

JAIPRAKASH

POWER VENTURES LIMITED

CIN: L40101HP1994PLC015483

Regd. Office: JUIT Complex, Waknaghat P.O. Dumehar Bani, Kandaghat - 173215, Distt. Solan, Himachal Pradesh

Tel: +91-1792-257999 245367 Fax: +91-1792-245362

Email id: jpv.investor@jalindia.co.in Website: www.jppowerventures.com.

Name of the member including
Joint holder(s), if any

Registered address of the sole/
first named member

DP ID & Client ID No./ Registered
Folio No.

No. of Shares held

Dear Member(s),

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to its members in respect of the business to be transacted at the 19th Annual General Meeting of the Company scheduled to be held on **Saturday, the 20th September, 2014 at 10.00 A.M.**

The Company has engaged Central Depository Services (India) Limited as the authorized agency to provide e-voting facility. **For instructions on e-voting, please see overleaf.**

The e-voting facility will be available during the following voting period:

Commencement of e-voting	9.00 A.M. on 14 th September, 2014
End of e-voting	6.00 P.M. on 16 th September, 2014

Members of the Company holding shares, either physical form or dematerialized form, as on the cut-off date i.e. 19th August, 2014, may cast their vote electronically.

This communication is an integral part of Notice dated 26th July, 2014 for the Annual General Meeting scheduled to be held on Saturday, the 20th September, 2014.

The Notice of the Annual General Meeting and this communication are also available on the website of the Company at **www.jppowerventures.com**.

Thanking you

For **JAIPRAKASH POWER VENTURES LIMITED**

M.M. Sibbal
Sr. General Manager & Company Secretary
(Membership No.: FCS 3538)

Place: Noida
Date: 26th July, 2014

The Annual Report for the
Financial Year 2013-14 is being
sent separately

The instructions for members for voting through electronic means-

- (i) Log on to the e-voting website: www.evotingindia.com during the voting period.
- (ii) Click on "shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification code as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and cast your vote earlier for EVSN of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

Fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digit (from the right hand side) CDSL/NSDL Client ID/Folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number after the first two characters of the name in CAPITAL LETTERS e.g. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company's records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company's records for the said demat account or folio. # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on the cut off date ie. 19th August, 2014 in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of **"Jaiprakash Power Ventures Limited"**.
- (xi) On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) The e-voting commences on **Sunday, the 14th September, 2014 at IST 9.00 a.m and closes on Tuesday, the 16th September, 2014 at IST 6.00 p.m.** The e-voting module shall be disabled by CDSL, for voting thereafter. During this period, members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. the 19th August, 2014** may cast their vote electronically. The voting rights of the members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) Shri D.P. Gupta, Practising Company Secretary (Membership No. FCS 2411) has been appointed as the Scrutinizer and Shri Jatin Singal, Practising Company Secretary (Membership No. ACS 32448) as Alternate Scrutinizer, to scrutinize the e-voting and ballot paper process in a fair and transparent manner.
- (xxi) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the vote in the presence of atleast two witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxii) In the event of poll, please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon shall be prepared in accordance with Section 109 of the Act read with relevant rules. In such an event, votes cast under Poll taken together with the votes cast through e-Voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the Meeting.
- (xxiii) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 19th Annual General Meeting of the Company scheduled to be held on Saturday, the 20th September, 2014. The Results shall be declared within two days of the meeting. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website, www.jppowerventures.com and on CDSL's website, www.cdslindia.com within two days of passing of the Resolutions at the meeting and communicated to the Stock Exchanges.



ANNUAL REPORT
2013-14



Construction
Power
Cement
Hospitality
Real Estate
Buddh International Circuit
Fertilizer

— NO DREAM TOO BIG —





500 MW Bina Thermal Power Plant, Bina, Madhya Pradesh

1320 MW Jaypee Nigrie Super Thermal Power Project, Nigrie, Madhya Pradesh



Board of Directors

Manoj Gaur, Chairman
 Sunil Kumar Sharma, Vice Chairman & CEO
 Suren Jain, Managing Director & CFO
 R.N. Bhardwaj
 B.B. Tandon
 A.K. Goswami
 S.C. Bhargava
 Dr. R.C. Vaish
 Subroto Gupta (IDBI Nominee)
 S.S. Gupta
 Dr. J.N. Gupta
 G.P. Gaur
 D.P. Goyal
 Ravindra Mohan Chadha
 S.D. Nailwal
 Sunita Joshi
 Praveen Kumar Singh, Whole-time Director

Company Secretary

M. M. Sibbal
 Sr. General Manager & Company Secretary

Statutory Auditors

M/s. R Nagpal Associates,
 Chartered Accountants, New Delhi

Internal Auditors

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

Cost Auditors

M/s Kabra & Associates
 Cost Accountants, Delhi

Registrar & Transfer Agents

Alankit Assignments Limited,
 Alankit House, 2E/21, Jhandewalan Extn.,
 New Delhi-110055
Phone: +91-11-42541234, 23541234
Fax: +91-11-23552001
Website: www.alankit.com
E-mail: info@alankit.com

Registered Office

Jaiprakash Power Ventures Limited
CIN: L40101HP1994PLC015483
 JUIT Complex, Waknaghat, P.O. Dumehar Bani
 Kandaghat 173215, **Distt.** Solan (H.P.)
Phone: +91-1792-257999, 245367 **Fax:** +91-1792-245362

Corporate Office

Sector 128, Noida 201 304 (U.P.)
Phone: +91-120-4609000, 2470800
Fax: +91-120-4609464, 4609496
Website: www.jppowerventures.com
E-mail: jpv.investor@jalindia.co.in

Bankers/Lenders

Indian

Allahabad Bank
 Andhra Bank
 Axis Bank Limited
 Bank of Baroda
 Bank of India
 Bank of Maharashtra
 Canara Bank
 Central Bank of India
 Corporation Bank
 Indian Bank
 Indian Overseas Bank
 ICICI Bank Limited
 IDBI Bank Ltd.
 Indian Renewable Energy Development Agency Ltd
 Infrastructure Development Finance Company Ltd
 IFCI Limited
 L&T Infrastructure Finance Company Ltd
 Life Insurance Corporation of India Ltd
 Oriental Bank of Commerce
 Power Finance Corporation Ltd
 Punjab National Bank
 PTC India Financial Services Limited
 Small Industries Development Bank of India
 State Bank of Bikaner & Jaipur
 State Bank of Hyderabad
 State Bank of India
 State Bank of Patiala
 State Bank of Travancore
 Syndicate Bank
 The Jammu & Kashmir Bank Limited
 UCO Bank
 Union Bank of India
 United Bank of India

Foreign

Unicredit Bank AG, Munich
 Credit Agricole CIB, France
 Siemens Financial Services GmbH, Germany
 Standard Chartered Bank, Singapore

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Email id: jpv.investor@jalindia.co.in Website: www.jppowerventures.com.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Nineteenth Annual General Meeting** of the members of **JAIPRAKASH POWER VENTURES LIMITED** will be held on **Saturday, the 20th September, 2014 at 10.00 A.M.** at the Registered Office of the Company at **JUIT Complex, Waknaghat, P.O. Dumehar Bani, Kandaghat-173215, Distt. Solan (H.P.)**, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the **Audited Balance Sheet** as at 31st March, 2014, the Statement of Profit & Loss for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of **Shri Sunil Kumar Sharma (DIN: 00008125)**, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Shri D.P. Goyal (DIN: 00211541)**, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of **Shri G.P. Gaur (DIN: 00918895)**, who retires by rotation and, being eligible, offers himself for re-appointment.
5. Appointment of Statutory Auditors

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, **M/s. R. Nagpal Associates, Chartered Accountants (Firm Regn. No. 002626N)**, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Second Annual General Meeting of the Company to be held in the year 2017, subject to ratification of their appointment at every AGM, at such remuneration plus service tax, out-of-pocket expenses, etc. as may be fixed by the Board of Directors of the Company."

Special Business

6. Ratification of the remuneration of Cost Auditors

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, the remuneration payable to M/s. Kabra & Associates, Cost Auditors (Firm Registration No. 0075) appointed by the Board to conduct Audit of the cost records of the Company relating to the Product "Electricity" for the Financial Year 2014-15, as

set out in the Statement annexed to the notice convening this meeting, be and is hereby ratified."

"RESOLVED FURTHER THAT the Board Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution."

7. APPOINTMENT OF SHRI R.N. BHARDWAJ AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, **Shri R.N. Bhardwaj (DIN: 01571764)**, a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation."

"RESOLVED FURTHER THAT the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution."

8. APPOINTMENT OF SHRI B.B. TANDON AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, **Shri B.B. Tandon (DIN: 00740511)**, a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation."

"RESOLVED FURTHER THAT the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board."

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

9. APPOINTMENT OF SHRI A.K. GOSWAMI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Shri A.K. Goswami (DIN: 02636247), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

“RESOLVED FURTHER THAT the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

10. APPOINTMENT OF SHRI S.C. BHARGAVA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Shri S.C. Bhargava (DIN: 00020021), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

“RESOLVED FURTHER THAT the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

11. APPOINTMENT OF SHRI S.S. GUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without

modification(s), the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Shri S.S. Gupta (DIN: 02284265), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

“RESOLVED FURTHER THAT the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

12. APPOINTMENT OF DR. J.N. GUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Dr. J.N. Gupta (DIN: 00397952), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

“RESOLVED FURTHER THAT the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

13. RE-APPOINTMENT OF SHRI SUNIL KUMAR SHARMA AS VICE-CHAIRMAN & CHIEF EXECUTIVE OFFICER

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, subject to such other approvals as may be required, the approval of the Company be and is hereby accorded to the re-appointment of Shri Sunil Kumar Sharma

(DIN: 00008125) as the Vice-Chairman & CEO of the Company, with substantial powers of management, for a further period of five years w.e.f. 12th January, 2015, without any remuneration for the time-being."

"RESOLVED FURTHER THAT Shri Sunil Kumar Sharma shall, however, be entitled to reimbursement of expenses, if any, incurred in connection with the discharge of official duties."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of Shri Sunil Kumar Sharma, including relating to remuneration, as it may, at its discretion, deem fit from time to time, provided, however, that the remuneration when fixed, shall not exceed the limits specified in Schedule V appended to the Companies Act, 2013, or any statutory amendment or re-enactment thereof."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution."

14. APPOINTMENT OF SHRI S.D. NAILWAL AS A DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152(2) of the Companies Act, 2013, Shri S.D. Nailwal (DIN: 00008529) be and is hereby appointed as a Director of the Company, liable to retire by rotation."

15. APPOINTMENT OF MS. SUNITA JOSHI AS A DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152(2) of the Companies Act, 2013, Ms. Sunita Joshi (DIN: 00025720) be and is hereby appointed as a Director of the Company, liable to retire by rotation."

16. RE-APPOINTMENT OF SHRI SUREN JAIN AS MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other approvals, as may be necessary, the approval of the Company be and is hereby accorded to the re-appointment of Shri Suren Jain (DIN:00011026) as the Managing Director & CFO of the Company for a further period of five years from 12th January, 2015 to 11th January, 2020, at such remuneration, perquisites and benefits for a period of three years from the date of re-appointment i.e. upto 11th January, 2018, as set out in the annexed Statement."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of Shri Suren Jain, including relating to remuneration, as it may, at its discretion, deem fit, from

time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule V appended to the Companies Act, 2013, or any statutory amendment or re-enactment thereof."

"RESOLVED FURTHER THAT pursuant to all the applicable provisions of the Companies Act, 2013, the remuneration, as set out in the annexed Statement to the Notice, be paid as minimum remuneration to Shri Suren Jain, in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution."

By Order of the Board
For JAIPRAKASH POWER VENTURES LTD.

M.M. SIBBAL

Sr. General Manager &

Company Secretary

(Membership No.FCS-3538)

Place : Noida

Date : 26th July, 2014

Notes:

(i) Relevant Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Resolutions set out under Item Nos. 5 to 16 is annexed hereto.

(ii) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.**

A person can act as the Proxy on behalf of the member, not exceeding fifty and holding in the aggregate not more than 10% of the total Share Capital of the Company, carrying voting rights. However, a member holding more than 10% of the total Share Capital, carrying voting rights, may appoint a single person as the Proxy and such person shall not act as the Proxy of any other person or Shareholder.

(iii) Corporate Member(s) intending to send their Authorized Representative(s) are requested to send a duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.

(iv) All documents referred to in the Notice and the accompanying Statement, as well as the Annual Report of the subsidiary companies whose Annual Accounts have been consolidated with that of the Company, are open for inspection at the Registered Office of the Company on all working days, except Sundays and other holidays, between 11.00 A.M. and 1.00 P.M. upto the date of the Annual General Meeting.

(v) Any query relating to the Financial Statements must be sent to the Company's Registered Office at JUIT Complex, Waknaghat, P.O. Dumehar Bani, Kandaghat-173215, Distt. Solan (H.P.) or Corporate Office at Sector-128, Noida-201304 (U.P.) so as to reach at least seven days before the date of the Annual General Meeting. The envelope may please be superscribed "AGM Queries - Attn. Shri M.M. Sibbal, Sr. General Manager & Company Secretary."

- (vi) Members who are holding Shares in Physical Form are requested to notify the change, if any, in their addresses or Bank details to the Company's Registrar and Transfer Agent (RTA) and always quote their Folio Numbers in all correspondences with the Company and RTA. In respect of holding Shares in Electronic Form, members are requested to notify any change in addresses or Bank details to their respective Depository Participants.
- (vii) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35-B of the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to provide the members facility to exercise their right to vote by electronic means and the business may be transacted through e-voting Services provided by **Central Depository Services (India) Limited (CDSL)**, the Instructions and Procedure for the same are given in a separate communication being sent alongwith this Notice.
- (viii) The Register of Members and Share Transfer Books will remain closed from **Tuesday, the 16th September, 2014 to Saturday, the 20th September, 2014** (both days inclusive) for the purpose of Annual General Meeting.
- (ix) In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of e-voting to the members, there shall be no voting by show of hands at the Annual General Meeting. The members who will be physically present at the Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
- (x) The members can opt for only one mode of voting i.e. e-voting or physical polling at the meeting. In case of voting by both the modes, vote cast through e-voting will be considered final and voting through physical ballot will not be considered.
- (xi) The voting rights of members for e-voting and for physical voting at the meeting shall be in proportion to their share holding in the paid-up equity share capital of the Company as on **Tuesday, the 19th August, 2014**.
- (xii) Shri D.P. Gupta, Practising Company Secretary (Membership No. 2411) has been appointed as the Scrutinizer and Shri Jatin Singal, Practising Company Secretary (Membership No. ACS 32448) as Alternate Scrutinizer, to scrutinize the e-voting and ballot paper process in a fair and transparent manner.
- (xiii) Members who are still holding Shares in Physical Form are advised to dematerialize their shareholdings to avail the benefits of dematerialization which beside others include easy liquidity (since trading is permitted only in Dematerialized Form), electronic transfer, savings in stamp duty, prevention of forgery etc.
- (xiv) **The Ministry of Corporate Affairs has taken "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be effected through e-mail to its members. To support this green initiative of the Government in full measure, the Company is sending Annual Report electronically to the e-mail addresses of members as obtained from Depositories/other sources, unless specifically requested to be sent in Physical Form. The members, who have not registered/updated their e-mail addresses so far, are requested to register/update their e-mail addresses, in respect of electronic holdings with the**

Depository through their concerned Depository Participant. Members who hold their Shares in Physical Form shall be sent hard copies of Annual Report and who are desirous of receiving the communications/documents in Electronic Form are requested to promptly register their e-mail addresses with the Company.

- (xv) Members can avail of the nomination facility in terms of Section 72 of the Companies Act, 2013 by nominating, in Form SH-13, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014, any person to whom their shares shall vest on occurrence of events stated in the said Form. Form SH-13 is to be submitted in duplicate: (a) in case of shares held in physical form, to the Company's Registrar and Transfer Agent, M/s. Alankit Assignments Limited, Alankit House, 2E/21, Jhandewalan Extension, New Delhi-110055 and (b) in case of shares held in dematerialized form, to the respective Depository Participants.
- (xvi) Pursuant to Section 205A read with 205C of the Companies Act, 1956, the dividend amounts which remain unpaid/unclaimed for a period of seven years, are required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. After such transfer, no claim of the members whatsoever shall subsist on the said amount. Therefore, members are requested to encash their Dividend warrants on priority, within the validity period. Further, the particulars of unpaid/unclaimed dividend etc. are being uploaded on the Company's website, www.jppowerventures.com in compliance of the Investor Education and Protection Fund (Uploading of Information Regarding Unpaid And Unclaimed Amounts Lying With Companies) Rules, 2012.
- (xvii) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in Electronic Form are, therefore, requested to submit the PAN to their Depository Participants with which they are maintaining their Demat Accounts. Members holding shares in Physical Form can submit their PAN details to the Company's Registrar and Transfer Agent.
- (xviii) Members or their respective proxies are requested to:
 - (a) Bring copies of the Annual Report sent to the members as copies of Annual Report shall not be distributed at the Annual General Meeting;
 - (b) Quote their Folio no./Client-ID & DP-ID in all correspondence; and
 - (c) **Note that no gifts/coupons shall be distributed at the Annual General Meeting.**
- (xix) (a) The shareholdings of all the Directors in the Company (including those of who are being re-appointed) have been disclosed in the Report on Corporate Governance.
 - (b) None of the Director(s) proposed to be appointed/re-appointed is related to the Key Managerial Personnel of the Company or their respective relatives.
 - (c) Additional details in terms of Clause 49 of the Listing Agreement in respect of Directors being re-appointed are given hereunder:

Shri Sunil Kumar Sharma

Shri Sunil Kumar Sharma, aged about 55 years is the Vice-Chairman and CEO of the Company. He holds a Bachelors' Degree in Science from Meerut University and possesses 33 years of experience in planning, procurement, execution and management.

He has been instrumental in the successful completion of several engineering construction projects, including Hotel Siddharth, Hotel Vasant Continental, Cement Plant at Rewa in Madhya Pradesh and construction of the Lakya Dam in Karnataka. He was the Director-in-Charge of the underground power house works at Jhakri, Rockfill Dam, chute and shaft spillway works of the Tehri Hydel Project and the works at the Chamera-II Hydel Project.

Shri Sunil Kumar Sharma is the Executive Vice-Chairman of Jaiprakash Associates Limited. He is a Director on the Boards of Jaypee Powergrid Limited, Jaypee Infratech Limited, Himalyan Expressway Limited, Jaypee International Logistics Company Private Limited, Jaypee Arunachal Power Limited, Jaypee Sports International Limited, Sangam Power Generation Company Limited, Prayagraj Power Generation Company Limited, Jaypee Fertilizers & Industries Limited, Jaypee Infra Ventures (A Private Company with Unlimited Liability), Jaypee Healthcare Limited, Indesign Enterprises Pvt.Ltd., Himachal Karcham Power Company Limited and Himachal Baspa Power Company Limited.

Shri Sunil Kumar Sharma is the Chairman of the Audit Committees of Himalyan Expressway Limited, Jaypee Arunachal Power Limited, Prayagraj Power Generation Company Limited. He is the Chairman of the Shareholders' Investor Greivance, Share Allotment and Share Transfer Committee of Jaypee Infratech Limited and Jaypee Sports International Limited. Shri Sunil Kumar Sharma is a Member of the Investor Grievance and Share Transfer Committee of Jaiprakash Associates Limited. He is also the Chairman of the Remuneration Committee of Sangam Power Generation Company Limited and Prayagraj Power General Company Limited. He is also a Member of the Finance Committee of the Board and Committee of Directors of the Company.

Shri Sunil Kumar Sharma holds 5,700 Equity Shares of the Company in his own name and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person on a beneficial basis

Shri D.P. Goyal

Shri D.P. Goyal, aged about 67 years, holds Bachelors' Degree in Civil Engineering with Masters' Degree in Water Resources Development from University of Roorkee (now known as Indian Institute of Technology, Roorkee), is a renowned Hydro-Power Development (Construction and Contract Management) Expert. Shri D.P. Goyal carries with him vast experience of around 48 years in the field of Hydro-Power Projects.

Previously, Shri D.P. Goyal was working as the Director (Technical) with Tala Hydro-Electric Project Authority, Bhutan. Shri Goyal was sent on deputation from HPSEB on Foreign Service terms of the Ministry of External Affairs, Government of India and Royal Government of Bhutan to Tala Hydro- Electric Project Authority, Bhutan. At the said 1020 MW Tala HEP in Eastern Himalayas, implemented by Tala Hydro-Electric Project Authority, Shri D.P. Goyal was in-charge of the execution from 1997 to 2005.

Prior to the amalgamation of erstwhile Jaypee Karcham Hydro Corporation Ltd. with the Company, he was the Managing Director of erstwhile Jaypee Karcham Hydro Corporation Ltd. and was responsible in Project completion and subsequent operations of the 1091 MW Karcham Wangtoo Hydro Electric Project.

Shri D.P. Goyal is the Managing Director of Jaypee Powergrid Limited and is also a Director on the Board of Jaypee Meghalaya Power Limited.

Shri D.P. Goyal is a Member of the Stakeholders' Relationship Committee of the Company.

Shri D.P. Goyal holds 18,150 Equity Shares of the Company in his own name and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person on a beneficial basis.

Shri G.P. Gaur

Shri G.P. Gaur, aged about 66 years, has over 38 years experience in construction and material management. He oversees the purchase and procurement of equipments relating to the various Projects undertaken by the various companies of Jaypee Group.

Shri G.P. Gaur is a Director on the Boards of Jaypee Healthcare Limited, Himalayaputra Aviation Limited and Jaypee Fertilizers & Industries Limited.

Shri G.P. Gaur is the Chairman of the Audit Committee of Jaypee Fertilizers & Industries Limited and is a Member of the Audit Committee of Himalayaputra Aviation Limited.

Shri G.P. Gaur (jointly with his wife Smt. Vijay Gaur) holds 50,000 Equity Shares of the Company and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person on a beneficial basis.

STATEMENT

Following Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013, sets out the material facts relating to the Item Nos. 5 to 16 mentioned in the accompanying Notice dated 26th July, 2014:

Item No.5

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013 (the Act)

M/s. R. Nagpal Associates, Chartered Accountants, New Delhi (Firm Regn. No. 002626N) were appointed as the Statutory Auditors of the Company for financial year 2013-14 at the Annual General Meeting (AGM) of the Company held on 6th July, 2013 .

M/s. R. Nagpal Associates, Chartered Accountants have been the Statutory Auditors of the Company since 1994-95 and have completed a period of 19 years. As per the provisions of Section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

Based on the recommendations of the Audit Committee, the Board of Directors has at its meeting held on 17th May, 2014, recommended the re-appointment of M/s. R. Nagpal Associates, Chartered Accountants, who are eligible for re-appointment, as Statutory Auditors of the Company for a period of three consecutive years to hold office from the conclusion of this AGM till the conclusion of the Twenty Second AGM of the Company to be held in the year 2017, subject to ratification of their appointment at every AGM.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Item No. 6

As the members are aware, in terms of Section 148 of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014, the Company is required to carry out the Cost Audit of the Product "ELECTRICITY".

M/s. Kabra & Associates, Cost Accountants have been appointed as the Cost Auditors of the Company for the Financial Year 2014-15 by the Board of Directors, in its meeting held on 17th May, 2014, on the recommendation of the Audit Committee of the Company. The Board has fixed remuneration of ₹1,00,000/- (Rupees One Lac only) exclusive of applicable service tax and out-of-pocket expenses.

