4	Andhra Pradesh
Construction	Veligonda Feeder & Teegaleru Canal Project -2	Andhra Pradesh
Construction	GNSS Main Canal Project	Andhra Pradesh
Construction	Diversion Tunnel, Dam, Intake and Desilting arrangement including hydro mechanical works & Highway Tunnel of Punatsanchhu-II HEP	Bhutan
Construction	Head race Tunnel, Surge Shaft, Butterfly Valve Chamber, Pressure Shafts, Power House and Tail Race Tunnel including Hydro Mechanical works of Punatsanchhu-II HEP	Bhutan
Construction	Diversion Tunnel, Dam, Spillway and Coffer Dams, intake structure etc. of Mangdechhu Hydroelectric Project.	Bhutan
Construction	Surge Shaft, Pressure Shafts, underground power house, pothead yard, etc of Mangdechhu Hydroelectric Project	Bhutan

More details about Construction works are given in Directors Report para 7.1.1.

(B) Cement

Till 28th June 2017, the Cement Plants and Cement Grinding Plants of the Company were located at various locations viz. Rewa, Bela and Sidhi in Madhya Pradesh, Tanda, Sadwa Khurd, Dala, Chunar and Sikanderadad in Uttar Pradesh; Roorkee in Uttarakhand; Baga and Bagheri in Himachal Pradesh.

After consummation of transaction with UltraTech Cement Limited (UTCL) **on 29th June 2017**, most of the cement plants have been transferred to UTCL to reduce the debt of the Company; and plants at **Rewa, Chunar & Sadva Khurd** are still with the Company. The details are mentioned in the Directors Report.

(C) Hospitality

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

(D) Real Estate

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

(E) Sports

The core activities of Jaypee International Sports, a division of Jaiprakash Associates Limited, are sports inter-alia Motor Race Track, suitable for Holding Formula One race and setting up a Cricket stadium of International Standard to accommodate above 1,00,000 spectators and others.

It owns a Motor Race Track known as Buddh International Circuit (BIC). It hosted three Indian Grand Prix (called as Formula One race) held in October, 2011, October, 2012 & October, 2013, successfully. It is also a one stop destination for exhibitions, shooting of movies, concerts, product launches and other promotional entertainment activities.

(F) Power (captive)

The Company has captive thermal power capacity of 279 MW for its cement plants which includes 60 MW at Churk which is under implementation.

34. ADDRESS FOR CORRESPONDENCE

Registered & Corporate Office	:	Sector – 128, Noida – 201304, U.P.
Delhi Office	:	'JA House', 63, Basant Lok, Vasant Vihar, New Delhi 110057

The designated exclusive e-mail for investor services are:

For Shareholder related queries	jal.investor@jalindia.co.in td.joshi@jalindia.co.in
For Fixed Deposits related queries	jalinvestor@jalindia.co.in mahesh.jindal@jalindia.co.in

35. ELECTRONIC CLEARING SERVICE (ECS)

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

36. INTERNAL AUDITORS

As per Section 138 of the Companies Act, 2013, the Company has appointed Internal Auditors. In order to ensure the compliance, independence and credibility of the internal audit process and based on the recommendations of the Audit Committee, the Board had appointed the Internal Auditors as under:

A. For 1st Quarter of FY 17-18 (i.e. 01.04.17 to 30.06.17):

1. M/s Ernst & Young LLP for Cement Division (Cement & Asbestos Sheets)
2. M/s Dewan PN Chopra & Co., Chartered Accountants, for rest of the business of the Company (Engineering, Power, Real Estate, etc.)
3. An In-house Internal Audit Department headed by Shri R.B. Singh, Chartered Accountant.
4. For some Regional Marketing Offices (RMOs) by:
   - i. M/s Manish Goyal & Associates, Chartered Accountants, Gwalior for RMOs at Hydrabad, Chennai, Bangalore, Allahabad & Lucknow
   - ii. M/s Lodha & Co., Chartered Accountants, New Delhi for RMOs at Delhi, Chandigarh & Patna.
5. Hotel Division by:
   - i. V.P. Jain & Associates, Chartered Accountants, for Jaypee Vasant Continental, New Delhi
   - ii. Pankaj Oswal & Co., Chartered Accountants, for Jaypee Siddharth, New Delhi and Jaypee Greens Golf & Spa Resort, Gr. Noida
   - iii. Subodh Taparia & Co., Chartered Accountants, for Jaypee Palace, Agra and Jaypee Residency Manor, Mussoorie.

B. For 2nd, 3rd & 4th Quarters of FY 17-18 (i.e. 01.07.17 to 31.03.18):

M/s Ernst & Young LLP for all division & units of the Company.

M/s Ernst & Young LLP have also been appointed as Internal Auditors for FY 2018-19 also, for all Divisions & units of the Company.

The Audit Committee regularly interacts with Internal Auditors.

37. SECRETARIAL AUDITOR

CS Ashok Tyagi, Practising Company Secretary, was appointed by the Board to carry out the Secretarial Audit for the Financial Year 2017-18. His report forms part of the Annual Report.

As per Section 204 of the Companies Act, 2013, **CS Ashok Tyagi**, Practising Company Secretary, has been appointed, based on the recommendations of Audit Committee, to conduct the Secretarial Audit for the financial year **2018-19.**

38. OTHER REQUIREMENTS

(a) Training of Board Members

As regards training of Board members, the Directors on the Board are seasoned professionals having wide range of expertise in diverse fields. They keep themselves abreast with the latest developments in the field of Management, Technology and Business Environment through various symposiums, seminars, etc. The Company regularly disseminate the information to the Directors on various subjects including issues of the Company and its subsidiaries, from time to time. Training of the Board Members in the Company is a Continuous process.

(b) Shareholder's Rights

The Company uploads its Quarterly, Half – Yearly and Annual Results, shareholding information, statutory communication with stock exchanges, press releases and presentations on its web site – www.jalindia.com which is accessible to all. The Results are also reported to Stock Exchanges and published in National Newspapers in English and Hindi newspapers having wide circulation.

(c) Audit Qualifications

The Company believes and maintains its Accounts in a transparent manner and aims to receive unqualified report from the Auditors on the financial statements of the Company. The observations of Auditors have been duly replied to in the Directors Report.

MANOJ GAUR
Executive Chairman & CEO
Jaiprakash Associates Limited
DIN:00008480

Place : New Delhi
Date : 19th May 2018.

DECLARATION BY THE EXECUTIVE CHAIRMAN & CEO UNDER REGULATION 34(3) OF THE LODR

I hereby confirm that all Board Members and Senior Management Personnel have affirmed compliance with the **Code of Conduct** framed for Directors and Senior Management, as approved by the Board, for the financial year ended on March 31, 2018 as well as disclosures about no conflict of personal interest with Company's interest, under Regulation 26(3) & 26(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MANOJ GAUR
Executive Chairman & CEO
Jaiprakash Associates Limited
DIN:00008480

Place : New Delhi
Date : 17th May 2018.

INDEPENDENT AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Jaiprakash Associates Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 25th September, 2017.
2. This report contains details of compliance of conditions of Corporate Governance by Jaiprakash Associates Limited ("the Company") for the year ended 31 March 2018, as stipulated in Regulations 17-27, clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility

3. The Compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in LODR.

Auditor's Responsibility

4. Our responsibility is limited to examining 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.
5. We have examined the book of accounts and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We conducted our examination in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India ('ICAI') and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion, and to the best of our information and according to explanations given to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above – mentioned Regulations of LODR.
9. We 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 RAJENDRA K. GOEL & COMPANY
Chartered Accountants
Firm Registration No. 001457N

(CA R.K. Goel)
Partner
M. No. 6154

Place: New Delhi
Date: 19th May 2018.

MANAGEMENT DISCUSSION & ANALYSIS

Forming part of the Report of Directors for the year ended March 31, 2018

ECONOMIC OVERVIEW

GLOBAL ECONOMY

THE WORLD BANK in its report 'GLOBAL ECONOMIC PROSPECTS', published in January 2018 has stated that the **global economy is experiencing a broad-based cyclical upturn, which is expected to be sustained over the next couple of years**, although with downside risks. In contrast, growth in potential output (full-employment output) is flagging, languishing below its longer-term and pre-crisis average both globally and among **Emerging Market and Developing Economies (EMDEs)**.

The forces depressing potential output growth will continue unless countered by **structural policies**. In oil-exporting economies, the 2014-16 oil price collapse has already prompted some reforms. Nevertheless, across all EMDEs, room for policy improvements remains. Policy initiatives to lift physical and human capital, encourage labor force participation, and improve institutions could help raise potential growth and reduce inequality.

Global Outlook. A broad-based cyclical global recovery is underway, aided by a rebound in investment and trade, against the backdrop of benign financing conditions, generally accommodative policies, improved confidence, and the dissipating impact of the earlier commodity price collapse. Global growth is expected to be sustained over the next couple of years—and even accelerate somewhat in emerging market and developing economies (EMDEs) thanks to a rebound in commodity exporters.

Although near-term growth could surprise on the upside, the global outlook is still subject to substantial downside risks, including the possibility of financial stress, increased protectionism, and rising geopolitical tensions. Particularly worrying are longer-term risks and challenges associated with subdued productivity and potential growth. With output gaps closing or already closed in many countries, supporting aggregate demand with the use of cyclical policies is becoming less of a priority. Focus should now turn to the structural policies needed to boost potential growth and living standards.

Regional Perspectives. Growth in most EMDE regions with large numbers of commodity exporters recovered in 2017, with the notable exception of the Middle East and North Africa, mainly due to oil production cuts. These regions are generally expected to see faster growth during the forecast horizon, as commodity prices rise and the impact of the earlier terms of trade shock diminishes. The robust pace of expansion in EMDE regions with a substantial number of commodity importers is expected to continue. Risks to the outlook have become more balanced in some regions, but continue to tilt down in all of them.

Building Solid Foundations: **How to Promote Potential Growth**. Despite a recent acceleration of global economic activity, potential output growth is flagging. At 2.5 percent, 2013-17 potential growth was 0.5 percentage point below its longer term average and 0.9 percentage points below its average a decade ago, with an even steeper decline in EMDEs. More than one-half of the deceleration reflects weaker-than-average rates of capital accumulation, but weaker total factor productivity growth and demographic trends have also played a role. These forces are not expected to diminish over the next decade and, unless counterred, will depress global and EMDE potential growth further by 0.2 and 0.5 percentage point, respectively, over the next decade. Policy initiatives to lift physical and human capital, encourage labor force participation, and improve institutions could help reverse this trend.

With the Benefit of Hindsight: The Impact of the 2014-16 Oil Price Collapse. The 2014-16 collapse in oil prices was one of the largest in modern history, but failed to provide an expected boost to global growth. The short-term benefits of falling oil prices to global growth were muted by several factors, including the low responsiveness of activity in key oil-importing emerging markets, economic rebalancing in China, and the dampening impact of a sharp contraction in energy investment and a rapid appreciation of the U.S. dollar on growth in the United States. Among oil-exporting countries, those with flexible exchange rates, more diversified economies, and larger fiscal buffers fared better than others. Since 2014, many countries have taken advantage of lower prices to reduce energy subsidies, and some have implemented broader structural reforms.

Education Demographics and Global Inequality. An expected shift in the skill composition of the global labor force will have important consequences for the future of global inequality. Specifically, a better-educated labor force from emerging market and developing economies will likely reduce inequality between countries. It could mitigate, especially in EMDEs, the deterioration of within-country inequality that may result from other developments, including increasing urbanization, skill-biased technological change, labor market frictions that cause persistent unemployment, or trade that raises skill premia.

Summarily, The global economy is experiencing a cyclical recovery, reflecting a rebound in investment, manufacturing activity, and trade. This improvement comes against the backdrop of benign global financing conditions, generally accommodative policies, rising confidence, and firming commodity prices. Global GDP growth is estimated to have picked up from 2.4 percent in 2016 to 3 percent in 2017. The upturn is broad based, with growth increasing in more than half of the world's economies. In particular, the rebound in global investment growth—which accounted for three quarters of the acceleration in global GDP growth from 2016 to 2017—was supported by favorable financing costs, rising profits, and improved business sentiment across both advanced economies and emerging market and developing economies (EMDEs). This synchronous, investment- led recovery is providing a substantial boost to global exports and imports in the near term.

In advanced economies, growth in 2017 is estimated to have rebounded to 2.3 percent, driven by a pickup in capital spending, a turnaround in inventories, and strengthening external demand. While growth accelerated in all major economies, the improvement was markedly stronger than expected in the Euro Area.

Growth among EMDEs is estimated to have accelerated to 4.3 percent in 2017, reflecting firming activity in commodity exporters and continued solid growth in commodity importers.

Global growth is projected to edge up to 3.1 percent in 2018, as the cyclical momentum continues, and then slightly moderate to an **average of 3 percent in 2019-20**.

Conversely, **growth in EMDEs is expected to accelerate, reaching 4.5 percent in 2018 and an average of 4.7 percent in 2019-20.** This mainly reflects a further pickup of growth in commodity exporters, which is forecast to rise to 2.7 percent in 2018 and to an average of 3.1 percent in 2019- 20.

Real GDP Growth of Countries as estimated by World Bank

	2015	2016	2017	2018	2019	2020
			Estimate	Forecast	Forecast	Forecast
World	2.8	2.4	3.0	3.1	3.0	2.9
United States	2.9	1.5	2.3	2.5	2.2	2.0
Euro Area	2.1	1.8	2.4	2.1	1.7	1.5
Japan	1.4	0.9	1.7	1.3	0.8	0.5
China	**6.9**	**6.7**	**6.8**	**6.4**	**6.3**	**6.2**
Indonesia	4.9	5.0	5.1	5.3	5.3	5.3
Russia	-2.8	-0.2	1.7	1.7	1.8	1.8
Brazil	-3.5	-3.5	1.0	2.0	2.3	2.5
Argentina	2.6	-2.2	2.7	3.0	3.0	3.2
India	**8.0**	**7.1**	**6.7**	**7.3**	**7.5**	**7.5**
Pakistan	4.1	4.5	5.3	5.5	5.8	6.0
Bangladesh	6.6	7.1	7.2	6.4	6.7	6.7

Source : World Bank (Global Economic Prospects, January 2018)

Recent developments and outlook in major economics:

Growth in advanced economies gained significant momentum in 2017. The recovery was markedly stronger than expected in the Euro Area and, to a lesser degree, in the United States and Japan. As economic slack diminishes and monetary policy becomes less accommodative, growth is expected to gradually moderate toward low potential growth rates in 2018-20. Growth in China continues to be resilient, with drivers of activity shifting away from state-led investment.

The year 2018 will likely mark a turning point for the global economy because, for the first time since 2008, the negative global output gap is expected to be closed. Among EMDEs, helped by the recent recovery in commodity markets, and advanced economies, output gaps should approach zero.

Global Trade :

Global trade strengthened significantly in 2017, benefiting from a cyclical recovery in global manufacturing and investment growth.

A cyclical rebound in investment contributed to strong growth of trade in machinery, electronics and Semi-conductors. Momentum was sustained throughout 2017, and global trade growth is estimated to have reached a stronger than expected 4.3 percent.

Global financing conditions remain benign, benefiting from an improved global growth outlook and historically low interest rates, despite prospects of further monetary policy normalization in major advanced economies. The U.S. Federal Reserve hiked policy interest rates three times in 2017, and by a cumulative 125 basis points since the start of its tightening cycle in December 2015.

Overall, capital inflows rose as a share of EMDE GDP in 2017. FDI flows to Asia remained strong, supported by a robust growth outlook and policy efforts to attract foreign investment (e.g., India, Indonesia, Vietnam).

Commodity Markets :

Energy and metals prices recovered in 2017 while agricultural prices remained broadly stable. Oil prices averaged $53 per barrel (bbl) in 2017, up 24 percent from 2016. Oil prices dropped to $46 in mid- 2017. Prices then increased to around $60/bbl toward the end of 2017. Oil prices are projected to average $58/bbl in 2018 and edge up to $59/bbl in 2019. The base metals price index is expected to edge up in 2018 and 2019. Agricultural prices weakened marginally in 2017 and are projected to remain stable in 2018 and 2019.

Emerging Markets & Developing Economics (EMDEs)

EMDE growth accelerated in 2017 to 4.3 percent, reflecting a recovery in commodity exporters amid continued robust activity in commodity importers. EMDE growth is projected to further strengthen to 4.5 percent in 2018 and to an average of 4.7 percent in 2019-20.

In East Asia and Pacific, Regional growth in 2017 edged up to an estimated 6.4 percent in 2017. Growth is projected to moderate to 6.2 percent in 2018 and to an average of 6.1 percent in 2019-20. In **Europe and Central Asia,** Growth in the region is estimated to have accelerated to 3.8 percent in 2017. Growth is projected to decelerate to 2.9 percent in 2018, as the recovery in Turkey moderates, and settle at 3 percent in 2019-20. In **Latin America and the Caribbean,** The region emerged from a two-year contraction in 2017, growing by an estimated 0.9 percent. Growth is expected to accelerate during the forecast period, reaching 2.7 percent in 2020. In **Middle East and North Africa,** Growth in the region is estimated to have slowed markedly to 1.8 percent in 2017. Regional growth is forecast to pick up over the medium term. In **South Asia,** Regional growth decelerated but remained strong in 2017, at an estimated 6.5 percent, mainly due to temporary disruptions associated with the adjustment in India to the new Goods and Services Tax. Growth is expected to pick up to 6.9 percent in 2018 and stabilize around 7.2 percent, on average, in 2019-20, as consumption remains strong, exports recover, and investment revives with ongoing policy reforms and infrastructure improvements. In **Sub-Saharan Africa,** Regional growth is estimated to have strengthened to 2.4 percent in 2017. The region is projected to see a moderate pickup in activity, with growth rising to 3.2 percent in 2018 and an average of 3.6 percent in 2019-20.

Recent developments in South Asia & India

In South Asia, growth slowed to an estimated 6.5 percent in 2017 owing to temporary disruptions from adverse weather conditions across the region and, in India, businesses' adjustment to the newly introduced Goods and Services Tax (GST). Domestic demand continued to drive growth, with strong private consumption and a public infrastructure spending push in India while net exports subtracted slightly from GDP growth.

India's GDP is forecast to grow 6.7 percent in FY 2017/18. Growth will pick up to 7.3 percent in 2018/19, and to 7.5 percent a year in the medium term. Strong private consumption and services are expected to continue to support economic activity. Private investment is expected to revive as the corporate sector adjusts to the GST; infrastructure spending increases, partly to improve public services and internet connectivity; and private sector balance sheet weaknesses are mitigated with the help of the efforts of the government and the Reserve Bank of India. Over the medium term, the GST is expected to benefit economic activity and fiscal sustainability by reducing the cost of complying with multiple state tax systems, drawing informal activity into the formal sector, and expanding the tax base. The recent recapitalization package for public sector banks announced by the Government of India is expected to help resolve banking sector balance sheets, support credit to the private sector, and lift investment. The global trade recovery is expected to lift exports.

India's recent reforms, such as the "Make in India" initiative and demonetization, are expected to encourage formal sector activity, broaden the tax base, and improve long-term growth prospects despite short term disruptions in the case of demonetization. The government has taken various steps to improve the business climate, such as shortening approval times for trademarks and patents to enhance property right protection, lowering restrictions on foreign direct investment (including foreign ownership restrictions) in various sectors, and accelerating investment in energy and transport infrastructure, which helped improve the ease of doing business.

THE UNITED NATIONS, in its report 'WORLD ECONOMIC SITUATION AND PROSPECTS 2018' published in December 2017, has stated that as **headwinds from the global financial crisis subside**, policymakers have more scope to tackle longer-term issues that hold back sustainable development. The last decade has been punctuated by a series of broad-based economic crises and negative shocks, starting with the global financial crisis of 2008–2009, followed by the European sovereign debt crisis of 2010–2012 and the global commodity price realignments of 2014–2016. As these crises and the persistent headwinds that accompanied them subside, the world economy has strengthened, offering greater scope to reorient policy towards longer-term issues that hold back progress along the economic, social and environmental dimensions of sustainable development.

In 2017, global economic growth is estimated to have reached 3.0 per cent, a significant acceleration compared to growth of just 2.4 per cent in 2016, and the highest rate of global growth recorded since 2011. Labour market indicators continue to improve in a broad spectrum of countries, and roughly two-thirds of countries worldwide experienced stronger growth in 2017 than in the previous year. **At the global level, growth is expected to remain steady at 3.0 per cent in 2018 and 2019**.

Stronger economic activity has not been shared evenly across countries and regions. Many parts of the world have yet to regain a healthy rate of growth.

Investment conditions have improved, but elevated policy uncertainty and rising levels of debt may prevent a more widespread investment rebound. Financing costs generally remain low. This has supported rising capital flows to emerging markets, including a rise in cross-border lending, and stronger credit growth in both developed and developing economies.

Improved conditions have supported a modest revival in productive investment in some large economies. Gross fixed capital formation accounted for roughly 60 per cent of the acceleration in global economic activity in 2017.

Rebound in world trade could face a setback if protectionist tendencies increase. Global trade rebounded in 2017. The rebound springs predominantly from stronger import demand in East Asia, as domestic demand picked up in the region, supported by accommodative policy measures. In several major developed economies, imports of capital goods have rebounded, as firms respond to improving conditions for investment.

Recent course adjustments in major trade relationships, such as the United Kingdom of Great Britain and Northern Ireland's decision to withdraw from the European Union and the United States of America's decisions to renegotiate the North American Free Trade Agreement and to reassess the terms of its other existing trade agreements, have raised concerns over a potential escalation in trade barriers and disputes. These could be amplified if met by retaliatory measures by other countries.

Uncertainties and risks. Economic prospects remain vulnerable to changes in trade policy, a sudden deterioration in global financial conditions and rising geopolitical tensions. While many of the overhanging fragilities from the global financial crisis have eased, a number of uncertainties and risks loom on the horizon. Elevated levels of policy uncertainty continue to cloud prospects for world trade, development aid, migration and climate targets, and may delay a more broad-based rebound in global investment and productivity.

Rising geopolitical tensions could intensify a tendency towards more unilateral and isolationist policies. The prolonged period of abundant global liquidity and low borrowing costs has contributed to a further rise in global debt levels and a build-up of financial imbalances.

Policy reorientation should encompass four concrete areas: increasing economic diversification, reducing inequality, strengthening financial architecture and tackling institutional deficiencies. Policymakers should use the current macro-economic backdrop to focus on these four concrete areas.

Prospects for the world economy in 2018–2019

Global growth has strengthened. The past decade has been characterized by fragile growth, high investor uncertainty and periodic spikes in global financial market volatility. As crisis-related fragilities and the adverse effects of other recent shocks gradually subside, the world economy has strengthened. Towards the end of 2016, global economic activity began to see a modest pickup, which extended into 2017.

World industrial production has accelerated, in tandem with a recovery in global trade that has been predominantly driven by stronger demand in East Asia. Confidence and economic sentiment indicators have also generally strengthened, especially in developed economies. **Investment conditions have improved, amid stable financial markets, strong credit growth, and a more solid macroeconomic outlook**.

In 2017, global economic growth is estimated to have reached 3.0 per cent when calculated at market exchange rates, or 3.6 per cent when adjusted for purchasing power parities — the highest growth rate since 2011.

The forecast of United Nations for 2018 & 2019 is as under:

GROWTH OF WORLD OUTPUT, 2015–2019 (Annual percentage change)

	2015	2016	2017 Estimated	2018 Forecast	2019 Forecast
World	2.7	2.4	3.0	3.0	3.0
United States of America	2.9	1.5	2.2	2.1	2.1
Japan	1.1	1.0	1.7	1.2	1.0
European Union	2.2	1.9	2.2	2.1	1.9
Russian Federation	-2.8	-0.2	1.8	1.9	1.9
Africa	3.1	1.7	3.0	3.5	3.7
South Asia	6.2	7.7	6.3	6.5	7.0
Brazil	-3.8	-3.6	0.7	2.0	2.5
China	**6.9**	**6.7**	**6.8**	**6.5**	**6.3**
India (Fiscal year basis)	**7.6**	**7.1**	**6.7**	**7.2**	**7.4**

Source: UN/DESA (United Nations Department of Economic and Social Affairs)

With reference to India, the above report of UN states that despite the slowdown observed in early 2017 and the lingering effects from the demonetization policy, the outlook for India remains largely positive, underpinned by robust private consumption and public investment as well as ongoing structural reforms. Hence, **GDP growth of India is projected to accelerate from 6.7 per cent in 2017 to 7.2 per cent in 2018 and 7.4 per cent in 2019.**

INDIAN ECONOMY

As per **'ASIAN DEVELOPMENT OUTLOOK, 2018' published by 'ASIAN DEVELOPMENT BANK'** in April 2018, **Developing Asia enjoys buoyant prospects** as external demand remains strong. The region is forecast to expand by 6.0% in 2018, just 0.1 percentage points off the 2017 rate, and by 5.9% in 2019.

Asia and the Pacific continue to enjoy steady growth. The region picked up steam throughout last year to average 6.1% growth in gross domestic product (GDP), a 0.2 percentage point uptick from 2016. The strong showing reflected both solid export demand and rapidly expanding domestic demand, including in the People's Republic of China **(PRC).** Momentum is likely to moderate only slightly to 6.0% in 2018 and 5.9% in 2019.

PRC (China) growth accelerated on strong demand from home and abroad. Assuming mildly tighter monetary and fiscal policies in the PRC, growth is expected to moderate from 6.9% in 2017 to 6.6% in 2018 and 6.4% in 2019.

India is set to rebound from a dip in growth following reform. Growth in fiscal 2017 was estimated at 6.6%, 0.5 percentage points below the previous year. The demonetization of large banknotes in late 2016 had lingering effects on small business and private credit, and reform that introduced a national goods and services tax temporarily slowed business activity early in fiscal 2017. While industry and agriculture slackened, services grew by a solid 8.3%. Improved business regulation and buoyant tax revenue will bolster growth to the forecast horizon, as it accelerates to 7.3% in 2018 and 7.6% in 2019.

India and the PRC (China) together contributed **50% of global growth** in 2017. As the economic giants of developing Asia, providing about 70% of aggregate GDP, their impact on the Asian region is monumental. Both economies have seen services become important contributors to growth.

In India, continued government reform and deleveraging by private corporations will support recovery in investment, and strong growth prospects in the industrial economies will boost exports this year and next.

Subdued inflation in the first quarter of FY2017 allowed the Reserve Bank of India, the central bank, to reduce policy rates by 25 basis points in FY2017, for a cumulative decline of 200 basis points since January 2015.

The indirect tax system was completely overhauled when the government introduced the GST (a value added tax) in July 2017. GST revenue has been robust, though with some decline in November and December 2017 as the government reduced tax rates for many commodities. Improved economic activity and better compliance restored GST revenue to pre-November levels starting in January 2018.

Healthy growth in exports of automobiles, auto parts, chemicals, and iron and steel propelled growth in exports overall, despite contraction in exports of apparel and precious stones. The surplus in services grew by 15.6%, mainly on improved travel services, even as software service exports stagnated.

While the service sector remained the major recipient of FDI in FY2017, FDI flows into manufacturing and construction have increased. By contrast, net portfolio inflows tripled to $23 billion over the previous year, mainly on debt flows. India's reserve holdings increased by $50 billion in FY2017 to exceed $420 billion.

Economic prospects of India

A healthy monsoon and various government initiatives to improve farm productivity will help agriculture grow at a robust rate. Various outlook surveys indicate some improvement in manufacturing and services. The Nikkei purchasing managers' indexes for both manufacturing and services improved significantly from July 2017 to January 2018 on strong growth in new orders, with the manufacturing index reaching a 5-year peak in December 2017.

In sum, growth is forecast to pick up to 7.3% in FY2018 on improved rural consumption, a modest uptick in private investment, and less drag from net exports. Growth is expected to pick up further to 7.6% in FY2019 as efforts to strengthen the banking system and continued corporate deleveraging are likely to bolster private investment. Also set to catalyze growth are benefits from the GST as it mitigates geographic fragmentation and adds revenue to the exchequer, as well as further progress on fiscal consolidation and reform to promote FDI.

Capital outlays on infrastructure are projected to see significant increases for roads and highways, railways, shipping, and telecommunications, with a major part of the increases to be funded by the internal resources of public enterprises in these sectors. Additional funds have been budgeted for some flagship irrigation and housing schemes. The government also announced a state-funded health insurance program that will insure 100 million families.

On balance, the current account deficit is expected to equal about 2.2% of GDP. It will be comfortably financed by stable capital inflows, as India remains an attractive destination for FDI because of its healthy growth prospects, improved ease of doing business, and liberalizing investment regime, with more than 90% of FDI coming through automatic approval routes. In FY2019, export growth is expected to average 9.0% as advanced economies continue to grow at a healthy rate and domestic competitiveness improves. At the same time, import growth is projected to slow to 10.0%.

Following is the forecast of Asian Development Bank (ADB) for 2018 & 2019 of few Asian countries:

Forecast for 2018 & 2019 of few Asian countries by ADB:

	Growth rate of GDP				
	2015	**2016**	**2017**	**2018**	**2019**
China, People's Republic of	**6.9**	**6.7**	**6.9**	**6.6**	**6.4**
Korea, Republic of	2.8	2.8	3.1	3.0	2.9
Afghanistan	1.3	2.4	2.5	2.5	2.5
Bangladesh	6.6	7.1	7.3	7.0	7.2
Bhutan	6.2	7.3	7.5	7.1	7.4
India	**8.2**	**7.1**	**6.6**	**7.3**	**7.6**
Maldives	2.2	6.2	6.5	6.7	6.8
Nepal	3.0	0.0	6.9	4.9	5.5
Pakistan	4.1	4.5	5.3	5.6	5.1
Sri Lanka	5.0	4.5	3.1	4.2	4.8
Indonesia	4.9	5.0	5.1	5.3	5.3
Malaysia	5.0	4.2	5.9	5.3	5.0
Myanmar	**7.0**	**5.9**	**6.8**	**6.8**	**7.2**
Singapore	2.2	2.4	3.6	3.1	2.9

Source: Asian Development Outlook 2018 (figures of 2018 & 2019 are forecast)

As per 'India Brand Equity Foundation' (a Trust established by the Department of Commerce, Ministry of Commerce and Industry, Government of India), **India has emerged as the fastest growing major economy in the world** as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

Market size

India's gross domestic product (GDP) at constant prices grew by 7.2% in September-December 2017 quarter as per the Central Statistics Organisation (CSO). Corporate earnings in India are expected to grow by 15-20 per cent in FY 2018-19 supported by recovery in capital expenditure, according to JM Financial.

The tax collection figures between April 2017- February 2018 show an increase in net direct taxes by 19.5 per cent year-on-year and an increase in net direct taxes by 22.2 per cent year-on-year.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were US$ 422.53 billion in the week up to March 23, 2018, according to data from the RBI.

Recent Developments

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India increased 53.3 per cent to US$ 77.6 billion in 2017 while private equity (PE) deals reached US$ 24.4 billion. Some of the important recent developments in Indian economy are as follows:

- India's merchandise exports and imports grew 11.02 per cent and 21.04 per cent on a y-o-y basis to US$ 273.73 billion and US$ 416.87 billion, respectively, during April-February 2017-18.
- India's Foreign Direct Investment (FDI) inflows reached US$ 208.99 billion during April 2014 - December 2017, with maximum contribution from services, computer software and hardware, telecommunications, construction, trading and automobiles.
- India's Index of Industrial Production (IIP) rose 7.5 per cent year-on-year in January 2018 while retail inflation reached a four month low of 4.4 per cent in February 2018.
- Employment on net basis in eight key sectors in India including manufacturing, IT and transport increased by 136,000 in July-September quarter of 2017-18.

- The average salary hike of Indian employees is estimated to be 9.4 per cent and that of key talents is estimated to be nearly 15.4 per cent in 2018, backed by increased focus on performance by companies, according to Aon Hewitt.
- Indian merchandise exports in dollar terms registered a growth of 4.48 per cent year-on-year in February 2018 at US$ 25.83 billion, according to the data from Ministry of Commerce & Industry.
- Indian companies raised Rs. 1.6 trillion (US$ 24.96 billion) through primary market in 2017.
- Moody's upgraded India's sovereign rating after 14 years to Baa2 with a stable economic outlook.
- The top 100 companies in India are leading in the world in terms of disclosing their spending on corporate social responsibility (CSR), according to a 49-country study by global consultancy giant, KPMG.
- The bank recapitalisation plan by Government of India is expected to push credit growth in the country to 15 per cent, according to a report by Ambit Capital.
- India has improved its ranking in the World Bank's Doing Business Report by 30 spots over its 2017 ranking and is ranked 100 among 190 countries in 2018 edition of the report.
- India's ranking in the world has improved to 126 in terms of its per capita GDP, based on purchasing power parity (PPP) as it increased to US$ 7,170 in 2017, as per data from the International Monetary Fund (IMF).
- India is expected to have 1,00,000 startups by 2025, which will create employment for 3.25 million people and US$ 500 billion in value, as per Chairman of Manipal Global Education.
- The World Bank has stated that private investments in India is expected to grow by 8.8 per cent in FY 2018-19 to overtake private consumption growth of 7.4 per cent, and thereby drive the growth in India's gross domestic product (GDP) in FY 2018-19.
- The Niti Aayog has predicted that rapid adoption of green mobility solutions like public transport, electric vehicles and car-pooling could likely help India save around Rs 3.9 trillion (US$ 60 billion) in 2030.
- Indian impact investments may grow 25 per cent annually to US$ 40 billion from US$ 4 billion by 2025, as per Global Impact Investing Network's (GIIN's) advisor for South Asia.
- The Nikkei India manufacturing Purchasing Managers' Index increased at the fastest pace in December 2017 to reach 54.7, signaling a recovery in the economy.

Government Initiatives

The Union Budget for 2018-19 (announced by Union Minister for Finance, Government of India, in Parliament on February 1, 2018) focuses on uplifting the rural economy and strengthening of the agriculture sector, healthcare for the economically less privileged, infrastructure creation and improvement in the quality of education of the country. As per the budget, the government is committed towards doubling the farmers' income by 2022. A total of Rs 14.34 lakh crore (US$ 225.43 billion) will be spent for creation of livelihood and infrastructure in rural areas. Budgetary allocation for infrastructure is set at Rs 5.97 lakh crore (US$ 93.85 billion) for 2018-19. All-time high allocations have been made to the rail and road sectors.

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. The Prime Minister of India has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Some of the recent initiatives and developments undertaken by the government are listed below:

- The Union Cabinet gave its approval to the North-East Industrial Development Scheme (NEIDS) 2017 in March 2018 with an outlay of Rs.3,000 crores (US$ 460 million) up to March 2020.
- In March 2018, construction of 321,567 additional houses across 523 cities under the Pradhan Mantri Awas Yojana (Urban) has been approved by the Ministry of Housing and Urban Poverty Alleviation, Government of India with an allocation of Rs. 18,203 crore.
- The Ministry of Power, Government of India has partnered with the Ministry of Skill Development & Entrepreneurship to provide training to the manpower in six states in an effort to speed up the implementation of SAUBHAGYA (Pradhan Mantri Sahaj Bijli Har Ghar Yojna).
- Prime Minister's Employment Generation Programme (PMEGP) will be continued with an outlay of Rs 5,500 crore (US$ 844.81 million) for three years from 2017-18 to 2019-20, according to the Cabinet Committee on Economic Affairs (CCEA).
- In February 2018, The Union Cabinet Committee has approved setting up of National Urban Housing Fund (NUHF) for Rs 60,000 crore (US$ 9.3 billion) which will help in raising requisite funds in the next four years.
- The target of an Open Defecation Free (ODF) India will be achieved by October 2, 2019 as adequate funding is available to the Swachh Bharat Mission (Gramin), according to Minister of Drinking Water and Sanitation, Government of India.
- The Government of India has succeeded in providing road connectivity to 85 per cent of the 178,184 eligible rural habitations in the country under its

Pradhan Mantri Gram Sadak Yojana (PMGSY) since its launch in 2014.

- A total of 15,183 villages have been electrified in India between April 2015-November 2017 and complete electrification of all villages is expected by May 2018, according to Minister of State (IC) for Power and New & Renewable Energy, Government of India.
- The Government of India has decided to invest Rs 2.11 trillion (US$ 32.9 billion) to recapitalise public sector banks over the next two years and Rs 7 trillion (US$ 109.31billion) for construction of new roads and highways over the next five years.
- The mid-term review of India's Foreign Trade Policy (FTP) 2015-20 has been released by Ministry of Commerce & Industry, Government of India, under which annual incentives for labour intensive MSME sectors have been increased by 2 per cent.
- The India-Japan Act East Forum, under which India and Japan will work on development projects in the North-East Region of India will be a milestone for bilateral relations between the two countries, according to Ambassador of Japan to India.
- The Government of India will spend around Rs 1 lakh crore (US$ 15.62 billion) during FY 18-20 to build roads in the country under Pradhan Mantri Gram Sadak Yojana (PMGSY).
- The Government of India plans to facilitate partnerships between gram panchayats, private companies and other social organisations, to push for rural development under its 'Mission Antyodaya' and has already selected 50,000 panchayats across the country for the same.
- The Government of India and the Government of Portugal have signed 11 bilateral agreements in areas of outer space, double taxation, and nano technology, among others, which will help in strengthening the economic ties between the two countries.
- India's revenue receipts are estimated to touch Rs. 28-30 trillion (US$ 436- 467 billion) by 2019, owing to Government of India's measures to strengthen infrastructure and reforms like demonetisation and Goods and Services Tax (GST).

Road Ahead

India's gross domestic product (GDP) is expected to reach US$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitisation, globalisation, favourable demographics, and reforms.

India is also focusing on renewable sources to generate energy. It is planning to achieve 40 per cent of its energy from non-fossil sources by 2030 which is currently 30 per cent and also have plans to increase its renewable energy capacity from 57 GW to 175 GW by 2022.

India is expected to be the third largest consumer economy as its consumption may triple to US$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by Pricewaterhouse Coopers.

As mentioned by 'India Brand Equity Foundation', **'The Economic Survey 2017-18"** (which was tabled in the Parliament on January 29, 2018, by Union Minister for Finance, Government of India) forecasts a growth rate of 7 to 7.5 per cent for FY19, as compared to the expected growth rate of 6.75 per cent in FY18. Focus on private investments and exports, two truly sustainable engines of economic growth, will be crucial in improving the climate for rapid economic growth.

Fiscal Deficit & GDP Growth: According to it, the Central Government is confident of achieving fiscal deficit of 3.2 per cent of GDP for 2017-18. The GDP growth is expected to be between 6.5 and 6.75 per cent in 2017-18. The Real GDP growth expected at 6.5 per cent in 2017-18. The GVA growth at basic prices is expected to be 6.1 per cent in 2017-18.

The **Average retail inflation**, measured by Consumer Price Index (CPI), in 2017-18 (April – December) was seen at 3.3 per cent. The Average Wholesale Price Index (WPI) inflation, in 2017-18 (April – December) was seen at 2.9 per cent from 1.7 per cent in 2016-17. The **Current Account Deficit** has declined to reach about 1.8 per cent of GDP in the first half of FY2018. During April-December 2017, **Exports** grew 12.1 per cent to US$ 223.5 billion, while imports increased by 21.8 per cent to US$ 338.4 billion. Private transfer receipts, most of which is composed of remittances from Indians working abroad, increased by 10 per cent to US$ 33.5 billion in first half of 2017-18.

Around 840,000 hectares of land was brought under micro-irrigation during 2016-17. Coverage of non-loanee farmers under the Pradhan Mantri Fasal Bima Yojana (PMFBY) increased 123.5 per cent in 2016-17 and the scheme is being implemented in 25 states/UTs in 2017.

Growth rate in the Gross Value Added **(GVA) by the industrial sector** was 5.6 per cent in 2016-17 and 5.8 per cent in the second quarter of 2017-18. During April-November 2017, the **Index of Industrial Production (IIP)** grew 3.2 per cent, while registering a growth rate of 8.4 per cent in November 2017, the highest in 25 months.

The services sector is projected to grow at 8.3 per cent in 2017-18, as against 7.7 per cent in 2016-17. As per World Trade Organisation (WTO) data, India's share in the **Exports of Commercial Services** in the world increased to 3.4 per cent in 2016 from 3.3 per cent in 2015. In terms of **Growth in Tourism Sector**, between January-December 2017, Foreign Tourist Arrivals (FTAs) were 10.2 million with a growth of 15.6 per cent and foreign exchange earnings (FEE) were at US$ 27.7 billion with a growth of 20.8 per cent.

Ease of Doing Business in India: Various reforms taken by the Government of India have led to increase in India's ranking in the World Bank's Ease of Doing Business Index from 130 in 2017 to 100 in 2018. India's ranking in the taxation and insolvency parameters improved by 53 and 33 spots, respectively, on the back of administrative reforms undertaken by the Government of India in the areas of taxation and passage of Insolvency and Bankruptcy Code (IBC), 2016. To improve the ease of doing business in the country, the government has taken various initiatives to improve contract enforcement. Over 1,000 redundant legislations have been scrapped. The Commercial Courts, Commercial Division and Commercial Appellate Division of High Courts Act, 2015 have been passed while intra-government litigation has been reduced. The National Judicial Data Grid (NJDG) is being expanded under which every high court in the country will be digitized very soon. The same was recognized in the rankings by the World Bank.

GST data and the Indian Economy: The number of indirect taxpayers in the country witnessed growth of 50 per cent to 9.8 million unique GST registrants, as of December 2017. India's internal trade in goods and services (excluding non-GST goods and services) at 60 per cent is even higher than that estimated in last year's economic survey. The current GST tax base (excluding exports) is around 6.5 to 7 million (broadly similar to the estimates of Revenue Neutral Rate Committee and GST Council). Based on the average collections from GST, the implied weighted average collection rate (incidence) is 15.6 per cent.

About Foreign Direct Investment (FDI) in India, which is a major source of non-debt financial resource for the economic development of India, 'India Brand Equity Foundation' has stated that the Indian government's favourable policy regime and robust business environment have ensured that foreign capital keeps flowing into the country. The government has taken many initiatives in recent years such as relaxing FDI norms across sectors such as defence, PSU oil refineries, telecom, power exchanges, and stock exchanges, among others.

According to Department of Industrial Policy and Promotion (DIPP), the total FDI investments in India during April-December 2017 stood at US$ 35.94 billion, indicating that government's effort to improve ease of doing business and relaxation in FDI norms is yielding results.

Indian impact investments may grow 25 per cent annually to US$ 40 billion from US$ 4 billion by 2025, as per Global Impact Investing Network's (GIIN's) advisor for South Asia. Cumulative equity foreign direct investment (FDI) inflows in India increased 40 per cent to reach US$ 114.4 billion between FY 2015-16 and FY 2016-17, as against US$ 81.8 billion between FY 2011-12 and FY 2013-14. International Finance Corporation (IFC), the investment arm of the World Bank Group, is planning to invest about US$ 6 billion through 2022 in several sustainable and renewable energy programmes in India. SoftBank is planning to invest its new US$ 100 billion technology fund in market leaders in each market segment in India as it is seeks to begin its third round of investments.

RECENT DEVELOPMENTS & YOUR COMPANY'S PERCEPTION ABOUT FUTURE GROWTH:

The recent developments in the Indian Economy reflect growth and positive indicators for industrial development which are encouraging. The Global Economy has also started picking up and is further expected to improve in near future. The stable Government at centre and improved governmental decision making is providing positive sentiments all-around.

The expected growth of Indian Industry as per Government data is reasonably encouraging. The industry looks towards a strong growth path in the years ahead, especially in the infrastructure sector.

In the given environment of India being fairly poised towards growth, your Company stands in a strong position to grow rapidly due to its presence basically in the infra-structure sector, which is the backbone of country's overall growth & development.

The economy is going forward with strong momentum and your Company will join this race with equal vigour and positivity. Your Company is making every effort to increase its business and profitability while reducing costs to the extent possible.

The Company has made substantially big efforts in reducing its debt over last couple of years (details of which are given in the Directors Report). This will consequently reduce the interest burden on its profitability. Your management expects reasonable growth & increase in shareholders' value in the years ahead.

COMPANY'S BUSINESS

The Company's business (directly or through subsidiary companies) can broadly be classified in the following sectors:

1. Engineering & Construction
2. Manufacture & Marketing of Cement (including through subsidiaries)
3. Energy (Power & Transmission) (through Associate Companies)
4. Expressways (through subsidiaries)
5. Real Estate (including through subsidiary)
6. Hospitality
7. Sports and
8. Healthcare (through subsidiary).

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

1. ENGINEERING & CONSTRUCTION

As per 'India Brand Equity Foundation' (a Trust established by the Department of Commerce, Ministry of Commerce and Industry, Government of India), the Indian Engineering sector has witnessed a remarkable growth over the last few years driven by increased investments in infrastructure and industrial production. The engineering sector, being closely associated with the manufacturing and infrastructure sectors, is of strategic importance to India's economy.

In the Union Budget 2018-19, the government allocated US$ 92.22 billion for the infrastructure sector. Allocation to the defence sector was raised to US$ 45.57 billion under Union Budget 2018-19. In addition, Make in India policy is being carefully pursued to achieve greater self-sufficiency in the area of defence equipment including air-craft.

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads and urban infrastructure development. In 2016, India jumped 19 places in World Bank's Logistics Performance Index (LPI) 2016, to rank 35th amongst 160 countries.

India has a **requirement of investment worth Rs 50 trillion (US$ 777.73 billion) in infrastructure by 2022** to have sustainable development in the country. India is witnessing significant interest from international investors in the infrastructure space.

Government Initiatives: The Government of India is expected to invest highly in the infrastructure sector, mainly highways, renewable energy and urban transport, prior to the general elections in 2019. The Government of India is taking every possible initiative to boost the infrastructure sector. Some of the steps taken in the recent past are discussed below:

a) Announcements in Union Budget 2018-19:

   i. Massive push to the infrastructure sector by allocating Rs 5.97 lakh crore (US$ 92.22 billion) for the sector.

   ii. Railways received the highest ever budgetary allocation of Rs 1.48 trillion (US$ 22.86 billion).

   iii. Rs 16,000 crore (US$2.47 billion) towards Sahaj Bijli Har Ghar Yojana (Saubhagya) scheme. The scheme aims to achieve universal household electrification in the country.

   iv. Rs 4,200 crore (US$ 648.75 billion) to increase capacity of Green Energy Corridor Project along with other wind and solar power projects.

   v. Allocation of Rs 10,000 crore (US$ 1.55 billion) to boost telecom infrastructure.

b) The 90 smart cities shortlisted by the Government of India have proposed projects with investments of Rs 191,155 crore (US$ 30.02 billion) which include Projects Focusing on Revamping an Identified Area (Area Based Projects) with investment of Rs 152,500 crore (US$ 23.95 billion).

c) Contracts awarded under the Smart Cities Mission would show results by June 2018 as the work is already in full swing, according to Minister of State (Independent Charge) for Housing and Urban Affairs, Government of India.

d) The Government of India is working to ensure a good living habitat for the poor in the country and has launched new flagship urban missions like the Pradhan Mantri Awas Yojana (Urban), Atal Mission for Rejuvenation and Urban Transformation (AMRUT), and Swachh Bharat Mission (Urban) under the urban habitat model, according to Minister of State (Independent Charge) for Housing

India's national highway network is expected to cover 50,000 kilometres by 2019, with around 20,000 km of works scheduled for completion in the next couple of years, according to the Ministry of Road Transport and Highways.

The Government of India is devising a plan to provide wifi facility to 550,000 villages by March 2019 for an estimated cost of Rs 3,700 crore (US$ 577.88 million), as per the Department of Telecommunications, Government of India.

India and Japan have joined hands for infrastructure development in India's north-eastern states and are also setting up an India-Japan Coordination Forum for Development of North East to undertake strategic infrastructure projects in the northeast.

CHALLENGES AND OUTLOOK

The outlook appears bright, as your Company is looking forward to participation in the tenders for a number of large hydro-electric projects. The Company also expects a healthy order books of construction contracts.

However, in the current macroeconomic environment, to achieve this objective, there is need to address sector-specific issues over the medium to long-term horizon in India.

While your Company is an acknowledged leader in the field of multipurpose river valley and hydro-power projects and has in-house capability for undertaking challenging assignments anywhere in the world on EPC (Engineering, Procurement and Construction) contract basis, it is facing increasing competition from new entrants in the packaged contract sector for the past few years, which is expected to increase due to possible reduction of opportunities in the immediate future, till the economy moves to a fast growth rate.

2. CEMENT

As per 'India Brand Equity Foundation', India is the second largest producer of cement in the world. No wonder, India's cement industry is a vital part of its economy, providing employment to more than a million people, directly or indirectly. Ever since it was deregulated in 1982, the Indian cement industry has attracted huge investments, both from Indian as well as foreign investors.

India has a lot of potential for development in the infrastructure and construction sector and the cement sector is expected to largely benefit from it. Some of the recent major initiatives such as development of 98 smart cities are expected to provide a major boost to the sector.

Expecting such developments in the country and aided by suitable government foreign policies, several foreign players such as Lafarge-Holcim, Heidelberg Cement, and Vicat have invested in the country in the recent past. A significant factor which aids the growth of this sector is the ready availability of the raw materials for making cement, such as limestone and coal.

The housing sector is the biggest demand driver of cement, accounting for about 67 per cent of the total consumption in India. The other major consumers of cement include infrastructure at 13 per cent, commercial construction at 11 per cent and industrial construction at 9 per cent.

India's total cement production capacity is nearly 425 million tonnes, as of September 2017. The growth of cement industry is expected to be 6-7 per cent in 2017 because of the government's focus on infrastructural development. The industry is currently producing 280 MT for meetings its domestic demand and 5 MT for exports requirement. The country's per capita consumption stands at around 225 kg.

The Indian cement industry is dominated by a few companies. The top 20 cement companies account for almost 70 per cent of the total cement production of the country. A total of 210 large cement plants account for a cumulative installed capacity of over 350 million tonnes, with 350 small plants accounting for the rest. Of these 210 large cement plants, 77 are located in the states of Andhra Pradesh, Rajasthan and Tamil Nadu.

On the back of growing demand, due to increased construction and infrastructural activities, the cement sector in India has seen many investments and developments in recent times.

According to data released by the Department of Industrial Policy and Promotion (DIPP), cement and gypsum products attracted Foreign Direct Investment (FDI) worth US$ 5.25 billion between April 2000 and December 2017.

In Budget 2018-19, Government of India announced setting up of an Affordable Housing Fund of Rs 25,000 crore (US$ 3.86 billion) under the National Housing Bank (NHB) which will be utilised for easing credit to homebuyers. The move is expected to boost the demand of cement from the housing segment.

The eastern states of India are likely to be the newer and virgin markets for cement companies and could contribute to their bottom line in future. In the next 10 years, India could become the main exporter of clinker and gray cement to the Middle East, Africa, and other developing nations of the world. Cement plants near the ports, for instance the plants in Gujarat and Visakhapatnam, will have an added advantage for exports and will logistically be well armed to face stiff competition from cement plants in the interior of the country.

Due to the increasing demand in various sectors such as housing, commercial construction and industrial construction, cement industry is expected to reach 550-600 Million Tonnes Per Annum (MTPA) by the year 2025.

A large number of foreign players are also expected to enter the cement sector, owing to the profit margins and steady demand.

With help from the government in terms of friendlier laws, lower taxation, and increased infrastructure spending, the sector will grow and take India's economy forward along with it.

FUTURE OUTLOOK IN CEMENT

The outlook of cement is bright considering the following factors:

a. **Housing:** The Housing segment accounts for a major portion of the total domestic demand for cement in India; Real estate market is expected to grow in future at a consistent pace. Growing urbanisation, an increasing number of households and higher employment are primarily driving the demand for housing. Initiatives by the government are expected to provide an impetus to construction activity in rural and semi-urban areas through large infrastructure and housing development projects respectively.

b. **Infrastructure:** The government is strongly focused on infrastructure development to boost economic growth. It plans to increase investment in infrastructure projects such as dedicated freight corridors as well as new and upgraded airports and ports are expected to further drive construction activity. The government intends to expand the capacity of the railways and the facilities for handling and storage to ease the transportation of cement and reduce transportation costs.

c. **Commercial:** The demand for Commercial Real Estate segments, comprising retail space, office space and hotels, as well as civic facilities including hospitals, multiplexes and schools, has been rising due to the growth in economy. The demand for office space in India is being driven by the increasing number of multinational companies and the growth of the services sector Strong growth in tourism, including both business and leisure travel, has boosted the construction of hotels in the country.

   Your management is of the view that as the economic growth has picked up and is further expected to be strong, the cement demand is expected to sustain growth in demand. The key drivers of this demand shall be the continued expansion in infrastructure, real estate and industrial sectors.

3. POWER

As per 'India Brand Equity Foundation', Power is one of the most critical components of infrastructure crucial for the economic growth and welfare of nations. The existence and development of adequate infrastructure is essential for sustained growth of the Indian economy.

India's power sector is one of the most diversified in the world. Sources of power generation range from conventional sources such as coal, lignite, natural gas, oil, hydro and nuclear power to viable non-conventional sources such as wind, solar, and agricultural and domestic waste.

Electricity demand in the country has increased rapidly and is expected to rise further in the years to come. In order to meet the increasing demand for electricity in the country, massive addition to the installed generating capacity is required.

India ranks third among 40 countries in EY's Renewable Energy Country Attractiveness Index, on back of strong focus by the government on promoting renewable energy and implementation of projects in a time bound manner.

India has moved up 73 spots to rank 26th in the World Bank's list of electricity accessibility in 2017, according to Minister of State (Independent Charge) for Power, Coal, Renewable Energy and Mines, Government of India.

In September 2017, the Government of India launched the **Saubhagya scheme** to provide electricity connections to over 40 million families in rural and urban areas by December 2018 at a cost of US$ 2.5 billion.

Indian power sector is undergoing a significant change that has redefined the industry outlook. Sustained economic growth continues to drive electricity demand in India. The Government of India's focus on attaining 'Power for all' has accelerated capacity addition in the country. At the same time, the competitive intensity is increasing at both the market and supply sides (fuel, logistics, finances, and manpower).

Total installed capacity of power stations in India stood at 334,146.91 Megawatt (MW) as on February, 2018.

The Ministry of Power set a target of 1,229.4 billion units (BU) of electricity to be generated in the financial year 2017-18, which is 50 BU's higher than the target for 2016-17. The annual growth rate in renewable energy generation has been estimated to be 27 per cent and 18 per cent for conventional energy.

The Indian solar industry has installed a total of 2,247 megawatts (MW) in the third quarter of 2017, from 1,947 MW in the second quarter of 2017. The cumulative installed capacity reached 7,149 MW in the first nine months of 2017, covering more than one-third of total new power capacity addition in 2017.

Two under-construction hydro projects of NHPC in Himachal Pradesh and Jammu & Kashmir (J&K), expected to be commissioned in 2018, will produce 4,458.69 million units of additional power, according to the Ministry of Power, Government of India.

The total estimated potential of tidal energy in India is about 8,000 megawatt (MW), of which 7,000 MW is in the Gulf of Kambhat, 1,200 MW is in the Gulf of Kutch and 100 MW in the Gangetic Delta.

The number of small hydro power projects set up in India stood at 1,085 with total installed capacity of 4,399.355 megawatt (MW) as of November 30, 2017.

Investment Scenario

Around 293 global and domestic companies have committed to generate 266 GW of solar, wind, mini-hydel and biomass-based power in India over the next 5–10 years. The initiative would entail an investment of about US$ 310–350 billion.

Between April 2000 and September 2017, the industry attracted US$ 12.3 billion in Foreign Direct Investment (FDI), accounting for 3.44 per cent of total FDI inflows in India.

Some major investments and developments in the Indian power sector are as follows:

- Energy Efficiency Services Ltd (EESL) has raised US$ 454 million from Global Environment Facility (GEF) for its energy-efficiency projects in an attempt to boost India's move towards becoming a low carbon economy.
- IL&FS Financial Services Ltd has partnered with Jammu and Kashmir (J&K) Bank Ltd to finance nine hydropower projects in J&K with a total capacity of 2,000 MW, which require financing of around Rs 20,000 crore (US$ 3.12 billion).
- Sterlite Power has won one of the largest 1,800 km power transmission project worth US$ 800 million in Brazil, the company's third project in Brazil and the largest ever project won by an Indian company in Latin America.
- With the aim of giving a boost to renewable energy, the State Bank of India (SBI) and the World Bank have decided to sanction credit worth Rs 2,317 crore (US$ 356.82 million) to seven corporates towards solar rooftop projects to generate a total of 575 megawatt (MW) of solar energy.
- India added 467 MW of grid interactive wind power capacity between January-November 2017, while wind power projects with cumulative capacity of 9,500 MW are expected to be bid out by March 2018, according to Mr R K Singh, Minister of State (Independent Charge) for Power and New & Renewable Energy, Government of India.
- A total of 26.3 million households which are below poverty line (BPL) have been electrified under the Rural Electrification component of Deen Dayal Upadhyay Gram Jyoti Yojana (DDUGJY), according to the Ministry of Power, Government of India.
- In April 2018 ReNew Power made the largest M&A deal by acquiring Ostro Energy for US$ 1,668.21 million.

Government Initiatives

The Government of India has identified power sector as a key sector of focus so as to promote sustained industrial growth. Some initiatives by the Government of India to boost the Indian power sector:

- "Saubhagya Yojana" programme was launched by Chief Minister, Jharkhand to provide electricity to all 29,376 villages.
- The companies within the solar power industry in India, specifically the ones involved in the operation and maintenance (O&M) of solar power plants have welcomed the Government of India's move to introduce regulations for operating drones by February 2017.
- Over 280 million LED bulbs were distributed to consumers in India by Energy Efficiency Services Limited (EESL) under Unnati Jyoti by Affordable LEDs for All (UJALA) as on December 19, 2017 and 524.3 million LED bulbs were sold by private players till October 2017.
- In order to lower India's crude oil imports, the Government of India is going to promote coal gasification to convert high ash coal into methanol that can be used as cooking gas and transportation fuels, according to Mr V K Saraswat, Member of NITI Aayog.
- Initiatives taken by the Energy Efficiency Services (EESL) have resulted in energy savings of 37 billion kWh and reduction in greenhouse gas (GHG) emissions by 30 million tonnes.
- The Union and state governments have agreed to implement the Direct Benefit Transfer (DBT) scheme in the electricity sector for better targeting of subsidies, according to Minister of State for Power (Independent Charge).
- All the states and union territories of India are on board to fulfil the Government of India's vision of ensuring 24x7 affordable and quality power for all by March 2019, stated Union Minister of State (IC) for Power and New & Renewable Energy, Government of India.

- Uttar Pradesh Electricity Regulatory Commission, regulator of power sector in Uttar Pradesh, has approved several steps to strengthen the financial position of state utilities and increase opportunities for companies in the transmission and distribution (T&D) EPC business.
- The Department of Economic Affairs, Government of India, signed a guarantee agreement for IBRD/ CTF loan worth US$ 98 million and grant agreement for US$ 2 million with the World Bank for 'shared infrastructure for solar parks project'.

The Road Ahead

The Government of India has released its roadmap to achieve **175 GW capacity** in renewable energy by 2022, which includes 100 GW of solar power and 60 GW of wind power. The Union Government of India is preparing a 'rent a roof' policy for supporting its target of generating 40 gigawatts (GW) of power through solar rooftop projects by 2022.

Coal-based power generation capacity in India, which currently stands at 192 GW is expected to reach 330-441 GW by 2040.

The 2026 forecast for India's non-hydro renewable energy capacity has been increased to 155 GW from 130 GW on the back of more than expected solar installation rates and successful wind energy auctions.

India could become the world's first country to use LEDs for all lighting needs by 2019, thereby saving Rs 40,000 crore (US$ 6.23 billion) on an annual basis.

India's installed solar power capacity reached 14,771.69 as of September 2017.

The government's immediate goal is to generate two trillion units (kilowatt hours) of energy by 2019. This means doubling the current production capacity to provide 24x7 electricity for residential, industrial, commercial and agriculture use. A total of 16,064 villages out of 18,452 un-electrified villages in India have been electrified up to December 2017 as part of the target to electrify all villages by May 1, 2018.

The Government of India is taking a number of steps and initiatives like 10-year tax exemption for solar energy projects, etc., in order to achieve India's ambitious renewable energy targets of adding 175 GW of renewable energy, including addition of 100 GW of solar power, by the year 2022. The government has also sought to restart the stalled hydro power projects and increase the wind energy production target to 60 GW by 2022 from the current 20 GW.

Conclusion

Considering the huge potential in the Energy sector, your Company through its associate companies is making efforts to make the breakthrough.

4. ROADS/ EXPRESSWAYS

As per 'India Brand Equity Foundation', India has the second largest road network across the world at 5.4 million km. This road network transports more than 60 per cent of all goods in the country and 85 per cent of India's total passenger traffic. Road transportation has gradually increased over the years with the improvement in connectivity between cities, towns and villages in the country.

The Indian roads carry almost **90 per cent of the country's passenger traffic** and around 65 per cent of its freight. In India sales of automobiles and movement of freight by roads is growing at a rapid rate.

The transport infrastructure sector in India is expected to grow at 6.1 per cent in real terms in 2017 and at a Compounded Annual Growth Rate (CAGR) of 5.9 per cent through the year 2021, thereby becoming the fastest-expanding component of the country's infrastructure sector.

The construction of highways reached 8,142 km during FY 2016-17, with an all-time high average pace of 22.3 km per day. In the first two months of FY2017-18, 1,627 km of highway was constructed at an average of 26.3 km per day.

Total length of roads constructed under Prime Minister's Gram Sadak Yojana (PMGSY) was **47,447 km** in 2017-18.

Key Investments/Developments

The Union Minister of State for Road, Transport and Shipping has stated that the Government aims to boost corporate investment in roads and shipping sector, along with introducing business-friendly strategies that will balance profitability with effective project execution.

Some of the key investments and developments in the Indian roads sector are as follows:

- The National Highways and Infrastructure Development Corporation (NHIDCL) has been awarded a contract to build five all-weather access tunnels worth Rs 23,000 crore (US$ 3.57 billion) in Jammu and Kashmir by 2024.
- The first phase of construction work of Mumbai's 29.2 km long coastal road is expected to begin in April 2018, after bids are finalised in March.

