

Ref: JAL:SEC:2019

9th November, 2019

BSE Limited

25th Floor, New Trading Ring,
Rotunda Building,
P J Towers, Dalal Street, Fort,
MUMBAI 400 001

The Manager

Listing Department

National Stock Exchange of India Ltd

“Exchange Plaza”, C-1, Block G,
Bandra-Kurla Complex,
Bandra (E), , Mumbai - 400 051

SCRIP CODE: 532532

NAME OF SCRIP: JPASSOCIAT

Sub: Outcome of the Board Meeting held on 9th November, 2019

Dear Sirs,

1. In terms of Regulation 33 (3)(d) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Unaudited Standalone and Consolidated Financial Results of the Company for the Quarter and Half Year ended 30th September, 2019, as approved by the Board of Directors of the Company in its meeting held on 9th November, 2019, alongwith Limited Review Report of Statutory Auditors M/s. Rajendra K. Goel & Co., Chartered Accountants, New Delhi.
2. The Board has also authorized Shri Ashok Soni, Chief Financial Officer (in place of Shri S.K. Thakral erstwhile CFO) in terms of Regulation 30(5) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as one of the Key Managerial Personnel (KMP), to determine the materiality of events/ information and disclose the same to the Stock Exchanges.

The contact details of all KMPs authorized by the Board in this behalf are given in the enclosed **Annexure-A**.

The meeting commenced at 12.30 P.M. and concluded at 4:00 P.M.

Thanking you,

Yours faithfully,

For JAIPRAKASH ASSOCIATES LIMITED



(M.M. SIBBAL)

Jt. President & Company Secretary

Encl: As above

Annexure – A**Contact details of Key Managerial Personnel**

Sl.No.	Name of the Managerial Personnel	Designation	e-mail addresses
1.	Shri Manoj Gaur	Executive Chairman & CEO	manoj.gaur@jalindia.co.in
2.	Shri Sunil Kumar Sharma	Executive Vice Chairman	sunil.kumar@jalindia.co.in
3.	Shri Ashok Soni	Chief Financial Officer	ashok.soni@jalindia.co.in
4.	Shri M.M. Sibbal	Jt. President & Company Secretary	mm.sibbal@jalindia.co.in

Contact Details

Registered Office	Sector-128, Noida-201304, Uttar Pradesh (India) Ph. : +91(120) 2470800
Corporate Office	'JA House', 63, Basant Lok, Vasant Vihar, New Delhi-110057 (India) Ph.: +91(011) 49828500 Fax: +91(011) 26145389



JAIPRAKASH ASSOCIATES LIMITED

Regd. Office: Sector 128, Noida 201 304 [U.P]
 Head Office: "JA House", 63, Basant Lok, Vasant Vihar, New Delhi - 110 057
 Phone : 91+ (120) 4609000; FAX : 91+ (120) 4609464; CIN : L14106UP1995PLC019017
 website : www.jalindia.com, e-mail: jal.investor@jalindia.co.in

STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30TH SEPTEMBER, 2019

(₹ in Lakhs)

Particulars	STANDALONE					
	Quarter Ended			Half Year Ended		Year Ended
	30.09.2019 [Unaudited]	30.06.2019 [Unaudited]	30.09.2018 [Unaudited]	30.09.2019 [Unaudited]	30.09.2018 [Unaudited]	31.03.2019 [Audited]
1 Income						
Revenue from Operations	102263	119988	190388	222251	359470	683323
Other Income	6744	7226	1011	13970	1969	15118
Total Income	109007	127214	191399	236221	361439	698441
2 Expenses						
[a] Cost of Materials Consumed	39307	45804	50626	85111	102590	209234
[b] Purchase of Stock-in-trade	-	-	386	-	1360	1418
[c] Changes in Inventories of Finished Goods, Stock-in-trade and Work-in-Progress	(353)	10	430	(343)	13069	24572
[d] Direct Construction, Manufacturing, Real Estate, Infrastructure Hotel/Hospitality, Event & Power Expenses	37413	41928	87565	79341	143793	268177
[e] Employee Benefits Expense	12477	12250	10841	24727	21691	47777
[f] Finance Costs	18008	18800	20573	36808	39623	72380
[g] Depreciation and Amortisation Expense	10329	10134	9899	20463	19760	39520
[h] Other Expenses	12573	14164	15130	26737	32913	70369
Total Expenses	129754	143090	195450	272844	374799	733447
3 Profit/(Loss) before Exceptional Items and Tax [1 - 2]	(20747)	(15876)	(4051)	(36623)	(13360)	(35006)
4 Exceptional Items	4574	-	(15)	4574	(19206)	(42344)
5 Profit/(Loss) before Tax [3 + 4]	(16173)	(15876)	(4066)	(32049)	(32566)	(77350)
6 Tax Expense						
[a] Current Tax	-	-	-	-	-	-
[b] Deferred Tax	-	-	-	-	-	-
Total Tax Expense	-	-	-	-	-	-
7 Net Profit/(Loss) for the period from Continuing Operations after Tax [5 - 6]	(16173)	(15876)	(4066)	(32049)	(32566)	(77350)
8 Profit/(Loss) from Discontinued Operations	(8)	(7)	(2)	(15)	(4)	(18)
9 Tax expense of Discontinued Operations	-	-	-	-	-	-
10 Profit/(Loss) from Discontinued Operations after Tax [8 - 9]	(8)	(7)	(2)	(15)	(4)	(18)
11 Net Profit/(Loss) for the period after Tax [7 + 10]	(16181)	(15883)	(4068)	(32064)	(32570)	(77368)
12 Other Comprehensive Income						
a(i) Items that will not be reclassified to Profit/(Loss)	-	-	-	-	-	311
(ii) Income Tax relating to Items that will not be reclassified to Profit/(Loss)	-	-	-	-	-	-
b(i) Items that will be reclassified to Profit/(Loss)	-	-	-	-	-	-
(ii) Income Tax relating to Items that will be reclassified to Profit/(Loss)	-	-	-	-	-	-
Total Other Comprehensive Income for the period [Comprising Profit/(Loss) and Other Comprehensive Income for the period]	-	-	-	-	-	311
13 Total Comprehensive Income for the period [11 + 12] [comprising Profit/(Loss) and Other Comprehensive Income]	(16181)	(15883)	(4068)	(32064)	(32570)	(77057)
14 Paid-up Equity Share Capital [of ₹ 2/- per share]	48649	48649	48649	48649	48649	48649
15 Other Equity [excluding Revaluation Reserve]						826697
16 Earnings Per Share [of ₹ 2/- per share] [for continuing operations]						
Basic	₹ (0.67)	₹ (0.65)	₹ (0.17)	₹ (1.32)	₹ (1.34)	₹ (3.18)
Diluted	₹ (0.67)	₹ (0.65)	₹ (0.17)	₹ (1.32)	₹ (1.34)	₹ (3.18)
Earnings Per Share [of ₹ 2/- per share] [for discontinued operations]						
Basic	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -
Diluted	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -
Earnings Per Share [of ₹ 2/- per share] [for discontinued and continuing operations]						
Basic	₹ (0.67)	₹ (0.65)	₹ (0.17)	₹ (1.32)	₹ (1.34)	₹ (3.18)
Diluted	₹ (0.67)	₹ (0.65)	₹ (0.17)	₹ (1.32)	₹ (1.34)	₹ (3.18)

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**UNAUDITED SEGMENT-WISE REVENUE, RESULTS, ASSETS AND LIABILITIES
FOR THE QUARTER AND HALF YEAR ENDED 30TH SEPTEMBER, 2019**

(₹ in Lakhs)