In terms of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors as fixed by the Board of Directors shall be ratified by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Item No. 7 – 12

Appointment of Independent Directors on the Board of the Company

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, which became effective from 1st April, 2014 and as per provisions of the Listing Agreement, Independent Directors appointed by the Company can hold office for a term upto Five (5) consecutive years and retirement of Directors by rotation shall not be applicable to appointment of Independent Directors. In view of the changed provisions, on the recommendations of Nomination and Remuneration Committee, the Board has decided to appoint the existing Independent Directors, namely, Shri R.N. Bhardwaj, Shri B.B. Tandon, Shri A.K. Goswami, Shri S.C. Bhargava, Shri S.S. Gupta and Dr. J.N. Gupta as Independent Directors on the Board of the Company, for a term of three consecutive years from 20th September, 2014 to 19th September, 2017. Each of the proposed appointees have submitted a Declaration to the Board that they meet the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and are eligible for appointment as the Independent Directors. In the opinion of the Board, the Directors proposed to be appointed as the Independent Directors fulfill the conditions specified under the Companies Act, 2013 & the Rules made thereunder. They also meet the requirement of Clause 49 of the Listing Agreement with the Stock Exchanges for their appointment as the Independent Directors and are also independent from the management. The Independent Directors, so appointed, shall not be liable to retire by rotation.

The particulars of the persons proposed to be appointed as Independent Directors, are as under:

Shri R.N. Bhardwaj

Shri R.N. Bhardwaj, 68, holds a Post Graduate Degree in Economics from the Delhi School of Economics, University of Delhi, and a Diploma in 'Industrial Relations and Personnel Management' from the Punjabi University, Patiala. He has over 39 years of experience with LIC and has served in various key positions including as its Managing Director and Chairman. He has also served as a Member of the Securities Appellate Tribunal.

He is a Director on the Boards of Milestone Capital Advisors Limited, Jaiprakash Associates Limited, IL & FS Milestone Realty Advisors Private Limited, Singhi Advisors Private Limited, Samvridhi Advisors Private Limited, Invent Assets Securitisation and Reconstruction Private Limited, Religare Invesco Trustee Company Private Limited, Quadria Investment Management Private Limited, Microsec Financial Services Limited, Reliance Infratel Limited, Jaypee Infratech Limited, Dhunseri Petrochem & Tea Limited, Amtek Auto Limited, Rupa & Company Ltd. and SBI Life Insurance Company Limited.

Shri R.N. Bhardwaj is an Additional Director on the Boards of Reliance Communications Limited and Landmark Capital Advisors Private Limited.

Shri R.N. Bhardwaj is the Chairman of the Audit Committees of Jaiprakash Associates Limited & Invent Assets Securitisation and Reconstruction Private Limited. He is also the Chairman of the Shareholders'/ Investors' Grievance Committee of Microsec Financial Services Limited and the Chairman of the Investment Committee of SBI Life Insurance Company Limited. He is a Member of the Audit Committees of Reliance Communications Limited, Reliance Infratel Limited, Microsec Financial Services Limited, Milestone Capital Advisors Limited, SBI Life Insurance Company Limited and Rupa & Company Ltd. He is also a Member of the Nomination and Remuneration Committee of Reliance Communications Limited and Reliance Infratel Limited. He is also a Member of the ESOS Compensation Committee and Shareholders'/ Investors' Grievance Committee of Reliance Communications Limited. He is also a Member of the Transfer, Allotment and Management Committee of Milestone Capital Advisors Limited. He is also a Member of the Policy Holders' Protection Committee and the Risk Management Committee of SBI Life Insurance Company Limited. He is also a Member of the Audit Committee of the Company.

Shri R.N. Bhardwaj does not hold any Equity Share in his own name and no share or convertible instrument in the Company is held by him, either in his name or in the name of any other person, on a beneficial basis.

In the opinion of the Board, Shri R.N. Bhardwaj fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Agreements entered into with the Stock Exchanges and that he is independent of the management.

The Company has received a Notice in writing from a member proposing his candidature for the office of the Director alongwith a deposit of Rupees One Lac.

A copy of the Letter of Appointment of Shri R.N. Bhardwaj as an Independent Director, setting out the terms and conditions as approved by the Board, is available for inspection without any fees, at the Registered Office of the Company.

Except Shri R.N. Bhardwaj, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board considers that his vast experience and continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. Accordingly, the Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Shri B.B. Tandon

Shri B.B. Tandon, aged about 72 years, holds Bachelors' Degree in Law and Masters' Degree in Economics from the University of Delhi. He also holds an 'Associate Certificate' from the Indian Institute of Bankers (CAIIB). Shri B.B. Tandon was a Member of the Indian Administrative Services (IAS) from 1965 to 2001. He held various positions in the Government of India and Government of Himachal Pradesh including as Principal Secretary, Power and Chairman, Himachal Pradesh State Electricity Board. He handled several key assignments in the Cabinet Secretariat, Department of Defence Production and Supplies, Ministry of Industry and the Ministry of Mines, Government of India. Shri B.B. Tandon was the Election Commissioner and later Chief Election Commissioner of India from 2001 to 2006.

Shri B.B. Tandon is a Director on the Boards of Adani Power Limited, ACB (India) Limited, Bhushan Steel Limited, Birla Corporation Limited, Dhampur Sugar Mills Limited, Exicom Tele-Systems Limited, Filatex India Limited, Jaypee Infratech Limited, Oriental Carbon & Chemicals Limited, VLS Finance Limited, Ambience Private Limited, Schrader Duncan Limited, Jinbhuvish Power Generations Private Limited and Ambuja Cement Foundation.

Shri B.B. Tandon is the Chairman of the Audit Committees of Adani Power Limited and Bhushan Steel Limited. He is a Member of the Audit Committees of Birla Corporation Limited, Filatex India Limited, Schrader Duncan Limited, Oriental Carbon & Chemicals Limited and VLS Finance Limited. He is also the Chairman of the Remuneration Committee of Adani Power Limited and is a Member of the Remuneration Committees of Birla Corporation Limited, Dhampur Sugar Mills Limited, Exicom Tele-Systems Limited, Filatex India Limited, ACB (India) Limited and Oriental Carbon & Chemicals Limited. He is also a Member of the Shareholders'/ Investors' Grievance Committees of VLS Finance Limited, Adani Power Limited and Ambience Private Limited. He is also a Member of the Finance Committees of Adani Power Limited and Jaypee Infratech Limited. He is also a Member of the Yamuna Expressway Appraisal Committee of Jaypee Infratech Limited. He is also the Chairman of the Audit Committee, Committee of Directors (for Re-Structuring), Corporate Social Responsibility Committee and Committee of Directors (for Fund Raising), of the Company.

Shri B.B. Tandon does not hold any Equity Share in his own name and no share or convertible instrument in the Company is held by him, either in his name or in the name of any other person, on a beneficial basis.

In the opinion of the Board, Shri B.B. Tandon fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Agreements entered into with the Stock Exchanges and that he is independent of the management.

The Company has received a Notice in writing from a member proposing his candidature for the office of the Director alongwith a deposit of Rupees One Lac.

A copy of the Letter of Appointment of Shri B.B. Tandon as an Independent Director, setting out the terms and conditions as approved by the Board, is available for inspection without any fees, at the Registered Office of the Company.

Except Shri B.B. Tandon, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board considers that his vast experience and continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. Accordingly, the Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Shri A.K. Goswami

Shri A.K. Goswami, IAS (Retd), aged about 70 years, holds a Bachelors' Degree in Mechanical Engineering and has over 42 years of work experience in various capacities with the Central Government and the Government of Himachal Pradesh, including several senior level positions such as Secretary, Ministry of Water Resources, Secretary, Drinking Water, Ministry of Rural Development, Director General of the National Productivity Council, Chief Secretary to the Government of Himachal Pradesh and amongst other positions, he was also the Chairman of the Himachal Pradesh State Electricity Board. He was also the Chairman of the Board for Industrial and Financial Reconstruction (BIFR).

Shri A.K. Goswami is a Director on the Boards of Jaypee Sports International Limited and Stone India Limited.

Shri A.K. Goswami is the Chairman of the Audit Committee and Remuneration Committee of Jaypee Sports International Limited. He is a Member of the Audit Committee of Stone India Limited. He is also the Chairman of the Finance Committee and a Member of the Audit Committee and Committee of Directors (for Restructuring) of the Company.

Shri A.K. Goswami does not hold any Equity Share in his own name and no share or convertible instrument in the Company is held by him, either in his name or in the name of any other person, on a beneficial basis.

In the opinion of the Board, Shri A.K. Goswami fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Agreements entered into with the Stock Exchanges and that he is independent of the management.

The Company has received a Notice in writing from a member proposing his candidature for the office of the Director alongwith a deposit of Rupees One Lac.

A copy of the Letter of Appointment of Shri A.K. Goswami as an Independent Director, setting out the terms and conditions as approved by the Board, is available for inspection without any fees, at the Registered Office of the Company.

Except Shri A.K. Goswami, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board considers that his vast experience and continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. Accordingly, the Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Shri S.C. Bhargava

Shri S.C. Bhargava, aged about 68 years, holds a Bachelors' Degree in Commerce from the University of Delhi. He is also a Fellow Member of the Institute of Chartered Accountants of India. He has over 40 years of experience in the fields of Investments, Treasury Management, Finance, Accounts and Inspection with Life Insurance Corporation of India (LIC) from 1967 to 2005. During his association with LIC, he held senior positions such as the Deputy Secretary, Secretary (Investments), Chief (Investments) and Executive Director (Investments). Shri S.C. Bhargava also acted as a Member of the Technical Advisory Committee on Money, Foreign Exchange and Government Securities Markets of RBI from May, 2000 to July, 2005.

Shri S.C. Bhargava is a Director on the Boards of Jaiprakash Associates Limited, Aditya Birla Nuvo Limited, Asahi Industries Limited, Swaraj Automotives Limited, Industrial Investment Trust Limited, Escorts Limited, Antique Finance Private Limited, Swaraj Engines Limited, A.K. Capital Services Limited, Cox & Kings Limited, IIT Insurance Broking & Risk Management Private Limited, A K Capital Finance Private Limited, OTCEI Securities Limited and G.K. Industrial Park Private Limited. Shri S.C. Bhargava is the Nominee Director on the Board of OTC Exchange of India.

He is the Chairman of the Audit Committees of Industrial Investment Trust Limited and IIT Insurance Broking & Risk Management Private Limited and a Member of the Audit Committees of Cox & Kings Limited, Swaraj Engines Limited, Asahi Industries Limited, Jaiprakash Associates Limited and Escorts Limited. He is a Member of the Remuneration Committees of Industrial Investment Trust Limited and Escorts Limited. He is a Member of Shareholders'/ Investors'

Grievance Committees of Cox & Kings Limited and Escorts Limited & Finance Committee of Cox & Kings Limited, Member of the Risk Management Committee of Aditya Birla Nuvo Limited and also a Member of the Remuneration Committee of the Company.

Shri S.C. Bhargava does not hold any Equity Share in his own name and no share or convertible instrument in the Company is held by him, either in his name or in the name of any other person, on a beneficial basis.

In the opinion of the Board, Shri S.C. Bhargava fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Agreements entered into with the Stock Exchanges that he is independent of the management.

The Company has received a Notice in writing from a member proposing his candidature for the office of the Director alongwith a deposit of Rupees One Lac.

A copy of the Letter of Appointment of Shri S.C. Bhargava as an Independent Director, setting out the terms and conditions as approved by the Board, is available for inspection without any fees, at the Registered Office of the Company.

Except Shri S.C. Bhargava, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board considers that his vast experience and continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. Accordingly, the Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Shri S.S. Gupta

Shri S.S. Gupta, aged about 70 years, is a First Class Graduate in Electrical Engineering and a Post Graduate in Business Management with specialisation in Finance. Shri S.S. Gupta has served in key positions such as the Chairman and Chief Executive Officer of Himachal Pradesh Electricity Regulatory Commission. He also worked with East African Power and Lighting Company, Kenya. He was elected as the Senior Vice-Chairman of the Forum of Indian Regulators and continues to be its Honorary Member. Shri S.S. Gupta was also a Member of the Steering Committee of South Asian Forum of Infrastructure Regulators.

Shri S.S. Gupta does not hold the office of Director of any other Company.

He is the Chairman of the Remuneration Committee of the Company.

Shri S.S. Gupta holds 120 Equity Shares of the Company in his own name and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person, on a beneficial basis.

In the opinion of the Board, Shri S.S. Gupta fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Agreements entered into with the Stock Exchanges and that he is independent of the management.

The Company has received a Notice in writing from a member proposing his candidature for the office of the Director alongwith a deposit of Rupees One Lac.

A copy of the Letter of Appointment of Shri S.S. Gupta as an Independent Director, setting out the terms and conditions as approved by the Board, is available for inspection without any fees, at the Registered Office of the Company.

Except Shri S.S. Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board considers that his vast experience and continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. Accordingly, the Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Dr. J.N. Gupta

Dr. J.N. Gupta, aged about 71 years, is M.Com., Ph.D., C.A.I.I.B., D.I.F. He served Reserve Bank of India from 1962 to 1964, as a Lecturer and later as Senior Reader, Department of Commerce, V.S.S.D. College, Kanpur University, as the Executive Director of U.P. Stock Exchange Association Ltd., Professor & Director of Dr. Gaur Hari Singhania Institute of Management & Research (2002-2004), Director of Jagran Institute of Management, Kanpur (2006-2007) and is presently Chief Executive Officer of Jagran Education Foundation. During the last 5 years with 'Jagran', he has been instrumental in setting up professional colleges including schools by the name of Jagran in New Delhi & Noida.

Dr. J.N. Gupta is a Director on the Boards of J.K. Cotton Spinning & Weaving Mills Company Limited and RSPL Limited.

Dr. J.N. Gupta is the Chairman of the Audit Committee of J.K. Cotton Spinning & Weaving Mills Company Limited.

Dr. J.N. Gupta holds 500 Equity Shares of the Company in his own name and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person, on a beneficial basis.

In the opinion of the Board, Dr. J.N. Gupta fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Agreements entered into with the Stock Exchanges and that he is independent of the management.

The Company has received a Notice in writing from a member proposing his candidature for the office of the Director alongwith a deposit of Rupees One Lac.

A copy of the Letter of Appointment of Dr. J.N. Gupta as an Independent Director, setting out the terms and conditions as approved by the Board, is available for inspection without any fees, at the Registered Office of the Company.

Except Dr. J.N. Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board considers that his vast experience and continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. Accordingly, the Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Item No. 13

Shri Sunil Kumar Sharma is on the Board of the Company since December, 1997. The members of the Company, in terms of the Resolution dated 11th March, 2010, passed through Postal Ballot had appointed him as the Vice-Chairman & CEO of the Company for a period of five years w.e.f. 12th January, 2010 and Shri Sunil Kumar Sharma had accepted the appointment without any remuneration.

The Board in its meeting held on 26th July, 2014, had re-appointed him, subject to such approval(s) as may be required, including of members, for a further period of 5 years, w.e.f. 12th January, 2015.

Since Shri Sunil Kumar Sharma draws his remuneration from Jaiprakash Associates Limited, the holding Company, as its Executive Vice-Chairman, he has again offered not to draw any remuneration from the Company for the time being. However, he will be entitled to re-imbursement of expenses, if any, incurred for the discharge of official duties.

Concurring with the recommendations of the Nomination and Remuneration Committee, based on qualification, past experience and contribution of Shri Sunil Kumar Sharma, the Board considers that his re-appointment as the Vice-Chairman & CEO is in the best interest of the Company and requires approval of the members of the Company.

Shri Sunil Kumar Sharma holds 5,700 Equity Shares of the Company in his own name and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person on a beneficial basis.

Except Shri Sunil Kumar Sharma, being appointee himself, none of the Directors and Key Managerial Personnel of the Company and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Item No. 14

The Board of Directors of the Company has pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, appointed Shri S.D. Nailwal as an Additional Director of the Company w.e.f. 17th May, 2014. In terms of the provisions of Section 161(1) of the Act, Shri S.D. Nailwal would hold office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri S.D. Nailwal for the office of Director of the Company. Shri S.D. Nailwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Shri S.D. Nailwal, aged about 67 years is a Fellow member of the Institute of Company Secretaries of India with 43 years of experience in the fields of Project Financing, Corporate Planning and Secretarial Work. He has also got vast experience in public/rights issues, merger, amalgamation, land aquisition, Government Licenses etc.

Shri S.D. Nailwal is a Director on the Boards of Jaypee Fertilizers & Industries Limited, Himalyaputra Aviation Limited, Jaypee Assam Cement Limited, Jaypee Arunachal Power Limited, Kanpur Fertilizers & Cement Limited and Jaypee Uttar Bharat Vikas Private Limited.

Shri S.D. Nailwal is a Member of the Audit Committees of Jaypee Fertilizers & Industries Limited, Himalyaputra Aviation Limited, Jaypee Arunachal Power Limited and Kanpur Fertilizers & Cement Limited. He is also a Member of the Remuneration Committee of Jaypee Fertilizers & Industries Limited.

Shri S.D. Nailwal holds 15,800 Equity Shares of the Company in his own name and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person, on a beneficial basis.

Except Shri S.D. Nailwal, being appointee himself, none of the Directors and Key Managerial Personnel of the Company and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Item No. 15

The Board of Directors of the Company has pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, appointed Ms. Sunita Joshi as an Additional Director of the Company w.e.f. 17th May, 2014. In terms of the provisions of Section 161(1) of the Act, Ms. Sunita Joshi would hold office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Sunita Joshi for the office of Director of the Company. Ms. Sunita Joshi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Ms. Sunita Joshi aged about 47 years, holds a Masters' Degree in International Business Management and possess about 24 years experience in related fields especially information technology, IT education and software development, sales and marketing and corporate communications. She is a Whole-time Director of JIL Information Technology Limited. She is also a Director on the Board of Jaypee Agra Vikas Limited, Jaypee Hotels Limited and Luckystrike Financiers Private Limited.

Ms. Sunita Joshi is the Chairperson of the Audit Committee of JIL Information Technology Limited. She is a Member of the Audit Committee of Jaypee Agra Vikas Limited and also a Member of the Remuneration Committee of Jaypee Hotels Limited. She is also a Member of the Corporate Social Responsibility Committee of the Company.

Ms. Sunita Joshi holds 28,100 Equity Shares of the Company in her own name and no share or convertible instrument in the Company is held by her either in her own name or in the name of any other person, on a beneficial basis.

Except Ms. Sunita Joshi, being appointee herself, none of the Directors and Key Managerial Personnel of the Company and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Item No. 16

Shri Suren Jain, aged about 43 years, holds a Bachelors' Degree in Production Engineering from Marathwada University, Aurangabad, and has over 21 years of experience in Corporate Planning, Corporate Finance and Management.

Shri Suren Jain is a Director on the Board of various companies namely, Akasva Associates Private Limited, Jaypee Powergrid Limited, Jaiprakash Agri Initiatives Company Limited, Jaypee International Logistics Company Private Limited, Sangam Power Generation Company Limited, Prayagraj Power Generation Company Limited, SHEL Investments Consultancy Private Limited, Jaypee Mining Venture Private Limited, Jaypee Uttar Bharat Vikas Private Limited, Jaypee Meghalaya Power Limited, Jaypee Infra Ventures (A Private Company with Unlimited Liability), Sunil Hitech Energy Private Limited, MSMC Adkoli Natural Resources Limited, Jaypee Cement Cricket (India) Limited, Jaypee Cement Hockey (India) Limited, Himachal Karcham Power Company Limited and Himachal Baspa Power Company Limited.

Shri Suren Jain is a Member of the Audit Committees of Sangam Power

Generation Company Limited, Prayagraj Power Generation Company Limited and Jaypee Powergrid Limited, a Member of the Remuneration Committee of Prayagraj Power Generation Company Limited and Jaypee Powergrid Limited. He is also a Member of the Committee of Directors (for Re-structuring), Finance Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Committee of Directors (for Fund Raising) of the Company.

The Members, in terms of the Resolution dated 11th March, 2010, passed through Postal Ballot had appointed him as the Managing Director & CFO of the Company for a period of five years w.e.f. 12th January, 2010 and his term as the Managing Director & CFO would be expiring on 11th January, 2015.

Concurring with the recommendations of the Nomination and Remuneration Committee, based on qualifications, experience and contribution of Shri Suren Jain, the Board in its meeting held on 26th July, 2014, has decided to re-appoint him as Managing Director & CFO for a further period of 5 years w.e.f. 12th January, 2015, at the following remuneration fixed by the Nomination and Remuneration Committee for a period of 3 years from the date of his re-appointment:

Salary

₹9,00,000/- (Rupees Nine Lac only) per month in the pay scale of ₹4,00,000-40,000-6,00,000-60,000-9,00,000-90,000-13,50,000. (Annual increment to be given on 1st April, of every year)

Besides the above salary, Shri Suren Jain shall be entitled to the perquisites and other benefits upto an amount equal to the annual salary, as detailed hereinafter.

The above remuneration shall be paid as minimum remuneration in the event of absence or inadequacy of profits in any year during the tenure of Shri Suren Jain.

The Board of Directors considers the re-appointment of Shri Suren Jain to be in the best interest of the Company.

The re-appointment and remuneration of Shri Suren Jain requires approval of the members of the Company.

Shri Suren Jain holds 16,700 Equity Shares of the Company in his own name and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person on a beneficial basis.

Except Shri Suren Jain, being appointee himself, none of the Directors and Key Managerial Personnel of the Company and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board commends the Resolution for approval of the members as a **Special Resolution**.

The Information as required by second proviso (iv) of Paragraph B of Section-II of Part-II of Schedule-V of the Companies Act, 2013, a statement of information is given below:-

I. GENERAL INFORMATION:

(1) Nature of Industry:

Power Generation (Hydro and Thermal).

(2) Date or expected date of commencement of commercial production:

The Company has four operational Power Projects – three Hydro and one Thermal, besides one under

implementation, Jaypee Nigrie Super Thermal Power Project. Commercial operation of four operational Projects commenced from the month(s)/year(s) mentioned below:

- Jaypee Baspa-II Hydro Power Plant:**
May, 2003 (1st Unit and 2nd Unit) and June, 2003 (3rd Unit).
- Jaypee Vishnuprayag Hydro Power Plant:**
June, 2006 (1st Unit), July, 2006 (2nd Unit), August, 2006 (3rd unit) and October, 2006 (4th Unit).
- Jaypee Karcham Wangtoo Hydro Power Plant:**
May, 2011 (1st Unit), June, 2011 (2nd Unit), September, 2011 (3rd and 4th Units).
- Jaypee Bina Thermal Power Project:**
August, 2012 (1st Unit) and April, 2013 (2nd Unit).
- The commercial operations of **Jaypee Nigrie Super Thermal Power Project** are expected to commence from August, 2014 (1st Unit of 660 MW) and December, 2014 (2nd Unit of 660 MW).

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

(4) Financial performance based on given indicators:

(₹ in crore)

Particulars	FY-11-12	FY-12-13	FY-13-14
Turnover	1686	2291	2740
EBIDTA	1552	1797	1908
PAT	403	329	20
EPS	1.54	1.24	0.07
Net Block of Fixed Assets [including CWIP]	16041	20337	22362
Net Worth	5465	6444	6330

(5) Foreign Investments or collaborations, if any:

NIL

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details:

Shri Suren Jain, aged about 43 years, holds a Bachelors' Degree in Production Engineering from Marathwada University, Aurangabad, and has over 21 years of experience in Corporate Planning, Corporate Finance and Management. He has worked in various capacities and businesses within the Jaypee Group, including the construction of the Indira Sagar and Sardar Sarovar Dams and the commissioning of the Jaypee Group's hotel project in Mussoorie and Agra. He was also the Director of Jaiprakash Associates Limited and part of the senior management team responsible for the formulation and implementation of business strategies relating to Jaiprakash Associates Limited's power and energy businesses.