Government Initiatives

Some of the recent government initiatives are as follows:

- The Cabinet Committee on Economic Affairs (CCEA), Government of India, has approved the construction of Zoji La tunnel which is a strategic transport project for all-weather connectivity in Srinagar, Kargil and Leh.
- The Ministry of Road Transport and Highways, Government of India has sanctioned projects worth Rs 13,411 crore (US$ 2.1 billion) for development of national highways in Assam between 2014-15 and 2017-18.
- The Central Road Fund (Amendment) Bill, 2017 has been passed by Lok Sabha, Government of India which would result in revenues of Rs. 2,300 crore (US$ 358.7 million) for national waterways in the country.
- The Government of India has succeeded in providing road connectivity to 85 per cent of the 178,184 eligible rural habitations in the country under its Pradhan Mantri Gram Sadak Yojana (PMGSY) since its launch in 2014.

- The land acquisition process and detailed project reports (DPR's) for the Bharatmala Pariyojana are underway and the first project is expected to be awarded before the end of 2018, according to Minister for Road Transport and Highways.
- The state government of Kerala plans to raise Rs 10,000 crore (US$ 1.54 billion) from non-resident Keralites (NRKs) to finance the development of two highways in the state and support NRKs in the long-term.
- The Ministry of Road Transport and Highways, Government of India plans to implement 'Value Engineering Programme' in order to promote use of new technologies and material in highway projects being executed in India.

Road Ahead

The government, through a series of initiatives, is working on policies to attract significant investor interest. The Indian government plans to develop a total of **66,117 km of roads** under different programmes such as National Highways Development Project (NHDP), Special Accelerated Road Development Programme in North East (SARDP-NE) and Left Wing Extremism (LWE). The government has identified development of 2,000 km of coastal roads to improve the connectivity between ports and remote villages.

The National Highways Authority of India (NHAI) plans to build 50,000 km of roads worth US$ 250 billion by 2022 as part of a long-term goal of doubling the length of the national highway network to 200,000 km.

The Government of India will spend around Rs. 1 lakh crore (US$ 15.26 billion) during FY 18-20 to build roads in the country under Pradhan Mantri Gram Sadak Yojana (PMGSY).

The Government of India has decided to invest Rs. 7 trillion (US$ 107.82 billion) for construction of new roads and highways over the next five years.

Conclusion

Your Company having a vast experience & resources and depending upon the opportunities that may arise due to proactive actions of the Government, would expand its business further in Roads & Expressways appropriately, directly or through its subsidiaries.

5. REAL ESTATE

As per 'India Brand Equity Foundation', the real estate sector is one of the most globally recognized sectors. In India, real estate is the **second largest employer after agriculture** and is slated to grow at 30 per cent over the next decade.

The real estate sector comprises four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

It is also expected that this sector will incur more non-resident Indian (NRI) investments in both the short term and the long term. Bengaluru is expected to be the most favoured property investment destination for NRIs, followed by Ahmedabad, Pune, Chennai, Goa, Delhi and Dehradun.

India's rank in the Global House Price Index has jumped 13 spots to reach the ninth position among 55 international markets, on the back of increasing prices in mainstream residential sector.

The Indian real estate market is expected to touch US$ 180 billion by 2020. Housing sector is expected to contribute around 11 per cent to India's GDP by 2020. In the period FY2008-2020, the market size of this sector is expected to increase at a Compound Annual Growth Rate (CAGR) of 11.2 per cent. Retail, hospitality and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs.

Private equity and debt investments in India's real estate sector grew 12 per cent year-on-year to US$ 4.18 billion across 79 transactions in 2017. In 2017, M&A deals worth US$ 3.26 billion were made in India's real estate sector. Private equity investments in Indian retail assets increased 15 per cent in CY 2017 to reach US$ 800 million. India is expected to witness an upward rise in the number of real estate deals in 2018, on the back of policy changes that have made the market more transparent.

Sectors such as IT and ITeS, retail, consulting and e-commerce have registered high demand for office space in recent times. The office space absorption in 2017 across the top eight cities amounted to 18 million square feet (msf) as of September 2017. Private equity inflows in office and IT/ITES real estate have grown 150 per cent between 2014 and 2017 backed by a strong attraction towards office sector. In 2017, new retail space of 6.4 million has finished and supply of around 20 mn sq ft is expected in 2019.

Investments/Developments

The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces. Private equity investments in real estate are estimated to grow to US$ 100 billion by 2026 with tier 1 and 2 cities being the prime beneficiaries.

India stood third in the US Green Building Council's (USGBC) ranking of the top 10 countries for Leadership in Energy and Environmental Design (LEED) certified buildings, with over 752 LEED-certified projects across 20.28 million gross square meters of space.

According to data released by Department of Industrial Policy and Promotion (DIPP), the construction development sector in India has received Foreign Direct Investment (FDI) equity inflows to the tune of US$ 24.67 billion in the period April 2000-December 2017.

Some of the major investments in this sector are as follows:

- In February 2018, DLF bought 11.76 acres of land for Rs 15 billion (US$ 231.7 million) for its expansion in Gurugram, Haryana.
- In February 2018, Japanese conglomerate Sumitomo Corporation announced its US$ 2 billion partnership with Krishna Group to develop real estate projects in the country.

- KKR India Asset Finance Pvt Ltd has invested over US$ 500 million in residential real estate projects in India in 2017, taking its total investments in real estate projects in India to US$ 1 billion.

Government Initiatives

The Government of India along with the governments of the respective states has taken several initiatives to encourage the development in the sector. The **Smart City Project**, where there is a plan to build 100 smart cities, is a prime opportunity for the real estate companies.

Below are some of the other major Government Initiatives:

- In February 2018, creation of National Urban Housing Fund was approved with an outlay of Rs 60,000 crore (US$ 9.27 billion).
- Under the Pradhan Mantri Awas Yojana (PMAY) Urban 1,427,486 houses have been sanctioned in 2017-18. In March 2018, construction of additional 3,21,567 affordable houses was sanctioned under the scheme.

Road Ahead

The Securities and Exchange Board of India (SEBI) has given its approval for the Real Estate Investment Trust (REIT) platform which will help in allowing all kinds of investors to invest in the Indian real estate market. It would create an opportunity worth Rs 1.25 trillion (US$ 19.65 billion) in the Indian market over the years.

Responding to an increasingly well-informed consumer base and, bearing in mind the aspect of globalisation, Indian real estate developers have shifted gears and accepted fresh challenges. The most marked change has been the shift from family owned businesses to that of professionally managed ones. Real estate developers, in meeting the growing need for managing multiple projects across cities, are also investing in centralised processes to source material and organise manpower and hiring qualified professionals in areas like project management, architecture and engineering.

The growing flow of FDI into Indian real estate is encouraging increased transparency. Developers, in order to attract funding, have revamped their accounting and management systems to meet due diligence standards.

FUTURE OUTLOOK IN REAL ESTATE

Your Company is a prominent real estate developer in the NCR region with large land bank and offering in various segments from Luxury to mid income, developing integrated cities, Golf centric homes etc. and is all set to gain from the rapidly growing real estate market. With rapid urbanization and improving connectivity in the region, your Company is poised for rapid growth.

6. HOSPITALITY

As per 'India Brand Equity Foundation', the Indian tourism and hospitality industry has emerged as one of the key drivers of growth among the services sector in India. Tourism in India has significant potential considering the **rich cultural and historical heritage, variety in ecology, terrains and places of natural beauty spread across the country**.

Tourism is also a potentially large employment generator besides being a significant source of foreign exchange for the country. India's Foreign Exchange Earnings (FEEs) increased by 17.6 per cent year-on-year in January 2018 over January 2017.

India is the most digitally-advanced traveller nation in terms of digital tools being used for planning, booking and experiencing a journey, India's rising middle class and increasing disposable incomes has continued to support the growth of domestic and outbound tourism.

Domestic Tourist Visits (DTVs) to the States/Union Territories (UTs) grew by 15.5 per cent y-o-y to 1.65 billion (provisional) during 2016 with the top 10 States/UTs contributing about 84.2 per cent to the total number of DTVs, as per Ministry of Tourism.

Foreign Tourist Arrivals (FTAs) in India increased 8.4 per cent year-on-year to 1.06 million and the number of FTAs on e-tourist visa increased 58.5 per cent to 2.40 lakh foreign tourist as per Ministry of Tourism, Government of India.

India is expected to move up five spots to be ranked among the top five business travel market globally by 2030, as business travel spending in the country is expected to treble until 2030 from US$ 30 billion in 2015.

International hotel chains will likely increase their expansion and investment plans in India, and are expected to account for 50 per cent share in the Indian hospitality industry by 2022, from the current 44 per cent.

Investments

The tourism and hospitality sector is among the top 10 sectors in India to attract the highest Foreign Direct Investment (FDI). During the period April 2000-December 2017, the hotel and tourism sector attracted around US$ 10.90 billion of FDI, according to the data released by Department of Industrial Policy and Promotion (DIPP).

Government Initiatives

The Indian government has realised the country's potential in the tourism industry and has taken several steps to make India a global tourism hub.

Some of the major initiatives planned by the Government of India to give a boost to the tourism and hospitality sector of India are as follows:

- The Government of India signed a loan agreement for US$ 40 million with the World Bank for the Uttar Pradesh Pro-Poor Tourism Development Project aimed at developing tourism facilities in the state.
- Under Budget 2018-19, the government allotted Rs 1,250 crore (US$193.08 million) for Integrated development of tourist circuits under Swadesh Darshan and Pilgrimage Rejuvenation and Spiritual Augmentation Drive (PRASAD).

Road Ahead

India's travel and tourism industry has huge growth potential. The tourism industry is also looking forward to the expansion of E-visa scheme which is expected to double the tourist inflow to India.

India's travel and tourism industry has the potential to expand by 2.5 per cent on the back of higher budgetary allocation and low cost healthcare facility, according to a joint study conducted by Assocham and Yes Bank.

FUTURE OUTLOOK IN HOSPITALITY

Your Company has a huge brand name in hospitality sector by the name of 'JAYPEE HOTELS' which has been built up by committed efforts over decades. It owns five prestigious luxury hotels in the five star category, finest Championship Golf Course, Integrated Sports Complex which are strategically located to service the needs of discerning business and leisure travellers. With rapid growth in national and international tourism and business & personal needs of customers, especially in rich and middle class segments, your Company is poised for rapid growth in this sector.

7. SPORTS

In the last 7 to 8 years, India has hosted many international events. Since the time, Delhi hosted the Commonwealth Games in October 2010, there is more awareness in Indian public about sports. Sports retailing has also boosted the manufacturing industry in countries like India and China which are global manufacturing hubs for sports products.

The sports market is one of the most complex and diverse markets in which the government, federations and private sector are inter-twined and all of them play an important role.

With privatisation and commercialisation of sports, the private sector is playing a key role in promotion, training and marketing of sports. They now own sports clubs and teams.

Sports retailers, brands and manufacturers are working closely with government and federations, for equipment/ goods procurement, event sponsorship, etc. and are contributing to development of sports infrastructure.

The growing interest of youngsters and even elderly people in India towards sports is an encouraging force to invest in this sector. In India, cricket is one of the most beloved games, while people have interest in hockey, football, badminton, tennis and other sports also. The three F-1 races organized in India in October 2011, October 2012 & October 2013 also proved good interest of people of India in non-conventional sports activities.

OUTLOOK

Considering the interest of Government as well as Indian public in sports and most of the population of India being in lower brackets of age groups, the **future of sports will always be lucrative and bright** in India. Your Company is making efforts to materialize the opportunities as and when available.

8. HEALTHCARE

As per 'India Brand Equity Foundation', Healthcare has become one of India's largest sectors - both in terms of revenue and employment. Healthcare comprises hospitals, medical devices, clinical trials, outsourcing, telemedicine, medical tourism, health insurance and medical equipment. The Indian healthcare sector is growing at a brisk pace due to its strengthening coverage, services and increasing expenditure by public as well private players.

Indian healthcare delivery system is categorised into two major components - public and private. The Government, i.e. public healthcare system comprises limited secondary and tertiary care institutions in key cities and focuses on providing basic healthcare facilities in the form of primary healthcare centres (PHCs) in rural areas. The private sector provides majority of secondary, tertiary and quaternary care institutions with a major concentration in metros, tier I and tier II cities.

India's competitive advantage lies in its large pool of well-trained medical professionals. India is also cost competitive compared to its peers in Asia and Western countries. The cost of surgery in India is about one-tenth of that in the US or Western Europe.

Deloitte Touche Tohmatsu India has predicted that with increased digital adoption, the Indian healthcare market, which is worth around US$ 100 billion, will likely grow at a CAGR of 23 per cent to US$ 280 billion by 2020. The healthcare market can increase three fold to US$ 372 billion by 2022.

India is experiencing 22-25 per cent growth in medical tourism and the industry is expected to double its size from present (April 2017) US$ 3 billion to US$ 6 billion by 2018. Medical tourist arrivals in India increased more than 50 per cent to 200,000 in 2016 from 130,000 in 2015.

The Healthcare Information Technology (IT) market is valued at US$ 1 billion currently (April 2016) and is expected to grow 1.5 times by 2020.

Over 80 per cent of the antiretroviral drugs used globally to combat AIDS (Acquired Immuno Deficiency Syndrome) are supplied by Indian pharmaceutical firms.

There is a significant scope for enhancing healthcare services considering that healthcare spending as a percentage of Gross Domestic Product (GDP) is rising. Rural India, which accounts for over 70 per cent of the population, is set to emerge as a potential demand source.

A total of 3,598 hospitals and 25,723 dispensaries across the country offer AYUSH (Ayurveda, Yoga & Naturopathy, Unani, Siddha and Homoeopathy) treatment, thus ensuring availability of alternative medicine and treatment to the people. In 2017, the Government of India has provided grant-in-aid for setting up of AYUSH educational institutions in States and Union Territories.

Investment

The hospital and diagnostic centres attracted Foreign Direct Investment (FDI) worth US$ 4.99 billion between April 2000 and December 2017, according to data released by the Department of Industrial Policy and Promotion (DIPP).

India and Cuba have signed a Memorandum of Understanding (MoU) to increase cooperation in the areas of health and medicine, according to Ministry of Health and Family Welfare, Government of India.

Government Initiatives

Some of the major initiatives taken by the Government of India to promote Indian healthcare industry are as follows:

- India's first ever 'Air Dispensary', which is based in a helicopter, will be launched in the Northeast and the Ministry of Development of Northeast Region (DONER) has already contributed Rs 25 crore (US$ 3.82 million) for its funding.

- The Intensified Mission Indradhanush (IMI) has been launched by the Government of India with the aim of improving coverage of immunisation in the country and reach every child under two years of age and all the pregnant women who have not been part of the routine immunisation programme.
- Ministry of Health and Family Welfare is planning to spend more funds, over and above the current sanction of Rs 955 crore (US$ 148.22 million), to tackle lifestyle diseases such as cardiovascular disease (CVD), hypertension, obesity and diabetes in India.
- The Union Cabinet approved setting up of National Nutrition Mission (NNM) with a three year budget of Rs 9,046.17 crore (US$ 1.40 billion) to monitor, supervise, fix targets and guide the nutrition related interventions across the Ministries.
- The Government of India aims to increase the total health expenditure to 2.5 per cent of Gross Domestic Product (GDP) by 2025 from the current 1.15 per cent.
- Union Minister of Health and Family Welfare, Government of India, launched initiatives such as LaQshya, for Labour Room Quality Improvement, a mobile application for safe delivery, and operational guidelines for obstetric high dependency units (HDUs) and intensive care units (ICUs).
- In March 2018, the Union Cabinet of India approved the continuation of National Health Mission with a budget of Rs. 85,217 crore (US$ 13.16 billion) from 1st April 2017 to 31st March 2020.

Road Ahead

India is a land full of opportunities for players in the medical devices industry. India's healthcare industry is one of the fastest growing sectors and in the coming 10 years it is expected to reach $275 billion. The country has also become one of the leading destinations for high-end diagnostic services with tremendous capital investment for advanced diagnostic facilities, thus catering to a greater proportion of population. Besides, Indian medical service consumers have become more conscious towards their healthcare upkeep.

Indian healthcare sector is much diversified and is full of opportunities in every segment which includes providers, payers and medical technology. With the increase in the competition, businesses are looking to explore for the latest dynamics and trends which will have positive impact on their business.

India's competitive advantage also lies in the increased success rate of Indian companies in getting Abbreviated New Drug Application (ANDA) approvals. India also offers vast opportunities in R&D as well as medical tourism. To sum up, there are vast opportunities for investment in healthcare infrastructure in both urban and rural India.

As per the National Finance Budget of Govt. of India for 2018-19, it was announced by the Finance Minister that a flagship National Health Protection Scheme under which Rs 5 lakh cover will be provided a year to 10 crore poor and vulnerable families in the country (which amounts to approximately 50 crore beneficiaries) by providing them up to Rs 5 lakh per family per year for secondary and tertiary care hospitalization.

FUTURE OUTLOOK IN HEALTHCARE

Your Company has a huge brand name in healthcare sector by the name of **'JAYPEE HOSPITAL'** which has been built up by committed efforts over a few years only. A subsidiary of the Company, Jaypee Healthcare Limited, owns Jaypee Hospital in Noida which provides medical services which are at par with international standards and the brand name has become very prestigious in India, especially in north India. Your Company is making every effort to add further to its brand name.

FINANCIAL PERFORMANCE VIS-A-VIS OPERATIONAL PERFORMANCE

The key indicators of the financial performance of the Company for the **Financial Year 2017-18** were as under:

S. NO.	ITEM	FY 2017-18	FY 2016-17
		(Rs. Cr.)	(Rs. Cr.)
1	Total Revenue	**6,288.10**	**6,756.68**
2	Total Expenses excluding Finance Cost & Depreciation	5,077.37	6,676.31
3	**EBIDTA (Earnings before Interest, Depreciation & Tax)**	**1,210.73**	**80.37**
4	Finance Costs	967.54	3,567.28
5	Depreciation	506.75	878.20
6	**Profit before Exceptional items (3-4-5)**	**(-) 263.56**	**(-) 4,365.11**
7	Add Exceptional Items [Gain (+)/ Loss(-)]	615.27	(-) 480.34
8	**Profit Before Tax (6-7)**	**351.71**	**(-) 4,845.45**
9	Tax Expense	-	(-) 483.88
10	**Net Profit After Tax**	**351.71**	**(-) 4,361.57**
11	**Other Comprehensive Income**	(-) 10.00	(-) 3.62
12	**Total Comprehensive Income**	**341.71**	**(-) 4,365.19**
13	Basic EPS (per share of Rs.2/-) (in Rs.)	1.45	(-) 17.93
14	Diluted EPS (per share of Rs.2/-) (in Rs.)	1.45	(-) 17.93

SEGMENT–WISE PERFORMANCE & REVIEW OF OPERATIONS

The segment-wise performance is as under:

SEGMENT REVENUE		FY 2017-18 Rs. Cr.	FY 2016-17 Rs. Cr.
a	Cement	2068.15	4,406.13
b	Construction	2053.07	1,449.10
c	Hotels/ Hospitality	263.01	238.86
d	Sports Events	7.56	9.24
e	Real Estate	1,500.75	261.72
f	Power	221.65	183.05

g	Others	77.00	111.80
h	Unallocated	5.87	7.45
Total		**6197.06**	**6,667.35**
Less : Inter-segment Revenue		53.98	51.51
Total Sales/ income from operations		**6143.08**	**6,615.84**
Add :Other Income		145.02	140.84
Total Revenues		**6,288.10**	**6,756.68**

SEGMENT RESULTS (PROFIT BEFORE TAX)		**FY 2017-18** Rs. Cr.	**FY 2016-17** Rs. Cr.
a	Cement	(-)153.03	(-)189.11
b	Construction	32.93	(-)194.52
c	Hotels/ Hospitality	14.39	5.64
d	Sports Events	(-)117.66	(-)134.52
e	Real Estate	866.27	(-)329.00
f	Power	17.31	1.58
g	Investments	59.02	38.25
h	Others	(-)27.44	(-)28.39
i	Unallocated	12.19	32.24
Total		**703.98**	(-)**797.83**
Less : Finance Costs		967.54	3,567.28
Add : Exceptional items		615.27	(-)480.34
Profit before Tax		**351.71**	(-)**4,845.45**

JAYPEE IN ENGINEERING & CONSTRUCTION

This year also, the Engineering & Construction Division of the Company continued to perform well. The Company has been qualified for a number of new Projects and some new works have been awarded, as reported in the Directors' Report.

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

As a multi-disciplinary infrastructure player, Jaiprakash Associates Limited (JAL) is geared up to participate in the infrastructure development of the country. Its leadership as an EPC player, a Cement producer, a Power Producer (through associate companies), an Expressway developer (through subsidiaries), a premium Township developer and a niche in Hospitality business is well established. With increased focus on EPC business, it shall reap rich dividends from forthcoming infrastructure boom and create substantial value for all its stakeholders.

JAYPEE IN CEMENT

Your Company, along with its subsidiaries, was the third largest cement producer in the country with 32.85 MTPA (Million Tonne Per Annum) operative capacity, **as on 31st March 2017**. This included the following also

(i) 2.20 MTPA through joint venture with SAIL (i.e. **BJCL**);

(ii) 7.40 MTPA (including 1.20 MTPA under implantation) through a wholly owned subsidiary, Jaypee Cement Corporation Limited (**JCCL**);

(iii) 2.00 MTPA through an Associate Company (which was subsidiary till 17th February 2017) viz. Jaiprakash Power Ventures Limited (**JPVL**); and

(iv) 4.00 MTPA (under implementation) through an Associate Company viz. Prayagraj Power Generation Company Limited (**PPGCL**, a subsidiary of Jaiprakash Power Ventures Limited).

As a measure to tide over the impact of economic slowdown, your Company had entered into agreement with UltraTech Cement Limited (UTCL) for sale of part of its cement business comprising of certain operating cement plants having aggregate capacity of 12.20 MTPA spread over the States of Uttar Pradesh, Himachal Pradesh, Uttrakhand and also of 5 MTPA in Andhra Pradesh owned by JCCL, its wholly-owned subsidiary, for a total enterprise value of **Rs. 16,189 crore.** The definitive agreement also includes an additional amount of Rs.460 crore payable by UTCL for completion of 4 MTPA grinding unit under implementation in Uttar Pradesh, owned by Prayagraj Power Generation Company Limited. The transaction with UTCL had **consummated on 29th June 2017** and the details are given in **para 2.0 and 7.2.1** of the Directors Report.

After consummation of transaction with UTCL, the Group (including JPVL) **at present has an installed capacity of 12.65 MTPA (including 2.2 MTPA under implementation by JCCL**), the details of which are given in **para 7.2.1** of the Directors Report.

Further, as a strategic move, Jaiprakash Power Ventures Limited (JPVL) and the Company (JAL) have entered into definitive agreements with Orient Cement Limited for sale of capacity of 2.00 MTPA of JPVL and entire 74% Equity stake owned by JAL in BJCL (having capacity of 2.20 MTPA) which is expected to be completed soon. Thereafter, the Group will have total capacity of **8.45 MTPA.**

JAYPEE IN POWER/ENERGY

Jaiprakash Power Ventures Limited (JPVL) (an Associate Company which was subsidiary till 17th February 2017) is Hydro Power producer having a plant capacity of 400 MW and also a Thermal Power producer having a plant capacity of 1,820 MW. In addition, 3,920 MW of Hydro-Power Projects are in various stages of development.

JPVL currently has one operative hydro power plant and two operative thermal power plants, namely:

(a) 400 MW Jaypee Vishnuprayag hydro power plant in Uttarakhand;

(b) 500 MW Jaypee Bina thermal power plant in Village Sirchopi, Sagar, Madhya Pradesh; and

(c) 1320 MW Jaypee Nigrie super thermal power plant (STPP) in Nigrie, Singrauli, Madhya Pradesh.

JPVL also has various subsidiaries and joint ventures through which it implements various hydro power projects and thermal power projects.

Prayagraj Power Generation Corporation limited (PPGCL) has commissioned 1,980 MW (three units of 660 MW each) thermal power project at Bara, Uttar Pradesh. PPGCL, however, is no longer a subsidiary of JPVL w.e.f. 18.12.2017.

JPVL is operating through Jaypee Powergrid Limited (a subsidiary of JPVL) a 214 km transmission line for power evacuation from the Karcham Wangtoo hydro-electric plant in Himachal Pradesh to Abdullapur, Haryana.

JPVL is also currently developing hydro power projects with an aggregate capacity of 3,920 MW comprising 3200 MW of Jaypee Arunachal Power Limited (JAPL) and 720 MW of Jaypee Meghalaya Power Limited (JMPL).

JAYPEE IN ROADS/EXPRESSWAYS

Jaypee Infratech Limited (JIL), a subsidiary of JAL had successfully executed the Yamuna Expressway project, in August, 2012, a 165 kilometres access controlled 6 lane super expressway along the Yamuna river connecting Noida and Agra on Build-Own-Transfer basis. The project envisages ribbon development along the expressway at 5 locations aggregating 25 million square meters of land for residential/ industrial/ institutional purposes and has triggered multi-dimensional, socio-economic development in Western U.P. besides strengthening the Group's presence in real estate segment in this decade.

Himalyan Expressway Limited (HEL), a subsidiary of JAL, had successfully implemented Zirakpur-Parwanoo Expressway Project in the States of Punjab, Haryana and Himachal Pradesh in April, 2012. The project consists of 17.39 Km of widening of existing two-lane carriageway to four-lane and 10.14 Km of new four-lane bypass.

JAYPEE IN REAL ESTATE

Jaypee Greens, the real estate division of the Jaypee Group has been creating lifestyle experiences from building premium golf-centric residences to integrated townships since its inception in the year 2000.

Amidst economic challenges and a dismal real estate environment, the group has followed a well balanced strategic approach and has delivered over 3200 units in various projects across its different townships in the year 2017-18. Construction work is continuing at progressive pace, and the pace of delivery is expected to increase in the next financial year.

JAYPEE IN HOSPITALITY

The Hotels Division of the Company has Five luxury hotels in the five star category, finest Championship Golf Course, Integrated Sports Complex and strategically located to service the needs of discerning business and leisure travellers. In New Delhi, the Division has two hotels - Jaypee Siddharth with 94 rooms and Jaypee Vasant Continental with 119 rooms. The largest property of the Company Jaypee Palace Hotel and Convention Centre is located at Agra with an inventory of 341 rooms and Jaypee Residency Manor with Valley View Tower at Mussoorie has 135 rooms.

Jaypee Greens Golf & Spa Resort, a prestigious presentation by Jaypee Hotels in the luxury segment, offers 170 state of art rooms and world renowned "Six Senses Spa" overlooking the Championship 18 hole Greg Norman Golf Course at Jaypee Greens, Greater Noida, U.P. It has emerged as a preferred choice of upmarket business travellers. The Company has India's first Greg Norman Signature Golf Course at Jaypee Greens, Greater Noida. It is the finest 18 hole Championship Golf Course. In the close proximity to the Golf Course is Atlantis-The Club, an integrated sports complex that offers World Class sporting events & tournament facilities, rooms & conference facilities.

Mrs. Manju Sharma, Managing Director of Jaypee Hotels Limited, which is doing operation & maintenance of hotels of your Company (JAL), has been conferred with the award by U.P. Hotels & Restaurant Association as "Dynamic Women Entrepreneur" to recognize her noteworthy & sustained growth in hotels. She is a finance and technology genius at the helm of developing the hospitality business for the group. She has established Jaypee Hotels & Resorts as resilient group with agility to maximize business opportunities through consistent measures.

Jaypee Hotels & Resorts became an environmentally oriented organization by the implementation of various energy saving initiatives. These initiatives succeeded in reducing energy unit consumption year-on-year at every unit.

Various initiatives were undertaken on social media platforms to ensure online traffic growth by 16% over the last year. The Company emphasized on multi-pronged campaign to increase the brand's visibility and help it reach out to a wider audience across the world.

The business of the group hotels was promoted by consolidating inventory, targeting the growing wedding market in India and creating milestones with regards to service standards as well as other offerings across the portfolio.

JAYPEE IN SPORTS

The erstwhile Jaypee Sports International Limited (JSIL), a wholly owned subsidiary of the Company, was merged into your Company on 16th October 2015 (w.e.f. the Appointed Date of 1st April 2014) and is now known as Jaypee International Sports, a division of Jaiprakash Associates Limited.

The core activities of this division (earlier JSIL) are sports inter-alia Motor Race Track, suitable for Holding Formula One race and setting up a Cricket stadium of International Standard to accommodate above 1,00,000 spectators and others.

It owns a Motor Race Track known as Buddh International Circuit (BIC). It hosted three Indian Grand Prix (called as Formula One race) held in October, 2011, October, 2012 & October, 2013, successfully. The success of the event was acknowledged by winning of many awards and accolades.

It is also a one stop destination for promotional events by automobile manufacturers exhibitions, shooting of movies, concerts, product launches and other promotional entertainment activities.

M/s. ALA Architects were appointed to design the cricket stadium and the construction is likely to be completed soon. Meanwhile friendly matches are being conducted from time to time to check the quality of the pitch. Some corporate T20 matches are also being played since October 2015.

JAYPEE IN HEALTHCARE

The Company owns, through its subsidiary company viz. Jaypee Healthcare Limited, an international level hospital known as "Jaypee Hospital" in Sector 128, Noida, Uttar Pradesh. It has been established with the vision of promoting world-class health care amongst the masses by providing quality and affordable medical care with commitment.

The hospital has been planned as a 1200 bedded tertiary care multi-specialty facility and is commissioned with 504 beds and 250 beds operational in the first phase. It offers the highest standards of healthcare services through state of the art infrastructure amalgamated with latest technology available across the globe along with a highly skilled and experienced team of doctors.

Over 25,000 patients have been seen by specialists in different areas which have included some free medical tests also. The hospital has treated more than 2 lakhs OPD Patients, more than 20,000 indoor patients, 400 liver and Kidney transplants and over 4,000 international patients from world over.

Jaypee Hospital has been ranked amongst the top 10 hospitals in North India in Times of India Survey 2017. The hospital had also been ranked as the emerging brand of the year 2016 by India Health and Wellness Awards 2016. Jaypee hospital had also been conferred as Best Emerging Hospital by Times of India Best Hospital Survey, 2016.

OUTLOOK

The Company has an **established growth record as a leading infrastructure Company** with decisive competitive advantages. We believe that the **next decade in India belongs to infrastructure sector.** While even the smallest constituents of infrastructure sector will immensely benefit from it, Jaiprakash Associates Limited 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:

(i) It is "Rightly Placed" in the core infrastructure sectors of cement, power, roads, and realty.

(ii) It has "Right Blend" i.e. diverse business mix leading to de-risked business model.

(iii) It is "Right Scaled" as it has leadership positions in almost all of its business domains and plans to scale up its capacities across all of them in future. Ready and rolling capacities will help it maximise from the growing demand; and

(iv) It has the "Right Span" from northern to southern India, western to eastern through central India within its reach.

It is based on the above facts that the Company's outlook appears very positive and given the favourable conditions, the Company should grow at a rate higher than the economy and most of the industry sub-verticals it operates in.

OPPORTUNITIES & THREATS

1. Engineering & Construction Industry:

In view of more and more competition in construction industry, the opportunities for securing cash contracts needs continuous innovation in its various core functions. PSUs dealing with development of power projects have also shown increasing inclination towards EPC contracts, since this mode not only results in speedy implementation of the projects, but it also reduces the Owners headaches in certain key areas such as coordination amongst various disciplines, project design and engineering, etc.

The Company is now a leader in the field of EPC Contracting. The Company has performed in consortium with large foreign based companies and can thus easily get a JV/Consortium partner, where necessary. Companies with proven track record and established credentials have an edge over others for securing large contracts on EPC, BOOT and BOO basis and the Company enjoys this status.

Though increased competition from the new entrants in the field sometimes appears a threat to the business prospects of large established companies, yet the established companies need not have any fear in this regard due to in-house competence gained by implementing large projects not only within the stipulated time frame but also in cost effective manner. Timely completion of projects coupled with high quality shall remain the most important requirements of major and high value projects, which shall keep the scale tilted in favour of the established players.

The Company has emerged as a "Significant Infrastructure Company" with diversification in Real Estate, Expressways and Hospitality business. The Company is, therefore, 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 the Company's ongoing execution of Projects on Mountainous Regions and in difficult terrains especially in Himalayas.

2. Cement:

Cement consumption and demand in India has been growing during the last few years. To face the competition optimally, the Company keeps taking steps to improve economy in operations on continuous basis.

3. Energy:

The necessity for addition of power generation capacity of the country and the various incentives provided by the Government of India for private sector participation in development of power will be key to the development of Power projects on Build, Own, Operate (BOO) basis.

4. Hospitality:

Tourism in India has significant potential considering the rich cultural and historical heritage, variety in ecology, terrains and places of natural beauty spread across the country. Tourism is also a potentially large employment generator besides being a significant source of foreign exchange for the country. India is also gradually becoming a destination of choice for medical tourism, with the availability of high quality healthcare.

The Industry, in 2018, will witness revived ADRs displaying upward trend in almost all key markets.

5. General:

The Indian Economy is expected to grow at more than 7% p.a. in the medium term. The growth is envisaged to be driven by investments in infrastructure including Roads, Ports, Power Sector etc. Besides, housing sector in the urban and semi-urban areas is poised for growth.

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

The Company has emerged as a significant Infrastructure Company with diversification in Real Estate, Expressways and Hospitality business. 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 Division:

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. The Company carefully evaluates the regional mismatches and deploys capacities to minimise from the cyclical risks.

2. The Engineering & Construction Division:

Hydro-Power Projects are invariably located in mountainous regions and have to face the direct challenges from nature, such as fury of flood, rock fall triggered by snowfall/rains and unexpected geological surprises. The Company has to work in difficult terrains such as the river bed for dams, water conductor systems including tunnels, underground power houses and other components which pose a serious challenge because so much depends upon the quality of rock/geology encountered during construction. These risk areas and concerns will definitely draw upon the in-depth experience and expertise of established player in the field, like JAL, but the end product (generated power) will more than compensate for the hazards/risks involved. In an expanding economy each one of the fields of business of the Company is bound to experience prosperity.

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.

The high value BOOT/BOO projects also require project financing at a very high scale. Since November 2008 certain problems started pertaining to availability of funding for large projects, however, the Company is confident of coming out of this set back at the national level with flying colours.

3. Hospitality:

The Economic Survey for 2017-18 paints the picture of an economy that gives reason for both optimism and caution. It projects that GDP growth could accelerate to 7-7.5% in 2018-19, from 6.50% in the current fiscal, reinstating India as the world's fastest-growing major economy.

The global recovery has already lent a lift to overseas demand for India's goods and services, but, to capitalize on the favorable factors there is also need to be vigilant to other macroeconomic threats including the risk in the form of persistently high oil prices.

The Economic Survey mentioned that the government may have to retain the elbow room to stabilize the GST, complete the recapitalization exercise and most crucially support agriculture.

The increased interplay between the formal hotel sector and informal hospitality establishments continued, with hotel disruptors becoming increasingly real and relevant competitors to the branded hotel sector, particularly in the budget segment.

In another pioneering move, hotel chains are now also looking at outsourcing in-house restaurant to specialized standalone restaurateurs. This first-of-its kind experiment aims to help hotels tremendously boost the F & B Revenue potential within their property.

To address the above trends, hotels have stepped up online promotional efforts, loyalty programs and overall marketing efforts.

Key areas required critical attention to improve infrastructure and connectivity, the high taxes on the sector, tourist safety etc.

Conversion of challenges into opportunities

In today's rapidly evolving market place environment, it is necessary to understand the key trends, challenges and opportunities that affect the business and influence strategy.

The Hotels & other related travel segments need to keep an eye on shifts in global economy, game changing innovations, geo-political turmoil, natural disasters and rising consumer demand which are catalyst in reshaping the travel landscape.

The customers expect authenticity & personalization in their travel experiences. Personalization can go a long way to meet customer needs and frequently changing preferences.

It is necessary to re-imagine technology strategy and differentiate offerings to provide unmatched travel experience to meet the customer expectations. Hotels need to continue to re-invent themselves and respond to the rapidly changing environment to stay competitive. It is clear that industry is now on a study recovery path after strong resistance from a fluctuating demand environment and excess room inventory.

4. 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 emphasis on development of Infrastructure and Housing by the present government after experiencing slow-down in the past.

5. Customers of Engineering & Construction Division:

A significant portion of the Company's revenues of Engineering & Construction Division comes from a limited number of customers. It relies heavily on Central and State Governments and public sector undertakings which mainly execute large infrastructure projects.

6. Contract Payment Risk:

In view of the fact that JAL typically takes up large size construction contracts, with sizes over Rs.500 crores, which require large scale mobilization of man power, machinery and material, therefore, 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

Your Company is an ISO certified company possessing latest ISO certificates for its various units such as Hotels, Cement plants, Engineering & Construction Real Estate Division (related to Environment Management System, Quality Management System, Food Safety Management System, Tenders and Contract Management, etc.) which are duly accredited by international bodies. Your Company has developed very efficient communication systems between the Projects and the Head Office, which is the key to its high performance levels. This is of utmost assistance in ordering materials, spares and meeting other requirements, pertaining to finalisation of construction drawings, project monitoring and control. These aspects, along with the Management Information Systems, are the areas on which your Company is continuously trying to scale new peaks.

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

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

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS

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

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

As at 31st March 2018, the Company had a total workforce of approximately **8,519 persons**, including managers, staff and regular/casual workers.

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

Your Company has been proactive in development of Human Resources and latest techniques are being adopted in evaluating the potential, assessing training and retraining requirements and arranging the same. Leadership by example, consistent policies in Human Resource and their participation in management has ensured unique bonding of entire work force across all facets of company operation and management.

ENVIRONMENTAL MATTERS, HEALTH AND SAFETY AND CORPORATE SOCIAL RESPONSIBILITY

The initiatives taken by the Company from an environmental, social and governance perspective, towards adoption of responsible business practices, in the areas of Environmental Management and Corporate Social Responsibility more specifically in the sphere of Education and Healthcare have been described in detail in the Business Responsibility Report forming part of this Annual Report.

DISCLOSURE OF ACCOUNTING TREATMENT:

The Company has, in the preparation of its financial statements, followed the treatment as prescribed under the applicable Accounting Standards (i.e. IND AS) in line with the provisions of the Companies Act, 2013. If and when a treatment different from that prescribed in an Accounting Standard would be followed, the fact would be disclosed in the financial statements, together with the management's explanation as to why it believes such alternative treatment is more representative of the true and fair view of the underlying business transaction.

FORWARD LOOKING/ CAUTIONARY STATEMENT

Certain statements in the Management Discussion & Analysis Report detailing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. These statements being based on certain assumptions and expectation of future event, actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting domestic demand supply conditions, finished 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.

MANOJ GAUR
Executive Chairman & CEO
DIN - 00008480

BUSINESS RESPONSIBILITY REPORT

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

Jaiprakash Associates Limited is the flagship company of the Jaypee Group, which is a diversified infrastructure conglomerate with business interests including Engineering & Construction, Power, Cement, Real Estate, Hospitality, Fertilizers, Sports, Aviation and Education (not-for-profit).

Corporate Identity Number (CIN)	**L14106UP1995PLC019017**
Name of the Company	**Jaiprakash Associates Limited**
Registered Office Address	Sector - 128, Noida- 201304, U.P.
Website	www.jalindia.com
E-mail id	jal.investor@jalindia.co.in
Financial Year reported	**2017-18**

Sectors that the Company is engaged in (industrial activity code-wise)*:

Activity	National Industrial Classification		
	Section	Division (Group)	Description
Engineering, Construction and Real Estate development	F - Construction	41 42 43	Construction of buildings Civil Engineering Specialized construction activities
Manufacture of cement	C – Manufacturing	23 (239)	Manufacture of cement, lime and plaster
Hotels	I - Accommodation	55 (551)	Hotels and Motels
Sports, Operation of Golf and Spa Resort	R – Arts, Entertainment and Recreation	93 (931) (932)	Sports activities Other amusement and recreation activities
Energy from Municipal Solid Waste	E – Waste Management Activities	38 (382)	Waste treatment and disposal

*As per National Industrial Classification (2008), Ministry of Statistics and Program Implementation, GoI.

Key Products & Services:

The major products and services that Jaiprakash Associates Limited provides are Engineering and Construction, Manufacture and marketing of Cement, Hotels and Hospitality, Real Estate and Sports.

Total number of locations where business activity is undertaken by the Company

As on 31st March 2018, the diversified businesses of the Company were operating in 30 national locations in various States/Union Territories across the country including Delhi, Uttar Pradesh, Madhya Pradesh, Himachal Pradesh, Andhra Pradesh, Gujarat, Uttarakhand, Jammu & Kashmir, Karnataka and Telangana and 4 international locations in Bhutan & Nepal as per details given below.

(A) Number of National Locations

The Integrated Engineering and Construction division of the Company operates at the locations of its clients. The Company is also engaged in the business of manufacture and marketing of Cement in M.P. & U.P.

In addition, the Company owns 5 five-star hotels in New Delhi, Mussoorie, Agra and Greater Noida and two golf courses with associated recreational and residential facilities in Greater Noida & Noida as part of its Real Estate business.

It also has an International Sports Division in Gautam Buddh Nagar, U.P. In addition to these, the Company has its sales offices and dealership networks in different states of the country, especially in the States of Rajasthan, Punjab, Maharashtra, Bihar and Chandigarh (U.T.).

(B) Number of International Locations

The Company is currently operating in four international locations as under:

(i) Mangdechhu, in Trongsa District, Bhutan: Construction of 720 MW Hydro Electric Project by the Royal Government of Bhutan and the Government of India;

(ii) Punatsangchhu - II, Bhutan: Construction of 990 MW joint implementation of Hydro Electric Project by the Royal Government of Bhutan and the Government of India;

(iii) Rahughat Hydro Electric Project, Myagdi District, Nepal: Construction of 40 MW Hydro Electric Project of Nepal Electricity Authority.

(iv) Arun-3 Hydro Electric Project, Sankhwasabha District, Nepal: Construction of 900 MW Hydro Electric Project of SJVN Arun-3 Power Development Company Private Limited (SAPDC).

Markets served by the Company

The primary focus of the Company's products and services has been the national market. While the Company is making efforts to explore and develop existing as well as new export markets for its products, there is no specific export plan for the same.

SECTION B: FINANCIAL DETAILS OF THE COMPANY FOR FY 2017-18

Paid up Capital (as on 31.03.18)	**Rs. 486,49,13,950**
Total Turnover	**Rs. 6,288.10 crores**
Total Profit after Tax (PAT)	**Rs. 351.71 crores**
Total Comprehensive Income	**Rs. 341.71 crores**

Total spending on Corporate Social Responsibility (CSR) as percentage of Profit after Tax	**N.A.** The Company spent **Rs. 76 Lacs** on CSR against the requirement of **'Nil'** as per CSR Rules, 2014 (as the average net profit of last 3 years as per CSR Rules is **negative**.)

Activities in which expenditure above has been incurred

The Company funds social projects at each of the different project sites that the Company operates in, that are specific to the needs of that location, as detailed in Principle 8 of Section E.

The major activities, the Company focuses on, are imparting education, and rural infrastructure development through contributing to the building of roads, community centres, education – from primary to higher education, and healthcare, etc.

In addition, the Company provides financial support towards relief and reconstruction after national catastrophes such as earthquakes and other natural calamities (e.g. land slide in Uttrakhand in June 2013).

SECTION C: OTHER DETAILS

In terms of Companies Act, 2013, the Company has 17 subsidiaries as on 31st March 2018 (number being the same as on date also) which are engaged in various business activities, including cement manufacturing, infrastructure development, Real Estate, Expressways, sports, fertilizers, aviation, Agri related and Healthcare.

The details about the subsidiaries are given in Directors Report.

While many of these subsidiaries, as well as other entities that the Company does business with, carry out activities related to business responsibility under their own initiatives, these are not covered under this report.

SECTION D:

BUSINESS RESPONSIBILITY INFORMATION

1. **Details of Director responsible for Business Responsibility**

a) Details of the Director responsible for implementation of the Business Responsibility policy

DIN Number	00008125
Name	Shri Sunil Kumar Sharma
Designation	Executive Vice Chairman

b) Details of the Business Responsibility head

DIN Number	00008125
Name	Shri Sunil Kumar Sharma
Designation	Executive Vice Chairman
Telephone number	0120-4609000
e-mail id	sunil.sharma@jalindia.co.in

2. **Principle-wise (as per National Voluntary Guidelines) Business Responsibility Policy/policies**

	Questions	Principles								
		1	2	3	4	5	6	7	8	9
1	Do you have a policy for…:	Yes								
2	Has the policy been formulated in consultation with the relevant stakeholders?	The policy has been formulated taking into account the needs of the Company's various stakeholders.								
3	Does the policy conform to any national / international standards? If yes, specify.	Yes, the policy has been formulated in line with the National Voluntary Guidelines for Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs in July, 2011 and also Section 135 of the Companies Act, 2013.								
4	Has the policy been approved by the Board? If yes, has it been signed by MD/ owner/CEO/ appropriate Board Director?	The Policy has been approved by the Management and signed by the Executive Chairman								
5	Does the company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Yes. The Company has a "**CSR Committee**" of the Board of Directors, formed in line with provisions of Section 135 of the Companies Act, 2013. This Committee, inter alia, oversees the implementation of the policy.								
6	Indicate the link for the policy to be viewed online	**The Sustainable Development Policy** is at the following link: **http://www.jalindia.com/attachment/Sustainable%20Development%20Policy.pdf** (please visit www.jalindia.com> Investor> Shareholder Information> Disclosures Under LODR> Policies> Sustainable Development Policy)								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes. The Policy has been made available to all internal and external stakeholders through the Company's website: www.jalindia.com								

	Questions	Principles								
		1	2	3	4	5	6	7	8	9
8	Does the company have an in-house structure to implement the policy/policies?	Yes. The Company has defined a governance structure from the Corporate level to the individual locations in order to implement and monitor the policy. Details for the governance structure are provided at the following link: **http://www.jalindia.com/communication/2017/Business_Responsibility_Report.pdf** (please visit www.jalindia.com> Investor> Shareholder Information> Disclosures Under LODR> Business Responsibility Report)								
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes. All stakeholders' grievances are promptly addressed.								
10	Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	The Company is doing the evaluation internally through the **CSR Committee** of the Board as well as through the **Executive Management** of the Company.								

3. Governance related to BR (Business Responsibility)

The CSR Committee endeavours to meet from time to time, at least once in a year, in order to assess the BR (Business Responsibility) performance of the Company. The Board also notes and assesses the BR performance accordingly.

This is the sixth year that the Company is publishing its Business Responsibility Report, and plans to continue to publish the same every year.

The Business Responsibility Report can be viewed online at the following link:

http://www.jalindia.com/communication/2017/Business_Responsibility_Report.pdf

(please visit www.jalindia.com> Investor> Shareholder Information> Disclosures Under LODR> Business Responsibility Report).

SECTION E: PRINCIPLE-WISE PERFORMANCE

PRINCIPLE 1 – CORPORATE GOVERNANCE
Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

Jaiprakash Associates Limited is committed to the highest standards of ethical conduct in all that it does. It is the Company's deeply-held belief that "integrity in our actions engenders trust in our stakeholders, which is the cornerstone of our business." The Company has created a comprehensive Sustainable Development Policy that codifies its approach to ensuring that its business practices remain sustainable in the long-term.

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

The Company strives to be a responsible corporate citizen, abiding by the letter and spirit of all applicable national and state laws, and also encourages the entities it does business with, to do the same. The Company is compliant with the Corporate Governance norms laid down in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Listing Agreement.

The Directors and Senior Management of the Company are guided by the Code of Conduct that details their responsibilities towards shareholders, society and the country.

The Company has also framed various policies required under the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the same are duly complied with. These include, amongst others, the Insider Trading Code, Related Party Transactions Policy, Whistle Blower Policy, Remuneration Policy, Dividend Distribution Policy, etc. for ensuring transparency and trust in the organization.

The Company is extremely responsive to any complaints received from stakeholders; the Company received 241 complaints from Shareholders during the Financial Year 2017-18 regarding issues such as transfer/non-receipt of shares, dividend warrants not received, loss of shares, demat complaints, etc., all of which were resolved before the close of the financial year. Thus, there was no complaint to be resolved either as on 31st March 2017 nor as on 31st March 2018.

PRINCIPLE 2 – PRODUCTS AND SERVICES
Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

At Jaiprakash Associates Limited, we have made sustainable development a cornerstone of our business strategy to achieve sustainable and profitable growth. Company has prioritized key issue after collective deliberation of management and key stake holders. These issues include Health & Safety, Corporate Governance & Transparency, Energy Security, Social Responsibility, Product Responsibility, Climate Change and Waste Management.

Our Business Responsibility report draws on our proven technology and risk management framework. The Company places significant emphasis on Research and Development focused on optimizing engineering techniques and creating new methods in order to achieve higher efficiencies.

Over almost four decades, the Company has executed some of the most noteworthy projects in the country that creates significant long term improvement in the lives of the people, both near and far.

Company's major divisions include Engineering and construction, Cement, Real Estate & Hospitality. Details of initiatives taken under these divisions are furnished hereunder:

1. <u>ENGINEERING AND CONSTRUCTION:</u>

A. <u>Hydro-power projects:</u>

The Company has been a leader in the construction of river valley and hydropower on turnkey basis for more than four decades, and holds the distinction of participation in 54% of new hydropower projects under Tenth Five year plan.

The Company is currently executing various projects in hydropower and irrigation, and holds the distinction of simultaneously executing 13 hydropower projects over 6 Indian states and Bhutan, for generating 10290 MW of power.

Advantages of hydro power projects:

- Does not generate pollution or wastes
- Does not generate greenhouse gases
- Saves natural resources
- Dependable, controllable and predictable source of renewable energy
- Dams are built to create reservoirs for flood moderation, hydropower generation and irrigation in the command area.
- Most suitable to cater for peaking power requirements.

MAJOR HYDROPOWER PLANTS UNDER EXECUTION

i. Punatsangchhu-II Hydroelectric Project (PHEP-II) & Mangdechhu Hydroelectric Project (MHEP) [Bhutan]:

1020 MW (PHEP-II) and 720 MW (MHEP) hydroelectric projects are being set-up under bilateral agreements between the Govt. of India and the Royal Govt. of Bhutan, to achieve an important milestone of generating 10,000 MW of hydropower by 2020.

Jaiprakash Associates Limited is executing Dam and Power House Complex works for both, PHEP-II and MHEP Projects.

ii. Arun 3 Hydroelectric Project (900 MW) in Nepal.

JAL has been recently awarded item rate Civil Contract for Dam Complex and part of HRT in North East part of Nepal. This project is implemented by SJVN Arun-3 Power Development Company Private Limited - a subsidiary company of SJVN Limited (A Govt. of India Undertaking) as a BOOT project in accordance with Hydro Power policy of Govt. of Nepal.

The mobilization of men, machinery for materials are in progress. Since last one month, Construction of project roads and development of portals of Adit1 to HRT and Diversion tunnel outlet have been initiated.

iii. Rahughat Hydroelectric Project (40 MW) in Nepal.

JAL has also been awarded all Civil & Hydro-mechanical works of the project on EPC basis by the project authority of Nepal Electricity Authority. The works includes Dam Complex, HRT and Power House Complex.

The contract agreement has been signed recently and mobilization of resources will be taken up in due course of time.

iv. Naitwar Mori Hydroelectric Project (60 MW) in Uttarakhand State of India.

JAL has also been awarded all civil works of 60 MW Naitwar Mori Hydroelectric Project in Uttarakhand by SJVN Limited (A Govt. of India Undertaking).

The mobilization of manpower, machinery and materials are in progress and the project works will be started shortly.

v. Pakal Dul Hydroelectric Project (1000 MW) in J&K in India

JAL in Joint Venture with AFCONS has been awarded the contract for Power House Complex and a part of HRT in J&K by Chenab Valley Power Projects Private Limited. In this Joint Venture, JAL Share is 30% and the balance 70% is with AFCONS.

JAL has also been the lowest bidder in Dam Package which envisages construction of Concrete Faced Rock Fill Dam Complex and part of HRT. The financial evaluation and negotiations are in progress with the Client and the Letter of Award is expected shortly.

B. <u>Expressways:</u>

The Company has developed 165 kilometer long Yamuna Expressway along the Yamuna river connecting Noida and Agra. The principal objective of this expressway is to minimize travel time from Delhi to Agra, facilitate faster uninterrupted movement of passengers and freight traffic, connect the main existing and proposed townships and commercial centers on the eastern side of the Yamuna river, relieve traffic congestion on the National Highway-2 and Old Grand Trunk Road (National Highway-91) and generally enhance development in the region.

The Company has also commissioned the four lane Zirakpur-Parwanoo Section of NH-22, Himalayan Expressway from km 39.96 to km 67.55 which has RIFD Technology based Electronic Toll Collection Plaza in the States of Punjab, Haryana & Himachal Pradesh.

Some of the major advantages of these accessed controlled high speed expressways are as follows:-

- These expressways provide fast and safe connectivity resulting in saving of fuel, time and cost of transportation to the society,

- Yamuna Expressway is managed by advanced Highway Traffic Management System (HTMS). Multiple Fiber Optic Ducts have been deployed for captive requirement, video surveillance, traffic management system & crime control. Further subletting of these ducts to telecom operators shall avoid digging of highway and thus additional cost in future.
- Liberal plantation and landscaping for aesthetic appeal, reducing air/noise pollution, wind impact, and very comfortable ride to Agra has positively impacted foreign tourism to Taj Mahal.
- Yamuna Expressway has played a major role in planning of NCR & western U.P region, as number of SEZs have been planned along the Expressway, which has given a boost to social and economic development of masses in this region.
- It has created a major potential for inclusive growth opportunities for local industries, agriculture, medical and educational services and thus mass job opportunities.
- Himalyan Expressway has immensely helped fast movement of armed forces to the northern border of our country including tourism in Himachal Pradesh by facilitating more comfortable and higher traffic volume.

In addition to the above, JAL is executing the following contract packages of Expressways/ Highways and major bridge on EPC basis:

i) Eastern Peripheral Expressway in Uttar Pradesh at the Contract Price of Rs. 747 Crores. The works are in last phase of completion and likely to be completed soon.

ii) Varanasi Gorakhpur section of NH-29 (Package-III) in Uttar Pradesh at Contract price of Rs. 840 crore.

iii) Varanasi Gorakhpur section of NH-29 (Package-IV) in Uttar Pradesh at Contract price of Rs. 1030 crore.

The works of Package-III and Package-IV of Varanasi Gorakhpur section have been initiated.

iv) Construction of New High Level Bridge on River Narmada in Gujarat at Contract price of Rs. 142.20 Crore. The works on this project have been initiated.

JAL has also received Letter of Award from NHAI for Lucknow Bypass Road (Package-1) in Uttar Pradesh at Contract price of Rs. 899.00 Crore recently and the Contract Agreement is likely to be signed shortly.

C. <u>Irrigation:</u>

Automated Piped Irrigation for delivery of water at the micro level in the command area is the need of the present day in India to minimize the water losses due to seepage and evaporation etc. Accordingly, the Govt. of India and various Sate Govts. are giving higher emphasis to switch over to this system to optimize the water utilization considering the shortage of water availability.

This is as a new initiative in EPC Business segment and accordingly increased thrust is being made to build competence in this subject field.

JAL through Open Competitive Bidding have bagged the following projects on EPC basis.

i) Harsud Micro Lift Irrigation Scheme on Turnkey basis Madhya Pradesh

ii) Naigarhi Micro Irrigation Project (Part-I) on Turnkey basis in Madhya Pradesh

iii) Naigarhi Micro Irrigation Project (Part-II) on Turnkey basis in Madhya Pradesh

iv) Ram Nagar Micro Irrigation Project Package on Turnkey basis in Madhya Pradesh

In all these projects, detailed surveys and investigation have been completed after the award of work and detailed engineering is in progress. Parallely, procurement action is being taken for the various equipments, materials, etc. to gain time so that the projects can be completed within time frame laid in the contract.

2. <u>CEMENT DIVISION</u>

The Company has made a continuous effort to ensure optimum utilization of resources in all its processes. The cement plants have the latest state-of-the-art technology starting from mines to the packing house. The Company has also been upgrading the technologies and processes of the cement plants on a continual basis to make them energy efficient and environment friendly.

Some examples of the technologies and processes used are:

- At Jaypee Rewa Cement Plant, Main ESPs for both the kilns (Unit-1 & Unit-2) have been replaced with technologically advanced pulse jet bag filters at an investment of Rs. 731 & 935 Lakh respectively. This has benefited in stack emission reduction. Now, the Stack Emission is less than 25 mg/Nm3 which is much below the statutory requirement.
- A premier quality Cement (PPC) with a brand name "BULAND" was launched in the market. This cement has very high compressive strength and is most suited for critical applications.
- Use of Pet Coke in Cement Kiln: Pet coke is used as an alternate fuel for production of clinker. Following benefits are achieved:
  1) Utilization of industrial waste thus resulting in fossil fuel conservation.
  2) Use of Pet Coke in cement Kiln will facilitate use of sub-grade limestone to the optimum extent resulting in

production of high quality clinker.

3) Every ton of pet coke that is used reduces the use of 1.3 tons of coal.

- Solid wastes viz. Fly Ash and Bottom Ash generated from the CPP are reused/ recycled in the cement plant located within the premises.
- Tyre chips, Rice Husk, FMCG product wastes, Cotton Waste, Polythene and other waste materials are being used as Alternate fuel in place of Coal.
- High efficiency Bag Houses/ Filters are used in almost all the areas. All such bag houses, bag filters are designed for emission levels much lower than the statutory limits of 30 mg/ Nm3.
- The total operations of cement & power plants are automatically controlled from a single location i.e. Central Control Room through modern and technologically advanced Distributed Process Control System, making the whole operation cost efficient and efficient.
- Duoflex burners are installed in all kilns which emit low NOx in the stack gases and are highly fuel efficient.
- Captive Power Plants located at the cement sites use high efficiency boilers and ESPs which ensure stack emissions within statutory limits.
- Efficient Water management system has been implemented at our cement plants to ensure minimal use of water in the process, recycling and recharging of waste water and Zero discharge.
- GPS devices are installed in heavy earth moving equipments in all our mines to monitor & control the movement of vehicles and also to optimize the available resources.

3. REAL ESTATE DIVISION

The Company has been **developing some of the finest integrated townships** in the country; wherein everything is nearby & at walking distance; whether it is shopping, office, hospital, school/ colleges, sports or a game of golf. Company offers Residential Projects at Noida, Greater Noida & Agra.

The Company believes that **harmony between the man and environment** is the prime essence of healthy life and living. The sustenance of our **ecological balance** is, therefore, of paramount importance. Efforts are made to conserve ecological balance without any harm done to the local flora and fauna.

The Company has also taken green initiatives, afforestation drives, resources conservation, water conservation, air quality control and noise pollution control and has created a "green oasis".

Some of the major initiatives taken in the field of Real Estate are as follows:

- **Use of CLC Block** which provide better insulation from heat that reduces the need of refrigeration and hence saves electricity
- **Usage of advanced technology** such as Fiber to the Home (FTTH), promotes economic development, reliability, security, higher bandwidth at nominal cost to meet the consumer demand of the next decade.
- **Use of renewable energy:** Company's integrated township, is equipped with renewable source of energy i.e. solar lighting and solar hot water systems. This will result in significant reductions in electricity consumption over the lifetime of township.
- **Rain Water harvesting system** and plantation of trees support environmental growth and equitable development.
- **Implementation of SAP** in real estate industry that optimizes the resource, reduces the use of paper, promotes internal control system, stream lines flow of information, saves time & money.

4. HEALTH CARE

With the vision of promoting world-class health care amongst the masses by providing quality and affordable medical care with commitment the Jaypee Hospital has been constructed. The hospital has been planned as a 1200 bedded tertiary care multi-specialty facility and is commissioned with 504 beds and 250 beds operational in the first phase through its subsidiary company Jaypee Healthcare Limited. The Hospital known as "Jaypee Hospital" in Sector 128, Noida, U.P., offers the highest standards of healthcare services through state of the art infrastructure amalgamated with latest technology available across the globe along with a highly skilled and experienced team of doctors.

The hospital has been continuously conducting free camps in rural part of the country in an effort to provide early diagnosis and create awareness on health issues. Over 25,000 patients have been seen by specialists in different areas which have included some free medical tests also. In the year 2017-18, Jaypee Hospital has been able to touch base more than 1,000 doctors through various CMEs, more than 26,000 people through various camps and health talks and last but not the least more than 25 press conferences.

In addition to this, the hospital has treated more than 2 lakhs OPD patients, more than 20,000 indoor patients, 400 liver and Kidney transplants, over 4,000 international patients from world over.

Jaypee Hospital has been ranked amongst the top 10 hospitals in North India as per 'Times of India Survey 2017'. The hospital has also been ranked as the emerging brand of the year 2016 by India Health and Wellness Awards 2016. Jaypee hospital has also been conferred as Best Emerging Hospital by Times of India Best Hospital Survey, 2016. Jaypee hospital has already got accreditation for NABH, NABL and going for JCI.

The Company is also running many hospitals and dispensaries over and above the above-mentioned hospital at various project sites, which, inter alia, provide free medical facilities to the needy. Highly qualified medical practitioners have conducted year bound medical camps such as pulse polio, health checkup for under privilege children, Hygiene awareness camp that has helped in reducing infant mortality rate and increasing the life expectancy.

5. HOSPITALITY DIVISION

The Company has core philosophy & policy to keep the guests 'Healthy & Safe', including from various types of water borne diseases. The bacterial growth namely legionella and gram negative bacteria in water sources was, once, widely prevalent in the country. The Company has an established Bacteria Control Management System in all the hotels to provide clean and healthy environment.