Particulars	STANDALONE					
	Quarter Ended			Half Year Ended		Year Ended
	30.09.2019 [Unaudited]	30.06.2019 [Unaudited]	30.09.2018 [Unaudited]	30.09.2019 [Unaudited]	30.09.2018 [Unaudited]	31.03.2019 [Audited]
1. Segment Revenue						
[a] Cement & Cement Products	33961	47994	45266	81955	95346	198077
[b] Construction	46902	44754	58815	91656	129546	261441
[c] Power	4409	6408	4022	10817	9727	21774
[d] Hotel/Hospitality & Golf Course	5424	6323	5775	11747	12147	27882
[e] Sport Events	238	586	241	824	455	893
[f] Real Estate	10963	13772	75984	24735	111579	173718
[g] Others	1360	1308	2562	2668	4066	9277
[h] Unallocated	121	75	13	196	336	469
Total	103378	121220	192678	224598	363202	693531
Less: Inter-segment Revenue	1115	1232	2290	2347	3732	10208
Revenue from Operations	102263	119988	190388	222251	359470	683323
2. Segment Results						
[a] Cement & Cement Products	(3553)	344	(1242)	(3209)	(294)	(5422)
[b] Construction	(499)	1565	(451)	1066	3139	1944
[c] Power	(2058)	(1375)	(1299)	(3433)	(1835)	(3846)
[d] Hotel/Hospitality & Golf Course	(505)	110	(353)	(395)	(162)	2043
[e] Sport Events	(2959)	(2657)	(3054)	(5616)	(5964)	(11886)
[f] Real Estate	976	1132	23260	2108	33875	47077
[g] Investments	4570	4570	(24)	9140	(2095)	7340
[h] Others	(958)	(1086)	(890)	(2044)	(1705)	(4302)
	(4986)	2603	15947	(2383)	24959	32948
Less:						
[a] Finance Costs	18008	18800	20573	36808	39623	72380
[b] Other Un-allocable Expenditure net off Un-allocable Income	(2247)	(321)	(575)	(2568)	(1304)	(4426)
	(20747)	(15876)	(4051)	(36623)	(13360)	(35006)
Exceptional Items	4574	-	(15)	4574	(19206)	(42344)
Profit/(Loss) before Tax from Continuing Operations	(16173)	(15876)	(4066)	(32049)	(32566)	(77350)
3. Segment Assets						
[a] Cement & Cement Products	473855	482875	506626	473855	506626	484258
[b] Construction	523076	520483	526869	523076	526869	510809
[c] Power	195041	196841	205340	195041	205340	198602
[d] Hotel/Hospitality & Golf Course	78329	79040	80508	78329	80508	85569
[e] Sports Events	235279	237825	246487	235279	246487	240965
[f] Real Estate	1354513	1328069	1261976	1354513	1261976	1310545
[h] Investments	752420	747771	744282	752420	744282	743124
[i] Others	14547	14464	16056	14547	16056	13849
[j] Un-allocated	206305	195353	213350	206305	213350	194355
Total Segment Assets	3833365	3802721	3801494	3833365	3801494	3782076
4. Segment Liabilities						
[excluding Loans]						
[a] Cement & Cement Products	93001	101011	85217	93001	85217	94107
[b] Construction	183606	179696	199772	183606	199772	168646
[c] Power	15135	13374	17948	15135	17948	14879
[d] Hotel/Hospitality & Golf Course	20449	19716	19773	20449	19773	24252
[e] Sports Events	13310	13454	14131	13310	14131	13661
[f] Real Estate	379346	385424	440287	379346	440287	391126
[g] Others	4640	4564	3540	4640	3540	3992
[h] Un-allocated	418255	391708	276804	418255	276804	354443
Total Segment Liabilities	1127742	1108947	1057472	1127742	1057472	1065106

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STATEMENT OF ASSETS AND LIABILITIES		
Particulars	STANDALONE	
	As At 30.09.2019 [Unaudited]	As At 31.03.2019 [Audited]
A ASSETS		
1 NON-CURRENT ASSETS		
(a) Property, Plant and Equipment	694168	709766
(b) Capital Work-in-Progress	48011	47216
(c) Investment Property	-	-
(d) Goodwill	-	-
(e) Other Intangible Assets	10	12
(f) Intangible Assets under Development	-	-
(g) Biological Assets other than bearer plants	-	-
	<u>742189</u>	<u>756994</u>
(h) Financial Assets		
(i) Investments	752420	743124
(ii) Trade Receivables	264225	266134
(iii) Loans	9579	9107
(iv) Other Financial Assets	5414	6542
(i) Deferred Tax Assets [Net]	-	-
(j) Other Non-Current Assets	122552	138803
	<u>1896379</u>	<u>1920704</u>
Total - Non-current Assets	1896379	1920704
2 CURRENT ASSETS		
(a) Inventories	476830	486479
(b) Financial Assets		
(i) Investments	-	-
(ii) Trade Receivables	97684	104080
(iii) Cash and Cash Equivalents	11002	12695
(iv) Bank Balances other than Cash and Cash Equivalents	22441	20833
(v) Loans	115	141
(vi) Other Financial Assets	191710	166399
(c) Current Tax Assets [Net]	-	-
(d) Other Current Assets	321096	310263
	<u>1120878</u>	<u>1100890</u>
Total - Current Assets	1120878	1100890
3 NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE	816108	760482
TOTAL - ASSETS	3833365	3782076
B EQUITY AND LIABILITIES		
1 EQUITY		
(a) Equity Share Capital	48649	48649
(b) Other Equity	794372	826697
	<u>843021</u>	<u>875346</u>
Total - Equity	843021	875346
2 LIABILITIES		
(I) NON-CURRENT LIABILITIES		
(a) Financial Liabilities		
(i) Borrowings	498717	496253
(ii) Trade Payables	8094	8273
(iii) Other Financial Liabilities	36237	59402
(b) Provisions	8977	8914
(c) Deferred Tax Liabilities [Net]	-	-
(d) Deferred Revenue	-	-
(e) Other Non-Current Liabilities	18813	18728
	<u>570838</u>	<u>591570</u>
Total - Non-current Liabilities	570838	591570
CURRENT LIABILITIES		
(a) Financial Liabilities		
(i) Borrowings	37157	34638
(ii) Trade Payables		
Due to Micro & Small Enterprises	968	612
Due to Creditors Other than Micro & Small Enterprises	158400	160100
(iii) Other Financial Liabilities	242002	217798
(b) Other Current Liabilities	370818	345607
(c) Provisions	77722	77717
(d) Current Tax Liabilities [Net]	-	-
	<u>887067</u>	<u>836472</u>
Total - Current Liabilities	887067	836472
3 LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS IN DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE	1532439	1478688
TOTAL - EQUITY AND LIABILITIES	3833365	3782076

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CASH FLOW STATEMENT FOR THE HALF YEAR ENDED 30TH SEPTEMBER, 2019

₹ Lakhs

	STANDALONE		
	30.09.2019 Unaudited	30.09.2018 Unaudited	
(A) CASH FLOW FROM OPERATING ACTIVITIES:			
Net Profit/(Loss) before Tax as per Statement of Profit & Loss	(32064)	(32570)	
Adjusted for :			
(a) Depreciation, Amortisation & Impairment	20463	19764	
(b) (Profit)/ Loss on sale/disposal/ discard/ write off of Assets [Net]	(1344)	195	
(c) Finance Costs	36808	39623	
(d) Interest Income	(2688)	(1512)	
(e) Profit on Sale of Non-Current Investments	-	2,046	
(f) Fair Value Gain on Financial Instruments	(9295)	(106)	
(g) Interest Reversed/Waiver/Other adjustments of Debt	(4574)	-	
(h) Profit on Sale/Redemption of Exchange Traded Funds/Mutual Funds/ Sale of Other Investments	(333)	-	
Operating Profit/(Loss) before Working Capital Changes	6973	27440	
Adjusted for :			
(a) (Increase)/Decrease in Inventories	9631	61788	
(b) (Increase)/Decrease in Trade Receivables	8305	1290	
(c) (Increase)/Decrease in Other Receivables	(14238)	(15748)	
(d) Increase/(Decrease) in Trade Payables & Other Payables	(6483)	(58726)	
Cash Generated from Operations	4,188	16,044	
Tax Refund/ (Paid) [Net]	9044	2257	
CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES	"A"	13232	18301
(B) CASH FLOW FROM INVESTING ACTIVITIES:			
(a) Purchase of Property, Plant & Equipment and Capital Work-in-Progress	(3629)	(6002)	
(b) Proceeds from Sale/Transfer of Property, Plant & Equipment (incl. sale of undertakings)	1559	149	
(c) Changes in Fixed Deposits & Other Bank Balances	(554)	7184	
(d) Proceeds from Sale/Transfer of Investments/ Other Investments	-	4843	
(e) Interest Income	2689	1513	
NET CASH GENERATED / (USED IN) INVESTING ACTIVITIES	"B"	65	7687
(C) CASH FLOW FROM FINANCING ACTIVITIES:			
(a) Proceeds from Long Term Borrowings	-	7265	
(b) Repayment of Long Term Borrowings	(2996)	(21497)	
(c) Change in Short term Borrowings (Net)	2519	6741	
(d) Finance Costs	(14513)	(25197)	
NET CASH GENERATED FROM/ (USED IN) FROM FINANCING ACTIVITIES	"C"	(14990)	(32688)
NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS	"A+B+C"	(1693)	(6700)
OPENING BALANCE OF CASH AND CASH EQUIVALENTS AS AT 01.04.	12695	27123	
CLOSING BALANCE OF CASH AND CASH EQUIVALENTS AS AT 30.09.	11002	20423	

Notes:

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

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

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

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

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

In terms of the duly approved CRRP, as aforesaid, the Company has provided interest expenses on debt portion that will remain with it. Interest for the quarter and half year ended 30th September, 2019 aggregating ₹ 287.14 Crores and ₹ 556.08 Cr respectively (₹ 1099.12 Crores for year ended 31st March, 2019 and ₹ 796.39 Crores till 31st March, 2018) on debt portion which will be transferred to Real Estate SPV on sanction of the Scheme of Arrangement by NCLT with Appointed Date of 1st July, 2017, has been added to the carrying cost of the Inventory / Projects under development in respect of SDZ Real Estate Undertaking (SDZ-RE), since the same has to be serviced from the assets / development of Assets of SDZ-RE.