(2) Past remuneration:

₹9,00,000/- (Rupees Nine Lac only) per month in the pay

scale of ₹4,00,000-40,000-6,00,000-60,000-9,00,000-90,000-13,50,000

(3) Recognition or Awards:

The Company's various projects have been conferred with various awards in the last three years, as per the details given below:

2013-14

(National Awards conferred by Ministry of Power, Govt. of India)

- (i) Gold Shield for the year 2012-13 for Baspa-II Hydro-Electric Plant in the category of 'Performance of Hydro Power Stations'.
- (ii) Gold Shield for the year 2011-12 for Baspa-II Hydro-Electric Plant in the category of 'Performance of Hydro Power Stations'.
- (iii) Gold Shield for the year 2011-12 for 4th unit of Karcham Wangtoo Hydro-Electric Plant in the category of 'Early completion of Hydro Power Projects'.
- (iv) Silver Shield for the year 2011-12 for 2nd unit of Karcham Wangtoo Hydro-Electric Plant in the category of 'Early completion of Hydro Power Projects'.

2012-13

Certificate of Merit 'For Most Admired Emerging Infrastructure Company in Power.'

2011-12

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

The above awards were conferred on the Company because of the outstanding contribution of all the Directors of the Company including Shri Suren Jain, Managing Director & CFO and managerial personnel and other staff members of the Company.

(4) Job profile and his suitability:

Shri Suren Jain is incharge of Hydro & Thermal Power Projects and the Finance & Accounts functions of the Company. In view of his professional qualification and experience, he is considered most suitable for the said job profile.

(5) Remuneration proposed:

The Board, based on the recommendations of Nomination and Remuneration Committee has approved the re-appointment of Shri Suren Jain as Managing Director & CFO for a period of five years w.e.f. 12th January, 2015, and his remuneration w.e.f. 12th January, 2015, for a period of 3 years, as mentioned below.

I. Salary

₹9,00,000/- (Rupees Nine Lakh only) per month in the pay scale of ₹4,00,000-40,000-6,00,000-60,000-9,00,000-90,000-13,50,000

(Annual increment to be given on 1st April, of every year)

II. Perquisites and other benefits

Besides the above salary, Shri Suren Jain shall be entitled to the perquisites which may include accommodation/ HRA, reimbursement of expenses for gas, electricity, water and furnishings, medical reimbursement, LTC, insurance premium, contribution to Provident Fund, Superannuation Fund or Annuity Fund, and Gratuity payable at a rate not exceeding half a months' salary for each completed year of service, leave encashment at the end of the tenure etc.

Perquisites, save and except the following, would be restricted to an amount equal to the annual salary:

- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (ii) Gratuity payable at the end of the tenure at a rate not exceeding half a month's salary for each completed year of service; and
- (iii) Encashment of leave at the end of the tenure as per rules/policy of the Company.

Shri Suren Jain, Managing Director & CFO shall also be entitled to use of car, telephone at residence and mobile phone for Company's business at Company's expense.

The Chairman is authorized to fix the inter-se limits of the aforesaid perquisites.

The above remuneration shall be paid as minimum remuneration in the event of absence or inadequacy of profits in any year during the tenure of Shri Suren Jain.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

The proposed remuneration is comparable and competitive, considering the industry, size of the Company, the managerial position and the credentials of the Managing Director & CFO.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:

Shri Suren Jain is the Managing Director & CFO and thus receives Directors' remuneration. Apart from above, he and his relatives is/are also entitled to various benefits in respect of his/their shareholdings, if any, in the Company and other group companies of Jaypee Group in which he/ his relatives is/are holding shares. He is not related to any managerial personnel of the Company.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

The Company's profit after tax declined from ₹329.15 crore during FY 2012-13 to ₹19.73 crore during FY. 2013-14 because of several factors which, inter-alia, include the following:

- a) Due to natural calamity in Uttarakhand, generation of 400 MW Jaypee Vishnuprayag H.E. Plant was affected w.e.f. 16th June, 2013. On completion of

restoration and associated works including clearing of debris, the Plant resumed power generation w.e.f. 12th April, 2014. Since the Plant was shut down from 16th June, 2013 to 11th April, 2014, it resulted in non-realisation of revenue on account of secondary energy and incentive for plant availability.

- b) Current revenue of 500 MW Jaypee Bina Thermal Power Plant is based on provisional tariff. Application for final tariff determination is pending before the Regulator.
- c) Lower tariff realization for power sold in respect of 1091 MW Jaypee Karcham Wangtoo H.E. Plant, on merchant basis, due to prevailing market conditions.
- d) The Company had to execute large sized Infrastructure Projects but could not raise adequate funds through equity due to unfavourable market conditions during last three years. Therefore, the Company had to raise funds for completion of its on-going Power Projects which resulted in higher interest outgo.

(2) Steps taken or proposed to be taken for improvement:

- a) In view of change in the Government at the Centre, it is expected that both equity and debt market would improve and facilitate raising of resources at lower cost.
- b) Unit-I of 660 MW of Company's 1320 MW Jaypee Nigrie Super Thermal Power Project (JNSTPP) is envisaged to achieve commercial operations in August, 2014 and Unit-II of 660 MW in December, 2014. Upon commencement of operations of JNSTPP, the Company expects higher turnover and profitability.
- c) With the commencement of production of Jaypee Vishnuprayag Hydro Power Plant, the Company would be entitled to the benefits of secondary energy and incentive of plant availability in the current financial year 2014-15 and thereafter
- d) Company's 500 MW Jaypee Bina Thermal Power Plant (Bina TPP) has stabilized and upon determination of final tariff by the Regulator, it is expected that the profitability of the Company from Bina TPP would improve.

(3) Expected increase in productivity and profits in measurable terms:

The Power Sector in general has been under tremendous economic pressure. In anticipation of revival of over all economy in future, the aforesaid steps taken by the Company and with the coming into operation of the Company's 1320 MW Jaypee Nigrie Super Thermal Power Project, the Company's performance and profitability is expected to improve.

IV. DISCLOSURES:

(1) The following disclosures are mentioned in the Board of Directors' Report under the heading "Corporate Governance", attached to the Annual Report:

(i) All elements of remuneration packages such as salary, benefits, bonuses, stock options, pension, etc. of all the Directors:

Details with regard to Salary, benefits and sitting fees paid to the Directors are disclosed in the Annual Report. The Company did not give any bonuses and stock options to the Directors.

(ii) Details of fixed component and performance linked incentives along with the performance criteria:

Details with regard to Salary, benefits and sitting fees paid to the Directors are disclosed in the Annual Report. The Company does not give any performance linked incentives to the Directors.

(iii) Service contracts, notice period, severance fees:

Not Applicable.

(iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:

Not Applicable.

By Order of the Board
For **JAIPRAKASH POWER VENTURES LTD.**

M.M. SIBBAL
Sr. General Manager &
Company Secretary
(Membership No.FCS-3538)

Place : Noida
Date : 26th July, 2014

DIRECTORS' REPORT

To,
The Members

The Directors of your Company are pleased to present the Nineteenth Annual Report together with the Audited Accounts of the Company for the Year ended 31st March, 2014.

WORKING RESULTS

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

(₹ in Crore)		
Particulars	Current Year 31.03.2014	Previous Year 31.03.2013
Gross Revenue	2699.28	2231.52
Less: Rebate for prompt payments	24.51	22.75
	2674.77	2208.77
Add: Other operating income	2.73	43.85
Add: Other Income	63.00	38.18
Total Income	2740.50	2290.80
Profit before Interest, Depreciation & Taxation	1907.79	1797.09
Less: Interest	1447.68	1124.09
Less: Depreciation	446.59	323.89
	13.52	349.11
Less: Exceptional items (Net)	0.08	—
Profit before tax	13.44	349.11
Less: Deferred Tax Charge/(reversal)	(6.29)	19.89
Less: Previous Year Tax Adjustment	—	0.07
Profit after Tax	19.73	329.15

OPERATIONS

Your Company is the largest Hydro Power generating Company in the Private Sector in the country, currently operating three Hydro Power Plants and one Thermal Power Plant, namely:

- 300 MW Jaypee Baspa-II Hydro Power Plant in Himachal Pradesh;
- 400 MW Jaypee Vishnuprayag Hydro Power Plant in Uttarakhand;
- 1091 MW Jaypee Karcham Wangtoo Hydro Power Plant in Himachal Pradesh; and
- 500 MW Jaypee Bina Thermal Power Plant in Madhya Pradesh.

Your Company is also implementing 1320 MW (2 x 660 MW) Jaypee Nigrie Super Thermal Power Project at Nigrie, Distt. Singrauli, Madhya Pradesh.

To effectively use the fly ash from the Thermal Power Plant and to make the plant environment friendly, a Cement Grinding Unit at Nigrie (M.P.) is being set up which is expected to be commissioned by August, 2014 (Line I) and July, 2015 (Line II) of 2 MTPA each.

The Plant Availability and Energy Generation of each of the Power

Plants for the Financial Year 2013-14 were as under:

Plants	Plant Availability (%)	Net Saleable Energy Generation (MU)
Jaypee Baspa-II (300 MW) HEP	99.98	1178.41
Jaypee Vishnuprayag (400 MW) HEP	92.11*	1566.83**
Jaypee Karcham Wangtoo (1091 MW) HEP	99.76	4056.26
500 MW Jaypee Bina Thermal Power Plant	94.86	1416.47

* Deemed Plant Availability.

** Generation of Jaypee Vishnuprayag HEP was suspended since 16th June, 2013 due to Force Majeure event. During such period, capacity charges and energy charges are admissible as per Power Purchase Agreement (PPA).

** Generation of 1566.83 MUs includes deemed generation of 1186.98 MUs.

300 MW Jaypee Baspa-II Hydro Power Plant

The average tariff for Baspa-II Plant for the year under report, as per the Multi Year Tariff (MYT) Order dated 15th July, 2011 and Order dated 6th September, 2012 and in accordance with the Power Purchase Agreement (PPA) works out to ₹2.75 per unit. The total generation of energy during the year was 1345.34 MUs including 12% free Power to State Electricity Board/Government of Himachal Pradesh and also auxiliary consumption/transformer losses. The Net Saleable Energy during the year was 1178.41 MUs, out of which 1056.92 MUs was Primary Energy and 121.49 MUs was Secondary Energy.

400 MW Jaypee Vishnuprayag Hydro Power Plant

The average tariff during the year under report for 400 MW Vishnuprayag Plant works out to ₹2.27 per unit. The total generation of energy during the year was 1566.83 MUs (including 1186.98 MUs deemed generation) out of which Primary Energy was 1545.88 MUs and Secondary Energy was 20.95 MUs. Generation of 400 MW Jaypee Vishnuprayag H.E.P was suspended since 16th June, 2013 due to Force Majeure event. Generation of power resumed w.e.f. 12th April, 2014 (07:45 A.M.).

1091 MW Jaypee Karcham Wangtoo Hydro Power Plant

The average realization for the year under report works out to ₹3.04 per unit. The total generation of energy during the year was 4653.24 MUs including 596.98 MUs free Power to State Government and also auxiliary consumption/transformer losses. The Net Saleable Energy was 4056.26 MUs.

The performance of the Company's operative Hydro Power Plants, their plant availability and the Energy Generation during the year under report was satisfactory.

500 MW JAYPEE BINA THERMAL POWER PLANT

The Directors of your Company are pleased to report that two units of 250 MW each of coal based Jaypee Bina Thermal Power Plant located at Village Sirchopi, Distt. Sagar (M.P.) have been fully commissioned.

Based on the tariff petition filed by the Company, MPERC has approved provisional tariff for Unit-I on 12th December, 2012 and for Unit-II on 29th June, 2013.

Your Company is supplying 70% of the installed capacity on long-

term basis to Govt. of Madhya Pradesh/Madhya Pradesh Power Management Company Ltd., in terms of the Power Purchase Agreement executed with them and balance of installed capacity is being sold as merchant power.

The plant performance of 500 MW Jaypee Bina Thermal Power Plant from 1st April, 2013 to 31st March, 2014 was as under:

Million units

FY 2013-14	Actual Generation				
	Gross	Net Saleable	Aux %	PLF %	PAF %
Total 2013-14 (Cumulative)	1562.64	1416.47	9.35	36.31	94.86

AWARD

Your Company was conferred with the following “**National Awards for the Meritorious Performance in the Power Sector**” by Hon’ble Union Minister of State for Power (Independent Charge), Shri Jyotiraditya M. Scindia on 4th February, 2014.

1. Gold Shield for the year 2012-13 for Baspa-II Hydro Electric plant in the category of ‘Performance of Hydro Power Stations’;
2. Gold Shield for the year 2011-12 for Baspa-II Hydro Electric plant in the category of ‘Performance of Hydro Power Stations’;
3. Gold Shield for the year 2011-12 for Unit-IV of Karcham Wangtoo Hydro Electric plant in the category of ‘Early completion of Hydro Power Projects’; and
4. Silver Shield for the year 2011-12 for Unit-II of Karcham Wangtoo Hydro Electric plant in the category of ‘Early completion of Hydro Power Projects’.

1320 MW JAYPEE NIGRIE SUPER THERMAL POWER PLANT

The implementation of 1320 MW (2 X 660 MW) Jaypee Nigrie Super Thermal Power Project at Nigrie, Distt. Singrauli in Madhya Pradesh is progressing satisfactorily to achieve commissioning of first unit in August, 2014 and second unit in December, 2014. Steam Generator and Steam Turbine Generator have been supplied by L&T-MHI Boilers Private Limited and Larsen & Toubro Limited. All major statutory approvals are in place. Entire requirement of 5 Million MTPA coal for the Project will be met from dedicated coal mines at Amelia (North) and Dongri Tal-II.

As the members are already aware, the Financial Closure of the Project has already been achieved. As on 31st March, 2014, Project Cost has been re-appraised at ₹10450 crore by ICICI Bank acting as the Facility Agent and the entire additional debt had been underwritten by them.

For 400 kV D/C Transmission Line, Forest Clearance, including approval of Hon’ble Supreme Court of India for Wild Life Son-Gharyal Sanctuary has been obtained. The Line profile of entire 161 kms route has been completed. Approval for the energisation of 400 kV Bays at Satna Substation has been received from Central Electricity Authority (CEA).

The overall progress of implementation of the Project continues to be satisfactory to achieve the Target COD. First unit of the Project has been successfully synchronised with the grid on 7th May, 2014.

As on 30th June, 2014, an amount of approximately ₹9809 crore had been incurred on the Project.

4 MTPA CEMENT GRINDING UNIT

The Directors wish to report that the Company is implementing 4 MTPA Cement Grinding Unit at Nigrie, Distt. Singrauli in Madhya Pradesh with its Project Cost estimated at ₹550 crore. An expenditure

of approximately ₹253 crore had been incurred till 30th June, 2014. The statutory approvals required for the current stage of the Project have been obtained. The Work Order related to the Railway Siding has been awarded and the work is under progress. Civil works of the Project are progressing satisfactorily and orders for main machinery and for BoP packages have been placed for Line-I & II.

VERIFIED/CERTIFIED EMISSION REDUCTIONS (VERs/CERs)

As already reported, 1091 MW Jaypee Karcham Hydro Power Plant Electric Project has already been registered by UNFCCC as a CDM Project w.e.f 12th April, 2012 for ten years. Action for issuance of CERs for the first period from 12th April, 2012 to 31st July, 2012 is in progress. The Project has been validated and verified for issue of 21,36,881 tonnes of VERs for the period from 13th May, 2011 to 11th April, 2012.

Final Report on Compliance with World Commission on Dams (WCD) Recommendations was issued by TUV NORD JI/ CDM Certification Programme, Germany on 21st March, 2014.

Details regarding VERs of Jaypee Baspa-II Hydro Power Plant and Jaypee Vishnuprayag Hydro Power Plant are as under:

	No. of VERs sold	Amount realized (₹ in crore)
Baspa	34,79,664	28.95
Vishnuprayag	94,90,684	213.24

DIVIDEND

In order to conserve resources for meeting the Company’s expansion plans/investment in subsidiaries executing Power projects, the Directors of your Company express their inability to recommend any dividend for the Financial Year 2013-14.

PROPOSED DIVESTMENT OF HYDRO POWER PROJECTS

With a view to deleverage the Company’s Balance Sheet and also to enhance Shareholders’ value, the Board in its meeting held on 1st March, 2014 approved a Scheme of Arrangement, subject to statutory and regulatory approvals and sanction of the Scheme by the relevant High Court, for hiving off 300 MW Baspa-II HEP and 1091 MW Karcham Wangtoo HEP to two separate wholly owned subsidiaries and eventual transfer of ownership of the said wholly owned subsidiaries to a consortium led by TAQA India Power Ventures Private Limited (TAQA). However, the Company has received a notice from TAQA in July, 2014 intimating their withdrawal from the said transaction as a result of a change in the business strategy and priorities of their group. With withdrawal of TAQA, the Acquisition Agreement dated 1st March, 2014 automatically stands terminated. Further, this withdrawal makes TAQA liable to make payment of break fee of US \$ 9 million in terms of the said Agreement for which necessary notice has been issued to TAQA.

However, your Company in line with publically stated policy of Jaypee Group, remains focused and committed on reduction of debt through sale of some of its assets, to deleverage its Balance Sheet and enhance Shareholders’ value.

SUBSIDIARY COMPANIES

The Company has following subsidiaries :

- i) Jaypee Powergrid Limited;
- ii) Jaypee Arunachal Power Limited;
- iii) Prayagraj Power Generation Company Limited;
- iv) Sangam Power Generation Company Limited;
- v) Jaypee Meghalaya Power Limited;
- vi) Himachal Baspa Power Company Limited;
- vii) Himachal Karcham Power Company Limited.

Status of the Projects implemented/being implemented through aforesaid subsidiaries is summarised below:

i) Jaypee Powergrid Limited (JPL)

Jaypee Powergrid Limited (JPL), a joint venture of Jaiprakash Power Ventures Limited and Power Grid Corporation of India Limited (a Central Government Power Utility Undertaking) has set up 217 kms. long 400 kV Quad Bundle Conductor Double Circuit Transmission Line for evacuation of Power from the pothead yard of 1091 MW Karcham Wangtoo Plant in the State of Himachal Pradesh to Abdullapur in the State of Haryana and LILO with the existing Baspa-Jhakri Double circuit line.

The cumulative availability of transmission system for FY. 2013-14 was 99.97%.

During the Financial Year 2013-14, JPL earned an aggregate transmission tariff of ₹196.89 crore. JPL declared two interim dividends aggregating to 12% during FY 2013-14 and paid dividend of ₹26.64 crore to the Company. JPL has further declared final dividend @ 3.50% for the said financial year. Accordingly, the total dividend shall be 15.50% during FY 2013-14.

ii) Prayagraj Power Generation Company Limited (PPGCL)

Prayagraj Power Generation Company Limited, acquired from Uttar Pradesh Power Corporation Limited through competitive bidding process, is implementing 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.

Fuel Supply Agreement between PPGCL & Northern Coalfields Limited has been executed on 29th August, 2013, for Phase-I. All Statutory/Regulatory approvals required for the current stage of the Project are in place. Financial Closure has already been achieved and for the revised project costs, steps are being taken to fund the additional financial assistance.

The supplies from BHEL for Boiler, Turbine and Generator for Phase-I of the Project are in progress. All major packages have been awarded. Supply of materials is in progress. The progress on the implementation of the Project is satisfactory.

An expenditure of approximately ₹9372 crore has been incurred on the implementation of the Project upto 30th June, 2014.

iii) Jaypee Arunachal Power Limited (JAPL)

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

As already reported, for the 2700 MW Lower Siang Hydro-Electric Project, CEA approval was obtained in February, 2010 and revalidation of DPR is in process with CEA. Land acquisition is in progress.

In-principle Approval has been granted and Power Purchase Agreements (PPAs) are to be submitted for final approval with respect to the grant of Mega Power status of the project. Draft Rehabilitation & Resettlement Plan has been submitted to the State Government.

For 500 MW Hironag Hydro Power Project, CEA has accorded Techno-Economic Concurrence on 10th April, 2013. For the Environmental/Forest Clearance of the Project, the EIA & EMP Reports have been submitted to MoEF.

An aggregate amount of approximately ₹228 crore has been spent on the Projects upto 30th June, 2014.

iv) Sangam Power Generation Company Limited (SPGCL)

Sangam Power Generation Company Limited was acquired from Uttar Pradesh Power Corporation Limited (UPPCL) through competitive bidding process, for the implementation of 1980 MW (3 x 660 MW) Thermal Power Project in Tehsil Karchana of District Allahabad, Uttar Pradesh.

SPGCL executed Deed of Conveyance with Uttar Pradesh Power Corporation Limited (UPPCL) but the district administration could not hand over physical possession of land to the Company due to local villagers agitation. 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, the Company's claims be settled amicably for closing the agreement(s). Necessary supporting documents in support of the Company's claim have been furnished to UPPCL which is under their review.

v) Jaypee Meghalaya Power Limited (JMPL)

Jaypee Meghalaya Power Limited was incorporated by your Company as its wholly-owned subsidiary to implement two Hydro-electric Projects i.e. 270 MW Umngot H.E.P. in the Umngot River Basin and 450 MW Kynshi-II H.E.P. in the Kynshi River Basin both in Meghalaya on BOOT (Build, Own, Operate and Transfer) basis. Your Company alongwith its associates will ultimately hold 74% of the Equity of JMPL and the balance 26% will be held by the Government of Meghalaya.

As already reported, with respect to 450 MW Kynshi-II H.E.P., the field work of survey & investigation and EIA studies have already been completed. Drilling and drifting in Power house area have been completed. The revised proposal with involvement of lesser forest area has been submitted to the State Government and Ministry of Environment and Forest. The control levels i.e. FRL & TWL have been approved by the State Government. Approval of CEA has been accorded to the water availability series for power potential studies.

With respect to 270 MW Umngot H.E.P, the State Government has advised that the project will not be operationalized as per MoA till further orders. The matter is being pursued with the State Government for permission to resume the works.

An expenditure of approximately ₹8.50 crore has been incurred on the Projects upto 30th June, 2014.

vi) Himachal Baspa Power Company Limited (HBPCL)

vii) Himachal Karcham Power Company Limited (HKPCL)

The above named wholly-owned subsidiaries were incorporated on 14th March, 2014, and the Certificate of Commencement of business were obtained on 24th March, 2014.

These companies were incorporated as a sequel to the proposed transaction of divestment of Baspa-II & Karcham Wangtoo Hydro Power Projects, as mentioned hereinbefore.

CONSOLIDATED FINANCIAL STATEMENTS

A statement under Section 212 of the Companies Act, 1956 in respect of the subsidiaries of the Company is annexed and forms an integral part of the Annual Accounts. The consolidated financial statements of the Company and its subsidiary companies are prepared in accordance with the Accounting Standard (AS-21) "Consolidated

Financial Statements" prescribed by the Institute of Chartered Accountants of India, forms part of the Annual Report.

In terms of the General Circular No. 2/2011 dated 8th February, 2011 issued by the Ministry of Corporate Affairs, a general exemption has been granted by the Central Government for not attaching the Balance Sheets of the subsidiary companies, as was required under the provisions of Section 212 of the Companies Act, 1956, provided certain conditions as mentioned in the above said circular are fulfilled, which are as under:

- i. The Company shall present in the Annual Report the consolidated financial statements of holding company and all subsidiaries duly audited by its Statutory Auditors;
- ii. The Consolidated Financial Statements shall be prepared in strict compliance with applicable Accounting Standards and, where applicable, the Listing Agreements as prescribed by the Securities and Exchange Board of India; and
- iii. The Company shall disclose in the consolidated Balance Sheet, the following information in aggregate for each subsidiary including subsidiaries of subsidiaries:- (a) capital (b) reserves (c) total assets (d) total liabilities (e) details of investment (except in case of investment in the subsidiaries) (f) turnover (g) profit before taxation (h) provision for taxation (i) profit after taxation (j) proposed dividend.

The Board in its meeting held on 17th May, 2014 had consented for not attaching the Balance Sheets in respect of the subsidiaries of the Company. Accordingly, the requisite information for each subsidiary has been disclosed. The Annual accounts of the subsidiary companies and the related detailed information will be made available to the Shareholders/Investors of the Company/subsidiary companies seeking such information.

The Annual Accounts of the Company will also be kept for inspection by the Shareholders in the Company's Corporate Office and also that of the subsidiaries. The Company has also uploaded the details of the accounts of individual subsidiary companies on its website i.e. www.jppowerventures.com. The Directors of your Company are of the opinion that the subsidiaries of your Company have bright future.