The Company has also constituted the board in all hotels to address the concerns pertaining to "Women Safety". All working ladies are being provided at night doorstep dropping with armed security guards by the vehicles of the hotel. Besides this, all hotels have designated specific rooms for single lady guest staying in the hotel and ensures that services are rendered by the lady staff only.

The Company's hotels are committed to render services that provide "Safe Tourism" to in-bound and domestic customers. The Company has special rooms for handicaps with special toilets and wide vestibule. The robust security system is in place to ensure safety & security by installing X-Ray baggage scanners, close circuit cameras in & around the hotel premises and by deploying efficient & trained security personnel.

Jaypee Greens Golf Course, Greater Noida was conferred with SATTE Awards 2018 "Excellence in Customer Service-Hospitality-Luxury Hotel".

6. SPORTS DIVISION

In the International Sports Division also (which came into the ambit of Company pursuant to merger of erstwhile Jaypee Sports International Limited into JAL, effective on 16.10.2015 from the appointed date 01.04.2014), the Company is making every effort to promote safety, transparency, energy conservation, resource conservation, security, social responsibility & sustainability, environmental & climate protection and waste management.

The Company is placing significant emphasis on research & development focused on optimizing engineering techniques and creating new systems, procedures & processes to achieve higher efficiencies. Efforts are also made to conserve ecological balance without any harm done to the local flora and fauna. The Company has taken green initiatives, afforestation drives, air quality control and noise pollution control.

SUSTAINABLE SOURCING AND LOCAL PROCUREMENT ASPECTS

The Company has developed and institutionalized internal processes to ensure that the sources and means of transportation of the raw materials and components which are input to the different projects are sustainable in the long-term.

The Company evaluates its major suppliers and contractors to ensure that they are in compliance with legal and environmental norms in their business activities.

The Engineering and Construction Division of the Company primarily undertakes large-scale projects that require specialized machinery and equipment, many of which are imported in order to meet the stringent quality parameters that are adhered to. The raw materials such as cement and steel that go into the construction projects are also sourced from reputed national firms.

Wherever possible, and with all other factors remaining equal, the Company prefers to procure raw materials and spare parts from vendors and dealers that are nearest to the project sites. Local markets are continuously explored and encouraged to arrange for material suitable for construction.

At many of the Company's ongoing project sites – Gujarat, Uttar Pradesh, Jammu and Kashmir, Andhra Pradesh, Telangana State, Bhutan and Nepal – the Company endeavours to hire the manpower locally, as far as possible.

In the Cement Division, majority of the total stores & spares procured are from local suppliers. The Company undertakes Annual Rate Contract agreements with suppliers in order to provide them with certainty regarding the volumes required, and to avoid recurring tendering for regularly procured materials.

In the Hospitality Division, approximately 80% of our procured materials are sourced from local suppliers.

'REDUCE, REUSE AND RECYCLE'

The Company has always followed the philosophy of 'Reduce, Reuse and Recycle', wherever practically feasible.

In Cement Division, for example, fly ash, which was earlier considered as industrial waste, is now being recycled and used as a process material in the cement plants. Around 30% of fly ash used in PPC grade is either generated from the captive power plants, or purchased from the market. This reduces the clinker requirement by about 30%.

Within the Engineering and Construction Division, due to the nature of the business, there is limited scope for the recycling of products. However, all the Company's project offices make use of a significant level of reusability – the camps and work-shops that are erected at each of the sites are made almost entirely of materials and components taken from earlier dismantled project sites. The individual elements like doors and window frames are designed in such a way as to be sturdy, and also be easily reusable. Excavated materials, stones and boulders are reused for the back-fill and construction activity, and any steel scrap is disposed off to agencies for re-rolling.

Collection of Municipal Solid Waste (MSW) at Chandigarh.

This initiative 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).

Commitment

Last but not the least, as a Company we remain committed to strategic business development in infrastructure, as it is key to nation building in the 21st century. We aim for perfection in everything we undertake and we have a commitment to excel. It is the determination to transform every challenge into opportunity; to seize every opportunity to ensure growth and grow with human face to provide sustainable growth for our generations to come.

PRINCIPLE 3 – EMPLOYEE RELATIONSHIPS
Businesses should promote the well-being of all employees

Since its founding, the Company has fostered a work culture based on values of trust, mutual respect and dialogue. The management and employees across the various divisions and units endeavour to create and maintain positive individual and collective relationships, and are expected to do so as an integral part of their job.

The Company is committed to providing a work environment in which every employee is treated fairly, has the opportunity to contribute to business success and also to realize their full potential as individuals. The Company strives for proactive improvement of its relationships with all its employees, and accomplishes this through organized structures and programs by the Human Resources department at both Corporate and unit levels.

Employee Demographics

In the FY 2017-18, the Company employed 8,519 employees, the break-up of which is as follows:

Category	Total
Permanent employees	7,644
Temporary/contract/casual workforce	875
Permanent employees who are female	193
Permanent employees with disabilities	17

Employee Unions

While the Company respects the right of employees to join organizations of their choice and engage in constructive negotiations, the Company's management have always maintained a harmonious working relationship with the employees characterized by trust and open dialogue; none of the employees of the Company have formed or become members of an employee associations or unions while they were employed at the Company.

Employee engagement programmes

The Company has become one of largest and most reputed infrastructure conglomerates because of the dedication and perseverance of its employees.

The Company strives to create a stimulating work environment through its HR practices, with the aim of attracting and retaining the best people, regardless of their background, beliefs or social culture.

Complaints and Grievance-handling mechanisms

Category	Complaints filed	Complaints pending
Child/forced/involuntary labour	Nil	Nil
Sexual harassment	Nil	Nil
Discriminatory employment	Nil	Nil

The Company has not denied any personnel access to the Management or the Audit Committee on any issue.

The Company has adopted an explicit Whistle-blower Policy. However, there is no case of reporting during the financial year 2017-18.

Safety of Workers & Employees

The Company places considerable emphasis on health and safety throughout its operations and displays commitment to ensure that high standards are maintained in compliance with all applicable laws and regulations. The Company's Safety Policy comprises a statement of the Organization's objectives regarding Safety of Man and Equipment in operation at work sites. The Management's endeavour is to establish a risk-free and "Zero Accident" work environment.

Safety training is imparted to employees to make them aware of the procedures that need to be followed while working. The Company has won multiple national awards over the past years for its safety performance.

Training & Development

Category	Percentage who underwent training
Permanent Employees	44.93%
Permanent Women Employees	53.36%
Casual/Temporary/Contractual Employees	47.27%
Employees with Disabilities	42.47%

The Company is well-known for developing talent in its employees. The Company endeavours to attract, support, retain and motivate the best people in the field, and its training programs are designed to enhance the capabilities of its individuals, provide opportunities to develop skills and increase knowledge in order to maintain a competitive advantage.

Training programs

The Company provides various opportunities to employees of all levels to upgrade their skills:

- Structured Training Plan: It is an in-house training program which focuses on the technical aspects of various engineering disciplines.

- Computer Literacy Campaign: Different aspects of computer operations are covered in order to keep employees at the cutting edge of technology and latest trends.
- Periodically, user trainings are also conducted to help employees upgrade their skills with respect to softwares such as SAP, etc.
- Employees are also trained in areas such as Quality Management, Environment Management and Occupational Health and Safety - ISO 9001:2015, ISO 14001:2015 and OHSAS 18001:2007 standards, respectively. These help in improving the work standards and also provide training to employees in areas of Fire Safety, Occupational Health & Safety, Hazard Identification & Risk Assessment, Environment Protection, etc. These trainings are aimed at continual improvement and are periodically conducted.
- Apart from this, customized training programs are also conducted time to time by outside institutions, covering different aspects of Company's businesses.
- External Training Programs for Senior Executives: In order to keep pace with the changing times and to spot opportunities and perceive possible threats, existing skills need to be continually updated. Senior executives within the organization are continually upgrading their competencies through various courses of short duration.

PRINCIPLE 4 – STAKEHOLDER RELATIONSHIPS
Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

Stakeholder mapping and engagement

The Company has identified its stakeholders and takes steps to engage with them through various formal and informal processes.

The major stakeholders have been identified and classified as:

- Employees
- Customers
- Shareholders/Investors/Lenders
- Communities
- Business Partners/Contractors/Vendors
- Contract workers
- Government Bodies

Engaging with the Disadvantaged, Vulnerable and Marginalized Stakeholders

The Company's relationship with its employees, customers, business partners and suppliers are governed by more formal processes than that with some other stakeholder groupings. Nevertheless, the Company ensures that all stakeholder concerns, including those of the most disadvantaged and vulnerable, are incorporated into the Company's strategic thinking and decision-making.

The Company takes all practical steps to ensure that all communication with stakeholders is clear, transparent, timely and complete, and respects their right to be informed, so that everyone can make decisions and act in a knowledgeable fashion. Dialogue, review and feedback are also encouraged wherever possible. While the management has the accountability for stakeholder strategy and engagement, the Company believes that every employee in the Company has a responsibility towards ensuring satisfactory stakeholder relationships.

Some of the initiatives and channels used in the process of engaging with stakeholders include face-to-face meetings, both individual and group (including the shareholders' meetings); media and stock exchange announcements; presentations; conference calls; formal grievance mechanisms; financial reports; newsletters, circulars and e-mail updates; regular customer, business partner and supplier meetings; formal consultations and audit processes; and updates on the **JAL website – www.jalindia.com.**

PRINCIPLE 5 – HUMAN RIGHTS
Businesses should respect and promote human rights

Human Rights of our Stakeholders

The Company has always been committed to developing an organizational culture that supports internationally recognized human rights, as well as the human rights enumerated in the Constitution.

The Company takes steps to ensure that human rights principles are upheld within its workplaces. The Jaypee Group as a whole is committed to its cherished value **'Growth with a Humane Face'** while dealing with people, whether internal or external to the organization.

There have been no complaints regarding violation of human rights from stakeholders in the past financial year.

PRINCIPLE 6 – ENVIRONMENTAL MANAGEMENT
Business should respect, protect and make efforts to restore the environment

The Company believes that **harmony between man and his environment** is the essence of healthy life and living, and the sustenance of ecological balance is, therefore, of paramount importance. The Company is cognizant of its responsibilities as a diversified engineering, construction and manufacturing conglomerate and as a global corporate citizen; sustaining an equitable balance between economic growth and environment preservation has always been of paramount importance for the Company. Its environment management approach has led to efficient and optimum utilization of available resources, minimization of waste, which is carried out through the adoption of the latest technology.

Recognizing its **responsibility to protect and preserve the environment,** the Company has undertaken afforestation drives in different parts of the country. This has resulted in significant resource conservation, water conservation, air quality improvement and noise pollution control, and created a "green oasis" amidst the limestone belt at its cement complex in Rewa. Similar initiatives have also been taken on other projects of the Company.

Company's vision about environment has following objectives:

- Efficient & optimum utilization of available resources
- Minimization of waste
- Maximization of waste materials' utilization
- Providing and maintaining of green belts all around projects/ production zone
- To comprehensively merge with the local society to support & care for their socio-economic development.

Corporate Environment & Energy Policy:

The Company follows the following Corporate Environment & Energy Policy:

- Setup and operate industrial plans and infrastructure Projects adopting modern technology, keeping in view efficency of operations, prevention of pollution, conservation of energy which shall have impact on carbon emissions, on continual basis.
- Adopt and comprehensively adhere to meet rules and norms set by Ministry of Environment & Forests, Government of India, Central Pollution Control Board and State Pollution Control Board or any other statutory body.
- Develop Green Belts in its Plants/Units and Mines with local species having long life, nurture them to make a lively environment besides creating buffer to habitat around the area.
- Make use of renew able energy to the extent it is possible and make tailor-made schemes to adopt such features suitable to respective projects.
- Work on philosophy of 'Zero Discharge' from the Units.
- Use waste materials to utilize available heat value and as additives in manufacture of cement to support Federal Government to make environment cleaner.
- Conserve precious water, adopt Rain Water harvesting for ground water recharging and develop water reservoirs, reducing its dependency on ground water and other natural resources for water supply to the units.
- Conserve Biodiversity with least amount of impact on the environment.
- Compliance to various conditions stipulated in Environmental Clearance accorded by Ministry of Environment & Forests and other conditions as imposed by State Pollution Control Boards in Consents granted for Establishing the unit and operations.
- Contribute effectively in Socio-economic development of habitat around the project sites, through its CSR activities, giving significant emphasis to Education, Health, Vocational training for jobs creation within and outside the Projects.

ENVIRONMENTAL RISK ASSESSMENT

Institutionalizing this Green Initiative, the Company has constituted Project Groups at the project, regional and corporate level to carry out specific environmental related functions. These groups initiate and sustain measures to mitigate, monitor and control the impact of project implementation on the environment.

RESOURCE CONSERVATION

The Company as well as Jaypee Group continually looks for innovative and cost-effective solutions to reduce wastes and preserve natural resources. Some of these measures include reduction in new land acquisition by optimal utilization of existing ones; capacity addition to existing resources including land, machinery, infrastructure and human resource; reduction in water and fuel consumption by recycling and endorsing of more efficient combustion methods and state of the art technology.

AIR POLLUTION AND EMISSIONS REDUCTION

The Company is one of the leading national producers of cement, which is considered to be a polluting industrial sector.

The Company has always proactively attempted to go beyond compliance with respect to the regulations relating to the emissions. The cement business has undertaken major initiatives to reduce dust emissions including adoption of new technologies. The cement division has established a state-of-the-art Environment Management Cell which hosts a fully functional laboratory with modern testing and monitoring equipment to ensure that all emissions and dust that is generated is within permissible limits. The Captive Power Plants use high efficiency boilers and ESPs which ensure Stack emissions at lower level than the statutory limits of 50 mg/Nm3.

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

ENERGY CONSERVATION

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, use of energy efficient lamps and compact florescent/LED lamps, wherever possible.

The Company's cement plants have installed high efficiency pollution control & monitoring equipment which consume comparatively low energy.

Some of the specific energy conservation measures taken at the different plants/ sites are mentioned in detail in Annexure to the Directors Report.

WATER CONSERVATION

The Company has undertaken active water conservation and rain water harvesting measures. The Company has created reservoirs with huge surface area and storage capacity.

Four reservoirs with an aggregate surface area of 46.70 hectares with a total storage capacity of 3 million m3 have been created in the mined out areas for collection of rain water and stored water is being used for cement manufacturing process and cooling purpose. These interlinked water bodies provide the entire water supply for the manufacturing process, eliminating the use of precious surface and ground water resources completely. These reservoirs have recharged the ground water across all the surrounding villages, improving not just crop yields, but the overall quality of life. The Company and the Group have also undertaken active water conservation and rain water harvesting measures.

Water consumption reduction in Cement Division

A unique water conservation measure adopted in the captive power plant is the adoption of the air cooled condenser technology, which greatly reduces the water consumption in the cooling tower makeup, resulting in substantial reduction in consumption of water every year.

Waste Water treatment in Cement Divison

Thermal power (captive) and cement plants are equipped with secondary and tertiary treatment facilities for waste water, so that most of the water can be recycled, making these units practically ‘zero discharge’ units.

Waste reduction and recycling in Cement Division

The Company utilizes 100% fly ash generated from coal fired boilers as Pozzolanic material in cement manufacturing, ensuring no solid waste from captive power plants.

Electronic wastes are disposed off through authorized vendors. Biodegradable wastes from Annapurna mess, canteens, guest houses, residential quarters etc. are utilized for generating biogas.

Besides leaf litter is converted to compost through vermi composting, subsequently used for horticulture and plantation as natural manure, thus preserving the health of the environment.

AFFORESTATION DRIVE AND IMPACT ON BIODIVERSITY

Afforestation drives across all over campuses and project sites the Company operates, are other examples of our practical approach to environment conservation. No project is begun unless extensive soil tests confirm the quality, alkalinity and porosity of the soil. Only local plant species or those with a high likelihood of survival are selected by our Green Team, staffed by qualified and highly experienced professionals, for plantation and its upkeep.

Green Belt Development and Biodiversity Mapping surveys at various projects helped in analyzing the importance of sites from the biodiversity point of view and conservation measures to be implemented.

Green belts have been designed keeping in mind utility as well as ecological aspects. The focus has been on conserving indigenous species, retaining and enhancing surrounding landscape, creating habitat for birds and insects, planting a mix of species that are a part of rural, urban and native landscapes and also raising environmental awareness.

Functional Green Belts created with native species have resulted in practical conservation of flora and fauna of the region. This scientific approach has ensured around 85% survival rate across different locations and climatic conditions where the Company has carried out the plantation drives across various project locations.

In addition, to support conservation of indigenous flora and fauna and creating wildlife friendly habitats, nest boxes and bird feeders have been installed at select sites for conservation of house sparrow.

IN HOSPITALITY DIVISION

The Company hotels have made arrangements and systems to recycle water, and to reuse wastes. The Hotels have scrubbers for equipments operated on fossil fuel and conversion of fuel from High Speed Diesel to Piped Natural Gas which have resulted in reduction of CFC release by 30% and consequent reduced contribution to ozone depletion and global warming.

The hotels of the Company are equipped with lush landscaped garden, water bodies, walk ways and complied with waste management, water consumption reduction & harvesting techniques, and biodiversity norms that provide great luxury with complete sense of responsibility toward society.

Air Pollution and Emissions Reduction in Hotels Division

The Hotels Division of the Company has installed Scrubber Systems in all the hotels for treatment of emissions which are in good working operation. All emissions are passed through the scrubbers for treatment, before throwing up in the environment.

Energy Conservation in Hotels Division

The Hotels Division ensures all possible measures to conserve energy by identifying potential areas of energy saving, few initiatives taken for energy conservation are

- replacement of low energy efficient pumps with energy efficient pumps,
- fixing of capacitors on individual load along with up-gradation of capacitor panel,
- stoppage of chilled water circulation system by providing standalone energy efficient water cooler at Annapurna & other statutory locations.
- installing standalone electric steam press installed in laundry to reduce steam boiler operation,
- provision of motion sensors in public wash rooms,
- energy efficient enhancement of drives, replacement of ice cube machine with energy efficient machine
- Replacement of energy efficient LED in guest rooms & public areas.

Renewable Energy in Hotels Division

The Hotels Division possesses, in all hotels of the Company, the solar water heating system to provide 32.2 KLD hot water to the guest, laundry and the swimming pool. This has reduced the energy consumption and cost substantially.

Waste water management in Hotels Division

The Company's hotels have installed Sewage Treatment Plant (STP) and Effluent Treatment Plant (ETP) to treat the waste water to discharge as raw water.

New STPs were installed at Jaypee Vasant Continental & Jaypee Siddharth having 195 KLD & 95 KLD each respectively. The STP plants already exist and are operating in Jaypee Palace Hotel, Agra, Jaypee Greens Golf & Spa Resort, Greater Noida & Jaypee Residency Manor, Mussoorie.

Similarly, the water rejected from R.O. system is being recycled to be used as raw water for horticulture.

The waste water from kitchen and laundry is being discharged as clean water after conducting the biological treatment.

Jaypee Vasant Continental Hotel, New Delhi is providing 100 KLD (i.e. 1.00 Lac litre per day) of treated STP water free of cost for irrigation and horticulture in DDA parks maintained by SDMC in the surrounding areas from the last couple of years.

Water Consumption Reduction in Hotels Division

The measures are taken for water conservation by using condensate recovered water in cooling tower, replacement of concealed flush valve from dual flush cistern, removal of bathtub and providing shower cubicles, air scoring system incorporated in all the vessels which need backwashing, need based regeneration of softener has been done to reduce water requirement regeneration process, installation of area wise water meter to monitor daily water consumption.

The hotels use water efficient fixtures which reduce portable water consumption by 44% compared to the baseline suggested by International Plumbing Code.

Installation of STP at Jaypee Vasant Continental & Jaypee Siddharth has also contributed a lot in water conservation as the treated water is being utilized in cooling tower and taken for horticulture use.

The total recovery of water from waste water management is 1,00,000 KL during the just concluded financial year.

Rain Water Harvesting in Hotels Division

Jaypee Vasant Continental and Jaypee Siddharth have converted dried up bore wells into rain water harvesting pits.

The Present status of rain water harvesting pits is as under:

i. Jaypee Vasant Continental - 2 nos (using dried bore well)

ii. Jaypee Siddharth – 2 nos (using dried bore well)

iii. Jaypee Palace Hotel, Agra - 2 nos (low laying catchment lakes)

iv. Jaypee Greens Golf & Spa Resort, Greater Noida - 5 nos

v. Jaypee Residency Manor, Mussoorie - 2 nos

Total - 13 nos.

Eco-friendly Environment of Hotels of the Company

The hotels of the Company undertake all possible measures to minimize pollution from plant rooms and the back of the house areas.

The Hotels have garbage segregation system i.e. dry and wet garbage. The garbage is stored in controlled isolated environment and is removed systematically for re-cycling.

Organic waste convertors are existing at Jaypee Vasant Continental and Jaypee Siddharth which consume 500 kg of food waste each to provide organic manure which is being used for horticulture. The policies are in place for disposal of other waste, electronic waste, battery and dry cells. Authorized vendors are being engaged for disposal of these hazardous waste.

Jaypee Greens Golf Course, Greater Noida was conferred with SATTE Awards 2018 "Excellence in Environmental Sustainability-Hotel".

All hotels of the Company are accredited with ISO 9001 for Quality Management System (QMS), ISO 14001 for Environment Management System (EMS), ISO 22000 for Food Safety Management System (FSMS) and Hazard Analysis and Critical Control Point (HACCP), and Jaypee Vasant Continental has also been accredited with ISO 50001 for Energy Management System.

Indian Green Building Council has conferred LEED certificate in "Gold Category" to the Jaypee Residency Manor, Mussoorie and "Platinum Category" to Jaypee Vasant Continental, New Delhi; and Jaypee Palace Hotel & Convention Centre, Agra has been presented with the "Gold Category" for energy & environmental design of the building.

GREEN INITIATIVE IN CORPORATE GOVERNANCE

The Company fully supports the Ministry of Corporate Affairs' initiative to minimize the use of paper for 'all official communication'. In line with this, the Company sends all notices and documents, including the Annual Report, to shareholders who have registered for the same, by e-mail. This has led to a significant reduction in paper consumption annually.

COMPLIANCE

The Company complies with all applicable environmental norms regarding wastes, effluents or emissions, as prescribed by the Central and State Pollution Control Boards for the sectors in which the Company operates.

PRINCIPLE 7 – POLICY ADVOCACY
Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

The Company believes that it is the Company's responsibility to work with policy makers and other relevant stakeholders, and to communicate its views ethically and transparently.

Government policies on major issues, as well as national and state programs for infrastructure development, may directly affect the Company's business. The Company tries to inform these debates in an appropriate manner, based on the Company's in-depth understanding of the sector, of market needs and of potential risks and challenges.

Membership in Trade Chambers and Associations

The Company is a member of various industry and trade chambers and associations. The Company is proud to be associated with these groups because they represent the construction sector in various forums, and help the industry reach consensus on relevant issues.

The following are the major trade chambers and associations that the Company is a member of:

- Confederation of Indian Industry (CII)
- Federation of Indian Chambers of Commerce and Industry (FICCI)
- Associated Chambers of Commerce and Industry of India (ASSOCHAM)
- PHD Chamber of Commerce and Industry (PHDCCI)
- Cement Manufacturers Association (CMA)

Priority advocacy areas for the Company

In 2017-18, the top issues for which the Company lobbied at the national level were:

- Economic reforms
- Inclusive development policies
- Energy security
- Sustainable Business principles
- Environmental policy

PRINCIPLE 8 – SOCIETAL COMMITMENT
Businesses should support inclusive growth and equitable development

Jaypee Group is committed to strategic business development in infrastructure sector with the determination ***of transforming every challenge into an opportunity***. The Group strives for optimal utilization of resources, while ***growing with a humane face***.

The Group is committed to continuously contribute to the economic development, and ensure a positive impact of our existence on the quality of life of our entire workforce and their families as also the community at large. Throughout the years we have focused on our values, reducing the impact on the environment and staying engaged with our communities. Our Mission stays focused on ***sustainable development, fulfilling our obligations towards building a better India***.

The Group undertakes CSR initiatives and discharges its responsibility towards society through **JAIPRAKASH SEWA SANSTHAN [JSS], a 'not-for-profit trust'** promoted by the Founder Chairman, Shri Jaiprakash Gaur. The Sansthan supports various sections of the society through several initiatives for overall socio-economic development of the communities in which we operate. Set up in 1993 the trust aims to realize the corporate philosophy of ***"Growth with a Humane Face"*** and aims to alleviate poverty.

The Sansthan is engaged in comprehensive rural development programmes, empowering the lives of the rural communities.

The CRDP (Comprehensive Rural Development Programme) that began in 1993 in 28 villages surrounding Jaypee Nagar, Rewa and Satna in Madhya Pradesh, over the years has expanded to project sites in the states of Andhra Pradesh, Gujarat, Uttarakhand, Chhattisgarh, Karnataka and Jammu & Kashmir. Today, the programmes reach out to cover a population of over 10 lakhs around all the project sites.

The Sansthan engages with the stakeholders through various platforms and aims to enhance the quality of life in the community through focus on:

1) Education
2) Skill Development & Employability
3) Women Empowerment
4) Medical Services
5) Rural Infrastructure Development & Upgradation
6) Animal Husbandry

Education

Emphasis has been on expanding access to education to meet aspirational needs of the students as well as the communities at large. Consequentially, Sardar Patel Uchattar Madhyamik Vidyalayas, have been set up, to provide quality education to the children of economically backward classes of the society. Children of employees of Jaypee Group or Government employees are not eligible for admission to these Schools. Children of parents (non-employees) with less than 4 acres of land and/or monthly income below Rs.6000/- per month are only eligible for admission in these schools.

Today, there are a total of 27 Sardar Patel Vidyalayas, Jaypee Vidya Mandirs, Jay Jyoti Schools, providing education from primary upto Plus 2 levels at Uttar Pradesh, Madhya Pradesh, Gujarat and Uttarakhand. The Sardar Patel Vidyalayas provide free education, free mid-day meal, free school uniforms to enable the poor families to send their children to school without any financial burden. School bus services are provided to ferry children from the villages. Scholarships are provided to meritorious students from Class 9 to Class 11. Free admission in Jaypee University of Engineering & Technology, Guna (Madhya Pradesh) is provided to the first three rankers of the class 12th of Sardar Patel Schools.

The schools attach great importance to a varied programme of activities outside the ordinary class routine. Physical training, games, yoga and athletics are built into the curriculum to promote physical fitness and a healthy spirit of competition. The students are also exposed to meditation for achieving higher level of concentration. The students are also encouraged to participate in literary, dramatics and performing art to shape their complete personality.

The institutions have well equipped libraries and ICT based learning. The schools also take initiatives for preparing children for various competitive exams such as for NDA, IIT and have a career guidance cell.

Staff development programmes and capacity building of teachers is undertaken on a regular basis. Besides each school has a School Management Committee represented by the teachers, parents and Management, that monitors overall development of the school.

Over the years, increased enrolment has been witnessed with a greater retention of girl students. During the year 2017-18, 16997 students were imparted school education, 35.56% being girl students.

Besides, we run Adult literacy classes that are designed to impart a range of practical skills. Village children are initiated into the learning atmosphere through 'Balwadis' which deploy interesting and creative learning methodology. Play schools at select sites have been set up that cater to village children and children from the township.

Skill Development and Employability

The focus is on enhancing skills of the youth to make them market ready and employable. Over the years, JSS has been successful in enhancing livelihood opportunities for the village youth and several trained students have found employment with corporates or set up own businesses.

During the year, 1027 students received training through 4 ITIs. These institutes also have an Institute Managing Committee which reviews infrastructure requirements, curriculum, etc. for overall development. The ITIs impart free training to Partial Land Losers (PLL) and on nominal chargeable basis to students of nearby project areas. ITIs have well laid out complex with Trade related Workshops, IT Lab and Library. In addition sports equipment and play grounds are provided for sports & recreation of the trainees. The ITIs provide quality vocational training to the students of neighboring villages which has enhanced their overall knowledge and personality. We ensure a healthy and stress free environment for trainees to receive the vocational training and become competent.

The trades covered include computer operator and programming assistant, draughtsman ship, fitter, electrician, foundry man, instrument mechanic, mechanic diesel, mechanic refrigeration and AC, surveyor, turner, welder, embroidery, and cutting & sewing. All the workshops/Labs for the above Trades are fully equipped with advanced machines, tools and tackles, thus exposing the trainees to the modern technology. Industrial visits are regularly conducted for the students to make them work ready. The quality of training has ensured enhanced employability in reputed companies through on campus drives.

4 ITIs, 1 Post Graduate College, 1 B. Ed. College and 4 Universities with an extension campus, provided teaching to around 12500 students, during the year. The efforts have resulted in uplifting the socio -economic standards of the region.

The faculty comprises of a strong group of highly qualified, diversified, motivated, intellectual community of distinguished and dedicated professionals who are committed to provide quality education.

During the year, 19 disabled persons were employed at the Rewa Plant.

Women Empowerment

Women empowerment leads to economic benefits not only to an individual but also to the family and society at large.

Our rural employability initiatives, teach rural women simple life transforming skills, thus empowering them and encouraging their entrepreneurial skills. Over the last two decades, sewing courses conducted by our trainers have produced hundreds of empowered women.

The seeping success of this initiative is now being duplicated across multiple locations, by teaching women other income generating skills like making papads and vadis, washing powder, incense stick and candles, etc. Women also received training in vermi composting, a skill they have been able to deploy in their farms. Several trained women have started activities which helped augment family incomes. Economic empowerment of the women has brought about visible results for the betterment of the family as almost the entire income earned is spent on family requirements which increased the overall impact of our intervention. 242 local women were hired and over 350 women were provided training at Jaypee Rewa Cement Plant, which will help these families to lead a life with a sense of pride and honor.

Several SHGs (Self Help Groups) have been formed which also undertake minor infrastructure projects in the villages as a source of income generation. The SHGs have been instrumental in instilling the habit of saving, increasing the family income and are functioning well.

Medical Services

We believe that access to quality healthcare is a vital aspect of development.

Catering to the underserved through our medical services we ensure that quality and timely healthcare services reach the rural communities in the remotest of areas. Medicine, Dental Care, Audiometric and Spirometery Facility, OPD, Testing Laboratory and X - Ray Facility, Nebulizer, Diathermy etc. are provided through the hospitals and dispensaries set up at the project sites.

Multi speciality health camps for general health check, eye care, dental care, etc. are organised in the villages at frequent intervals. Mobile vans with doctors and health facilitators visit villages bringing healthcare services to their doorstep. Advance Intensive Care Life Support Ambulances are provided for remote areas. These ambulances are equipped with state-of-the-art life support equipment designed to provide fast and direct response to the needy.

The medical services are supported by highly qualified medical practitioners – physicians, gynecologists, surgeons, dentists, eye specialists, etc.

All school children undergo a comprehensive annual health checkup, reports of which are then shared with their parents along with treatment advice. Projects are also run in collaboration with State Government on treating malnourished children.

The Company has set up a 16-bed hospital at the cement complex which benefits over 80,000 villagers annually.

Village women also receive training in basic Healthcare through awareness sessions and act as health facilitators within their community. Village personnel are also hired as auxiliary staff. Infant mortality and life expectancy rate in the surrounding areas of the project sites have shown a marked improvement on account of access to quality healthcare.

In addition, the hospital is always in the forefront to provide emergency medical services in the local region during any calamities including road accidents, landslides, rock falls, avalanches and other traumas.

Rural Infrastructure Development and Upgradation

The Jaiprakash Sewa Sansthan has undertaken several activities in the rural areas promoting rural infrastructure development. Lakhs of villagers in areas around our various project locations benefit from safe drinking water plants, huge water reservoirs, renovated roads and bridges, irrigation facilities including community amenities such as toilets, rain shelters, playgrounds, youth clubs, etc. The Trust also helps in times of natural catastrophe to reach the affected communities in distress. Fire safety and services are provided to the villagers.

Communities have been encouraged to use water more judiciously which they usually do not have access to. Awareness sessions have raised consciousness levels towards water storage and wastages.

Award of contracts for transport of raw material/finished products, civil work and material handling to local inhabitants have given a boost to local employment.

Animal Husbandry

Animal Husbandry initiatives supplement the income of small, marginal farmers and landless labourers besides generating gainful employment opportunities, especially self-employment for the rural population.

Veterinary health care provided helps improve the genetic production potential of livestock and poultry reared in the adopted villages. The Trust organises camps for the villagers to interact with the vets and obtain medicines, immunisation, check-ups and artificial insemination for their cattle. Interactive audio-visual training sessions demonstrate progressive approaches to animal rearing. Various activities include breed upgradation through artificial insemination, vaccination of animals, veterinary services.

Impact Assessment of programs

We realize unless we start assessing needs of the community and then measure whether those needs have been sufficiently addressed, we will end up only spending money without positive outcomes or making a difference to people's lives. Stakeholder consultation and relationship is an ongoing process to understand local issues and address the same holistically. Periodic assessments are conducted to ensure that the implementation standards are being met. Regular feedback from the beneficiaries is collated to ensure that the initiatives are sustainable. The aim remains to ensure that there is a tangible, measurable & long lasting improvement in the project participants' lives. Besides, assessing the impact of the projects ensures a balance between social, economic and environmental benefits.

PRINCIPLE 9 – CUSTOMER SATISFACTION
Businesses should engage with and provide value to their customers and consumers in a responsible manner

CUSTOMER ENGAGEMENT AND SATISFACTION

The Company is committed to delivering a consistent standard of product quality and service, as well as a high level of customer engagement in order to best serve its customers' needs and concerns.

In Cement Division:

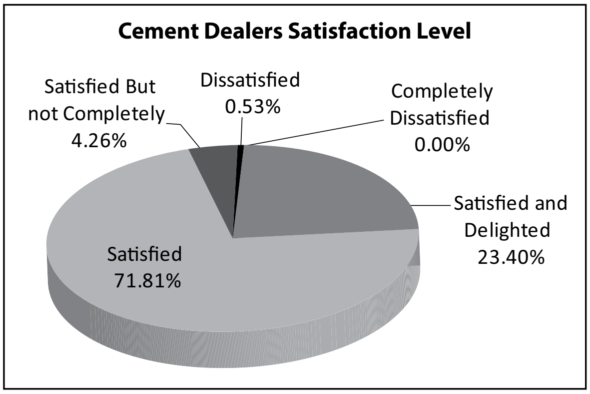
Dealer Satisfaction survey was conducted in the area of operation covering all the dumps with the objective of feed-back from actual consumer/dealer to get the picture of satisfaction of the customers. The Parameters covered for the study were:

1) Overall Satisfaction,
2) Satisfaction with product Quality,
3) Quality of Sales Service,
4) Quality of Technical Service,
5) Profitability and Commercial Terms,
6) Price Management and Brand Image for Buland Plus.

The overall Dealer Satisfaction was found to be as under:

	No. of respondents	In %age terms
Satisfied and Delighted	44	23.40%
Satisfied	135	71.81%
Satisfied but not completely	8	4.26%
Dissatisfied	1	0.53%
Completely Dissatisfied	0	0.00%
Total Sample of Respondents	**188**	**100.00%**

It was observed that 95.21% of the dealers were satisfied or delighted with the Company.



In Real Estate Division:

Jaypee Greens, the real estate arm of the Jaypee Group, started its operations in 2002. Over a period of 16 years, the customer base has increased to approximately 45,000 across 4 locations namely Jaypee Greens-Greater Noida, Wishtown-Noida, Jaypee Greens Sports City and Wishtown-Agra.

As an initiative to achieve higher customer satisfaction, the Customer Response Cell (CRC) was set up to handle various requests, complaints and queries raised by customers. This cell works in co-ordination with various departments of the Company: Sales, Commercial, Legal and Construction - and facilitates the relationship between the customer and the Company. The basic purpose of CRC is to deal with queries and complaints of customers on a day-to-day basis, which are received via mail, telephone or personal visits to the office.

To gauge customer satisfaction, we have arranged for independent surveys conducted on a periodic basis using questionnaires and personal interviews with the customers. The results of the survey are taken as feedback to improve the products, systems and business processes. The findings of the survey help in planning to serve the customers in better ways.

In order to facilitate smooth handover of possession to customers for units that are ready for occupation and to address any issues faced by the customer post occupation, the Company has also set up a Facility Management Group (FMG) with a dedicated help desk to receive and address customer queries.

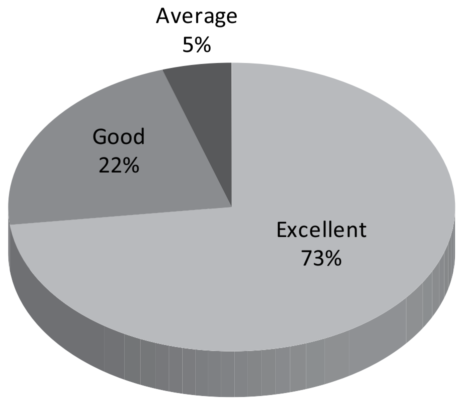
In Hospitality Division:

The Company has put in place robust mechanisms i.e. Mobicon International Services for data management and Real Time Guest Comments Management to disseminate the feedback forms obtained from the guests, for follow up with the concerned department on regular basis for corrective action as and when required.

The hotels have implemented Guest Feedback System called E-Survey to ensure "zero defect services". During the last financial year, more than three lakh guests patronized the hotels of the Company. The hotels obtained the valuable suggestions from the guests of the Hotels Division during the year 2017-18 as under:

1	Excellent services	73%
2	Good services	22%
3	Average services	5%
	Total	**100%**

Feedback given by Guests of Hotels



CUSTOMER COMPLAINTS

There are a few consumer cases, including by/before the Competition Commission of India, filed against the Company in the past financial year and the Company is committed to resolving them at the earliest.

In the Cement division, there were 4 complaints pending from the previous financial year, and 7 customer complaints received during the financial year 2017-18; all 11 have been addressed and resolved satisfactorily before the end of the year.

In the Engineering & Construction and Sports division, the Company has received positive feedback from the overwhelming majority of its clients and customers over the years, indicating high levels of satisfaction with the products, projects and services delivered to them.

The Hotels Division of the Company possesses the strong complaint management system i.e. Triton to resolve the service related matters immediately to achieve high customer satisfaction and delight.

PRODUCT LABELING AND COMMUNICATION

The Company ensures that all product and service-related communication is timely and accurate. Cement is the major product that the Company manufactures, for which product labeling is done in compliance with labeling requirements regarding brand name, weight, grade, name and address of the manufacturer, etc.

MANOJ GAUR
Executive Chairman & CEO
DIN - 00008480

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF JAIPRAKASH ASSOCIATES LIMITED

Report on the Standalone Indian Accounting Standards (Ind AS) Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Jaiprakash Associates Limited ("the Company") which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that gives a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act and the Rules made there under, including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Basis of Qualified opinion

Attention is drawn to:

Note No.41 of standalone financial statements regarding the insolvency petition filed by IDBI with the Hon'ble National Company Law Tribunal ('the NCLT'), Allahabad against the Jaypee Infratech Limited ('JIL') "Subsidiary" of the company. The petition has been admitted and Interim Resolution Professional ('IRP') personal has been appointed by the NCLT. The Hon'ble Supreme Court of India also admitted the Petition/Intervention filed by certain home buyers of Jaypee Infratech Limited and directed the company to deposit ₹ 2000 Crores with its Registry. The said order was modified by the Hon'ble Supreme Court of India and accordingly company has deposited ₹ 550 crores upto 31 March 2018.

In view of the pendency /ongoing CIRP/legal proceedings with the NCLT Allahabad and the Hon'ble Supreme Court of India, the impact on the carrying value of the Non Current Investment in the equity of JIL ₹ 849.26 Crores, Current Receivables ₹ 341.75 Crores, Corporate Guarantees amounting to ₹232.17 Crores, to the lenders of JIL and deposit with the Hon'ble Supreme Court of India, is not ascertainable.

Qualified opinion:

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31 2018, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Emphasis of matter:

We draw attention to the following matters:

1) As Stated in Note No. 32 [d] of the standalone financial statements,

   [i] The Competition Commission of India vide its Order dated 31st August, 2016 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 during F.Y. 2009-10 & 2010-11 and imposed a penalty of ₹1,323.60 Crores on the Company. The Company has filed an appeal against the said Order before the

Competition Appellate Tribunal wherein the Tribunal vide its order dated 15th November, 2016 read with order dated 7th December, 2016 granted stay in depositing the penalty imposed subject to the condition that the company shall deposit 10% of the penalty calculated on the profit earned by the cement business i.e. ₹23.77 Crores, which was duly deposited. Thereafter, the matter was heard on various dates by the Hon'ble National Company Law Tribunal (to whom the power in such matters has been transferred) and the Order has been reserved.

[ii] The Competition Commission of India vide its other order dated 19th January, 2017 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 in the state of Haryana during F.Y. 2012-13 to F.Y. 2014-15 and imposed a penalty of ₹38.02 Crores on the Company. The Company had filed appeal against the Order. The Competition Appellate Tribunal stayed the operation of impugned order and further proceedings will commence after the Order in the matter referred in SL. No. [i] above, is passed.

2) As stated in Note No. 38 of the standalone financial statements, State Bank of India has invoked the pledge of 10,00,00,000 Equity Shares of Jaypee Infratech Limited (JIL) held by the company and had sold 3,18,96,744 Equity Shares in the open market during the quarter ended March 31, 2018. The impact of the above said sale of shares has been taken in the standalone Financial Statements. Balance shares aggregating to 6,81,03,256 are held with trusteeship as at 31.03.2018. Pending disposal of balance shares by the Lender, the balance shares continue to be shown as part of Current Investments at cost.

3) As Stated in Note No. 39 of the standalone financial statement, Non-Current Trade receivables include ₹ 2645.45 Crore, outstanding as at 31 March 2018 (₹ 2983.52 Crore, outstanding as at 31st March 2017) which represents various claims raised on the Clients based on the terms and conditions implicit in the Engineering & Construction Contracts in respect of closed/suspended/under construction projects. These claims are mainly in respect of cost over run arising due to suspension of works, client caused delays, changes in the scope of work, deviation in design and other factors for which company is at various stages of negotiation/ discussion with the clients or under Arbitration/ litigation. On the basis of the contractual tenability, progress of negotiations/ discussions/ arbitration/ litigations, the management considers these receivables are fully recoverable.

4) As stated in Note No. 40 of the standalone financial statements, the company has made an investment of ₹ 340 Crores (34 crores Equity Shares of ₹ 10/- each, fully paid up) in Prayagraj Power Generation Company limited ('PPGCL'), an associate company. Lenders of PPGCL has invoked the entire pledged share of PPGCL held by Jaiprakash Power Venture Limited ('JPVL') [Holding Company of PPGCL] on 18th December 2017 due to default in payment of interest to Banks/Financial Institutions. Keeping in the view of above facts, the impact on the carrying amount of Equity Shares of PPGCL held by the company is currently unascertainable and considered at Book Value.

5) As Stated in Note No. 42 of the standalone financial statement, the Company has received Termination Notice for the Mandla North Coal Mine allotted by Nominated Authority, Ministry of Coal on account of not meeting eligibility criteria mentioned in the Coal Mines Development and Production Agreement along with instructions for invocation of the Bank Guarantee submitted by JAL in the form of Performance Security. The Hon'ble High Court has granted a stay against the Termination Notice and invocation of Performance Guarantee. Since, the matter is now being sub-judice in High Court, the recoverability of the amount invested aggregating to ₹ 293 Crores as on 31.03.2018 in the development of the Coal Block and impact of the invocation of the Performance Guarantee is uncertain, no provision has been considered necessary to be made in the standalone financial statements.

6) As Stated in Note No. 43 of the standalone financial statement, the Confirmations/ Reconciliation of balances of certain secured & unsecured loans, balances with banks, trade receivables, trade and other payables (including capital creditors) (including receivable/ payables from/ to related parties) and loans and advances are pending. The management is confident that on confirmation / reconciliation there will not be any material impact on the standalone financial statements.

7) As stated in Note No. 45 of the standalone financial statement, there are certain Entry tax matters under Appeals aggregating to ₹ 510.59 Crores (excluding interest, currently unascertainable) pertaining to the State of Uttar Pradesh, Madhya Pradesh and Himachal Pradesh. The Company has challenged these on account of Constitutional Validity etc. in Hon'ble High Courts/ Supreme Court. No provision has been made of the above in the standalone financial statements and management is of the opinion that the Company will succeed in the appeal. The Company has already deposited ₹ 299.93 Crores and also furnished Bank Guarantees of ₹ 202.66 Crores against the above.

8) [i] As stated in Note no. 46 of the standalone financial statements, the Lenders of the Company in their Joint Lenders forum ('JLF') meeting held on 22nd June, 2017 have approved restructuring/ realignment/ reorganization of debt of the Company & its wholly owned subsidiary, JCCL. The Company has reworked the finance cost pertaining to Financial Year 2016-17 in accordance with the Lenders approved debt restructuring / realignment/ reorganization scheme.

[ii] For the FY 17-18, the Company has provided interest expenses on the debt portion that will remain with the company in accordance with the restructuring Scheme approved and Master Re-structuring Agreement (MRA) signed with the Lenders. Interest aggregating to ₹ 796.39 Crores on debt portion of ₹11,091.27 Crores

which will be transferred to Real Estate SPV namely Jaypee Infrastructure Development Limited (JIDL) on order of Hon'ble National Company Law Tribunal (NCLT), Allahabad with appointed date of 1st July, 2017 has been added to the carrying cost of the Inventory/ Projects under Development in respect of SDZ Real Estate Undertaking [SDZ-RE], since the same has to be serviced from the assets/development of Assets of SDZ-RE and as such no further impact in this respect on the financial results is envisaged.

[iii] As a part of restructuring / reorganization / realignment of the debt of the Company, the Scheme of Demerger of the Undertaking (SDZ -RE) comprising identified moveable and immoveable assets and liabilities to be transferred to and vested in the wholly owned subsidiary of the Company, namely, Jaypee Infrastructure Development Limited (JIDL) as a going concern, on a slump exchange basis is pending for sanction with NCLT Allahabad.

Our opinion is not modified in respect of above stated matters.

Other Matter:

The comparative financial information of the Company for the year ended March 31, 2017 prepared in accordance with Indian Accounting Standards, included in these Standalone Financial Statements, have been audited by the predecessor auditors. The report of the predecessor auditors on the comparative financial information dated May 29, 2017 on the comparative financial information expressed an unmodified opinion. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, we report that:

   a) We have sought and except for the possible effects of the matter described in the Basis of Qualified Opinion given above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) Except for the possible effects of the matter described in the Basis of Qualified Opinion given above, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   d) Except for the possible effects of the matter described in the Basis of Qualified Opinion paragraph above, in our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015.

   e) The matter described in the 'Basis of Qualified Opinion' and 'Emphasis of Matter given above, in our opinion may have an adverse effect on the functioning of the Company;

   f) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

   g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements - Refer Note 32 to the financial statements;

      ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;

      iii. There are no amounts that were due for being transferred to the Investor Education and Protection Fund by the Company.

For Rajendra K. Goel & Co.
Chartered Accountants
Firm Registration Number: 001457N

(R. K. Goel)
Partner
Membership No. 006154

Place : New Delhi
Date : MAY 19, 2018

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT – 31STMARCH 2018

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) The Company has maintained 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) The Company has a regular programme of physical verification of its fixed assets by which substantial fixed assets are verified in a phased manner. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, fixed assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us, we report that, other than the immovable properties acquired on amalgamations with the Company as per schemes approved by the Hon'ble High Courts in earlier years, the title deeds are held in the name of the Company as at the balance sheet date, except the following:

Description & location of property	Gross Book Value (₹ Lacs)
Land at Dera Mandi Gaon, New Delhi & building thereon	153
Freehold land at Rangpuri, New Delhi (Compulsorily acquired by the Government)	3

(ii) The inventory, except for goods-in-transit, has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. In respect of goods-in-transit, subsequent goods receipts have been verified or confirmations have been obtained from the parties. The discrepancies noticed on verification between the physical stocks and the book records were not material.

(iii) In our opinion and according to the information and explanations given to us, the Company has not granted any amount in the nature of loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or Other Parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, the Company has generally complied with the provisions of Sections 185 and 186 of the Act, with respect to the loans given, investments made, guarantees given and security provided.

(v) In our opinion and according to the information and explanations given to us the Company has not accepted any deposit during the year. The Company has generally complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013, read with the Orders issued by the Hon'ble National Company Law Tribunal (NCLT) from time to time; however, there have been delays in repayment of matured fixed deposits which had matured for repayment on or before the balance sheet date and were outstanding as at 31st March 2018. However during the year, the company had repaid the deposits within the time extended by honorable NCLT except FD's amounting to ₹21 lakhs (including interest) which are pending repayment due to directions by the Government authorities/ courts etc.

(vi) We have broadly reviewed the books of account maintained by the Company as specified under Section 148(1) of the Act, for maintenance of cost records in respect of products manufactured by the Company, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) As per records produced before us and according to the information and explanations given to us the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Customs Duty, Excise Duty, Value Added Tax, Cess, Goods and Services Tax and other material statutory dues applicable to it to the appropriate authorities, and there were no arrears of such dues at the end of the year which have remained outstanding for a period of more than six months from the date they became payable, except for the following:

Particulars of Dues	₹ (in Lacs)
Royalty Payable	199.41
District & National Mineral Foundation Payable	651.71
Electricity Duty Payable	3663.18
Service Tax Payable	360.04
TDS/TCS Payable	462.74
Sales Tax/Entry Tax Payable	6.07

(b) As per records produced before us and explanations given to us and on the basis of our examination of the records of the Company, details of dues of Income-tax, Sales-tax, Service tax, Duty of Customs, Duty of Excise and Value added tax which have not been deposited as on 31 March 2018 on account of disputes are given below:

[Figures in ₹ Lacs]

Name of Statute (Nature of dues)	**Period to which amount relates**	Forum where dispute is pending				Total
		Commissionarate	Appellate authorities Tribunal	High Court	Supreme Court	
Central Excise	1988-2016	7636.26				7636.26
	1996-2018		2498.77			2498.77
	1997-2009			780.14		780.14
Electricity Duty & Cess	1991-2002 & 2006-2018			17157.75		17157.75
Sales Tax/VAT	1999-2002 to 2006-2015	7276.57				7276.57
	2004 -2013		511.93			511.93
	2000-2001, 2005-2018			8431.71		8431.71
	2002-2008				9029.24	9029.24
Entry Tax	2000-2001, 2011-2015	2828.13				2828.13
	2006-12		646.11			646.11
	2001-2002, 2010-2018			21215.46		21215.46
Rural Infrastructure Tax	2005-2018				0.00	0.00
Tax on transportation of goods in Himachal Pradesh	2010-2018				7221.33	7221.33
Service Tax	2005-2013		69607.22			69607.22
Customs		0.00	4509.34	11.77		4521.10
Income Tax	AY 2010-11 to AY 2012-13		1673.50			1673.50
	AY 12-13 to 15-16	31833.00				31833.00

Note: Net of Amount deposit under protest

(viii) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion, that during the year, the Company has defaulted in repayment of principal and/or interest to banks, financial institutions, & privately placed debenture-holders wherein the period of delay ranges from 1 day to 925 days.

The overdue interest on borrowings amounts to ₹ 24,647.50 lacs as reflected in the standalone Ind AS financial statements "Other Financial liabilities" which was outstanding as at 31st March 2018.

The overdue principal repayments of borrowings amounts to ₹ 37,247.31 lacs as reflected in the standalone Ind AS financial statements "Other Financial liabilities" which was outstanding as at 31st March 2018.

Lender wise details for overdue interest & overdue principal repayments are given below:

Name of Bank/FI/Debenture holders	**Overdue Principal repayments as at 31.3.2018 (₹ in lacs)**	**Period of default for overdue principal repayments**	**Overdue Interest as at 31.3.2018 (₹ in lacs)**	**Period of default for overdue interest**
Allahabad Bank			4.72	1-60 Days
Axis Bank Limited			188.46	1-547 Days
Bank of Baroda			1.27	1-60 Days
Bank of India			17.82	1-60 Days
Bank of Maharashtra			90.73	1-60 Days
IDBI Bank Ltd.			250.06	1-60 Days
ICICI Bank Ltd.			594.20	1-60 Days
Canara Bank			336.86	1-547 Days
Central Bank of India			1.25	1-60 Days
Corporation Bank			16.98	1-60 Days
HDFC	1250.00	1-60 Days	914.24	1-60 Days
Karnataka Bank			8.43	1-60 Days
KarurVysya Bank	932.35	1-275 Days	3.88	1-60 Days
Lakshmi Vilas Bank			20.90	1-60 Days

Name of Bank/FI/Debenture holders	Overdue Principal repayments as at 31.3.2018 (₹ in lacs)	Period of default for overdue principal repayments	Overdue Interest as at 31.3.2018 (₹ in lacs)	Period of default for overdue interest
Oriental Bank of Commerce			17.17	1-60 Days
Punjab & Sind Bank			0.91	1-60 Days
Indusind Bank Ltd			81.27	1-60 Days
Standard Chartered Bank			79.07	1-60 Days
State Bank of India			3143.84	1-364 Days
Syndicate Bank			0.24	1-60 Days
The South Indian Bank Ltd			13.82	1-60 Days
The Jammu & Kashmir Bank Ltd			5.58	1-60 Days
Uco Bank			17.72	1-60 Days
United Bank of India			9.2	1-60 Days
Yes Bank Ltd			178.32	1-60 Days
IFCI Ltd.			55.10	1-60 Days
LIC Term Loan			64.96	1-60 Days
L&T Infrastructure Finance Co Ltd			10.73	1-60 Days
Deferred Payment of Land	32831.55	13-925 Days	18519.8	13-925 Days
Foreign Currency Loans/Bonds	2233.42	1 Days		
Total	**37247.32**		**24647.53**	

The company has not defaulted in repayment dues to the Government.

(ix) According to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained. The Company did not raise money by way of initial public offer or further public offer (including debt instruments) during the year.

(x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has made payment to its Managerial Personnel in terms of their respective appointments and within the limits prescribed under the Companies Act, 2013 during the year. However, in view of default in repayment of principal and / or interest to Banks and Financial Institutions during the year ended 31-3-2015, 31.03.2016 and 31.03.2017, the Central Government has vide its letter dated 27-12-2017 directed the Company to recover the remuneration paid to its Managing and Whole-time Directors. It is understood that the Company is in the process of making application to Central Government for waiver of said recovery. In case such waiver is not approved by the Central Government, the Company intends to seek approval of the Banks / Public Financial Institutions / Secured Creditors and the shareholders for such waiver, in terms of Section 197 of the Companies Act, as amended in due course. The Company's Nomination and Remuneration Committee & the Board of Directors have already consented for such course of action.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Standalone Ind AS financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.

(xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For Rajendra K. Goel & Co.
Chartered Accountants
Firm Registration Number: 001457N

(R. K. Goel)
Partner
Membership No. 006154

Place : New Delhi
Date : MAY 19, 2018

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of JAIPRAKASH ASSOCIATES LTD ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Rajendra K. Goel & Co.
Chartered Accountants
Firm Registration Number: 001457N

(R. K. Goel)
Partner
Membership No. 006154

Place : New Delhi
Date : May 19, 2018

BALANCE SHEET AS AT 31ST MARCH, 2018

₹ Lakhs

	NOTE No.	As at 31st March, 2018	As at 31st March 2017
ASSETS			
[A] NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	2	**6,71,495**	6,44,902
(b) Capital Work-in-Progress		**1,20,068**	1,78,930
(c) Intangible Assets	2	**13**	14
(d) Intangible Assets Under Development		**-**	-
(e) Financial Assets			
(i) Investments	3	**7,03,404**	7,15,138
(ii) Trade Receivables	4	**2,65,542**	2,99,105
(iii) Loans	5	**6,429**	5,740
(iv) Other Financial Assets	6	**3,681**	4,013
(f) Other Non-Current Assets	7	**1,65,944**	1,53,441
TOTAL NON-CURRENT ASSETS		**19,36,576**	20,01,283
[B] CURRENT ASSETS			
(a) Inventories	8	**3,88,823**	8,74,789
(b) Financial Assets			
(i) Investments	3	**6,889**	4,454
(ii) Trade Receivables	4	**1,16,001**	1,31,417
(iii) Cash and Cash Equivalents	9	**27,123**	22,341
(iv) Bank Balances other than Cash and Cash Equivalents	10	**25,136**	7,236
(v) Loans	5	**-**	-
(vi) Other Financial Assets	6	**1,56,844**	2,26,320
(c) Other Current Assets	7	**2,93,927**	2,25,154
TOTAL CURRENT ASSETS		**10,14,743**	14,91,711
[C] NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE	19	**6,88,287**	11,52,521
TOTAL ASSETS		**36,39,606**	46,45,515
EQUITY AND LIABILITIES			
[A] EQUITY			
(a) Equity Share Capital	11	**48,649**	48,649
(b) Other Equity	12	**9,84,464**	7,07,250
TOTAL EQUITY		**10,33,113**	7,55,899
[B] LIABILITIES			
NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	13	**5,36,122**	15,25,617
(ii) Trade Payables	14	**11,833**	61,903
(iii) Other Financial Liabilities	15	**58,059**	68,120
(b) Provisions	16	**9,497**	9,936
(c) Deferred Tax Liabilities [Net]	17	**-**	-
(d) Other Non-Current Liabilities	18	**13,502**	19,058
TOTAL NON-CURRENT LIABILITIES		**6,29,013**	16,84,634
CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	13	**18,674**	3,00,768
(ii) Trade Payables	14	**1,27,028**	1,54,830
(iii) Other Financial Liabilities	15	**1,91,390**	12,86,517
(b) Other Current Liabilities	18	**2,99,060**	2,76,393
(c) Provisions	16	**223**	216
TOTAL CURRENT LIABILITIES		**6,36,375**	20,18,724
[C] LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS IN DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE	19	**13,41,105**	1,86,258
TOTAL EQUITY AND LIABILITIES		**36,39,606**	46,45,515
Significant Accounting Policies & accompanying notes to the Financial Statements	1 to 61		

As per our report of even date attached

For and on behalf of the Board

For RAJENDRA K. GOEL & Co.
Chartered Accountants
Firm Registration No.001457N

SUNIL KUMAR SHARMA
Executive Vice Chairman
DIN - 00008125

MANOJ GAUR
Executive Chairman & C.E.O.
DIN - 00008480

R. K. GOEL
Partner
M. No. 006154

M.M. SIBBAL
Jt. President &
Company Secretary
FCS - 3538

ASHOK JAIN
Sr. President [Finance]

RAM BAHADUR SINGH
Chief Financial Officer
[Cement]

S. K. THAKRAL
Chief Financial Officer

Place : New Delhi
Dated : 19th May, 2018

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

₹ Lakhs

	NOTE No.	2017-18	2016-17
INCOME			
Revenue from Operations	20	**6,14,308**	**6,61,584**
Other Income	21	**14,502**	14,084
OTAL INCOME		**6,28,810**	6,75,668
EXPENSES			
Cost of Materials Consumed	22	**1,88,985**	**2,00,661**
Purchase of Stock-in-trade	23	**7,226**	**677**
Changes in Inventories of Finished Goods & Work-in-Progress	24	**803**	**25,183**
Manufacturing, Construction, Real Estate, Hotel/Hospitality/ Event & Power Expenses	25	**1,75,568**	**1,91,706**
Excise Duty on Sale of Goods		**9,404**	**39,652**
Employee Benefits Expense	26	**50,050**	**63,934**
Finance Costs	27	**96,754**	**3,56,728**
Depreciation and Amortisation Expense	28	**50,675**	**87,820**
Other Expenses	29	**75,701**	1,45,818
TOTAL EXPENSES		**6,55,166**	11,12,179
Profit/(Loss) before Exceptional Items & Tax		**(26,356)**	**(4,36,511)**
Exceptional Items - Gain/(Loss)	30	**61,527**	(48,034)
Profit/(Loss) before Tax		**35,171**	**(4,84,545)**
Tax Expense			
Current Tax		**-**	**-**
Deferred Tax		**-**	**(48,388)**
Profit/(Loss) for the year after Tax		**35,171**	**(4,36,157)**
Profit/(Loss) from continuing operations [before Tax]		**53,974**	**(3,30,300)**
Tax expenses of continuing operations		**-**	**(49,544)**
Profit/(Loss) from continuing operations after Tax		**53,974**	**(2,80,756)**
Profit/(Loss) from discontinued operations [before Tax]		**(18,803)**	**(1,54,245)**
Tax expenses of discontinued operations		**-**	**1,156**
Profit/(Loss) from discontinued operations after Tax		**(18,803)**	**(1,55,401)**
Profit/(Loss) for the year after Tax		**35,171**	**(4,36,157)**
Other Comprehensive Income			
(i) Items that will not be reclassified to Profit/(Loss)			
(a) Remeasurement gain/(loss) on defined benefit plans		**(1,000)**	**(554)**
(b) Income Tax relating to Items that will not be reclassified to Profit/(Loss)		**-**	**192**
(ii) (a) Items that will be reclassified to Profit/(Loss)			
(b) Income Tax relating to Items that will be reclassified to Profit/(Loss)		**-**	**-**
Other Comprehensive Income for the year		**(1,000)**	**(362)**
Total Comprehensive Income for the year		**34,171**	**(4,36,519)**
Earnings Per Equity Share [EPS] [Face Value of ₹ 2/- per share] for continuing operations			
Basic		**2.22**	**(11.54)**
Diluted		**2.22**	**(11.54)**
Earnings Per Equity Share [EPS] [Face Value of ₹ 2/- per share] for discontinued operations			
Basic		**(0.77)**	**(6.39)**
Diluted		**(0.77)**	**(6.39)**
Earnings Per Equity Share [EPS] [Face Value of ₹ 2/- per share] for continuing & discontinued operations			
Basic		**1.45**	**(17.93)**
Diluted		**1.45**	**(17.93)**
Significant Accounting Policies & accompanying Notes to the Financial Statements	1 to 61		

As per our report of even date attached

For and on behalf of the Board

For RAJENDRA K. GOEL & Co.
Chartered Accountants
Firm Registration No.001457N

SUNIL KUMAR SHARMA
Executive Vice Chairman
DIN - 00008125

MANOJ GAUR
Executive Chairman & C.E.O.
DIN - 00008480

R. K. GOEL
Partner
M. No. 006154

M.M. SIBBAL
Jt. President &
Company Secretary
FCS - 3538

ASHOK JAIN
Sr. President [Finance]

RAM BAHADUR SINGH
Chief Financial Officer
[Cement]

S. K. THAKRAL
Chief Financial Officer

Place : New Delhi
Dated : 19th May, 2018

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

₹ Lakhs

			2017-18	2016-17
(A)	**CASH FLOW FROM OPERATING ACTIVITIES:**			
	Net Profit/(Loss) before Tax as per Statement of Profit & Loss		**35,171**	(4,84,545)
	Adjusted for :			
	(a) Depreciation & Amortisation		**50,675**	87,820
	(b) (Profit)/ Loss on sale/disposal/ discard/ write off of Assets [Net]		**3,016**	(638)
	(c) Finance Costs		**96,754**	3,56,728
	(d) Provision for Diminution in value of Non-Current Investments/Advances		**609**	36,616
	(e) Interest Income		**(6,038)**	(4,334)
	(f) Dividend Income		**(6)**	(7)
	(g) Profit on Sale of Non-Current Investments		**(2,424)**	(296)
	(h) Fair Value Gain on Financial Instruments		**(3,582)**	(3,651)
	(i) Interest Reversed/other adjustments on restructuring of Debt		**(1,17,659)**	-
	(j) Profit on Sale/Redemption of Exchange Traded Funds/Mutual Funds		**(200)**	(181)
	Operating Profit/(Loss) before Working Capital Changes		**56,316**	(12,488)
	Adjusted for :			
	(a) (Increase)/Decrease in Inventories		**42,866**	26,328
	(b) (Increase)/Decrease in Trade Receivables		**50,933**	1,22,451
	(c) (Increase)/Decrease in Other Receivables		**5,770**	93,027
	(d) Increase/(Decrease) in Trade Payables & Other Payables		**(1,44,301)**	1,11,981
	Cash Generated from Operations		**11,584**	3,41,299
	Tax Refund/ (Paid) [Net]		**(6,479)**	9,439
	CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES	"A"	**5,105**	3,50,738
(B)	**CASH FLOW FROM INVESTING ACTIVITIES:**			
	(a) Purchase of Property, Plant & Equipment and Capital Work-in-Progress		**(13,903)**	(44,176)
	(b) Proceeds from Sale/Transfer of Property, Plant & Equipment (incl. sale of undertakings)		**12,00,932**	2,437
	(c) Purchase of Investments in Shares of Subsidiaries		**-**	(10,926)
	(d) Purchase of Other Investments		**-**	(2,248)
	(e) Changes in Fixed Deposits & Other Bank Balances		**(18,453)**	(496)
	(f) Proceeds from Sale/Transfer of Investments/ Other Investments		**15,431**	1,829
	(g) Interest Income		**4,703**	4,453
	(h) Dividend Income from Other Investments		**6**	7
	NET CASH GENERATED / (USED IN) INVESTING ACTIVITIES	"B"	**11,88,716**	(49,120)
(C)	**CASH FLOW FROM FINANCING ACTIVITIES:**			
	(a) Repayment of Borrowings (Net of Proceeds)		**(11,28,167)**	(1,78,598)
	(b) Finance Costs		**(60,872)**	(1,21,535)
	NET CASH GENERATED FROM/ (USED IN) FROM FINANCING ACTIVITIES	"C"	**(11,89,039)**	(3,00,133)
	NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS	"A+B+C"	**4,782**	1,485
	OPENING BALANCE OF CASH AND CASH EQUIVALENTS [Refer Note No.9]		**22,341**	20,856
	CLOSING BALANCE OF CASH AND CASH EQUIVALENTS [Refer Note No.9]		**27,123**	22,341

Note:

Direct Taxes Refund/ (Paid) [Net] are treated as arising from Operating Activities and are not bifurcated between Investing and Financing activities.