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

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

5. Non Current Trade receivables include ₹ 2642.25 Crores, outstanding as at 30th September, 2019 (₹ 2661.34 Crores, outstanding as at 31st March 2019) which represents various claims raised on the Clients based on the terms and conditions implicit in the Engineering & Construction Contracts in respect of closed / suspended/under construction projects. These claims are mainly in respect of cost over run arising due to suspension of works, client caused delays, changes in the scope of work, deviation in design and other factors for which Company is at various stages of negotiation/ discussion with the clients or under Arbitration/ litigation. On the basis of the contractual tenability, progress of negotiations/ discussions/ arbitration/ litigations, the Management is of the view that these receivables are recoverable.

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6. The principal outstanding of privately placed listed Non-Convertible Debentures (NCDs) is fully secured by way of equitable mortgage/registered mortgage/ hypothecation of certain fixed assets of the Company and of its subsidiary having security cover of more than 100%. As per the CRRP duly approved by the lenders, the outstanding NCDs including interest due thereon, are to be converted into Rupee Term Loan and repayable as per conditions of the said Plan.
7. Exceptional Item for the quarter ended 30th September, 2019 aggregating ₹ 45.74 Crores represents amount reversed on reduction in rate of interest and other waiver by a Lender.
8. [a] IDBI Bank Limited has filed a Petition with Hon'ble NCLT, Allahabad Bench, U/S 7 of Insolvency & Bankruptcy Code, 2016 (IBC) in respect of Jaypee Infratech Limited (JIL) [Subsidiary of the Company] which was admitted vide Order dated 9th August, 2017 and Interim Resolution Professional (IRP) was appointed. Hon'ble Supreme Court vide its Order dated 06th November, 2019 had directed the IRP to complete the Corporate Insolvency Resolution Process within 90 days from date of Order.

[b] The appeals filed by various lenders and the Company before Hon'ble NCLAT against the order of Hon'ble NCLT dated 16th May, 2018 allowing the application of the then IRP of JIL alleging contraventions of some of the provisions of IBC in respect of mortgage of land of JIL to secure the loans of Company being the holding company, were admitted. Hon'ble NCLAT vide its Order dated 01st August 2019 has set aside the Order of Hon'ble NCLT. Some Homebuyers & IRP of JIL have filed appeal against the said Order of NCLAT.
9. The above Financial results for the quarter ended 30th September, 2019 have been reviewed and recommended by the Audit Committee and approved by the Board of Directors in their respective meetings held on 09th November, 2019. These results have also been subjected to limited review by the Statutory Auditors.

Place: Noida
Dated: 9th November, 2019




MANOJ GAUR
Executive Chairman
DIN - 00008480



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

Sl. No.	Particulars	As At 30.09.2019
[a]	Debt-Equity Ratio [in times]	2.21
[b]	Previous due date for the payment of interest of Non-Convertible Debentures [NCDs]	
(i)	11.90% NCDs issued on 19.09.2014 and 08.10.2014	}
(ii)	12.00% NCDs issued on 25.07.2012	}
(iii)	10.50% NCDs issued on 16.07.2010	}
(iv)	11.75% NCDs issued on 26.11.2009	}
(v)	12.40% NCDs issued on 04.11.2008	}
(vi)	11.80% NCDs issued on 11.08.2008	}
	Interest has been repaid	Refer Note No.(o) below
[c]	Previous due date for the repayment of Principal of NCDs	
(i)	11.90% NCDs issued on 19.09.2014 and 08.10.2014	}
(ii)	12.00% NCDs issued on 25.07.2012	}
(iii)	10.50% NCDs issued on 16.07.2010	}
(iv)	11.75% NCDs issued on 26.11.2009	}
(v)	12.40% NCDs issued on 04.11.2008	}
(vi)	11.80% NCDs issued on 11.08.2008	}
	Principal has been repaid	Refer Note No.(o) below
[d]	Next due date and amount for the payment of interest of NCDs	Refer Note No.(o) below
[e]	Next due date and amount for the repayment of Principal of NCDs	Refer Note No.(o) below
[f]	Debt Service Coverage Ratio [in times] for the year ended 30.09.2019 [PBIT excluding exceptional items / (Gross Interest + Long-term Principal Repayment)]	0.00
[g]	Interest Service Coverage Ratio [(in times) for the year ended 30.09.2019 (PBIT excluding exceptional items / Gross Interest)]	0.01
[h]	Debenture Redemption Reserve [₹ in Lakhs]	42297
[i]	Net Worth [₹ in Lakhs]	843010
[j]	Net Profit/(Loss) after Tax for the period ended 30.09.2019 [₹ in Lakhs]	(32064)
[k]	Basic Earnings per Share for the period ended 30.09.2019 (in ₹)	(1.32)

- [l] The credit rating by CARE for the NCDs issued by the Company continues to be "D"
- [m] The Company continues to maintain 100% asset cover for the secured NCDs issued by it.
- [n] Net Worth is total of Equity less Intangible Assets.
- [o] Next due date and Amount for payment of Principal and Interest shall be ascertained on complete implementation of the Scheme of restructuring/ realignment /re-organisation of the Debt of the Company approved by the Lenders including Debenture Holders of the Company.

Place: Noida
Dated:9th November, 2019


MANOJ GAUR
Executive Chairman
DIN - 00008480





STATEMENT OF UNAUDITED FINANCIAL RESULTS
FOR THE QUARTER AND HALF YEAR ENDED 30TH SEPTEMBER, 2019

(₹ in Lakhs)

Particulars	CONSOLIDATED					
	Quarter Ended			Half Year Ended		Year Ended
	30.09.2019 [Unaudited]	30.06.2019 [Unaudited]	30.09.2018 [Unaudited]	30.09.2019 [Unaudited]	30.09.2018 [Unaudited]	31.03.2019 [Audited]
1 Income						
Revenue from Operations	215658	241961	284740	457619	547271	1082075
Other Income	2366	2885	980	5251	2473	7044
Total Income	218024	244846	285720	462870	549744	1089119
2 Expenses						
[a] Cost of Materials Consumed	80129	82074	92469	162203	180447	365061
[b] Purchase of Stock-in-trade	2197	2286	864	4483	2094	11532
[c] Changes in Inventories of Finished Goods, Stock-in-trade and Work-in-Progress	761	515	7292	1276	22654	25974
[d] Direct Construction, Manufacturing, Real Estate, Infrastructure Hotel/Hospitality, Event & Power Expenses	84731	108960	113116	193691	205962	396561
[e] Employee Benefits Expense	17226	16868	14931	34094	29408	64495
[f] Finance Costs	68016	68069	65673	136085	128754	255760
[g] Depreciation and Amortisation Expense	17466	17203	16376	34669	32813	73632
[h] Other Expenses	20731	22405	20672	43136	44402	105093
Total Expenses	291257	318380	331393	609637	646534	1298108
3 Profit/(Loss) before Exceptional Items, Share of Profit/(Loss) in Associates and Tax [1 - 2]	(73233)	(73534)	(45673)	(146767)	(96790)	(208989)
4 Share of Profit/(Loss) in Associates	(3656)	(1323)	(6176)	(4979)	(9710)	(10669)
5 Profit/(Loss) before Exceptional Items and Tax [3 + 4]	(76889)	(74857)	(51849)	(151746)	(106500)	(219658)
6 Exceptional Items	4574	-	2	4574	(19189)	(32818)
7 Profit/(Loss) before Tax [5 + 6]	(72315)	(74857)	(51847)	(147172)	(125689)	(252476)
8 Tax Expense						
[a] Current Tax	(273)	273	-	-	1	46
[b] Deferred Tax	(990)	(43)	-	(1033)	-	18411
Total Tax Expense	(1263)	230	-	(1033)	1	18457
9 Net Profit/(Loss) for the period from Continuing Operations after Tax [7 - 8]	(71052)	(75087)	(51847)	(146139)	(125690)	(270933)
10 Profit/(Loss) from Discontinued Operations	(8)	(7)	(2)	(15)	(4)	(18)
11 Tax expense of Discontinued Operations	-	-	-	-	-	-
12 Profit/(Loss) from Discontinued Operations after Tax [10 - 11]	(8)	(7)	(2)	(15)	(4)	(18)
13 Net Profit/(Loss) for the period after Tax [9 + 12]	(71060)	(75094)	(51849)	(146154)	(125694)	(270951)
14 Non Controlling Interest	(17368)	(17632)	(14408)	(35000)	(27678)	(59915)
15 Net Profit/(Loss) after Tax and Non-Controlling Interest [13 - 14]	(53692)	(57462)	(37441)	(111154)	(98016)	(211036)
16 Other Comprehensive Income						
a(i) Items that will not be reclassified to Profit/(Loss)	(12)	2	2	(10)	4	337
(ii) Income Tax relating to Items that will not be reclassified to Profit/(Loss)	-	-	-	-	-	1
b(i) Items that will be reclassified to Profit/(Loss)	-	-	-	-	-	-
(ii) Income Tax relating to Items that will be reclassified to Profit/(Loss)	-	-	-	-	-	-
Total Other Comprehensive Income for the period [Comprising Profit/(Loss) and Other Comprehensive Income for the period]	(12)	2	2	(10)	4	338
17 Non-Controlling Interest [Other Comprehensive Income]	(4)	-	1	(4)	2	-
18 Other Comprehensive Income after Non-Controlling Interest [16 - 17]	(8)	2	1	(6)	2	338
19 Total Comprehensive Income for the period [13 + 16] [comprising Profit/(Loss) and Other Comprehensive Income]	(71072)	(75092)	(51847)	(146164)	(125690)	(270613)
20 Total Non-Controlling Interest [14 + 17]	(17372)	(17632)	(14407)	(35004)	(27676)	(59915)
21 Total Comprehensive Income for the period after Non-Controlling Interest [19 - 20] [comprising Profit/(Loss) and Other Comprehensive Income for the period]	(53700)	(57460)	(37440)	(111160)	(98014)	(210698)
22 Paid-up Equity Share Capital [of ₹ 2/- per share]	48469	48469	48469	48469	48469	48649
23 Other Equity [excluding Revaluation Reserve]						56937
24 Earnings Per Share [of ₹ 2/- per share] [for continuing operations]						
Basic	₹ (2.21)	₹ (2.36)	₹ (1.54)	₹ (4.57)	₹ (4.03)	₹ (8.68)
Diluted	₹ (2.21)	₹ (2.36)	₹ (1.54)	₹ (4.57)	₹ (4.03)	₹ (8.68)
Earnings Per Share [of ₹ 2/- per share] [for discontinued operations]						
Basic	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -
Diluted	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -
Earnings Per Share [of ₹ 2/- per share] [for discontinued and continuing operations]						
Basic	₹ (2.21)	₹ (2.36)	₹ (1.54)	₹ (4.57)	₹ (4.03)	₹ (8.68)
Diluted	₹ (2.21)	₹ (2.36)	₹ (1.54)	₹ (4.57)	₹ (4.03)	₹ (8.68)