DIRECTORATE

During the year under Report, Shri B.K. Taparia ceased to be Director of the Company w.e.f. 5th September, 2013, due to his sad demise in an accident.

The Board places on record its appreciation for the invaluable contribution of late Shri B.K. Taparia during his tenure of over nine years as Director of the Company and also pays rich tributes to his humane qualities.

Shri S.D. Nailwal and Ms. Sunita Joshi were co-opted on the Board as additional Directors of the Company with effect from 17th May, 2014. Their appointment/confirmation as Director has been included in the Notice convening the ensuing Annual General Meeting.

Shri R.K. Narang and Shri Suresh Chandra resigned as Director/ Whole-time Director with effect from 27th June, 2014 and 30th June, 2014 respectively, due to personal reasons. Dr. R.L. Gupta resigned from the office of Non-Executive Director with effect from 23rd July, 2014 for the personal reasons. The Board places on record its appreciation for the valuable contributions of Shri R.K. Narang, Shri Suresh Chandra and Dr. R.L. Gupta during the tenure of their respective offices on the Board of the Company.

In accordance with the provisions of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges, Shri R.N. Bhardwaj, Shri B.B. Tandon,

Shri A.K. Goswami, Shri S.S. Gupta, Shri S.C. Bhargava and Dr.J.N. Gupta are proposed to be appointed as Independent Directors, for a term of three successive years from 20th September, 2014 to 19th September, 2017. The resolutions in respect of appointment of each of such Independent Directors have been included in the notice convening ensuing Annual General Meeting.

Shri Sunil Kumar Sharma, Shri D.P. Goyal and Shri G.P. Gaur, Directors would retire by rotation at the ensuing Annual General Meeting and, being eligible, offer themselves for re-appointment.

CORPORATE GOVERNANCE

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

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors, based on the representations received from the operating management, certification by the CEO and CFO to the Board of Directors and after due enquiry, confirm that in respect of the Audited Annual Accounts for the year ended 31st March, 2014:

- i) that in the preparation of the Annual Accounts, the applicable Accounting Standards had been followed and that there were no material departures;
- ii) that the Directors had, in consultation with the Statutory Auditors, selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the year ended 31st March, 2014 and the profit of the Company for that period;
- iii) that the Directors had taken proper and sufficient care for the maintenance of adequate Accounting Records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv) that the Directors had prepared the Annual Accounts on a going concern basis.

DEPOSITS

The Company did not invite/accept any Fixed Deposits from the Public during the year under report.

PARTICULARS OF EMPLOYEES

A statement showing the particulars of employees, pursuant to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended vide Companies (Particulars of Employees) (Amendment) Rules, 2011 is annexed to this Report and forms integral part of this Report.

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

Particulars in respect of conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo, as per Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 for the year ended 31st March, 2014, are annexed and form an integral part of this Report.

AUDITORS' REPORT

The Auditors' Report to the Shareholders on the Accounts of the Company for the Financial Year ended 31st March, 2014 does not contain any qualification.

The observations of Auditors' and Notes to the Financial statements are self-explanatory.

STATUTORY AUDITORS

M/s. R. Nagpal Associates, Chartered Accountants (Firm Registration No. 002626N), Statutory Auditors of the Company shall retire at the conclusion of the ensuing Annual General Meeting and, being eligible, offer themselves for re-appointment.

As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained a written consent and a certificate from the Statutory Auditors to the effect that their re-appointment, if made, would be in accordance with the conditions as may be prescribed and they fulfill the criteria laid down in Section 141 of the Companies Act, 2013.

Based on the recommendations of the Audit Committee, the Board has recommended the appointment of M/s. R. Nagpal Associates, Chartered Accountants as Statutory Auditors of the Company for a period of three consecutive years to hold office from the commencement of this Annual General Meeting (AGM) till the conclusion of the Twenty Second Annual General Meeting to be held in the year 2017, subject to ratification of their appointment in every AGM.

COST AUDITORS

For the financial year 2013-14, the Board of Directors of the Company had re-appointed, on the recommendation of the Audit Committee, M/s. Kabra & Associates, Cost Accountants (Firm Registration No. 0075) as Cost Auditors for auditing the Cost Accounts in respect of 'Electricity' pertaining to various Power Plants of the Company. Their appointment was approved by the Central Government. In terms of the Companies (Cost Audit Report) Rules, 2011, the Cost Audit Report relating to Power plants of the Company, for the Financial Year ended 31st March, 2013 has been filed within due date, with the Cost Audit Branch of the Ministry of Corporate Affairs. The Cost Audit Report for the Financial Year 2013-14 will be filed within the due date.

For the Financial Year 2014-15, the Board of Directors of the Company have on the recommendation of Audit Committee, re-appointed M/s. Kabra & Associates, Cost Auditors of the Company for auditing the Cost Records relating to the product 'Electricity'.

EMPLOYEE RELATIONS

The Employee relations continued to be co-ordial. The Directors wish to place on record their sincere appreciation for the contribution of the employees of the Company at all levels.

ACKNOWLEDGEMENT

The Board places on record its sincere appreciation and gratitude to various Departments and Undertakings of the Central Government, Govt. of Himachal Pradesh, Govt. of Uttarakhand, Govt. of Uttar Pradesh, Govt. of Madhya Pradesh, Govt. of Arunachal Pradesh, Govt. of Meghalaya, HPSEB, UPPCL, MPPMCL, APTEL, CERC, HPERC, UPERC, MPERC, Financial Institutions, Banks, Rating Agencies and other authorities for their continued co-operation and support to the Company.

The Board sincerely acknowledges the faith and confidence reposed by the Shareholders in the Company.

On behalf of the Board

MANOJ GAUR

Chairman

(DIN – 00008480)

Place : Noida

Date : 26th July, 2014

ANNEXURE TO THE DIRECTORS' REPORT

INFORMATION IN PURSUANCE OF SUB-SECTION 2A OF SECTION 217 OF THE COMPANIES ACT, 1956 IS GIVEN BELOW:

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

- a) Employed throughout the year and in receipt of remuneration aggregating ₹60,00,000/- or more:
 - (i) Shri Suren Jain, Managing Director & CFO (DIN-00011026), ₹1,93,71,882/-, BE (Production), 43 years, 21 years, 14th December, 2007, Jaypee Karcham Hydro Corporation Ltd.;
 - (ii) Shri R.K. Narang, Whole-time Director (DIN-00013629), ₹93,60,000/-, BE (Mechanical) and Diploma in Management, 65 years, 40 years, 16th May, 2000, IFCI Ltd.;
 - (iii) Shri Suresh Chandra, Whole-time Director (DIN-00946231), ₹96,81,723/-, BE (Telecommunication), 70 years, 49 years, 11th January, 2008, Jaypee Ventures Ltd.; and
 - (iv) Shri Praveen Kumar Singh (DIN-00093039), Whole-time Director ₹1,73,71,865/-, BE (Civil), 42 years, 17 years, 12th August, 2011, Jaypee Karcham Hydro Corporation Ltd.
- b) Employed for part of the year and in receipt of remuneration aggregating ₹5,00,000/- or more per month: Nil

Notes:

1. Gross remuneration includes salary, house rent allowance and other perquisites like medical reimbursement, leave travel assistance, Company's contribution towards provident fund, gratuity etc.
2. None of the above employees is related to any Director or Key Managerial Personnel or their respective relatives.

THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

(A) CONSERVATION OF ENERGY

HYDRO-POWER PLANT

Electricity consumption in Power House auxiliaries is mainly for running governor oil pressure system, cooling water pumps, drainage and dewatering, ventilation, air conditioning, operation of gates, lighting purposes and operation of Unit Auxiliaries, etc. Effective energy conservation measures have been taken in design of the system and effective steps are being taken in ensuring that electricity consumption in the auxiliaries is kept at the minimum.

THERMAL POWER PLANT/PROJECT

In Jaypee Bina Thermal Power Plant, two units of 250 MW each have already been commissioned and operating. 1320 MW Jaypee Nigrie Supercritical Thermal Power Project (i.e. Nigrie Project) is under implementation. During the design stage itself, the following specific features have been incorporated in these projects keeping in mind energy conservation in the operation Phase:

- i) Natural Draft Cooling Towers have been adopted instead of Induced Draft Cooling Towers for cooling the hot water being discharged from the condensers. This measure saves about 0.5% auxiliary power for each unit ;

- ii) In Bina Plant, Variable Frequency Drives (VFD) have been adopted for Induced Draft Fan flow control which saves energy;
- iii) VFD control has also been adopted for Apron Feeder for Coal Handling Plant and Mill Feeders;
- iv) Vapor absorption Air Conditioning System has been adopted in Nigrie Project which operates with auxiliary steam and uses minimal electrical power as compared to conventional Air Conditioning System using condensers, chillers etc. thereby saving in electrical energy consumption; and
- v) Energy efficient sodium vapor lighting has been extensively used for area lighting and areas having dusty enclosures which consumes less energy as per lumen output as compared to conventional mercury vapor, GLS and conventional tube lights.

Information in Form A, as prescribed for certain industries, is not applicable to the Company.

(B) TECHNOLOGY ABSORPTION

In the Company's BASPA-II, Vishnuprayag, Karcham Wangtoo Hydro Power Plants and Bina Thermal Power Plant, every effort has been made to ensure that the Plant corresponds to latest technology. Further, for proper maintenance of the Plants, the latest state-of-the-art SCADA, Digital Governor and Digital Excitation System have been provided. Further, online monitoring instruments have been used, which help monitor the health of the equipment as well as detect the fault at incipient stage.

The nature of the Plants does not require any expenditure on Research & Development and no specific expenditure on R&D is envisaged.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars of Foreign Exchange expenditure and earnings are given in note no.32 to the Financial Statement for the year ended 31st March, 2014.

REPORT ON CORPORATE GOVERNANCE

CORPORATE GOVERNANCE

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

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company as a part of Jaypee Group, is committed to attain highest standards of Corporate Governance. The Company's philosophy on Corporate Governance emanates from its commitment for the highest level of transparency and accountability towards its shareholders, customers, employees, Financial Institutions and Banks and the Government while maintaining steady focus for creation of wealth for stakeholders on sustainable basis.

2. BOARD OF DIRECTORS

The Board of Directors as on 31st March, 2014 consisted of 18 Directors out of which 9 are Independent Directors. As per Clause 49 of the Listing Agreement, where the Chairman of the Board is an Executive Director or related to Promoter, at least half of the Board should comprise of Independent Directors.

The Board consists of eminent persons with considerable professional expertise and experience in technical, commercial, legal, finance, business administration and other related fields, who not only bring wide range of experience and expertise, but also impart desired level of independence to the Board.

Details regarding the attendance of Directors at the Board Meetings, Annual General Meeting, number of other Directorships and Committee positions held by them in other Companies, as on 31st March, 2014, are given below:

Name & Designation of the Directors	Last Annual General Meeting Attended	No. of Board Meetings Attended out of 5 held during the year	No. of other Directorships	Committee Positions (other than in the company)	
				Member	Chairman
Non-Executive/Non-Independent					
Shri Manoj Gaur, Chairman	NO	4	12	–	–
Shri G.P. Gaur	NO	5	3	1	1
Shri D.P. Goyal	NO	5	2	–	–
Lt. Gen. (Retd.) Shri Ravindra Mohan Chadha	NO	NIL	–	–	–
Executive					
Shri Sunil Kumar Sharma, Vice-Chairman and Chief Executive Officer	NO	5	12	1	5
Shri Suren Jain, Managing Director and Chief Financial Officer	YES	5	11	3	–
Shri R.K. Narang, Whole-time Director	YES	5	2	–	–
Shri Suresh Chandra, Whole-time Director	NO	4	–	–	–
Shri Praveen Kumar Singh, Whole-time Director	NO	1	1	–	–
Non-Executive, Independent					
Shri B.K. Taparia*	YES	2	–	–	–
Shri R.N. Bhardwaj	NO	4	11	7	2
Shri B.B. Tandon	NO	5	11	8	2
Shri A.K. Goswami	NO	4	2	1	1
Shri Subroto Gupta (IDBI Nominee)	NO	1	–	–	–
Dr. R.C. Vaish	NO	3	6	3	1
Shri S.C. Bhargava	NO	4	10	7	1
Dr. R.L. Gupta	NO	5	–	–	–
Shri S.S. Gupta	NO	5	–	–	–
Dr. J.N. Gupta	NO	5	2	–	1

Changes in the Board during FY. 2013-14

* Shri B.K. Taparia ceased to be a Director w.e.f. 5th September, 2013, due to his untimely death.

Notes:

- Other Directorships of only Indian Public Limited Companies have been considered pursuant to Clause 49 of the Listing Agreement.
- Committee positions of only two Committees, namely, Audit Committee and Investors' / Shareholders' Grievance Committee in Public Limited Companies have been considered pursuant to Clause 49 of the Listing Agreement.

- iii) None of the Directors of the Company is related inter-se, in terms of Section 2(41) and Section 6 read with Schedule 1A of the Companies Act, 1956.

Number of Equity Shares held by the Directors as on 31st March, 2014 are tabulated below:

Name of Directors	Designation	No. of Equity Shares
Shri Manoj Gaur	Chairman	41,400
Shri Sunil Kumar Sharma	Vice-Chairman & CEO	5,700
Shri Suren Jain	Managing Director & CFO	16,700
Shri B. B. Tandon	Director	NIL
Shri A.K. Goswami	Director	NIL
Shri R.N. Bhardwaj	Director	NIL
Shri S.C. Bhargava	Director	NIL
Shri Subroto Gupta	Director (IDBI Nominee)	NIL
Dr. R.C. Vaish	Director	NIL
Dr. R.L. Gupta	Director	NIL
Shri R.K. Narang	Whole-time Director	4,850
Shri Suresh Chandra	Whole-time Director	4,850
Shri G.P. Gaur (Jointly with Smt. Vijay Gaur)	Director	50,000
Shri S.S. Gupta	Director	120
Shri Praveen Kumar Singh	Whole-time Director	3,50,000
Lt. Gen. (Retd.) Shri Ravindra Mohan Chadha	Director	2,850
Shri D.P. Goyal	Director	18,150
Dr. J.N. Gupta	Director	500

None of the Directors is holding any convertible instrument of the Company.

Number of Board Meetings held and dates thereof

During the financial year 2013-14, five meetings of the Board of Directors were held. The meetings were held on 27th April, 2013, 12th August, 2013, 14th November, 2013, 3rd February, 2014 and 1st March, 2014. The maximum time gap between two meetings was not more than four calendar months.

The details of attendance of the Directors at the Board Meetings are as under:

Sl.No.	Date	Board Strength	Attendance (Members)
i)	27th April, 2013	19	16
ii)	12th August, 2013	19	16
iii)	14th November, 2013	18	14
iv)	3rd February, 2014	18	14
v)	1st March, 2014	18	12

Information placed before the Board

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

3. CODE OF CONDUCT

The Board of Directors have laid down a Code of Conduct for all Board members and Senior Management Personnel of the Company. The Code of Conduct has also been posted on the website of the Company viz. www.jppowerventures.com.

The members of the Board and Senior Management Personnel have, on 31st March, 2014 affirmed compliance with the Code

of Conduct. A Declaration to this effect, duly signed by the CEO is annexed and forms part of this Report.

4. AUDIT COMMITTEE

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's oversight responsibilities, an Audit Committee has been constituted by the Board comprising of three Independent Directors.

The constitution of the Audit Committee also meets the requirements under Section 292A of the Companies Act, 1956 and also Section 177 of the Companies Act, 2013 ("the Act"). The terms of reference and powers of the Audit Committee are in keeping with those contained under Clause 49 of the Listing Agreement and the Act.

Five meetings of the Committee were held during the year i.e. on 27th April, 2013, 12th August, 2013, 14th November, 2013, 3rd February, 2014 and 1st March, 2014.

The Audit Committee, inter-alia, reviews:

- Financial Statements before the submission to the Board for approval;
- Statutory Audit Report and Internal Audit Reports;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Recommendations for appointment, remuneration and terms of appointment of Auditors of the Company;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Annual Budget and Variance Reports;
- Management discussion and analysis of financial conditions and results of operations;
- Review of Financial Statements/Investments in subsidiary companies;
- Evaluation of internal financial controls and risk management systems;

The constitution of the Committee and attendance at the meetings are as under:

Name & Position	No. of Meetings held during the tenure of the member	Number of Meetings attended
Shri B.K. Taparia, Chairman*	2	2
Shri B.B. Tandon, Chairman**	5	5
Shri R.N. Bhardwaj, Member	5	4
Shri A.K. Goswami, Member***	3	3

Note:

* Shri B.K. Taparia ceased to be a Director w.e.f. 5th September, 2013, due to his sad demise.

** Shri B.B. Tandon was appointed as Chairman of the Audit Committee w.e.f. 14th November, 2013.

*** Shri A.K. Goswami was inducted as Member of the Audit Committee w.e.f. 14th November, 2013.

5. REMUNERATION COMMITTEE

The Remuneration Committee, now known as Nomination and Remuneration Committee, constitution of which is a mandatory requirement under Section 178 of the Companies Act, 2013, is already constituted by the Board and it shall perform roles and functions as per provisions of Companies Act, 2013 and the rules framed thereunder.

Consequent upon demise of Shri B.K. Taparia, the Committee was re-constituted during the year and it comprises of Shri S.S. Gupta, Chairman, Shri S.C. Bhargava and

Shri Subroto Gupta (IDBI Nominee) as members of the Committee. Accordingly, the Nomination and Remuneration Committee comprises of three Non-Executive Directors, majority of them being Independent Directors.

However, no meeting of the Nomination and Remuneration Committee was held during the Financial Year 2013-14.

Details of Remuneration paid to all the Directors

a) Executive Directors (Managing & Whole-time Directors)

The details of aggregate value of salary and perquisites paid to the Executive Directors for the year ended 31st March, 2014 are as under:

Name	Designation	Salary (₹)	Perquisites Including PF. (₹)	Total (₹)
Shri Sunil Kumar Sharma	Vice Chairman & Chief Executive Officer	#	#	#
Shri Suren Jain	Managing Director & CFO	1,00,80,000	92,91,882	1,93,71,882
Shri R.K. Narang	Whole-time Director	46,80,000	46,80,000	93,60,000
Shri Suresh Chandra	Whole-time Director	50,40,000	46,41,723	96,81,723
Shri Praveen Kumar Singh	Whole-time Director	85,05,000	88,66,865	1,73,71,865

Shri Sunil Kumar Sharma is on the Board as Vice-Chairman and Chief Executive Officer but does not draw any remuneration from the Company. He is also the Executive Vice-Chairman of Jaiprakash Associates Limited (JAL) and draws remuneration from JAL.

b) Non-Executive Directors

The Company has not paid any remuneration to Non-Executive Directors except the sitting Fee @ ₹20,000/- per meeting for attending the meetings of the Board of Directors and its Committees thereof held during the Financial Year 2013-14.

The quantum of sitting fees payable to the Non-Executive Directors is in terms of provisions of the Act.

The details of the sitting fee paid to the Non-Executive Directors of the Company during the Financial Year 2013-14 are as under:

Name of the Director	Designation	Total sitting fee paid (₹)
Shri Manoj Gaur	Chairman	80,000
Shri B.K. Taparia*	Director	80,000
Shri A.K. Goswami	Director	3,20,000
Shri R.N. Bhardwaj	Director	1,60,000
Shri S.C. Bhargava	Director	80,000
Shri Subroto Gupta	Director (IDBI Nominee)	20,000
Dr. R.C. Vaish	Director	60,000
Shri G.P. Gaur	Director	1,00,000
Dr. R.L. Gupta	Director	1,60,000
Shri B.B. Tandon	Director	2,40,000
Shri S.S. Gupta	Director	1,00,000
Dr. J.N. Gupta	Director	1,00,000
Shri D.P. Goyal	Director	1,60,000
Lt. Gen. (Retd.)	Director	NIL
Shri Ravindra Mohan Chadha		

Notes:

i) Sitting Fee represents payment to the Directors for attending meetings of the Board and Committees thereof.

ii) Sitting Fee in respect of meeting attended by Shri Subroto Gupta was paid directly to IDBI Bank.

iii) As per the amendment to the income Tax Act, 1961, Income Tax at source was deducted.

* Shri B.K. Taparia ceased to be a Director w.e.f. 5th September, 2013, due to his sad demise.

There were no other pecuniary relationship or transactions with the Directors vis-à-vis the Company during the year.

6. SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE

The Shareholders'/Investors' Grievance Committee, now known as Stakeholders' Relationship Committee, comprises of Shri Suren Jain and Shri D.P. Goyal as members. The Committee has been constituted, inter-alia, to consider transfer and transmission of shares, rematerialisation of shares, transposition of names, consolidation of shares, issue of duplicate share certificates etc. and to look into the redressal of shareholders' complaints. During the year, three meetings of the Committee were held on 21st September, 2013, 19th December 2013 and 19th February 2014 and the record of attendance of the members during the Financial Year 2013-14 is given below:

Name & Position	No. of Meetings held during the tenure of the member	Number of Meetings attended
Dr. R.L. Gupta, Chairman	3	3
Shri R.K. Narang, Member	3	3
Shri D.P. Goyal, Member	3	3

Notes:

1. The Committee was re-constituted by the Board in its meeting held on 17th May, 2014 and Shri Suren Jain, Managing Director & CFO was inducted as member of the Committee in place of Shri R.K. Narang.

2. Dr. R.L. Gupta resigned from the Board with effect from 23rd July, 2014. Accordingly, he ceased to be member of the Committee.

3. The Company received 48 Investors' references during the Financial Year 2013-14 and all the 48 Investors' references were addressed/resolved by 31st March, 2014. There were no pending investors' references as on 31st March, 2014.

7. SUBSIDIARY COMPANIES

The names of subsidiary companies and the extent of shareholding of the Company in the respective subsidiaries as on 31st March, 2014 are as under:

Name of the Company	Percentage Holding
Jaypee Powergrid Limited	74%
Jaypee Arunachal Power Limited	100%
Sangam Power Generation Company Limited	100%
Prayagraj Power Generation Company Limited	84.17%
Jaypee Meghalaya Power Limited	100%
Himachal Karcham Power Company Limited	100%
Himachal Baspa Power Company Limited	100%

The Company now has one material non-listed subsidiary company i.e. Prayagraj Power Generation Company Limited (PPGCL), in terms of Explanation 1 to Sub Clause III of Clause 49 of the Listing Agreement. The Company is now required

to nominate an Independent Director of the Company on the Board of PPGCL.

The Audit Committee of the Company reviews the financial statements and investments made by the above subsidiary companies. The minutes of the Board Meeting and statement of significant transactions and arrangements entered into by these subsidiaries are also placed at the Board Meeting of the Company.

8. RISK MANAGEMENT

The Company has Risk Management Policy in place and manages risks as an integral part of its decision making process.

9. CEO/CFO CERTIFICATION

In terms of the requirements of Clause 49 (v) of the Listing Agreement, the Vice-Chairman & CEO and Managing Director & CFO have submitted necessary Certificate to the Board of Directors stating the particulars specified under the said Clause.

This Certificate has been reviewed and taken on record by the Board of Directors at its meeting held on 17th May, 2014.

10. GENERAL BODY MEETINGS

Details of the last three Annual General Meetings are mentioned below:

Year	2010-11	2011-12	2012-13
Date	30th Sept., 2011	29th Sept., 2012	6th July, 2013
Time	11.00 A.M.	11.00 A.M.	11.00 A.M.
Venue of the Meeting	JUIT Complex, Waknaghat, P.O. Dumehar Bani, Kandaghat, Distt. Solan (H.P)	JUIT Complex, Waknaghat, P.O. Dumehar Bani, Kandaghat, Distt. Solan (H.P)	JUIT Complex, Waknaghat, P.O. Dumehar Bani, Kandaghat, Distt. Solan (H.P)

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

1) Financial Year 2010-11

No Special Resolution was passed in the Annual General Meeting.