As per our report of even date attached

For and on behalf of the Board

For RAJENDRA K. GOEL & Co.
Chartered Accountants
Firm Registration No.001457N

SUNIL KUMAR SHARMA
Executive Vice Chairman
DIN - 00008125

MANOJ GAUR
Executive Chairman & C.E.O.
DIN - 00008480

R. K. GOEL
Partner
M. No. 006154

M.M. SIBBAL
Jt. President &
Company Secretary
FCS - 3538

ASHOK JAIN
Sr. President [Finance]

RAM BAHADUR SINGH
Chief Financial Officer
[Cement]

S. K. THAKRAL
Chief Financial Officer

Place : New Delhi
Dated : 19th May, 2018

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

A. EQUITY SHARE CAPITAL

₹ LAKHS

As at 1st April, 2016	Changes in Equity Share Capital	As at 31st March, 2017	Changes in Equity Share Capital	As at 31st March, 2018
48,649	-	48,649	-	48,649

B. OTHER EQUITY

	Equity Component of compound financial instruments	Reserve and Surplus							Other items of Other Comprehensive Income	Total
		Capital Reserve	General Reserve	Securities Premium Reserve	Capital Redemption Reserve	Share Forfeited Account	Debenture Redemption Reserve	Retained Earnings		
Balance as at 1st April 2016	13,221	7,09,944	1,60,890	4,02,027	113	1	1,08,430	(2,50,155)	(703)	11,43,768
Total comprehensive income for the year	-	-	-	-	-	-	-	(4,36,157)	(362)	(4,36,519)
Balance as at 31st March, 2017	13,221	7,09,944	1,60,890	4,02,027	113	1	1,08,430	(6,86,311)	(1,065)	7,07,250
Balance as at 1st April 2017	13,221	7,09,944	1,60,890	4,02,027	113	1	1,08,430	(6,86,311)	(1,065)	7,07,250
Total comprehensive income for the year	-	-	-	-	-	-	-	35,171	(1,000)	34,171
Debenture Redemption Reserve Written back	-	-	-	-	-	-	(66,133)	66,133	-	-
Any other change	(10,735)	-	2,40,557	-	-	-	-	13,221	-	2,43,043
Balance as at 31st March, 2018	2,486	7,09,944	4,01,447	4,02,027	113	1	42,297	(5,71,786)	(2,065)	9,84,464

Refer Note No.12.2 for nature and purpose of reserves

Significant Accounting Policies & accompanying Notes to the Financial Statements 1 to 61

As per our report of even date attached

For RAJENDRA K. GOEL & Co.
Chartered Accountants
Firm Registration No.001457N

For and on behalf of the Board

SUNIL KUMAR SHARMA
Executive Vice Chairman
DIN - 00008125

MANOJ GAUR
Executive Chairman & C.E.O.
DIN - 00008480

R. K. GOEL
Partner
M.No.006154
Place : New Delhi
Dated : 19th May, 2018

M.M. SIBBAL
Jt. President &
Company Secretary
FCS - 3538

ASHOK JAIN
Sr. President [Finance]

RAM BAHADUR SINGH
Chief Financial Officer
[Cement]

S. K. THAKRAL
Chief Financial Officer

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

NOTE No. "1"

CORPORATE INFORMATION

Jaiprakash Associates Limited is a Public Limited Company domiciled in India with its registered office located at Sector-128, Noida-201304 (U.P). The shares of the Company are listed on the National Stock Exchange and the Bombay Stock Exchange. The company is mainly engaged in the business of Engineering & Construction, Manufacturing of Cement, Real Estate development, Hotel, Sports etc. The Company's financial statements are approved for issue in accordance with a resolution of the Directors on 19th May, 2018.

SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation of Financial Statements:

The financial statements have been prepared in accordance with the Indian accounting standard (IND AS), notified under section 133 of the Companies Act 2013, and the relevant provisions of the Companies Act, 2013. The Company has adopted all the applicable IND AS. The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

Use of Estimates:

The preparation of financial statements requires management to make judgements, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgements based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

Current and Non-Current Classification

All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non current classification of assets and liabilities except for Real Estate.

Revenue Recognition:

Sale of goods:

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. Revenue from the sale of goods are net of value added tax/good and service tax and exclusive of self-consumption.

Rendering of services:

Revenue from rendering of services is recognised by reference to the stage of completion. When the contract outcome cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

Time share weeks:

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.

Escalations/ claims/Variation:

Claims on construction contracts are taken based on Management's estimate of the probability that they will result in additional revenue, they are capable of being reliably measured, there is a reasonable basis to support the claim and that such claims would be admitted. The Company assesses the carrying value of various claims periodically, and makes adjustments for any unrecoverable amount arising from the legal/ arbitration proceedings/ negotiation with the clients that they may be involved in from time to time.

Revenue from Real Estate Developments:

Revenue from real estate development of constructed properties is recognised based on the 'percentage of completion method'. Revenue from real estate development of constructed properties for projects that are not recognised before 01.04.2012 is recognised when, at least 25% of total estimated construction and development costs have incurred, at least 25% of the saleable project area is secured by contracts or agreement with buyers and at least 10% of the contract consideration are realised at reporting date and it is reasonable to expect that the parties to such contracts will comply with the payment terms as defined in the contracts. Project costs includes cost of land, borrowing cost, 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 in which such changes are determined.

Revenue from sale/ sub-lease of undeveloped land is recognised when all significant risks and rewards of ownership in the property are transferred to the customer, it is probable that the economic benefits will flow to the Company, revenue can be reliably measured, company do not retain continuing managerial involvement to the degree associated with the ownership and costs in respect of transaction can be measured reliably.

Revenue from sale/ sub-lease of developed land/ plot, is recognised based on the 'percentage of completion method'.

Revenue from sale/ transfer of Development Rights is recognised when all significant risks and rewards of ownership in the development rights are transferred to the customer, it is probable that the economic benefits will flow to the Company, revenue can be reliably measured, company do not retain continuing managerial involvement to the degree associated with the ownership and costs in respect of transaction can be measured reliably.

Interest Income:

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in Other income in the statement of profit and loss.

Dividends:

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

Royalties:

Royalties are accounted on an accrual basis in accordance with the substance of the relevant agreement.

Property, plant and equipment:

Property, plant and equipment are stated at cost [i.e., cost of acquisition or construction inclusive of freight, erection and commissioning charges, non-refundable duties and taxes, expenditure during construction period, borrowing costs (in case of a qualifying asset) up to the date of acquisition/ installation], net of accumulated depreciation and accumulated impairment losses, if any.

Capital work in progress, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset when the recognition criteria for a provision are met.

Depreciation is calculated on straight line basis over the estimated useful lives of the assets as follows:

Sl. No.	Nature	Useful Life [In Years]
1	Building	5 to 60
2	Purely Temporary Erection	1 to 3
3	Plant & Equipments	3 to 40
4	Miscellaneous Fixed Assets [Hotel]	10 to 15
5	Vehicles	4 to 10
6	Furniture & Fixture	8 to 15
7	Office Equipments	3 to 10
8	Aeroplane/Helicopter	20

Freehold land is not depreciated.

As per IND AS 101, the Company has elected to continue the policy adopted for exchange differences arising from translation of long term foreign currency monetary items [recognised in the financial statements for the period immediately before the beginning of the first IND AS financial reporting as per previous GAAP] and capitalise/ adjusted Foreign Currency Rate Difference in the carrying value of the fixed asset.

"Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate."

"An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in profit or loss when the asset is derecognised."

Intangible assets:

Intangible assets acquired separately are measured on initial recognition at cost which comprises purchase price (including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates) and any directly attributable cost of preparing the asset for its intended use. An intangible assets acquired in a business combination is recognised at fair value at the date of acquisition. After initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. Amortisation is recognised on a straight line basis over their estimated useful life. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates being accounted for on a prospective basis. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Computer Softwares is amortized over a period of 5 years.

Government Grants:

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the company with no future related costs are recognised in statement of profit or loss in the period in which they become receivable. Grants related to depreciable assets are usually recognised in profit or loss over the periods and in the proportions in which depreciation expense on those assets is recognised. Grants related to non-depreciable assets may also require the fulfilment of certain obligations and would then be recognised in profit or loss over the periods that bear to the cost of meeting the obligations.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset. When loans or similar assistance or deferred liability are provided by governments, with nil interest rate or rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

Foreign Currencies:

Functional Currency

The Company's financial statements are presented in INR, which is also its functional currency.

Transactions and balances:

Transactions in foreign currencies are initially recorded by the Company at functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in Other Comprehensive Income [OCI] or profit or loss are also recognised in OCI or profit or loss, respectively).

Inventories:

Inventories are valued at cost or net realisable value, whichever is less.

Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

[i] Raw materials, construction materials, stores and spares, packing materials, stock of food and beverages, operating stores and supplies: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

[ii] Finished goods/Stock in Process/Projects Under Development: cost includes cost of direct materials and labour and a systematic allocation of fixed and variable production overheads that are incurred in converting materials into finished goods, borrowing costs of qualifying asset.

[iii] Traded Goods : cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Borrowing Costs:

Borrowing costs directly attributable to the acquisition, construction or production of qualifying asset, that necessarily takes a substantial period of time to get ready for its intended use or sale, are capitalised as part of the cost of the asset. The borrowing cost cease to capitalise when the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are expensed in the period in which they occur.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes finance charges in respect of finance lease and exchange differences arising from foreign currency borrowing to the extent regarded as an adjustment to the interest costs.

Employee benefits:

The undiscounted amount of short-term employee benefits i.e. wages and salaries, bonus, incentive, annual leave and sick leave etc. expected to be paid in exchange for the service rendered by employees are recognized as an expense except in so far as employment costs may be included within the cost of an asset during the period when the employee renders the services.

Retirement benefit in the form of provident fund and pension contribution is a defined contribution scheme and is recognized as an expense except in so far as employment costs may be included within the cost of an asset.

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 done as per Projected Unit Credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to profit or loss through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Leases:

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of the ownership to the lessee. All other leases are classified as operating leases.

Company as lessee:

Asset held under finance leases are initially recognised as assets at its fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised immediately in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term unless either:

[i] another systematic basis is more representative of the time pattern of the user's benefit even if the payments to the lessors are not on that basis or

[ii] the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. If payments to the lessor vary because of factors other than general inflation, then this condition is not met.

Company as lessor:

Amounts due from lessee under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless either:

[i] another systematic basis is more representative of the time pattern in which use benefit derived from the leased asset is diminished, even if the payments to the lessors are not on that basis; or

[ii] the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. If payments to the lessor vary according to factors other than inflation, then this condition is not met.

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

[i] The technical feasibility of completing the intangible asset so that the asset will be available for use or sale

[ii] Its intention to complete and its ability and intention to use or sell the asset

[iii] How the asset will generate future economic benefits

[iv] The availability of resources to complete the asset

[v] The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

Impairment of non-financial assets:

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation change.

Goodwill is tested for impairment as at each Balance Sheet date and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually as at each Balance sheet date at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

Provisions

General:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate.

When the Company expects some or all of a provision to be reimbursed (like under an insurance contract, indemnity clauses or suppliers' warranties) and the Company is solely liable to pay the liability, the reimbursement is recognised as a separate asset. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement if the Company is not solely liable to pay the liability. The reimbursement of provision is only recognized when it is virtually certain that the company will receive the reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Restructuring Provisions:

Restructuring provisions are recognised only when the Company has a constructive obligation, which is when a detailed formal plan identifies the business or part of the business concerned, the location and number of employees affected, a detailed estimate of the associated costs, and an appropriate timeline, and the employees affected have been notified of the plan's main features.

Warranties:

A warranty provision is recognised for the best estimate of the expenditure that will be required to settle the company obligation of relevant goods.

Decommissioning Liability:

The Company records a provision for decommissioning costs with respect to manufacturing units/ project sites etc. Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

Contingent Liabilities/ Contingent Assets:

Contingent Liabilities are not recognized but are disclosed in the notes unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are disclosed in the financial statements only when the inflow of economic benefits is probable. Contingent liability and Contingent assets are reviewed at each reporting date.

Taxes:

Tax expense represents the sum of the current income tax and deferred tax.

Current income tax:

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted in India, at the reporting date.

Company periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax:

Deferred tax is recognized on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Current and deferred tax are recognised in profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity respectively.

Non-current assets held for sale/ distribution to owners and discontinued operations

The Company classifies non-current assets (or disposal groups) as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Held for sale is classified only if the asset (or disposal group) is available for immediate sale in its present condition subject only to the terms that are usual and customary for sale for such assets (or disposal group) and its sale is highly probable i.e. Management is committed to sale, which is expected to be completed within one year from date of classification.

Sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. Non-current assets (or disposal group) that is to be abandoned are not classified as held for sale

Non-current assets held for sale and disposal groups are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale are continue to be recognised.

Non-current asset (or disposal group) is reclassified from held to sale if the criteria are no longer met and measured at lower of:

[i] Its carrying amount before the asset (or Disposal group) was classified as held for sale, adjusted for any depreciation, amortisation or revaluations that would have been recognised had the asset (or disposal group) not been classified as held for sale, and

[ii] Its recoverable amount at the date of the subsequent decision not to sell.

Any adjustment to the carrying amount of a non-current asset that ceases to be classified as held for sale is charged to profit or loss from continuing operations in the period in which criteria are no longer met.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed off, or is classified as held for sale, and:

[i] Represents a separate major line of business or geographical area of operations

[ii] Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or

[iii] Is a subsidiary acquired exclusively with a view to resale.

Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

[i] In the principal market for the asset or liability, or

[ii] In the absence of a principal market, in the most advantageous market accessible by the Company for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

[i] Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

[ii] Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

[iii] Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations. External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Company, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Convertible Preference Shares/ Bonds [Liability]

Convertible Preference Shares/ Bonds are separated into liability and equity components based on the terms of the contract.

On issuance of the convertible Preference Shares/ Bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised as equity. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent years.

Transaction costs are apportioned between the liability and equity components of the Preference Shares/ Bonds based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits.

Earnings per share

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

Financial instruments

Financial assets and liabilities are recognized when the company becomes a party to the contractual provisions of the instruments.

Financial Assets

Initial Recognition & measurements

Financial instruments are initially measured at fair value including transaction costs unless they are classified at fair value through profit and loss, in which case the transaction costs are expensed immediately. Subsequent to initial recognition, these instruments are measured in accordance with their classification as set out below.

Subsequent measurement

Measurement of financial assets is done as below:

[i] Amortised cost, if the financial asset is held within a business model whose object is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding,

[ii] Fair value through profit or loss (FVTPL)

Investment in Subsidiaries, Associates and Joint Ventures

The Company has accounted for its investments in subsidiaries, associates and joint venture at cost.

Other Equity Investments

All equity investments [other than invesment in Subsidiaries, Associates and Joint Ventures] are measured at fair value, with value changes recognised in Statement of Profit and Loss.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised when:

[i] The rights to receive cash flows from the asset have expired, or

[ii] The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognising of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received or receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

Impairment of financial assets

In accordance with IND AS 109, the company applies expected credit loss (ECL) Model for measurement & recognition of impairment loss on the following financial assets & credit risk exposure.

[i] Financial assets that are debt instruments, and are measured at amortised cost, e.g. loans, debt securities, deposits, trade receivables and bank balance

[ii] Financial assets that are debt instruments and are measured as at FVTPL.

[iii] Lease receivables under Ind AS 17.

[iv] Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18.

[v] Loan commitments which are not measured as at FVTPL.

[vi] Financial guarantee contracts which are not measured as at FVTPL.

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

[i] Trade receivables or contract revenue receivables; and

[ii] All lease receivables resulting from transactions within the scope of Ind AS 17

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL impairment loss allowance (or reversal) recognized during the period as income / expense in the statement of profit and loss.

Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Financial liabilities

Initial recognition & measurement

All Financial liabilities are recognised initially at fair value and in case of loan & borrowings and payable, net-off directly attributable transaction cost.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate [EIR] method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

Reclassification of financial assets

The company reclassify all affected financial assets prospectively when, and only when company changes its business model for managing financial assets but financial liability is not reclassified in any case.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Business Combination

Business combinations are accounted for using the acquisition accounting method as at the date of the acquisition, which is the date at which control is transferred to the Company. The consideration transferred in the acquisition and the identifiable assets acquired and liabilities assumed are recognised at fair values on their acquisition date. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

Transaction costs are expensed as incurred, other than those incurred in relation to the issue of debt or equity securities. Any contingent consideration payable is measured at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration are recognised in the Statement of Profit and Loss.

Operating Segment

The Operating Segment is the level at which discrete financial information is available. The "Chief Operating Decision Maker" (CODM) allocates resources and assess performance at this level. The Group has identified the below operating segments:

1. Construction
2. Cement
3. Hotel / Hospitality
4. Sports Events
5. Real Estate
6. Power
7. Investments

Standards Issued but not Effective

On March 28, 2018, the Ministry of Corporate Affairs (MCA) has notified Ind AS 115 - Revenue from Contract with Customers and certain amendment to existing Ind AS. These amendments shall be applicable to the Company from April 01, 2018.

(a) Issue of Ind AS 115 - Revenue from Contracts with Customers

Ind AS 115 will supersede the current revenue recognition guidance including Ind AS 18 Revenue, Ind AS 11 Construction Contracts and the related interpretations. Ind AS 115 provides a single model of accounting for revenue arising from contracts with customers based on the identification and satisfaction of performance obligations.

(b) Amendment to Existing issued Ind AS

The MCA has also carried out amendments of the following accounting standards:

i. Ind AS 21 - The Effects of Changes in Foreign Exchange Rates

ii. Ind AS 40 - Investment Property

iii. Ind AS 12 - Income Taxes

iv. Ind AS 28 - Investments in Associates and Joint Ventures and

v. Ind AS 112 - Disclosure of Interests in Other Entities

The Company is under process of assessing the impact of application of IND AS 115 and amendments to other standards.

NOTE No. "2"
PROPERTY, PLANT AND EQUIPMENT

₹ LAKHS

Particulars	TANGIBLE ASSETS											INTANGIBLE ASSETS
	Leasehold Land	Freehold Land	Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipments	Misc. Fixed Assets	Purely Temporary Erection	Aeroplane / Helicopter	Total	Computer Software
Gross Block												
Cost as at 1st April, 2016	184,017	34,149	288,314	1,655,125	9,591	10,081	24,223	4,661	3,888	6,465	2,220,514	3,706
Additions	173	67	84	41,994	90	35	59	23	-	-	42,525	-
Deduction/Adjustment	-	-	20	10,227	115	33	1,109	3	-	-	11,507	-
As at 31st March, 2017	**184,190**	**34,216**	**288,378**	**1,686,892**	**9,566**	**10,083**	**23,173**	**4,681**	**3,888**	**6,465**	**2,251,532**	**3,706**
Additions	2,084	480	10,798	58,384	243	87	158	31	-	-	72,265	3
Deduction/Adjustment	13,112	21,255	134,927	1,036,219	1,356	2,791	2,894	-	509	2,056	1,215,119	-
As at 31st March, 2018	**173,162**	**13,441**	**164,249**	**709,057**	**8,453**	**7,379**	**20,437**	**4,712**	**3,379**	**4,409**	**1,108,678**	**3,709**
Depreciation, Amortization & Impairment												
Amount as at 31st March, 2016	10,733	-	50,712	565,569	6,832	7,092	19,769	3,149	3,888	2,563	670,307	3,663
Depreciation & Amortization for the year	2,770	-	10,755	70,900	679	766	1,412	224	-	285	87,791	29
Impairment	-	-	-	-	-	-	-	-	-	-	-	-
Deduction/Adjustment	-	-	7	8,530	89	22	1,059	1	-	-	9,708	-
As at 31st March, 2017	**13,503**	**-**	**61,460**	**627,939**	**7,422**	**7,836**	**20,122**	**3,372**	**3,888**	**2,848**	**748,390**	**3,692**
Depreciation & Amortization for the year	2,347	-	6,005	40,154	653	581	457	203	-	271	50,671	4
Impairment	-	-	-	-	-	-	-	-	-	-	-	-
Deduction/Adjustment	28	-	34,781	320,621	1,125	2,394	2,239	-	509	1,149	362,846	-
As at 31st March, 2018	**15,822**	**-**	**32,684**	**347,472**	**6,950**	**6,023**	**18,340**	**3,575**	**3,379**	**1,970**	**436,215**	**3,696**
Net Book Value												
As at 31st March, 2017	170,687	34,216	226,918	1,058,953	2,144	2,247	3,051	1,309	-	3,617	1,503,142	14
As at 31st March, 2018	157,340	13,441	131,565	361,585	1,503	1,356	2,097	1,137	-	2,439	672,463	13
Net Book Value - Assets Classified as held for sale												
As at 31st March, 2017	12,663	21,255	101,090	721,857	263	429	683	-	-		858,240	-
As at 31st March, 2018	-	-	-	921	15	11	21	-	-	-	968	-
Net Book Value - Continuing Operation												
As at 31st March, 2017	158,024	12,961	125,828	337,096	1,881	1,818	2,368	1,309	-	3,617	644,902	14
As at 31st March, 2018	157,340	13,441	131,565	360,664	1,488	1,345	2,076	1,137	-	2,439	671,495	13

Note

[i] Addition in Plant & Equipment includes ₹ 1165 Lakhs [31st March, 2017 ₹ 5575 Lakhs] on account of exchange difference during the year.

[ii] Building includes ₹ 750/- [31st March 2017 ₹ 750/-] for cost of shares in Co-operative Societies.

[iii] All Property, Plant & Equipments are given as security for availing financial assistance from lenders. Details of security may be referred from Note No.13.

[iv] Capital Work-in-Progress Continuing Operation is ₹ 120068 Lakhs [31st March, 2017 ₹ 178930 Lakhs] and for Discontinued Operation ₹ 99150 Lakhs [31st March, 2017 ₹ 209251 Lakhs]

[v] Deduction/Adjustment for the F.Y. 2017-18 includes, carrying value of Property, Plant and Equipments transferred to UltraTech Cement Limited on demerger.

₹ Lakhs

			As at 31st March, 2018	As at 31st March 2017
NOTE No. "3"				
INVESTMENTS				
NON-CURRENT				
(I)	**INVESTMENTS IN EQUITY INSTRUMENTS**			
(A)	**Investments in Equity Shares of Subsidiary Companies [at cost]**			
	(a)	**Quoted, fully paid-up**		
	(i)	84,70,00,000 (31st March 2017: 99,50,00,000) Equity Shares of Jaypee Infratech Limited of ₹ 10/- each	**84,926**	99,765
			84,926	99,765
	(b)	**Unquoted, fully paid-up**		
	(i)	11,80,90,000 (31st March 2017: 11,80,90,000) Equity Shares of Himalyan Expressway Limited of ₹ 10/- each	**11,809**	11,809
	(ii)	27,13,50,000 (31st March 2017: 27,13,50,000) Equity Shares of Jaypee Ganga Infrastructure Corporation Limited of ₹ 10/- each	**27,135**	27,135
	(iii)	27,38,00,000 (31st March 2017: 27,38,00,000) Equity Shares of Jaypee Agra Vikas Limited of ₹ 10/- each	**27,380**	27,380
	(iv)	62,75,00,000 (31st March 2017: 62,75,00,000) Equity Shares of Jaypee Cement Corporation Limited of ₹ 10/- each	**1,45,471**	1,45,471
	(v)	49,65,00,000 (31st March 2017: 49,65,00,000) Equity Shares of Jaypee Fertilizers & Industries Limited of ₹ 10/- each	**49,733**	49,733
	(vi)	1,00,00,000 (31st March 2017: 1,00,00,000) Equity Shares of Himalyaputra Aviation Limited of ₹ 10/- each	**1,000**	1,000
	(vii)	63,000 (31st March 2017: 63,000) Equity Shares of Jaypee Assam Cement Limited of ₹ 10/- each	**6**	6
	(viii)	10,00,000 (31st March 2017: 10,00,000) Equity Shares of Jaypee Cement Hockey (India) Limited of ₹ 10/- each	**100**	100
	(ix)	50,000 (31st March 2017: 50,000) Equity Shares of Jaypee Infrastructure Development Limited of ₹ 10/- each	**5**	5
	(x)	50,000 (31st March 2017: 50,000) Equity Shares of Yamuna Expressway Tolling Private Limited of ₹ 10/- each	**5**	5
	(xi)	28,09,66,752 (31st March 2017: 28,09,66,752) Equity Shares of Bhilai Jaypee Cement Limitedof ₹ 10/- each	**40,772**	40,772
	(xii)	5,43,160 (31st March 2017: 5,43,160) Equity Shares of Gujarat Jaypee Cement & Infrastructure Limited of ₹ 10/- each	**54**	54
			3,03,470	3,03,470
(B)	**Investment in Equity Shares of Associate Companies [at cost]**			
	(a)	**Quoted, fully paid-up**		
		178,30,00,600 (31st March 2017: 178,30,00,600) Equity Shares of Jaiprakash Power Ventures Limited of ₹ 10/- each	**1,74,262**	1,74,262
			1,74,262	1,74,262
	(b)	**Unquoted, fully paid-up**		
	(i)	3,00,00,000 (31st March 2017: 3,00,00,000) Equity Shares of Madhya Pradesh Jaypee Minerals Limited of ₹ 10/- each	**3,153**	3,153
	(ii)	10,890 (31st March 2017: 10,890) Equity Shares of Indesign Enterprises Private Limited, Cyprus ,Cyprus Pound 1/- each	**16**	16
	(iii)	49,00,000 (31st March 2017: 49,00,000) Equity Shares of MP Jaypee Coal Fields Limited of ₹ 10/- each	**490**	490
	(iv)	34,00,00,000 (31st March 2017: 34,00,00,000) Equity Shares of Prayagraj Power Generation Company Limited of ₹ 10/- each	**34,000**	34,000
	(v)	7,36,620 (31st March 2017: 7,36,620) Equity Shares of RPJ Minerals Private Limited of ₹ 10/- each	**1,212**	1,212

₹ Lakhs

			As at 31st March, 2018	As at 31st March 2017
	(vi)	23,575 (31st March 2017: 23,575) Equity Shares of Sonebhadra Minerals Private Limited of ₹ 100/- each	**633**	633
	(vii)	49,00,000 (31st March 2017: 49,00,000) Equity Shares of MP Jaypee Coal Limited of ₹ 10/- each	**964**	964
			40,468	40,468
(C)	**Other Investment in Equity Shares [at fair value through Profit & Loss]**			
	(a)	**Quoted, fully paid-up**		
	(i)	Nil (31st March 2017: 15,350) Equity Shares of Capital Trust Limited of ₹ 10/- each	**-**	69
	(ii)	Nil (31st March 2017: 100) Equity Shares of IFCI Limited of ₹ 10/- each (Previous Year ₹ 3,500/-)	**-**	-
	(iii)	Nil (31st March 2017: 7,21,600) Equity Shares of Indian Overseas Bank Limited of ₹ 10/- each	**-**	192
	(iv)	12 (31st March 2017: 12) Equity Shares of UltraTech Cement Limited of ₹ 10/- each (₹ 47,400/-)	**-**	-
	(v)	Nil (31st March 2017: 2,21,200) Equity Shares of PNB Gilts Limited of ₹ 10/- each	**-**	118
	(vi)	Nil (31st March 2017: 25,000) Equity Shares of Tourism Finance Corporation of India Limited of ₹ 10/- each	**-**	21
			-	400
	(b)	**Unquoted, fully paid-up**		
	(i)	20,35,000 (31st March 2017: 20,35,000) Equity Shares of Delhi Gurgaon Super Connectivity Limited of ₹ 10/- each	**204**	204
	(ii)	8,40,000 (31st March 2017: 8,40,000) Equity Shares of UP Asbestos Limited of ₹ 10/- each [₹ 1/-]	**-**	-
			204	204
[II]	**INVESTMENTS IN PREFERENCE SHARES [AT FAIR VALUE THROUGH PROFIT & LOSS]**			
	Investments in Subsidiary Companies			
	Unquoted, fully paid-up			
	(i)	25,00,000 (31st March 2017: 25,00,000) 11% Cumulative Redeemable Preference Shares of Himalyan Expressway Limited of ₹ 100/- each	**1,384**	1,173
	(ii)	2,93,64,000 (31st March 2017: 2,93,64,000) 12% Non Cumulative Redeemable Preference Shares of Jaypee Ganga Infrastructure Corporation Limited of ₹ 100/- each	**1,202**	1,202
	(iii)	1,02,12,000 (31st March 2017: 1,02,12,000) 12% Non Cumulative Redeemable Preference Shares of Jaypee Agra Vikas Limited of ₹ 100/- each	**7,457**	7,403
	(iv)	15,00,000 (31st March 2017: 15,00,000) 12% Non Cumulative Redeemable Preference Shares of Himalyaputra Aviation Limited of ₹ 100/- each	**503**	555
	(v)	31,00,00,000 (31st March 2017: 31,00,00,000) 12% Non Cumulative Redeemable Preference Shares of Jaypee Cement Corporation Limited of ₹ 100/- each	**71,516**	68,151
	(vi)	43,50,000 (31st March 2017: 43,50,000) 10% Compulsory Convertible Preference Shares of Jaypee Fertilizers & Industries Limited of ₹ 10/- each	**51,755**	51,755
			1,33,817	1,30,239

₹ Lakhs

		As at 31st March, 2018	As at 31st March 2017
[III]	**INVESTMENTS IN BONDS [AT AMORTISED COST]**		
	Unquoted		
	100 (31st March 2017: 100) IFCI Tax Free Bond of ₹ 10,00,000/- each	**1,000**	1,000
[IV]	**OTHER INVESTMENTS [AT COST]**		
	Interest in Beneficiary Trusts		
	(i) JHL Trust	**4,603**	4,603
	(ii) JCL Trust	**33,105**	33,105
	(iii) GACL Trust	**19,606**	19,606
	(iv) JEL Trust	**3,085**	3,085
		60,399	60,399
(V)	**Aggregate Amount of Impairment in Value of Investments**	**(54,370)**	(54,297)
		7,44,176	7,55,910
	Less: Non-Current Investments classified as held for Sale 28,09,66,752 (31st March 2017: 28,09,66,752) Equity Shares of Bhilai Jaypee Cement Limited of ₹ 10/- each	**40,772**	40,772
TOTAL NON-CURRENT INVESTMENT		**7,03,404**	7,15,138
	Aggregate amount of quoted investment	**2,59,188**	2,74,427
	Market Value of quoted investment	**1,55,841**	1,94,522
	Aggregate amount of unquoted investment	**3,83,817**	3,80,312
	Interest in Beneficiary Trust	**60,399**	60,399
	Aggregate amount of impairment	**54,370**	54,297
CURRENT INVESTMENTS			
(I)	**INVESTMENTS IN EQUITY INSTRUMENTS**		
	Investments in Equity Shares of Subsidiary Companies [at cost]		
	Quoted, fully paid-up		
	6,81,03,256 Equity Shares of Jaypee Infratech Limited of ₹ 10/- each	**6,829**	-
(II)	**INVESTMENTS IN MUTUAL FUNDS [AT FAIR VALUE THROUGH PROFIT & LOSS]**		
	In Units of Mutual Funds, Unquoted	**60**	4,454
TOTAL CURRENT INVESTMENT		**6,889**	4,454
	Aggregate amount of quoted investment	**6,889**	4,454
	Market Value of quoted investment	**5,781**	4,454

"3.1" The Trusts at Sl.No.[IV] are holding shares of 18,93,16,882 Equity Shares [31st March, 2017 18,93,16,882] of ₹ 2/- of Jaiprakash Associates Limited, the sole beneficiary of which is the Company. The Market Value of Shares held in Trusts is ₹ 35,781 Lakhs [31st March, 2017 ₹ 26,031 Lakhs]

₹ Lakhs

		As at 31st March, 2018	As at 31st March 2017
"3.2"	Particulars of Current Investment in Units of Mutual Fund as on date of Balance Sheet		
	[a] Nil (31st March 2017: 9,99,980) Canara Robeco Capital Protection Oriented Fund - Series III	-	122
	[b] 4,99,980 (31st March 2017: 4,99,980) Canara Robeco Capital Protection Oriented Fund - Series IV	60	57
	[c] Nil (31st March 2017: 10,00,000) Canara Robeco Gold Savings Fund	-	87
	[d] Nil (31st March 2017: 1,19,257) HDFC Liquid Fund	-	2,036
	[e] Nil (31st March 2017: 65,246) Kotak Liquid Fund - Institutional Plan - Growth	-	2,152
		60	4,454
"3.3"	Aggregate amount of Mutual Funds	60	4,454
	Less:Aggregate provision for dimunition in value of Investments	-	-
		60	4,454

"3.4" Current Investments: 6,81,03,256 Equity Shares of Jaypee Infratech Limited are held with State Bank of India [Lender] as at 31st March, 2018 on invocation of shares pledged. The same are being classified as Current Investments.

NOTE No. "4"
TRADE RECEIVABLES
[Unsecured]

	As at 31st March, 2018	As at 31st March 2017
Non-Current		
(a) Considered Good	2,65,542	2,99,105
(b) Doubtful		
From Overseas Works	10,163	10,163
Less:Allowance for doubtful debt	(10,163)	(10,163)
	2,65,542	2,99,105
Current		
Considered Good	1,16,279	1,31,656
Less:Allowance for Bad & Doubtful Debts	278	239
	1,16,001	1,31,417
	3,81,543	4,30,522

"4.1" Current Trade Receivable includes ₹ 24961 Lakhs (31st March 2017 ₹ 43764 Lakhs) receivable from related parties.

NOTE No. "5"
LOANS [Unsecured, considered good]

	As at 31st March, 2018	As at 31st March 2017
Non- Current		
Loans to Subsidiary Company*	6,429	5,740
	6,429	5,740
	6,429	5,740

* Himalyan Expressway Limited

₹ Lakhs

	As at 31st March, 2018	As at 31st March 2017
NOTE No. "6"		
OTHER FINANCIAL ASSETS		
Non-current		
Term Deposits with Banks with Maturity more than twelve months	**3,183**	2,928
Interest accrued on Fixed Deposits & Others	**214**	234
Financial Guarantee	**284**	851
	3,681	4,013
Current		
Unbilled Revenue	**12,081**	14,858
Unbilled Work-in-Progress-Construction Division/Other Contracts	**25,381**	28,661
Receivable From Related Parties	**1,26,174**	1,67,588
Interest accrued on Fixed Deposits & Others	**1,051**	385
Other Receivables	**353**	22,488
Financial Guarantee	**567**	567
Allowance for Doubtful Receivable	**(8,763)**	(8,227)
	1,56,844	2,26,320
	1,60,525	2,30,333

"6.1" Term Deposits with Banks with Maturity more than twelve months [non current] includes ₹ 2474 Lakhs [31st March, 2017 ₹ 1698 Lakhs] pledged as Guarantees / Margin Money with Banks and Others.

"6.2" Unbilled Revenue represents revenue recognised based on percentage of completion method over and above the amount due from the customers as per the agreed payment plans.

NOTE No. "7"		
OTHER ASSETS		
[Unsecured, considered good]		
Non-Current		
Capital Advance	**821**	2,423
Advance Other than Capital Advance		
Advances to Suppliers, Contractors, Sub-contractors & Others	**9,525**	7,399
Security Deposit	**1,09,045**	1,02,112
Claims and Refund Receivable	**19,584**	20,989
Advance Tax and Income Tax Deducted at Source [Net of Provision]	**25,126**	18,647
Investment in Gold [27 Kgs]	**260**	260
Prepaid Expenses	**1,583**	1,611
	1,65,944	1,53,441
Current		
Advance Other than Capital Advance		
Advances to Suppliers, Contractors, Sub-contractors & Others	**44,450**	35,867
Security Deposit	**2,01,096**	1,46,155
Staff Imprest and Advances	**2,820**	2,728
Claims and Refunds Receivable	**42,817**	35,701
Prepaid Expenses	**2,744**	4,703
	2,93,927	2,25,154
	4,59,871	3,78,595

₹ Lakhs

	As at 31st March, 2018	As at 31st March 2017
NOTE No. "8"		
INVENTORIES		
Raw Materials	**1,479**	283
Raw Materials- in transit	**-**	1
Stock in Process	**6,791**	3,967
Finished Goods	**2,446**	4,014
Stock in Trade	**405**	151
Stores and Spare Parts	**35,209**	35,566
Stores and Spares- in transit	**1,627**	1,022
Construction Materials	**11,066**	13,390
Food and Beverages	**232**	235
Projects Under Development	**3,29,568**	8,16,160
	3,88,823	8,74,789
"8.1" Projects Under Development		
Opening Balance	**8,16,160**	8,33,593
Expenses On Development during the year		
Paid for Land / Built-up Area	**8,301**	7,556
Construction Expenses	**16,071**	17,408
Technical Consultancy	**47**	311
Personnel Expenses	**1,873**	2,609
Other Expenses	**5,379**	2,433
Finance Costs	**81,121**	4,238
	9,28,952	8,68,148
Less:Cost of Sales of Construction of Properties Developed and under Development [aggregate cost recognised till date ₹ 715688 Lakhs (Previous Year ₹ 625929 Lakhs)]	**51,988**	51,877
Less:Transferred to Capital Work-in-Progress	**-**	111
	8,76,964	8,16,160
Projects Under Development (taken to Note No.19)	**5,47,396**	-
Projects Under Development (taken to Note No.8)	**3,29,568**	8,16,160
NOTE No. "9"		
CASH AND CASH EQUIVALENTS		
Balances with Banks		
(i) Current & Cash Credit Account in INR	**17,648**	11,894
(ii) Current Account in Foreign Currency	**2,443**	3,708
Cheques, Drafts on hand	**26**	55
Cash on hand	**259**	251
Term Deposit with Original Maturity of less than three months	**6,747**	6,433
	27,123	22,341

"9.1" Term Deposits with Original Maturity less than three months includes ₹ 2568 Lakhs [31st March, 2017 ₹ 2429 Lakhs] pledged as Guarantees / Margin Money with Banks and Others.

"9.2" Balances with Banks in Current Account in Foreign Currency includes Iraqi Dinars 27,377 Million equivalent to ₹ 10 Lakhs which are not available for use by the Company.

₹ Lakhs

	As at 31st March 2018	As at 31st March 2017
NOTE No. "10"		
BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS		
Term Deposits with remaining Maturity less than twelve months [Refer Note No."10.3"]	**24,693**	6,495
Balance with Banks in Dividend Account	**441**	738
Balance with Banks in Public Deposits Repayment Account & Interest payable on Public Deposits Account	**2**	3
	25,136	7,236

"10.1" Term Deposits with Maturity less than twelve months includes ₹ 3047 Lakhs [31st March, 2017 ₹ 2752 Lakhs] pledged as Guarantees / Margin Money pledged with Banks and Others.

"10.2" Term Deposits with Maturity less than twelve months includes ₹ Nil [31st March, 2017 Nil] earmarked for repayment of Public Deposits.

"10.3" Term Deposits excludes deposits with original maturity of less than three months.

NOTE No. "11"

SHARE CAPITAL

Authorised		
16,09,40,00,000 Equity Shares [31st March 2017: 16,09,40,00,000] of ₹ 2/- each	**3,21,880**	3,21,880
2,81,20,000 Preference Shares [31st March 2017: 2,81,20,000] of ₹ 100/- each	**28,120**	28,120
	3,50,000	3,50,000
Issued, Subscribed and Paid-up		
2,43,24,56,975 Equity Shares [31st March, 2017: 2,43,24,56,975] of ₹ 2/- each fully paid up	**48,649**	48,649
	48,649	48,649

11.1 Issued, Subscribed and Paid-up Share Capital in number comprises of

Shares for consideration in cash

2,02,19,850 Equity Shares allotted under "Jaypee Employees Stock Purchase Scheme 2002";
1,25,00,000 Equity Shares allotted under "Jaypee Employees Stock Purchase Scheme 2009";
20,16,23,717 Equity Shares allotted for cash on conversion of Foreign Currency Convertible Bonds;
1,00,00,000 Equity Shares allotted for cash to Promoters on Preferential Basis;
6,42,04,810 Equity Shares allotted through Qualified Institutional Placement as on 06.02.2013 and
21,33,73,416 Equity Shares allotted through Qualified Institutional Placement as on 08.07.2014.

Shares for consideration other than cash

86,08,65,055 Equity Shares allotted in terms of the Scheme of Amalgamation effective from 11.03.2004;
12,43,78,825 Equity Shares allotted in terms of Scheme of Amalgamation effective from 22.08.2006;
21,80,10,985 Equity Shares allotted pursuant to Scheme of Amalgamation effective from 27.05.2009 and
70,72,80,317 Equity Shares allotted as Bonus Shares effective from 19.12.2009.

11.2 Reconciliation of the Number of Shares Outstanding at the beginning and at the end of the reporting period:

	As at 31st March, 2018		As at 31st March, 2017	
	Number	**₹ Lakhs**	Number	₹ Lakhs
Equity Shares at the beginning of the year	**2,43,24,56,975**	**48,649**	2,43,24,56,975	48,649
Add: Equity Shares allotted during the year	**-**	**-**	-	-
Equity Shares at the end of the year	**2,43,24,56,975**	**48,649**	2,43,24,56,975	48,649

11.3 Terms / Rights

The Company has issued only one class of equity shares having a par value of ₹ 2/- per share. Each holder of equity share is entitled to one vote per share. Each share is entitled to equal dividend declared by the Company and approved by the Share holders of the Company.

In the event of liquidation, each share carries equal rights and will be entitled to receive equal amount per share out of the remaining amount available with the Company after making preferential payments.

11.4 Details of Shareholder holding more than 5% Shares:

Name of Shareholder	**As at 31st March, 2018**		As at 31st March, 2017	
	Number	**% holding**	Number	% holding
Jaypee Infra Ventures [a Private Company with unlimited liability]	**68,83,06,042**	**28.30**	68,83,06,042	28.30
Orbis Global Equity Fund Limited	**-**	**-**	16,98,05,997	-

NOTE NO."12"

OTHER EQUITY

Refer Statement of Changes in Equity for detailed movement in equity balance.

"12.1" Summary of Other Equity Balance

Equity Component of compound financial instruments	**2,486**	13,221
Capital Reserve	**7,09,944**	7,09,944
General Reserve	**4,01,447**	1,60,890
Securities Premium Reserve	**4,02,027**	4,02,027
Capital Redemption Reserve	**113**	113
Share Forfeited Account	**1**	1
Debenture Redemption Reserve	**42,297**	1,08,430
Retained Earnings	**(5,71,786)**	(6,86,311)
Other items of Other Comprehensive Income	**(2,065)**	(1,065)
	9,84,464	7,07,250

"12.2" Nature and purpose of Reserves

Equity component of compound financial instruments

This is the equity portion of the issued foreign currency convertible bonds. The liability component is reflected in financial liabilities.

Capital Reserve:

During amalgamation, the excess of net assets taken, over the cost of consideration paid is treated as capital reserve. It also include capital profits on foreign currency convertible bonds buyback, on demerger and on forfeiture of advance amount of share warrants.

General Reserve:

The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013. Also General Reserve includes reserve transfer on amalgamation/ demerger scheme in accordance with the Scheme sanctioned by Hon'ble High Courts/National Company Law Tribunal.

Securities Premium Reserve:

The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve.

Capital Redemption Reserve:

The Company has recognised Capital Redemption Reserve on buyback of equity shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the equity shares bought back.

Debenture Redemption Reserve:

The Company has recognised Debenture Redemption Reserve [DRR] as per the provisions of the Companies Act 1956/Companies Act, 2013. As per the provision, the Company shall credit adequate amount to DRR from its profits every year until such debentures are redeemed. The amount credited to DRR shall not be utilised by the Company except for the redemption of debentures.

Share Forfeited Account

Share forfeited account represents the amount of shares forfeited due to cancellation of partly paid shares. The forfeited share can be re-issued at discount or at premium.

Retained Earnings:

Retained earnings are the profit or loss that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

₹ Lakhs

	As at 31st March, 2018		As at 31st March 2017	
NOTE No. "13"	**Current Maturities**	**Non-current**	Current Maturities	Non-current
FINANCIAL LIABILITIES				
BORROWINGS				
Non-current Borrowing				
[I] Secured				
A. Non Convertible Debentures	-	-	17,500	1,21,058
B. Term Loans				
(i) From Banks & Financial Institutions				
(a) In Rupees	**20,779**	**4,54,439**	5,10,986	12,88,286
(b) In Foreign Currency	**930**	-	2,661	-
(ii) From Others	**1,189**	**15,719**	6,529	12,082
C. Loan from State Governments [Interest Free]	-	-	300	20,373
Total Secured	**22,898**	**4,70,158**	5,37,976	14,41,799
[II] Unsecured				
A. Liability Component of Compound Financial instrument				
Foreign Currency Convertible Bonds				
FCCB - 2012	-	-	70,361	-
FCCB - 2017	**15,909**	**42,146**	-	-
B. Foreign Currency Loans from Banks [ECB]				
ECB [USD / JPY]	**6**	**2,619**	12,407	-
C. Finance Lease Obligation	**1,167**	**20,243**	4,830	19,064
D. Loans From Banks				
(i) In Rupees	-	-	52,755	41,034
(ii) In Foreign Currency	-	-	7,178	3,482
E. Loans From Subsidiary*	-	-	325	6,175
F. Deferred Payment for Land	**46,106**	**956**	46,459	14,063
Total Unsecured	**63,188**	**65,964**	1,94,315	83,818
Total Long Term Borrowings	**86,086**	**5,36,122**	7,32,291	15,25,617

* Himalyaputra Aviation Limited

₹ Lakhs

		As at 31st March, 2018		As at 31st March 2017
Current Borrowing				
[I] Secured				
A. Term Loans from Banks		**4,609**		1,54,000
B. Term Loans from Others		**-**		3,000
C. Working Capital Loans from Banks				
(a) In Rupees		**13,133**		91,293
(b) In Foreign Currency		**-**		2,475
D. Bill Discounting		**-**		-
		17,742		2,50,768
[II] Unsecured				
A. Foreign Currency Convertible Bonds				
FCCB-II [EURO]				
FCCB-III [USD]				
B. Foreign Currency Loans from Banks [ECB]				
ECB - [USD]				
A. Loans from Banks & Others - In Rupees		**-**		50,000
A. Bills Discounting		**932**		-
		932		50,000
Total Current Borrowings		**18,674**		3,00,768
Total Borrowings	**86,086**	**5,54,796**	7,32,291	18,26,385

NOTE No. "14"

TRADE PAYABLES

	As at 31st March, 2018	As at 31st March 2017
Non-current		
Due to Micro, Small & Medium Enterprises	**-**	-
Others	**11,833**	61,903
	11,833	61,903
Current		
Due to Micro, Small & Medium Enterprises	**-**	-
Others	**1,27,028**	1,54,830
	1,27,028	1,54,830
	1,38,861	2,16,733

[A] NON CURRENT BORROWINGS

"14.1" The Lenders in the Joint Lender Forum has approved the Scheme of Restructuring/Reorganization/Realignment of Debt in accordance of the RBI guidelines during FY 2017-18. The Lenders has revised the terms of repayment and interest through the scheme besides other things mentioned in the scheme of restructuring of debt. The specific terms of interest and repayment and security created / yet to be created as per scheme are given in the following Notes.

"14.2" Particulars of Non Convertible Secured Debentures

[a] Interest and Terms of Repayment

Sl. No.	Number	Particulars of Interest and Repayment	Amount Outstanding [including current maturities] As at 31st March, 2018	As at 31st March, 2017
[i]	2,483	NCDs of ₹ 10,00,000/- each [Previous year - redeemable in 15 structured instalments from 31.12.2017 to 31.03.2024];	**24,823**	50,925
[ii]	5,000	NCDs of ₹ 10,00,000/- each [Previous year - redeemable in 20 equal quarterly instalments from 25.10.2017 to 25.07.2022];	**50,000**	50,000
[iii]	5,000	NCDs of ₹ 10,00,000/- each [Previous year - redeemable in 5 equal yearly instalments from 16.07.2016 to 16.07.2020];	**50,000**	50,000
[iv]	4,000	NCDs of ₹ 10,00,000/- each [Previous year - redeemable in 12 equal quarterly instalments from 26.01.2014 to 26.10.2016];	**10,000**	10,000
[v]	1,500	NCDs of ₹ 10,00,000/- each [Previous year - redeemable in 5 equal annual instalments from 04.11.2012 to 04.11.2016]; and	**3,000**	3,000
[vi]	3,000	NCDs of ₹ 10,00,000/- each [Previous year - redeemable in 5 equal annual instalments from 11.08.2012 to 11.08.2016]	**6,000**	6,000
		TOTAL	**1,43,823**	1,69,925

Total Value of Debentures as at 31.03.2017 includes ₹ 2368 lakhs as prepaid financing charges.

[b] Non Convertible Secured Debentures mentioned in Note 14.2[a] above are redeemable at value equal to the Face Value. Interest accrued on Non Convertible Secured Debentures is at the simple rate of 9.5% per annum.

[c] As per the Scheme of Restructuring/ Reorganisation/ Reallignment of debt, the outstanding value of debentures are considered to be transferred to Jaypee Infrastructure Development Ltd (JIDL) on sanction of the scheme of arrangement between the company and JIDL by Hon'ble National Company Law Tribunal, Allahabad.

[d] Security :Non-Convertible Debentures [NCDs] mentioned at Sl No.14.2[a] above, together with interest, liquidated damages, remuneration payable to Trustees, and other monies due in respect thereof are secured as under :

NCDs mentioned at Sl. No . 14.2[a] above	Nature of Mortgage	Properties at	Debenture Trustee	Security Charge
[i], [iii]	Legal Mortgage in English form	Mouje Dhanot, Taluka Kalol, Dist. Mehsana, Gujarat	Axis Trustee Services Limited	First Mortgage
[ii], [iv], [v] & [vi]	Legal Mortgage in English form	Mouje Dhanot, Taluka Kalol, Dist. Mehsana, Gujarat	IDBI Trusteeship Services Limited	First Mortgage

Further security to be created against Non-Convertible Debentures may be reffered at Note No 14.3 [k] below. The above security shall get released on transfer of outstanding amounts to Jaypee Infrastructure Development Limited on sanction of Scheme by the NCLT, Allahabad.

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

Sl. No.	Banks/ Financial Institutions/ Others	Terms of Repayment/ Periodicity	Amount outstanding
[i]	**As at 31st March 2018**		
1	Term Loans (existing) / Funded Interest Term Loan (FITL)	77 quarterly structured instalments from 31.03.18 to 31.03.37; FITL - 28 Quarterly equal instalments from 31.03.18 to 31.12.24	**3,32,094**
2	HDFC Limited	Payable as at least 10 % of Sales Receipts of specific projects subject to minimum structured instalments on or before 30.04.21	**27,700**
3	SIDBI	16 equal quarterly instalments from 30.06.18 to 30.03.22; FITL - 12 equl quarterly instalments from 30.12.17 to 30.09.20	**12,315**
4	AKA Export Finance Bank	15 Equal monthly instalments from July 17 to September 18	**930**
5	SREI Equipment Finance	20 Equated Monthly instalments from 05.04.18 to 05.11.19	**1,350**
6	SREI Equipment Finance	58 Equated Monthly instalments from 15.11.17 to 15.08.22	**1,887**
7	Tata Motor Finance Limited	In 47 monthly structured instalments from 11.12.14 to 11.10.18	**21**
8	Tata Motor Finance Limited	In 47 monthly structured instalments from 11.12.14 to 11.10.18	**35**
9	Working Capital Term Loan from Banks	24 equal quarterly instalments from 30.06.19 to 31.03.25	**18,992**
10	Terms loans (Hold back)	Refer Note No [d] below	**1,00,000**
11	Other Loans	Refer Note No [j] below	**10,63,042**
[ii]	**As at 31st March 2017**		
	Term Loans		
1	ICICI Bank	In 71 equal monthly instalments from 29.07.13 to 29.05.19 and balance in 72nd instalment on 29.06.19	**26,370**
2	State Bank of India	In 22 structured quarterly instalments from 30.06.11 to 30.09.16	**30,000**
3	IDBI Bank	In 20 equal quarterly instalments from 01.10.13 to 01.07.18	**18,000**
4	State Bank of India	In 32 structured quarterly instalments from 30.06.11 to 31.03.19	**4,125**
5	ICICI Bank	In 71 equal monthly instalments from 29.07.14 to 29.05.20 and balance in 72nd instalment on 29.06.20	**90,246**
6	Bank of Maharashtra	In 19 equal quarterly instalments from 01.07.11 to 01.01.16	**619**
7	IDBI Bank	In 20 equal quarterly instalments from 01.04.14 to 01.01.19	**30,000**
8	Karnataka Bank	In 24 quarterly structured instalments from 01.11.13 to 01.08.19	**12,420**
9	UCO Bank	In 20 equal quarterly instalments from 01.04.14 to 01.01.19	**27,501**
10	State Bank of India	In 32 quarterly instalments from 30.06.11 to 31.03.19	**13,500**
11	Jammu & Kashmir Bank	In 16 equal quarterly instalments from 31.12.12 to 30.09.16	**1,872**
12	Karur Vysya Bank	In 16 equal quarterly instalments from 31.05.13 to 28.02.17	**471**
13	YES Bank	In 19 equal quarterly instalments from 11.03.14 to 11.09.18	**1,579**
14	Corporation Bank	In 19 equal quarterly instalments from 11.03.14 to 11.09.18	**6,305**
15	Bank of India	In 19 equal quarterly instalments from 11.03.14 to 11.09.18	**5,768**
16	Lakshmi Vilas Bank	In 19 equal quarterly instalments from 11.03.14 to 11.09.18	**5,261**
17	Oriental Bank of Commerce	In 19 equal quarterly instalments from 11.03.14 to 11.09.18	**5,326**
18	ICICI Bank	In 35 equal quarterly instalments and balance in 36th instalment from 28.12.12 to 28.09.21	**39,030**
19	ICICI Bank	In 35 equal quarterly instalments and balance in 36th instalment from 28.12.12 to 28.09.21	**24,432**
20	ICICI Bank	In 71 equal monthly instalments from 22.07.14 to 22.05.20 and balance in 72nd instalment on 22.06.20	**84,079**
21	IDBI Bank	In 20 structured quarterly instalments from 01.10.14 to 01.07.19	**58,000**

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

Sl. No.	Banks/ Financial Institutions/ Others	Terms of Repayment/ Periodicity	Amount outstanding
22	IDBI Bank	In 12 equal quarterly instalments from 01.07.14 to 01.04.17	**1,333**
23	Standard Chartered Bank	In 12 equal quarterly instalments from 28.12.13 to 28.09.16	**1,783**
24	The South Indian Bank	In 16 equal quarterly instalments from 31.12.14 to 30.09.18	**3,669**
25	State Bank of India	In 16 equal quarterly instalments from 31.12.14 to 30.09.18	**9,375**
26	Standard Chartered Bank	In 12 equal quarterly instalments from 07.04.14 to 07.01.17	**7,500**
27	Bank of Maharashtra	In 20 equal quarterly instalments from 31.03.15 to 31.12.19	**27,000**
28	The South Indian Bank	In 20 equal quarterly instalments from 30.04.14 to 30.01.19	**4,500**
29	YES Bank	In 20 equal quarterly instalments from 30.08.15 to 30.05.20	**34,125**
30	Standard Chartered Bank	In 21 Structured quarterly instalments from 30.06.14 to 30.06.19	**25,666**
31	United Bank of India	In 21 Structured quarterly instalments from 30.06.14 to 30.06.19	**12,500**
32	State Bank of India	In 32 Structured quarterly instalments from 30.09.15 to 30.06.23	**74,250**
33	Allahabad Bank	In 21 Structured quarterly instalments from 30.06.14 to 30.06.19	**8,333**
34	Karur Vysya Bank	In 21 Structured quarterly instalments from 30.06.14 to 30.06.19	**2,875**
35	YES Bank	In 20 equal quarterly instalments from 29.09.15 to 29.06.20	**14,000**
36	The South Indian Bank	In 21 Structured quarterly instalments from 30.06.14 to 30.06.19	**6,832**
37	IFCI	In 12 equal quarterly instalments from 15.02.14 to 15.11.16	**6,253**
38	Exim Bank	In 12 equal quarterly instalments from 27.09.14 to 27.06.17	**4,500**
39	Exim Bank	In 12 equal quarterly instalments from 29.09.14 to 29.06.17	**2,600**
40	Exim Bank	In 10 equal quarterly instalments from 13.11.15 to 13.02.18	**3,280**
41	Exim Bank	In 10 equal quarterly instalments from 13.11.15 to 13.02.18	**2,400**
42	IFCI	In 16 equal quarterly instalments from 10.12.15 to 10.09.19	**35,000**
43	SREI Equipment Finance	In 31 structured monthly instalments from 22.07.14 to 22.01.17	**169**
44	L&T Infrastructure Finance Company	In 20 equal quarterly instalments from 01.04.14 to 01.01.19	**9,313**
45	AKA Export Finance Bank	In 20 equal half yearly instalments from 07.07.07 to 07.01.17	**2,661**
46	Canara Bank	In 12 equal quarterly instalments from 06.08.15 to 06.05.18	**20,800**
47	ICICI Bank	In 16 equal instalments payable in second half of each year from 31.01.16 to 31.10.23	**1,40,625**
48	Bank of Maharashtra	In 28 structured quarterly instalments from 30.06.17 to 31.03.24	**50,000**
49	Canara Bank	In 28 structured quarterly instalments from 30.06.17 to 31.03.24	**50,000**
50	State Bank of India	In 28 structured quarterly instalments from 30.06.17 to 31.03.24	**2,00,000**
51	IDBI Bank Limited	In 28 structured quarterly instalments from 01.04.17 to 01.01.24	**1,30,000**
52	YES Bank Limited	In 28 structured quarterly instalments from 31.12.17 to 30.09.24	**31,600**
53	Bank of India	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**4,196**
54	The South Indian Bank Ltd.	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**12,000**
55	HDFC Limited	Payable as at least 10 % of Sales Receipts of specific projects subject to minimum structured instalments on or before 30.04.21	**29,301**
56	Karur Vysya Bank	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**5,000**
57	Corporation Bank	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**3,195**
58	Lakshmi Vilas Bank	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**4,199**
59	L&T Infrastructure Finance Company Limited	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**9,000**
60	Tata Motor Finance Limited	In 47 monthly structured instalments from 11.12.14 to 11.10.18	**53**
61	Tata Motor Finance Limited	In 47 monthly structured instalments from 11.12.14 to 11.10.18	**101**
62	IFCI Limited	In 24 equal quarterly instalments from 15.10.12 to 15.07.18	**2,292**
63	Yes Bank Limited	In 24 equal quarterly instalments from 15.12.12 to 15.09.18	**6,250**

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

Sl. No.	Banks/ Financial Institutions/ Others	Terms of Repayment/ Periodicity	Amount outstanding
64	State Bank of India	In 24 equal quarterly instalments from 31.12.12 to 30.09.18	**2,250**
65	Punjab & Sind Bank	In 23 equal quarterly instalments from 31.12.12 to 30.06.18 and balance in 24th instalment on 30.09.18	**8,103**
66	Uco Bank	In 23 equal quarterly instalments from 31.12.12 to 30.06.18 and balance in 24th instalment on 30.09.18	**4,176**
67	Syndicate Bank	In 23 equal quarterly instalments from 31.12.12 to 30.06.18 and balance in 24th instalment on 30.09.18	**5,008**
68	Karnataka Bank	In 23 equal quarterly instalments from 31.12.12 to 30.06.18 and balance in 24th instalment on 30.09.18	**4,068**
69	Punjab & Sind Bank	In 5 equal quarterly instalments from 31.12.14 to 31.12.15	**1,000**
70	IFCI Limited	In 18 equal quarterly instalments from 30.09.16 to 30.12.20	**10,000**
71	ICICI Bank	in 51 equal monthly instalments from 30.04.13 to 30.06.17	**4,412**
72	Axis Bank	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**20,000**
73	Allahabad Bank	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**2,500**
74	ICICI Bank	In 28 equal quarterly instalments from 15.04.18 to 15.01.25	**1,20,000**
75	Standard Chartered Bank	In 12 equal quarterly instalments from 30.06.17 to 31.03.20	**62,000**
76	State Bank of India	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**5,000**
77	United Bank of India	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**5,250**
78	Karnataka Bank	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**4,000**
79	State Bank of India	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**2,100**
80	Karur Vysya Bank	In 9 equal quarterly instalments from 30.09.16 to 30.09.18 and balance in 10th instalment on 30.11.18	**3,900**
81	Lakshmi Vilas Bank	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**2,429**
82	Jammu & Kashmir Bank	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**7,620**
83	Oriental Bank of Commerce	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**4,199**
84	Karnataka Bank	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**4,000**
85	Uco Bank	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**16,570**
86	Central Bank of India	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**3,000**
87	Life Insurance Corporation of India	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**41,800**
88	State Bank of India	In 20 equal quarterly instalments from 25.10.17 to 25.07.22	**12,000**
89	Lakshmi Vilas Bank	In 28 structured quarterly instalments from 30.06.18 to 31.03.25	**900**
		TOTAL	**18,39,718**

*Total amount outstanding as at 31.03.2018 includes ₹ 6 lakhs (Previous year ₹ 19174 lakhs) as prepaid financing charges.