Contd.....9




**UNAUDITED SEGMENT-WISE REVENUE, RESULTS, ASSETS AND LIABILITIES
FOR THE QUARTER AND HALF YEAR ENDED 30TH SEPTEMBER, 2019**

(₹ in Lakhs)

Particulars	CONSOLIDATED					
	Quarter Ended			Half Year Ended		Year Ended
	30.09.2019 [Unaudited]	30.06.2019 [Unaudited]	30.09.2018 [Unaudited]	30.09.2019 [Unaudited]	30.09.2018 [Unaudited]	31.03.2019 [Audited]
1. Segment Revenue						
[a] Cement & Cement Products	41579	58373	52999	99952	113893	239566
[b] Construction	47042	46256	58816	93298	129547	266199
[c] Power	4409	6408	4022	10817	9727	21774
[d] Hotel/Hospitality & Golf Course	5424	6323	5774	11747	12147	27881
[e] Sport Events	238	586	241	824	455	893
[f] Real Estate	10962	13773	75984	24735	111579	173718
[g] Investments	-	-	-	-	-	-
[h] Infrastructure	45845	60255	22424	106100	59227	133722
[i] Fertilizers	62490	61331	67890	123821	119698	246915
[j] Health Care	7504	7714	8455	15218	16086	31850
[k] Others	2232	3336	5048	5568	8147	16039
[l] Unallocated	121	75	13	196	336	470
Total	227846	264430	301666	492276	580842	1159027
Less: Inter-segment Revenue	12188	22469	16926	34657	33571	76952
Revenue from Operations	215658	241961	284740	457619	547271	1082075
2. Segment Results						
[a] Cement & Cement Products	(6855)	(960)	(5419)	(7815)	(5344)	(10169)
[b] Construction	2048	(2243)	(499)	(195)	2466	(1547)
[c] Power	(2058)	(1375)	(1299)	(3433)	(1835)	(3846)
[d] Hotel/Hospitality & Golf Course	(505)	110	(353)	(395)	(162)	2043
[e] Sport Events	(2959)	(2651)	(3065)	(5610)	(5975)	(11893)
[f] Real Estate	975	1133	22718	2108	33875	49242
[g] Investments	(77)	(78)	(76)	(155)	(2182)	(2338)
[h] Infrastructure	2232	(1508)	3283	724	9929	16764
[i] Fertilizers	418	3242	3677	3660	1029	10865
[j] Health Care	(740)	(667)	(111)	(1,407)	(670)	(1126)
[k] Others	320	(677)	744	(357)	(160)	(5203)
	(7201)	(5674)	19600	(12875)	30971	42792
Less:						
[a] Finance Costs	68016	68069	65673	136085	128754	255760
[b] Other Un-allocable Expenditure net off Un-allocable Income	(1984)	(209)	(400)	(2193)	(993)	(3979)
	(73233)	(73534)	(45673)	(146767)	(96790)	(208989)
Share of Profit/(Loss) in Associates	(3656)	(1323)	(6176)	(4979)	(9710)	(10669)
Exceptional Items	4574	-	2	4574	(19189)	(32818)
Profit/(Loss) before Tax from Continuing Operations	(72315)	(74857)	(51847)	(147172)	(125689)	(252476)
3. Segment Assets						
[a] Cement & Cement Products	610031	622470	656214	610031	656214	622566
[b] Construction	509988	507985	511424	509988	511424	499592
[c] Power	195040	196841	205340	195040	205340	198601
[d] Hotel/Hospitality & Golf Course	78116	78835	80304	78116	80304	85367
[e] Sports Events	233574	236126	244658	233574	244658	239276
[f] Real Estate	1299132	1272205	1203944	1299132	1203944	1254758
[g] Infrastructure	2018678	2041158	2155496	2018678	2155496	2087656
[h] Investments	116070	119724	122005	116070	122005	121047
[i] Fertilizers	225581	214227	201191	225581	201191	207046
[j] Health Care	91270	92439	93710	91270	93710	93234
[k] Others	38806	38067	44298	38806	44298	40856
[l] Un-allocated	176236	177841	199625	176236	199625	179207
Total Segment Assets	5592522	5597918	5718209	5592522	5718209	5629206
4. Segment Liabilities						
[excluding Loans]						
[a] Cement & Cement Products	115058	123547	119464	115058	119464	126672
[b] Construction	143295	138475	154358	143295	154358	126612
[c] Power	8604	8665	6776	8604	6776	5850
[d] Hotel/Hospitality & Golf Course	20450	19716	19773	20450	19773	24252
[e] Sports Events	11206	11344	13421	11206	13421	12702
[f] Real Estate	352882	357364	441502	352882	441502	362904
[g] Infrastructure	997811	1026389	1110180	997811	1110180	1068581
[h] Investments	-	-	-	-	-	-
[i] Fertilizers	77449	61577	54649	77449	54649	59787
[j] Health Care	27688	27739	26180	27688	26180	27642
[k] Others	2695	3279	2691	2695	2691	3167
[l] Un-allocated	896026	818295	568981	896026	568981	727088
Total Segment Liabilities	2653164	2596390	2517975	2653164	2517975	2545257

Contd.....10

STATEMENT OF ASSETS AND LIABILITIES		
(₹ in Lakhs)		
Particulars	CONSOLIDATED	
	As At 30.09.2019 [Unaudited]	As At 31.03.2019 [Audited]
A ASSETS		
1 NON-CURRENT ASSETS		
(a) Property, Plant and Equipment	1018157	1026990
(b) Capital Work-in-Progress	68132	67330
(c) Investment Property	-	-
(d) Goodwill	-	-
(e) Other Intangible Assets	947146	950894
(f) Intangible Assets under Development	-	-
(g) Biological Assets other than bearer plants	-	-
	<u>2033435</u>	<u>2045214</u>
(h) Financial Assets		
(i) Investments	116070	121047
(ii) Trade Receivables	267586	269617
(iii) Loans	6754	6588
(iv) Other Financial Assets	5791	8297
(i) Deferred Tax Assets [Net]	24116	23083
(j) Other Non-Current Assets	160621	192572
	<u>2614373</u>	<u>2666418</u>
Total - Non-current Assets		
2 CURRENT ASSETS		
(a) Inventories	2166718	2189676
(b) Financial Assets		
(i) Investments	-	-
(ii) Trade Receivables	224977	213860
(iii) Cash and Cash Equivalents	17617	19046
(iv) Bank Balances other than Cash and Cash Equivalents	25653	21990
(v) Loans	144	173
(vi) Other Financial Assets	97250	82227
(c) Current Tax Assets [Net]	-	-
(d) Other Current Assets	369906	358899
	<u>2902265</u>	<u>2885871</u>
Total - Current Assets		
3 NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE	100000	100000
TOTAL - ASSETS	<u>5616638</u>	<u>5652289</u>
B EQUITY AND LIABILITIES		
1 EQUITY		
(a) Equity Share Capital	48649	48649
(b) Other Equity	(59263)	56937
	<u>(10614)</u>	<u>105586</u>
Total - Equity		
2 NON-CONTROLLING INTEREST	3040	33340
3 LIABILITIES		
(I) NON-CURRENT LIABILITIES		
(a) Financial Liabilities		
(i) Borrowings	2435292	2476294
(ii) Trade Payables	8445	8542
(iii) Other Financial Liabilities	356146	325623
(b) Provisions	11015	10848
(c) Deferred Tax Liabilities [Net]	-	-
(d) Deferred Revenue	-	-
(e) Other Non-Current Liabilities	27003	27563
	<u>2837901</u>	<u>2848870</u>
Total - Non-current Liabilities		
CURRENT LIABILITIES		
(a) Financial Liabilities		
(i) Borrowings	99183	95456
(ii) Trade Payables		
Due to Micro & Small Enterprises	1002	885
Due to Creditors Other than Micro & Small Enterprises	293489	288873
(iii) Other Financial Liabilities	953014	796066
(b) Other Current Liabilities	1261685	1305293
(c) Provisions	77938	77920
(d) Current Tax Liabilities [Net]	-	-
	<u>2686311</u>	<u>2564493</u>
Total - Current Liabilities		
4 LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS IN DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE	100000	100000
TOTAL - EQUITY AND LIABILITIES	<u>5616638</u>	<u>5652289</u>