2) Financial Year 2011-12

No Special Resolution was passed in the Annual General Meeting.

A Special Resolution for raising of funds upto aggregate amount of ₹3500 crore through QIP/IPP/ECB with rights of conversion into shares/FCCBs/ADRs/GDRs/FPO/OCPS/CCPS etc. pursuant to Section 81 of the Companies Act, 1956 was passed through Postal Ballot on 27th April, 2012.

3) Financial Year 2012-13

1. A Special Resolution for raising of funds upto aggregate amount of ₹2500 crore through QIP/IPP/ECB with rights of conversion into shares/FCCBs/ADRs/GDRs/FPO/OCPS/CCPS etc. pursuant to Section 81 of the Companies Act, 1956.

2. Special Resolution for holding an office or place of profit by Shri D.P. Goyal, Non-Executive Director.

11. RECONCILIATION OF SHARE CAPITAL AUDIT

A qualified Practising Company Secretary carried out quarterly Audit for reconciliation of Share Capital to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and physical shares with the total issued and listed capital.

The audit confirmed that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

12. MEANS OF COMMUNICATION

i) Financial Results:

The quarterly, half-yearly and annual results were published in daily Newspapers which included Economic Times, Business Standard, Financial Express and Regional language Newspapers (Hindi) in Divya Himachal and Himachal Times. The same were sent to the Stock Exchanges and were also displayed on the website of the Company, www.jppowerventures.com.

ii) Website:

The Company's website www.jppowerventures.com contains a separate dedicated section 'Investor Information' where shareholders information is available. Annual Report of the Company and its subsidiaries thereof, Notices of Postal Ballot, Board Meeting etc. are regularly updated on the website.

iii) NSE Electronic Application Processing System (NEAPS):

NEAPS is a web based application designed by NSE where Corporates are required to upload the prescribed information on the website for viewing by the investors. The Company is electronically filing the Corporate Governance and Shareholding Pattern periodically as prescribed by NSE on NEAPS.

iv) SEBI Complaints Redress System (SCORES):

SEBI has designed a centralised Web-based system, www.scores.gov.in wherein the Investors can lodge their complaints and can view the status of their complaints being replied to by the respective Company. In compliance thereof, the Company is regularly uploading the 'Action taken Report' on the said website in respect of the Investors' references received, if any.

13. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report forms part of the Annual Report.

14. COMPLIANCE OFFICER

The Board had designated Shri M.M. Sibbal, Senior General Manager & Company Secretary as Compliance Officer.

Address : Sector-128, Noida-201304 (U.P)

e-mail : mm.sibbal@jalindia.co.in

Phone : 0120-4609000

Fax : 0120-4609464

15. GENERAL SHAREHOLDERS' INFORMATION

19th Annual General Meeting	
Day	Saturday
Date	20th September, 2014
Time	10.00 A.M.
Venue	JUIT Complex, Waknaghat, P.O. Dumehar Bani, Kandaghat - 173 215, Distt. Solan (H.P)
Dates of Book Closure	16th September, 2014 to 20th September, 2014 (both days inclusive)

16. FINANCIAL CALENDAR

Details of announcement of Financial Results for different periods during the financial year 2013-14 are as under:

Results	Announced on
For 1st Quarter ended 30th June, 2013	12th August, 2013
For 2nd Quarter ended 30th September, 2013	14th November, 2013
For 3rd Quarter ended 31st December, 2013	3rd February, 2014
For 4th Quarter/Year ended 31st March, 2014	17th May, 2014

The financial results were reviewed by the Audit Committee and thereafter approved by the Board. Annual Audited Financial Results for the Financial Year ended 31st March, 2014 were announced on 17th May, 2014.

17. DIVIDEND

For the current Financial Year 2013-14, the Board has not recommended any dividend.

18. LISTING ON STOCK EXCHANGES

Equity Shares

The Equity shares of the Company are listed on the National Stock Exchange of India Ltd. and BSE Limited.

Stock Code

The stock code of the Equity shares listed on the Stock Exchanges, are as under:

Name of Stock Exchange	Code
BSE Ltd.	532627
National Stock Exchange of India Limited (NSE)	JPOWER
ISIN No.	INE351F01018

Debt Securities

Listed:

122900 Zero Coupon Secured Redeemable Non-convertible Debentures of ₹1 lac each privately placed with ICICI Bank Ltd. are listed at BSE Ltd. as per the details below:

Quantity	ISIN No.	Scrip code	Redemption Value (₹ in lacs)
122900			
• 38700	INE351F07163	947155	38,700
• 41000	INE351F07171	947156	41,000
• 43200	INE351F07189	947157	43,200

Note: 36600 Zero coupon Non-Convertible Debentures of ₹1 lac (Rupees One Lac) each privately placed with ICICI Bank Ltd. were redeemed on 31st December, 2013 and ISIN INE 351F07155 was deactivated upon redemption.

The Company has paid Annual Listing Fees for the Financial Year 2014-15 to the above Stock Exchanges.

The Company's US \$ 200 Million FCCBs are listed on the Singapore Stock Exchange, details whereof are mentioned below:

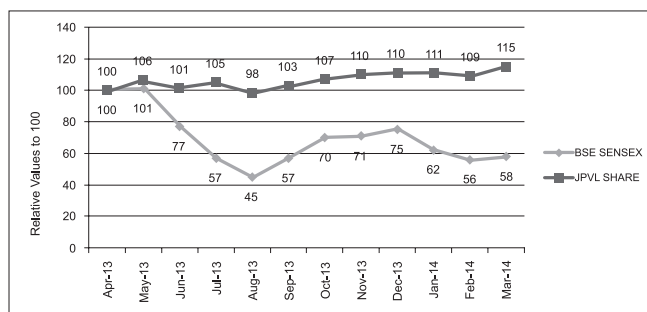
Name of Stock Exchange	Common Code
Singapore Stock Exchange	048369715
ISIN No.	XS0483697156

19. MARKET PRICE DATA

Month-wise high and low Sensex and of the share price of the Company at BSE and NSE during the Financial Year 2013-14 were as under:

Month	Share Price at BSE (₹)		Share Price at NSE (₹)		BSE Sensex (₹)	
	High	Low	High	Low	High	Low
2013						
April	28.15	23.75	28.15	23.75	19,622.68	18,144.22
May	29.50	22.70	29.50	22.65	20,443.62	19,451.26
June	24.15	15.90	24.10	15.65	19,860.19	18,467.16
July	20.00	9.70	20.00	9.55	20,351.06	19,126.82
August	14.60	8.55	14.60	8.55	19,569.20	17,448.71
September	17.42	12.25	17.40	12.30	20,739.69	18,166.17
October	21.00	15.25	21.00	15.25	21,205.44	19,264.72
November	19.85	17.10	19.85	17.15	21,321.53	20,137.67
December	21.40	17.55	21.20	17.55	21,483.74	20,568.70
2014						
January	19.60	12.50	19.60	12.45	21,409.66	20,343.78
February	16.80	12.05	16.75	12.00	21,140.51	19,963.12
March	17.70	12.60	17.40	12.60	22,467.21	20,920.98

Performance of Share Price of the Company in comparison to BSE – Sensex



20. REGISTRAR AND TRANSFER AGENTS

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

Alankit Assignments Limited,
Alankit House, 2E/21, Jhandewalan Extn.,
New Delhi-110055
Phone: 91-11-42541234, 23541234
Fax: 91-11-23552001
Website: www.alankit.com
E-mail address: info@alankit.com

e-mail address of the Company for redressal of Investors' complaints: jpvl.investor@jalindia.co.in.

21. SHARE TRANSFER SYSTEM

The Board of Directors have delegated the power of re-materialisation of shares, transfers and transmission, splitting/consolidation of share certificates and issue of duplicate share certificates etc. to Shareholders'/Investors' Grievance Committee. The meetings of the Committee are periodically held to consider the requests of the Shareholders.

22. DISTRIBUTION OF SHAREHOLDING

i) The distribution of shareholding according to the number of shares as on 31st March, 2014, was as follows:

Shareholding	Shareholders		Shares	
	Number	% to Total	Number	% to Equity
Upto 10000	307707	99.446	128518944	4.374
10001 - 50000	1340	0.433	27564176	0.938
50001 - 100000	155	0.051	11269972	0.384
100001 - 200000	78	0.025	11043517	0.376
200001 - 300000	27	0.009	6589975	0.224
300001 - 400000	16	0.005	5676696	0.193
400001 - 500000	10	0.003	4407521	0.151
500001 and above	87	0.028	2742932283	93.360
Total	309420	100	2938003084	100

ii) Category wise Shareholding as on 31st March, 2014:

Held by	Percentage of holding
Promoters and Promoter Group	64.964
FIs	7.039
Mutual Funds	5.364
Banks/FIs/Insurance Companies	2.056
General Public	20.577
Total	100.00

23. DEMATERIALISATION OF SHARES AND LIQUIDITY

The Equity Shares of the Company are in compulsory dematerialized segment and are available in the Depository System of both NSDL and CDSL. Number of shares held in dematerialized and physical mode as on 31st March, 2014:

Particulars	No. of shares	Percentage of total issued capital
Held in dematerialized form in CDSL	214826467	7.32
Held in dematerialized form in NSDL	2723156866	92.68
Physical	19751	—
Total	2938003084	100.00

The annual custody fees for the financial Year 2014-15, have been paid to NSDL & CDSL, the Depositories. The Company's Equity Shares are liquid and actively traded. The shares of the Company are in futures and options segment on NSE and BSE.

24. i) UNCLAIMED DIVIDEND/ APPLICATION MONEY

- a) The details of unpaid/unclaimed amounts for the respective years alongwith their corresponding due dates for transfer to the Investor Education and Protection Fund (IEPF) of the Central Government in terms of Section 205C of the Companies Act, 1956, read with the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, are provided as follows:

JAIPRAKASH POWER VENTURES LTD. (FORMERLY KNOWN AS JAIPRAKASH HYDRO-POWER LTD.)		
Sl.No.	Description	Due Date
1	Unpaid/Unclaimed interim dividend for the year 2007-08	25th September, 2014
2	Unpaid/Unclaimed final dividend for the year 2007-08	4th September, 2015
3	Unpaid/Unclaimed interim dividend for the year 2008-09	21st November, 2015
4	Unpaid/Unclaimed final dividend for the year 2008-09	16th November, 2016

ERSTWHILE JAIPRAKASH POWER VENTURES LTD. (SINCE MERGED WITH JAIPRAKASH HYDRO-POWER LTD.)		
1	Unpaid/Unclaimed final dividend for the year 2007-08	12th August, 2015
2	Unpaid/Unclaimed 1st interim dividend for the year 2008-09	16th November, 2015
3	Unpaid/Unclaimed 2nd interim dividend for the year 2008-09	14th April, 2016

ii) UNCLAIMED SHARES

In terms of Clause 5A of the Listing Agreement and in compliance thereof, an Unclaimed Shares Demat Suspense Account was opened with Alankit Assignments Limited and 34,900 Equity Shares belonging to 119 Investors were transferred to the Account. The abovesaid unclaimed shares of the Investors could not be credited to the Account because of insufficient/ incorrect particulars of their depository accounts such as invalid Demat Account, incorrect DP ID/Client ID, incomplete Demat account details, different pattern of name etc.

The information requiring disclosure under Clause 5A of the Listing Agreement is as under:

Sl. No.	Particulars	Shareholders/ Equity Shares
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	117 shareholders representing 34,500 Equity Shares
2	Number of shareholders who approached issuer for transfer of shares from suspense account during the year	Nil
3	Number of shareholders to whom shares were transferred from suspense account during the year	Nil
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	117 shareholders representing 34,500 Equity Shares

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

25. OUTSTANDING GDRs/ADRs/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

The Company issued Foreign Currency Convertible Bonds issued during the Financial Year 2009-10 for US \$ 200 Million and they continue to be outstanding as on 31st March, 2014. Applicable interest is being regularly remitted to the bond holders.

Details of FCCBs issuance are given below:

Sl.No.	Particulars	Key Details
1	FCCBs Issuance	US \$ 200 Million
2	Date of Issue	12.02.2010
3	Redemption due on	13.02.2015
4	Applicable Interest Rate	5% on semi annual basis
5	Pre-agreed Conversion price per share	₹85.8139
6	Pre-agreed Conversion exchange rate	₹46.16 per US \$
7	FCCBs Outstanding as on 31st March, 2014	US \$ 200 Million
8	No. of shares of ₹10/- each to be issued upon conversion of outstanding FCCBs, if opted by the holder.	107535026

26. PROJECT/PLANT LOCATIONS

The Company is primarily engaged in the business of development, owning and operating Power generation plants including Hydro-Power and Thermal Power.

Sector	Project Name	State
Hydro Power	Jaypee Baspa-II Hydro Power Plant	Himachal Pradesh
Hydro Power	Jaypee Vishnuprayag Hydro Power Plant	Uttarakhand
Hydro Power	Jaypee Karcham Wangtoo Hydro Power Plant	Himachal Pradesh
Thermal Power	Jaypee Bina Thermal Power Plant	Madhya Pradesh
Thermal Power	Jaypee Nigrie Super Critical Thermal Power Project	Madhya Pradesh
Cement Grinding Unit	Jaypee Nigrie Cement Grinding Plant	Madhya Pradesh

27. ADDRESS FOR CORRESPONDENCE

Company's address:

Registered Office : JUIT Complex, Waknaghat, P.O. Dumehar Bani, Kandaghat- 173 215, Distt. Solan (H.P.)

Corporate Office : Sector-128, Noida-201 304 (U.P.) Distt. Gautam Budh Nagar. E-mail: jpv.investor@jalindia.co.in

Head Office : 'JA Annexe', 54, Basant Lok, Vasant Vihar, New Delhi-110 057

Registrar & Transfer : Alankit Assignments Limited, Alankit House, 2E/21 Jhandewalan Extn., New Delhi-110 055 Tel.:91-11-42541234 Fax: 91-11-23552001 E-mail: info@alankit.com

28. ELECTRONIC CLEARING SERVICE (ECS)

ECS facility ensures timely remittance of dividend without possible delay to its shareholders who have opted for payment of dividend through ECS, in Metropolitan Cities. Shareholders holding shares in electronic form may register their ECS details with their respective Depository Participants and Shareholders holding shares in physical form may register their ECS details with the Company's Registrars and Share Transfer Agent.

29. NON-MANDATORY REQUIREMENTS

- i) 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.

- ii) The Company uploads its Quarterly, Half-Yearly and Annual Results on its website – www.jppowerventures.com which is accessible to all. The results are also reported to Stock Exchanges and published in National Newspapers in English and in Hindi newspapers having wide circulation.
- iii) The Company believes in maintaining its Accounts in a transparent manner and aims at receiving unqualified report of auditors on the financial statements of the Company. During the year under review, there is no audit qualification in its financial statements.

30. DISCLOSURES

- i) There were no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their relatives, etc. that may have potential conflict with the interests of the Company at large. The related party transactions are duly disclosed in the Notes to the Financial Statements.
- ii) There were no cases of non-compliance by the Company and no penalties, strictures were 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.
- iii) No treatment different from the Accounting Standards, prescribed by the Institute of Chartered Accountants of India, has been followed in the preparation of Financial Statements.
- iv) The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement.

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

I hereby confirm that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct framed for Directors and Senior Management, as approved by the Board, for the year ended 31st March, 2014.

Place : Noida
Date : 17th May, 2014

SUNIL KUMAR SHARMA
Vice-Chairman & CEO

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,

The Members of Jaiprakash Power Ventures Limited,

We have examined the compliance of conditions of Corporate Governance by Jaiprakash Power Ventures Limited for the year ended on 31st March, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied

with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

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

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

For R. NAGPAL ASSOCIATES
Chartered Accountants
Firm Regn. No. 002626N

Place: Noida
Date: 17th May, 2014

CA R. Nagpal
Partner
Membership No. 81594

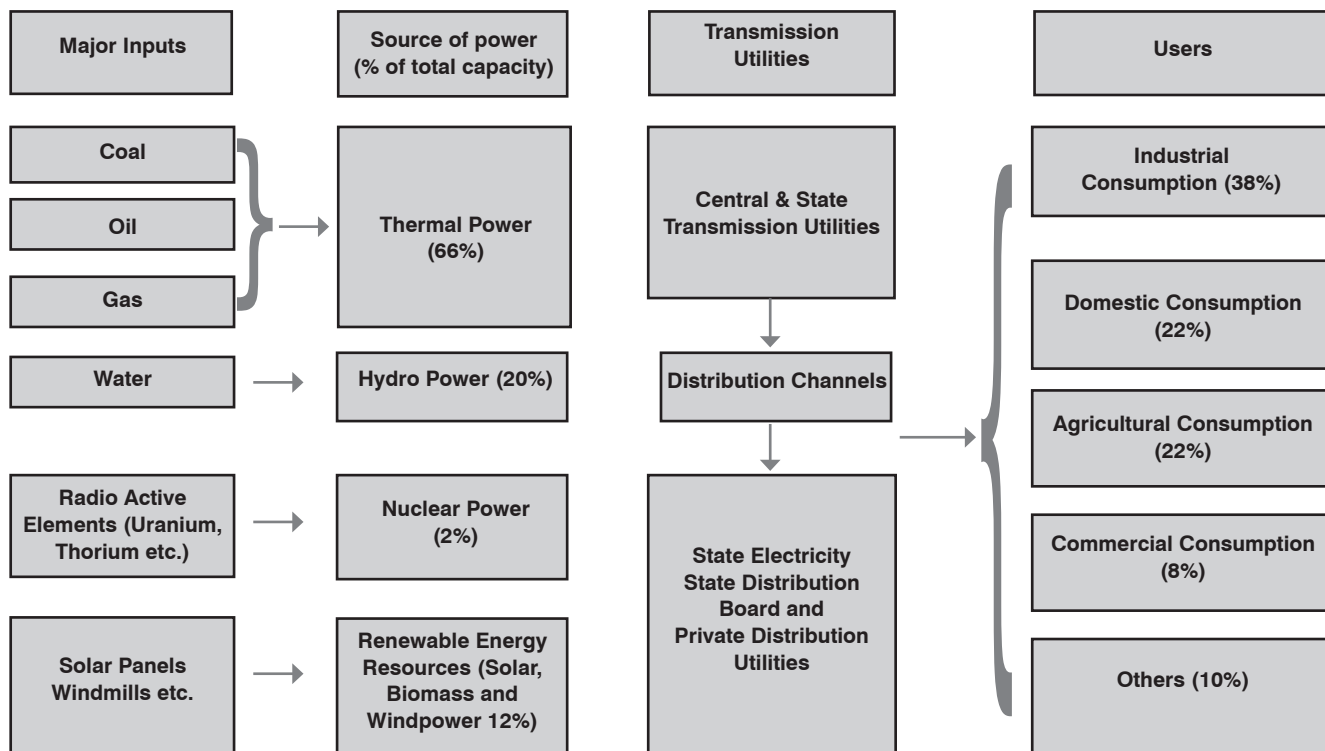
MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(Forming part of Directors' Report for the year ended 31st March, 2014)

Industry Structure and Developments

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

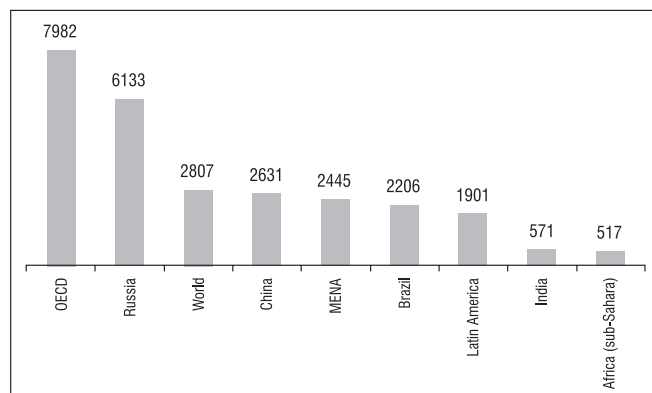
Snapshot of Power Generation, Transmission and End users



Electricity Demand

Per capita consumption of electricity in India has grown from 435 kwh/year in Fiscal 2003 to 917 kwh/year in Fiscal 2013 according to the International Energy Agency (IEA). According to the IEA per capita consumption in India remains relatively low compared to other leading developed and emerging economies.

Per Capita Electricity Consumption in Large Economies



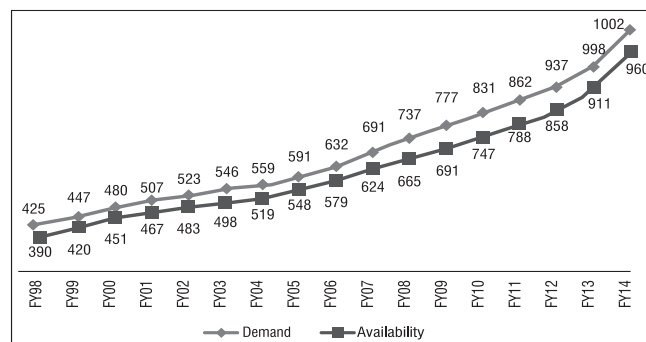
Source: World Bank Data Bank accessed on February 11, 2013

The low per capita electricity consumption in India compared to the world average presents potential for sustainable growth in demand.

Even at the consumption levels of recent years, demand for electricity in India is substantially higher than the available supply. For Fiscal 2014, India faced an energy shortage of approximately 4.2% and 4.5% of total energy requirements and peak demand requirements, respectively.

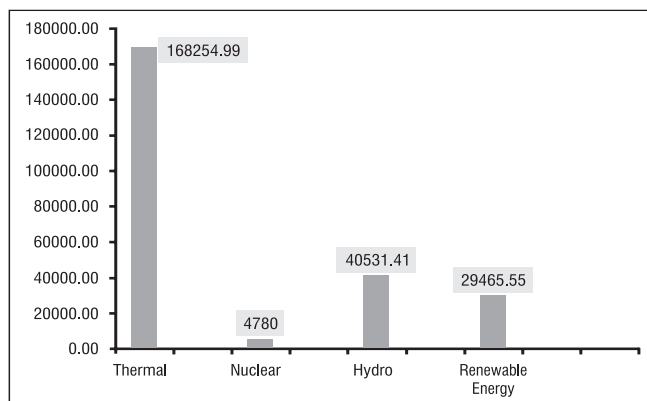
(Source: CEA, Load Generation Balance Report, 2013-14)

Indian Overall Electricity Shortages (Fiscal 1998 through Fiscal 2012, billions of units)



Source: CEA

All India generating installed capacity by fuel (MW) as on 31st March, 2014 is as under :

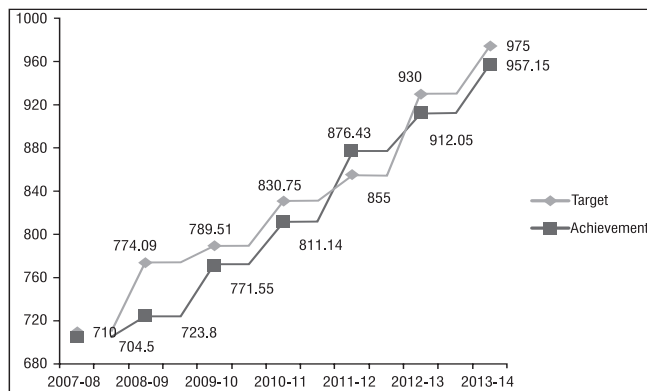


Source : CEA

Note : Captive Generation Capacity in industries having demand of 1 MW and above, grid interactive as on 31st March, 2014 is 39375.36 MW.