[b] Outstanding Term Loans as stated in Note no 14.3 [a] (i) 1 and 14.3 [a] (i) 9 above excluding Core Area Project Loan together with all interest, liquidated damages, premia on pre-payment or on redemption, costs, expenses and other monies, stipulated in the Master Restructuring Agreement (MRA) are secured by way of First Charge ranking pari-pasu over movable and immovable fixed assets pertaining to Cement Division (excluding Jaypee Super Cement Plant, Mandla (North) coal block), Power division, Hotel Division (consisting of 5 Five Star Hotels) and Engineering & Construction Division [both present and future] of the Company and on land admeasuring 166.96 acres situated at village Tappal, Kansera & Jahengarh, Aligarh, Uttar Pradesh and land admeasuring 167.23 acres situated at village Chagan and Chhalesar, Agra, Uttar Pradesh both land belonging to Jaypee Infratech Limited (JIL), a subsidiary of the Company.

In addition to the above, the outstanding Term Loans specified as Shahabad Project Loan and are included in Note no. 14.3 [a] (i) 1 above are further secured by first charge ranking pari-passu among Shahabad Project Lenders over movable and immovable fixed assets of Shahabad cement plant [both present and future] situated at Shahabad & Bankur Village, Gulbarga District, Karnataka of Jaypee Cement Corporation Limited, a wholly owned subsidiary of the Company.

[c] Outstanding Term Loans specified as term loans (existing), Funded Interest Term Loan & Working Capital Term Loans (excluding loan specified as Shahabad Project Loan and Core area project loan) included in Note no.

14.3 [a] (i) 1 and 14.3 [a] (i) 9 above together with all interest, liquidated damages, premia on pre-payment or on redemption, costs, expenses and other monies, stipulated in the Master Restructuring Agreement (MRA) are also secured by way of Second Charge ranking pari-passu over movable and immovable fixed assets of Shahabad cement plant [both present and future] situated at Shahabad & Bankur Village, Gulbarga District, Karnataka of Jaypee Cement Corporation Limited, a wholly owned subsidiary of the Company.

[d] Outstanding Term Loans specified as Hold Back Loans stated at Note no. 14.3 [a] (i)10 above together with all interest, liquidated damages, premia on pre-payment or on redemption, costs, expenses and other monies, stipulated in the Master Restructuring Agreement (MRA) are secured by First Charge ranking pari-pasu over movable and immovable fixed assets of Jaypee Super Cement Plant of the company [both present and future] situated at Uttar Pradesh. The Loan shall be repaid post transfer of Jaypee Super Plant to UltraTech Cement Limited (UTCL), the transfer of which is subject to the satisfaction of conditions precedent as mentioned in the sanctioned scheme between the company and UTCL for transfer of identified Cement Plants. In event of conditions precedent could not be complied with within stipulated period or not waiver of conditions by UTCL then the loan shall be repaid over the next 15 years through equal quarterly instalments.

[e] Outstanding Term Loans specified as Core Area project loan included at Note no. 14.3 [a] (i) 1 above along with BG facility of ₹100 Crs. sanctioned by Punjab & Sind Bank together with all interest, liquidated damages, premia on pre-payment or on redemption, costs, expenses and other monies, stipulated in the Master Restructuring Agreement (MRA) are secured by way of First Charge ranking pari-pasu on all immovable and movable fixed assets pertaining to the core area sports infrastructure project [both present and future] and second pari-passu charge on all the current assets including receivables pertaining to the aforesaid sports infrastructure project.

[f] Loans given by Lenders are further secured by exclusive security given to specific Lenders. Details of exclusive security as per Master Restructuring Agreement/ Specific agreement is as per the following:

(i) State Bank of India

(1) Pledge of 6,81,03,256 Equity Shares of Jaypee Infratech Limited held by the Company (since been invoked)

(2) First charge on 90 acres of land situated at Agra belonging to Jaypee Infratech Limited subsidiary of the Company.

(3) First Charge on 2.56 acres of Hotel & Commercial Land in Village - Wazidpur, Sector -129, Noida and First Charge over 3.78 acres of Commercial Land situated at Sector - 128, Noida, The Company has entered into an "Agreement to Sell" with Jaypee Infratech Limited and entire sale consideration for the said land has been paid.

(4) pari passu charge over 37.763 hectare Land Situated in Chindwara, M.P., and assets related to Mandla (North) Coal Mine.

(ii) ICICI Bank Limited

(1) First charge on all immovable properties admeasuring 100 acres of Land of Jaypee Infratech Ltd., situated at Village - Tappal, Tehsil - Khair, Distt. - Aligarh, Uttar Pradesh together with all buildings and structures thereto and all Plant & Machinery attached to the earth or permanently fastened to anything attached to the earth, both present and future.

(2) First charge over land admeasuring 9.8077 acres situated at Village Aurangpur, U.P., 148.3662 acres situated at Village Jaganpur, Afjalpur, UP, 151.006 acres situated at village Jirkpur, Tehsil Khair Dist. Aligarh, UP, all belonging to Jaypee Infratech Limited.

(3) pledge of 18,93,16,882 equity shares of the Company held in various Trusts, Company being the sole beneficiary of the trusts.

(4) pledge of 7,50,000 11% Cumulative Preference Shares of Himalyan Expressway Limited held by the Company.

(5) pledge of 1,02,12,000 12% Cumulative Preference Shares of Jaypee Agra Vikas Limited held by the Company.

(iii) Standard Chartered Bank

(1) First charge ranking pari passu by way of equitable mortgage by deposit of title deed over the land admeasuring 355.84 acres at Jaypee Greens Golf Course, Greater Noida, Uttar Pradesh.

(2) First charge ranking pari passu by way of equitable mortgage over land of Jaypee Infratech Ltd. admeasuring 42.6932 acres (residential 25.0040 acres and commercial 17.6892 acres) situated at village Sultanpur, Noida, Uttar Pradesh and Village Wazidpur, Noida, Uttar Pradesh. Out of the said 42.6932 acres of land, the Company has entered into an "Agreement to Sell" with Jaypee Infratech Limited on 15.12.2009 for purchase of 17.6892 acres of commercial land and entire sale consideration has been paid.

(3) Pledge of 9,41,25,000 Equity Share of Jaypee Cement Corporation Limited, held by the Company.

(4) First charge over 30.33 acres of Commercial Land situated at Jaypee Sports City near F1 Stadium, SDZ, Sector 25, Gautam Budh Nagar, Uttar Pradesh.

(iv) Yes Bank Limited

(1) First charge over 9.13 acres of Commercial Land situated at Jaypee Sports City near F1 Stadium, SDZ, Sector 25, Gautam Budh Nagar, Uttar Pradesh.

(v) The Karur Vysya Bank Limited

(1) First charge over 2.53 acres of Commercial Land situated at Jaypee Sports City near F1 Stadium, SDZ, Sector 25, Gautam Budh Nagar, Uttar Pradesh.

(vi) The South Indian Bank Limited

(1) First charge over 6.19 acres of Commercial Land situated at Jaypee Sports City near F1 Stadium, SDZ, Sector 25, Gautam Budh Nagar, Uttar Pradesh.

[g] Term Loan sanctioned by HDFC Limited stated at sl no 14.3 [a] (i) 2 above is secured against first & exclusive charge by way of Registered Mortgage over (a) Leasehold property admeasuring project land of 14.20 acres at Jaypee Greens which is part and parcel of 452.26 acres of the integrated Township Jaypee Greens Greater Noida, U.P. alongwith construction thereon both present and future (b) Leasehold property admeasuring 38.20 acres at Noida, U.P. designated for the construction of Kalyspo Court 1-10 (B-1), Kalyspo Court 11,12,14,15,16 (B-3), imperial Court 1-3 (B-2) Pelican (PD-1 & PD-2) in the integrated Township in the name and style of Wish Town, Noida, U.P. The said land is registered in the name of Jaypee Infratech Limited and entire sale consideration has been paid by the Company to Jaypee Infratech Limited. and (c) First Charge on Project Land/ FSI of 11,01,954 Sq. feet of B 10, Suncourt A & Town Centre Residential in Jaypee Greens, Greater Noida with construction thereon, present and future.

[h] Term Loans sanctioned by SREI Equipment Finance Limited together with all interest, liquidated damages, premia on prepayment or on redemption, costs, expenses and other monies, stipulated in the Loan Agreements stated at Note no 14.3 [a] (i) 5 above is secured by Subservient Charge on current assets of the company excluding Real Estate Division, extension of pledge of 5.51 Cr Equity shares of Jaiprakash Agri Initiatives Company Limited held by Jaypee Cement Coproration Limited. Term Loans sanctioned by SREI Equipment Finance Limited & TATA Motors Finance Ltd. stated at Note no 14.3 [a] (i) 6 to 8 above together with all interest, liquidated damages, premia on prepayment or on redemption, costs, expenses and other monies, stipulated in the Loan Agreements secured by way of exclusive charge over certain Equipments of the Company.

[i] Outstanding Loan of AKA Export Finance Bank stated at Sl.No. 14.3[a] [i] 4 above was secured on specific assets transferred to UTCL. In replacement of this security, certain land of the Company has been offered to secure the said outstanding facility.

[j] Loans stated at sl no 14.3 [a] (i) 11 above includes loans to be transferred to Jaypee Infrastructure Development Limited (JIDL) as per the scheme of arrangement between the company and JIDL filed with Hon'ble National Company Law Tribunal, Allahabad and sanction of the scheme is awaited. It also includes loans which has been considered to be settled against the identified real estate inventory of the company.

[k] Outstanding amount of Term Loans included in Note No. 14.3 [a] (i) 11 above and non convertible debentures at sl no 14.2 [i] (a) which are proposed to be transferred as part of SDZ Real Estate undertaking are to be secured by way of 1st pari-passu charge on identified land of Non-Core Area and Project Assets situated at Jaypee Sports City near F-1 Stadium, Special Development Zone [SDZ], Sector-25, Gautam Budh Nagar, Uttar Pradesh being part of SDZ Real Estate undertaking to be transferred as specified in Scheme of Arrangement between JAL and JIDL filed with Hon'ble National Company Law Tribunal, Allahabad and sanction of scheme is awaited save and except exclusive security over certain assets created in favour of specific lenders as given below:

(i) Canara Bank

(1) First charge over 25.007 acres of Commercial Land situated at Jaypee Sports City near F1 Stadium, SDZ, Sector 25, Gautam Budh Nagar, Uttar Pradesh.

(ii) State Bank of India

(1) First charge over 22.2078 acres of Commercial Land situated at Jaypee Sports City near F1 Stadium, SDZ, Sector 25, Gautam Budh Nagar, Uttar Pradesh.

(2) First charge over 57.13 acres of Commercial Land situated at Jaypee Sports City near F1 Stadium, SDZ, Sector 25, Gautam Budh Nagar, Uttar Pradesh.

(iii) IFCI Limited

(1) First charge over 5.48 acres of Commercial Land situated at Jaypee Sports City near F1 Stadium, SDZ, Sector 25, Gautam Budh Nagar, Uttar Pradesh.

(iv) United Bank of India

(1) First charge over 13.00 acres of Commercial Land situated at Jaypee Sports City near F1 Stadium, SDZ, Sector 25, Gautam Budh Nagar, Uttar Pradesh.

(v) Allahabad Bank

(1) First charge over 8.70 acres of Commercial Land situated at Jaypee Sports City near F1 Stadium, SDZ, Sector 25, Gautam Budh Nagar, Uttar Pradesh.

[l] Land admeasuring 588.42 acres of the Company (forming part of Non-Core Area) at Jaypee Sports City near F-1 Stadium, Special Development Zone [SDZ], Sector-25, Gautam Budh Nagar, Uttar Pradesh and all assets of the company being part of SDZ real estate undertaking proposed to be transferred to JIDL as per scheme of arrangement between the company and JIDL. The charge on this land shall be vacated and new charge in JIDL shall be created in accordance with the Note no (j) above.

[m] Security includes security created / yet to be created and to be modified in accordance with the scheme of Restructuring/Reorganization/Realignment of debt and other agreement with the Lenders as at 31.03.2018.

[n] Outstanding amount of long term debts from Banks and Financial Institutions included in current maturities of long term debts [Refer Note No 15 - Other Current Financial Liabilities] as at 31.03.2018 includes principal overdues amounting to ₹ 1250 Lakhs and interest accrued and due on borrowings amounting to ₹ 3309 Lakhs, both principal and interest overdues pertain to the F.Y 2017-18.

[o] Loan outstanding as on Balance sheet date are after considering loans which are partly / fully paid before their respective due dates.

"14.4" Loans from State Government:

[a] Interest Free Loans granted by U.P.Financial Corporation (UPFC) under Audyogik Nivesh Protshahan Yojna Scheme at Grinding Unit in Tanda (U.P.) are secured by way of First Charge on the Fixed Assets of the above said Unit of the Company and partly against bank guarantee. The same is repayable on or before completion of 10 years from the day on which it is received. Period of repayment has commenced from F.Y. 2016-17.

[b] Interest Free Loans granted by Pradeshiya Industrial & Investment Corporation Limited at Grinding Unit in Sikandrabad (U.P.) is secured against Bank Guarantee. The same is repayable on or before completion of 10 years from the day on which it is received. Repayment will commence from F.Y. 2022-23.

Post transfer of cement plants, the above loans were fully repaid by the company.

"14.5" Details of Foreign Currency Convertible Bonds (Unsecured) at Note No.14[II]A are given as under :

[a] The Company has issued Foreign Currency Convertible Bonds [FCCB-2017] comprising of 110400, 5.75% Series A Convertible Bonds due September 2021 of USD 350 each aggregating to USD 38.640 Million and 110400, 4.76% Series B Non Convertible Bonds due September 2020 of USD 740 each aggregating to 81.696 Million at par on 28.11.2017. These Bonds were issued in exchange of outstanding existing Bonds. Series A Bonds [FCCB-2017] are convertible into equity shares of ₹ 2/- each fully paid at the conversion price of ₹ 27 per share, subject to the terms of issue, with a fixed rate of exchange o ₹ 64 equal to USD 1.00 at any time on or after 28.11.2018 and prior to the close of business on 23.09.2021. As at 31.03.2018, 110400 Series A Bonds aggregating to USD 38.64 Million and 110400 Series B Bonds aggregating to USD 54.096 Million are outstanding.

No conversion has taken place during F.Y. 2017-18. Unless previously converted, the Series A Bonds are redeemable at maturity on 30.09.2021.

[b] The Company had issued 1,50,000, 5.75% Foreign Currency Convertible Bonds [FCCB-2012] due September 2017 of USD 1,000 each aggregating to USD 150 Million at par on 07.09.2012. Outstanding Bonds aggregating to US$ 110.40 Million along with certain interest accrued were exchanged with Foreign Currency Convertible Bonds [FCCB -2017] Series A & Series B Bonds aggregating to USD 120.336 Million.

"14.6" Details of Foreign Currency Loans from Banks [ECB] (Unsecured) at Note No.14[II]B are given as under :

Particulars	Terms of Repayment/ Periodicity	Amount outstanding as at	
		31.03.2018	31.03.2017
Bank of Baroda*	In 6 structured instalments from 28.03.11 to 28.03.17	**2,625**	12,407
	Total	**2,625**	12,407

* is part of overall scheme of Restructuring/ Reorganisation/ Realignment of debt and shall be dealt in accordance with the scheme. ₹ 2,064 Lakhs is proposed to be transferred to JIDL.

"14.7" The Company accepted Fixed Deposit till 31.03.2014 under Fixed Deposits Scheme from Public which are repayable in one year, two years and three years. The Company has repaid all its outstanding Fixed Deposits and interest thereon in terms of the acceptance thereof, within the extension of time granted by the Hon'ble National Company Law Tribunal regularizing all such payments vide its Order dated 23.10.2017 except for only 33 FDs aggregating approx. ₹ 21 lacs (including interest) which could not be repaid due to various reasons including Prohibitory Orders from various Government Agencies, unavailability of particulars of depositor/their complete addresses, etc. The amount payable on such FDs has been deposited in a separate Bank Account and the same shall also be repaid in due course in terms of the aforesaid Order of Hon'ble National Company Law Tribunal.

"14.8" Deferred payment of Land is the amount payable to Yamuna Expressway Industrial Development Authority [YEIDA] by way of half yearly instalments for the land admeasuring 1085.3327 hectares [Inclusive of 99.9320 hectares for Village Development and Abadi Extension] allotted to the Company. Lease Deeds in respect of 965.7390 hectares have been executed and lease Deeds for the balance 19.6617 hectares are yet to be executed, whereas land about 14.5993 hectares remains to be allotted. Current maturities of long term debts includes principal overdue ₹ 32832 Lakhs and interest accrued and due on borrowings includes interest overdues ₹ 18520 Lakhs payable to the Authority.

"14.9" Rupee Term Loan sanctioned amounting ₹ 889.07 Crores from State Bank of India included in Note No 14.3 [a] (i)1 has been secured by way of Corporate Guarantee by Jaiprakash Power Ventures Ltd. [JPVL], an Associate Company.

"14.10" Term Loans and Other Loans guaranteed by Directors of the Company in personal capacity are given as under:

	Amount outstanding	
	As At 31.03.2018	As At 31.03.2017
Secured Non Convertible Debentures*	**24,823**	50,925
Secured Term Loans/ECB from Banks, Financial Institutions & Others	**3,45,378**	10,70,694
Loans from State Governments	**-**	28,874
Unsecured Term Loans from Banks	**12,315**	14,328
	3,82,516	11,64,821

*Considered to be transferred to JIDL post sanction of the scheme.

[B] CURRENT BORROWINGS

"14.11" Secured Term Loans from Banks:

Short Term Loan by Standard Chartered Bank is secured by way of first charge ranking pari passu by way of secured by first charge ranking pari passu by way of registered mortgage over land admeasuring 17.6892 acres situated at Village Wazidpur, Noida, Uttar Pradesh as mentioned in note no 14.3 [f] (iii) (2) above and charge on land parcel admeasuring 11.610 acres situated at Jaypee Sports City near F1 stadium, SDZ, Sector 25, Gautam Budh Nagar being part of land referred to in Note no. 14.3[f] (iii) (4) above.

"14.12" Working Capital Loans:

[a] The Working Capital facilities [Fund based -₹ 150 Crores. and Non Fund based - ₹ 3580 Crores] sanctioned by the Consortium of 15 member Banks with ICICI Bank Limited, as Lead, are secured by way of first charge ranking pari passu on Current Assets of the Company except Real Estate Division i.e. Hypothecation of Stocks of Raw Materials, Work-in-Progress, Stock-in-Process, Finished Goods, Stores & Spares and Book Debts and second Charge ranking pari-pasu over movable and immovable fixed assets pertaining to Cement Division (excluding Jaypee Super Cement Plant, Mandla (North) coal block), Power division, Hotel Division (consisting of 5 Five Star Hotels) and Engineering & Construction Division [both present and future] of the Company.

"14.13" Borrowings directly associated with assets in disposal group classified as held for sale are as under:

	As at 31st March 2018	As at 31st March 2017
Current Borrowings:		
Secured Loans		
Non-current Borrowings	**12,09,127**	-
Working Capital Loans from Banks	**-**	75,604
Unsecured Loans		
Bills Discounting	**-**	2,722
	12,09,127	78,326

Liabilities directly associated with assets in disposal group classified as held for sale as at 31.03.2017 do not include long term borrowings that will get transferred as part of the Scheme of Arrangement.

[p] Outstanding amount of current borrowings as at 31.03.2018 includes overdues amounting to ₹ 3751 Lakhs (including bill discounting overdues - ₹ 932 lakhs).

"14.14" **Current Borrowings guaranteed by Directors of the Company in personal capacity are given as under:**

Term Loans from Banks	**-**	1,57,000
Working Capital Loans from Banks	**13,133**	1,37,879
Bill Discounting	**932**	-
	14,065	2,94,879

₹ Lakhs

	As at 31st March, 2018	As at 31st March 2017
NOTE No. "15"		
OTHER FINANCIAL LIABILITIES		
Non-current		
Interest accrued but not due on Borrowings	**5,616**	5,613
Others	**52,443**	62,507
	58,059	68,120
Current		
Current maturities of Long term Debt		
(a) Secured Loans [Refer Note No."13(I)"	**22,898**	5,37,976
(b) Unsecured Loans [Refer Note No."13(II)"	**63,188**	1,94,315
Interest accrued but not due on Borrowings	**19,713**	22,703
Interest accrued and due on Borrowings	**21,829**	3,26,577
Unclaimed Dividend*	**441**	738
Unpaid/Unclaimed Matured Public Deposit [including interest]*	**21**	1,26,679
*[Appropriate amounts shall be transferred to Investor Education & Protection Fund, as and when due]		
Unpaid matured debentures and interest accrued thereon	**-**	31,686
Other Payables		
(i) Capital Suppliers	**4,923**	6,740
(ii) Due to Related Party	**41,592**	29,270
(iii) Staff Dues	**5,375**	5,170
(iv) Other Creditors	**11,410**	4,663
	1,91,390	12,86,517
	2,49,449	13,54,637

₹ Lakhs

	As at 31st March, 2018	As at 31st March 2017
NOTE No. "16"		
PROVISIONS		
Non-current		
Provisions for Employee Benefits		
For Gratuity	**6,807**	5,559
For Leave Encashment	**2,543**	4,037
Mining Restoration Liability	**147**	340
	9,497	9,936
Current		
Provisions for Employee Benefits		
For Leave Encashment	**223**	216
	223	216
	9,720	10,152
"16.1" Mining Restoration Liability		
At 1st April	**340**	303
Unwinding of Discount and Changes in the Discount Rate	**62**	37
Transfer to UTCL	**(255)**	-
Balance as at reporting date	**147**	340
Liability directly associated with assets classified as held for sale	**-**	(208)
Net Balance as at reporting date	**147**	132
NOTE No. "17"		
DEFERRED TAX LIABILITIES [NET]		
Deferred Tax Liabilities	**2,26,681**	3,47,508
Less:Deferred Tax Assets	**2,26,681**	3,47,508
[Refer Note No."31"]		
	-	-
NOTE No. "18"		
OTHER LIABILITIES		
Non-current		
Adjustable receipts against Contracts (Partly Secured against Bank Guarantees)		
(a) Interest Bearing	**4,077**	3,486
(b) Non Interest Bearing		
(i) From Subsidiaries	**-**	-
(ii) From Others	**3,388**	2,485
Advance from Customers	**547**	603
Statutory Dues	**1,901**	-
Deferred Income	**2,861**	1,616
Government Grant	**728**	10,765
Financial Guarantee	**-**	103
	13,502	19,058
Current		
Adjustable receipts against Contracts (Partly secured against Bank Guarantees)		
(a) Interest Bearing	**3,084**	5,409
(b) Non Interest Bearing		
(i) From Subsidiaries/Associates	**50,502**	72,696
(ii) From Others	**22,958**	11,485
Advance from Customers	**1,95,374**	1,58,702
Statutory Dues	**26,679**	27,496
Deferred Income	**360**	301
Financial Guarantee	**103**	304
	2,99,060	2,76,393
	3,12,562	**2,95,451**

₹ Lakhs

		As at 31st March, 2018	As at 31st March 2017
"18.1"	**Government Grant**		
	Opening Balance as at beginning of the year	**10,765**	13,314
	Grants During the Year	**10**	409
	Less : Released to Profit & Loss	**(1,759)**	(2,958)
	Less : Reversed/Adjusted	**(8,288)**	-
	Balance as at end of the reporting period	**728**	10,765

	As at 31st March, 2018	As at 31st March 2017
NOTE No. "19"		
NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE		
ASSETS		
Property, Plant and Equipment	**968**	8,58,240
Capital Work-in-Progress	**99,150**	2,09,251
Investments	**40,772**	40,772
Inventories including Projects Under Development	**5,47,396**	23,175
Trade Receivables	**-**	1,954
Other Financial Assets	**-**	80
Other Assets	**-**	19,049
Cash and Cash Equivalents	**1**	-
	6,88,287	11,52,521
LIABILITIES		
Borrowings	**12,09,127**	78,326
Trade Payables	**-**	59,499
Other Financial Liabilities	**1,31,978**	20,191
Provisions	**-**	149
Other Liabilities	**-**	28,093
	13,41,105	1,86,258

"19.1" Liabilities as at 31.03.2017 directly associated with assets in disposal group classified as held for sale do not include long term borrowings that will get transferred as part of the Scheme of Arrangement.

₹ Lakhs

	2017-18	2016-17
NOTE No. "20"		
REVENUE FROM OPERATIONS		
Sale of Products [Refer Note No. "20.1"]	**3,66,452**	4,74,972
Sale of Services [Refer Note No. "20.2"]	**2,40,586**	1,77,909
Other Operating Revenue [Refer Note No. "20.3"]	**7,270**	8,703
	6,14,308	6,61,584
NOTE No. "20.1"		
SALE OF PRODUCTS		
Cement Sales [including Clinker Sales]	**1,98,253**	4,32,972
Real Estate Revenue	**1,41,533**	21,549
Power Revenue	**23,118**	17,078
Fabrication Material Sales	**3,548**	3,373
	3,66,452	4,74,972

₹ Lakhs

	2017-18	2016-17
NOTE No."20.2"		
SALE OF SERVICES		
Construction & Other Contract Revenue	**2,04,346**	1,46,744
Hotel & Hospitality Revenue	**26,067**	23,687
Manpower Supply	**1,787**	2,688
Fabrication Jobs	**615**	591
Sports Events Revenue	**756**	924
Other Services	**7,015**	3,275
	2,40,586	1,77,909
NOTE No."20.3"		
OTHER OPERATING REVENUES		
Machinery Rentals/Transportation Receipts	**588**	881
Sale of Scrap	**1,416**	1,509
Other Receipts	**5,266**	6,313
	7,270	8,703
NOTE No."21"		
OTHER INCOME		
Dividends from Non Current Investments	**6**	7
[from Subsidiaries ₹ Nil (Previous Year ₹ Nil)]		
Profit on Sale of Fixed Assets [Net]	**-**	638
Profit/(Loss) on Sale/Redemption of current investment - Mutual Funds [Net]	**200**	181
Profit on Sale of Non-Current Investments - Equity Shares	**2,424**	296
Rent	**190**	209
Foreign Currency Rate Difference [Net] - Other than Finance Costs	**-**	1,308
Fair value gain on Financial Instruments at Fair value through Profit/(Loss)	**3,582**	3,651
Government Grant	**1,759**	2,958
Interest	**6,036**	4,328
Corporate Guarantee Income	**303**	502
Interest Income on Unwinding of Discount on Security	**2**	6
	14,502	14,084
NOTE No."22"		
COST OF MATERIALS CONSUMED		
Raw Materials Consumed	**38,588**	46,545
Consumption of Food and Beverages etc.	**3,045**	2,803
Materials Consumed - Others	**59,455**	35,771
Machinery Spares Consumed	**6,893**	10,034
Stores and Spares Consumed	**34,648**	21,085
Coal Consumed	**43,087**	74,908
Packing Materials Consumed	**6,806**	13,651
	1,92,522	2,04,797
Less:Attributable to Self Consumption	**3,537**	4,136
	1,88,985	2,00,661

₹ Lakhs

	2017-18	2016-17
NOTE No."23"		
PURCHASE OF STOCK-IN-TRADE		
Cement Purchases	**7,226**	677
	7,226	677
NOTE No."24"		
CHANGES IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROGRESS		
OPENING STOCKS		
Finished Goods	**7,101**	7,600
Stock in Trade	**151**	913
Stock-in-Process	**6,853**	8,660
	14,105	17,173
LESS:CLOSING STOCKS		
Finished Goods	**2,446**	7,101
Stock in Trade	**405**	151
Stock-in-Process	**6,791**	6,853
	9,642	14,105
Less:Stock Transfer to UTCL on Demerger	**6,262**	-
WORK-IN-PROGRESS - Construction Division & Others		
Opening Work-in-Progress	**28,661**	55,457
Less: Transfer	**-**	(4,473)
Less:Closing Work-in-Progress	**(25,381)**	(28,661)
	3,280	22,323
Excise Duty Difference on Changes in Closing Stocks	**(678)**	(208)
	803	25,183
NOTE No."25"		
MANUFACTURING, CONSTRUCTION, REAL ESTATE, HOTEL/ HOSPITALITY, EVENT & POWER EXPENSES		
Construction & Other Contract Expenses	**64,129**	41,883
Real Estate Expenses	**51,550**	50,386
Sports Events Expenses	**46**	415
Hotel & Golf Course Operating Expenses	**3,702**	3,108
Hire Charges and Lease Rentals of Machinery	**1,424**	1,113
Power, Electricity and Water Charges	**43,145**	66,681
Repairs and Maintenance of Machinery	**4,434**	4,952
Repairs to Building and Camps	**2,835**	3,996
Freight, Octroi & Transportation Charges	**5,634**	20,502
	1,76,899	1,93,036
Less:Attributable to Self Consumption	**1,331**	1,330
	1,75,568	1,91,706

₹ Lakhs

	2017-18	2016-17
NOTE No."26"		
EMPLOYEE BENEFITS EXPENSES		
Salaries and Wages	**45,019**	57,221
Gratuity	**877**	1,106
Contribution to Provident & Other Funds	**2,131**	2,720
Staff Welfare	**2,023**	2,887
	50,050	63,934
NOTE No."27"		
FINANCE COSTS		
Interest on Non-Convertible Debentures & Term Loans	**72,943**	3,22,813
Interest on Bank Borrowing and Others	**22,288**	33,921
Foreign Currency Rate Difference [Net] - On Financing	**518**	(885)
Financing Charges under Finance Lease	**1,005**	879
	96,754	3,56,728
NOTE No."28"		
DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation on Property, Plant & Equipment	**48,328**	85,146
Amortisation	**2,347**	2,674
	50,675	87,820
NOTE No."29"	**2017-18**	2016-17
OTHER EXPENSES		
Loading, Transportation & Other Charges	**33,320**	83,413
Commission on Sales	**1,507**	3,665
Sales Promotion	**1,544**	3,667
Rent	**1,312**	2,410
Rates & Taxes	**5,586**	19,310
Insurance	**1,638**	2,009
Travelling & Conveyance	**3,684**	3,404
Bank Charges, Bill Discounting & Guarantee Commission	**4,157**	5,577
Loss on Sale / Disposal / Discard / Write-off of Assets (Net)	**3,016**	-
Postage & Telephone	**355**	454
Light Vehicles Running & Maintenance	**1,015**	1,230
Legal & Professional	**7,482**	5,908
Security & Medical Service	**5,258**	6,606
Foreign Currency Rate Difference [Net] - Other than Finance Costs	**309**	-
Corporate Social Responsibility	**76**	212
Directors' Fees	**30**	35
Miscellaneous Expenses	**5,357**	7,856
Auditors' Remuneration:		
Audit Fee	**47**	54
Tax Audit Fee	**6**	6
Reimbursement of Expenses	**2**	2
	75,701	1,45,818

	2017-18	2016-17
		₹ Lakhs
NOTE No."30"		
EXCEPTIONAL ITEMS - GAIN/(LOSS)		
Provision for Diminution in Value of Non Current Investments/ Receivables	**(609)**	(36,616)
Claims / Balances Written off	**(55,523)**	-
Provision of withholding Tax on Fees for Formula-1 Event	**-**	(11,418)
Interest Reversed / Other adjustments On Restructuring of Debt	**1,17,659**	-
	61,527	(48,034)

NOTE No."31"

The Scheme of Arrangement between the Company and Jaypee Cement Corporation Limited (JCCL, 100% subsidiary of the Company) and UltraTech Cement Limited (Transferee company) and their respective shareholders and creditors as sanctioned by the Hon'ble National Company Law Tribunal, Allahabad Bench and Hon'ble National Company Law Tribunal, Mumbai Bench for transfer of its cement business, comprising identified cement plants with an aggregate capacity of 17.20 MTPA spread over the states of Uttar Pradesh, Madhya Pradesh, Himachal Pradesh, Uttarakhand and Andhra Pradesh and 4 MTPA Bara grinding unit (under commissioning), a unit of Prayagraj Power Generation Company Limited, an associate company at a total Enterprise Value of ₹16,189 Crores including Enterprise value of ₹ 13,189 Crores for the Company has been consumated on 29th June 2017, being the effective date for the purpose of the Scheme.

With effect from the appointed date the business in its entiriety is transferred to and vested in or be deemed to have been transferred to and vested in the transferee company on a going concern basis.

The Consideration for the above has been discharged by the transferee company by way of issue of 13200 Non- Convertible redeemable debentures having a face value of ₹ 10,00,000 each, 1,00,000 non-convertible Series A Redeemable Preference Shares having a face value of ₹ 1,00,000 each and 50,000 non- convertible Series B Reedemable Preference Shares having a face value of ₹ 1,00,000 each.

Non- Convertible redeemable debentures and Non- convertible Series B Reedemable Preference Shares had been redeemed. Series A Redeemable Preference Shares are deposited in the escrow account and maturity is subject to the satisfaction of the conditions precedent relating to the Jaypee Super Plant.

Since the vesting of the Jaypee Super Plant is subject to the conditions precedent, the Assets of Plant are continued to be shown as Non-Currents assets classified as held for sale and Series A Redeemable preference shares issued by UTCL in escrow account as a Contingent Assets.

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

	As at 31st March, 2018
	₹ LAKHS
Assets	
Fixed Assets [including Capital Work-in-Progress]	**10,71,573**
Total (i)	**10,71,573**
Liabilities	
Borrowings	**9,01,900**
Current Liabilities [Net]	**1,35,000**
Total (ii)	**10,36,900**
Net Assets over Liabilities (i) - (ii)	**34,673**
Consideration*	**2,82,000**
Balance credited to General reserve Account	**2,47,327**

* including Series A Redeemable Preference Shares whose maturity is subject to the satisfaction of the conditions precedent relating to the Jaypee Super Plant.

₹ Lakhs

		As at 31st March, 2018	As at 31st March, 2017
NOTE No."32" Contingent Liability not provided for in respect of:			
[a]	Claims against the Company / Disputed Liability [excluding Income Tax] not acknowledged as debts	**2,89,722**	2,79,302
	The above includes VAT/Sales Tax matter under Appeal to the extent of ₹ 34484 Lakhs [Previous Year ₹ 36710 Lakhs], Excise Tax matter under Appeal to the extent of ₹ 31896 Lakhs [Previous Year ₹ 29200 Lakhs], Entry Tax matter under Appeal to the extent of ₹ 60924 Lakhs [Previous Year ₹ 54689 Lakhs] and Service Tax matter under Appeal to the extent of ₹ 69614 Lakhs [Previous Year ₹ 69870 Lakhs]. Liability may arise alongwith interest as may be applicable [currently unascertainable].		
	Amount deposited under Protest	**99,570**	92,813
	Bank Guarantee deposited under Protest [included in (b) below]	**28,667**	28,667
[b]	Outstanding amount of Bank Guarantees	**2,12,234**	2,05,542
	Margin Money deposited against the above	**4,086**	2,413
	Bank Guarantee includes Guarantee amounting to ₹ 16814 Lakhs [Previous Year ₹ 18595 Lakhs] given to Banks and Others on behalf of Subsidiaries/Joint Ventures/Associates.		
[c]	Income Tax Matters under Appeal		
	[i] The Income Tax Assessments of the company have been completed upto Assessment Year 2015-16. Tax value for matters under appeal is ₹ 33507 Lakhs for A.Y. 2010-11 to A.Y. 2015-16. Based on the decision of the Appellate authorities and the interpretation of relevant tax provisions, the Company has been legally advised that the additions made in the assessments are likely to be deleted or substantially reduced.		
	[ii] TDS matters under appeal	**17,547**	17,545
[d]	[i] The Competition Commission of India vide its Order dated 31st August, 2016 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 during F.Y. 2009-10 & 2010-11 and imposed a penalty of ₹ 1,323.60 Crores on the Company. The Company filed an Appeal against the said Order before the Competition Appellate Tribunal wherein the Tribunal granted stay on deposit of the penalty imposed subject to the condition that the company shall deposit 10% of the penalty calculated on the profit earned by the cement business i.e. ₹ 23.77 Crores, which was duly deposited. Thereafter, the matter was heard on various dates by Hon'ble National Company Law Appellate Tribunal (to whom the powers in such matters have been transferred) and the Order has been reserved.		
	[ii] The Competition Commission of India vide its other order dated 19th January, 2017 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 in the state of Haryana during F.Y. 2012-13 to F.Y. 2014-15 and imposed a penalty of ₹ 38.02 Crores on the Company. The Company had filed an appeal against the Order. The Tribunal stayed the operation of impugned order and further proceedings will commence after the Order in the matter referred at Sl. No.d[i] above, is passed.		
[e]	The Hon'ble High Court of Himachal Pradesh, vide order dated 04.05.2012, imposed damages of ₹ 10000 Lakhs holding certain contraventions of the Water (Prevention & Control of Pollution) Act, 1974 , Air (Prevention & Control of Pollution) Act, 1981 & Environment Impact Assessment Notification in respect of the Company's Cement plant at Bagheri, Himachal Pradesh. The Company has filed Special Leave Petition before the Hon'ble Supreme Court against the said Order which is pending for disposal. As per directions of the Hon'ble Supreme Court an amount of ₹ 10000 lakhs [Previous Year ₹ 10000 Lakhs] has been deposited with the State Government which will remain with them and not to be disbursed during the pendency of the appeal.		

₹ Lakhs

		As at 31st March, 2018	As at 31st March, 2017
[f]	As per the terms of the Agreement with the home/plot buyers rebate on account of delay in offer of possession is given at the time of offer of possession of built up property / plots.		
	The Company is accordingly accounting for said rebate on the basis of actual rebate allowed to the buyers for which Indenture of Conveyance is executed.		
	There is uncertainty in respect of estimation of liability on account of rebate to customer for likely delay in possession of Built up Units under construction / plots.		

NOTE No."33" Commitments:

[a]	Estimated amount of Contracts remaining to be executed on capital account and not provided for (net of advances)	**5**	210
[b]	Outstanding Letters of Credit	**1,749**	5,617
	Margin Money deposited against the above	**-**	53
[c]	Operating Lease commitments - as a Lessee		

The Company's significant leasing arrangements are in respect of operating leases for land, building and plant machinery with lease terms between 3 years to 30 years. The Company has option under some of the lease arrangements to lease the assets for additional terms of 30 years.

The Company has provided ₹ 2736 lakhs (Previous Year ₹ 3523 lakhs) in Profit & Loss Account during the year towards minimum lease payments.

₹ Lakhs

	31st March, 2018	31st March, 2017
Commitments for minimum lease payments in relation to non cancellable operating leases are payable as follows:		
(i) not later than one year	**57**	57
(ii) later than one year and not later than five years	**185**	228
(iii) later than five years.	**928**	942
	1,170	1,227

[d] Finance Lease commitments - as a Lessee

The company has finance leases for land. The Company's obligation under finance leases are secured by the lessor's title to the leasehold land. Future minimum lease payments under finance leases and the present value of the net minimum lease payments are as under:

₹ Lakhs

	31st March, 2018		31st March, 2017	
	Minimum Lease payments (MLP)	**Present value of MLP**	Minimum Lease payments (MLP)	Present value of MLP
Commitments for minimum lease payments in relation to Finance Lease:				
(i) not later than one year	**3,606**	**1,167**	4,867	4,830
(ii) later than one year and not later than five years	**9,757**	**2**	9,757	415
(iii) later than five years.	**1,85,535**	20,241	1,87,901	18,649
Total Minimum Lease payments (MLP)	**1,98,898**	**21,410**	2,02,525	23,894
Amount representing finance charges	**(1,77,488)**	**-**	(1,78,631)	-
Present value of MLP	**21,410**	21,410	23,894	23,894

NOTE No."34" Corporate Guarantees and Securities for Subsidiaries and Associates

		Amount Outstanding	
		31st March, 2018	31st March, 2017
		₹ LAKHS	₹ LAKHS
[a]	**Corporate Guarantees:**		
[i]	For Secured Term Loan granted by Banks to MP Jaypee Coal Limited	**3,142**	3,110
[ii]	For Non Convertible Debentures issued by Jaypee Infratech Limited	**23,225**	80,000
[iii]	For Secured Term Loan granted by Bank to Jaypee Cement Corporation Limited	**44,141**	51,582
[iv]	For Secured Term Loan granted by Bank to Himalyaputra Aviation Limited	**-**	14,320
[v]	For Rupee Term Loans and Foreign Currency Loans granted by Financial Institutions & Banks for 400 MW Vishnu Prayag HEP of Jaiprakash Power Ventures Limited	**-**	503

[b] Securities

[i] 1,45,43,29,855 Equity Shares of ₹ 10/- each fully paid-up [Previous Year 1,45,43,29,855 Equity Shares] of Jaiprakash Power Ventures Limited [JPVL] are pledged as collateral security and has given Non disposal undertaking of 10,21,88,566 Equity Shares of ₹ 10/- each [Previous Year 10,21,88,566 Equity Shares] for the financial assistance granted by Lenders to JPVL for specific projects.

[ii] The Company has pledged 70,83,56,087 Equity Shares of ₹ 10/- each fully paid-up [Previous Year 70,83,56,087 Equity Shares] of Jaypee Infratech Limited (JIL) with IDBI Trusteeship Services Limited (ITSL) (Trustee) held by the Company in favour of ITSL as collateral security for the financial assistance to JIL. The Company has also given Promoter support undertaking to IDBI led consortium loan. Outstanding amount of loan as at 31.12.2017 is ₹ 1036136 Lakhs [Previous Year ₹ 8,10,274 Lakhs].

[iii] 3,54,27,000 Equity Shares of ₹ 10/- each fully paid-up [Previous Year 3,54,27,000 Equity Shares] of Himalyan Expressway Limited [HEL] held by the Company are pledged as collateral security for financial assistance granted by the Lenders to HEL. The Company has also given support undertaking to ICICI Bank. Outstanding amount of loan as at 31.03.2018 is ₹ 24562 Lakhs [Previous Year ₹ 23668 Lakhs].

[iv] 1,83,67,347 Equity Shares of ₹ 10/- each fully paid-up [Previous Year 1,83,67,347 Equity Shares] of Madhya Pradesh Jaypee Minerals Limited [MPJPML] pledged as collateral security for financial assistance granted by the lenders to MPJPML. The loans have been paid by MPJPML, security yet to be released.

[v] The Company has given Letter of Comfort to Banks for financial assistance taken by Jaiprakash Power Ventures Limited. Outstanding amount of loan as at 31.03.2018 is ₹ 98705 Lakhs [Previous Year ₹ 98705 Lakhs].

[vi] The Company has given shortfall undertaking to Banks & Financial Institutions for Term Loan & Non Fund based Limit provided to Kanpur Fertilizers & Cement Limited. Outstanding amount of loan as at 31.03.2018 is ₹ 21609 Lakhs [Previous Year ₹ 31543 Lakhs] and outstanding amount of Working Capital and Non Fund based limit utilized as at 31.03.2018 is ₹ 51518 Lakhs [Previous Year ₹ 56448 Lakhs].

[vii] The Company has given shortfall undertaking to Banks for providing Non Fund based limit to Jaypee Cement Corporation Limited. Outstanding amount of Working Capital as at 31.03.2018 is ₹ 35 Lakhs [Previous Year ₹ 2010 Lakhs] and Outstanding amount of Non Fund based limit as at 31.03.2018 is ₹ 13996 Lakhs [Previous Year ₹ 7268 Lakhs].

[viii] 11,39,05,440 Equity Shares of Bhilai Jaypee Cement Limited (BJCL) of ₹ 10/- each fully paid-up are pledged (since been invoked) as collateral security and Non Disposal undertaking for 16,70,61,312 Equity share of BJCL of ₹ 10/- each fully paid-up held by the Company has been given for financial assistance granted by Yes Bank to Jaypee Cement Corporation Limited. Outstanding amount of loan in JCCL is ₹ 441.41 Crores. The pledge and NDU has also been extended for financial assistance including overdraft facility granted by Yes Bank to Kanpur Fertilizer & Cement Limited (KFCL). Outstanding amount of loan in KFCL is ₹ 13600 lakhs.

[ix] 15,000 Equity Shares of Yamuna Expressway Tolling Limited (YETL) of ₹ 10/- each fully paid-up held by the company are pledged as security for Term loan granted by Yes Bank to YETL (assigned to Suraksha Asset Reconstruction Company Limited). Further Non Disposal undertaking of 35,000 Equity share of YETL held by the Company has been given in favour of lenders. Outstanding amount of loan as at 31.03.2018 is ₹ 600 Crores.

NOTE No."35" Deferred Tax

Deferred Tax relates to the followings: ₹ Lakhs

PARTICULAR	**31st March, 2018**	31st March, 2017
Deferred Tax Liability		
Property Plant and Equipments	**(91,874)**	(1,90,863)
Inventories	**(1,33,834)**	(1,38,677)
Financial assets	**(762)**	(10,067)
Other Liabilities	**(211)**	(7,901)
	(2,26,681)	(3,47,508)
Deferred Tax Asset		
Defined benefit obligations	**3,345**	3,447
Provision for Diminution	**15,728**	95,673
Allowance for doubtful debts	**97**	83
Others including Tax Losses	**2,07,511**	2,48,305
	2,26,681	3,47,508
Net Deferred Tax Assets / (Liabilities)	**-**	-

The Company has accounted for deferred tax assets on temporary differences, including those on unabsorbed depreciation and business losses, to the extent of deferred tax liability recognized at the balance sheet date, for which it is reasonably certain that future taxable income would be generated by reversal of such deferred tax liability.

Reconciliation of Deferred Tax Liabilities (Net)		
Opening Balance as of 1st April	**-**	(48,580)
Tax Income / (Expense) recognised in profit or loss	**-**	48,388
Tax Income / (Expense) recognised in OCI	**-**	192
Closing Balance as at 31st March	**-**	-

Reconciliation of tax expense and the accounting profit

	As at 31st March, 2018	As at 31st March, 2017
Accounting Profit / (Loss) before tax from continuing operations	**53,974**	(3,30,300)
Profit / (Loss) before tax from discontinued operations	**(18,803)**	(1,54,245)
Accounting Profit / (Loss) before income tax	**35,171**	(4,84,545)
Computed Expected Tax Expense	**12,290**	(1,67,691)
Exempt Income	**(31)**	(31)
Depreciation Allowed	**(462)**	(12,971)
Other items including losses carry forward/(utilised)	**(11,797)**	1,80,693
Current Tax (A)	**-**	-
Incremental Deferred Tax Liability	**1,20,827**	(1,380)
Incremental Deferred Tax Asset	**(1,20,827)**	49,960
Deferred Tax (B)	**-**	48,580
Tax Expenses recognised in Statement of Profit and Loss (A+B)	**-**	48,580

NOTE No."36"

Disclosure as required under Notification dated 4th September, 2015 issued by the Department of Corporate Affairs [as certified by the Management]:

S. No	Particulars	31st March, 2018	31st March, 2017
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 section16, 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

		2017-18	2016-17
		₹ LAKHS	₹ LAKHS
NOTE No."37"			
Disclosure as per Indian Accounting Standard - 11 in respect of projects in progress			
[a]	Contract Revenue during the year	**2,00,552**	1,42,109
[b]	Aggregate amount of cost incurred and recognised profits (less recognised losses) to date	**27,30,634**	28,19,908
[c]	Advances received [Outstanding]	**81,436**	92,905
[d]	Retention Money [Outstanding] *	**3,491**	4,373
[e]	Gross Amount due from Customers for Contract Work [including Retention at (d) above]	**56,592**	1,63,705
[f]	Gross Amount due to Customers for Contract Work [other than advances at (c) above]	**-**	-

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

NOTE No."38"

[i] State Bank of India has invoked the pledge of 10,00,00,000 Equity Shares of Jaypee Infratech Limited (JIL) held by the Company and had sold 3,18,96,744 Equity Shares in the open market during the quarter ended March 31, 2018. The impact of the above said sale of shares has been taken in the Financial Statements. Balance shares aggregating to 6,81,03,256 are held with the trusteeship as at 31.03.2018. Pending disposal of balance shares by the Lender, the balance shares continue to be shown as part of Current Investments at cost.

[ii] IndusInd Bank has invoked the pledge of 6,00,00,000 Equity Shares of Jaypee Infratech Limited (JIL) held by the Company. IndusInd Bank through its trusteeship services had sold 4,80,00,000 Equity shares in the open market during the quarter ended March 31, 2018. The proceeds from the sale of shares has been adjusted against the Borrowing outstanding of Himalayaputra Aviation Limited (100% subsidiary of the Company). The impact of the above said sale of shares has been taken in the Statement of Profit and Loss. Balance shares aggregating to 1,20,00,000 are transferred back to Company . Thus effective invocation being for 4,80,00,000 Equity Shares of JIL.

[iii] Yes Bank Limited has invoked the pledge of 113905440 Equity Shares of ₹ 10-/ each of Bhilai Jaypee Cement Limited held by the Company. Pending settlement with the Lender against its dues, the Company continues to be beneficiary owner of the shares as at 31st March, 2018. Hence, the same has been included as part of investments of the Company in the financial statements.

NOTE No."39"

Non Current Trade receivables include ₹ 2645.45 Crore, outstanding as at 31st March 2018 (₹ 2983.52 Crore, outstanding as at 31st March 2017) which represents various claims raised on the Clients based on the terms and conditions implicit in the Engineering & Construction Contracts in respect of closed / suspended/under construction projects. These claims are mainly in respect of cost over run arising due to suspension of works, client caused delays, changes in the scope of work, deviation in design and other factors for which Company is at various stages of negotiation/ discussion with the clients or under Arbitration/ litigation. On the basis of the contractual tenability, progress of negotiations/ discussions/ arbitration/ litigations, the management considers these receivables are fully recoverable.

NOTE No."40"

The Company has made an investments of ₹ 340 Crores (34 crores Equity Shares of ₹ 10/- each, fully paid up) in Prayagraj Power Generation Company Limited [PPGCL], an associate company. Lenders of PPGCL has invoked the entire pledged shares of PPGCL held by Jaiprakash Power Ventures Limited [JPVL] [holding company of PPGCL] on 18th December 2017 due to default in payment of interest to Banks/ Financial Institutions . Keeping in view the above facts , the impact on the carrying value of the Equity shares of PPGCL held by the Company is currently unascertainable and considered at Book Value.

NOTE No."41"

IDBI Bank Limited had filed Petition with Hon'ble National Company Law Tribunal [NCLT], Allahabad Bench [the Bench] U/s 7 of Insolvency & Bankrupty Code, 2016 in respect of Jaypee Infratech Limited [JIL] [Subsidiary of the Company] which was admitted vide Order dated 9th August, 2017 and Interim Resolution Professional (IRP) was appointed to carry the functions as mentioned under the Code.

While admitting the Petitions / Interventions filed by certain home buyers of Jaypee Infratech Limited, Hon'ble Supreme Court vide its various Orders gave directions to Jaiprakash Associates Limited to deposit a sum of ₹ 2000 Crores with the Court on 11th September, 2017, which was modified vide its order(s) dated 22nd November,2017 and 21st March,2018 to deposit in instalment an amount of ₹ 750 Crores by 10th May, 2018. The Company has deposited ₹ 750 Crores (including ₹ 550 Crores till 31st March 2018) with the Hon'ble Supreme Court till date.

In view of the ongoing IRP/ legal proceedings with Hon'ble National Company Law Tribunal (NCLT), Allahabad Bench and Hon'ble Supreme Court, the impact on the carrying value of the Investments in JIL amounting ₹ 849.26 Crores (84,70,00,000 Equity Shares of ₹ 10/- each excluding shares invoked by State Bank of India) , Current Receivables amounting ₹ 341.75 Crores, Corporate Guarantee given to Lenders of JIL amounting ₹ 232.17 Crores and deposit of ₹ 550 Crores [till 31st March, 2018] with the Registrar, Supreme Court is currently unascertainable. Hence no provision is considered necessary in the Financial Statements for the year ended on 31st March 2018 by the Management.

NOTE No."42"

The Company has received Termination Notice for the Mandla North Coal Mine allotted by Nominated Authority, Ministry of Coal on account of not meeting eligibility criteria mentioned in the Coal Mines Development and Production Agreement along with instructions for invocation of the Bank Guarantee submitted by the Company, in the form of Performance Security. The Hon'ble High Court has granted a stay against the Termination Notice and invocation of Performance Guarantee. Since, the matter is now being sub-judice in High Court, the recoverability of the amount invested aggregating to ₹ 293.01 Crores as on 31.03.2018 in the development of the Coal Block and impact of the invocation of the Performance Guarantee is uncertain, no provision has been considered necessary to be made in the Financial statements.

NOTE No."43"

Confirmations/ Reconciliation of balances of certain secured & unsecured loans, balances with banks, trade receivables, trade and other payables (including capital creditors) and loans and advances are pending. The management is confident that on confirmation / reconciliation there will not be any material impact on the financial statements.

NOTE No."44"

During the year, the Company has made payment to its Managerial Personnel in terms of their respective appointments and within the limits prescribed under the Companies Act, 2013. However, in view of default in repayment of principal and / or interest to Banks and Financial Institutions during the year ended 31-3-2015, the Central Government has vide its letter dated 27-12-2017 directed the Company to recover the remuneration paid to its Managing and Whole-time Directors. The Management has been advised to approach the Central Government for reconsideration/ waiver of said recovery. In case the same is not approved by the Central Government, the Company intends to seek approval of the Banks / Public Financial Institutions / Secured Creditors and the shareholders for such waiver, in terms of Section 197 of the Companies Act, 2013, as amended in due course. The Company's Nomination and Remuneration Committee & the Board of Directors have already consented for such course of action.

NOTE No."45"

There are certain Entry tax matters under Appeals aggregating to ₹ 510.59 Crores (excluding interest, currently unascertainable) pertaining to the State of Uttar Pradesh, Madhya Pradesh and Himachal Pradesh. The Company has challenged these on account of Constitutional Validity etc in Hon'ble High Courts/ Supreme Court. No provision has been made of the above in the financial statements and management is of the opinion that the Company will succeed in the appeal. The Company has already deposited ₹ 299.93 Crores and also furnished Bank Guarantee of ₹ 202.66 Crores against the above. These are also included in Note No.31(a) above.

NOTE No."46"

[i] The Lenders of the Company in their Joint Lenders forum (JLF) meeting held on 22nd June, 2017 have approved restructuring/ realignment/ reorganisation of debt of the Company & its wholly owned subsidiary, JCCL. The Company has reworked the finance cost pertaining to Financial Year 2016-17 in accordance with the Lenders approved debt restructuring /realignment/ reorganisation scheme.

[ii] For the FY 2017-18, the Company has provided interest expenses on the debt portion that will remain with the company in accordance with the restructuring Scheme approved and Master Re-structuring Agreement (MRA) signed with the Lenders. Interest aggregating to ₹ 796.39 Crores on debt portion of ₹ 11091.27 Crores which will be transferred to Real Estate SPV namely 'Jaypee Infrastructure Development Limited (JIDL) on Order by Hon'ble National Company Law Tribunal (NCLT), Allahabad with appointed date of 01st July, 2017 has been added to the carrying cost of the Inventory/ Projects under Development in respect of SDZ Real Estate Undertaking [SDZ-RE],since the same has to be serviced from the assets/development of Assets of SDZ-RE and as such no further impact in this respect on the Financial results is envisaged.

[iii] As a part of restructuring / reorganisation / realignment of the debt of the Company, the Scheme of Demerger of the Undertaking (SDZ -RE) comprising identified moveable and immoveable assets and liabilities to be transferred to and vested in the wholly owned subsidiary of the Company, namely, Jaypee Infrastructure Development Limited (JIDL) as a going concern, on a slump exchange basis is pending for sanction with NCLT Allahabad.

NOTE No."47"

[i] The following were classified as Disposal Group held for sale:

(a) Identified Cement Plants transferred to UltraTech Cement Limited (Refer note No 31).The Scheme of Arrangement has been consummated w.e.f. 29th June, 2017.

(b) 74% stake in Bhilai Jaypee Cement Limited for sale of which the Company has entered definitive agreement with Orient Cement Limited (OCL).The transaction is subject to regulatory and other approvals.

(c) SDZ-RE undertaking to be transferred and vested in the wholly owned subsidiary of the Company, namely, Jaypee Infrastructure Development Limited (JIDL) as a part of restructuring / reorganisation / realignment of the debt of the Company through the Scheme of Demerger. The scheme is subject to sanction by National Company Law Tribunal, Allahabad.