Contd.....11

CASH FLOW STATEMENT FOR THE HALF YEAR ENDED 30TH SEPTEMBER, 2019

	CONSOLIDATED		
	Half Year Ended		
	30.09.2019	30.09.2018	
	Unaudited	Unaudited	
(A) CASH FLOW FROM OPERATING ACTIVITIES:			
Net Profit/(Loss) before Tax as per Statement of Profit & Loss	(147187)	(125693)	
Adjusted for :			
(a) Depreciation, Amortisation & Impairment	34669	32817	
(b) (Profit)/ Loss on sale/disposal/ discard/-write off of Assets [Net]	(1350)	194	
(c) Finance Costs	136085	128754	
(d) Interest Income	(2575)	(1879)	
(e) (Profit)/ Loss on Sale of Non-Current Investments [Net]	-	2028	
(f) Fair Value Gain on Financial Instruments	(93)	(2)	
(g) Profit on Sale/Redemption of Exchange Traded Funds/Mutual Funds/Sale of other investments	(333)	-	
(h) Interest Reversed/waiver /other adjustments on Debt	(4574)	-	
(i) Share of Profit/ (Loss) in associates	4979	9710	
Operating Profit/(Loss) before Working Capital Changes	19621	45929	
Adjusted for :			
(a) (Increase)/Decrease in Inventories	78843	12981	
(b) (Increase)/Decrease in Trade Receivables	(9086)	(24143)	
(c) (Increase)/Decrease in Other Receivables	(4113)	(9518)	
(d) Increase/(Decrease) in Trade Payables & Other Payables	(67749)	21017	
Cash Generated from Operations	17516	46266	
Tax Refund/ (Paid) [Net]	9121	1084	
CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES	"A"	26637	47350
(B) CASH FLOW FROM INVESTING ACTIVITIES:			
(a) Purchase of Property, Plant & Equipment and Capital Work-in-Progress	(6064)	(17129)	
(b) Proceeds from Sale/Transfer of Property, Plant & Equipment (incl. sale of undertakings)	1571	156	
(c) Changes in Fixed Deposits & Other Bank Balances	(1224)	9829	
(d) Proceeds from Sale/Transfer of Investments/ Other Investments	-	4844	
(e) Interest Income	2976	2189	
NET CASH GENERATED / (USED IN) INVESTING ACTIVITIES	"B"	(2741)	(111)
(C) CASH FLOW FROM FINANCING ACTIVITIES:			
(a) Proceeds from Long Term Borrowings	3000	11974	
(b) Repayment of Long Term Borrowings	(8932)	(36131)	
(c) Change in Short term Borrowings (Net)	3727	13701	
(d) Finance Costs	(23120)	(43288)	
NET CASH GENERATED FROM/ (USED IN) FINANCING ACTIVITIES	"C"	(25325)	(53744)
NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS	"A+B+C"	(1429)	(6505)
OPENING BALANCE OF CASH AND CASH EQUIVALENTS AS AT 01.04.	19,046	35,537	
CLOSING BALANCE OF CASH AND CASH EQUIVALENTS AS AT 30.09.	17,617	29,032	



Notes:

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

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

3. Non Current Trade receivables include ₹ 2642.25 Crores, outstanding as at 30th September, 2019 (₹ 2661.34 Crores, outstanding as at 31st March 2019) which represents various claims raised on the Clients based on the terms and conditions implicit in the Engineering & Construction Contracts in respect of closed / suspended/under construction projects. These claims are mainly in respect of cost over run arising due to suspension of works, client caused delays, changes in the scope of work, deviation in design and other factors for which Company is at various stages of negotiation/ discussion with the clients or under Arbitration/ litigation. On the basis of the contractual tenability, progress of negotiations/ discussions/ arbitration/ litigations, the Management is of the view that these receivables are recoverable.
4. Exceptional Item for the quarter ended 30th September, 2019 aggregating ₹ 45.74 Crores represents amount reversed on reduction in rate of interest and other waiver by a Lender.
5. The above Financial results for the quarter ended 30th September, 2019 have been reviewed and recommended by the Audit Committee and approved by the Board of Directors in their respective meetings held on 09th November, 2019. These results have also been subjected to limited review by the Statutory Auditors.

Place:Noida
Dated:9th November, 2019




MANOJ GAUR
Executive Chairman
DIN - 00008480



**Independent Auditor's Review Report on Quarterly and Half year Unaudited Standalone
Financial Results Pursuant to the Regulation 33 of the SEBI (Listing obligation and
Disclosure Requirements) Regulations, 2015**

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

1. We have reviewed the accompanying statement of unaudited financial results ('the Statement') of **JAIPRAKASH ASSOCIATES LIMITED** ('the Company') for the Quarter and half year ended 30th September 2019, being submitted by the Company pursuant to the requirement to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended.

This statement, which is the responsibility of the Company's Management and has been approved by the Board of Directors of the Company in their meeting held on 9th November, 2019, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), as amended. Our responsibility is to issue a report on the statement based on our review.

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

3. Basis of Qualified Review Conclusion

Attention is drawn to:

The insolvency petition filed by the IDBI with the National Company Law Tribunal ('NCLT'), Allahabad against the Jaypee Infratech Limited (JIL) (Subsidiary of the company) was admitted and Interim Resolution Professional ('IRP') personnel were 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 gave various interim directions from time to time including continuation of Corporate Insolvency Resolution Process (CIRP).

The Hon'ble Supreme Court vide its order dated November 06, 2019 while disposing the case inter-alia directed IRP to complete CIRP within 90 days from the date of the order.

In view of the pending / ongoing IRP proceedings with the NCLT Allahabad;

- i. The impact on the carrying value of the following is not ascertainable:
 - Corporate guarantees amounting to Rs. 265.40 Crores as at 30th September, 2019 to the lenders of the JIL. No fair valuation of which has been done as per requirements of Ind-AS 113 and as such impact of which is not ascertainable.
 - Deposit of Rs. 750 Crores lying with NCLT.
- ii. The company's Non-current investment in the equity shares of JIL is Rs. 849.26 Crores. In view of pending/ongoing IRP proceeding, impairment of Rs. 849.26 Crores have not been considered in accounts by the management. Had this provision been made, the loss would have increased to that extent.



Matters stated above have also been qualified in our report in preceding quarters/years.

4. Qualified opinion:

Based on our review conducted as above, except for the matters described in the Basis of Qualified Review Conclusion paragraph above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable Indian Accounting Standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 including the manner in which it is to be disclosed, or that it contain any material misstatement.

5. Emphasis of matter:

We draw attention to the following matters:

1.
 - a. The Competition Commission of India 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 Rs. 1,323.60 Crores on the Company. The Company had filed an Appeal against the said Order which was heard on various dates by Hon'ble National Company Law Appellate Tribunal (NCLAT). NCLAT vide its Order dated 25th July 2018 has rejected the appeals of all the cement manufacturers including that of the Company without interfering in the penalty, though, if calculated on the basis of profits earned by the Cement business, the same would have been Rs. 237.70 Crores only as against the penalty of Rs. 1,323.60 Crores calculated on the profits for all business segments of the Company. The Company has filed appeal with the Hon'ble Supreme Court and the case has since been admitted and the Order of NCLAT has been stayed with the direction that interim order passed earlier by NCLAT in these cases will continue in the meantime.
 - b. The Competition Commission of India vide its other order dated 19th January, 2017 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 in the State of Haryana during F.Y. 2012-13 to F.Y. 2014-15 and imposed a penalty of Rs. 38.02 Crores on the Company. The Company had filed an appeal against the Order before NCLAT which has stayed the operation of impugned order and further proceedings are progressing in the matter.