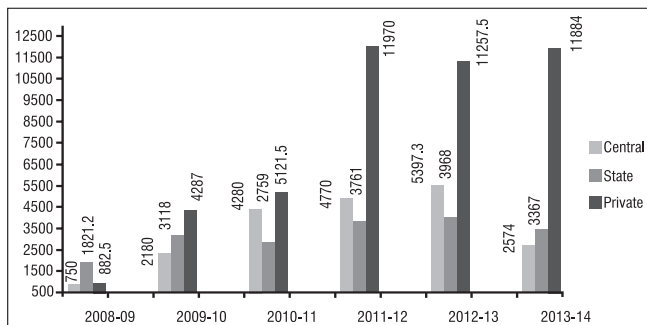
To sustain the GDP growth rate of India @ 8% plus per annum India needs the power sector to grow at 1.8 to 2 times the GDP rate of growth as espoused by economic planners and industry experts. This would mean year on year capacity additions of 18000 to 20000 MW to achieve this ambitious plan of moving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

All India programme, actual achievement and growth in electricity generation (in BU) during 2007-08 to 2013-14 :



Source : CEA

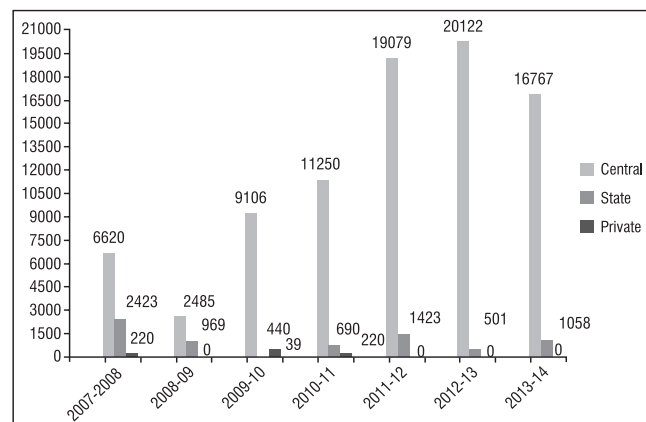
Power capacity addition by Sector (in MW) during 2008-09 to 2013-14



Source : CEA

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

Power Capacity addition by fuel (in MW) during 2007-08 to 2013-14



Source : CEA

Note: Thermal plant includes plant based on fuel such as lignite, coke, residual oil, gas/naphtha and coal.

According to CEA capacity of 88537 MW is expected to be added in 12th five Year Plan, inter-alia including 72340 MW in Thermal, 10897 MW in Hydro and 5300 MW in Nuclear. There has been a record capacity addition of 54962 MW in power sector during the 11th plan.

Policy & Regulatory framework

Being a highly regulated sector, policies and regulations are playing a pivotal role in the development of this sector. Over the years, the government has realized the importance of the private sector participation. The Electricity Act, 2003 was a turning point in the reforms process which removed the need for license for generation projects, encouraged competition through international competitive bidding, identified transmission as a separate activity and invited a wider public and private sector participation among other things. Some of the other major reforms that have been implemented over the years include unbundling of SEBs, tax benefits, accelerated power development and reforms. Furthermore, National Tariff Policy of 2006 encourages private investment in the transmission sector through competitive bidding.

Energy Conservation Act, 2001 provides for the legal framework, institutional arrangement and a regulatory mechanism at the Central and State level to embark upon energy efficiency drive in the country. Five major provisions of this Act relate to Designated Consumers, Standards and Labeling of Appliances, Energy Conservation Building Codes, Creation of Institutional Set up (Bureau of Energy Efficiency) and Establishment of Energy Conservation Fund.

The power sector in India involves governance by the Central and State Regulatory Agencies. The three chief regulators for the power sector are Central Electricity Regulatory Commission, Central Electricity Authority and the State Electricity Regulatory Commission(s). Also the Indian Power Sector organization is segregated into five autonomous grids, namely, the Northern, Eastern, Western, Southern and North-Eastern.

Capacity Addition

India's power capacity addition has consistently fallen below target in successive five-year plans. In the Eighth, Ninth and Tenth Plans,

the average capacity addition has been approximately 50.5% of the targeted capacity addition. The actual capacity additions during Eighth, Ninth, and Tenth Plans were, respectively, 46%, 53% and 51% less than the targeted capacity of the relevant five-year plan. The total capacity addition in the Eighth, Ninth and Tenth Plans was 56,518 MW of which 44% was from the Central Government, 40% from the state governments and 16% from the private sector. The contribution from the private sector is expected to be substantially increased in the Eleventh Plan.

(Source: Eleventh Plan Mid-Term Appraisal)

According to the CEA, India's installed power generation capacity at the end of the Tenth Plan was 199,877 MW. The capacity addition during the Eleventh Plan was 54,964 MW, which is 69.8% of the original 78,700 MW target and 88.1% of the 62,374 MW reduced target set in the Mid-Term Appraisal. The contribution from the private sector was significantly higher than the earlier plans, with the private sector contributing 42% of the 54,694 MW total capacity addition, the other 28% was from the Central Government and 30% from the state governments. (Source: CEA)

Eleventh Plan capacity additions by type (Target vs Actual)

Type	Target (MW)				Actual (MW)			
	Central	State	Private	Total	Central	State	Private	Total
Hydro	8,654	3,482	3,491	15,627	1,550	2,702	1,292	5,544
Thermal	24,840	23,301	11,552	59,693	12,790	14,030	21,720	48,540
Nuclear	3,380	—	—	3,380	880	—	—	880
Total	36,874	26,783	15,043	78,700	15,220	16,732	23,012	54,964

Source: CEA

Twelfth Plan capacity additions by type

According to the MoP, the Twelfth Plan requires 75,785 MW of capacity addition in power sector excluding renewable. The estimated fund requirement for the Twelfth Plan for power generation including renewable is around ₹6,386,000 million, ₹2,725,820 million of which are for advance action for Thirteenth Plan projects.

Sector	Hydroelectric (MW)	Thermal			Nuclear (MW)	Total (MW)
		Coal (MW)	Gas (MW)	Total (MW)		
State	1,456	12,080	260	12,340	—	13,796
Private	2,116	40,015	—	40,015	—	42,131
Central	5,632	10,600	826	11,426	2,800	19,858
Total	9,204	62,695	1,086	63,781	2,800	75,785

Source: Ministry of Power, Report of the Working Group on Power for Twelfth Plan (2012-2017, January 2012)

Transmission

In India, the Transmission and Distribution (T&D) system is a three-tier structure comprising regional grids, state grids and distribution networks. The distribution network and the state grids are mostly owned and operated by SEBs or state governments through SEBs/ Electricity Departments.

Most inter-state transmission links are owned and operated by the Power Grid Corporation of India Limited, or PGCIL, while some are jointly owned by the SEBs concerned. In addition, PGCIL owns and operates many inter-regional transmission lines (part of the national grid) to facilitate the transfer of power from a region of surplus to one with deficit. There are five regional grids, namely the Northern region, Eastern region, Western region, Southern region and the North-Eastern region.

These regional grids facilitate transfers of power from a power-surplus state to a power-deficit state and are to be gradually integrated to form a national grid. Inter-regional power transfer capacity of the National Grid has been enhanced to approximately 29,750MW in Fiscal 2013 and is planned to be enhanced to more than 66,400 MW by Fiscal 2017.

(Source: Power Grid Corporation of India Annual Report August 6, 2013)

Opportunities

1. Wider participation of private sector because of discontinuation of license for generation of power.
2. According to the data from Ministry of Power, per capita consumption of energy in India has grown from 631.40 Kwh in 2005-06 to 879.22 Kwh in 2011-12. As Indian Economy continues to grow, it is expected that India's energy consumption will grow as well.
3. The Government of India expects that power requirements would double by 2020 to 4,00,000 MW.
4. According to CRISIL research estimates about ₹7,50,000 crore is likely to be invested in the power sector by 2014-15. Of this ₹4,80,000 crore is expected to be invested in power generation space. Nearly half of the investments in the power generation space is likely to be made by the private sector. Along with generation this has opened up opportunities in transmission sector as well.
5. The Cabinet Committee on Economic Affairs had earlier approved a Scheme for Financial Restructuring of State Distribution Companies. The Scheme contains various measures required to be taken by State DISCOMs and state government for achieving the financial turnaround of the Discoms by restructuring their debt with support through a Transitional Financial Mechanism by the Centre. The features of the FRP Scheme include 50% of the outstanding short-term liabilities as on March 31, 2012 to be taken over by the state government. This shall be first converted in to bonds to be issued by DISCOMs to participating lenders duly backed by the state government guarantee. Remaining 50% of the short-term liabilities will be re-scheduled by lenders and serviced by the DISCOMs with moratorium of 3 years of Principal. Re-payment of Principal and Interest will be fully secured by the State Govt. guarantee.
6. As per Section 80 –IA of Income Tax Act, 1961, power generation companies are eligible for 100% deduction of the profits for 10 consecutive years during the first 15 years of operations. The benefit under this section was earlier available only until FY2013 which has now been extended till FY2017. This will be of a major advantage to project developers, as it will substantially reduce their tax burden.

Threats

1. India has historically failed to meet its power sector targets by a significant margin and has tremendous opportunities ahead. The power sector continues to be affected by a shortfall both on generation as well as on transmission side.
2. Shortages/delays in supply of core components such as boilers, turbines and generators. There has been lack of adequate supply of balance of plant equipment and shortage of construction equipments, as well.
3. Power plants and utilities face major constraints and delays regarding the availability of land and obtaining the requisite environment and other clearances for the projects.
4. Domestic coal based generation plants have been experiencing coal supply constraints due to coal shortages.

5. Considering high financial stake involved through private investments, financing such large projects is a critical constraint.
6. The flow of talent into construction and power sector has been gradually drying up as candidates have sought an alternative and often more lucrative career opportunities.
7. Electricity losses in India during transmission and distribution are extremely high. Theft of electricity in most parts of India is a matter of concern.

Segment-wise or product-wise performance

The Company is primarily engaged in generating Power and thus has only one segment.

Outlook

In view of various new projects being undertaken by the Company, the Company shall be taking strong position in India's power sector in the forthcoming years. The future outlook of the Company is bright.

Risks and Concerns

The Company's projects in Hydro power sector carry normal construction and hydrological risks. The Company does not see any other perceptible risk in thermal power projects being undertaken by the Company. Necessary arrangements have been made by the Company for supply of fuel and requisite environmental clearances have been/ expected to be received.

Internal Control Systems and their adequacy

The Company has adequate internal control systems commensurate with its size of operations and is manned by qualified and experienced executives.

In addition to internal control, the internal audit function has also been set up by a firm of Chartered Accountant(s) who conducts audit on the basis of the Accounting Standards and Annual Audit Plan. The process includes review and evaluation of effectiveness of the existing processes, controls and compliances. It also ensures adherence to internal control policies and systems and mitigation

of the operational risks perceived for each area under audit. The Internal Audit Report(s) are reviewed by the Audit Committee.

Financial performance with respect to operational performance

The financial performance of the Company with respect to operational performance is satisfactory ensuring the Company's commitments of servicing its debts and enhancing the value for Equity Shareholders.

Material developments in Human Resources/Industrial relations

The Company recognizes its Human Resources as the most valued asset. The Company has appointed specialized professionals in the fields of Engineering, Finance, Administration and technical and non technical staff to take care of its operations and allied activities.

As at 31st March, 2014, the Company had a total workforce of 1973 employees which include Engineers, Chartered Accountants, managers and other employees.

Necessary training to the staff for operations and maintenance of power stations was imparted by specialist from related fields including the equipment suppliers from time to time.

For the new projects coming up at different locations in the country, appropriate organization structure with benchmarked manning standards has been put in place. During the year, industrial relations continued to be cordial.

Cautionary Statement

Statement in the Management Discussion & Analysis Report detailing the Companies 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 expectations of future event, actual results could differ 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, Financial Sector and Tax Regime etc. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of subsequent developments, information or events.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

JAIPRAKASH POWER VENTURES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **JAIPRAKASH POWER VENTURES LIMITED** which comprises the Balance Sheet as at 31st March, 2014 and also the Statement of Profit and Loss and the Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting standards referred to in sub Section (3C) of Section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the 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 financial statements based on our audit. We conducted our audit in accordance with standards on auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amount and disclosures in the financial statements. The procedure selected depend on the auditor's judgement including the assessment of the risk of material misstatements of the financial statements, whether due to fraud and error. In making those risk assessment, the auditor consider internal control relevant to the companies preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014,
- ii) in the case of the Statement of Profit & Loss, of the profit of the Company for the year ended 31st March, 2014,

- iii) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended 31st March, 2014.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2003, as amended by the Companies (Auditor's Report) (Amendment) Order 2004 (together the 'Order') issued by the Central Government of India, in terms of Section 227(4-A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. As required by Section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account have been kept by the Company as required by law so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit & Loss and Cash Flow Statement referred to in this report, are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement referred to in this report, comply with the accounting standards referred to in sub-Section (3C) of Section 211 of the Act;
 - (e) On the basis of written representations received from the directors, as on 31st March, 2014, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2014 from being appointed as a director in terms of clause (g) of sub-Section (1) of Section 274 of the Act;

For **R. NAGPAL ASSOCIATES**
Chartered Accountants
Firm Registration No.002626N

Place : NOIDA
Dated : 17th May, 2014

CA R.NAGPAL
Partner
M.No.081594

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 1 of our report of even date on the accounts for the year ended 31st March, 2014 of **JAIPRAKASH POWER VENTURES LIMITED**

- (i)
 - (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) A substantial portion of the Fixed Assets have been physically verified by the management during the year and to the best of our knowledge and information given to us, no material discrepancies have been noticed on such physical verification.
 - (c) Fixed assets disposed off during the year, are negligible so as to affect the Company as a going concern.
- (ii)
 - (a) The Inventory has been physically verified by the management at reasonable intervals during the year.
 - (b) In our opinion the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

- (c) The Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- (iii) The Company has neither granted nor taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under Section 301 of the Act.
- (iv) In our opinion, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of electrical energy. During the course of our audit we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) Based on the audit procedures applied by us and according to the information and explanations given to us we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Act, have been entered into the register required to be maintained under that Section. The transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposit from the public during the year.
- (vii) The Company has an internal audit system commensurate with its size and nature of its business.
- (viii) We have broadly reviewed the books of account relating to material, labour and other items of cost maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 209 (1) (d) of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
- (ix) (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 applicable to it like Provident fund, Income-tax, Customs duty, Cess etc. with the appropriate authorities, and there were no arrears of such dues at the year-end which have remained outstanding for a period of more than six months from the date they became payable.
- (b) As per records produced before us the dues of Income-tax, Sales-tax, Wealth tax, Service tax, Customs Duty, Excise Duty and cess which have not been deposited on account of any dispute are stated hereunder:
- (x) The Company does not have any accumulated book losses at the end of the financial year, and has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to any financial institution, bank or debenture holder.
- (xii) The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion the Company is not a chit fund or a nidhi/mutual benefit fund/society. Hence, Clause (xiii) of Para 4 of the Order is not applicable.
- (xiv) In our opinion the Company is not dealing in or trading in shares, debentures or other investments. Accordingly, Clause (xiv) of Para 4 of the Order is not applicable.
- (xv) Where the Company has pledged its shares as collateral security for the financial assistance granted by lenders to the Company and its Subsidiary Companies, the terms and conditions are not prejudicial to the interest of the Company.
- (xvi) In our opinion & according to the information & explanation given to us, the term loans have been applied for the purpose for which they were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we find that no funds raised on short term basis have been used for long term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under Section 301 of the Act.
- (xix) According to the information and explanations given to us, the Company has created security/charge in respect of secured non-convertible debentures issued and outstanding at the year end.
- (xx) During the year the Company has not raised any money by way of public issues. Hence, Clause (xx) of Para 4 of the Order is not applicable.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year

Name of Statute (Nature of dues)	Period to which amount relates	Dispute is pending	Total (In ₹)
Income Tax	AY 2011-2012	CIT(A) Shimla	2,525.24 Lacs
Income Tax	AY 2005-06	With Commissioner (Appeals), Mumbai	172.09 Lacs
Diversion Tax and Land Cess	Since 1998-99	Commissioner Sagar	168.75 Lacs
Diversion Tax and Land Cess	Since 1998-99	Board of Revenue Gwalior	23.61 Lacs
Entry Tax	From F/Y11- 12 to FY 13-14	High Court	13.82 Lacs
Building and Other Construction Workers Welfare Cess	Upto FY 13-14	Cess Assessment Officer- Office of Labour Commissioner, Indore, MP	2910.03 Lacs
Building and Other Construction Workers Welfare Cess	Upto FY 13-14	High Court, Jabalpur, Madhya Pradesh	7,317.19 Lacs

For **R. NAGPAL ASSOCIATES**
Chartered Accountants
Firm Registration No.002626N

Place : NOIDA
Dated : 17th May, 2014

CA R.NAGPAL
Partner
M.No.081594

BALANCE SHEET AS AT 31ST MARCH, 2014

(₹ in Lacs)

Particulars	Note No.	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	3	293,800	293,800
(b) Reserves and Surplus	4	339,171	350,636
(c) Money received against share warrants		–	–
(2) Share application money pending allotment		–	–
(3) Deferred Revenue	5	56,266	48,716
(4) Non Current Liabilities			
(a) Long-term borrowings	6	1,737,028	1,580,138
(b) Deferred tax liabilities (net)	7	13,704	14,333
(c) Other Long-term liabilities	8	2,798	3,395
(d) Long-term provisions	9	25,310	44,636
(5) Current Liabilities			
(a) Short-term borrowings	10	19,031	23,707
(b) Trade payables	11	101,280	101,625
(c) Other current liabilities	12	317,571	216,814
(d) Short-term provisions	13	27,410	16,696
TOTAL		2,933,369	2,694,496
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	14		
(i) Tangible assets	14A	1,244,873	1,121,680
(ii) Intangible assets	14B	–	–
(iii) Capital work-in-progress	14C	991,310	911,994
(iv) Intangible assets under development		–	–
(b) Non-current investments	15	500,499	443,417
(c) Deferred tax assets (net)		–	–
(d) Long-term loans and advances	16	31,104	37,196
(e) Other non-current assets	17	13,341	4,220
(2) Current assets			
(a) Current investments		–	–
(b) Inventories	18	15,834	13,572
(c) Trade receivables	19	25,287	45,157
(d) Cash and bank balances	20	55,700	58,323
(e) Short-term loans and advances	21	51,301	54,993
(f) Other current assets	22	4,120	3,944
TOTAL		2,933,369	2,694,496

Summary of significant accounting policies 2
The note nos. 1 to 50 are integral part of the financial statements

For and on behalf of the Board

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

FOR R. NAGPAL ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 002626N

Manoj Gaur
Chairman

R. NAGPAL
Partner
M.No. 81594

R.K. Narang
Director

Suren Jain
Managing Director & CFO

Sunil Kumar Sharma
Vice Chairman & CEO

Place: Noida
Dated: 17th May, 2014

R.K. Porwal
Sr. General Manager (F & A)

Y. K. Sharma
Vice President (F & A)

M.M. Sibbal
Sr. General Manager & Company Secretary

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	Note No.	Figures for the current reporting period, March 31, 2014	Figures for the previous reporting period, March 31, 2013
I. Revenue from operations	23	267,750	225,262
II. Other Income	24	6,300	3,818
III. Total Revenue (I+II)		274,050	229,080
IV. Expenses :			
Cost of operation and maintenance	25	69,981	38,963
Purchase of Stock-in-trade		-	-
Changes in inventories of finished goods, work-in-progress and stock-in-trade		-	-
Employee benefits expense	26	7,422	5,739
Finance costs	27	144,768	112,409
Depreciation and amortization expense	28	44,659	32,389
Other expenses	29	5,868	4,669
Total expenses		272,698	194,169
V. Profit before exceptional and extraordinary items and tax (III-IV)		1,352	34,911
VI. Exceptional items			
Prior Period Expenses		8	-
VII. Profit before extraordinary items and tax (V-VI)		1,344	34,911
VIII. Extraordinary items		-	-
IX. Profit before tax (VII-VIII)		1,344	34,911
X. Tax Expense :			
(i) Current tax (MAT)		282	6,985
Less : MAT credit entitlement		282	6,985
Net Current Tax		-	-
(ii) Previous Year - Written Off		-	7
(iii) Deferred tax charge/(reversal)		(629)	1,989
XI. Profit/(loss) from operations (IX-X)		1,973	32,915
XII. Profit/(loss) from continuing operations		(21,044)	(6,200)
XIII. Tax expense of continuing operations		(2,192)	(3,196)
XIV. Profit/(loss) from continuing operations (after tax) (XII-XIII)		(18,852)	(3,004)
XV. Profit/(loss) from discontinuing operations		22,388	41,111
XVI. Tax expense of discontinuing operations		1,563	5,192
XVII. Profit/(loss) from discontinuing operations (after tax) (XV-XVI)		20,825	35,919
XVIII. Profit/(loss) for the period (XIV + XVII)		1,973	32,915
XIX. Earnings per equity share :			
Before Extraordinary items			
(i) Basic		0.07	1.24
(ii) Diluted		0.06	1.19
After Extraordinary items			
(i) Basic		0.07	1.24
(ii) Diluted		0.06	1.19

Summary of significant accounting policies 2
The note nos. 1 to 50 are integral part of the financial statements

For and on behalf of the Board

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

FOR R. NAGPAL ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 002626N

Manoj Gaur
Chairman

R. NAGPAL
Partner
M.No. 81594

R.K. Narang
Director

Suren Jain
Managing Director & CFO

Sunil Kumar Sharma
Vice Chairman & CEO

Place: Noida
Dated: 17th May, 2014

R.K. Porwal
Sr. General Manager (F & A)

Y. K. Sharma
Vice President (F & A)

M.M. Sibbal
Sr. General Manager & Company Secretary

Notes to the financial statements for the period ended March 31, 2014

Note 1 Basis of Preparation of Financial Statements

The financial statements are based on the historical cost convention in accordance with Generally Accepted Accounting Principles (GAAP), comprising of mandatory Accounting Standard notified in Section 211 (3C) and other provisions of the Companies Act, 1956 read together with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. The accounts are prepared on the historical cost basis and on the principles of going concern.

Note 2 Summary of significant accounting policies

(a) Revenue Recognition

(i) (a) **300 MW Jaypee Baspa HEP** : Revenue from sale of electrical energy is accounted for on the basis of billing to Himachal Pradesh State Electricity Board (HPSEB) as per Tariff approved by Himachal Pradesh Electricity Regulatory Commission (HPERC) in accordance with the provisions of Power Purchase Agreement dated 4th June, 1997, Amendment No.1 dated 07.01.1998, executed between the Company and HPSEB.

(b) **400 MW Jaypee Vishnuprayag HEP** : Revenue from sale of electrical energy is accounted for on the basis of billing to Uttar Pradesh Power Corporation Limited (UPPCL) as per Tariff approved by Uttar Pradesh Electricity Regulatory Commission (UPERC) in accordance with the provisions of Power Purchase Agreement dated 16.01.2007, executed between the Company and UPPCL.

(c) **1000 MW Jaypee Karcham Wangtoo HEP** : Revenue from sale of electrical energy is accounted for on the basis of billing to various buyers as per short term/ medium term Power Purchase Agreements executed with them and through Power Exchange.

(d) **500 MW Jaypee Bina Thermal power Plant** : Revenue from sale of electrical energy is accounted for on the basis of sale to Madhya Pradesh Power Management Company Limited (MPPMCL) as per Tariff approved by Madhya Pradesh Electricity Regulatory Commission in accordance with the provisions of Power Purchase Agreement dated 05.01.2011, executed between the Company and MPPMCL to the extent of 70% and balance on merchant basis.

- (ii) Revenue from sale of Verified Emission Reductions (VERs) is accounted for on receipt basis.
- (iii) Insurance claims are accounted for on receipt basis or as acknowledged by the Insurance company.
- (iv) Other income and cost/ expenditure are accounted for on accrual basis as they are earned or incurred.
- (v) Advance against depreciation claimed/to be claimed as part of tariff in terms of PPA (in respect of Baspa II HEP and Vishnuprayag HEP) during the currency of loans to facilitate repayment installments is treated as 'Deferred Revenue'. Such Deferred Revenue shall be included in Sales in subsequent years.