	Continuing Operations		Discontinued Operations		Total	
	2017-18	2016-17	**2017-18**	2016-17	**2017-18**	2016-17
Turnover	**5,96,054**	4,33,885	**32,756**	2,41,783	**6,28,810**	6,75,668
Operating Expenses						
[including depreciation]	**5,00,620**	4,72,782	**57,792**	2,82,669	**5,58,412**	7,55,451
Impairment Loss	**-**	-	**-**	-	**-**	-
Profit/(Loss) before Finance Cost, Tax & Exceptional Items	**95,434**	(38,897)	**(25,036)**	(40,886)	**70,398**	(79,783)
Finance Cost	**67,006**	2,43,369	**29,748**	1,13,359	**96,754**	3,56,728
Exceptional Items	**25,546**	(48,034)	**35,981**	-	**61,527**	(48,034)
Profit/(Loss) before Tax	**53,974**	(3,30,300)	**(18,803)**	(1,54,245)	**35,171**	(4,84,545)
Tax expenses/ (Income)	**-**	(49,544)	**-**	1,156	**-**	(48,388)
Profit/(Loss) for the year	**53,974**	(2,80,756)	**(18,803)**	(1,55,401)	**35,171**	(4,36,157)
Earnings per share						
Basic EPS for the year	**2.22**	(11.54)	**(0.77)**	(6.39)	**1.45**	(17.93)
Diluted EPS for the year	**2.22**	(11.54)	**(0.77)**	(6.39)	**1.45**	(17.93)

The details of Discontinuing Operations into segments are given as under:

	Cement Plants		Power Plants		Others		Total	
	2017-18	2016-17	**2017-18**	2016-17	**2017-18**	2016-17	**2017-18**	2016-17
Revenue	**32,756**	2,41,783	**-**	-	**-**	-	**32,756**	2,41,783
Operating Expenses [including depreciation]	**56,867**	2,80,001	**918**	2,668	**7**	-	**57,792**	2,82,669
Impairment loss	**-**	-	**-**	-	**-**	-	**-**	-
Profit/(Loss) before Finance Cost, Tax & Exceptional Items	**(24,111)**	(38,218)	**(918)**	(2,668)	**(7)**	-	**(25,036)**	(40,886)

The major classes of assets and liabilities of discontinued operations classified as held for sale as at 31 March 2018 and 31 March 2017 are as:

	Cement Plants		Power Plants		Others		Total	
	31st March, 2018	31st March, 2017	**31st March, 2018**	31st March, 2017	**31st March, 2018**	31st March, 2017	**31st March, 2018**	31st March, 2017
Assets classified as held for sale								
Property, Plant and equipment	**850**	7,67,411	**-**	90,829	**118**	-	**968**	8,58,240
Capital work-in-progress	**99,150**	2,09,222	**-**	29	**-**	-	**99,150**	2,09,251
Non Current Investments	**-**	-	**-**	-	**40,772**	40,772	**40,772**	40,772
Inventories	**-**	23,175	**-**	-	**5,47,396**	-	**5,47,396**	23,175
Trade Receivables	**-**	1,954	**-**	-	**-**	-	**-**	1,954
Cash	**-**	-	**-**	-	**1**	-	**1**	-
Other Financial Assets	**-**	80	**-**	-	**-**	-	**-**	80
Other Assets	**-**	19,039	**-**	10	**-**	-	**-**	19,049
	1,00,000	10,20,881	**-**	90,868	**5,88,287**	40,772	**6,88,287**	11,52,521
Liabilities directly associated with assets classified as held for sale								
Borrowings	**1,00,000**	78,326	**-**	-	**11,09,127**	-	**12,09,127**	78,326
Trade Payables	**-**	59,470	**-**	29	**-**	-	**-**	59,499
Financial Liabilities	**-**	20,135	**-**	56	**1,31,978**	-	**1,31,978**	20,191
Provisions	**-**	108	**-**	41	**-**	-	**-**	149
Other Liabilities	**-**	28,064	**-**	29	**-**	-	**-**	28,093
	1,00,000	1,86,103	**-**	155	**12,41,105**	-	**13,41,105**	1,86,258
Net assets directly associated with disposal group	**-**	8,34,778	**-**	90,713	**(6,52,818)**	40,772	**(6,52,818)**	9,66,263

Other includes SDZ-RE undertaking and 74% stake in Bhilai Jaypee Cement Limited [BJCL]

The net cash flow of discontinued operations are as follows:

	Cement Plants		Power Plants		Total	
	31st March, 2018	31st March, 2017	**31st March, 2018**	31st March, 2017	**31st March, 2018**	31st March, 2017
Operating	**(1,037)**	83,892	**(286)**	(750)	**(1,323)**	83,142
Investing	**5,657**	(9,564)	**-**	(29)	**5,657**	(9,593)
Financing	**(4,218)**	(52,594)	**-**	(236)	**(4,218)**	(52,830)
Net cash (outflow)/Inflow	**402**	21,734	**(286)**	(1,015)	**116**	20,719

NOTE No."48"

Related Parties disclosures, as required in terms of " Indian Accounting Standard [Ind AS] 24" are given below:

Relationships

		Name of Companies	Place of Business	Proportion of Effective Ownership Interest As at 31st March 2018	As at 31st March 2017
[a]	**Entitity with significant influence over the Company**				
		Jaypee Infra Ventures [A Private Company with unlimited liability]	India	**28.30%**	28.30%
[b]	**Subsidiary Companies [including their subsidiaries]:**				
	1	Jaypee Ganga Infrastructure Corporation Limited	India	**100%**	100%
	2	Bhilai Jaypee Cement Limited	India	**74%**	74%
	3	Jaypee Infratech Limited [JIL]	India	**65.89%**	71.64%
	4	Jaypee Health Care Limited [Subsidiary of JIL]	India	**100%**	100%
	5	Gujarat Jaypee Cement and Infrastructure Limited	India	**74%**	74%
	6	Himalyan Expressway Limited	India	**100%**	100%
	7	Jaypee Assam Cement Limited	India	**100%**	100%
	8	Himalyaputra Aviation Limited	India	**100%**	100%
	9	Jaypee Agra Vikas Limited	India	**100%**	100%
	10	Jaypee Cement Corporation Limited [JCCL]	India	**100%**	100%
	11	Jaypee Fertilizers & Industries Limited [JFIL]	India	**100%**	100%
	12	Jaiprakash Agri Initiatives Company Limited [Subsidiary of JCCL]	India	**100%**	100%
	13	Jaypee Cement Hockey (India) Limited	India	**100%**	100%
	14	Jaypee Infrastructure Development Limited	India	**100%**	100%
	15	Jaypee Uttar Bharat Vikas Private Limited [JUBVPL] [Subsidiary of JFIL]	India	**100%**	50%
	16	Kanpur Fertilizers & Cement Limited [Subsidiary of JUBVPL]	India	**89%**	49.92%
	17	Yamuna Expressway Tolling Limited [Subisidiary w.e.f. 25.03.17]	India	**100%**	100%
	18	Jaiprakash Power Ventures Limited [JPVL]	India	**29.74%**	29.74%
	19	Prayagraj Power Generation Company Limited [Subsidiary of JPVL]	India	**11.49%**	38.89%
	20	Jaypee Power Grid Limited [Subsidiary of JPVL]	India	**-**	22.01%
	21	Sangam Power Generation Company Limited [Subsidiary of JPVL]	India	**-**	29.74%
	22	Jaypee Meghalaya Power Limited [Subsidiary of JPVL]	India	**-**	29.74%
	23	Jaypee Arunachal Power Limited (Subsidiary of JPVL)	India	**-**	29.74%
	24	Bina Power Supply Company Limited [Subsidiary of JPVL]	India	**-**	29.74%
		Companies mentioned at Sl. No.18 to 24 ceased to be Subsidiary of the Company w.e.f. 18.02.2017			
		Companies mentioned at Sl. No.16 to 17 have become be Subsidiary of the Company w.e.f. 26.07.2017			
[c]	**Associate Companies:**				
	1	RPJ Minerals Pvt. Ltd.	India	**52.40%**	52.40%
	2	Sonebhadra Minerals Pvt. Ltd.	India	**52.43%**	52.43%
	3	Rock Solid Cement Limited	India	**52.40%**	52.40%
	4	Sarveshwari Stone Product Private Limited	India	**52.40%**	52.40%
	5	MP Jaypee Coal Limited	India	**49%**	49%

	Name of Companies	Place of Business	Proportion of Effective Ownership Interest	
			As at 31st March 2018	As at 31st March 2017
6	MP Jaypee Coal Fields Limited	India	**49%**	49%
7	Madhya Pradesh Jaypee Minerals Limited	India	**49%**	49%
8	Jaypee Uttar Bharat Vikas Private Limited [Associate Company till 25.07.2017]	India	**-**	50%
9	Kanpur Fertilizers & Cement Limited [Associate Company till 25.07.2017]	India	**-**	49.92%
10	Jaiprakash Power Ventures Limited [JPVL]	India	**29.74%**	29.74%
11	Prayagraj Power Generation Company Limited [Subsidiary of JPVL upto 18.12.2017]	India	**11.49%**	38.89%
12	Jaypee Powergrid Limited [Subsidiary of JPVL]	India	**22.01%**	22.01%
13	Sangam Power Generation Company Limited [Subsidiary of JPVL]	India	**29.74%**	29.74%
14	Jaypee Meghalaya Power Limited [Subsidiary of JPVL]	India	**29.74%**	29.74%
15	Jaypee Arunachal Power Limited [Subsidiary of JPVL]	India	**29.74%**	29.74%
16	Bina Power Supply Limited [Subsidiary of JPVL]	India	**29.74%**	29.74%
	Companies mentioned at Sl. No.10 to 16 became an Associate Company in place of Subsidiary w.e.f. 18.02.2017			

[d] Other Related Companies where transaction have taken place:

1 Jaypee Development Corporation Limited
2 Andhra Cements Limited
3 JIL Information Technology Limited
4 Gaur & Nagi Limited
5 Jaypee International Logistics Company Private Limited
6 Tiger Hills Holiday Resort Private Limited
7 Indesign Enterprises Private Limited
8 Jaypee Hotels Limited
9 Yamuna Expressway Tolling Private Limited [formerly known as Jaypee Mining Venture Pvt. Ltd.] [Associate Company till 24.03.2017]
10 JC World Hospitality Pvt. Ltd.
11 Jaiprakash Kashmir Energy Limited
12 Kram Infracon Private Limited

[e] Key Management Personnel, where transactions have taken place:

1 Shri Manoj Gaur, Executive Chairman & C.E.O.
2 Shri Sunil Kumar Sharma, Executive Vice Chairman
3 Shri Sunny Gaur, Managing Director [Cement]
4 Shri Pankaj Gaur, Joint Managing Director [Construction]
5 Shri Ranvijay Singh, Whole time Director
6 Shri Rahul Kumar, Whole time Director & C.F.O. [till 31.07.2017]
7 Shri Naveen Kumar Singh [relative of key management personnel]
8 Shri Raj Kumar Singh [relative of key management personnel]

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

₹ LAKHS

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

Nature of Transactions	2017-18				
	Referred in (a) above	Referred in (b) above	Referred in (c) above	Referred in (d) above	Referred in (e) above
Income					
Construction / Other Contract Revenue	-	45,509	3,533	-	-
Sale of Cement/ Fabrication Job / Other Material	-	2,505	2,671	105	-
Sale of Power	-	23,118	-	-	-
Machinery/Helicopter Hire Charges	-	540	47	58	-
Rent		-	-	24	-
Hotel Revenue	-	112	19	4	-
Others	-	2,528	652	998	-
Expenditure					
Management Fees	-	-	-	1,659	-
Technical Consultancy	2,585	-	-	1,724	-
Purchase of Cement / Clinker / Other Material	-	483	4,593	593	-
Remunerations	-	-	-	-	2,744
Security & Medical Services	-	-	-	3,372	-
Rent/Lease Rent	138	1,126	138	-	-
Construction Expenses		-	-	2,656	-
Others	-	3,328	-	32	-
Others					
Sale of Plot	-	60,000	-	-	-
Outstandings as at 31st March					
Receivables					
Advances, Mobilisation Advances, Security Deposits, Trade Receivables and Other Current Assets	1,46,063	1,18,580	28,103	14,117	-
Payables					
Mobilisation & Machinery Advances, Security, Earnest Money, Trade Payable, Other Liabilities and Salary Payable	1,631	99,445	1,275	3,045	1,052

Nature of Transactions	2016-17				
	Referred in (a) above	Referred in (b) above	Referred in (c) above	Referred in (d) above	Referred in (e) above
Income					
Construction / Other Contract Revenue	-	44,253	3,897	-	-
Sale of Cement/ Fabrication Job / Other Material	-	3,411	276	144	-
Sale of Power	-	21	16,012	-	-
Machinery/Helicopter Hire Charges	-	736	74	-	-
Rent		-	-	24	-
Hotel Revenue	-	137	12	-	-
Others	-	2,294	84	784	-

Nature of Transactions	2016-17				
	Referred in (a) above	Referred in (b) above	Referred in (c) above	Referred in (d) above	Referred in (e) above
Expenditure					
Management Fees	-	-	-	1,491	-
Technical Consultancy	1,052	-	-	1,846	-
Purchase of Cement / Clinker / Other Material	-	636	307	554	-
Remunerations	-	-	-	-	1,842
Security & Medical Services	-	-	-	5,583	-
Rent/Lease Rent	132	1,103	-	-	-
Construction Expenses Others	-	2,830	-	15	-
Others					
Cancellation of Development Rights	-	-	-	29,970	-
Purchase of Equity Shares during the year	-	10,925	-	-	1
Outstandings as at 31st March					
Receivables					
Advances, Mobilisation Advances, Security Deposits, Trade Receivables and Other Current Assets	1,46,065	1,55,563	51,580	10,097	-
Payables					
Mobilisation & Machinery Advances, Security, Earnest Money, Trade Payable, Other Liabilities and Salary Payable	342	1,66,500	81	3,829	105

Note:

1. Guarantees and Securities to/for Subsidiaries and Associates are disclosed elsewhere in the Financial Statements.
2. As the liabilities for defined benefit plans are provided on actuarial basis for the company as a whole, the amounts pertaining to key management personnel are not included.

NOTE No."49"

Segment Information - Business Segment

	2017-2018			2016-2017		
	Segment Revenue		**Segment Result**	Segment Revenue		Segment Result
	External	**Inter Segment Revenue**	**Profit/(Loss) before Tax & Finance Cost**	External	Inter Segment Revenue	Profit/(Loss) before Tax & Finance Cost
Construction	**2,05,307**	**-**	**3,293**	1,44,910	-	(19,452)
Cement	**2,03,993**	**2,822**	**(15,303)**	4,39,260	1,353	(18,911)
Hotel/Hospitality	**26,239**	**62**	**1,439**	23,781	105	564
Sports Events	**756**	**-**	**(11,766)**	924	-	(13,452)
Real Estate	**1,50,075**	**-**	**86,627**	26,172	-	(32,900)
Power	**21,068**	**1,097**	**1,731**	16,164	2,141	158
Investments	**-**	**-**	**5,902**	-	-	3,825
Others	**6,283**	**1,417**	**(2,744)**	9,628	1,552	(2,839)
Unallocated	**587**	**-**	**1,219**	745	-	3,224
	6,14,308	**5,398**	**70,398**	6,61,584	5,151	(79,783)
Less:Finance Costs			**96,754**			3,56,728
Profit/(Loss) before Tax and Exceptional Items			**(26,356)**			(4,36,511)
Exceptional Items			**61,527**			(48,034)
Profit/(Loss) before Tax			**35,171**			(4,84,545)
Provision for Tax						
Current Tax		**-**			-	
Deferred Tax		**-**			(48,388)	
			-			(48,388)
Profit/(Loss) after Tax			**35,171**			(4,36,157)

	2017-2018		2016-2017	
	Segment Assets	**Segment Liabilities**	Segment Assets	Segment Liabilities
Construction	**5,14,062**	**1,77,949**	5,54,818	1,70,382
Cement	**5,07,163**	**68,301**	14,13,251	1,86,365
Hotel/Hospitality	**82,163**	**16,075**	84,033	12,760
Sports Events	**2,46,206**	**42,503**	2,62,255	54,100
Real Estate	**11,09,871**	**2,09,302**	10,51,790	2,74,458
Power	**2,06,886**	**15,546**	3,12,276	6,553
Investments*	**7,51,065**	**-**	7,60,364	-
Others	**15,830**	**3,053**	14,638	3,159
Unallocated	**2,06,360**	**2,23,739**	1,92,090	4,08,927
Segment Total	**36,39,606**	**7,56,468**	46,45,515	11,16,704
Loans		**18,50,025**		27,72,912
Deferred Tax Liabilities		**-**		-
Total as per Balance Sheet	**36,39,606**	**26,06,493**	46,45,515	38,89,616

* Includes Investment in Subsidiary and Associates of ₹ 689402 lakhs [31st March 2017 ₹ 693907 lakhs]

	Capital Expenditure	**Depreciation & Amortisation**	Capital Expenditure	Depreciation & Amortisation
Construction	**4,932**	**12,625**	7,985	13,277
Cement	**6,443**	**19,400**	27,478	52,967
Hotel/Hospitality	**1,227**	**2,468**	287	2,388
Sports Events	**24**	**10,785**	61	11,360
Real Estate	**133**	**1,316**	29	1,553
Power	**1,238**	**3,488**	8,947	5,662
Others	**428**	**230**	91	219
Unallocated	**-**	**363**	-	394
	14,425	**50,675**	44,878	87,820

[a] Segments have been identified in accordance with Indian Accounting Standard on Operating Segment [IND AS-108] 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] The Company has determined following reporting segment based on the information reviewed by the Company's Chief Operating Decision Maker [CODM]:

[i]	Construction	Civil Engineering Construction/EPC Contracts/Expressway
[ii]	Cement	Manufacture and Sale of Cement and Clinker
[iii]	Hotel/Hospitality	Hotels, Golf Course, Resorts & Spa
[iv]	Sports Events	Sports related Events
[v]	Real Estate	Real Estate Development and Maintenance
[vi]	Power	Generation and Sale of Energy
[vii]	Investments	Investments in Subsidiaries, Associates and Others
[viii]	Others	Includes Coal Extraction, Waste Treatment Plant ,Heavy Engineering Works, Hitech Castings, Man Power Supply etc.

The above business segments have been identified considering - [i] the nature of product and services, [ii] differing risks and returns [iii] the internal organisation and management structure and [iv] the internal financial reporting system.

Additional Information by Geographics	31st March, 2018	31st March, 2017
Revenue by Geographical market		
India	**5,81,902**	6,21,762
Outside India	**46,908**	53,926
Total	**6,28,810**	6,75,688
Non-Current Assets		
India	**8,71,260**	18,66,326
Outside India	**20,434**	25,011
Total	**8,91,694**	18,91,337

Non-Current Assets for this purpose consists of property, plant and equipment, Capital Work in Progress and intangible assets including under development.

Revenue from Major Customers

The Company is not reliant on revenue from transaction of the any single external customer and does not receive 10% or more of the revenue from transaction with any single external customers.

[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 Deferred Tax Asset. Segment Liabilities exclude Deferred Tax Liability and Loans.

Financial Instruments and Risk Management

NOTE No.”50”

Fair Value Measurement

₹ Lakhs

		As at 31st March 2018		As at 31st March 2017	
		FVTPL *	Amortised Cost	FVTPL *	Amortised Cost
(a)	**Financial instruments by category**				
	Financial Assets				
	Investments				
	- Equity Shares #	**204**	**-**	604	-
	- Preference Shares	**1,33,817**	**-**	1,30,239	-
	- Mutual Fund	**60**	**-**	4,454	-
	- Bonds	**-**	**1,000**	-	1,000
	Trade Receivables	**-**	**3,81,543**	-	4,30,522
	Loans	**-**	**6,429**	-	5,740
	Other Financial Assets	**-**	**1,60,525**	-	2,30,333
	Cash and Cash Equivalents	**-**	**27,123**	-	22,341
	Bank Balance Other than Cash and Cash Equivalents	**-**	**25,136**	-	7,236
	Total Financial Assets	**1,34,081**	**6,01,756**	1,35,297	6,97,172
	Financial Liabilities				
	Borrowings	**-**	**5,54,796**	-	18,26,385
	Trade Payables	**-**	**1,38,861**	-	2,16,733
	Other Financial Liabilities	**-**	**2,49,449**	-	13,54,637
	Total Financial Liabilities	**-**	**9,43,106**	-	33,97,755

* Fair value through Profit & Loss Account

\# Excludes financial assets measured at cost

Fair value hierarchy

The fair value hierarchy of assets and liabilities measured at fair value as at 31st March 2018 are as follows:

₹ Lakhs

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment at FVTPL				
- Equity investment-Quoted	-	-	-	-
- Equity investment-Unquoted	-	-	204	204
- Preference shares	-	-	1,33,817	1,33,817
- Mutual funds	60	-	-	60
Total Financial Assets	60	-	1,34,021	1,34,081

The fair value hierarchy of assets and liabilities measured at fair value as at 31st March 2017 are as follows:

₹ Lakhs

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment at FVTPL				
- Equity investment-Quoted	400	-	-	400
- Equity investment-Unquoted	-	-	204	204
- Preference shares	-	-	1,30,239	1,30,239
- Mutual funds	4,454	-	-	4,454
Total Financial Assets	4,854	-	1,30,443	1,35,297

Level 1:

This hierarchy includes financial instruments measured using quoted prices. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting date. The mutual funds are valued using the closing NAV declared by respective fund house.

Level 2:

Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3:

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

There were no significant changes in the classification and no significant movements between the fair value hierarchy classifications of assets and liabilities during FY 2017-18.

(b) Valuation technique used to determine fair value (Level I)

Specific valuation technique used to value financial instruments include:

- the use of quoted market price or NAV declared
- the fair value of the remaining financial instruments is determined using the discounted cash flow analysis.

(c) Fair value measurements using significant unobservable inputs (Level 3)

The following table presents the changes in level 3 items for the period ended 31st March 2018 and 31st March 2017

₹ Lakhs

	Unquoted Equity Share		Preference Shares	
	2017-18	2016-17	**2017-18**	2016-17
As at 1st April	204	204	1,30,239	1,34,068
Acquisitions	-	-	-	-
Gain / (Loss) recognised in profit or loss	-	-	3,578	(3,829)
As at 31st March	**204**	**204**	**1,33,817**	**1,30,239**

(d) Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of trade receivables, trade payables, capital creditors and cash and cash equivalents, bank balances are considered to be the same as their fair values.

The fair value of non current borrowings are based on discounted cash flows using a weighted average cost of capital. They are classified as level 3 fair value in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

NOTE No."51"

Financial Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

(a) Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers.

Credit Risk Management

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. Trade receivables, Unbilled Revenue and Work in Progress, Loans and Other receivables are typically unsecured. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of the adoption of Ind AS 109, the Company uses ECL model to assess the impairment loss or gain. The Company uses a provision matrix to compute the ECL allowance for trade receivables and unbilled revenues. The provision matrix takes into account available external and internal credit risk factors such as credit ratings from credit rating agencies and the Company's historical experience for customers.

Credit Risk Exposure

The allowance for life time ECL on trade receivables and other receivables for the year ended 31st March 2018 is ₹ 575 Lakhs and for the year ended 31st March 2017 is ₹ 1739 Lakhs.

₹ Lakhs

	Trade Receivables		Other Receivables		Total	
	2017-18	2016-17	**2017-18**	2016-17	**2017-18**	2016-17
As at 1st April	**10,402**	10,271	**8,227**	6,619	**18,629**	16,890
Impairment Loss Recognised / Reversed	**39**	131	**536**	1,608	**575**	1,739
As at 31st March	**10,441**	10,402	**8,763**	8,227	**19,204**	18,629

Credit risk on cash and cash equivalents and bank balances is limited as the Company generally invest in deposits with bank. Investments primarily include investments in liquid mutual fund units, quoted and unquoted equity shares, preference shares and quoted bonds.

[b] Liquidity Risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due.

[i] Liquidity Risk Management

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, debentures, bonds and finance lease. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated , over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable debt investments with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

[ii] Maturity of financial liabilities

The detail of contractual maturities of financial liabilities are as follows:

₹ Lakhs

Particulars	2017-18			2016-17		
	Less than one year	**More than one year**	**Total**	Less than one year	More than one year	Total
Borrowings						
Long term Borrowings						
- Secured	**22,898**	**4,70,158**	**4,93,056**	5,37,976	14,41,799	19,79,775
- Unsecured	**63,188**	**65,964**	**1,29,152**	1,94,315	83,818	2,78,133
Short term Borrowings						
- Secured	**18,674**	**-**	**18,674**	2,50,768	-	2,50,768
- Unsecured	**-**	**-**	**-**	50,000	-	50,000
Unpaid/Unclaimed Matured Public Deposit	**16**	**-**	**16**	1,06,909	-	1,06,909
Unpaid matured debentures	**-**	**-**	**-**	29,000	-	29,000
Trade payables	**1,27,028**	**11,833**	**1,38,861**	1,54,830	61,903	2,16,733
Other financing liabilities	**1,05,288**	**58,059**	**1,63,347**	4,18,317	68,120	4,86,437
Total financial liabilities	**3,37,092**	**6,06,014**	**9,43,106**	17,42,115	**16,55,640**	33,97,755

₹ in Lakhs

Maturity profile of borrowings as on 31st March, 2018 based on contractual undiscounted payments

Particulars	On Demand	Unpaid and Due	Within 1 years	Within 1 - 5 years	> 5 years	Total
Long Term borrowings	**-**	1,250	**21,655**	1,21,785	**2,52,849**	3,97,539
Working Capital & Short term borrowings	**10,314**	3751	**4,609**	-	**-**	18,674
ECBs & FCCBs	**-**	2,233	**13,676**	44,963	**-**	60,872
Finance Lease Obligation	**-**	1,161	**2,439**	9,756	**1,85,529**	1,98,885
Deferred Payment of Land	-	32,832	13,274	956	-	47,062
TOTAL	**10,314**	**41,227**	**55,653**	**1,77,460**	**4,38,378**	**7,23,032**

[c] Market Risk

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

[i] Foreign Currency Risk

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The company is exposed to foreign exchange risk arising from foreign currency borrowings [ECB]. Foreign currency risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (INR). The risk is managed through a forecast of highly probable foreign currency cash flows.

Foreign Currency Risk Management

The Company's risk management committee is responsible to frame, implement and monitor the risk management plant of the Company. The committee carry out risk assessment with regard to foreign exchange variances and suggests risk minimization procedures and implement the same.

Foreign Currency Risk Exposure

		₹ Lakhs
The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR are as follows	**31st March 2018**	31st March 2017
Financial Liabilities		
Foreign Currency Convertible Bonds [USD] - Unsecured	**25,363**	70,361
ECB - Unsecured	**38,135**	12,407
Loans from Banks - Secured	**930**	2,661
Loans from Banks - Unsecured	**-**	10,660
Working Capital Loans from Banks - Secured	**-**	2,475
Interest Payable	**7,278**	14,191
Net exposure to financial liabilities	**71,706**	1,12,755

* Including Prepaid Financing Charges as on 31st March, 2018

Sensitivity Analysis

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	Impact on Profit / (Loss)		Impact on Capitalisation	
	As at 31st March 2018	As at 31st March 2017	**As at 31st March 2018**	As at 31st March 2017
USD sensitivity				
INR/USD - increase by 1% (31st March 2017 1%)	**(717)**	(52)	**-**	(969)
INR/USD - decrease by 1% (31st March 2017 1%)	**717**	52	**-**	969
EURO sensitivity				
INR/EURO - increase by 1% (31st March 2017 1%)	**-**	(107)	**-**	-
INR/EURO - decrease by 1% (31st March 2017 1%)	**-**	107	**-**	-

[ii] Interest Rate Risk

The Company's main interest rate risk arises from long term borrowings with variable rates, which expose the Company to cash flow interest rate risk. The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rate.

Interest Rate Risk Management

The Company's risk management committee ensures all the current and future material risk exposures are identified, assessed, quantified, appropriately mitigated, minimised, managed and critical risks when impact the achievement of the Company's objective or threatens its existence are periodically reviewed.

[iii] Price Risk

The price risk for the company is risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

Price Risk Management

To manage its price risk arising from investments, the Company diversifies its portfolios. Diversification of the portfolio is done in accordance with the limits set by the Company.

Price Risk Exposure

The Company's exposure to price risk arises from investments held by the Company and classified in the balance sheet as fair value through profit or loss.

NOTE No."52"

Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The objective of the company's capital management is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits other stakeholders and maintain an optimal capital structure to reduce the cost of capital. The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The company monitors capital structure using gearing ratio, which is net debt divided by total equity plus net debt. The company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

	As at 31st March 2018	As at 31st March 2017
Debt	**18,50,025**	27,72,912
Less: Cash and cash equivalents	**(27,123)**	(22,341)
Net debt [A]	**18,22,902**	27,50,571
Total Equity	**10,33,113**	7,55,899
Total equity plus net debt [B]	**28,56,015**	35,06,470
Gearing ratio [A] / [B]	**64%**	78%

NOTE No."53"

In accordance with the Indian Accounting Standard [IND AS 33] on "Earnings Per Share" computable of basic and diluted earring per share is as under:

			2017-2018 ₹ LAKHS	2016-2017 ₹ LAKHS
[a]	Net Profit/(Loss) from continuing operation for Basic Earnings Per Share as per Statement of Profit & Loss		**53,974**	(2,80,756)
	Add: Adjustment for the purpose of Diluted Earnings Per Share		**3,919**	6,656
	Net Profit/(Loss) from continuing operation for Diluted Earnings Per Share		**57,893**	(2,74,100)
[b]	Net Profit/(Loss) from discontinued operation for Basic Earnings Per Share as per Statement of Profit & Loss		**(18,803)**	(1,55,401)
	Add: Adjustment for the purpose of Diluted Earnings Per Share		**-**	-
	Net Profit/(Loss) from discontinued operation for Diluted Earnings Per Share		**(18,803)**	(1,55,401)
[c]	Net Profit/(Loss) from continuing & discontinued operation for Basic Earnings Per Share as per Statement of Profit & Loss		**35,171**	(4,36,157)
	Add: Adjustment for the purpose of Diluted Earnings Per Share		**3,919**	6,656
	Net Profit/(Loss) from continuing & discontinued operation for Diluted Earnings Per Share		**39,090**	(4,29,501)
[d]	Weighted average number of equity shares for Earnings Per Share computation:			
	[i]	Number of Equity Shares at the beginning of the year	**2,43,24,56,975**	2,43,24,56,975
	[ii]	Number of Shares allotted during the year	**-**	-
	[iii]	Weighted average shares allotted during the year	**-**	-
	[iv]	Weighted average of potential Equity Shares	**7,58,44,874**	7,93,02,813
	[v]	Weighted average for:		
		[a] Basic Earnings Per Share	**2,43,24,56,975**	2,43,24,56,975
		[b] Diluted Earnings Per Share	**2,50,83,01,849**	2,51,17,59,788
[e]	Earnings Per Share			
	[i]	For Continuing operation		
		Basic	**2.22**	(11.54)
		Diluted	**2.22**	(11.54)
	[ii]	For Discontinued operation		
		Basic	**(0.77)**	(6.39)
		Diluted	**(0.77)**	(6.39)
	[iii]	For Continuing & Discontinued operation		
		Basic	**1.45**	(17.93)
		Diluted	**1.45**	(17.93)
[f]	Face Value Per Share		**2.00**	2.00

NOTE No."54"

(a) Provident Fund - Defined Contribution Plan

Employer's Contribution to Provident and Pension Fund benefits ₹ 2131 Lakhs [31st March 2017 ₹ 2720 Lakhs] is recognised as an expense for the year

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

₹ LAKHS

Sl No.	Particulars	FY 2017-2018		FY 2016-2017	
		GRATUITY	**LEAVE ENCASHMENT**	GRATUITY	LEAVE ENCASHMENT
I	**Expenses recognised in the Statement of Profit & Loss/ capitalized for the year**				
	1 Current Service Cost	**501**	**299**	797	554
	2 Interest Cost	**732**	**331**	702	355
	3 Expected Return on Plan Assets	**(315)**	**-**	(393)	-
	4 Actuarial (Gains)/ Loss on arising from Change in Financial Assumption	**-**	**(66)**	-	178
	5 Actuarial (Gains)/ Loss on arising from Exprerience Adjustment	**-**	**330**	-	-
	6 Net Impact on Profit/(Loss) Before Tax	**918**	**894**	1,106	1,087
II	**Expenses recognised in the Statement of Other comprehensive income for the year ended 31st March**				
	1 Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	**-**	**-**	-	-
	2 Actuarial (Gain)/Loss on arising from Change in Financial Assumption	**(44)**	**-**	(8)	-
	3 Actuarial (Gain)/Loss on arising from Change in Experience Adjustment	**858**	**-**	514	-
	4 Actuarial (Gain)/Loss for the year on Asset	**186**	**-**	48	-
	5 Net Impact on other comprehensive income	**1,000**	**-**	554	-
III	**Net Asset / (Liability) recognised in the Balance Sheet**				
	1 Present Value of Defined Benefit Obligation	**7,474**	**2,766**	9,763	4,402
	2 Fair Value of Plan Assets	**667**	**-**	4,204	-
	3 Amount recognised in Balance Sheet [Surplus/(Deficit)]	**(6,807)**	**(2,766)**	(5,559)	(4,402)
	4 Net Asset / (Liability)	**(6,807)**	**(2,766)**	(5,559)	(4,402)
IV	**Change in Present Value of Obligation during the Year**				
	1 Present value of Defined Benefit Obligation at the beginning of the year	**9,763**	**4,402**	8,800	4,438
	2 Transfer on Demerger	**(3,088)**	**(1,913)**	-	-
	3 Current Service Cost	**501**	**299**	797	554
	4 Interest Cost	**732**	**331**	703	355
	5 Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	**-**	**-**	-	-
	6 Actuarial (Gain)/Loss on arising from Change in Financial Assumption	**(44)**	**(66)**	(8)	95
	7 Actuarial (Gain)/Loss on arising from Change in Experience Adjustment	**858**	**330**	515	82
	8 Benefit Payments	**(1,248)**	**(617)**	(1,044)	(1,122)
	9 Present Value of Defined Benefit Obligation at the end of the year	**7,474**	**2,766**	9,763	4,402

₹ LAKHS

Sl No.	Particulars	FY 2017-2018		FY 2016-2017	
		GRATUITY	**LEAVE ENCASHMENT**	GRATUITY	LEAVE ENCASHMENT
V	**Change in Fair Value of Assets during the Year**				
	1 Plan Assets at the beginning of the year	**4,204**	**-**	4,903	-
	2 Transfer on demerger during the year	**(2,768)**	**-**	-	-
	3 Expected return on Plan Assets	**315**	**-**	393	-
	4 Actuarial Gains/ (Losses)	**(186)**	**-**	(48)	-
	5 Contribution by Employer	**350**	**-**	-	-
	6 Actual Benefit Paid	**(1,248)**	**-**	(1,044)	-
	7 Actual Return on Plan Assets	**-**	**-**	-	-
	8 Plan Assets at the end of the year	**667**	**-**	4,204	-
VI	**Maturity Profile of Defined Benefit Obligation**				
	1 Within the next 12 months (next annual reporting period)	**875**	**226**	1,055	365
	2 Between 2 and 5 years	**1,967**	**498**	2,861	722
	3 Beyond 5 years	**4,632**	**2,041**	5,847	3,315
	Total	**7,474**	**2,765**	9,763	4,402
VII	**Sensitivity analysis of the defined benefit obligations**				
	Impact of the change in Discount Rate				
	1 Impact due to increase of 0.50%	**(211)**	**(99)**	(315)	(151)
	2 Impact due to decrease of 0.50%	**225**	**78**	338	139
	Impact of the change in Salary Increase				
	1 Impact due to increase of 0.50%	**230**	**79**	343	134
	2 Impact due to decrease of 0.50%	**(219)**	**(101)**	(324)	(155)
	3 Present Value of Obligation at the end of the year	**7,474**	**2,766**	9,763	4,402
VIII	**Investment Details**				
	Fund managed by Insurance Company in Gratuity Policy	**667**	**-**	4,204	-

Actuarial Assumptions

Economic Assumption

(i)	Discount Rate	7.60% [Previous Year 7.50%]
(ii)	Future Salary Increase	5.00% [Previous Year 5.00%]
(iii)	Expected rate of return on Plan Assets	8.10% [Previous Year 8.10%]

Demographic Assumption

(i)	Mortality	100% of IALM [2006-08]
(ii)	Turnover Rate	Upto 30 years - 2%, 30-44 years - 5%, Above 44 years - 3%

NOTE No."55"

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

NOTE No."56"

113905440 Equity Shares of ₹ 10/- each of Bhilai Jaypee Cement Limited held by the Company are pledged as collateral security. These shares have since been invoked by the Lender. The Company continues to be beneficiary owner of the shares as at 31st March, 2018 and the sale proceeds of these shares to be transferred to the Lender for settlement of outstanding dues. Hence, the same has been included as part of Investments of the Company in the financial statements.

NOTE No."57"

Jaiprakash Associates Limited (JAL) had awarded orders on Tecpro systems Limited (TSL) for various projects (Cement plant and Captive Power Plants) for supply, erection (only Churk Power Plant), Supervision of erection & commissioning, performance and testing of the Coal Handling Plants at Sidhi, chunar, Rewa, Churk, JP Super. However, TSL did not complete the entire work as per the terms & conditions of the contracts, and there were delays in design and engineering, Supply of Plant and Equipments for all these plants.

Due to these delays, an amount of ₹ 12,03,33,844/- is recoverable from TSL on account of liquidated damages and other miscellaneous recoveries. The total credit available in respective of books is ₹ 931 Lakhs and therefore a net amount of ₹272 Lakhs is recoverable from TSL.

NOTE No."58"

The Scheme of demerger of the SDZ -RE Undertaking comprising identified moveable and immovable assets and liabilities of the Company to be transferred to and vested in the wholly owned subsidiary of the Company, namely Jaypee Infrastructure Development Limited as a going concern, on a slump exchange basis, is pending sanction by National Company Law Tribunal [NCLT], Allahabad. Since the appointed date is 1st July, 2017, post sanction of the Scheme by Hon'ble NCLT, Allahabad, the figures of the current financial year will be reinstated.

NOTE No."59"

The Results exclude the financial results for the identified Cement Plants transferred to M/s UltraTech Cement Limited by the Company on 29th June, 2017 and hence figures for the year ended 31st March, 2018 are not comparable with the previous corresponding period.

NOTE No."60"

The previous year figures have been regrouped/recast/rearranged wherever considered necessary to conform to the current year's classification.

NOTE No."61"

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

As per our report of even date attached

For and on behalf of the Board

For RAJENDRA K. GOEL & Co.
Chartered Accountants
Firm Registration No.001457N

SUNIL KUMAR SHARMA
Executive Vice Chairman
DIN - 00008125

MANOJ GAUR
Executive Chairman & C.E.O.
DIN - 00008480

R. K. GOEL
Partner
M. No. 006154

M.M. SIBBAL
Jt. President &
Company Secretary
FCS - 3538

ASHOK JAIN
Sr. President [Finance]

RAM BAHADUR SINGH
Chief Financial Officer
[Cement]

S. K. THAKRAL
Chief Financial Officer

Place : New Delhi
Dated : 19th May, 2018

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF JAIPRAKASH ASSOCIATES LIMITED

Report on the Consolidated Indian Accounting Standards (Ind AS) Financial Statements

We have audited the accompanying Consolidated Ind AS Financial Statements of **JAIPRAKASH ASSOCIATES LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") and its associates comprising of the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement for the year then ended, the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Ind AS Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the Consolidated financial position, Consolidated financial performance (including other comprehensive income), Consolidated cash flows, and Consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act, read with the Companies (India Accounting Standard) Rules 2015, as amended.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its associates, and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Ind AS Financial Statements by the directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated Ind AS Financial Statements based on our audit. While conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with standards on auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Consolidated Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Ind AS Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the Consolidated Ind AS Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the Consolidated Ind AS Financial Statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS Financial Statements.

Basis of Qualified opinion

Attention is drawn to:

1) Note No. 38 of the Consolidated Financial Statements regarding the insolvency petition filed by IDBI with the Hon'ble National Company Law Tribunal ('the NCLT'), Allahabad against the Jaypee Infratech Limited ('JIL') "Subsidiary" of the company. The petition has been admitted and Interim Resolution Professional ('IRP') personal has been appointed by the NCLT. The Hon'ble Supreme Court of India also admitted the Petition/Intervention filed by certain home buyers of Jaypee Infratech Limited and directed the Holding company to deposit ₹ 2000 Crores with its Registry. The said order was modified by the Hon'ble Supreme Court of India and accordingly company has deposited ₹ 550 crores upto 31 March 2018.

   We also draw attention to emphasis by the Independent Auditor of Jaypee Infratech Limited that:

   As the Company is under Corporate Insolvency Resolution Process (CIRP), the financial statements have been presented on a going concern basis. As per the CIRP, Resolution Plan submitted by prospective Resolution Applicant has not been approved by COC within the mandatory 270 days period. Until further direction by the Hon'ble Supreme Court, the Financial Statements have been prepared on a going concern basis. The Interest on the debt for the period 09.08.2017 to 31.03.2018 provided in the books of accounts and charged to statement of profit & loss, is subject to the outcome of CIRP.

In view of the pendency /ongoing CIRP/legal proceedings before the NCLT Allahabad and the Hon'ble Supreme Court of India, the impact on the Net Worth of JIL, included in the Consolidated Financial Statements is currently not ascertainable.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effect/possible effects of the matter described in the Basis for Qualified Opinion paragraph, and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and associates, the aforesaid Consolidated Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the group, and its associates as at March 31, 2018, and their Consolidated Loss (including other comprehensive income), their Consolidated cash flows and their Consolidated statement of changes in equity for the year ended on that date.

Emphasis of matter:

We draw attention to the following matters:

1) As Stated in Note No. 32 [d] of the Consolidated Financial Statements,

   [i] The Competition Commission of India vide its Order dated 31st August, 2016 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 during F.Y. 2009-10 & 2010-11 and imposed a penalty of ₹1,323.60 Crores on the Company. The Company has filed an appeal against the said Order before the Competition Appellate Tribunal wherein the Tribunal vide its order dated 15th November, 2016 read with order dated 7th December, 2016 granted stay in depositing the penalty imposed subject to the condition that the company shall deposit 10% of the penalty calculated on the profit earned by the cement business i.e. ₹23.77 Crores, which was duly deposited. Thereafter, the matter was heard on various dates by the Hon'ble National Company Law Tribunal (to whom the power in such matters has been transferred) and the Order has been reserved.

   [ii] The Competition Commission of India vide its other order dated 19th January, 2017 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 in the state of Haryana during F.Y. 2012-13 to F.Y. 2014-15 and imposed a penalty of ₹38.02 Crores on the Company. The Company had filed appeal against the Order. The Competition Appellate Tribunal stayed the operation of impugned order and further proceedings will commence after the Order in the matter referred in SL. No. d [i] above, is passed.

2) As stated in Note No. 35 [i] of the Consolidated Financial Statements, State Bank of India has invoked the pledge of 10,00,00,000 Equity Shares of Jaypee Infratech Limited (JIL) held by the company and had sold 3,18,96,744 Equity Shares in the open market during the quarter ended March 31, 2018. The impact of the above said sale of shares has been taken in the Consolidated Financial Statements. Balance shares aggregating to 6,81,03,256 are held with trusteeship as at 31.03.2018.

3) As Stated in Note No. 36 of the Consolidated Financial Statements, Non-Current Trade receivables include ₹ 2645.45 Crore, outstanding as at 31 March 2018 (₹ 2983.52 Crore, outstanding as at 31st March 2017) which represents various claims raised on the Clients based on the terms and conditions implicit in the Engineering & Construction Contracts in respect of closed/suspended/under construction projects. These claims are mainly in respect of cost over run arising due to suspension of works, client caused delays, changes in the scope of work, deviation in design and other factors for which company is at various stages of negotiation/ discussion with the clients or under Arbitration/ litigation. On the basis of the contractual tenability, progress of negotiations/ discussions/ arbitration/ litigations, the management considers these receivables are fully recoverable.

4) As stated in Note No. 37 of the Consolidated Financial Statements, the company has made an investment of ₹ 340 Crores (34 crores Equity Shares of ₹ 10/- each, fully paid up) in Prayagraj Power Generation Company limited ('PPGCL'), an associate company. Lenders of PPGCL has invoked the entire pledged share of PPGCL held by Jaiprakash Power Venture Limited ('JPVL') [Holding Company of PPGCL] on 18th December 2017 due to default in payment of interest to Banks/Financial Intuitions. Keeping in the view of above facts, the impact on the carrying amount of Equity Shares of PPGCL held by the company is currently unascertainable.

5) As Stated in Note No. 39 of the Consolidated Financial Statements, the Company has received Termination Notice for the Mandla North Coal Mine allotted by Nominated Authority, Ministry of Coal on account of not meeting eligibility criteria mentioned in the Coal Mines Development and Production Agreement along with instructions for invocation of the Bank Guarantee submitted by JAL in the form of Performance Security. The Hon'ble High Court has granted a stay against the Termination Notice and invocation of Performance Guarantee. Since, the matter is now being sub-judice in High Court, the recoverability of the amount invested aggregating to ₹ 293 Crores as on 31.03.2018 in the development of the Coal Block and impact of the invocation of the Performance Guarantee is uncertain, no provision has been considered necessary to be made in the Financial Statements.

6) As Stated in Note No. 40 of the Consolidated Financial Statements, the Confirmations/ Reconciliation of balances of certain secured & unsecured loans, balances with banks, trade receivables, trade and

other payables (including capital creditors) (including receivable/ payables from/ to related parties) and loans and advances are pending. The management is confident that on confirmation / reconciliation there will not be any material impact on the Consolidated Financial Statements.

7) As stated in Note No. 42 of the Consolidated Financial Statements, there are certain Entry tax matters under Appeals pertaining to Holding Company aggregating to ₹ 510.59 Crores (excluding interest, currently unascertainable) pertaining to the State of Uttar Pradesh, Madhya Pradesh and Himachal Pradesh. The Company has challenged these on account of Constitutional Validity etc. in Hon'ble High Courts/ Supreme Court. No provision has been made of the above in the Consolidated Financial Statements and management is of the opinion that the Company will succeed in the appeal. The Holding Company has already deposited ₹299.93 Crores and also furnished Bank Guarantees of ₹ 202.66 Crores against the above.

8) [i] As stated in Note no. 43 of the Consolidated Financial Statements, the Lenders of the Holding Company & JCCL in their Joint Lenders forum ('JLF') meeting held on 22nd June, 2017 have approved restructuring/ realignment/ reorganization of debt of the Holding Company & its wholly owned subsidiary, JCCL. The Holding Company & JCCL has reworked the finance cost pertaining to Financial Year 2016-17 in accordance with the Lenders approved debt restructuring /realignment/ reorganization scheme.

[ii] For the FY 17-18, the Holding Company has provided interest expenses on the debt portion that will remain with the company in accordance with the restructuring Scheme approved and Master Re-structuring Agreement (MRA) signed with the Lenders. Interest aggregating to ₹ 796.39 Crores on debt portion of ₹11,091.27 Crores which will be transferred to Real Estate SPV namely 'Jaypee Infrastructure Development Limited (JIDL) on order of Hon'ble National Company Law Tribunal (NCLT), Allahabad with appointed date of 1st July, 2017 has been added to the carrying cost of the Inventory/ Projects under Development in respect of SDZ Real Estate Undertaking [SDZ-RE], since the same has to be serviced from the assets/development of Assets of SDZ-RE and as such no further impact in this respect on the financial results is envisaged.

[iii] As a part of restructuring / reorganization / realignment of the debt of the Holding Company, the Scheme of Demerger of the Undertaking (SDZ -RE) comprising identified moveable and immoveable assets and liabilities to be transferred to and vested in the wholly owned subsidiary of the Company, namely, Jaypee Infrastructure Development Limited (JIDL) as a going concern, on a slump exchange basis is pending for sanction with NCLT Allahabad.

The Independent Auditors of certain subsidiaries in their audit report on the Financial Statements for the year ended on 31 March, 2018 have drawn emphasis of matter paragraphs incorporated by us as under:

1) The Financial Statements of Sonebhadra Minerals Private Limited, Jaiprakash Agri Initiatives Company Limited, Jaypee Assam Cement Limited, Jaypee Cement Hockey (India) Limited, Jaypee Infrastructure Development Limited, Jaypee Ganga Infrastructure Corporation Limited, Yamuna Expressway Tolling Limited, subsidiaries of the Companies, indicates that these companies have accumulated losses which are more than fifty percent of Net worth and the net worth has been fully eroded, these company has incurred cash loss during the current year and previous year(s) and these companies current liabilities have exceeded the respective current assets of the companies at the balance sheet date. These conditions, along with other matters indicate the existence of a material uncertainty that may cast significant doubt about these companies ability to continue as a going concern. However, the Financial Statements of these companies have been prepared on a going concern.

2) The Board of Directors of Gujarat Jaypee Cement & Infrastructure Limited, a subsidiary of the Company, have decided to terminate the Share Holder Agreement between the joint venturers, Jaiprakash Associates and Gujarat Mineral Development Corporation and initiate winding up of the Company once approval for termination from the board of GMDC is received. Since the purpose for which the company was formed is not to be pursued any more, the going concern assumption is vitiated and accordingly, the assets and liabilities have been stated at their net realizable value. However, as per the management, it is not possible to ascertain the net realizable value of the freehold land held by the Company and as such the same has been stated at the historical cost.

3) In case of Jaypee Cement Corporation Limited, a subsidiary of the Company, Confirmations/ Reconciliation of balances of certain secured loans, balances with banks, trade receivables, trade and other payables (including capital creditors) and loans and advances are pending. The management is confident that on confirmation / reconciliation there will not be any material impact on the Financial Statements.

4) Himalyaputra Aviation Limited, a subsidiary of the Company, is yet to appoint Chief Financial Officer as key Managerial personnel as per the requirement of section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

5) Jaypee Uttar Bharat Vikas Private Limited, a subsidiary of the Company, is yet to appoint Company Secretary as key Managerial personnel as per the requirement of section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

6) Jaypee Fertilizers & Industries Limited, a subsidiary of the Company, is yet to appoint Company Secretary and Chief Financial Officer as key Managerial personnel as per the requirement of section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

7) Jaiprakash Agri Initiatives Company Limited, a subsidiary of the Company, is yet to appoint key Managerial personnel as per the requirement of section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

8) Jaypee Ganga Infrastructure Corporation Limited, a subsidiary of the Company, is yet to appoint key Managerial personnel other than Company Secretary as per the requirement of section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

9) In the case of Bhilai Jaypee Cement Limited, a subsidiary of the company, no provision against Entry Tax amounting to ₹ 36.99 crores (including interest) has been made as the impact of the same is unascertainable. The concerned authority has not issued the exemption certificate from payment of Entry Tax till date for which the subsidiary has made the representations before the concerned authority and the management is confident for favorable outcome. Subsidiary has deposited the ₹5,85 crores is under protest. Also in the opinion of the auditor, deferred tax assets aggregating to Rs.16,116.07 lakhs by the company in the financials may not be available. Also in the opinion of the auditor, the subsidiary has not considered the claim of a supplier of raw material of Rs.26.86 crores for compensation for short lifting of annual Agreed Quantity of Granulated Slag. The subsidiary has also made a counter claim against the party for not complying with the terms of the contract like non furnishing the bank guarantee etc. As such the auditor is unable to comment to the extent to which this liability will be settled.

Our opinion is not modified in respect of above stated matters.

Other Matters

1. We did not audit the separate Financial Statements of twenty one subsidiaries whose Financial Statements reflect total assets of ₹ 2,744,792.44 Lacs. Net Assets of ₹ 608,221.06 Lacs and Net cash flows of ₹ 323.96 Lacs as at 31 March 2018, Total Revenue (including other income) of ₹ 323,192.16 Lacs, Total Profit/(Loss) after tax of ₹ (212,665.75) Lacs. And Other Comprehensive Income of ₹216.87 Lacs for the year ended on that date, as considered in the consolidated financial results. These Financial Statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the Consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in terms of sub-section (3) of section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associates, are based solely on the reports of such auditors.

2. The comparative financial information of the group including its associates for the year ended March 31, 2017 prepared in accordance with Indian Accounting Standards, included in these Consolidated Financial Statements, have been audited by the predecessor auditors. The report of the predecessor auditors on the comparative financial information dated May 29, 2017 expressed an unmodified opinion. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditors on separate Financial Statements and the other financial information of subsidiaries and associates, as referred in the 'Other Matters' paragraph, we report, to the extent applicable, that:

(a) We have sought and except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind AS Financial Statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements.

(d) Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015, as amended;

(e) The matter described in the 'Basis of Qualified Opinion' and 'Emphasis of Matter' paragraphs above, in our opinion may have an adverse effect on the functioning of the Company;

(f) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary company, and its associates, none of the directors of the Group's companies, and its associates is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.

(g) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, its subsidiaries and its associates and the operating effectiveness of such controls, refer to our separate Report in Annexure. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate Financial Statements as also the other financial information of the subsidiaries and associates, as noted in the 'Other Matters' paragraph:

i. except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, the Consolidated Ind AS Financial Statements disclose the impact of pending litigations on the Consolidated financial position of the group including its subsidiaries and its associates.

ii. except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, the Group does not have any material foreseeable losses in respect of any long-term contracts including derivative contracts.

iii. There are no amounts that were due for being transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and its associates during the year ended March 31, 2018

For Rajendra K. Goel & Co.
Chartered Accountants
Firm Registration Number: 001457N

R. K. Goel
Partner
Membership No. 006154

Place : New Delhi
Date : May 19, 2018

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS OF JAIPRAKASH ASSOCIATES LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of Consolidated Ind AS Financial Statements of the Company as of and for the year ended 31 March 2018, we have audited the internal financial controls over financial reporting of JAIPRAKASH ASSOCIATES LIMITED ("the Holding Company") and its subsidiaries and its associates, for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company, its subsidiaries and its associates are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company its subsidiaries, and its associates, which are companies incorporated in India, internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by Institute of Chartered Accountants of India. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

(1) pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the Inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in Other Matters paragraph, the Holding Company, its subsidiaries, and its associates, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountant of India.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Holding Company, in so far as it relates to separate Financial Statements of 21 subsidiaries and 5 associates, is based on the corresponding reports of the auditors of such subsidiaries and associates.

For Rajendra K. Goel & Co.
Chartered Accountants
Firm Registration Number: 001457N

R. K. Goel
Partner
Membership No. 006154

Place : New Delhi
Date : May 19, 2018

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2018

₹ Lakhs

	CONSOL NOTE NO.	As at 31st March, 2018	As at 31st March 2017
ASSETS			
[A] NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	2	**946,698**	928,076
(b) Capital Work-in-Progress		**146,337**	236,744
(c) Goodwill	2	**4**	4,632
(d) Intangible Assets	2	**968,429**	926,189
(e) Intangible Assets under Development		**-**	49,814
(f) Financial Assets			
(i) Investments	3	**131,715**	208,246
(ii) Trade Receivables	4	**265,542**	299,105
(iii) Other Financial Assets	5	**3,774**	5,021
(g) Deferred Tax Assets [Net]	6	**25,378**	26,680
(h) Other Non-Current Assets	7	**209,353**	191,667
TOTAL NON-CURRENT ASSETS		**2,697,230**	2,876,174
[B] CURRENT ASSETS			
(a) Inventories	8	**1,371,449**	1,229,997
(b) Financial Assets			
(i) Investments	3	**60**	4,454
(ii) Trade Receivables	4	**193,647**	186,303
(iii) Cash and Cash Equivalents	9	**34,979**	30,420
(iv) Bank Balances other than Cash and Cash Equivalents	10	**30,043**	12,305
(v) Other-Financial Assets	5	**88,544**	107,602
(c) Other Current Assets	7	**366,813**	259,251
TOTAL CURRENT ASSETS		**2,085,535**	1,830,332
[C] NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE	18	**179,820**	1,428,855
TOTAL ASSETS		**4,962,585**	6,135,361
EQUITY AND LIABILITIES			
[A] EQUITY			
(a) Equity Share Capital	11	**48,649**	48,649
(b) Other Equity	12	**419,225**	332,382
(c) Non- Controlling Interest		**97,332**	146,463
TOTAL EQUITY		**565,206**	527,494
[B] LIABILITIES			
NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	13	**2,570,589**	2,657,791
(ii) Trade Payables	14	**11,834**	13,434
(iii) Other Financial Liabilities	15	**192,190**	27,160
(b) Provisions	16	**10,638**	9,122
(c) Other Non-Current Liabilities	17	**23,920**	30,041
TOTAL NON-CURRENT LIABILITIES		**2,809,171**	2,737,548
CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	13	**69,517**	350,444
(ii) Trade Payables	14	**229,956**	224,796
(iii) Other Financial Liabilities	15	**560,422**	1,561,152
(b) Other Current Liabilities	17	**608,350**	499,274
(c) Provisions	16	**442**	413
		1,468,687	2,636,079
[C] LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS IN DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE	18	**119,521**	234,240
TOTAL EQUITY AND LIABILITIES		**4,962,585**	6,135,361
Significant Accounting Policies & accompanying notes to the Financial Statements	1 to 54		

As per our report of even date attached

For and on behalf of the Board

For RAJENDRA K. GOEL & Co.
Chartered Accountants
Firm Registration No.001457N

SUNIL KUMAR SHARMA
Executive Vice Chairman
DIN - 00008125

MANOJ GAUR
Executive Chairman & C.E.O.
DIN - 00008480

R. K. GOEL
Partner
M.No.006154
Place : New Delhi
Dated : 19th May, 2018

M. M. SIBBAL
Jt. President &
Company Secretary
FCS - 3538

ASHOK JAIN
Sr. President [Finance]

RAM BAHADUR SINGH
Chief Financial Officer
[Cement]

S. K. THAKRAL
Chief Financial Officer

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

₹ Lakhs

	NOTE No.	2017-18	2016-17
INCOME			
Revenue From Operations	19	**776,133**	1,425,956
Other Income	20	**14,559**	14,432
TOTAL INCOME		**790,692**	1,440,388
EXPENSES			
Cost of Materials Consumed	21	**305,782**	519,972
Purchase of Stock-in-trade	22	**17,493**	11,344
Changes in Inventories of Finished Goods & Work-in-Progress	23	**(8,502)**	15,821
Manufacturing, Construction, Real Estate, Hotel/Hospitality/ Event & Power Expenses	24	**264,810**	384,420
Excise Duty on Sale of Goods		**11,681**	50,053
Employee Benefits Expense	25	**65,688**	90,759
Finance Costs	26	**244,049**	740,654
Depreciation and Amortisation Expense		**78,207**	188,830
Other Expenses	27	**115,924**	189,817
TOTAL EXPENSES		**1,095,132**	2,191,670
Profit/(Loss) before Exceptional Items & Tax		**(304,440)**	(751,282)
Exceptional Items - Gain/(Loss)	28	**111,635**	(308,999)
Profit/(Loss) before Share of Profit/ (Loss) of Associate and Tax		**(192,805)**	(1,060,281)
Share of Profit/ (Loss) of Associate		**(66,936)**	13
Profit/(Loss) before Tax		**(259,741)**	(1,060,268)
Tax Expense			
Current Tax		**197**	1,049
Deferred Tax		**(276)**	(120,058)
		(79)	(119,009)
Profit/(Loss) for the year after Tax		**(259,662)**	(941,259)
Profit/(Loss) from continuing operations [before Tax]		**(235,157)**	**(868,274)**
Tax expenses of continuing operations		**1,511**	**(117,085)**
Profit/(Loss) from continuing operations after Tax		**(236,668)**	**(751,189)**
Profit/(Loss) from discontinued operations [before Tax]		**(24,584)**	**(191,994)**
Tax expenses of discontinued operations		**(1,590)**	**(1,924)**
Profit/(Loss) from discontinued operations after Tax		**(22,994)**	**(190,070)**
Profit/(Loss) for the year after Tax		**(259,662)**	**(941,259)**
Non Controlling Interest		**(65,932)**	**(70,651)**
Profit/(Loss) After Tax and Non Controlling Interest		**(193,730)**	**(870,608)**
Other Comprehensive Income			
(i) Items that will not be reclassified to Profit or Loss			
(a) Remeasurement gain / (loss) on defined benefit plans		**(1,217)**	**(35)**
(b) Income tax relating to Items that will not be reclassified to Profit /(Loss)		**14**	**13**
(ii) (a) Items that will be reclassified to Profit /(Loss)		**-**	**-**
(b) Income tax relating to Items that will be reclassified to Profit /(Loss)		**-**	**-**
		(1,203)	**(22)**
Non Controlling Interest (Other Comprehensive Income)		**8**	**16**
Other Comprehensive Income After Non Controlling Interest		**(1,211)**	**(38)**
Total Comprehensive Income for the year		**(260,865)**	**(941,281)**
Total Non Controlling Interest		**(65,924)**	**(70,635)**
Total Comprehensive Income for the year after Non Controlling Interest		**(194,941)**	**(870,646)**
Earnings Per Equity Share [EPS] [Face Value of ₹ 2/- per share] for continuing operations			
Basic		**(7.06)**	**(28.05)**
Diluted		**(7.06)**	**(28.05)**
Earnings Per Equity Share [EPS] [Face Value of ₹ 2/- per share] for discontinued operations			
Basic		**(0.90)**	**(7.74)**
Diluted		**(0.90)**	**(7.74)**
Earnings Per Equity Share [EPS] [Face Value of ₹ 2/- per share] for continuing & discontinued operations			
Basic		**(7.96)**	**(35.79)**
Diluted		**(7.96)**	**(35.79)**
Significant Accounting Policies & accompanying Notes to the Financial Statements	1 to 54		

As per our report of even date attached

For RAJENDRA K. GOEL & Co.
Chartered Accountants
Firm Registration No.001457N

For and on behalf of the Board

SUNIL KUMAR SHARMA
Executive Vice Chairman
DIN - 00008125

MANOJ GAUR
Executive Chairman & C.E.O.
DIN - 00008480

R. K. GOEL
Partner
M.No.006154
Place : New Delhi
Dated : 19th May, 2018

M. M. SIBBAL
Jt. President &
Company Secretary
FCS - 3538

ASHOK JAIN
Sr. President [Finance]

RAM BAHADUR SINGH
Chief Financial Officer
[Cement]

S. K. THAKRAL
Chief Financial Officer

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

₹ Lakhs

			2017-18	2016-2017
(A)	CASH FLOW FROM OPERATING ACTIVITIES:			
	Net Profit/(Loss) before Tax as per Statement of Profit & Loss		(192,805)	(1,060,281)
	Adjusted for :			
	(a) Depreciation, Amortisation & Impairment		84,207	188,830
	(b) (Profit)/ Loss on sale/disposal/ discard/ write off of Assets [Net]		3,048	(616)
	(c) Finance Costs		244,049	740,654
	(d) Provision for Diminution in value of Non-Current Investments/Advances		(218)	1,533
	(e) Interest Income		(8,089)	(8,213)
	(f) Dividend Income		(6)	(7)
	(g) Profit on Sale of Non-Current Investments		(2,445)	(296)
	(h) Fair Value Gain on Financial Instruments		(3)	(118)
	(i) Profit on Sale/Redemption of Exchange Traded Funds/Mutual Funds		(200)	(181)
	(j) Interest Reversed/other adjustments on restructuring of Debt		(127,497)	-
	(k) Disposal of Subsidiary		-	241,938
	(l) Expenditure on Ganga Expressway written off		-	54,110
	Operating Profit/(Loss) before Working Capital Changes		41	157,353
	Adjusted for :			
	(a) (Increase)/Decrease in Inventories		(33,760)	60,034
	(b) (Increase)/Decrease in Trade Receivables		28,009	160,648
	(c) (Increase)/Decrease in Other Receivables		(95,187)	124,664
	(d) Increase/(Decrease) in Trade Payables & Other Payables		12,621	71,836
	Cash Generated from Operations		(88,276)	574,535
	Tax Refund/ (Paid) [Net]		2,748	4,780
	CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES	**"A"**	**(85,528)**	579,315
(B)	CASH FLOW FROM INVESTING ACTIVITIES:			
	(a) Purchase of Property, Plant & Equipment and Capital Work-in-Progress		1,062	(139,641)
	(b) Proceeds from Sale/Transfer of Property, Plant & Equipment (incl. sale of undertakings)		1,505,332	2,659
	(c) Purchase of Other Investments		-	(2,359)
	(d) Changes in Fixed Deposits & Other Bank Balances		(17,392)	48
	(e) Proceeds from Sale/Transfer of Investments/ Other Investments		15,429	1,962
	(f) Interest Income		7,761	8,114
	(g) Dividend Income from Others		6	7
	NET CASH GENERATED / (USED IN) INVESTING ACTIVITIES	**"B"**	**1,512,198**	(129,210)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

₹ Lakhs

			2017-18	2016-2017
(C)	**CASH FLOW FROM FINANCING ACTIVITIES:**			
	(a) Repayment of Borrowings (Net of Proceeds)		**(1,261,336)**	(187,095)
	(b) Finance Costs		**(160,636)**	(417,100)
	(c) Inflow from Companies extinguished to be subsidiary		**-**	148,759
	NET CASH GENERATED FROM/ (USED IN) FINANCING ACTIVITIES	**"C"**	**(1,421,972)**	(455,436)
	NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS	**"A+B+C"**	**4,698**	(5,331)
	OPENING BALANCE OF CASH AND CASH EQUIVALENTS [REFER NOTE No."9"]		**30,839**	49,562
	ADJUSTMENT OF OPENING CASH AND CASH EQUIVALENTS PERTAINING TO DISPOSAL OF SUBSIDIARY		**-**	13,392
	CLOSING BALANCE OF CASH AND CASH EQUIVALENTS [REFER NOTE No."9"]		**35,537**	30,839

Note :
Direct Tax Refund / Paid [Net] are treated as arising from operating Activities and are not bifurcated between investing and financing activities.
Net inflow / outflow (other than purchase of property, plant and equipment and Profit & Loss) from Companies which ceased to be Subsidiary are not bifurcated under operating and investing activities.