Based on the advice available, the Company believes that no provision is considered necessary in the financials of the company.

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



nominee shareholders continue to be included as part of Non-Current investment of the company in the financial statements.

BJCL has incurred cash losses in the past years and its Net worth is almost on the verge of erosion. However, based on valuation report from independent valuer on the assets of the company the management believe that the realizable amount is higher than the carrying value of the Non-Current Investment aggregating to Rs. 407.72 crores and receivable Rs. 539.89 crores is considered good and recoverable.

3. Yes Bank Limited/ARC has invoked pledged of 50,000 Equity shares of Rs 10/- each of Yamuna Expressway Tolling Limited (subsidiary Company) held by the Company. The company is contesting the invocation by the lenders. Pending settlement with the Lender/ARC, the company continues to show the above investments as non-current at carrying value.
4. Lender of MP Jaypee Coal Limited (MPJPCL) has invoked the corporate guarantee given by the Company for financial assistance granted to MPJPCL and served a notice to the company to make payment of Rs. 25.75 Crores outstanding as on 31st August, 2018 (Rs. 22.23 Crores outstanding as on 30.09.2019). However the liability has not been considered in the books of accounts being unascertainable, as the Coal Block for which Mining Rights are held by MPJPCL is yet to be re-allotted by the Nominated Authority.
5. Lender of Jaypee Cement Corporation Limited (JCCL) [subsidiary of the company] has invoked the corporate guarantee given by the company for financial assistance being granted to JCCL and asked to make payment for Rs. 438.36 Crores and Rs. 20.79 Crores, being amount outstanding as on 09.09.2018. However the liability has not been considered in the books of accounts, as the loan in question is part of approved Comprehensive Reorganization & Restructuring plan of JCCL and the Company. The company has made Non-Current Investment in equity of JCCL of Rs.1,454.71 Crores.

The Subsidiary has incurred cash losses during the last few years and its Net worth has been eroded considerably. However in the view of the management the fair market value of the assets of the JCCL is much higher than their carrying value as such no provision for impairment in the carrying value of the investment is required.

6. Non-Current Trade receivables include Rs. 2642.25 Crores, outstanding as at 30th September 2019 (Rs. 2661.34 Crores, outstanding as at 31st March 2019) which represents various claims raised on the Clients based on the terms and conditions implicit in the Engineering & Construction Contracts in respect of closed/suspended/under construction projects. These claims are mainly in respect of cost over run arising due to suspension of works, client caused delays, changes in the scope of work, deviation in design and other factors for which company is at various stages of negotiation/ discussion with the clients or under Arbitration/ litigation. On the basis of the contractual tenability, progress of negotiations/ discussions/ arbitration/ litigations, the management considers these receivables are recoverable.
7. The Confirmations/ Reconciliation of balances of secured & unsecured loans, certain balances with banks including certain fixed deposits, trade receivables, trade and other payables 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.
8. The company has made a Non-Current Investment of Rs. 340 Crores (34 crores Equity Shares of Rs 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 Ventures Limited



(JPVL) [Holding Company of PPGCL] on 18th December 2017 due to default in payment to Banks/Financial Institutions. Thereafter State bank of India had invited the bid for sale of share of PPGCL and issued Letter of Intent to Resurgent Power Venture Pte Limited and executed share purchase agreement as on 13.11.2018. UPPCL/UPERC has also approved the transfer of shares/ change in management subject to certain conditions. Resurgent power has filed the petition against the said order with appellate tribunal for electricity at New Delhi (APTEL). APTEL vide its Order dated 27.09.2019 has upheld the approval/ relaxation granted by the UPERC to PPGCL but without any reduction in adopted tariff. The concerned parties have right to appeal against the said Order during the applicable period.

State Bank of India has also filled an insolvency application for PPGCL before NCLT, Allahabad. 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 by the management.

9. The company has made investment in equity shares (Quoted) of Rs. 1,742.62 Crores in Jaiprakash Power Ventures Limited (JPVL) an associate company (earlier subsidiary) of the Company. JPVL is under debt restructuring and Lenders have approved the resolution plan and signed the framework Agreement on 18th April, 2019. Further as envisaged in the resolution plan, the JPVL is in the process of issuing compulsory convertible preference share (CCPSs) (@0.01% to be converted as per prevailing guidelines) in respect of part of the debt of the Lenders.

In the meanwhile it is understood one of the lenders has referred the recovery proceedings in Debt Recovery Tribunal-III New Delhi. Also some of the lenders have advised JPVL to pay back their entire dues alternatively they will constrained to take legal action including under the provisions of SARFAESI Act, the JPVL has suitably responded to the same and as per discussion on implementation on resolution plan, concerned lenders are in process to withdraw the legal notices and not pursue the legal matters. Considering the present status of Debt Resolution Process, valuation of certain assets of JPVL and further better prospects no diminution is envisaged by the management in the carrying value in the financial statement on the basis of quoted share price of JPVL being less than the carrying value.

10. In the opinion of the management in the case of loss making segments of the company no impairment in the assets of the segment is required in view of temporary nature of the losses, Valuation report, circle rates of the immovable property and future cash flows which are higher than the carrying value of the assets.

11. The Company has received Termination Notice for the Mandla North Coal Mine allotted by Nominated Authority, Ministry of Coal on account of not meeting eligibility criteria mentioned in the Coal Mines Development and Production Agreement along with instructions for invocation of the Bank Guarantee submitted by the company in the form of Performance Security. The Hon'ble High Court has granted stay against the Termination Notice and invocation of Performance Guarantee. Since, the matter is now being sub-judice in High Court, the recoverability of the amount invested aggregating to Rs.295.67 Crores as on 30.09.2019 in the development of the Coal Block and impact of the invocation of the Performance Guarantee is uncertain, as such no provision has been considered necessary to be made in the financial results by the management.

12. In terms of Central Government's direction to recover remuneration to the company vide letter dated 27-12-2017 paid to managerial personnel (Managing Director & Whole time Directors) for the year 2014-15 and 2015-16 (up to 31.10.2015), the Company pursuant to approval of the NRC & Board had approached lenders for approval for waiver of recovery of remuneration. Similarly, the application of the Central Government for approval of re-appointment and remuneration of Shri Rahul Kumar (for the period from 31.10.2015 to 30.10.2018) was rejected on account on non-recovery of remuneration paid to above managerial personnel. The Company's



request to Lenders for waiver of above totaling Rs. 28.14 Crores was not considered favorably but the company represented again and the same is subject to their further review.

The Company has sought clarification from Ministry of Corporate Affairs (MCA) based on the facts that no remuneration is recoverable by the Company since all managerial personnel were paid as per provisions of the Companies Act, 1956/2013. Clarification requested from MCA is still awaited, there after suitable actions are required under Section 197 of the companies Act, 2013 as amended would be taken including approval of shareholders.

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

The company has provided interest expenses on the debt portion that will remain with the company in accordance with the Restructuring Scheme approved and Master Re-structuring Agreement (MRA) signed with the Lenders. Interest for the quarter ended 30th September 2019 aggregating Rs. 287.14 Crores and Rs. 2451.77 Crores till 30th September 2019 on debt portion which will be transferred to Real Estate SPV namely 'Jaypee Infrastructure Development Limited' (JIDL) on sanction of the scheme of Arrangement by Hon'ble National Company Law Tribunal (NCLT), Allahabad with appointed date of 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.

However before the order on the above restructuring scheme by the Hon'ble NCLT, ICICI Bank Limited on the direction of RBI had filed an application with Hon'ble NCLT, Allahabad bench U/s 7 of Insolvency & Bankruptcy Code, 2016 against the company which is pending. On restructured loan, the company has also defaulted in the payment of interest and principal for the financial year 2018-19 and quarter & half year ended 30.09.2019.

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

Our conclusion is not modified in respect of above stated matters in para (1) to (14).