(b) Fixed Assets

Fixed Assets are stated at Cost of acquisition or construction inclusive of freight, erection & commissioning charges, duties and taxes, expenditure during construction period, Interest on borrowings, financing cost and foreign exchange loss/gain, up to the date of commissioning.

(c) Depreciation

- (i) Premium on Leasehold Land is amortised over the period of lease.

(ii) (a) **300 MW Jaypee Baspa HEP** : Depreciation has been provided @2.71% p.a. on straight line method on Hydro Electric Works w.e.f. 24.5.2003 as approved by the Ministry of Corporate Affairs, Government of India in exercise of the powers conferred under Section 205 (2) (c) of the Companies Act, 1956 vide their letter no. 45/1/2006-CL-III dated 26.6.2006.

(b) **400 MW Jaypee Vishnuprayag HEP** : Depreciation has been provided @2.71% p.a. on straight line method on Hydro Electric Works w.e.f. 17.06.2006 as approved by the Ministry of Corporate Affairs, Government of India in exercise of the powers conferred under Section 205 (2) (c) of the Companies Act, 1956 vide their letter no. 45/7/2006-CL-III dated 03.05.2007.

(c) **1000 MW Jaypee Karcham Wangtoo HEP** : Depreciation has been provided @ 2.57% p.a. on straight line method on Hydro Electric Works w.e.f. 01.04.2011 as approved by the Ministry of Corporate Affairs, Government of India in exercise of the powers conferred under Section 205 (2) (c) of the Companies Act, 1956 vide their letter no. 45/6/2011-CL-III dated 09.08.2011.

(iii) Fixed Assets other than Hydro Electric Works including Bina Thermal Power Plant are depreciated as per straight-line method at the rates specified in Schedule XIV to the Companies Act, 1956.

(iv) Depreciation on Assets of the Rs. 5,000 or less is provided at 100% irrespective of the actual period of use.

(d) Expenditure during Construction Period

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

(e) Foreign Currency Transactions

- (i) Transactions in Foreign Currency are recorded in the Books of Accounts in Indian Currency at the rate of exchange prevailing on the date of transaction.
- (ii) All loans and deferred credits repayable in Foreign Currency and outstanding at the close of the year are expressed in Indian Currency at the rate of exchange prevailing on the date of the Balance Sheet.
- (iii) Foreign Exchange gain/loss is being adjusted against the cost of assets in terms of the amendment to Accounting Standard (AS-11) issued vide Notification dated 31st March, 2009 and revised Notification dated 29th December, 2011 by Ministry of Corporate Affairs, Govt. of India.

(f) Investments

Investments are stated at Cost and where there is permanent diminution in the value of investments, a provision is made wherever applicable. Dividend will be accounted for as and when the Company has a right to receive the same on or before the Balance Sheet date.

(g) Inventories

- (a) Inventories of Stores & Spares are valued on the basis of Weighted Average Cost Method.
- (b) Material-in-transit is valued at cost.

(h) Retirement and other Employees Benefits

- (a) Provident Fund and Pension contribution as a percentage of salary/wages as per provisions of Employees Provident Funds and Miscellaneous Provisions Act, 1952.

(b) Gratuity and Leave Encashment is defined benefit obligation. The liability is provided for on the basis on Projected Unit Credit Method adopted in the actuarial valuation made at the end of each financial year.

(i) Borrowing Costs

Borrowing costs attributable to the procurement/construction of fixed assets are capitalised as part of the cost of the respective assets upto the date of commissioning. Other borrowing costs are recognized as expense during the year in which they are incurred.

(j) Taxes on Income

Provision for current tax is being made after taking into consideration benefits admissible to the Company under the provisions of the Income Tax Act, 1961.

Deferred Tax Liability, if any is computed as per in accordance with Accounting Standard [AS-22]. Deferred Tax Asset and Deferred Tax Liability are computed by applying rates and tax laws that have been enacted up to the Balance Sheet date.

(k) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degrees of estimation in measurement are recognized when there is a present obligation as a result of past events and if are probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

(l) Earnings Per Share

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

(m) Impairment of Assets

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

Reversal of impairment loss is recognised immediately as income in the profit and loss account.

(n) Intangible Assets

Intangible assets are stated at cost of acquisition less accumulated amortisation on straight line basis from the date the assets are put for commercial use.

(o) Premium on Redemption of Debentures

Premium paid/payable on Redemption of Debentures are adjusted against Securities premium reserve/Surplus.

(p) Segment Reporting

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

Note 3 - Share Capital

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014		Figures as at the end of previous reporting period, March 31, 2013	
	Number	₹	Number	₹
Authorised				
Equity shares of ₹ 10/- each	8,300,000,000	830,000	8,300,000,000	830,000
Preference shares of ₹ 100/- each	300,000,000	300,000	300,000,000	300,000
Total		1,130,000		1,130,000
Issued, Subscribed & Paid up				
Equity shares of ₹ 10/- each	2,938,003,084	293,800	2,938,003,084	293,800
Total	2,938,003,084	293,800	2,938,003,084	293,800

Note 3.1 - Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014		Figures as at the end of previous reporting period, March 31, 2013	
	Equity Shares		Equity Shares	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	2,938,003,084	293,800	2,624,757,123	262,476
Shares issued during the year	—	—	313,245,961	31,324
Shares brought back during the year	—	—	—	—
Shares outstanding at the end of the year	2,938,003,084	293,800	2,938,003,084	293,800

Note 3.2 - The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital

The Company has issued only one class of equity shares having a par value of ₹ 10/- per share which rank pari-passu in all respects including voting rights and entitlement to dividend.

In the event of liquidation, each share carry equal rights and will be entitled to receive equal amount per share out of the remaining amount available with the Company after making preferential payments.

The Authorised Share Capital provides for Preference Share at a par value of ₹ 100/- each. The Company has so far not issued any Preference Share.

Note 3.3 - Equity Shares in respect of each class in the Company held by its holding company or its ultimate holding company including shares held by or by subsidiaries or associates of the holding company or the ultimate holding company in aggregate

1,78,30,00,600 Equity shares are held by Jaiprakash Associates Limited, the holding company.

12,56,47,637 Equity shares are held by Jaypee Infra Ventures (A Private Company with unlimited liability), associate company of Jaiprakash Associates Limited.

Note 3.4 - Equity Shares in the Company held by each shareholder holding more than 5 percent shares specifying the number of shares held

Name of Shareholder	Figures as at the end of current reporting period, March 31, 2014		Figures as at the end of previous reporting period, March 31, 2013	
	No. of equity shares held	% of holding	No. of equity shares held	% of holding
Jaiprakash Associates Limited	1,783,000,600	60.687	1,783,000,600	60.687
JPV Trust	344,076,923	11.711	344,076,923	11.711

Note 3.5 - Equity shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestments, including terms and amounts

The Company had issued 2,000 Nos. 5% Foreign Currency Convertible Bonds (FCCB) of US\$ 1 Lac each aggregating to US\$ 2000 Lacs at par on 12.02.2010. These Bonds are convertible at the option of the bond-holders into equity shares of ₹ 10/- each fully paid up at the conversion price of ₹ 85.8139 per share, subject to the terms of issue with a fixed exchange rate of ₹ 46.14 equal to US\$ 1 at any time on or after 25.03.2010 and prior to the close of business on 06.02.2015.

No conversion has taken place upto 31st March, 2014.

The bonds are redeemable at maturity on 13.02.2015 at a YTM of 7% p.a. inclusive of coupon rate of 5% p.a. [value as on 31.03.2014 in US\$ 1.08 Lacs (Previous Year US\$1.06 Lacs) for a principal amount of US\$ 1 Lac each]. A reserve aggregating to ₹9997 Lacs up to 31.03.2014 (Previous Year ₹6,875 Lacs) has been created for the redemption premium.

No shares have been reserved for issue under options and contracts/commitments for the sale of shares/disinvestments.

Note 3.6 - Aggregate number and class of equity shares allotted as fully paid up pursuant to contract without payment being received in cash, allotment by way of bonus shares or shares bought back

Particulars	Year (Aggregate No. of shares)		
	2013-14	2012-13	2011-12
Equity Shares			
Fully paid up equity shares allotted for consideration other than cash in terms of Scheme of Amalgamation of erstwhile Jaiprakash Power Ventures Limited with Jaiprakash Hydro-Power Limited (renamed as Jaiprakash Power Ventures Limited) w.e.f 01.04.2009 (the appointed date), as sanctioned by Hon'ble High Court of Himachal Pradesh at Shimla vide Order dated 14.12.2009, effective from 14.12.2009.	1,604,679,600	1,604,679,600	1,604,679,600
Fully paid up equity shares allotted for consideration other than cash in terms of Scheme of Amalgamation of erstwhile Jaypee Karcham Hydro Corporation Limited and Bina Power Supply Company Limited with Jaiprakash Power Ventures Limited w.e.f 01.04.2010 (the appointed date), as sanctioned by Hon'ble High Court of Himachal Pradesh at Shimla vide Order dated 25.07.2011, effective from 26.07.2011. (In financial year 2010-11, these shares were in Share Suspense Account).	529,076,923	529,076,923	529,076,923
Fully paid up by way of bonus shares	—	—	—
Shares bought back	—	—	—

Note 3.7 - Terms of any securities convertible into equity/preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014		Figures as at the end of previous reporting period, March 31, 2013	
	Number-Equity Shares	Amount	Number-Equity Shares	Amount
5% Foreign Currency Convertible Bonds (FCCB):	107,535,026	10,754	107,535,026	10,754

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014		Figures as at the end of previous reporting period, March 31, 2013	
	Number-Equity Shares	Amount	Number-Equity Shares	Amount
(Number of Equity shares and Share Capital amount, which could be allotted to Foreign Currency Bond Holders assuming Bond holders exercise the conversion option of Bonds into Equity Shares.)				

The Company had issued 2,000 Nos. 5% Foreign Currency Convertible Bonds (FCCB) of US\$ 1 Lac each aggregating to US\$ 2,000 Lacs at par on 12.02.2010. These Bonds are convertible at the option of the bond-holders into equity shares of ₹ 10/- each fully paid up at the conversion price of ₹ 85.8139 per share, subject to the terms of issue with a fixed exchange rate of ₹ 46.14 equal to US\$ 1 at any time on or after 25.03.2010 and prior to the close of business on 06.02.2015.

Note 3.8 - Calls unpaid (showing aggregate value of calls unpaid by directors and officers)

There are no calls unpaid including by directors and officers of the Company.

Note 3.9 - Forfeited shares (amount originally paid up)

The Company has not forfeited shares.

Note 4 - Reserves and Surplus

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014		Figures as at the end of previous reporting period, March 31, 2013	
1. Securities Premium Reserve				
Opening Balance	33,697		—	
Add : Addition during the year	—		63,684	
Add : Provision for expenses reversed during the year	52		—	
Less : Transfer to provision for Premium on Redemption of Debentures	13,490		27,847	
Less : Writing off commission/ expenses incurred on issue of QIP	—	20,259	2,140	33,697
2. Debenture Redemption Reserve				
Opening Balance	30,573		55,505	
Add : Provisions for the year	7,141		10,191	
Less : Transfer to 'Surplus'	9,150	28,564	35,123	30,573
3. General Reserve				
Opening Balance	4,785		4,785	
Add : Addition during the year	—	4,785	—	4,785
4. Capital Reserve on Amalgamation				
Opening Balance	134,411		134,411	
Add : Addition during the year	—	134,411	—	134,411
5. Reserve for Premium on Foreign Currency Convertible Bonds				
Opening Balance	6,875		3,935	
Add : Provisions for the year	3,122	9,997	2,940	6,875
6. Surplus				
Opening Balance	140,295		85,388	
Add : Profit After Tax during the year	1,973		32,915	
Add : Debenture Redemption Reserve Written Back	9,150		35,123	
Less : Debenture Redemption Reserve for the year	7,141		10,191	
Less : Reserve for Premium on Foreign Currency Convertible Bonds	3,122	141,155	2,940	140,295
Total		339,171		350,636

Note 5 - Deferred Revenue

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
Advance against depreciation		
Opening Balance	48,716	39,207
Addition during the year	7,550	9,509
Total	56,266	48,716

As per accounting policy, the advance against depreciation amounting to ₹ 7,550 Lacs (Previous Year ₹9,509 Lacs) has been treated as Deferred Revenue.

Non Current Liabilities

Note 6 - Long-term borrowings

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
"A" Secured Loans		
Bonds/Debentures		
Redeemable Non-Convertible Debentures	24,513	73,685
Term Loans		
Rupee Loan		
– from Financial Institutions	493,761	142,900
– from Banks	1,133,712	1,174,121
Foreign Currency Loan		
– from Banks	79,897	71,401
– from Financial Institutions	4,195	5,497
Working Capital - From Banks	–	–
From other parties	–	–
Foreign Currency - Buyer's Credit	450	2,274
Total "A"	1,736,528	1,469,878
"B" Unsecured Loans		
– Foreign Currency Convertible Bonds	–	109,760
Others		
Govt. of Uttarakhand	500	500
Total "B"	500	110,260
Total "A + B"	1,737,028	1,580,138

Security for Term Loans, Working Capital limits and Non-Convertible Debentures

6.1 300 MW Jaypee Baspa II HEP:

6.1(a) Rupee Term Loans, Foreign Currency Loans, Working Capital Facilities aggregating to ₹64,506.74 Lacs and Deferred Payment Guarantee(s) from Financial Institutions and Banks, together with all interest, guarantee commission, cost, expenses and other charges are secured ranking pari passu among all the participating Institutions and Banks viz. State Bank of India, Andhra Bank, Punjab National Bank, UCO Bank, Oriental Bank of Commerce, Allahabad Bank, United Bank of India, IDBI Bank Ltd., IFCI Ltd. and Power Finance Corporation Ltd., by way of :

- First Charge on book debts, operating cash flows, receivables, commissions, revenue of whatsoever nature, present & future of the Baspa II HEP ; and
- First charge on all the Accounts of the Baspa II HEP including but not limited to the Trust & Retention Account, Escrow Account of HPSEB and Debt Service Reserve Account and other accounts required to be created under any Project Document or contract.

The loans are inter-alia also secured by way of :

- First charge on Baspa II HEP's all intangible assets, hypothecation of all the movable assets, assignment of Project Agreements and Escrow Agreement, all present and future rights, titles, interests, benefits, claims and demands whatsoever with respect to the Insurance Policies, claims and benefits to all monies receivable there under and all other claims there under in respect of all the insured assets of the Plant ;
- First ranking equitable mortgage on all rights, titles, interests and benefits in respect of immovable properties, and assets of the Baspa II HEP ;
- Pledge of 6,291 Lacs equity shares of the Company held by Jaiprakash Associates Limited, (JAL) on pari-passu basis with lenders of Jaypee Vishnuprayag HEP and Jaypee Nigrie Super Thermal Power Project ; and
- Corporate Guarantee furnished by Jaiprakash Associates Limited (JAL), the Holding Company, for the outstanding financial assistance of Power Finance Corporation Ltd., as on 31.03.2014 amounting to ₹3,781.66 Lacs (Previous Year ₹7,115.20 Lacs).

6.1(b) The aforesaid security rank pari-passu for working capital limit (Fund based and non fund based) of ₹6,900 Lacs sanctioned by Punjab National Bank - Shimla with personal guarantees of Shri Jaiprakash Gaur - Founder Chairman, Shri Manoj Gaur - Chairman, Shri S.K. Sharma - Vice Chairman & CEO and Shri S. K. Jain - former Director of the Company. [Outstanding cash credit limit ₹2,690 Lacs (Previous Year Rs.NIL) and Bank Guarantees/LCs ₹1,600 Lacs (Previous Year ₹ 4,511 Lacs)]

6.1(c) The Foreign Currency Loans under Buyers' Credit are guaranteed by Deferred Payment Guarantee issued by Power Finance Corporation Limited.

6.2 400 MW Jaypee Vishnuprayag HEP :

6.2(a) Rupee Term Loans, Foreign Currency Loans and Working Capital Facilities aggregating to ₹95,633.98 Lacs from Financial Institutions and Banks, together with all interest, guarantee commission, cost, expenses and other charges are secured ranking pari passu among all the participating Institutions and Banks viz. State Bank of India, Andhra Bank, State Bank of Bikaner & Jaipur, State Bank of Patiala, State Bank of Travancore, Bank of India, Oriental Bank of Commerce, Allahabad Bank, Dena Bank, IDBI Bank Ltd., ICICI Bank Ltd. and Power Finance Corporation Ltd., by way of :

- First charge on 400 MW Vishnuprayag HEP's present and future book debts, operating cash flows, receivables, commissions, revenue of whatsoever nature ; and
- First charge on 400 MW Vishnuprayag HEP's all the accounts including the Trust & Retention Account, Escrow Account of Uttar Pradesh Power Corporation Limited and Debt Service Reserve Account and each of the other accounts required to be created by the Company under any 400 MW Vishnuprayag HEP document.

The loans are inter-alia also secured by way of :

- First charge on 400 MW Vishnuprayag HEP's all intangible assets, hypothecation of all the movable

assets, assignment of Project Agreements and Escrow Agreement, all present and future rights, titles, interests, benefits, claims and demands whatsoever with respect to the Insurance Policies, claims and benefits to all monies receivable there under and all other claims there under in respect of all the insured assets of the Plant ;

- (ii) First ranking equitable mortgage on all rights, titles, interests and benefits in respect of immovable properties and assets of the 400 MW Vishnuprayag HEP ;
- (iii) Pledge of 6,291 Lacs equity shares of the Company held by JAL on pari-passu basis with lenders of Baspa – II HEP and Nigrie Super Thermal Power Project ; and
- (iv) Corporate Guarantee furnished by JAL, the Holding Company, for outstanding financial assistance of Power Finance Corporation Ltd., as on 31.03.2014 amounting to US\$ 100.17 Lacs (Previous Year US\$ 130.99Lacs).

6.3 1000 MW Jaypee Karcham Wangtoo HEP:

6.3(a) The Rupee Term Loan assistance of ₹5,53,117.69 Lacs (Previous Year ₹4,47,303.84 Lacs) by financial institutions and banks viz. Allahabad Bank, Union Bank of India, Infrastructure Development Finance Company Ltd (IDFC Ltd), ICICI Bank Ltd., IFCI Ltd., IREDA Ltd., LIC of India, L&T Infrastructure Finance Company Ltd, Power Finance Corporation Ltd. and PTC Financial Services Ltd., together with all interest, cost and other charges/dues are secured by way of :

- (i) First ranking pari-passu mortgage and hypothecation of all the immovable and movables assets both present and future, all intangible assets, uncalled capital and all revenues and receivables pertaining to Jaypee Karcham Wangtoo HEP and
- (ii) Pledge of 3,000 Lacs (Previous Year 1,206 Lacs) equity shares of the Company held by JAL on pari passu basis with the lenders of Rupee Term Loan and Working Capital facilities. Out of shares pledged, shares of ₹800 Lacs will be released on perfection of securities in terms of loan agreement and further shares of ₹200 Lacs will be released on creation of DSRA as per terms of agreement.
- (iii) Letter of Comfort from Jaiprakash Associates Limited, the holding company until the creation and perfection of the Security in terms of loan agreement.; and
- (iv) Unconditional and irrevocable personal guarantee of Shri Manoj Gaur, Chairman until the creation and perfection of the Security in terms of loan agreement.

The outstanding Rupee Term Loans availed earlier from Allahabad Bank, Bank of India, Central Bank of India, Indian Bank, IDBI Bank Ltd., IDFC Ltd., ICICI Bank Ltd., L&T Infrastructure Finance Company Ltd., Punjab National Bank, PTC Financial Services Ltd., SIDBI, The Jammu & Kashmir Bank Ltd., and Union Bank of India has been repaid before 31.03.2014 and securities provided to lenders by way of pledge of 1206 Lacs equity shares of the Company held by JAL on pari-passu basis and First ranking pari-passu mortgage and hypothecation of all the immovable and movables assets both present and future, all intangible assets, uncalled capital and all revenues and receivables pertaining to Jaypee Karcham Wangtoo HEP is yet to be released by them.

6.3(b) The aforesaid Security ranks pari-passu with working capital lender (i.e. IDBI Bank Limited) for Working Capital limit of ₹30,500 Lacs [Outstanding Cash credit limit ₹122.37 Lacs (Previous Year ₹9,486 Lacs) and Bank Guarantees/LCs of ₹3,007.30 Lacs (Previous Year ₹2,867 Lacs)].

6.4 500 MW Jaypee Bina Thermal Power Plant:

6.4(a) Rupee Term Loans of ₹2,10,927 Lacs (Previous Year ₹2,19,774 Lacs) availed out of sanctioned amount of ₹2,25,800 Lacs (original ₹1,92,800 Lacs and additional ₹33,000 Lacs) from consortium of and Banks, together with all interest, guarantee commission, cost, expenses and other charges are secured ranking pari-passu among all the participating Institutions and Banks viz. Punjab National Bank, Union Bank of India, Allahabad Bank, Canara Bank, Central Bank of India, State Bank of Patiala, State Bank of Hyderabad, IDBI Bank Ltd., ICICI Bank Ltd. and The Jammu and Kashmir Bank Ltd., are secured by:

- (i) First ranking equitable mortgage on all rights, titles, interests and benefits in respect of immovable properties and assets of the 400 MW Vishnuprayag HEP. First ranking pari-passu mortgage and hypothecation of all immovable and movables assets both present and future, all intangible assets, and all revenues and receivables pertaining to Jaypee Bina Thermal Power Plant ; and
- (ii) Pledge of 648.09 Lacs equity shares (Previous Year 648.09 Lacs equity shares) of the Company held by JAL, on pari passu basis among the lenders.

6.4(b) The aforesaid security ranks pari-passu with working capital lenders (i.e. IDBI Bank Limited, State Bank of Patiala and Jammu & Kashmir Bank Ltd.) for working capital limit of ₹39,100 Lacs (Previous Year ₹31,700 Lacs). Fund based limit outstanding ₹16,218.23 Lacs (Previous Year ₹14221.34 Lacs) and Bank Guarantees/LCs outstanding of ₹2048.01 Lacs (Previous Year ₹7,704.20 Lacs).

6.5 1320 MW Jaypee Nigrie Super Thermal Power Project :

6.5(a) Financial assistance of ₹6,48,066.61 Lacs (Previous Year ₹4,88,612.62 Lacs) availed out of sanctioned amount of ₹7,31,500 Lacs (Original INR 4,82,110 Lacs, External Commercial Borrowing (ECB) amounting to Jap. Yen 15.30 Billion equivalent to ₹84,890 Lacs and additional INR ₹1,64,500 Lacs) from consortium of Financial Institutions and Banks, together with all interest, guarantee commission, cost, expenses and other charges are secured ranking pari-passu among all the participating Institutions and Banks viz. Punjab National Bank, Canara Bank, Central Bank of India, Oriental Bank of Commerce, Bank of Baroda, Bank of Maharashtra, Indian Overseas Bank, Syndicate Bank, UCO Bank, United Bank of India, State Bank of Bikaner & Jaipur, State Bank of Patiala, State Bank of Hyderabad, Corporation Bank, IDBI Bank Ltd., ICICI Bank Ltd., IDFC Ltd. and LIC of India, are secured by way of :

- (i) First ranking pari-passu mortgage and hypothecation of all immovable and movables assets both present and future, all intangible assets, and all revenues and receivables pertaining to the Jaypee Nigrie Super Thermal Power Project; and
- (ii) Pledge of 6,291 Lacs equity shares (Previous Year - 6,291 Lacs equity shares) of the Company held by JAL on pari-passu basis with lenders of Jaypee Baspa – II HEP and Jaypee Vishnuprayag HEP.

6.5(b) Bank Guarantee limit of ₹10,000 Lacs sanctioned by IDBI Bank Limited. Bank Guarantees outstanding for ₹10,000 Lacs (Previous Year ₹10,000 Lacs). The said Bank Guarantee is secured by way of subservient charge on the movable assets of the Jaypee Nigrie STPP and also by personal guarantee of Shri Manoj Gaur, Chairman of the Company.