As per our report of even date attached

For RAJENDRA K. GOEL & Co.

Chartered Accountants
Firm Registration No.001457N

[R. K. GOEL]
Partner
M.No.006154

Place : New Delhi

Dated : 19th May, 2018

M.M. SIBBAL
Jt. President &
Company Secretary
FCS - 3538

ASHOK JAIN
Sr. President [Finance]

For and on behalf of the Board

SUNIL KUMAR SHARMA
Executive Vice Chairman
DIN - 00008125

MANOJ GAUR
Executive Chairman & C.E.O.
DIN - 00008480

RAM BAHADUR SINGH
Chief Financial Officer
[Cement]

S. K. THAKRAL
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

A. EQUITY SHARE CAPITAL

₹ LAKHS

As at 1st April, 2016	Changes in Equity Share Capital	As at 31st March, 2017	Changes in Equity Share Capital	As at 31st March, 2018
48,649	-	48,649	-	48,649

B. OTHER EQUITY

	Equity Component of compound financial instruments	Reserve and Surplus									Other items of Other Comprehensive Income	Total
		Capital Reserve	General Reserve	Securities Premium Reserve	Capital Redemption Reserve	Share Forfeited Account	Debenture Redemption Reserve	Special Reserve u/s 80IA (6)	Special Reserve Utilization	Retained Earnings		
Balance as at 1st April 2016	13,221	687,708	191,242	574,054	113	1	118,231	18,831	200,636	(600,492)	(515)	1,203,030
Debenture Redemption Reserve written back	-	-	-	-	-	-	(7,399)	-	-	7,399	-	-
Other Changes	-	-	-	-	-	-	-	-	-	(2)	-	(2)
Total comprehensive income for the year	-	-	-	-	-	-	-	-	-	(870,608)	(38)	(870,646)
Balance as at 31st March 2017	**13,221**	**687,708**	**191,242**	**574,054**	**113**	**1**	**110,832**	**18,831**	**200,636**	**(1,463,703)**	**(553)**	**332,382**
Debenture Redemption Reserve written back	-	-	-	-	-	-	(66,133)	-	-	66,133	-	-
Add: Premium on issue of shares	-	-	-	2,224	-	-	-	-	-	-	-	2,224
Adjustment for Change in Non-Controlling Interest	-	-	(1,357)	1,511	-	-	(193)	(1,511)	(16,098)	5,522	89	(12,037)
Any Other Changes	(10,735)	(23,127)	312,238	-	-	-	-	-	-	13,221	-	291,597
Total comprehensive income for the year	-	-	-	-	-	-	-	-	-	(193,730)	(1,211)	(194,941)
Balance as at 31st March 2018	2,486	664,581	502,123	577,789	113	1	44,506	17,320	184,538	(1,572,557)	(1,675)	419,225

Refer Note No.12.2 for nature and purpose of reserves

Significant Accounting Policies &
accompanying Notes to the Financial Statements 1 to 54

As per our report of even date attached

For RAJENDRA K. GOEL & Co.
Chartered Accountants
Firm Registration No.001457N

[R. K. GOEL]
Partner
M.No.006154
Place : New Delhi
Dated : 19th May, 2018

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Chief Financial Officer
[Cement]

S. K. THAKRAL
Chief Financial Officer

CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

CONSOLIDATED NOTE No. "1"

CORPORATE INFORMATION

Jaiprakash Associates Limited is a Public Limited Company domiciled in India with its registered office located at Sector-128, Noida-201304 (U.P). The shares of the Company are listed on the National Stock Exchange and the Bombay Stock Exchange. The Group is mainly engaged in the business of Engineering & Construction, Manufacturing of Cement, Power, Fertilizer, Real Estate development, Hotel, Sports etc. The Consolidated Financial Statements of the Company for the year ended 31st March 2018 were approved for issue in accordance with a resolution of the Board of Directors on 19th May, 2018.

SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation of Financial Statements:

The Consolidated Financial Statements have been prepared in accordance with the Indian accounting standard (IND AS), notified under section 133 of the Companies Act 2013, and the relevant provisions of the Companies Act, 2013. The Group has adopted all the applicable IND AS. The Consolidated Financial Statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

The Company consolidates its subsidiaries and other company in which it exercises control (referred to as Consolidated Companies). Subsidiaries are entities where the group exercise or controls more than one half of its total share capital. The net assets and results of acquired businesses are included in the consolidated financial statements from their respective dates of acquisition, being the date on which the Group obtains control. The results of disposed businesses are included in the consolidated financial statements up to their date of disposal, being the date on which control ceases.

The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year. The financial statement of the Company with those of the Companies consolidated have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra group balances, intra group transactions and the unrealised profits / losses, unless cost / revenue cannot be recovered.

The excess of cost to the Group of its investment, on the acquisition dates over and above the Group's share of equity in the Companies Consolidated, is recognised as Goodwill on Consolidation being an asset in the consolidated financial statements. The said Goodwill is not amortised, however, it is tested for impairment as at each Balance Sheet date and the impairment loss, if any, is provided for. On the other hand, where the share of equity in Companies consolidated as on the date of investment is in excess of cost of investments of the Group, it is recognised as Capital Reserve and shown under the head Other Equity in the Consolidated Financial Statements.

Investment in Associates is accounted in Consolidated Financial Statements as per Equity method as per Ind AS 28 - Investments in Associates and Joint Ventures.

Non controlling interests in the net assets of Companies consolidated is identified and presented in the Consolidated Balance Sheet separately within equity. Non controlling interests in the net assets of Consolidated companies consists of:

(a) The amount of equity attributable to non controlling interests at the date on which investment is made; and

(b) The non controlling interests share of movements in equity since the date parent subsidiary relationship came into existence.

The Profit and other comprehensive income attributable to non controlling interests are shown separately in the Consolidated Statement of Profit and Loss.

Use of Estimates:

The preparation of consolidated financial statements requires management to make judgements, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgements based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

Current and Non-Current classification

All assets and liabilities have been classified as current or non current as per the Group's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non current classification of assets and liabilities except for Real Estate.

Revenue Recognition:

Sale of Goods:

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. Revenue from the sale of goods are net of value added tax/ Goods & Service Tax and exclusive of self-consumption.

Rendering of Services:

Revenue from rendering of services is recognised by reference to the stage of completion. When the contract outcome cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

Time Share Weeks:

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.

Escalations/ Claims/ Variation:

Claims on construction contracts are taken based on Management's estimate of the probability that they will result in additional revenue, they are capable of being reliably measured, there is a reasonable basis to support the claim and that such claims would be admitted. The Company assesses the carrying value of various claims periodically, and makes adjustments for any unrecoverable amount arising from the legal/ arbitration proceedings/ negotiation with the clients that they may be involved in from time to time.

Revenue from Real Estate Developments:

Revenue from real estate development of constructed properties is recognised based on the 'percentage of completion method'. Revenue from real estate development of constructed properties for projects that are not recognised before 01.04.2012 is recognised when, at least 25% of total estimated construction and development costs have incurred, at least 25% of the saleable project area is secured by contracts or agreement with buyers and at least 10% of the contract consideration are realised at reporting date and it is reasonable to expect that the parties to such contracts will comply with the payment terms as defined in the contracts. Project costs includes cost of land, borrowing cost, 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 in which such changes are determined.

Revenue from sale/ sub-lease of undeveloped land is recognised when all significant risks and rewards of ownership in the property are transferred to the customer, it is probable that the economic benefits will flow to the Company, revenue can be reliably measured, company do not retain continuing managerial involvement to the degree associated with the ownership and costs in respect of transaction can be measured reliably.

Revenue from sale/ sub-lease of developed land/ plot, is recognised based on the 'percentage of completion method'.

Revenue from sale/ transfer of Development Rights is recognised when all significant risks and rewards of ownership in the development rights are transferred to the customer, it is probable that the economic benefits will flow to the Company, revenue can be reliably measured, company do not retain continuing managerial involvement to the degree associated with the ownership and costs in respect of transaction can be measured reliably.

Revenue from Toll Collection:

The Revenue from Expressway is recognized based on Toll fee collected.

Subsidy from Sale of Urea:

Subsidy from Urea is recognized in sales / income on the bills generated through Integrated Fertilizers Monitoring System (ISMS) of GoI on accrual basis in profit.

Interest Income:

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in Other income in the Consolidated Statement of Profit and Loss.

Dividends:

Revenue is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

Royalties:

Royalties are accounted on an accrual basis in accordance with the substance of the relevant agreement.

Sale of Verified Emission Reductions:

Revenue from sale of Verified Emission Reductions (VERs) is accounted for on receipt basis.

Advance against Depreciation

Advance against depreciation claimed/ to be claimed as part of tariff in terms of PPA (in respect of Vishnuprayag HEP) during the currency of loans to facilitate repayment instalments is treated as Deferred Revenue'. Such Deferred Revenue shall be included in Sales in subsequent years.

Insurance Claims

Insurance claims are accounted for as and when the claim is received.

Earnest Money Forfeiture

Earnest Money forfeited from customers is accounted for in the year of forfeiture.

Property, Plant and Equipment:

Property, plant and equipment are stated at cost [i.e., cost of acquisition or construction inclusive of freight, erection and commissioning charges, non-refundable duties and taxes, expenditure during construction period, borrowing costs (in case of a qualifying asset) up to the date of acquisition/ installation], net of accumulated depreciation and accumulated impairment losses, if any.

Capital work in progress, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the

Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset when the recognition criteria for a provision are met.

Depreciation is calculated on straight line basis over the estimated useful lives of the assets as follow:

Sl. No.	Nature	Useful Life [In Years]
1	Building	5 to 60
2	Purely Temporary Erection	1 to 3
3	Plant & Equipments	3 to 40
4.	Miscellaneous Fixed Assets [Hotel]	10 to 15
5	Vehicles	4 to 10
6	Furniture & Fixture	8 to 15
7	Office Equipments	3 to 10
8	Aeroplane/Helicopter	20

Freehold land is not depreciated.

As per IND AS 101, the Group has elected to continue the policy adopted for exchange differences arising from translation of long term foreign currency monetary items [recognised in the financial statements for the period immediately before the beginning of the first IND AS financial reporting as per previous GAAP] and capitalise/ adjusted Foreign Currency Rate Difference in the carrying value of the fixed asset.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in profit or loss when the asset is derecognised.

Intangible assets:

Intangible assets acquired separately are measured on initial recognition at cost which comprises purchase price (including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates) and any directly attributable cost of preparing the asset for its intended use. An intangible assets acquired in a business combination is recognised at fair value at the date of acquisition. After initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. Amortisation is recognised on a straight line basis over their estimated useful life. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates being accounted for on a prospective basis. The amortisation expense on intangible assets with finite lives is recognised in the Consolidated Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Consolidated Statement of Profit or Loss when the asset is derecognised.

Computer Software is amortized over a period of 5 years.

Mining Lease and Mining Development over the period of rights

Toll Road is amortized over the period of concession

Rate Regulated Activity

A regulatory asset is recognised when it is probable that the future economic benefits associated with it will flow to the entity as a result of the actual or expected actions of the regulator under the applicable regulatory framework and the amount can be measured reliably.

A regulatory liability is recognised:

(i) when an entity has a present obligation as a result of a past event;

(ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and

(iii) a reliable estimate can be made of the amount of the obligation

On initial recognition and at the end of each subsequent reporting period, the Company measures a regulatory asset or regulatory liability at the best estimate of the amount expected to be recovered or refunded or adjusted as future cash flows under the regulatory framework. A regulatory asset/liability is not discounted to its present value.

An entity reviews the estimates of the amount expected to be recovered, refunded or adjusted at least at the end of each reporting period to reflect the current best estimate. If expectation differs from previous estimates, the changes are accounted for as a change in an accounting estimate in accordance with relevant requirements of the applicable Accounting Standard.

If it is no longer probable that the future economic benefits associated with a regulatory asset will flow to the entity or conditions required for recognising a regulatory liability is no longer valid, the regulatory asset/regulatory liability, respectively are de-recognised and any resulting loss/gain is recognised in the statement of profit and loss.

Government Grants:

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Grants related to depreciable assets are usually recognised in profit or loss over the periods and in the proportions in which depreciation expense on those assets is recognised. Grants related to non-depreciable assets may also require the fulfilment of certain obligations and would then be recognised in profit or loss over the periods that bear to the cost of meeting the obligations.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset. When loans or similar assistance or deferred liability are provided by governments, with nil interest rate or rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

Foreign Currencies:

Functional Currency:

The Consolidated financial statements are presented in INR, which is also the Group's functional currency

Transactions and Balances:

Transactions in foreign currencies are initially recorded by the Group at functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Group uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in Other Comprehensive Income [OCI] or profit or loss are also recognised in OCI or profit or loss, respectively).

Inventories:

Inventories are valued at cost or net realisable value, whichever is less.

Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

[i] Raw materials, construction materials, stores and spares, packing materials, stock of food and beverages, operating stores and supplies: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

[ii] Finished goods / Stock in Process / Project under Development: Cost includes cost of direct materials and labour and a systematic allocation of fixed and variable production overheads that are incurred in converting materials into finished goods, borrowing costs of qualifying asset.

[iii] Traded Goods : Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Overburden Removal (OBR) Expenses

In coal mining, cost of OBR is charged on technically evaluated average ratio (COAL: OB) with due adjustment for advance stripping and ratio-variance account after the mine become operational. Net of balances of advance stripping and ratio variance at the Balance Sheet date is shown as cost of removal of OB under the head for Work in Progress in inventories.

Borrowing Costs:

Borrowing costs directly attributable to the acquisition, construction or production of qualifying asset, that necessarily takes a substantial period of time to get ready for its intended use or sale, are capitalised as part of the cost of the asset. The borrowing cost cease to capitalise when the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are expensed in the period in which they occur.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes finance charges in respect of finance lease and exchange differences arising from foreign currency borrowing to the extent regarded as an adjustment to the interest costs.

Employee Benefits:

The undiscounted amount of short-term employee benefits i.e. wages and salaries, bonus, incentive, annual leave and sick leave etc. expected to be paid in exchange for the service rendered by employees are recognized as an expense except in so far as employment costs may be included within the cost of an asset during the period when the employee renders the services.

Retirement benefit in the form of provident fund and pension contribution is a defined contribution scheme and is recognized as an expense except in so far as employment costs may be included within the cost of an asset.

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 done as per Projected Unit Credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to profit or loss through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Leases:

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of the ownership to the lessee. All other leases are classified as operating leases.

Group as lessee:

Asset held under finance leases are initially recognised as assets at its fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised immediately in the Consolidated Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Group's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the Consolidated Statement of Profit and Loss on a straight-line basis over the lease term unless either:

[i] another systematic basis is more representative of the time pattern of the user's benefit even if the payments to the lessor are not on that basis or

[ii] the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. If payments to the lessor vary because of factors other than general inflation, then this condition is not met.

Group as lessor:

Amounts due from lessee under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless either:

[i] another systematic basis is more representative of the time pattern in which user's benefit derived from the leased asset is diminished, even if the payments to the lessors are not on that basis; or

[ii] the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. If payments to the lessor vary according to factors other than inflation, then this condition is not met.

Research and Development Costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

[i] The technical feasibility of completing the intangible asset so that the asset will be available for use or sale

[ii] Its intention to complete and its ability and intention to use or sell the asset

[iii] How the asset will generate future economic benefits

[iv] The availability of resources to complete the asset

[v] The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Impairment of Non-Financial Assets:

The assessment for impairment is done at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the Consolidated Statement of Profit and Loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the asset's or CGU's recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Consolidated Statement of Profit or Loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation change.

Goodwill is tested for impairment as at each Balance Sheet date and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually as at each Balance sheet date at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

Provisions

General:

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate.

When the Group expects some or all of a provision to be reimbursed (like under an insurance contract, indemnity clauses or suppliers' warranties) and the Group is solely liable to pay the liability, the reimbursement is recognised as a separate asset. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement if the Group is not solely liable to pay the liability. The reimbursement of provision is only recognized when it is virtually certain that the Group will receive the reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Restructuring Provisions:

Restructuring provisions are recognised only when the Group has a constructive obligation, which is when a detailed formal plan identifies the business or part of the business concerned, the location and number of employees affected, a detailed estimate of the associated costs, and an appropriate timeline, and the employees affected have been notified of the plan's main features.

Warranties:

A warranty provision is recognised for the best estimate of the expenditure that will be required to settle the Group obligation of relevant goods.

Decommissioning Liability:

The Group records a provision for decommissioning costs with respect to manufacturing units/ project sites etc. Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

Contingent Liabilities/ Contingent Assets:

Contingent Liabilities are not recognized but are disclosed in the notes unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are disclosed in the financial statements only when the inflow of economic benefits is probable. Contingent liability and Contingent assets are reviewed at each reporting date.

Taxes:

Tax expense represents the sum of the current income tax and deferred tax.

Current Income Tax:

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted in India, at the reporting date.

Group periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax:

Deferred tax is recognized on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Current and deferred tax are recognised in profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity respectively.

Non-current assets held for sale/ distribution to owners and discontinued operations

The Group classifies non-current assets (or disposal groups) as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Held for sale is classified only if the asset (or disposal group) is available for immediate sale in its present condition subject only to the terms that are usual and customary for sale for such assets (or disposal group) and its sale is highly probable i.e. Management is committed to sale, which is expected to be completed within one year from date of classification.

Sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. Non-current assets (or disposal group) that is to be abandoned are not classified as held for sale.

Non-current assets held for sale and disposal groups are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale are continue to be recognised.

Non-current asset (or disposal group) is reclassified from held to sale if the criteria are no longer met and measured at lower of:

[i] Its carrying amount before the asset (or Disposal group) was classified as held for sale, adjusted for any depreciation, amortisation or revaluations that would have been recognised had the asset (or disposal group) not been classified as held for sale, and

[ii] Its recoverable amount at the date of the subsequent decision not to sell.

Any adjustment to the carrying amount of a non-current asset that ceases to be classified as held for sale is charged to profit or loss from continuing operations in the period in which criteria are no longer met.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed off, or is classified as held for sale, and:

[i] Represents a separate major line of business or geographical area of operations

[ii] Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or

[iii] Is a subsidiary acquired exclusively with a view to resale.

Fair Value Measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

[i] In the principal market accessible by the Group for the asset or liability, or

[ii] In the absence of a principal market, in the most advantageous market accessible by the Group for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

[i] Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

[ii] Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

[iii] Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

At each reporting date, the Group analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the Group verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Group, in conjunction with the Group's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Convertible Preference Shares/ Bonds (Liability)

Convertible Preference Shares/ Bonds are separated into liability and equity components based on the terms of the contract.

On issuance of the convertible Preference Shares/ Bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised as equity. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent years.

Transaction costs are apportioned between the liability and equity components of the Preference Shares/ Bonds based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits.

Earnings Per Share

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

Financial Instruments

Financial assets and liabilities are recognized when the Group becomes a party to the contractual provisions of the instruments.

Financial Assets

Initial Recognition & measurements

Financial assets are initially measured at fair value including transaction costs unless they are classified at fair value through profit and loss, in which case the transaction costs are expensed immediately. Subsequent to initial recognition, these assets are measured in accordance with their classification as set out below.

Subsequent measurement

Measurement of financial assets is done as below:

[i] Amortised cost, if the financial asset is held within a business model whose object is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding,

[ii] Fair value through profit or loss (FVTPL)

Investment in Associates and Joint Ventures

The Group has accounted for its investment in Associates and Joint Ventures as per equity method.

Other Equity Investments

All equity investments (other than investment in Associates and Joint Ventures) are measured at fair value, with value changes recognised in statement of Profit & Loss.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised when:

[i] The rights to receive cash flows from the asset have expired, or.

[ii] The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred

nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognising of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received or receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

Impairment of financial assets

In accordance with IND AS 109, the Group applies expected credit loss (ECL) Model for measurement & recognition of impairment loss on the following financial assets & credit risk exposure.

[i] Financial assets that are debt instruments, and are measured at amortised cost, e.g. loans, debt securities, deposits, trade receivables and bank balance

[ii] Financial assets that are debt instruments and are measured as at FVTPL.

[iii] Lease receivables under Ind AS 17.

[iv] Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18.

[v] Loan commitments which are not measured as at FVTPL.

[vi] Financial guarantee contracts which are not measured as at FVTPL.

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

[i] Trade receivables or contract revenue receivables; and

[ii] All lease receivables resulting from transactions within the scope of Ind AS 17

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss.

Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Financial Liabilities

Initial recognition & measurement

All Financial liabilities are recognised initially at fair value and in case of loan & borrowings and payable, net-off directly attributable transaction cost.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate [EIR] method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial Guarantee Contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Group does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

Reclassification of financial assets

The Group reclassify all affected financial assets prospectively when, and only when Group changes its business model for managing financial assets but financial liability is not reclassified in any case.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Business Combination:

Business combinations are accounted for using the acquisition accounting method as at the date of the acquisition, which is the date at which control is transferred to the Group. The consideration transferred in the acquisition and the identifiable assets acquired and liabilities assumed are recognised at fair values on their acquisition date. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. .

Transaction costs are expensed as incurred, other than those incurred in relation to the issue of debt or equity securities. Any contingent consideration payable is measured at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration are recognised in the Consolidated Statement of Profit and Loss.

Operating Segments:

The Operating Segment is the level at which discrete financial information is available. The "Chief Operating Decision Maker" (CODM) allocates resources and assess performance at this level. The Group has identified the below operating segments:

1. Construction
2. Cement and Cement Products
3. Hotel / Hospitality
4. Sports Events
5. Real Estate
6. Power
7. Infrastructure Projects
8. Investments
9. Fertilizers
10. Health Care

Standards Issued but not Effective

On March 28, 2018, the Ministry of Corporate Affairs (MCA) has notified Ind AS 115 - Revenue from Contract with Customers and certain amendment to existing Ind AS. These amendments shall be applicable to the Company from April 01, 2018.

(a) Issue of Ind AS 115 - Revenue from Contracts with Customers

Ind AS 115 will supersede the current revenue recognition guidance including Ind AS 18 Revenue, Ind AS 11 Construction Contracts and the related interpretations. Ind AS 115 provides a single model of accounting for revenue arising from contracts with customers based on the identification and satisfaction of performance obligations.

(b) Amendment to Existing issued Ind AS

The MCA has also carried out amendments of the following accounting standards:

i. Ind AS 21 - The Effects of Changes in Foreign Exchange Rates
ii. Ind AS 40 - Investment Property
iii. Ind AS 12 - Income Taxes
iv. Ind AS 28 - Investments in Associates and Joint Ventures and
v. Ind AS 112 - Disclosure of Interests in Other Entities

The Company is under process of assessing the impact of application of Ind AS 115 and amendments to other Standards.

CONSOLIDATED NOTE No. "2"

PROPERTY, PLANT AND EQUIPMENT

TANGIBLE ASSETS

₹ LAKHS

Particulars	Leasehold Land	Freehold Land	Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipments	Misc. Fixed Assets	Purely Temporary Erections	Aeroplane / Helicopter	Total
Gross Block											
Cost as at 1st April 2016	**257,756**	**62,476**	**573,556**	**4,402,032**	**13,327**	**15,899**	**32,739**	**4,557**	**8,154**	**10,411**	**5,380,907**
Addition	497	766	12,890	536,908	117	75	177	23	-	-	**551,453**
Deductions/ Adjustments	708	17,666	97,745	2,716,108	1,140	1,458	2,912	3	-	1	**2,937,741**
As at 31st March, 2017	**257,545**	**45,576**	**388,701**	**2,222,832**	**12,304**	**14,516**	**30,004**	**4,577**	**8,154**	**10,410**	**2,994,619**
Addition	2,084	634	17,589	59,886	341	438	1,438	31	-	-	**82,441**
Deductions/ Adjustments	13,232	23,066	161,939	1,267,556	1,531	3,650	3,462	-	509	2,056	**1,477,002**
As at 31st March, 2018	**246,397**	**23,144**	**244,351**	**1,015,162**	**11,114**	**11,304**	**27,980**	**4,608**	**7,645**	**8,354**	**1,600,058**
Depreciation, Amortisation & Impairment											
Amount as at 31st March 2016	**56,577**	**-**	**72,295**	**786,908**	**8,016**	**10,871**	**23,578**	**3,075**	**8,154**	**3,305**	**972,779**
Depreciation and Amortisation for the year	2,832	-	18,729	155,524	1,004	1,175	2,674	224	-	477	**182,639**
Impairment	-	-	-	-	-	-	-	-	-	-	**-**
Deductions/ Adjustments	32	-	19,303	202,958	659	948	2,327	1	-	-	**226,228**
As at 31st March, 2017	**59,377**	**-**	**71,721**	**739,474**	**8,361**	**11,098**	**23,925**	**3,298**	**8,154**	**3,782**	**929,190**
Depreciation and Amortisation for the year	2,419	-	8,262	57,439	901	757	2,690	203	-	463	**73,134**
Impairment	-	-	-	-	-	-	-	-	-	-	**-**
Deductions/ Adjustments	28	-	38,833	359,072	1,230	2,708	2,545	-	509	1,149	**406,074**
As at 31st March, 2018	**61,768**	**-**	**41,150**	**437,841**	**8,032**	**9,147**	**24,070**	**3,501**	**7,645**	**3,096**	**596,250**
Net Book Value											
As at 31st March, 2017	198,168	45,576	316,980	1,483,358	3,943	3,418	6,079	1,279	-	6,628	**2,065,429**
As at 31st March, 2018	184,629	23,144	203,201	577,321	3,082	2,157	3,910	1,107	-	5,258	**1,003,808**
Net Book Value- Assets Classified as held for sale											
As at 31st March, 2017	13,737	24,202	128,175	969,162	381	766	930	-	-	-	**1,137,353**
As at 31st March, 2018	999	1,383	3,606	50,898	44	27	153	-	-	-	**57,110**
Net Book Value- Continuing Operation											
As at 31st March, 2017	184,431	21,374	188,805	514,196	3,562	2,652	5,149	1,279	-	6,628	**928,076**
As at 31st March, 2018	183,630	21,761	199,595	526,423	3,038	2,130	3,757	1,107	-	5,258	**946,698**

Note:

[i] Building includes ₹ 750/- [31st March 2017 ₹ 750/-] for cost of shares in Co-operative Societies.

[ii] Deduction/ Adjustments for F.Y. 2017-18 includes, carrying value of Property, Plant and Equipments transferred to UltraTech Cement Limited on demerger and for F.Y. 2016-17 deduction / adjustments include Assets of Subsidiary Companies which ceased to be Subsidiary with effect from 18.02.2017.

[iii] Capital Work-in-Progress Continuing Operation is ₹ 146337 Lakhs [31st March, 2017 ₹ 236744 Lakhs] and for Discontinued Operation ₹ 99359 Lakhs [31st March, 2017 ₹ 214363]

[iv] Intangible Assets under development is ₹ NIL [31st March, 2017 ₹ 49,814 Lakhs].

CONSOLIDATED NOTE No. "2"
INTANGIBLE ASSETS

₹ LAKHS

	Goodwill	Computer Software	Road (Toll)	Mining Rights/ Mining Development	Total
	1	**2**	**3**	**4**	**[2+3+4]**
Gross Block					
Cost as at 1st April 2016	**5,825**	**4,022**	**943,460**	**33,997**	**981,479**
Addition	-	43	-	-	43
Deductions/ Adjustments	-	29	-	27,356	27,385
As at 31st March, 2017	**5,825**	**4,036**	**943,460**	**6,641**	**954,137**
Addition	6,993	3	50,529	23	50,555
Deductions/ Adjustments	-	-	3,880	6,081	9,961
As at 31st March, 2018	**12,818**	**4,039**	**990,109**	**583**	**994,731**
Depreciation, Amortisation & Impairment					
Amount as at 31st March 2016	**1,182**	**3,893**	**12,057**	**1,641**	**17,591**
Depreciation and Amortisation for the year	-	85	5,327	1,230	6,642
Impairment	15	-	-	-	-
Deductions/ Adjustments	4	5	-	2,071	2,076
As at 31st March, 2017	**1,193**	**3,973**	**17,384**	**800**	**22,157**
Depreciation and Amortisation for the year	-	20	4,925	166	5,111
Impairment	11,621	-	-	-	-
Deductions/ Adjustments	-	-	-	966	966
As at 31st March, 2018	**12,814**	**3,993**	**22,309**	**-**	**26,302**
Net Book Value					
As at 31st March, 2017	4,632	63	926,076	5,841	931,980
As at 31st March, 2018	4	46	967,800	583	968,429
Net Book Value- Assets Classified as held for sale					
As at 31st March, 2017	-	-	-	5,791	5,791
As at 31st March, 2018	-	-	-	-	-
Net Book Value- Continuing Operation					
As at 31st March, 2017	4,632	63	926,076	50	926,189
As at 31st March, 2018	4	46	967,800	583	968,429

₹ Lakhs

	As at 31st March 2018	As at 31st March 2017
CONSOLIDATED NOTE No. "3"		
INVESTMENTS		
NON-CURRENT		
[A] Investment in Equity Shares of Associate Companies		
(a) Quoted, fully paid-up		
178,30,00,600 (31st March 2017 :178,30,00,600)		
Equity Shares of Jaiprakash Power Ventures Limited of ₹ 10/- each	**52,731**	105,209
(b) Unquoted, fully paid-up		
(i) 3,00,00,000 (31st March 2017 :3,00,00,000)		
Equity Shares of Madhya Pradesh Jaypee Minerals Limited of ₹ 10/- each	**3,153**	3,153
(ii) 10,890 (31st March 2017 :10,890)		
Equity Shares of Indesign Enterprises Private Limited, Cyprus ,Cyprus Pound 1/- each	**16**	16
(iii) 49,00,000 (31st March 2017 :49,00,000)		
Equity Shares of MP Jaypee Coal Fields Limited of ₹ 10/- each	**490**	490
(iv) 49,00,000 (31st March 2017 :49,00,000)		
Equity Shares of MP Jaypee Coal Limited of ₹ 10/- each	**964**	964
(v) 34,00,00,000 (31st March 2017 : 34,00,00,000)		
Equity Shares of Prayagraj Power Generation Company Limited of ₹ 10/- each	**17,337**	34,000
	74,691	143,832
Aggregate Amount of Impairment in Value of Investments	**(4,589)**	(4,589)
INVESTMENT IN ASSOCIATE COMPANIES	**70,102**	139,243
[B] Other Investments in Equity Shares [at fair value through Profit & Loss]		
(a) Quoted, fully paid-up		
(i) NIL (31st March 2017 :15,350)		
Equity shares of Capital Trust Limited of ₹ 10/- each	**-**	69
(ii) NIL (31st March 2017 :100)		
Equity Shares of IFCI Limited of ₹ 10/- each (Previous Year ₹ 3,500/-)	**-**	-
(iii) NIL (31st March 2017 :7,21,600)		
Equity Shares of Indian Overseas Bank Limited of ₹ 10/- each	**-**	192
(iv) 12 (31st March 2017 : 12)		
Equity Shares of Ultra Tech Cement Limited of ₹ 10/- each (₹ 47,400/-)	**-**	-
(v) NIL (31st March 2017 :2,21,200)		
Equity Shares of PNB Gilts Limited of ₹ 10/- each	**-**	118
(vi) NIL (31st March 2017 :25,000)		
Equity Shares of Tourism Finance Corporation of India Limited of ₹ 10/- each	**-**	21
(b) Unquoted, fully paid-up		
(i) 20,35,000 (31st March 2017 :20,35,000)		
Equity Shares of Delhi Gurgaon Super Connectivity Limited of ₹ 10/- each	**204**	204
(ii) 8,40,000 (31st March 2017 :8,40,000)		
Equity Shares of UP Asbestos Limited of ₹ 10/- each (₹ 1/-)	**-**	-
	204	604

₹ Lakhs

		As at 31st March 2018	As at 31st March 2017
[C]	**Other non current Investments [at Cost]**	**-**	7,000
[D]	**Investments in Preference Shares [at Amortised Cost]**		
	Un-quoted		
	10 (31st March 2017 :Nil) 10% Redeemable Preference share of UltraTech Cement Limited of ₹ 1,00,000/- each	**10**	-
[E]	**Investments in Bonds [at Amortised Cost]**		
	Un-quoted		
	100 (31st March 2017 :100) IFCI Tax Free Bond of ₹ 10,00,000/- each	**1,000**	1,000
[F]	**Interest in Beneficiary Trusts [at Cost]**		
	(i) JHL Trust	**4,603**	4,603
	(ii) JCL Trust	**33,105**	33,105
	(iii) GACL Trust	**19,606**	19,606
	(iv) JEL Trust	**3,085**	3,085
		60,399	60,399
INVESTMENT OTHER THAN ASSOCIATE COMPANIES		**61,613**	69,003
TOTAL NON-CURRENT INVESTMENT		**131,715**	208,246
	Aggregate amount of quoted Non-current investment	**52,731**	105,609
	Market Value of quoted Non-current investment	**84,693**	89,550
	Aggregate amount of unquoted Non-current investment (Net of Impairment)	**18,585**	42,238
	Interest in Beneficiary Trust	**60,399**	60,399
	Aggregate Amount of Impairment in Non-current Investment	**4,589**	4,589
CURRENT			
	Investments in Mutual Funds [at Fair Value through Profit & Loss]		
	In Units of Mutual Funds, Unquoted	**60**	4,454
TOTAL CURRENT INVESTMENT		**60**	4,454
	Aggregate amount of quoted current investment	**60**	4,454
	Market Value of quoted current investment	**60**	4,454
	Aggregate Amount of Impairment in current Investment	**-**	-

"3.1"The Trusts at Sl.No.(F) [i] to [iv] are holding shares of 18,93,16,882 Equity Shares [31st March, 2017 18,93,16,882] of ₹ 2/- of Jaiprakash Associates Limited, the sole beneficiary of which is the Company. The Market Value of Shares held in Trusts is ₹ 35,781 Lakhs [31st March, 2017 ₹ 26,031 Lakhs]

"3.2"Particulars of Investment in Units of Mutual Fund as on date of Balance Sheet

₹ Lakhs

		As at 31st March 2018	As at 31st March 2017
Name of Mutual Fund			
[a]	Nil (31st March 2017: 9,99,980) Canara Robeco Capital Protection Oriented Fund - Series III	**-**	122
[b]	4,99,980 (31st March 2017: 4,99,980) Canara Robeco Capital Protection Oriented Fund - Series IV	**60**	57
[c]	Nil (31st March 2017: 10,00,000) Canara Robeco Gold Savings Fund	**-**	87
[d]	Nil (31st March 2017: 63,455) HDFC Liquid Fund		2,036
[e]	Nil (31st March 2017: 65,246) Kotak Liquid Fund - Institutional Plan - Growth	**-**	2,152
	Total	**60**	4,454

CONSOLIDATED NOTE No. "4"
TRADE RECEIVABLES
[Unsecured]

		As at 31st March 2018	As at 31st March 2017
Non-current			
(a)	Considered good	**265,542**	299,105
(b)	Doubtful		
	From Overseas Works	**10,163**	10,163
	Less: Allowance for Doubtful Debt	**10,163**	10,163
		265,542	299,105
Current			
	Considered good	**193,939**	186,542
	Less: Allowance for Bad & Doubtful Debts	**292**	239
		193,647	186,303
		459,189	485,408

CONSOLIDATED NOTE No. "5"
OTHER FINANCIAL ASSETS

	As at 31st March 2018	As at 31st March 2017
Non-current		
Term Deposits with Banks with Maturity for more than twelve months	**3,273**	3,935
Interest accrued on Fixed Deposits & Others	**217**	235
Financial Guarantee	**284**	851
	3,774	5,021
Current		
Unbilled Revenue	**26,061**	34,451
Receivable from Related Parties	**31,528**	32,009
Unbilled Work-in-Progress- Construction Div/ Other Contracts	**19,988**	18,396
Interest accrued on Fixed Deposits & Others	**1,266**	931
Other Receivables	**14,888**	26,784
Financial Guarantee	**567**	567
Allowance for Doubtful Receivable	**(5,754)**	(5,536)
	88,544	107,602
	92,318	112,623

"5.1" Term Deposits with banks with Maturity more than twelve months includes ₹ 2553 Lakhs [31st March, 2017 ₹ 2688 Lakhs] pledged as Guarantees / Margin Money with Banks and Others.

"5.2" Unbilled Revenue represents revenue recognised based on percentage of completion method over and above the amount due from the customers as per the agreed payment plans.

₹ Lakhs

	As at 31st March, 2018	As at 31st March 2017
CONSOLIDATED NOTE No. "6"		
DEFERRED TAX ASSETS [NET]		
Deferred Tax Assets	**285,117**	464,318
Less: Deferred Tax Liabilities	**259,739**	437,638
[Refer Consolidated Note No.34]		
	25,378	26,680
CONSOLIDATED NOTE No. "7"		
OTHER ASSETS		
[Unsecured, considered good]		
Non-current		
Capital Advance	**5,503**	6,855
Advance Other Than Capital Advance		
Advances to Suppliers, Contractors, Sub-contractors & Others	**11,972**	9,845
Security Deposits	**112,510**	105,144
Claims and Refunds Receivable	**19,585**	20,991
Investment in Gold [27KGs]	**260**	260
Prepaid Expenses	**17,705**	3,816
MAT Credit Entitlement	**11,661**	10,941
Advance Income Tax and Tax Deducted at Source [Net of Provision]	**30,157**	33,815
	209,353	191,667
Current		
Advance Other Than Capital Advance		
Advances to Suppliers, Contractors, Sub-contractors & Others	**79,638**	44,365
Security Deposits	**201,097**	147,719
Staff Imprest and Advances	**2,841**	2,747
Claims and Refunds Receivable	**79,334**	60,467
Prepaid Expenses	**3,903**	3,953
	366,813	259,251
	576,166	450,918
CONSOLIDATED NOTE No. "8"		
INVENTORIES		
Raw Materials	**3,389**	1,682
Raw Materials-in transit	**10**	9
Stock in Process	**10,165**	7,651
Finished Goods	**14,213**	10,924
Stores and Spare Parts	**41,077**	42,480
Stores and Spares- in transit	**1,627**	1,023
Construction & Other Materials	**11,237**	13,393
Food and Beverages	**231**	235
Stock in Trade	**405**	151
Projects under development	**1,289,095**	1,152,449
	1,371,449	1,229,997

₹ Lakhs

	As at 31st March, 2018	As at 31st March 2017
"8.1" Project under Development		
Opening Balance	**1,152,449**	1,183,279
Expenses On Development during the year		
Paid for Land / Built up Area	**37,462**	15,238
Construction Expenses	**80,966**	73,121
Technical Consultancy	**47**	311
Personnel Expenses	**1,873**	2,609
Other Expenses	**5,383**	2,328
Finance Costs	**109,371**	44,917
	1,387,551	1,321,803
Less: Cost of Sales of Infrastructure & Construction of Properties Developed and under Development	**98,456**	169,243
Less: Transferred to Fixed Assets/ Capital Work-in-Progress	**-**	111
	1,289,095	1,152,449

CONSOLIDATED NOTE No. "9"
CASH AND CASH EQUIVALENTS

(a) Balances with Banks		
(i) Current & Cash Credit Account in INR	**23,315**	17,853
(ii) Current account in Foreign Currency	**2,443**	3,708
(b) Cheques, Drafts-on-hand	**49**	207
(c) Cash-on-hand	**555**	548
(d) Term Deposit with Original Maturity of less than three Months	**8,617**	8,104
	34,979	30,420

"9.1" Term Deposits with Original Maturity less than three months includes ₹ 4353 Lakhs [31st March, 2017 ₹ 3808 Lakhs] pledged as Guarantees / Margin Money with Banks and Others.

"9.2" Balances with Banks in Current Account in Foreign Currency includes Iraqi Dinars 27,377 Million equivalent to ₹ 10 Lakhs which are not available for use by the Company.

CONSOLIDATED NOTE No. "10"
BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS

(i) Term Deposit with Remaining Maturity less than twelve months [Refer Note No 10.3]	**28,913**	10,239
(ii) Balance with Banks in Dividend Account	**501**	815
(iii) Balance with Banks in Public Deposits Repayment Account	**450**	1,046
(iv) Balance with Banks in Interest Payable on Public Deposits Account	**179**	205
	30,043	12,305

"10.1" Term Deposits with Maturity less than twelve months includes ₹ 5691 Lakhs [31st March, 2017 ₹ 4897 Lakhs] pledged as Guarantees / Margin Money pledged with Banks and Others.

"10.2" Term Deposits with Maturity less than twelve months includes ₹ 1211 Lakhs [31st March, 2017 ₹ 13 Lakhs] earmarked for repayment of Non Convertible Debentures and Debt Service Reserve Account.

"10.3" Term Deposits excludes deposits with original maturity of less than three months.

₹ Lakhs

	As at 31st March, 2018	As at 31st March 2017
CONSOLIDATED NOTE No. "11"		
SHARE CAPITAL		
Authorised		
16,09,40,00,000 Equity Shares [31st March, 2017 ;16,09,40,00,000] of ₹ 2/- each	**321,880**	321,880
2,81,20,000 Preference Shares [31st March, 2017; 2,81,20,000] of ₹ 100/- each	**28,120**	28,120
	350,000	350,000
Issued, Subscribed and Paid-up		
2,43,24,56,975 Equity Shares [31st March, 2017; 2,43,24,56,975] of ₹ 2/- each fully paid up	**48,649**	48,649
	48,649	48,649

"11.1" Issued, Subscribed and Paid-up Share Capital in number comprises of

Shares for consideration in cash

20,219,850	Equity Shares allotted under "Jaypee Employees Stock Purchase Scheme 2002";
12,500,000	Equity Shares allotted under "Jaypee Employees Stock Purchase Scheme 2009";
201,623,717	Equity Shares allotted for cash on conversion of Foreign Currency Convertible Bonds;
10,000,000	Equity Shares allotted for cash to Promoters on Preferential Basis;
64,204,810	Equity Shares allotted through Qualified Institutional Placement as on 06.02.2013 and
213,373,416	Equity Shares allotted through Qualified Institutional Placement as on 08.07.2014.

Shares for consideration other than cash

860,865,055	Equity Shares allotted in terms of the Scheme of Amalgamation effective from 11.03.2004;
124,378,825	Equity Shares allotted in terms of Scheme of Amalgamation effective from 22.08.2006;
218,010,985	Equity Shares allotted pursuant to Scheme of Amalgamation effective from 27.05.2009 and
707,280,317	Equity Shares allotted as Bonus Shares effective from 19.12.2009.

"11.2"Reconciliation of the Number of Shares Outstanding at the beginning and at the end of the reporting period:

	As at 31st March 2018		As at 31st March 2017	
	Number	**₹ Lakhs**	**Number**	**₹ Lakhs**
Equity Shares at the beginning of the year	**2,432,456,975**	**48,649**	2,432,456,975	48,649
Add: Equity Shares allotted during the year	**-**	**-**	-	-
Equity Shares at the end of the year	**2,432,456,975**	**48,649**	2,432,456,975	48,649

"11.3"Terms / Rights

The Company has issued only one class of equity shares having a par value of ₹ 2/- per share. Each holder of equity share is entitled to one vote per share. Each share is entitled to equal dividend declared by the Company and approved by the Share holders of the Company.

In the event of liquidation, each share carries equal rights and will be entitled to receive equal amount per share out of the remaining amount available with the Company after making preferential payments.

"11.4"Details of Shareholder holding more than 5% Shares:

Name of Shareholder	As at 31st March 2018		As at 31st March 2017	
	Number	% holding	Number	% holding
Jaypee Infra Ventures [a Private Company with unlimited liability]				
Orbis Global Equity Fund Limited	**688,306,042**	**28.30**	688,306,042	28.30
			169,805,997	6.98

	As at 31st March, 2018	As at 31st March 2017
		₹ Lakhs
CONSOLIDATED NOTE No. "12"		
OTHER EQUITY		
Refer Statement of Changes in Equity for detailed movement in equity balance.		
"12.1" Summary of Other Equity Balance		
Equity Component of compound financial instruments	**2,486**	13,221
Capital Reserve	**664,581**	687,708
General Reserve	**502,123**	191,242
Securities Premium Reserve	**577,789**	574,054
Capital Redemption Reserve	**113**	113
Share Forfeited Account	**1**	1
Debenture Redemption Reserve	**44,506**	110,832
Special Reserve u/s 80IA (6)	**17,320**	18,831
Special Reserve Utilization	**184,538**	200,636
Retained Earnings	**(1,572,557)**	(1,463,703)
Other items of Other Comprehensive Income		
-Remeasurements of defined benefit plans	**(1,675)**	(553)
	419,225	332,382

"12.2"Nature and purpose of Reserves

Equity component of compound financial instruments

This is the equity portion of the issued foreign currency convertible bonds. The liability component is reflected in financial liabilities.

Capital Reserve:

During amalgamation, the excess of net assets taken, over the cost of consideration paid is treated as capital reserve. It also include capital profits on foreign currency convertible bonds buyback, on demerger and on forfeiture of advance amount of share warrants.

General Reserve:

The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013. Also General reserve includes reserve transfer on amalgamation / demerger scheme in accordance with the scheme sanctioned by Hon'ble Courts/ National Company Law Tribunal.

Securities Premium Reserve:

The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve.

Capital Redemption Reserve:

The Company has recognised Capital Redemption Reserve on buyback of equity shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the equity shares bought back.

Debenture Redemption Reserve:

The Company has recognised Debenture Redemption Reserve [DRR] as per the provisions of the Companies Act 1956

/ Companies Act 2013. As per the provision, the Company shall credit adequate amount to DRR from its profits every year until such debentures are redeemed. The amount credited to DRR shall not be utilised by the Company except for the redemption of debentures.

Share Forfeited Account

Share forfeited account represents the amount of shares forfeited due to cancellation of partly paid shares. The forfeited share can be re-issued at discount or at premium.

Special Reserve U/s 80IA (6) and Special Reserve Utilisation

Special Reserve are created U/s 80IA (6) of Income Tax Act and utilised.

Retained Earnings:

Retained earnings are the profit or loss that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

₹ Lakhs

	As at 31st March 2018		As at 31st March 2017	
	Current Maturity	Non-Current	Current Maturity	Non-Current
CONSOLIDATED NOTE No. "13"				
FINANCIAL LIABILITIES				
[a] BORROWINGS				
Non-current Borrowings				
[I] SECURED				
A. **NON-CONVERTIBLE DEBENTURES**	**11,559**	**156,874**	18,897	143,465
B. **TERM LOANS**				
(i) From Banks & Financial Institutions				
(a) In Rupees	**152,405**	**2,327,584**	650,095	2,400,256
(b) In Foreign Currency	**930**	**-**	2,661	-
(ii) From Others	**1,189**	**15,719**	6,529	12,082
C. **Loan from State Government [Interest Free]**	**-**	**4,448**	300	24,345
Total Secured	**166,083**	**2,504,625**	**678,482**	**2,580,148**
[II] UNSECURED				
A. Liability Component of Compound Financial Instrument				
(i) FCCB-2012	**-**	**-**	70,361	-
(ii) FCCB-2017	**15,909**	**42,146**	-	-
B. Foreign Currency Loans from Banks [ECB]				
(i) ECB [USD/JPY]	**6**	**2,619**	12,407	-
C. Loan From Banks				
(a) In Rupees	**-**	**-**	52,755	41,034
(b) In Foreign Currency	**-**	**-**	7,178	3,482
D. Public Deposit Scheme	**12,054**	**-**	14,613	-
E. Finance Lease Obligation	**1,167**	**20,243**	4,830	19,064
F. Others [including Deferred Payment for Land]	**46,106**	**956**	46,459	14,063
Total Unsecured	**75,242**	**65,964**	**208,603**	**77,643**
Total Long Term Borrowings	**241,325**	**2,570,589**	**887,085**	**2,657,791**

₹ Lakhs

	As at 31st March 2018	As at 31st March 2017
Current Borrowings		
[I] SECURED		
A. Term Loans from Banks	**50,496**	198,763
B. Term Loans from Others	**-**	3,000
C. Working Capital Loans from Banks		
[a] In Rupees	**18,089**	94,196
[b] In Foreign Currency	**-**	2,475
[II] UNSECURED		
Loans From Banks	**-**	52,010
Bills Discounting	**932**	-
Total Current Borrowings	**69,517**	350,444
Total Borrowings	**2,640,106**	3,008,235

CONSOLIDATED NOTE No. "14"
TRADE PAYABLES

Non-current		
Due to Micro, Small & Medium Enterprises	**-**	-
Others	**11,834**	13,434
	11,834	13,434
Current		
Due to Micro, Small & Medium Enterprises	**-**	-
Others	**229,956**	224,796
	229,956	224,796
	241,790	238,230

CONSOLIDATED NOTE No. "15"
OTHER FINANCIAL LIABILITIES

Non-current		
Interest accrued but not due on Borrowings	**137,594**	5,613
Others	**54,596**	21,547
	192,190	27,160
Current		
Current maturities of Long term Debt		
(a) Secured Loans [Refer Note No."13(I)"	**166,083**	678,482
(b) Unsecured Loans [Refer Note No."13(II)"	**75,242**	208,603
Interest accrued but not due on Borrowings	**20,728**	30,590
Interest accrued and due on Borrowings	**254,768**	442,145
Unclaimed Dividend*	**501**	815
Unpaid /Unclaimed Matured Public Deposit [including interest]*	**508**	127,700
*[Appropriate amounts shall be transferred to Investor Education & Protection Fund, as and when due]		
Unpaid Matured Debentures and interest accrued thereon	**-**	31,686
Other Payables		
(i) Capital Suppliers	**23,269**	10,216
(ii) Due to Related Party	**5,327**	2,996
(iii) Staff Dues	**6,643**	5,736
(iv) Other Creditors	**7,353**	22,183
	560,422	1,561,152
	752,612	1,588,312

₹ Lakhs

	As at 31st March 2018	As at 31st March 2017
CONSOLIDATED NOTE No. "16"		
PROVISIONS		
Non-current		
Provisions for Employee Benefits		
For Gratuity	**7,454**	6,083
For Leave Encashment	**3,037**	2,909
Mining Restoration Liability	**147**	130
	10,638	9,122
Current		
Provisions for Employees Benefits		
	112	72
	308	295
Others	**22**	46
	442	413
	11,080	9,535

	As at 31st March 2018	As at 31st March 2017
CONSOLIDATED NOTE No. "17"		
OTHER LIABILITIES		
Non-current		
Adjustable receipts against Contracts (Partly Secured against Bank Guarantees)		
(a) Interest Bearing	**4,077**	3,486
(b) Non Interest Bearing	**3,388**	2,485
Advance from Customers	**547**	603
Statutory Dues	**1,901**	-
Deferred Liability	**1,317**	477
Government Grant	**9,822**	21,042
Deferred Income	**2,868**	1,845
Financial Guarantee	**-**	103
	23,920	30,041
Current		
Adjustable receipts against Contracts (Partly Secured against Bank Guarantees)		
(a) Interest Bearing	**3,084**	5,409
(b) Non Interest Bearing	**22,958**	11,485
Advance from Customers	**552,134**	451,694
Statutory Dues	**29,021**	29,391
Deferred Income	**361**	302
Government Grant	**689**	689
Financial Guarantee	**103**	304
	608,350	499,274
	632,270	529,315

₹ Lakhs

	As at 31st March 2018	As at 31st March 2017
CONSOLIDATED NOTE No "18"		
NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE		
Property, Plant and Equipment	**57,110**	1,137,353
Capital Work-in-Progress	**99,358**	214,363
Intangible Assets	**-**	5,791
Inventories	**2,030**	28,600
Deferred Tax Assets (Net)	**16,116**	14,530
Cash & Bank Balances	**604**	464
Trade Receivable	**428**	2,217
Other Financial Assets	**151**	230
Other Assets	**4,023**	25,307
	179,820	1,428,855
LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS IN DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE		
Borrowings	**104,474**	84,810
Trade Payables	**4,728**	61,069
Other Financial Liabilities	**4,432**	37,482
Provisions	**665**	2,810
Other Liabilities	**5,222**	48,069
	119,521	234,240

"18.1"Liabilities as at 31.03.2017 directly associated with assets in disposal group classified as held for sale do not include long term borrowings that will get transferred as part of the Scheme of Arrangement.

		2017-18	2016-17
CONSOLIDATED NOTE No."19"			
REVENUE FROM OPERATIONS			
Sale of Products	[Refer Consolidated Note No. "19.1"]	**506,149**	1,214,700
Sale of Services	[Refer Consolidated Note No. "19.2"]	**257,569**	193,894
Other Operating Revenue	[Refer Consolidated Note No. "19.3"]	**12,415**	17,362
		776,133	1,425,956

CONSOLIDATED NOTE No."19.1"		
SALE OF PRODUCTS		
Cement Sales [including clinker sales]	**239,000**	495,123
Asbestos Sheets & Other Sales	**3,499**	16,184
Urea Flyash & Traded Product Sales	**47,439**	47,366
Real Estate/ Infrastructure Revenue	**43,624**	81,107
Power Revenue/ Transmission Tariff	**-**	403,768
Government Subsidy on Urea	**172,587**	171,152
	506,149	1,214,700

CONSOLIDATED NOTE No."19.2"		
SALE OF SERVICES		
Construction & Other Contract Revenue	**158,839**	102,060
Hotel & Hospitality Revenue	**25,955**	23,539
Hospital Revenue	**26,411**	19,602
Toll Collections & Passes Revenue	**36,673**	33,274
Sale of VER's	**-**	1,184
Manpower Supply	**1,182**	951
Sports Events Revenue	**756**	1,786
Other Services	**7,753**	11,498
	257,569	193,894

₹ Lakhs

	2017-18	2016-17
CONSOLIDATED NOTE No."19.3"		
OTHER OPERATING REVENUE		
Machinery Rentals & Transportation Receipts	**49**	82
Miscellaneous	**12,366**	17,280
	12,415	17,362

	2017-18	2016-17
CONSOLIDATED NOTE No."20"		
OTHER INCOME		
Dividends from Non Current Investments	**6**	7
Profit on Sale / Disposal / Write Off Property, Plant & Equipment [Net]	**934**	640
Rent	**191**	211
Foreign Currency Rate Difference [Net]- Other than Finance Cost	**133**	1,308
Fair Value gain on financial instruments at Fair Value through Profit /[Loss]	**3**	118
Profit/[Loss] on Sale/Redemption of Current Investment-Mutual Funds [Net]	**200**	181
Government Grant	**2,254**	3,452
Profit on sale of Non-current Investment- Equity Shares	**2,445**	296
Corporate Guarantee Income	**304**	-
Interest	**8,089**	8,219
	14,559	14,432

	2017-18	2016-17
CONSOLIDATED NOTE No."21"		
COST OF MATERIALS CONSUMED		
Raw Materials Consumed	**169,060**	291,999
Consumption of Food & Beverages etc.	**3,046**	2,803
Materials Consumed - Others	**45,993**	37,969
Machinery Spares Consumed	**6,805**	9,607
Stores and Spares Consumed	**36,747**	35,507
Coal Consumed	**56,019**	177,424
Packing Materials Consumed	**9,407**	17,904
	327,077	573,213
Less: Attributable to Self Consumption	**21,295**	53,241
	305,782	519,972

	2017-18	2016-17
CONSOLIDATED NOTE No."22"		
PURCHASE OF STOCK-IN-TRADE		
Cement Purchases	**7,226**	677
Other Purchases	**10,267**	10,677
	17,493	11,344

₹ Lakhs

	2017-18	2016-17
CONSOLIDATED NOTE No."23"		
CHANGES IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROGRESS		
OPENING STOCKS		
Finished Goods	**14,940**	17,004
Stock in Trade	**151**	913
Stock-in-process	**11,236**	16,551
	26,327	34,468
LESS:CLOSING STOCKS		
Finished Goods	**14,213**	14,962
Stock in Trade	**405**	151
Stock-in-process	**10,858**	11,236
	25,476	26,349
WORK-IN-PROGRESS		
Opening Work-in-Progress	**18,396**	29,326
Less: Transfer	**-**	2,782
Less: Closing Work-in-Progress	**19,988**	18,396
	(1,592)	8,148
Less: Stock Transfer to UTCL on Demerger	**6,700**	-
Excise Duty difference on changes in Closing Stocks	**(1,061)**	(446)
	(8,502)	15,821

	2017-18	2016-17
CONSOLIDATED NOTE No."24"		
MANUFACTURING, CONSTRUCTION, REAL ESTATE, INFRASTRUCTURE, HOTEL / HOSPITALITY /EVENT & POWER EXPENSES		
Construction & Other Contract Expenses	**59,712**	29,986
Real Estate / Infrastructure Expenses	**72,240**	135,911
Sports Event Expenses	**46**	1,742
Hotel & Golf Course Operating Expenses	**3,702**	3,108
Hire Charges & Lease Rentals of Machinery	**515**	2,196
Power, Electricity & Water Charges	**91,740**	127,905
Repairs & Maintenance of Machinery	**7,359**	11,554
Repairs to Building and Camps	**6,614**	6,440
Operation & Maintenance Expenses	**14,132**	41,754
Freight, Octroi & Transportation Charges	**12,669**	27,609
	268,729	388,205
Less: Attributable to Self Consumption	**3,919**	3,785
	264,810	384,420

	2017-18	2016-17
CONSOLIDATED NOTE No."25"		
EMPLOYEE BENEFITS EXPENSES		
Salaries and Wages	**59,135**	81,918
Gratuity	**1,057**	1,374
Contribution to Provident & Other Funds	**3,024**	3,613
Staff Welfare	**2,472**	3,854
	65,688	90,759

₹ Lakhs

	2017-18	2016-17
CONSOLIDATED NOTE No."26"		
FINANCE COSTS		
Interest on Non-convertible Debentures & Term Loans	**204,089**	687,067
Interest on Bank Borrowing and Others	**38,437**	53,593
Foreign Currency Rate Difference [Net] - On Financing	**518**	(885)
Financing Charges under Finance Lease	**1,005**	879
	244,049	740,654

	2017-18	2016-17
CONSOLIDATED NOTE No."27"		
OTHER EXPENSES		
Loading, Transportation & Other Charges	**38,534**	99,125
Commission on Sales	**1,576**	4,220
Sales Promotion	**5,577**	7,493
Rent	**1,948**	2,344
Rates & Taxes	**7,218**	19,113
Insurance	**2,183**	4,540
Travelling & Conveyance	**3,181**	3,678
Bank Charges, Bill Discounting & Guarantee Commission	**4,579**	6,204
Loss on Sale / Disposal / Discard / Write-off of Property, Plant & Equipment (Net)	**3,982**	24
Postage & Telephone	**490**	777
Light Vehicles Running & Maintenance	**1,758**	1,929
Legal & Professional	**16,652**	17,532
Charity & Donation	**-**	18
Security & Medical Service	**6,864**	8,970
CIRP Expenses	**1,168**	-
Impairment of Goodwill	**11,610**	-
Corporate Social Responsibility	**144**	451
Directors' Fees	**37**	104
Miscellaneous Expenses	**8,274**	13,112
Auditors' Remuneration:		
Audit Fees	**115**	156
Tax Audit Fees	**13**	20
Certification & Other Services	**18**	3
Reimbursement of Expenses	**3**	4
	115,924	189,817

	2017-18	2016-17
CONSOLIDATED NOTE No."28"		
EXCEPTIONAL ITEMS - GAIN/ (LOSS)		
Provision for Diminution in value of Non Current Investments/ Receivables	**(218)**	(1,533)
Claims / Balances Written off	**(15,644)**	-
Interest Reversed / Other adjustments on Restructuring of Debt	**127,497**	-
Provision of withholding Tax on Fees for Formula-1 Event	**-**	(11,418)
Capital Work-in-Progress of Ganga Project written-off	**-**	(54,110)
Disposal of Subsidiary	**-**	(241,938)
	111,635	(308,999)

CONSOLIDATED NOTE No."29"

[a] The Consolidated Financial Statements includes the results of the following entities in addition to the Company:

Name of Companies		Place of Business	Proportion of Effective Ownership Interest	
			As at 31st March 2018	As at 31st March 2017
1	Jaypee Ganga Infrastructure Corporation Limited	India	**100%**	100%
2	Bhilai Jaypee Cement Limited	India	**74%**	74%
3	Jaypee Infratech Limited [JIL]	India	**65.89%**	71.64%
4	Jaypee Health Care Limited [Subsidiary of JIL]	India	**100%**	100%
5	Gujarat Jaypee Cement and Infrastructure Limited	India	**74%**	74%
6	Himalyan Expressway Limited	India	**100%**	100%
7	Jaypee Assam Cement Limited	India	**100%**	100%
8	Himalyaputra Aviation Limited	India	**100%**	100%
9	Jaypee Agra Vikas Limited	India	**100%**	100%
10	Jaypee Cement Corporation Limited [JCCL]	India	**100%**	100%
11	Jaypee Fertilizers & Industries Limited [JFIL]	India	**100%**	100%
12	Jaiprakash Agri Initiatives Company Limited [Subsidiary of JCCL]	India	**100%**	100%
13	Jaypee Cement Hockey (India) Limited	India	**100%**	100%
14	Jaypee Infrastructure Development Limited	India	**100%**	100%
15	Yamuna Expressway Tolling Limited [Subsidiary w.e.f. 25.03.17]	India	**100%**	100%
16	Jaypee Uttar Bharat Vikas Private Limited [JUBVPL]	India	**100%**	50%
17	Kanpur Fertilizers & Cement Limited [Subsidiary of JUBVPL]	India	**89%**	49.92%
18	RPJ Minerals Pvt. Ltd.	India	**52.40%**	52.40%
19	Sonebhadra Minerals Pvt. Ltd.	India	**52.43%**	52.43%
20	Rock Solid Cement Limited	India	**52.40%**	52.40%
21	Sarveshwari Stone Product Private Limited	India	**52.40%**	52.40%
22	Jaiprakash Power Ventures Limited [JPVL]	India	**29.74%**	29.74%
23	Prayagraj Power Generation Company Limited [Subsidiary of JPVL]	India	**37.81%**	38.89%
24	Jaypee Power Grid Limited [Subsidiary of JPVL]	India	**-**	22.01%
25	Sangam Power Generation Company Limited [Subsidiary of JPVL]	India	**-**	29.74%
26	Jaypee Meghalaya Power Limited [Subsidiary of JPVL]	India	**-**	29.74%
27	Jaypee Arunachal Power Limited (Subsidiary of JPVL)	India	**-**	29.74%
28	Bina Power Supply Company Limited [Subsidiary of JPVL]	India	**-**	29.74%
29	MP Jaypee Coal Limited	India	**49%**	49%
30	MP Jaypee Coal Fields Limited	India	**49%**	49%
31	Madhya Pradesh Jaypee Minerals Limited	India	**49%**	49%

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] All the above companies are consolidated on full consolidation method except the companies at Sl. No.22 to 31 are consolidated as an Associate on equity method. JPVL and its subsidiaries (mentioned at Sl. No. 22 to 28) ceased to be subsidiary of the Company and become an associate company of the Company w.e.f. 18th February, 2017. Financial Results of JPVL and its subsidiaries have been fully consolidated till 17 February 2017 and w.e.f. 18 February 2017, JPVL has been consolidated as an associate.