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

R.K. Goel
Partner
Membership No. 006154
Place: Noida
Dated: 9th November 2019
UDIN: 19006154AAAAGT2162



Independent Auditor's Review Report on Review of Consolidated Unaudited Quarterly Financial Results of Jaiprakash Associates Limited Pursuant to the Regulation 33 of the SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015

To
The Board of Directors of
Jaiprakash Associates Limited

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of Jaiprakash Associates Limited ('the Parent'), and its subsidiaries (the Parent and its subsidiaries together referred to as 'the Group') and its share of the net profit/(loss) after tax and total comprehensive income / loss of its associates and joint ventures for the Quarter and half year ended 30 September, 2019 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Attention is drawn to the fact that the consolidated figures for the corresponding quarter ended 30.09.2018, as reported in these financial results have been approved by the Parent's Board of Directors, but have not been subjected to review.
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

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

Subsidiaries/Joint Venture

- 1) Jaypee Infratech Limited
- 2) Himalyan Expressway Limited
- 3) Jaypee Cement Hockey (India) Limited
- 4) Jaypee Infrastructure Development Limited
- 5) Jaypee Ganga Infrastructure Corporation Limited
- 6) Jaypee Agra Vikas Limited
- 7) Yamuna Expressway Tolling Limited
- 8) Gujarat Jaypee Cement and Infrastructure Limited
- 9) Jaypee Assam Cement Limited
- 10) Jaiprakash Agri Initiative Company Limited



- 11) Kanpur Fertilizers and Cement Limited
- 12) Jaypee Fertilizers and Industries Limited
- 13) Jaypee Uttar Bharat Vikas Private Limited
- 14) Himalayaputra Aviation Limited
- 15) Jaypee Health Care Limited
- 16) Jaypee Cement Corporation Limited
- 17) RPJ Minerals Private Limited
- 18) Sonebhadra Minerals Private Limited
- 19) Sarveshwari Stone Products Private Limited
- 20) Rock Solid Cement Limited
- 21) Bhilai Jaypee Cement Limited
- 22) JAL-KDSPL-JV

Associates

- 1) Prayagraj Power Generation Limited
- 2) Madhya Pradesh Jaypee Minerals Limited
- 3) MPJP Coal Limited
- 4) MPJP Coal Fields Limited
- 5) Jaiprakash Power Ventures Limited

5. Basis of Qualified Review Conclusion:

Attention is drawn to:

The insolvency petition filed by the IDBI with the National Company Law Tribunal ('NCLT'), Allahabad against the Jaypee Infratech Limited (JIL) (Subsidiary of the company) was admitted and Interim Resolution Professional (IRP) personnel were 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 (JIL) and gave various interim directions from time to time including continuation of Corporate Insolvency Resolution Process (CIRP).

Independent Auditor of JIL has drawn attention to the following notes in the financial statement of JIL:

The JIL is undergoing Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code 2016 (Insolvency Code) w.e.f 9th August 2017 in terms of orders passed by Hon'ble NCLT, Allahabad Bench and Hon'ble Supreme Court from time to time. The Hon'ble Supreme Court of India vide its order dated 06th November, 2019 has further directed IRP to complete the CIRP within 90 days from 06th November, 2019. As per Section 20 of the Insolvency Code, management & operations of the JIL are being managed by Interim Resolution Professional Mr. Anuj Jain, on a Going Concern Basis.

As per terms of Section 20 of Insolvency Code, the management and operations of the company are being managed by IRP on a going concern basis.

As the powers of the Board of Directors have been suspended, the result has not been adopted by the Board of Directors. However, the same has been signed by Chairman cum Managing Director of the Company confirming accuracy and completeness of results. The financial results have there after being taken on record by the IRP on September 08, 2019 for filing with the Stock Exchanges.

The opinion of Auditor of JIL is not modified in respect of above matter.

In our opinion in view of the pending / ongoing IRP proceedings, the impact on the net worth of JIL, included in the consolidated financial statements is currently not ascertainable.

Matters stated above have also been qualified in our report in preceding quarters/years.



The Independent Auditor of certain subsidiary has qualified their review report on the financial results for the quarter ended on 30th September, 2019.

In the case of Bhilai Jaypee Cement Limited, a subsidiary of the company:

- [i] The financial results of the Company are prepared on going concern basis. During the quarter and half year ended September 30, 2019, the Company has incurred a Net Loss of Rs. 1265.11 lakhs and 1911.97 lakhs for the quarter and half year ended on September 30, 2019 respectively, resulting into accumulated losses of Rs. 42,789.83 lakhs against equity capital of Rs. 37,968.48 lakhs and erosion of net worth as at September 30, 2019. Further, the Company's current liabilities exceed current assets. These matters require the company to generate additional cash flow to fund the operations as well as payment to lender, creditors and the statutory obligations. The appropriateness of assumption of going concern is dependent upon generation of additional cash flow to fund the operations and meet its obligations and implementation of business plan which are critical to the Company's ability to continue as going concern. Accordingly, we are unable to comment on the consequential impact, if any, on the financial statement.
- [ii] The Company had not provided compensation for short lifting of annual Agreed Quantity of Granulated Slag of Rs. 5,575.73 lakhs up to September 30, 2019 (including Rs. 4065.98 lakhs up to September 30, 2018 already demanded by the supplier). The Company has, however, disputed the claim on various grounds such as deficient /inadequate supply of slag during the financial year 2011-12 to 2013-14, inordinate delay of 9 months on part of the supplier in furnishing bank guarantee for renewable of mining operation at ILQ Santa etc. and the company also have filed counter claim with the party for contribution loss suffered by the Company. The same being under negotiation, the company has not provided any expenses during the period ended September 30, 2019. Hence, we are unable to comment to the extent to which this liability will be settled.

6. Qualified conclusion:

Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 8 below, except for the matters described in the Basis of Qualified Review Conclusion paragraph above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.



7. Emphasis of matter:

We draw attention to the following matters:

- 1)
 - a. 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 Rs. 1,323.60 Crores on the Company. The Company had filed an Appeal against the said Order which was heard on various dates by Hon'ble National Company Law Appellate Tribunal (NCLAT). NCLAT vide its Order dated 25th July 2018 has rejected the appeals of all the cement manufacturers including that of the Company without interfering in the penalty, though, if calculated on the basis of profits earned by the Cement business, the same would have been Rs. 237.70 Crores only as against the penalty of Rs. 1,323.60 Crores calculated on the profits for all business segments of the Company. The Company has filed appeal with the Hon'ble Supreme Court and the case has since been admitted and the Order of NCLAT has been stayed with the direction that interim order passed earlier by NCLAT in these cases will continue in the meantime.
 - b. The Competition Commission of India vide its other order dated 19th January, 2017 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 in the State of Haryana during F.Y. 2012-13 to F.Y. 2014-15 and imposed a penalty of Rs. 38.02 Crores on the Company. The Company had filed an appeal against the Order before NCLAT which has stayed the operation of impugned order and further proceedings are progressing in the matter.

Based on the advice available, the Company believes that no provision is considered necessary in the financials of the company.

- 2) Yes Bank Limited (YBL)/ Assets Care and Reconstruction Enterprise Limited (ACRE) invoked entire pledged/NDU equity share 28,09,66,000 of Rs. 10/- each of Bhilai Jaypee Cement Limited (BJCL) (a subsidiary of the company) and also recalled outstanding loan and invoked corporate guarantee and shortfall undertaking given by the company against the sanctioned loan facility of Rs. 465 Crores and Rs.45 Crores to JCCL a wholly owned subsidiary of the company. YBL assigned the same in favor of ACRE. The ACRE informed about the transfer of the entire pledged/NDU share of BJCL in its name. However, the company is contesting the assignment on the basis of the fact that these facilitates has been covered under the Comprehensive Reorganization & Re-structuring Plan (CRRP) of Company & Jaypee Cement Corporation Limited (JCCL) duly approved by the consortium of lenders including YBL at its meeting held on 22nd June, 2017. However, the Company is still consolidating BJCL as a subsidiary.
- 3) Yes Bank Limited/ARC has invoked pledged of 50,000 Equity shares of Rs 10/- each of Yamuna Expressway Tolling Limited (subsidiary Company) held by the Company. The company is contesting the invocation by the lenders. The Company continues to consolidate as a subsidiary.
- 4) Lender of MP Jaypee Coal Limited (MPJPCL) has invoked the corporate guarantee given by the Company for financial assistance granted to MPJPCL and served a notice to the company to make payment of Rs. 25.75 Crores outstanding as on 31st August, 2018 (Rs. 22.23 Crores outstanding as on 30.09.2019). However the liability has not been considered in the books of accounts being unascertainable, as the Coal Block for which Mining Rights are held by MPJPCL is yet to be re-allotted by the Nominated Authority.