[c] Companies mentioned at Sl. No. 16 and 17 became Subsidiary of the Company w.e.f. 26.07.2017.

[d] Proportion of effective ownership interest includes shares directly held by the Company and also through its subsidiaries / associates.

CONSOLIDATED NOTE No."30"

Related Parties disclosures, as required in terms of Ind AS 24 are given below:

Name of Companies			Place of Business	Proportion of Effective Ownership Interest	
				As at 31st March 2018	**As at 31st March 2017**
[a]	**Entity having Significant Influence over the Company**				
	1	Jaypee Infra Ventures [A Private Company with unlimited liability]	India	**28.30%**	28.30%
[b]	**Associate Companies:**				
	1	Jaiprakash Power Ventures Limited [JPVL]	India	**29.74%**	29.74%
	2	Jaypee Powergrid Limited [Subsidiary of JPVL]	India	**22.01%**	22.01%
	3	Jaypee Arunachal Power Limited [Subsidiary of JPVL]	India	**29.74%**	29.74%
	4	Sangam Power Generation Company Limited [Subsidiary of JPVL]	India	**29.74%**	29.74%
	5	Prayagraj Power Generation Company Limited [Subsidiary of JPVL upto 18.12.2017]	India	**37.81%**	38.89%
	6	Jaypee Meghalaya Power Limited [Subsidiary of JPVL]	India	**29.74%**	29.74%
	7	Bina Power Supply Limited [Subsidiary of JPVL]	India	**29.74%**	29.74%
	8	Jaypee Uttar Bharat Vikas Private Limited [Associate Company till 25.07.2017]	India	**100%**	50%
	9	Kanpur Fertilizers & Cement Limited [Associate Company till 25.07.2017]	India	**100%**	49.92%
	10	Madhya Pradesh Jaypee Minerals Limited	India	**49%**	49%
	11	MP Jaypee Coal Limited	India	**49%**	49%
	12	MP Jaypee Coal Fields Limited	India	**49%**	49%
	13	Sonebhadra Minerals Private Limited	India	**52.43%**	52.43%
	14	RPJ Minerals Private Limited	India	**52.40%**	52.40%
	15	Rock Solid Cement Limited	India	**52.40%**	52.40%
	16	Sarveshwari Stone Products Private Limited	India	**52.40%**	52.40%
	17	Yamuna Expressway Tolling Private Limited [Associate Company till 24.03.2017]	India	**100%**	100%

Companies mentioned at Sl.No.1 to 7 became an associate company in place of subsidiary w.e.f. 18.02.2017.

[c] Other Related Companies where transaction have been taken place.

1 Jaypee Development Corporation Limited
2 JIL Information Technology Limited
3 Gaur & Nagi Limited
4 Indesign Enterprises Private Limited
5 Tiger Hills Holiday Resort Private Limited
6 Jaypee International Logistics Company Private Limited
7 Andhra Cements Limited
8 Jaypee Hotels Limited*
9 JC World Hospitality Pvt. Ltd.
10 Kram Infracon Private Limited

[d] Key Management Personnel [KMP], where transaction have been taken place.

Jaiprakash Associates Limited

1 Shri Manoj Gaur, Executive Chairman & C.E.O.
2 Shri Sunil Kumar Sharma, Executive Vice Chairman
3 Shri Sarat Kumar Jain, Vice Chairman
4 Shri Sunny Gaur, Managing Director [Cement]
5 Shri Pankaj Gaur, Joint Managing Director [Construction]
6 Shri Ranvijay Singh, Whole time Director
7 Shri Rahul Kumar, Whole time Director & C.F.O. [till 31.07.2017]
8 Shri Naveen Kumar Singh [Relative of KMP]
9 Shri Raj Kumar Singh [Relative of KMP]

Other Companies

1 Shri Suren Jain
2 Shri Praveen Kumar Singh
3 Shri M. K. V. Rama Rao
4 Shri Rakesh Sharma
5 Shri Sameer Gaur
6 Shri Sachin Gaur
7 Smt Rekha Dixit
8 Shri Gaurav Jain
9 Shri D.P. Goyal
10 Shri N.K. Jain
11 Shri Sunil Joshi
12 Shri Alok Gaur
13 Shri R.B. Singh
14 Shri A.K. Jain
15 Smt. Archana Sharma [Relative of KMP]

Transactions carried out with related parties referred to above:

₹ LAKHS

Nature of Transactions	2017-18			
	Referred in (a) above	Referred in (b) above	Referred in (c) above	Referred in (d) above
Receipts/ Income				
Cement Sales/Fabrication Job/Other Materials	-	2,672	285	-
Construction / Other Contract Receipts	-	3,533	-	-
Sub Lease of Land	-	-	8	-
Others	-	1,943	1,084	-
Expenses				
Design Engineering and Technical Consultancy	2,585	-	2,243	-
Management Fees	-	-	1,659	-
Security & Medical Services	-	-	3,852	-
Salaries & Other Amenities etc.	-	-	-	3,340
Rent	138	-	-	-
Purchase of Cement/Clinker/Other Materials	-	4,640	593	-
Construction Expenses	-	-	2,754	-
Other Expenses	-	-	263	-
Outstanding				
Receivables	146,063	29,158	21,691	-
Payables	1,631	1,276	5,296	1,053

₹ LAKHS

Nature of Transactions	2016-17			
	Referred in (a) above	Referred in (b) above	Referred in (c) above	Referred in (d) above
Receipts/ Income				
Cement Sales/Fabrication Job/Other Materials	-	278	539	-
Construction / Other Contract Receipts	-	3,897	-	-
Sale of Power	-	16,012	-	-
Sub Lease of Land	-	-	11,971	-
Others	-	475	809	-
Expenses				
Design Engineering and Technical Consultancy	1,109	-	2,191	-
Management Fees	-	-	1,491	-
Security & Medical Services	-	-	6,622	-
Salaries & Other Amenities etc.	-	-	-	3,240
Rent	132	-	-	-
Purchase of Cement/Clinker/Other Materials	-	307	989	-
Construction Expenses	-	-	1,023	-
Other Expenses	-	-	279	-
Others				
Cancellation of Development Rights	-	-	29,970	-
Sale of Fixed Assets	-	7	-	-
Outstanding				
Receivables	146,123	51,843	20,108	-
Payables	582	82	4,664	231

CONSOLIDATED NOTE No."31"

The Scheme of Arrangement between the Company and Jaypee Cement Corporation Limited (JCCL, 100% subsidiary of the Company) and UltraTech Cement Limited (Transferee company) and their respective shareholders and creditors as sanctioned by the Hon'ble National Company Law Tribunal, Allahabad Bench and Hon'ble National Company Law Tribunal, Mumbai Bench for transfer of its cement business, comprising identified cement plants with an aggregate capacity of 17.20 MTPA spread over the states of Uttar Pradesh, Madhya Pradesh, Himachal Pradesh, Uttarakhand and Andhra Pradesh and 4 MTPA Bara grinding unit (under commissioning), a unit of Prayagraj Power Generation Company Limited, an associate company at a total Enterprise Value of ;16,189 Crores has been consummated on 29th June 2017, being the effective date for the purpose of the Scheme.

With effect from the appointed date the business in its entirety is transferred to and vested in or be deemed to have been transferred to and vested in the transferee company on a going concern basis. The Accounting has been done in accordance with the treatment as given in the Scheme. The profit of ; 3013.50 crores on this transaction has been credited to General Reserve.

			As at 31st March 2018	As at 31st March 2017
CONSOLIDATED NOTE No."32"			**₹ LAKHS**	₹ LAKHS
Contingent Liability not provided for in respect of :				
[a]	Claims against the Company / Disputed Liability [excluding Income Tax] not acknowledged as debts		**558,551**	334,579
	Liability may arise along with interest as may be applicable [currently unascertainable]			
	Amount deposited under protest		**106,432**	102,393
	Bank Guarantee deposited under protest (included in [b] below)		**28,805**	28,705
[b]	Outstanding amount of Bank Guarantees		**229,381**	250,242
	Margin Money deposited against the above		**4,858**	5,524
[c]	[i]	Income Tax matters under Appeal	**147,026**	15,649
	[ii]	TDS matter under appeal	**17,551**	17,549

[d] [i] The Competition Commission of India vide its Order dated 31st August, 2016 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 during F.Y. 2009-10 & 2010-11 and imposed a penalty of ₹ 1,323.60 Crores on the Company. The Company has filed an Appeal against the said Order before the Competition Appellate Tribunal wherein the Tribunal granted stay on deposit of the penalty imposed subject to the condition that the company shall deposit 10% of the penalty calculated on the profit earned by the cement business i.e. ₹ 23.77 Crores, which was duly deposited. Thereafter, the matter was heard on various dates by Hon'ble National Company Law Appellate Tribunal (to whom the powers in such matters have been transferred) and the Order has been reserved.

[ii] The Competition Commission of India vide its other order dated 19th January, 2017 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 in the state of Haryana during F.Y. 2012-13 to F.Y. 2014-15 and imposed a penalty of ₹ 38.02 Crores on the Company. The Company had filed an appeal against the Order. The Tribunal stayed the operation of impugned order and further proceedings will commence after the Order in the matter referred at Sl. No.d[i] above, is passed.

[e] The Hon'ble High Court of Himachal Pradesh, vide order dated 04.05.2012, imposed damages of ₹ 10000 Lakhs holding certain contraventions of the Water(Prevention & Control of Pollution) Act, 1974 , Air (Prevention & Control of Pollution) Act, 1981 & Environment Impact Assessment Notification in respect of the Company's Cement plant at Bagheri, Himachal Pradesh. The Company has filed Special Leave Petition before the Hon'ble Supreme Court against the said Order which is pending for disposal. As per directions of the Hon'ble Supreme Court an amount of ₹ 10000 lakhs [Previous Year ₹ 10000 Lakhs] has been deposited with the State Government which will remain with them and not to be disbursed during the pendency of the appeal.

	As at 31st March 2018	As at 31st March 2017
CONSOLIDATED NOTE No."33"	**₹ LAKHS**	₹ LAKHS
Commitments:		
[a] Estimated amount of Contract remaining to be executed on capital account and not provided for (net of advances)	**16,246**	706,924
[b] Outstanding Letters of Credit	**9,808**	14,507
Margin Money deposited against the above	**828**	1,046

₹ LAKHS

	As at 31st March 2018	As at 31st March 2017
CONSOLIDATED NOTE No."34"		
Deferred Tax relates to the followings:		
Deferred Tax Liability		
Property Plant and Equipments	**(134,844)**	(289,645)
Inventories	**(133,834)**	(138,677)
Financial assets	**(762)**	(10,067)
Other Liabilities	**(211)**	(9,098)
	(269,651)	(447,487)
Deferred tax liability directly associated with assets classified as held for sale	**9,912**	9,849
	(259,739)	(437,638)
Deferred Tax Asset		
Defined benefit obligations	**57,828**	57,906
Provision for Diminution	**15,728**	95,673
Allowance for doubtful debts	**97**	83
Others including Tax Losses	**237,492**	335,035
	311,145	488,697
Deferred tax assets classified as held for sale	**26,028**	24,379
	285,117	464,318
Net Deferred Tax Assets / (Liabilities)		
	25,378	26,680

₹ LAKHS

	2017-18	2016-17
Reconciliation of Deferred Tax Liabilities (Net)		
Opening Balance as of 1st April	**41,210**	(41,046)
Tax Income / (Expense) recognised in profit or loss	**276**	120,058
Tax Income / (Expense) recognised in OCI	**14**	13
Others	**(6)**	-
Tax pertaining to Company which ceased to be Subsidiary	**-**	(37,815)
Deferred tax liability directrly associated with assets classified as held for sale	**(16,116)**	(14,530)
Closing Balance as at 31st March	**25,378**	26,680

CONSOLIDATED NOTE No."35"

[i] State Bank of India has invoked the pledge of 10,00,00,000 Equity Shares of Jaypee Infratech Limited (JIL) held by the Company and had sold 3,18,96,744 Equity Shares in the open market during the quarter ended March 31, 2018. The impact of the above said sale of shares has been taken in the Financial Statements. Balance shares aggregating to 6,81,03,256 are held with the trusteeship as at 31.03.2018.

[ii] IndusInd Bank has invoked the pledge of 6,00,00,000 Equity Shares of Jaypee Infratech Limited (JIL) held by the Company. IndusInd Bank through its trusteeship services had sold 4,80,00,000 Equity shares in the open market during the quarter ended March 31, 2018. The proceeds from the sale of shares has been adjusted against the Borrowing outstanding of Himalayaputra Aviation Limited (100% subsidiary of the Company). The impact of the above said sale of shares has been taken in the Statement of Profit and Loss. Balance shares aggregating to 1,20,00,000 are transferred back to the Company. Thus effective invocation being for 4,80,00,000 Equity Shares of JIL.

CONSOLIDATED NOTE No."36"

Non Current Trade receivables include ₹ 2645.45 Crore, outstanding as at 31st March 2018 (₹ 2983.52 Crore, outstanding as at 31st March 2017) which represents various claims raised on the Clients based on the terms and conditions implicit in the Engineering & Construction Contracts in respect of closed / suspended/under construction projects. These claims are mainly in respect of cost over run arising due to suspension of works, client caused delays, changes in the scope of work, deviation in design and other factors for which Company is at various stages of negotiation/ discussion with the clients or under Arbitration/ litigation. On the basis of the contractual tenability, progress of negotiations/ discussions/ arbitration/ litigations, the management considers these receivables are fully recoverable.

CONSOLIDATED NOTE No."37"

The Company has made an investments of ₹ 340 Crores (34 crores Equity Shares of ₹ 10/- each, fully paid up) in Prayagraj Power Generation Company Limited [PPGCL], an associate company. Lenders of PPGCL has invoked the entire pledged shares of PPGCL held by Jaiprakash Power Ventures Limited [JPVL] [holding company of PPGCL] on 18th December 2017 due to default in payment of interest to Banks/ Financial Institutions. Keeping in view the above facts, the impact on the carrying value of the Equity shares of PPGCL held by the Company is currently unascertainable and considered at Book Value. However, adjustment required as per equity method for consolidating investment in associate has been made.

CONSOLIDATED NOTE No."38"

IDBI Bank Limited had filed Petition with Hon'ble National Company Law Tribunal [NCLT], Allahabad Bench [the Bench] U/s 7 of Insolvency & Bankruptcy Code, 2016 in respect of Jaypee Infratech Limited [JIL] [Subsidiary of the Company] which was admitted vide Order dated 9th August, 2017 and Interim Resolution Professional (IRP) was appointed to carry the functions as mentioned under the Code.

While admitting the Petitions / Interventions filed by certain home buyers of Jaypee Infratech Limited, Hon'ble Supreme Court vide its various Orders gave directions to Jaiprakash Associates Limited to deposit a sum of ₹ 2000 Crores with the Court on 11th September, 2017, which was modified vide its order(s) dated 22nd November, 2017 and 21st March, 2018 to deposit in instalment an amount of ₹ 750 Crores by 10th May, 2018. The Company has deposited ₹750 Crores (including ₹ 550 Crores till 31st March, 2018) with the Hon'ble Supreme Court till date.

In view of the ongoing IRP/ legal proceedings with Hon'ble National Company Law Tribunal (NCLT), Allahabad Bench and Hon'ble Supreme Court, the impact on the carrying value of the Investments in JIL amounting ₹ 849.26 Crores (84,70,00,000 Equity Shares of ₹ 10/- each excluding shares invoked by State Bank of India), Current Receivables amounting ₹ 341.75 Crores, Corporate Guarantee given to Lenders of JIL amounting ₹ 232.17 Crores and deposit of ₹ 550 Crores [till 31st March, 2018] with the Registrar, Supreme Court is currently unascertainable. Hence no provision is considered necessary in the Financial Statements for the year ended on 31st March, 2018 by the Management.

CONSOLIDATED NOTE No."39"

The Company has received Termination Notice for the Mandla North Coal Mine allotted by Nominated Authority, Ministry of Coal on account of not meeting eligibility criteria mentioned in the Coal Mines Development and Production Agreement along with instructions for invocation of the Bank Guarantee submitted by the Company, in the form of Performance Security. The Hon'ble High Court has granted a stay against the Termination Notice and invocation of Performance Guarantee. Since, the matter is now being sub-judice in High Court, the recoverability of the amount invested aggregating to ₹ 293.01 Crores as on 31.03.2018 in the development of the Coal Block and impact of the invocation of the Performance Guarantee is uncertain, no provision has been considered necessary to be made in the Financial statements.

CONSOLIDATED NOTE No."40"

Confirmations/ Reconciliation of balances of certain secured & unsecured loans, balances with banks, trade receivables, trade and other payables (including capital creditors) and loans and advances are pending. The management is confident that on confirmation / reconciliation there will not be any material impact on the financial statements.

CONSOLIDATED NOTE No."41"

Segment Information - Business Segment

₹ LAKHS

	2017-18			2016-17		
	Segment Revenue		**Segment Result**	Segment Revenue		Segment Result
	External	**Inter Segment Revenue**	**Profit/(Loss) before Tax and Interest**	External	Inter Segment Revenue	Profit/(Loss) before Tax and Interest
Construction	**158,347**	**45,509**	**(5,498)**	99,772	44,684	(35,696)
Cement & Cement Products	**245,632**	**5,516**	**(24,760)**	517,645	4,067	(36,390)
Infrastructure Project	**(1,448)**	**-**	**(67,004)**	101,261	-	(25,856)
Hotel/Hospitality	**26,127**	**174**	**1,436**	23,633	253	564
Sports Events	**771**	**-**	**(11,758)**	1,788	-	(13,942)
Real Estate	**94,019**	**1,919**	**43,775**	26,172	-	(4,334)
Power	**(1,445)**	**23,610**	**(899)**	410,304	18,025	90,235
Investments	**-**	**-**	**2,345**	-	-	283
Fertilizers	**220,322**	**-**	**15,985**	218,592	-	15,880
Health Care	**26,817**	**-**	**(4,256)**	19,703	-	(5,733)
Others	**6,863**	**4,227**	**(2,370)**	7,050	-	(2,886)
Unallocated	**128**	**-**	**(7,387)**	36	-	7,247
	776,133	**80,955**	**(60,391)**	1,425,956	67,029	(10,628)
Less: Finance Costs			**244,049**			740,654
Profit/(Loss) before Tax			**(304,440)**			**(751,282)**
Exceptional Items			**111,635**			(308,999)
Share of Profit/(Loss) of Associates			**(66,936)**			13
			(259,741)			**(1,060,268)**
Provision for Tax						
Current Tax		**197**			1,049	
Deferred Tax		**(276)**	**(79)**		(120,058)	(119,009)
Profit/(Loss) after Tax			**(259,662)**			**(941,259)**

₹ LAKHS

	2017-18		2016-17	
	Segment Assets	Segment Liabilities	Segment Assets	Segment Liabilities
Other Information				
Construction	**495,914**	**125,482**	509,927	99,424
Cement & Cement Products	**641,286**	**104,347**	1,807,961	245,961
Infrastructure Project	**1,542,310**	**423,637**	1,461,536	402,991
Hotel/Hospitality	**82,030**	**16,073**	83,808	12,760
Sports Events	**244,316**	**41,480**	260,533	52,410
Real Estate	**1,052,290**	**209,901**	977,523	236,399
Power	**206,886**	**4,934**	306,197	6,553
Investments*	**131,775**	**-**	212,700	-
Fertilizers	**196,050**	**45,076**	207,012	45,364
Health Care	**95,596**	**25,263**	84,491	9,302
Others	**44,980**	**2,569**	47,155	4,143
Unallocated	**187,657**	**412,209**	135,308	375,500
Segment Total	**4,921,090**	**1,410,971**	6,094,151	1,490,807
Deferred Tax	**41,495**	**-**	41,210	-
Loans	**-**	**2,986,408**	-	4,117,060
Total as per Balance Sheet	**4,962,585**	**4,397,379**	6,135,361	5,607,867

*Including investment in Associates ₹ 70102 Lakhs [Previous Year ₹ 139243 Lakhs]

	2017-18		2016-17	
	Capital Expenditure	Depreciation and amortisation	Capital Expenditure	Depreciation and amortisation
Construction	**4,931**	**12,440**	7,985	12,828
Cement & Cement Products	**7,733**	**28,786**	31,710	69,439
Infrastructure Project	**719**	**5,351**	237	5,409
Hotel/Hospitality	**1,227**	**2,468**	287	2,388
Sports Events	**24**	**10,785**	61	11,360
Real Estate	**133**	**1,316**	140	1,553
Power	**1,238**	**3,488**	147,391	72,301
Fertilizers	**870**	**7,394**	1,204	7,320
Health Care	**1,978**	**3,475**	6,050	3,501
Others	**573**	**2,468**	304	2,478
Unallocated	**-**	**236**	-	253
	19,426	**78,207**	195,369	188,830

	31st March, 2018	31st March, 2017
Additional Information by Geographics		
Revenue		
India	**743,784**	1,386,462
Outside India	**46,908**	53,926
Total	**790,692**	1,440,388
Non-Current Assets		
India	**2,197,503**	3,477,951
Outside India	**20,434**	25,011
Total	**2,217,937**	3,502,962

Non-Current Assets for this purpose consists of property, plant and equipment, Capital Work in Progress and intangible assets including under development.

[a] Segments have been identified in accordance with Indian Accounting Standard on Operating Segment [IND AS-108] 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 / Expressways
[ii]	Cement & Cement Products	Manufacture and Sale of Cement, Clinker and Cement Products
[iii]	Hotel/Hospitality	Hotels, Golf Course, Resorts and Spa
[iv]	Sports Events	Sports related Events
[v]	Real Estate	Real Estate Development and maintenance
[vi]	Power	Generation & Sale of Power [Hydro and Thermal Power] and Power Transmission
[vii]	Infrastructure Projects	Expressways
[viii]	Investments	Investments in Companies
[ix]	Fertilizers	Manufacture and Sale of Urea etc.
[x]	Health Care	Running of Hospital
[xi]	Others	Includes Heavy Engineering Works, Hitech Castings, Coal Extraction, Aviation ,Waste Treatment Plant, Edible Oils and Man Power.

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

[e] Segment Assets exclude Deferred Tax Asset. Segment Liability exclude Deferred Tax Liability.

CONSOLIDATED NOTE No."42"

There are certain Entry tax matters under Appeals [included in Note No. 32 (a)] aggregating to ₹ 510.59 Crores (excluding interest, currently unascertainable) pertaining to the State of Uttar Pradesh, Madhya Pradesh and Himachal Pradesh. The Company has challenged these on account of Constitutional Validity etc in Hon'ble High Courts/ Supreme Court. No provision has been made of the above in the financial statements and management is of the opinion that the Company will succeed in the appeal. The Company has already deposited ₹ 299.93 Crores and also furnished Bank Guarantee of ₹ 202.66 Crores against the above.

CONSOLIDATED NOTE No."43"

[i] The Lenders of the Company in their Joint Lenders forum (JLF) meeting held on 22nd June, 2017 have approved restructuring/ realignment/ reorganisation of debt of the Company & its wholly owned subsidiary, JCCL. The Company has reworked the finance cost pertaining to Financial Year 2016-17 in accordance with the Lenders approved debt restructuring /realignment/ reorganisation scheme.

[ii] For the FY 2017-18, the Company has provided interest expenses on the debt portion that will remain with the company in accordance with the restructuring Scheme approved and Master Re-structuring Agreement (MRA) signed with the Lenders. Interest aggregating to ₹ 796.39 Crores on debt portion of ₹ 11091.27 Crores which will be transferred to Real Estate SPV namely 'Jaypee Infrastructure Development Limited' (JIDL) on Order by Hon'ble National Company Law Tribunal (NCLT), Allahabad with appointed date of 01st July, 2017 has been added to the carrying cost of the Inventory/ Projects under Development in respect of SDZ Real Estate Undertaking [SDZ-RE], since the same has to be serviced from the assets/development of Assets of SDZ-RE and as such no further impact in this respect on the Financial results is envisaged.

[iii] As a part of restructuring / reorganisation / realignment of the debt of the Company, the Scheme of Demerger of the Undertaking (SDZ -RE) comprising identified moveable and immoveable assets and liabilities to be transferred to and vested in the wholly owned subsidiary of the Company, namely, Jaypee Infrastructure Development Limited (JIDL) as a going concern, on a slump exchange basis is pending for sanction with NCLT Allahabad.

CONSOLIDATED NOTE No."44"

[i] The following were classified as Disposal Group held for sale:

[a] Identified Cement Plants transferred to UltraTech Cement Limited (Refer note No 31). The Scheme of Arrangement has been consummated w.e.f. 29th June, 2017.

[b] The Company has entered definitive agreement with Orient Cement Limited (OCL) for sale of 74% stake in Bhilai Jaypee Cement Limited (BJCL, Subsidiary of Company). The transaction is subject to regulatory and other approvals. Post consummation, the Company shall not control BJCL, subsequently it will not be consolidated.

[c] The results of continuing and discontinued operations for the year are presented below:

₹ LAKHS

	Continuing Operations		Discontinued Operations		Total	
	2017-18	2016-17	**2017-18**	2016-17	**2017-18**	2016-17
Revenue	**737,036**	1,132,796	**53,656**	307,592	**790,692**	1,440,388
Operating Expenses [including depreciation]	**767,837**	1,090,612	**83,246**	360,404	**851,083**	1,451,016
Impairment Loss	**-**	-	**-**	-	**-**	-
Profit/(Loss) before Finance Cost, Tax & Exceptional Items	**(30,801)**	42,184	**(29,590)**	(52,812)	**(60,391)**	(10,628)
Finance Cost	**213,074**	601,472	**30,975**	139,182	**244,049**	740,654
Exceptional Items Gain/(Loss)	**75,654**	(308,999)	**35,981**	-	**111,635**	(308,999)
Share of Profit/(Loss) of Associate	**(66,936)**	13	**-**	-	**(66,936)**	13
Profit/(Loss) before Tax	**(235,157)**	(868,274)	**(24,584)**	(191,994)	**(259,741)**	(1,060,268)
Tax expenses/ (Income)	**1,511**	(117,085)	**(1,590)**	(1,924)	**(79)**	(119,009)
Profit/(Loss) for the year	**(236,668)**	**(751,189)**	**(22,994)**	**(190,070)**	**(259,662)**	**(941,259)**
Earnings per share						
Basic EPS for the year	**(7.06)**	**(28.05)**	**(0.90)**	**(7.74)**	**(7.96)**	**(35.79)**
Diluted EPS for the year from discontinued operation	**(7.06)**	**(28.05)**	**(0.90)**	**(7.74)**	**(7.96)**	**(35.79)**

The details of Discontinued Operations into segments are given as under:

	Cement Plants		Power Plants		Total	
	2017-18	2016-17	**2017-18**	2016-17	**2017-18**	2016-17
Revenue	**53,656**	307,592	**-**	-	**53,656**	307,592
Operating Expenses [including depreciation]	**82,328**	357,736	**918**	2,668	**83,246**	360,404
Impairment loss	**-**	-	**-**	-	**-**	-
Profit/(Loss) before Finance Cost, Tax & Exceptional Items	**(28,672)**	**(50,144)**	**(918)**	**(2,668)**	**(29,590)**	**(52,812)**

The major classes of assets and liabilities of discontinued operations classified as held for sale as at 31st March 2018 and 31st March 2017 are as under:

	Cement Plants		Power Plants		Total	
	31st March, 2018	31st March, 2017	**31st March, 2018**	31st March, 2017	**31st March, 2018**	31st March, 2017
Property, Plant and equipment	**57,110**	1,046,524	**-**	90,829	**57,110**	1,137,353
Capital work-in-progress	**99,358**	214,334	**-**	29	**99,358**	214,363
Intangible Assets	**-**	5,791	**-**	-	**-**	5,791
Deferred Tax Assets (Net)	**16,116.00**	14,530	**-**	-	**16,116**	14,530
Inventories	**2,030.00**	28,600	**-**	-	**2,030**	28,600
Trade Receivables	**428.00**	2,217	**-**	-	**428**	2,217
Cash and Bank Balances	**604.00**	464	**-**	-	**604**	464
Other Financial Assets	**151.00**	230	**-**	-	**151**	230
Other Assets	**4,023.00**	25,297	**-**	10	**4,023**	25,307
	179,820	**1,337,987**	**-**	**90,868**	**179,820**	**1,428,855**
Liabilities directly associated with assets classified as held for sale						
Borrowings	**104,474**	84,810	**-**	-	**104,474**	84,810
Trade Payables	**4,728**	61,040	**-**	29	**4,728**	61,069
Other Financial Liabilities	**4,432**	37,426	**-**	56	**4,432**	37,482
Provisions	**665**	2,769	**-**	41	**665**	2,810
Other Liabilities	**5,222**	48,040	**-**	29	**5,222**	48,069
	119,521	**234,085**	**-**	**155**	**119,521**	**234,240**
Net assets directly associated with disposal group	**60,299**	**1,103,902**	**-**	**90,713**	**60,299**	**1,194,615**

The net cash flow of discontinued operations are as follows:

₹ LAKHS

	Cement Plants		Power Plants		Total	
	31st March, 2018	31st March, 2017	**31st March, 2018**	31st March, 2017	**31st March, 2018**	31st March, 2017
Operating Activities	**(12,716)**	83,251	**(286)**	(750)	**(13,002)**	82,501
Investing Activities	**3,978**	(9,315)	**-**	(29)	**3,978**	(9,344)
Financing Activities	**(5,446)**	(56,325)	**-**	(236)	**(5,446)**	(56,561)
Net cash (outflow)/Inflow	**(14,184)**	**17,611**	**(286)**	**(1,015)**	**(14,470)**	**16,596**

CONSOLIDATED NOTE No."45"

Fair Value Measurement

(a) Financial instruments by category

	As at 31st March 2018		As at 31st March 2017	
	FVTPL *	**Amortised Cost**	**FVTPL ***	**Amortised Cost**
Financial Assets				
Investments				
- Equity Shares #	**-**	**70,306**	400	139,447
- Mutual Fund	**60**	**-**	4,454	-
- Bonds	**-**	**1,000**	-	1,000
- Preference Shares	**-**	**10**	-	-
- Others	**-**	**-**	-	7,000
Trade Receivables	**-**	**459,189**	-	485,408
Other Financial Assets	**-**	**92,318**	-	112,623
Cash and Cash Equivalents	**-**	**34,979**	-	30,420
Bank Balance Other than Cash and Cash Equivalents	**-**	**30,043**	-	12,305
Total Financial Assets	**60**	**687,845**	**4,854**	**788,203**
Financial Liabilities				
Borrowings	**-**	**2,881,431**	-	3,895,320
Trade Payables	**-**	**241,790**	-	238,230
Other Financial Liabilities	**-**	**379,309**	-	701,227
Total Financial Liabilities	**-**	**3,502,530**	**-**	**4,834,777**

* Fair value through Statement of Profit & Loss
# Excludes financial assets measured at cost

Fair Value Hierarchy

The fair value hierarchy of assets and liabilities measured at fair value As at 31st March 2018 are as follows:

₹ LAKHS

	Level 1	**Level 2**	**Level 3**	**Total**
Financial Assets				
Investment at FVTPL				
- Equity investment-Quoted	-	-	-	-
- Mutual funds	60	-	-	60
Total Financial Assets	60	-	-	60

The fair value hierarchy of assets and liabilities measured at fair value As at 31st March 2017 are as follows:

	Level 1	**Level 2**	**Level 3**	**Total**
Financial Assets				
Investment at FVTPL				
- Equity investment-Quoted	400	-	-	400
- Mutual funds	4,454	-	-	4,454
Total Financial Assets	4,854	-	-	4,854

Level 1:

This hierarchy includes financial instruments measured using quoted prices. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting date. The mutual funds are valued using the closing NAV declared by respective fund house.

Level 2:

Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3:

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case of unlisted equity shares and preference shares. The fair value of preference shares is determined using discounted cash flow analysis.

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

There were no significant changes in the classification and no significant movements between the fair value hierarchy classifications of assets and liabilities during FY 2016-17.

(b) Valuation technique used to determine fair value (Level I)

Specific valuation technique used to value financial instruments include:

- the use of quoted market price or NAV declared

- the fair value of the remaining financial instruments is determined using the discounted cash flow analysis.

(c) Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of trade receivables, trade payables, capital creditors and cash and cash equivalents, bank balances are considered to be the same as their fair values.

The fair value for loans, security deposits are calculated based on cash flows discounted using weighted average cost of capital.

The fair value of non current borrowings are based on discounted cash flows using a weighted average cost of capital. They are classified as level 3 fair value in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

CONSOLIDATED NOTE No."46"

Financial Risk Management

The Group's activities expose it to market risk, liquidity risk and credit risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

(a) Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers.

(i) Credit Risk Management

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. Trade receivables, Loans and Other receivables are typically unsecured. Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. On account of the adoption of Ind AS 109, the Group uses ECL model to assess the impairment loss or gain. The Group uses a provision matrix to compute the ECL allowance for trade receivables and unbilled revenues. The provision matrix takes into account available external and internal credit risk factors such as credit ratings from credit rating agencies and the Group's historical experience for customers.

(ii) Credit Risk Exposure

The allowance for life time ECL on trade receivables for the year ended 31st March 2018 is ₹ 53 Lakhs and for the year ended 31st March 2017 is ₹ 116 Lakhs.

₹ LAKHS

Trade Receivables	2016-17	2016-17
As at 1st April	10,402	10,286
Impairment loss recognised / reversed	53	116
As at 31st March	**10,455**	**10,402**

Credit risk on cash and cash equivalents and bank balances is limited as the Group generally invest in deposits with bank. Investments primarily include investments in liquid mutual fund units, quoted and unquoted equity shares and quoted bonds.

(b) Liquidity Risk

Liquidity risk is the risk that the Group will face in meeting its obligations associated with its financial liabilities. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due.

(i) Liquidity Risk Management

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, debentures, bonds and finance lease. The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The Group regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated , over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable debt investments with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

(ii) Maturity of Financial Liabilities

The detail of contractual maturities of financial liabilities as on 31st March 2018 are as follows:

₹ LAKHS

	Less than one year	More than one year	Total
Borrowings	**310,842**	**2,570,589**	**2,881,431**
Trade payables	**229,956**	**11,834**	**241,790**
Other financing liabilities	**319,097**	**60,212**	**379,309**
Total financial liabilities	**859,895**	**2,642,635**	**3,502,530**

The detail of contractual maturities of financial liabilities as on 31st March 2017 are as follows:

	Less than one year	More than one year	Total
Borrowings	1,237,529	2,657,791	3,895,320
Trade payables	224,796	13,434	238,230
Other financing liabilities	674,067	27,160	701,227
Total financial liabilities	**2,136,392**	**2,698,385**	**4,834,777**

(c) Market Risk

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Foreign currency risk, interest rate risk and other price risk.

(i) Foreign Currency Risk

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group is exposed to foreign exchange risk arising from foreign currency borrowings [ECB]. Foreign currency risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Group's functional currency (INR). The risk is managed through a forecast of highly probable foreign currency cash flows.

Foreign Currency Risk Management

The Group's risk management committee is responsible to frame, implement and monitor the risk management plan of the Group. The committee carry out risk assessment with regard to foreign exchange variances and suggests risk minimization procedures and implement the same.

Foreign Currency Risk Exposure

The Group's exposure to foreign currency risk at the end of the reporting period expressed in INR are as follows

₹ LAKHS

	As at 31st March 2018	As at 31st March 2017
Financial Liabilities		
Foreign Currency Convertible Bonds*	**25,363**	70,361
External Commercial Borrowings*	**38,133**	12,407
Secured Loans from Banks	**930**	2,661
Unsecured Loans from Banks	**-**	10,660
Working Capital Loans from Banks	**-**	2,475
Interest Payable	**7,278**	14,191
Net exposure to financial liabilities	**71,704**	**112,755**

* including prepaid financing charges of ; 2816 lakhs as on 31st March, 2018

Sensitivity Analysis

The sensitivity of profit or loss to changes in the exchange rates arises mainly form foreign currency denominated financial instruments.

₹ LAKHS

Particulars	Impact on Profit / (Loss)		Impact on Capitalisation	
	As at 31st March 2018	As at 31st March 2017	As at 31st March 2018	As at 31st March 2017
USD sensitivity				
INR/USD - increase by 1% (31st March 2017: 1%)	**(717)**	(1,465)	**-**	(969)
INR/USD - decrease by 1% (31st March 2017: 1%)	**717**	1,465	**-**	969
EURO sensitivity				
INR/EURO - increase by 1% (31st March 2017: 1%)	**-**	(107)	**-**	-
INR/EURO - decrease by 1% (31st March 2017: 1%)	**-**	107	**-**	-
JPY sensitivity				
INR/JPY - increase by 1% (31st March 2017: 1%)	**-**	(675)	**-**	-
INR/JPY - decrease by 1% (31st March 2017: 1%)	**-**	675	**-**	-

(ii) Interest Rate Risk

The Group's main interest rate risk arises from long term borrowings with variable rates, which expose the Group to cash flow interest rate risk. The Group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rate.

Interest Rate Risk Management

The Group's risk management committee ensures all the current and future material risk exposures are identified, assessed, quantified, appropriately mitigated, minimised, managed and critical risks when impact the achievement of the Company's objective or threatens its existence are periodically reviewed.

(iii) Price Risk

The price risk for the Group is risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

Price Risk Management

To manage its price risk arising from investments, the Group diversifies its portfolios. Diversification of the portfolio is done in accordance with the limits set by the Group.

Price Risk Exposure

The group exposure to price risk arises from investments held by the group and classified in the balance sheet as fair value through statement of profit & loss.

CONSOLIDATED NOTE No."47"

Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The objective of the company's capital management is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits other stakeholders and maintain an optimal capital structure to reduce the cost of capital. The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The company monitors capital structure using gearing ratio, which is net debt divided by total equity plus net debt. The company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

₹ Lakhs

	As at 31st March 2018	As at 31st March 2017
Debt	**2,986,408**	4,117,060
Less: Cash and cash equivalents	**(35,537)**	(30,839)
Net debt [A]	**2,950,871**	**4,086,221**
Equity	**467,874**	381,031
Total equity plus net debt [B]	**3,418,745**	**4,467,252**
Gearing Ratio [A] / [B]	**86%**	**91%**

CONSOLIDATED NOTE No."48"

In accordance with the Indian Accounting Standard [IND AS 33] on "Earnings Per Share" computation of basic and diluted earning per share is as under:

₹ LAKHS

			2017-18	2016-17
[a]	Net Profit/(Loss) from continuing operation for Basic Earnings Per Share as per Statement of Profit & Loss		**(171,829)**	(682,333)
	Add: Adjustment for the purpose of Diluted Earnings Per Share		**3,919**	6,656
	Net Profit/(Loss) from continuing operation for Diluted Earnings Per Share		**(167,910)**	(675,677)
[b]	Net Profit/(Loss) from discontinued operation for Basic Earnings Per Share as per Statement of Profit & Loss		**(21,901)**	(188,275)
	Add: Adjustment for the purpose of Diluted Earnings Per Share		**-**	-
	Net Profit/(Loss) from discontinued operation for Diluted Earnings Per Share		**(21,901)**	(188,275)
[c]	Net Profit/(Loss) from continuing & discontinued operation for Basic Earnings Per Share as per Statement of Profit & Loss		**(193,730)**	(870,608)
	Add: Adjustment for the purpose of Diluted Earnings Per Share		**3,919**	6,656
	Net Profit/(Loss) from continuing & discontinued operation for Diluted Earnings Per Share		**(189,811)**	(863,952)
[d]	Weighted average number of equity shares for Earnings Per Share computation:			
	[i]	Number of Equity Shares at the beginning of the year	**2,432,456,975**	2,432,456,975
	[ii]	Number of Shares allotted during the year	**-**	-
	[iii]	Weighted average shares allotted during the year	**-**	-
	[iv]	Weighted average of potential Equity Shares	**75,844,874**	79,302,813
	[v]	Weighted average for:		
		[a] Basic Earnings Per Share	**2,432,456,975**	2,432,456,975
		[b] Diluted Earnings Per Share	**2,508,301,849**	2,511,759,788

₹ LAKHS

				2017-18	2016-17
[e]	Earnings Per Share				
	[i]	For Continuing operation			
		Basic	₹	**(7.06)**	(28.05)
		Diluted	₹	**(7.06)**	(28.05)
	[ii]	For Discontinued operation			
		Basic	₹	**(0.90)**	(7.74)
		Diluted	₹	**(0.90)**	(7.74)
	[iii]	For Continuing & Discontinued operation			
		Basic	₹	**(7.96)**	(35.79)
		Diluted	₹	**(7.96)**	(35.79)
[f]	Face Value Per Share		₹	**2.00**	2.00

CONSOLIDATED NOTE No."49"

Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates.

₹ LAKHS

Name of the entity in the	Net Assets i.e. Total Assets minus Total Liabilities as at 31st March 2018		Share in Profit/ (Loss) for F.Y. 2017-18		Share in Other Comprehensive Income for F.Y. 2017-18		Share in Total Comprehensive Income for F.Y. 2017-18	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated Other Comprehensive Income	Amount	As % of consolidated Total Comprehensive Income	Amount
Parent :								
Jaiprakash Associates Limited	182.79	1,033,113	13.54	35,171	(83.13)	(1,000)	13.10	34,171
Subsidiaries:								
Indian								
Jaypee Infratech Limited	58.60	331,221	(70.03)	(181,838)	(1.91)	(23)	(69.71)	(181,861)
Himalyan Expressway Limited	3.08	17,403	(0.31)	(814)	(0.17)	(2)	(0.31)	(816)
Jaypee Ganga Infrastructure Corporation Limited	(2.73)	(15,406)	(0.67)	(1,731)	-	-	(0.66)	(1,731)
Jaypee Agra Vikas Limited	1.41	7,991	(0.37)	(951)	-	-	(0.36)	(951)
Jaypee Cement Corporation Limited	10.05	56,823	(4.58)	(11,884)	(14.46)	(174)	(4.62)	(12,058)
Jaypee Fertilizers & Industries Limited	13.90	78,549	(0.39)	(1,019)	(0.08)	(1)	(0.39)	(1,020)
Himalyaputra Aviation Limited	(0.58)	(3,251)	0.41	1,070	-	-	0.41	1,070
Jaypee Assam Cement Limited	(0.02)	(100)	(0.00)	(1)	-	-	(0.00)	(1)
Jaypee Health Care Limited	2.62	14,789	(3.94)	(10,241)	0.67	8	(3.92)	(10,233)
Jaypee Infrastructure Development Limited	(0.01)	(48)	-	-	-	-	-	-
Jaypee Cement Hockey (India) Limited	(0.50)	(2,831)	(0.02)	(48)	-	-	(0.02)	(48)
Jaypee Agri Initiatives Company Limited	(0.46)	(2,586)	(0.68)	(1,767)	-	-	(0.68)	(1,767)
Bhilai Jaypee Cement Limited	0.98	5,551	(1.62)	(4,204)	1.00	12	(1.61)	(4,192)
Gujarat Jaypee Cement & Infrastructure Limited	0.01	43	-	-	-	-	-	-
Yamuna Expressway Tolling Limited	(0.54)	(3,040)	(1.16)	(3,013)	-	-	(1.16)	(3,013)
Jaypee Uttar Bharat Vikas Private Limited	7.08	39,995	(0.00)	(1)	-	-	(0.00)	(1)
Kanpur Fertilizers & Cement Limited	14.56	82,275	1.17	3,027	(1.91)	(23)	1.15	3,004
RPJ Minerals Private Limited*	0.14	764	0.28	731	-	-	0.28	731
Sonebhadra Minerals Private Limited*	(0.00)	(2)	(0.00)	(3)	-	-	(0.00)	(3)
Rock Solid Cement Limited*	0.01	46	(0.00)	(1)	-	-	(0.00)	(1)
Sarveshwari Stone Product Private Limited*	0.01	43	(0.00)	(1)	-	-	(0.00)	(1)
Foreign								
Nil	-	-	-	-	-	-	-	-
Associates [Investment as per the equity method]								
Indian								
Madhya Pradesh Jaypee Minerals Limited	-	-	-	-	-	-	-	-
MP Jaypee Coal Limited	-	-	-	-	-	-	-	-
MP Jaypee Coal Fields Limited	-	-	-	-	-	-	-	-
Jaiprakash Power Ventures Limited	-	-	(19.36)	(50,273)	-	-	(19.27)	(50,273)
Prayagraj Power Generation Company Limited	-	-	(6.42)	(16,663)	-	-	(6.39)	(16,663)
Foreign								
Nil	-	-	-	-	-	-	-	-
Adjustment on consolidation	(190.40)	(1,076,136)	(5.86)	(15,208)	-	-	(5.83)	(15,208)
Total equity	100.00	565,206	(100.00)	(259,662)	(100.00)	(1,203)	(100.00)	(260,865)

* Subsidiary through control over the Company

CONSOLIDATED NOTE No."50"

YES Bank Limited has invoked the pledge of 113905440 Equity Shares of ₹10/- each of Bhilai Jaypee Cement Limited held by the Company. Pending settlement with the Lender against its dues, the company continues to be beneficiary owner of the shares as at 31st March,2018. Hence, the financials of the Bhilai Jaypee Cement Limited has been Consolidated considering 74% of shares held by the Company.

CONSOLIDATED NOTE No."51"

The Scheme of demerger of the SDZ -RE Undertaking comprising identified moveable and immovable assets and liabilities of the Company to be transferred to and vested in the wholly owned subsidiary of the Company, namely Jaypee Infrastructure Development Limited as a going concern, on a slump exchange basis, is pending sanction by National Company Law Tribunal [NCLT], Allahabad. Since the appointed date is 1st July, 2017, post sanction of the Scheme by Hon'ble NCLT, Allahabad, the figures of the current financial year will be reinstated.

CONSOLIDATED NOTE No."52"

The previous year figures have been regrouped/ recast/ rearranged wherever considered necessary to conform to current year's classification.

CONSOLIDATED NOTE No."53"

Figures pertaining to the subsidiary companies have been reclassified wherever necessary to bring them in line with the Parent Company's Financial statements.

CONSOLIDATED NOTE No."54"

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

Signatures to Consolidated Note No."1" to "54"

As per our report of even date attached

For and on behalf of the Board

For RAJENDRA K. GOEL & Co.
Chartered Accountants
Firm Registration No. 001457N

R. K. GOEL
Partner
M.No.006154

ASHOK JAIN
Sr. President [Finance]

M. M. SIBBAL
Jt. President &
Company Secretary
FCS - 3538

SUNIL KUMAR SHARMA
Executive Vice Chairman
DIN - 00008125

RAM BAHADUR SINGH
Chief Financial Officer
[Cement]

MANOJ GAUR
Executive Chairman & C.E.O.
DIN - 00008480

S. K. THAKRAL
Chief Financial Officer

Place : New Delhi
Dated : 19th May, 2018

Form AOC -1

Salient Features of the Financial Statement of Subsidiaries/ Associates as per Companies Act, 2013

Part "A" : Subsidiaries

₹ LAKHS

Sl. No.	Name of the Subsidiary		Reporting Currency	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities (including Loan)	Investment Details (including Share held in Trust and Share Application Money)	Turnover	Profit/ (Loss) Before Taxation	Provision for Taxation	Profit / (Loss) After Taxation	Other Comprehensive Income	Total Comprehensive Income	Proposed Dividend (including Dividend Distribution Tax)	% of Share holding *
1.	Jaypee Infratech Limited	CY	INR	138,893	192,328	1,851,905	1,520,684	42,750	(6,225)	(181,838)	-	(181,838)	(34)	(181,872)	-	65.89%
		PY	INR	138,893	395,400	1,820,102	1,285,809	42,750	96,588	(124,261)	(36,623)	(87,638)	(31)	(87,669)	-	71.64%
2.	Himalyan Expressway Limited	CY	INR	11,809	5,594	62,751	45,348	-	6,267	(797)	-	(797)	(2)	(799)	-	100%
		PY	INR	11,809	6,410	67,485	49,266	-	4,694	(2,165)	-	(2,165)	-	(2,165)	-	100%
3.	Bhilai Jaypee Cement Limited	CY	INR	37,968	(32,426)	80,275	74,733	-	21,344	(5,794)	(1,590)	(4,204)	8	(4,196)	-	74%
		PY	INR	37,968	(28,230)	81,131	71,393	-	8,413	(9,983)	(3,080)	(6,903)	30	(6,873)	-	74%
4.	Jaypee Ganga Infrastructure Corporation Limited	CY	INR	27,135	(42,541)	1,313	16,719	-	79	(1,731)	-	(1,731)	-	(1,731)	-	100%
		PY	INR	27,135	(55,297)	1,343	29,505	-	-	(55,297)	-	(55,297)	-	(55,297)	-	100%
5.	Gujarat Jaypee Cement & Infrastructure Limited	CY	INR	73	(30)	44	1	-	2	1	1	-	-	-	-	74%
		PY	INR	73	(30)	44	1	-	2	1	1	-	-	-	-	74%
6.	Jaypee Agra Vikas Limited	CY	INR	27,380	(19,389)	13,787	5,796	-	3	(951)	-	(951)	-	(951)	-	100%
		PY	INR	27,380	(18,438)	26,625	17,683	-	1	(701)	-	(701)	-	(701)	-	100%
7.	Himalyaputra Aviation Limited	CY	INR	1,000	(4,252)	4,517	7,769	-	3,563	1,070	-	1,070	-	1,070	-	100%
		PY	INR	1,000	(5,321)	11,536	15,857	-	2,516	22	-	22	-	22	-	100%
8.	Jaypee Cement Corporation Limited	CY	INR	62,750	(5,927)	223,988	167,165	7,155	26,500	(11,883)	-	(11,883)	(174)	(12,057)	-	100%
		PY	INR	62,750	12,663	523,993	448,580	7,629	74,695	(48,048)	-	(48,048)	301	(47,747)	-	100%
9.	Jaypee Assam Cement Limited	CY	INR	6	(106)	3	103	-	-	(1)	-	(1)	-	(1)	-	100%
		PY	INR	6	(105)	4	103	-	-	(1)	-	(1)	-	(1)	-	100%
10.	Jaypee Fertilizers & Industries Limited (JFIL)	CY	INR	49,650	28,899	79,850	1,301	79,610	230	(1,018)	1	(1,019)	(1)	(1,020)	-	100%
		PY	INR	49,650	29,912	80,626	1,064	78,618	30	(1,290)	135	(1,425)	(4)	(1,429)	-	100%
11.	Jaiprakash Agri Initiatives Company Limited	CY	INR	5,510	(8,096)	9,114	11,700	-	5	(1,767)	-	(1,767)	-	(1,767)	-	100%
		PY	INR	5,510	(6,329)	9,806	10,625	-	18	(1,656)	-	(1,656)	-	(1,656)	-	100%
12.	Jaypee Infrastructure Development Limited	CY	INR	5	(53)	1	49	-	-	-	-	-	-	-	-	100%
		PY	INR	5	(53)	4	52	-	-	(1)	-	(1)	-	(1)	-	100%
13.	Jaypee Health Care Limited	CY	INR	42,750	(27,961)	98,927	84,138	-	26,948	(10,241)	-	(10,241)	12	(10,229)	-	65.89%
		PY	INR	42,750	(17,732)	87,644	62,626	-	19,821	(11,274)	-	(11,274)	(2)	(11,276)	-	71.64%
14.	Jaypee Cement Hockey (India) Limited)	CY	INR	100	(2,931)	514	3,345	-	15	(48)	-	(48)	-	(48)	-	100%
		PY	INR	100	(2,883)	718	3,501	-	864	(494)	-	(494)	-	(494)	-	100%
15.	Yamuna Expressway Tolling Limited	CY	INR	5	(3,045)	60,736	63,776	-	2,456	(3,013)	-	(3,013)	-	(3,013)	-	100%
		PY	INR	5	(31)	60,004	60,030	-	-	(30)	-	(30)	-	(30)	-	100%
16.	Jaypee Uttar Bharat Vikas Private Limited	CY	INR	2,000	37,995	40,000	5	40,000	-	(1)	-	(1)	-	(1)	-	100%
		PY	INR	-	-	-	-	-	-	-	-	-	-	-	-	-
17.	Kanpur Fertilizers & Cement Limited	CY	INR	23,108	59,167	215,088	132,813	-	221,069	4,340	1,313	3,027	(26)	3,001	-	89.00%
		PY	INR	-	-	-	-	-	-	-	-	-	-	-	-	-
18.	Jaiprakash Power Ventures Limited *	CY	INR	-	-	-	-	-	-	-	-	-	-	-	-	-
	(as at 17.02.2017)	PY	INR	293,800	403,384	2,414,767	1,717,583	524,371	255,108	(103,330)	(33,049)	(70,281)	-	(70,281)	-	60.69%
19.	Jaypee Power Grid Limited *	CY	INR	-	-	-	-	-	-	-	-	-	-	-	-	-
	(as at 17.02.2017)	PY	INR	30,000	7,249	91,041	53,792	-	15,499	5,455	872	4,583	-	4,583	-	44.91%
20.	Sangam Power Generation Company Limited	CY	INR	-	-	-	-	-	-	-	-	-	-	-	-	-
	(as at 17.02.2017)	PY	INR	55,198	(183)	55,015	-	-	29	(77)	-	(77)	-	(77)	-	60.69%
21.	Prayagraj Power Generation Company Limited	CY	INR	-	-	-	-	-	-	-	-	-	-	-	-	-
	(as at 17.02.2017)	PY	INR	260,919	(15,220)	1,610,267	1,364,568	-	147,009	(49,446)	-	(49,446)	-	(49,446)	-	65.81%
22.	Jaypee Arunachal Power Limited	CY	INR	-	-	-	-	-	-	-	-	-	-	-	-	-
	(as at 17.02.2017)	PY	INR	20,000	1,005	22,701	1,696	-	3	(203)	-	(203)	-	(203)	-	60.69%
23.	Jaypee Meghalaya Power Limited	CY	INR	-	-	-	-	-	-	-	-	-	-	-	-	-
	(as at 17.02.2017)	PY	INR	838	(11)	902	75	-	-	(4)	-	(4)	-	(4)	-	60.69%
24.	Bina Power Supply Limited	CY	INR	-	-	-	-	-	-	-	-	-	-	-	-	-
	(as at 17.02.2017)	PY	INR	5	(1)	4	-	-	-	-	-	-	-	-	-	60.69%

* effective ownership of the company.

(i) Companies mentioned at Sl. No. 16 and 17 became Subsidiary of the Company w.e.f. 26.07.2017.

(ii) Companies mentioned at Sl. No. 18 to 24 ceased to be Subsidiary of the Company w.e.f. 18.02.2017.

(iii) The above details are as at 31st March, 2018 except wherever specifically mentioned.

1. Name of subsidiaries which are yet to commence operations
   - i. Jaypee Ganga Infrastructure Corporation Limited
   - ii. Gujarat Jaypee Cement & Infrastructure Limited
   - iii. Jaypee Agra Vikas Limited
   - iv. Jaypee Infrastructure Development Limited
   - v. Yamuna Expressway Tolling Limited

2. Name of subsidiaries which have been liquidated or sold during the year

   NIL

Part "B" : Associates

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies.

₹ LAKHS

Sl. No.	Name of Associates		Latest Audited Balance Sheet Date	Shares of Associates held by the company as at 31st March, 2018			Description of how there is significant influence	Reason why the Associates is not consolidated	Networth attributable to Shareholding as per latest audited Balance Sheet	Profit/ (Loss) for the FY 2017-18	
				No.	Amount of Investment in Associates	Extent of Holding %				Considered in Consolidation	Not Considered in Consolidation
1	RPJ Minerals Private Limited (RPJ)	CY	31.03.2018	736,620	1,212	43.83%	%age of shares held	-	335	385	-
		PY		736,620	1,212	43.83%			14	(14)	-
2	Sonebhadra Minerals Private Limited	CY	31.03.2018	23,575	633	48.76%	%age of shares held	-	(1)	(2)	-
		PY		23,575	633	48.76%			-	(1)	-
3	Madhya Pradesh Jaypee Minerals Limited	CY	31.03.2018	30,000,000	3,000	49.00%	%age of shares held	-	(4,340)	(27)	5
		PY		30,000,000	3,000	49.00%			(4,314)	(122)	(88)
4	MP Jaypee Coal Limited	CY	31.03.2018	4,900,000	490	49.00%	%age of shares held	-	(1,414)	(192)	(198)
		PY		4,900,000	490	49.00%			(1,223)	(1,412)	(1,473)
5	MP Jaypee Coal Fields Limited	CY	31.03.2018	4,900,000	490	49.00%	%age of shares held	-	18	1	-
		PY		4,900,000	490	49.00%			18	1	-
8	Jaiprakash Power Ventures Limited	CY	31.03.2018	1,783,000,600	174,262	29.74%	%age of shares held	-	239,483	(50,273)	(118,768)
		PY		1,783,000,600	174,262	29.74%			294,212	(42,638)	(33,380)
9	Prayagraj Power Generation Company Limited	CY	31.03.2018	340,000,000	34,000	11.49%	%age of shares held	-	12,434	(16,663)	(80,790)
		PY		340,000,000	34,000	13.03%			31,352	(32,648)	(21,958)
6	Jaypee Uttar Bharat Vikas Private Limited *	CY	31.03.2018	NIL	-	-	%age of shares held	-	-	-	-
		PY		NIL	-	50.00%			19,998	(1)	(1)
7	Kanpur Fertilizers & Cement Limited**	CY	31.03.2018	NIL	-	-	%age of shares held	-	-	-	-
		PY		NIL	-	49.87%	%age of shares held		39,534	1,239	1,242

CY: Current Year, PY: Previous Year

Companies mentioned at Sl. No. 1 and 2 have been consolidated on the basis of Control.

Companies mentioned at Sl. No. 6 and 7 became Subsidiary of the Company w.e.f. 26.07.2017.

* held through Jaypee Fertilizers & Industries Limited (wholly owned subsidiary); **held through Jaypee Uttar Bharat Vikas Private Limited

1. Name of Associates which are yet to commence operations
   - i. RPJ Minerals Private Limited
   - ii. Sonebhadra Minerals Private Limited
2. Name of Associates which have been liquidated or sold during the year

   NIL

As per our report of even date attached

For and on behalf of the Board

For RAJENDRA K. GOEL & Co.
Chartered Accountants
Firm Registration No. 001457N

SUNIL KUMAR SHARMA
Executive Vice Chairman
DIN - 00008125

MANOJ GAUR
Executive Chairman & C.E.O.
DIN - 00008480

R. K. GOEL
Partner
M.No.006154

M. M. SIBBAL
Jt. President &
Company Secretary
FCS - 3538

ASHOK JAIN
Sr. President [Finance]

RAM BAHADUR SINGH
Chief Financial Officer
[Cement]

S. K. THAKRAL
Chief Financial Officer

Place : New Delhi
Dated : 19th May, 2018

Kanpur Fertilizers & Cement Limited, Kanpur (U.P.)

Captive Power Plant, Churk (U.P.)

CSR Activities at Jaiprakash Associates Limited

Hospital Complex at Rewa (M.P.)

Adult Education programme at Jaypee Nagar Rewa (M.P.)

Sardar Patel Uchchatar Madhyamik Vidyalaya, Rewa (M.P.)

Road constructed by JAL at Jaypee Nagar, Rewa (M.P.)

Jay Jyoti Inter Collage, Churk (U.P.)

If undelivered please return to:

JAIPRAKASH
ASSOCIATES LIMITED

CIN : L14106UP1995PLC019017
Registered Office : Sector-128, Noida-201 304, Uttar Pradesh (India)
Ph. : +91 (120) 2470800, +91 11 49828500 **Fax :** +91 11 26145389
E-Mail : jal.investor@jalindia.co.in **Website :** www.jalindia.com

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