- 5) Lender of Jaypee Cement Corporation Limited (JCCL) [subsidiary of the company] has invoked the corporate guarantee given by the company for financial assistance being granted to JCCL and asked to make payment for Rs. 438.36 Crores and Rs. 20.79 Crores, being amount outstanding as on 09.09.2018. However the liability has not been considered in the books of accounts for the difference, if any, being unascertainable, as the loan in question is part of approved Comprehensive Reorganization & Restructuring plan of JCCL and the Company.
- 6) Non-Current Trade receivables include Rs. 2642.25 Crores, outstanding as at 30th September 2019 (Rs. 2661.34 Crores, outstanding as at 31st March 2019) which represents various claims raised on the Clients based on the terms and conditions implicit in the Engineering & Construction Contracts in respect of closed/suspended/under construction projects. These claims are mainly in respect of cost over run arising due to suspension of works, client caused delays, changes in the scope of work, deviation in design and other factors for which company is at various stages of negotiation/ discussion with the clients or under Arbitration/ litigation. On the basis of the contractual tenability, progress of negotiations/ discussions/ arbitration/ litigations, the management considers these receivables are recoverable.
- 7) The Confirmations/ Reconciliation of balances of secured & unsecured loans, certain balances with banks including certain fixed deposits, trade receivables, trade and other payables 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.
- 8) In the opinion of the management in the case of loss making segments of the company no impairment in the assets of the segment is required in view of temporary nature of the losses, Valuation report, circle rates of the immovable property and future cash flows which are higher than the carrying value of the assets.
- 9) The Company has received Termination Notice for the Mandla North Coal Mine allotted by Nominated Authority, Ministry of Coal on account of not meeting eligibility criteria mentioned in the Coal Mines Development and Production Agreement along with instructions for invocation of the Bank Guarantee submitted by the company in the form of Performance Security. The Hon'ble High Court has granted stay against the Termination Notice and invocation of Performance Guarantee. Since, the matter is now being sub-judice in High Court, the recoverability of the amount invested aggregating to Rs. 295.67 Crores as on 30.09.2019 in the development of the Coal Block and impact of the invocation of the Performance Guarantee is uncertain, as such no provision has been considered necessary to be made in the financial results by the management.
- 10) In terms of Central Government's direction to recover remuneration to the company vide letter dated 27-12-2017 paid to managerial personnel (Managing Director & Whole time Directors) for the year 2014-15 and 2015-16 (upto 31.10.2015), the company pursuant to approval of the NRC & Board had approached lenders for approval for waiver of recovery of remuneration. Similarly, the application of the Central Government for approval of re-appointment and remuneration of Shri Rahul Kumar (for the period from 31.10.2015 to 30.10.2018) was rejected on account on non-recovery of remuneration paid to above managerial personnel. The Company's request to Lenders for waiver of above totaling Rs. 28.14 Crores was not considered favorably but the company represented again and the same is subject to their further review.

The Company has sought clarification from Ministry of Corporate Affairs (MCA) based on the facts that no remuneration is recoverable by the Company since all managerial personnel were paid as per provisions of the Companies Act, 1956/2013.



Clarification requested from MCA is awaited where after suitable actions are required under Section 197 of the companies Act, 2013 as amended would be taken including approval of shareholders.

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

The company has provided interest expenses on the debt portion that will remain with the company in accordance with the Restructuring Scheme approved and Master Re-structuring Agreement (MRA) signed with the Lenders. Interest for the quarter ended 30th September 2019 aggregating to Rs. 287.14 Crores and Rs. 2451.77 Crores till 30th September 2019 on debt portion which will be transferred to Real Estate SPV namely 'Jaypee Infrastructure Development Limited' (JIDL) on sanction of the scheme of Arrangement by Hon'ble National Company Law Tribunal (NCLT), Allahabad with appointed date of 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.

However before the order on the above restructuring scheme by the Hon'ble NCLT, ICICI Bank Limited on the direction of RBI had filed an application with Hon'ble NCLT, Allahabad bench U/s 7 of Insolvency & Bankruptcy Code, 2016 against the company which is pending. On restructured loan, the company has also defaulted in the payment of interest and principal for the financial year 2018-19 and quarter ended 30.09.2019.

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

Our conclusion is not modified in respect of above stated matters in para (1) to (12).

The Independent Auditors of certain subsidiaries in their review report on the financial results for the quarter ended on 30th September, 2019 have drawn emphasis of matter paragraphs incorporated by us as under:

- 1) The financial results of Jaiprakash Agri Initiatives Company Limited, Jaypee Cement Hockey (India) Limited, Jaypee Infrastructure Development Limited and Yamuna Expressway Tolling Limited, subsidiaries of the Companies, indicates that these companies have accumulated losses and net worth has been fully eroded. These companies have incurred cash losses during the current period and previous year(s) and current liabilities have exceeded the respective current assets of the companies. These conditions 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 results of these companies have been prepared on a going concern basis.



- 2) The financial results of Jaypee Cement Corporation Limited, subsidiary of the Company, indicate that the company has accumulated losses. The financial results of the company have been prepared on a going concern basis which is dependent upon financial support of its holding company.
- 3) The financial results of Himalyaputra Aviation Limited, subsidiary of the Company, indicate that the company has accumulated losses and its net worth has been fully eroded. The company has earned cash profit during the current period and but has cash loss during previous year(s). These conditions indicate that the company is dependent upon continuing financial support of its holding company for its ability to continue as a Going Concern and for discharging of its liabilities in the ordinary course of business. However, the financial results of the company have been prepared on a going concern basis.
- 4) In case of Jaypee Cement Corporation Limited, subsidiary of the Company, 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.
- 5) In the case of Bhilai Jaypee Cement Limited (a subsidiary of the company), no provision has been considered necessary by the management against Entry Tax amounting to Rs. 3,408.71 lakhs (including interest) as demanded by the Commercial Tax Department. The company has filed Writ Petition in Hon'ble High Court of Chhattisgarh against the order of Commercial Tax Department. Further the company has filed for the exemption certificate regarding payment of entry tax which was rejected by the Department of Commerce & Industries, Chhattisgarh. The company has filed an appeal before the State Appellate Forum, Department of Commerce & Industries, (Government of Chhattisgarh) against the order of the Department of Commerce & Industries, Chhattisgarh. The management is confident for favorable outcome in both the above-mentioned cases. Moreover, Rs. 684.35 lakhs have been deposited against the entry tax demand till date and shown as part of other non-current assets which is in the opinion of the management is good and recoverable.
- 6) In the case of Bhilai Jaypee Cement Limited (a subsidiary of the company), State Bank of India has sanctioned vide letter dated September 20, 2019, One Time Settlement (OTS) under SBI Scheme for One Time Settlement of NPSs & AUCAs (SBI OTS 2019) for Rs. 3760.64 lakhs against principal outstanding of Rs. 4424.28 lakhs as on March 31, 2019. The Company has not given any impact of the OTS in the books of account for the reason stated therein.

Conclusion of the auditors of the respective subsidiaries in respect of above stated matters in para (1) to (6) is not modified in their review reports.

Our conclusion is not modified in respect of above stated matters in para (1) to (6).

8. We did not review interim financial statements/financial information/financial results of 13 subsidiaries/joint venture included in the consolidated unaudited financial results, whose interim financial statements/financial information/financial results reflect total assets of Rs. 3082792.95 Lacs as at 30.09.2019 and total revenues of Rs. 117766.62 Lacs and Rs. 251682.01 Lacs, total net profit/(loss) after tax of Rs. (49867.37) Lacs and Rs. (99862.09) Lacs and total comprehensive income / loss of Rs. (49868.87) Lacs and Rs. (99862.84) Lacs for the quarter ended 30.09.2019, and for the period from 01.04.2019 to 30.09.2019 respectively, and cash flows (net) of Rs. 259.35 for the period from 01.04.2019 to 30.09.2019, as considered in the consolidated unaudited financial results. The consolidated unaudited financial results also includes the Group's share of net profit/(loss) after tax of Rs. (4801.52) Lacs and Rs. (8276.04) Lacs and total comprehensive income / loss of Rs.



(4800.63) Lacs and Rs. (8274.26) Lacs for the quarter ended 30.09.2019 and for the period from 01.04.2019 to 30.09.2019, respectively, as considered in the consolidated unaudited financial results, in respect of 1 associates, whose interim financial statements/financial information/financial results have not been reviewed by us. These interim financial statements/financial information/financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and joint venture, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of the above matters.

9. The consolidated unaudited financial results includes interim financial statements/financial information/financial results of 9 subsidiaries which have not been reviewed/audited by their auditors, whose interim financial statements/financial information/financial results reflect total assets of Rs. 110099.22 Lacs as at 30.09.2019 and total revenue of Rs. 7787.49 Lacs and Rs. 17003.55 Lacs, total net profit/(loss) after tax of Rs. (2733.90) Lacs and Rs.(5327.66) and total comprehensive income / loss of Rs. (2744.19) and Rs. (5337.19) Lacs for the quarter ended 30.09.2019 and for the period from 01.04.2019 to 30.09.2019, respectively, and cash flows (net) of Rs. 4.33 Lacs for the period from 01.04.2019 to 30.09.2019, as considered in the consolidated unaudited financial results. The consolidated unaudited financial results also includes the Group's share of net profit/(loss) after tax of Rs. 1243.37 Lacs and Rs.2761.17 Lacs and total comprehensive income / loss of Rs. 1243.37 Lacs and Rs. 2761.17 for the quarter ended 30.09.2019 and for the period from 01.04.2019 to 30.09.2019, respectively, as considered in the consolidated unaudited financial results, in respect of 4 associates, based on their interim financial statements/financial information/financial results which have not been reviewed/audited by their auditors. According to the information and explanations given to us by the Management, these financial results are not material to the Group.

Our conclusion on the Statement is not modified in respect of the above matters.

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

R.K. Goel
Partner
Membership No. 006154
Place: Noida
Dated: 9th November 2019
UDIN: 19006154AAAAGU4597