6.6 Rupee Term Loan/Corporate Loan:

- (i) Rupee Term Loan of ₹1,00,000 Lacs sanctioned by ICICI Bank Limited together with all interests, liquidated damages, front end fee, premia on prepayment, costs, charges, expenses and other monies is secured by (i)

second charge on all movable and immovable assets of Sangam Power Generation Company Limited and Prayagraj Power Generation Company Limited (subsidiaries of the Company), (ii) first ranking charge on the designated bank account of the Company, (iii) pledge of 3,971 Lacs equity shares of ₹10/- each fully paid up (Previous Year-4,800 Lacs equity shares) of the Company held by JAL. As on 31.03.2014 outstanding amount of Rupee Term Loan was ₹30,000 Lacs (Previous Year-₹70,000 Lacs).

- (ii) Rupee Term Loan of Rs.1,00,000 Lacs sanctioned by State Bank of India, is secured by residual charge on all movable and immovable fixed assets of the Company on pari-passu basis with Non-Convertible Debentures (Rs.98,259 Lacs) subscribed by ICICI Bank, Corporate Loan of Rs.1,20,000 Lacs by ICICI bank, Corporate Loan of Rs15,000 Lacs by IDBI Bank and pledge of 1,500 Lacs equity shares of the Company held by JPVL Trust (Previous Year-1,500 Lacs equity shares). As on 31.03.2014 outstanding amount of Rupee Term Loan was ₹1,00,000 Lacs (Previous Year- ₹1,00,000 Lacs).

- (iii) Rupee Term Loan of ₹1,20,000 Lacs sanctioned by ICICI Bank, is secured by residual charge on all movable and immovable assets of the Company on pari-passu basis with Non-Convertible Debentures (₹98,259 Lacs) subscribed by ICICI Bank, Corporate Loan of ₹1,00,000 Lacs by State Bank of India, Corporate Loan of ₹15,000 Lacs by IDBI Bank and pledge of 1,451.12 Lacs equity shares of the Company held by JAL (Previous Year Nil), pledge of 1,610 Lacs equity shares of the Company held by JPVL Trust (Previous Year-Nil), pledge of 833.68 Lacs equity shares of the Company held by Jaypee Infra Ventures (a private company with unlimited liability) (Previous Year-Nil) and Non Disposal Undertaking for 1179.20 Lacs equity shares of the Company held by JAL (Previous Year-Nil). As on 31.03.2014 outstanding amount of Rupee Term Loan was ₹1,20,000 Lacs (Previous Year- ₹Nil).

- (iv) Rupee Term Loan of ₹15,000 Lacs sanctioned by IDBI Bank, is secured by residual charge on all movable and immovable assets of the Company on pari-passu basis with Non-Convertible Debentures (₹98,259 Lacs) subscribed by ICICI Bank, Corporate Loan of ₹1,00,000 Lacs by State Bank of India, Corporate Loan of ₹1,20,000 Lacs by ICICI bank and pledge of 315 Lacs equity shares of the Company held by JPVL Trust and personal guarantee of Shri Manoj Gaur, Chairman of the Company. As on 31.03.2014 outstanding amount of Rupee Term Loan was ₹15,000 Lacs (Previous Year - ₹ Nil).

6.7 The Non-Convertible Debentures (series II) of ₹98,259 Lacs, subscribed by ICICI Bank Limited are secured by :

- Residual charge on the entire fixed assets of the Company ;
- Unconditional and irrevocable personal guarantee of Shri Manoj Gaur, Chairman towards repayment of principal and premium on redemption of Debentures; and
- Letter of Comfort from Jaiprakash Associates Limited, the holding company.

6.8 Repayment of Term Loans and Non-Convertible Debentures

6.8(a) 300 MW Jaypee BASPA-II HEP :

Rupee Term Loans (₹84,500 Lacs) are repayable in 56 installments payable in July, August, September and October every year, which commenced from July, 2010 except for the following variation:

Institution/Bank	Repayment Schedule
PFC	Repayment in 39 equal installments in July, August, September and October each year w.e.f. July, 2005
IFCI Ltd	Repayment in 54 equal installments in July, August, September and October each year w.e.f. September, 2010
IDBI Bank Ltd. (FCL)	Repayment in 40 equal installments in June, September, December and March each year w.e.f. September, 2004

6.8(b) 400 MW Jaypee Vishnuprayag HEP :

- Rupee Term Loans (₹1,65,000 Lacs) are repayable in 54 equal quarterly installments payable in May, August, November and February every year, which commenced from November, 2009.
- Short Term Loan (₹5,000 Lacs) from State Bank of India is repayable as a bullet repayment on completion of 12 months (i.e on 31.03.2015) from the date of disbursement.

6.8(c) 1000 MW Jaypee Karcham Wangtoo HEP :

- Rupee Term Loans (Loan-A) (₹4,15,295.32 lacs) are repayable in 80 structured installments payable in June, July, August, September & October every year, which commenced from 15th June, 2017.
- Rupee Term Loans (Loan-B) (₹1,37,700 lacs) are repayable in 32 structured installments payable in June, July, August, September & October every year, which commenced from 15th June, 2014.

6.8(d) 500 MW Jaypee Bina Thermal Power Plant :

Rupee term loan (₹1,92,800 Lacs) are repayable in 37 equal quarterly instalments commencing from 1st January, 2014 for 74% of loan and balance 26% in 38th Instalment payable on 1st March, 2023.

Rupee Term Loan (₹33,000 Lacs) are repayable in 36 equal quarterly instalments commencing from 1st January, 2014 for 72% of loan and balance 28% in 37th Instalment payable on 1st January, 2023'.

6.8(e) 1320 MW Jaypee Nigrie Super Thermal Power Project :

Original Rupee Term Loans availed (₹4,80,570.00 Lacs) are repayable in 40 equal quarterly installments commencing from November, 2014.

Additional Rupee Term Loans availed (₹83,083.71 Lacs) are repayable in 38 structured quarterly instalments commencing from May, 2015.

External Commercial Borrowings availed (Japanese Yen 1,43,000 Lacs) are repayable in 20 equal half yearly installments commencing from November, 2014.

6.8(f) Other Financial Assistance :

- Rupee Term Loan of ₹1,00,000 Lacs of ICICI Bank Limited is repayable in 9 quarterly installments payable in May, August, November and February each year which commenced from August, 2012.
- Rupee Term Loan of ₹1,00,000 Lacs of State Bank of India is repayable in 4 equal installments payable on 30th September, 2014, 30th September, 2015, 30th September, 2016, 30th September, 2017.
- Rupee Term Loan of ₹1,20,000 Lacs of ICICI Bank Limited is repayable in 28 structured quarterly installments commencing from September, 2015.
- Rupee Term Loan of ₹15,000 Lacs of IDBI Bank Limited is repayable in 14 quarterly equal installments commencing from April, 2015.

(v) Secured Redeemable Non Convertible Debentures (NCDs):-

Institution	Amount			Redemption	
ICICI Bank Limited	₹ 98,259 Lacs (Series - II)				
	Tranche	No of Deb.	Issue price (Amount ₹)	Redemption Date	Redemption Value ₹ in Lacs
	A	36,600	67,140	31.12.2013	36,600
	B	38,700	63,552	30.06.2014	38,700
	C	41,000	59,946	31.12.2014	41,000
	D	43,200	56,743	30.06.2015	43,200
	Total	159,500			159,500
	Redemption Price ₹1.00 lac each				

Tranche A of Secured Redeemable Non Convertible Debentures of ₹36600 Lacs has redeemed on 31.12.2013.

6.9 Unsecured Loans

- (i) Unsecured loan of ₹1,000 Lacs is repayable to Government of Uttarakhand/Uttar Pradesh, which would be paid after having decision arrived between Government of Uttar Pradesh and Government of Uttarakhand for receipt of said payment.
- (ii) The Company had issued 2,000 Nos. 5% Foreign Currency Convertible Bonds (FCCB) of US\$ 1 Lac each aggregating to US\$ 2000 Lacs at par on 12.02.2010. These Bonds are convertible at the option of the bondholders into equity shares of ₹10/- each fully paid up at the conversion price of ₹85.8139 per share, subject to the terms of issue with a fixed exchange rate of ₹46.14 equal to US\$ 1 at any time on or after 25.03.2010 and prior to the close of business on 06.02.2015.

No conversion has taken place upto 31st March, 2014.

The bonds are redeemable at maturity on 13.02.2015 at a YTM of 7% p.a. inclusive of coupon rate of 5% p.a. [value as on 31.03.2014 in US\$ 1.08 Lacs (Previous Year US\$1.06 Lacs) for a principal amount of US\$ 1 Lac each]. A reserve aggregating to ₹9,997 Lacs up to 31.03.2014 (Previous Year ₹6,875 Lacs) has been created for the redemption premium.

As on 31.03.2014 the Company has outstanding exposure of US\$ 2000 Lacs against FCCB unhedged, pending conversion into equity share capital. (An amount of US\$ 50.67 Lacs (hedged) (Previous Year US \$ 145.03 Lacs) out of FCCB funds is parked overseas pending utilization as on 31.03.2014)

Note 7 -Deferred tax liabilities (Net)

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
Deferred tax liability		
On account of depreciation	31,291	25,680
Total 'A'	31,291	25,680
Deferred tax assets		
On account of unabsorbed loss	17,375	11,190
On account of employee benefits	212	157
Total 'B'	17,587	11,347
Total 'A - B'	13,704	14,333

Note 8 - Other Long Term Liabilities

Trade Payables (see note no. 33)	2,798	3,395
Total	2,798	3,395

Note 9 - Long Term Provisions

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014		Figures as at the end of previous reporting period, March 31, 2013	
a) Provision for employee benefits				
Gratuity	235		77	
Leave Encashment	250	485	148	225
b) Others				
Wealth Tax	3		3	
Income Tax	10,807		14,397	
Premium on redemption of debentures	14,015	24,825	30,011	44,411
Total		25,310		44,636

Current Liabilities

Note 10 - Short-term borrowings

Secured Loans		
Rupee Loan		
Working Capital - From Banks	19,031	23,707
Total	19,031	23,707

Note 11 - Trade Payables

Trade Payables (See note no. 33)	101,214	101,584
Others (PF Payable)	66	41
Total	101,280	101,625

Note 12 - Other Current Liabilities

i) Current maturities of long-term debt		
"A" Secured Loans		
Bonds/Debentures		
Redeemable Non-Convertible Debentures	49,172	24,573
Term Loans		
– from Financial Institutions	3,941	48,068
– from Banks	115,005	99,554
Foreign Currency Loan		
– from Banks	4,558	144
– from Financial Institutions	1,864	1,691
From other parties		
Foreign Currency - Buyers' Credit	2,057	1,866
Working Capital Term Loan		
– from Banks	–	600
"B" Unsecured Loans		
a) Govt. of Uttarakhand	500	500
b) Financial Institutions	–	20,000
c) Foreign Currency Convertible Bonds	120,980	–
ii) Interest accrued but not due on borrowings	2,057	3,533
iii) Investors' Education & Protection Fund :		
(Appropriate amount shall be transferred to Investors' Education & Protection Fund, if and when due)		
– Unclaimed Dividend	178	178
iv) Other payables	17,259	16,107
Total	317,571	216,814

- (i) Short Term Loan of ₹11,000 Lacs sanctioned by State Bank of India during the year is secured by first Pari-passu charge on future receivables of the Jaypee Vishnuprayag HEP under Power Purchase Agreement and first Pari-passu charge on movable and immovable assets of Jaypee Vishnuprayag HEP, assignment of project documents and insurance benefits etc. An amount of ₹5,000 Lacs was disbursed during the year and outstanding amount of Loan as on 31.03.2014 was ₹5,000 Lacs (Previous Year- ₹ Nil). Equitable mortgage on immovable properties in favour of State Bank of India is yet to be created

- (ii) For other security and repayments, refer note no. 6.1 to 6.9.

Note 13 - Short Term Provisions

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014		Figures as at the end of previous reporting period, March 31, 2013	
a) Provision for employee benefits				
Gratuity	3		58	
Leave Encashment	6		74	
Bonus & Incentive	209	218	128	260
b) Others				
Income Tax	282		6,985	
Wealth Tax	1		1	
Premium on redemption of debentures	26,909	27,192	9,450	16,436
Total		27,410		16,696

Note 14 - Fixed Assets

Note 14A - Tangible Assets

(₹ in Lacs)

S. No.	Particulars	GROSS CARRYING AMOUNT					DEPRECIATION/AMORTIZATION					NET CARRYING AMOUNT	
		As on 1.04.2013	Additions during the Period	Disposals during the Year	Other Adjustments	As on 31.03.2014	Upto 31.03.2013	For the Period	Disposals during the Period	Other Adjustments	Upto 31.03.2014	As on 31.03.2014	As on 31.03.2013
1	Land												
	– Lease Hold	3,814	–	–	–	3,814	913	219	–	–	1,132	2,682	2,901
	– Free Hold	5,579	–	–	–	5,579	–	–	–	–	–	5,579	5,579
2	Buildings	44,769	11,336	–	–	56,105	2,611	1,093	–	–	3,704	52,401	42,158
3	Plant & Machinery	1,179,693	155,411	2	1,119	1,336,221	110,515	43,386	–	–	153,901	1,182,320	1,069,178
4	Furniture & Fixture	591	60	–	–	651	231	53	–	–	284	367	360
5	Vehicles	1,001	42	4	–	1,039	354	88	4	–	438	601	647
6	Office Equipments	1,106	151	1	–	1,256	249	84	–	–	333	923	857
	Total	1,236,553	167,000	7	1,119	1,404,665	114,873	44,923	4	–	159,792	1,244,873	1,121,680
	Previous Year	1,047,927	187,714	10	922	1,236,553	82,227	32,656	10	–	114,873	1,121,680	–

Note : 1 Depreciation on Assets of Projects under implementation amounting to Rs. 264 Lacs (Previous Year 267 Lacs) has been charged to Pre-operative Expenses of New Projects pending Capitalisation.

2 Other adjustment is on account of exchange fluctuation (profit)/loss on the valuation of Foreign Currency Loans for the purchase of Plant & Machinery at the exchange rate prevailing on the date of Balance Sheet.

Note 14 B - Intangible Assets

(₹ in Lacs)

S. No.	Particulars	GROSS CARRYING AMOUNT					DEPRECIATION/AMORTIZATION					NET CARRYING AMOUNT	
		As on 1.04.2013	Additions during the Period	Disposals during the Period	Other Adjustments	As on 31.03.2014	Upto 31.03.2013	For the Period	Disposals during the Period	Other Adjustments	Upto 31.03.2014	As on 31.03.2014	As on 31.03.2013
1	Intangible Assets- Computer Software	3	–	–	–	3	3	–	–	–	3	–	–
	Total	3	–	–	–	3	3	–	–	–	3	–	–
	Previous Year	3	–	–	–	3	3	–	–	–	3	–	–

Note 14 C : Capital work in progress and Incidental expenditure during construction pending allocation

(₹ in Lacs)

Sl. No.	Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
A.	Direct cost of project under construction		
	Opening Balance	750,662	522,535
	Add : Addition during the year	128,416	372,640
	Less : Capitalisation during the year	123,667	144,513
	Balance Capital Work in Progress (A)	755,411	750,662
B.	Incidental Expenditure During Construction pending allocation		
	Opening Balance	161,332	115,842
	Add : Addition during the year		
	Employee Benefit Expense		
	Salary, Wages, Bonus and other benefit	1,238	1,784
	Contribution to Provident and Other Funds	41	55
	Gratuity	1	8
	Staff Welfare Expenses	163	179
	Directors Remuneration	—	1,443
	Finance Costs		
	Interest on Loans	78,302	69,351
	Front end fee and other charges	6,409	84,711
	Depreciation and amortization expenses	264	267
	Other Expenses		
	Advertisement Expenses	9	18
	Bank Charges & Guarantee Commission	168	445
	Compensation for Land, Trees and Buildings	9	329
	Freight & Octroi Charges	274	423
	Insurance	602	319
	Legal & Professional & Consultancy Charges	721	1,192
	Licence and application fees	—	16
	Local Area Development	529	531
	Miscellaneous Expenses	102	30
	Overhead line connection charges	2	28
	Postage & Couriers Expense	2	1
	Power, Water & Electricity Charges	870	1,719
	Printing & Stationery Expenses	11	29
	Rates & Taxes	24	28
	Rehabilitation and resettlement expenses	20	38
	Rent	48	51
	Royalty paid	—	51
	Security & Medical charges	—	362
	Telephone Expenses	18	20
	Travelling Expenses	194	252
	Vehicle Running & Maintenance Expenses	158	93
	Expenses on Trial Run (net of infirm energy)	7,097	6,232

(₹ in Lacs)

Sl. No.	Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
	Foreign exchange variation	12,850	23,708
	Less : Other income		
	Interest Earned on Deposits	800	787
	Other Income	—	—
	Less : Capitalisation during the year	34,759	40,759
	Balance Incidental expenditure during construction pending allocation (B)	235,899	161,332
	Total A + B	991,310	911,994

Note 15 - Non-current investments

(₹ in Lacs)

Sl. No.	Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
	Investments in Equity Instruments		
	INVESTMENTS (AT COST)		
	(A) Investment in Subsidiary Companies		
	Unquoted		
i)	22,20,00,000 equity shares of ₹10/- each fully paid up of Jaypee Powergrid Limited (Previous year 22,20,00,000 Equity Shares)	22,200	22,200
ii)	20,00,00,000 equity shares of ₹10/- each fully paid up of Jaypee Arunachal Power Limited (Previous year 20,00,00,000 Equity Shares)	20,000	20,000
iii)	153,81,89,800 equity shares of ₹10/- each fully paid up of Prayagraj Power Generation Company Limited (Previous year 14,81,89,800 Shares)	153,829	143,829
iv)	55,19,77,200 equity shares of ₹10/- each fully paid up of Sangam Power Generation Company Limited (Previous year 55,19,77,200 Shares)	55,207	55,207
v)	83,60,000 equity shares of ₹10/- each fully paid up of Jaypee Meghalaya Power Limited (Previous year 79,20,000 Shares)	836	792
vi)	50,000 equity shares of ₹10/- each fully paid up of Himachal Baspa Power Company Limited (Previous year Nil)	5	—
vii)	50,000 equity shares of ₹10/- each fully paid up of Himachal Karcham Power Company Limited (Previous year Nil)	5	—
	(B) Investment in Beneficiary Trust (Unquoted)		
	JPVL Trust	198,594	198,594

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
Investments in Preference Shares		
INVESTMENTS (AT COST)		
(A) Investment in Subsidiary Companies		
Unquoted		
i) 2,82,30,000 11% non cumulative optionally convertible redeemable Preference shares of ₹10/- each fully paid up of Jaypee Arunachal Power Limited (Previous year 2,79,50,000 shares)	2,823	2,795
ii) 27,00,00,000 11% non cumulative optionally convertible redeemable Preference shares of ₹10/- each fully paid up of Prayagraj Power Generation Company Limited (Previous year Nil)	27,000	—
(C) Share Application Money (Subsidiary Companies)		
Prayagraj Power Generation Company Limited	20,000	—
TOTAL	500,499	443,417

Note :

- Aggregate cost of :
Quoted Investments (Market Value ₹ Nil)
(Previous Year ₹ Nil) —
Unquoted (Previous Year ₹4,43,417 Lacs) (See Note No. 2 below) **480,499**
- Pursuant to Scheme of Amalgamation of erstwhile Jaypee Karcham Hydro Corporation Limited (JKHCL) and erstwhile Bina Power Supply Company Limited (BPSCL) with the Company, sanctioned by the Hon'ble High Court of Himachal Pradesh at Shimla, JPVL Trust was created on 3rd June, 2011 to hold Equity Shares allotted upon amalgamation in accordance with the share exchange ratio in terms of the said Scheme. Upon sanction of the said Scheme, the cross holdings were not cancelled and were transferred to JPVL Trust in which the Company is the sole beneficiary. Accordingly, 21,70,00,000 Equity Shares in respect of erstwhile JKHCL and 12,70,76,923 Equity Shares in respect of erstwhile BPSCL held by the Company, were transferred to JPVL Trust, as per the approved Share Exchange Ratio.
- All Investments are Non-trade, Long Term Investments

Note 16 : Long-term loans and advances

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
Secured Considered Good	—	—
Unsecured considered good		
Capital Advance	7,585	14,036
Security Deposits		
a) With Govt. Deptt.	452	440
b) With Others	80	520
Loans and advances to related parties (see note no. 37)	7,030	7,376
Advances to suppliers, contractors, etc.	1,868	1,031
Advance Income Tax and TDS	14,089	14,233
Total	31,104	37,196

Note 17 : Other non-current assets

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
Unsecured, considered good		
Long term trade receivables	1,772	2,657
Others		
Prepaid expenses	11,516	1,519
Other bank balances (refer note no. 20)	53	44
Total	13,341	4,220

Current Assets
Note 18 - Inventories

Raw Material - at weighted average cost	7,457	10,888
Stores and Spares - at weighted average cost	8,377	2,684
Total	15,834	13,572

Note 19 - Trade receivables

Secured, considered good	—	—
Unsecured, considered good		
Due for a period exceeding six months	1,970	21,536
Due for a period less than six months	23,317	23,621
Total	25,287	45,157

Note 20 - Cash and bank balances

A. Cash and cash equivalents :		
1. Balances with Scheduled Banks :		
(i) In Current Account		
(a) In Indian Currency	21,125	16,630
(b) In Foreign Currency	666	434
(ii) Trust & Retention account :		
(a) In Current Account	26,577	9,311
(iii) In Fixed Deposits with maturity up to three months	200	—
2. Cheques, draft on hand	—	—
3. Cash in hand	73	35
Total "A"	48,641	26,410
B. Other bank balances :		
(i) In fixed deposits having a maturity of more than three months but less than twelve months	4,229	25,425
(ii) In fixed deposits having a maturity of more than twelve months	—	4,229
(iii) In Fixed Deposits pledged with Govt. Deptt./Banks :		
(a) having a maturity of less than twelve months	2,014	1,805
(b) having a maturity of more than twelve months	53	44
(iv) Trust & Retention account :		
(a) In fixed deposits having a maturity of less than twelve months	638	4,505
(b) In fixed deposits having a maturity of more than twelve months	—	4,505
(v) Unclaimed dividend account	178	178
Total "B"	7,112	31,957
Total "A + B"	55,753	58,367

(₹ in Lacs)

Sl. No.	Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
C.	Amount disclosed under non current assets (refer note no. 17) :		
	(a) In Current Account (fixed deposits)	—	—
	(b) Pledged with Govt. Deptt./Banks	53	44
	(c) In Trust and Retention Account	—	—
	Total "C"	53	44
	Total "A + B - C"	55,700	58,323

Unit wise Trust and Retention Accounts are maintained pursuant to the stipulations of the 'Financing Agreements' executed with the respective Lenders.

Note 21 - Short-term loans and advances

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
Others		
Unsecured, considered Good		
Advances recoverable in cash or in kind or for value to be received		
Others	6,135	5,267
Related parties (see note no. 37)	1,137	7,272
Staff Imprest & Advance	509	228
MAT credit entitlement	39,734	39,452
Advance Tax & Tax Deducted at Source	3,786	9,735
Total	51,301	54,993

Note 22 - Other current assets

Unsecured considered good		
Interest accrued on fixed deposits with Banks	580	672
Prepaid Expenses	3,540	3,272
Total	4,120	3,944

Note 23 - Revenue From Operations

Sale of Products		
Sale of Electrical Energy (Net of advance against depreciation)	269,928	223,152
Less: Rebate for prompt payments	2,451	267,477
Other Operating Revenues		
Sale of Verified Emission Reduction (VERs)	106	4,381
Sale of Fly Ash	167	273
Total	267,750	225,262

Note 24 - Other Income

Interest on deposits with banks	1,863	3,346
Interest from Electricity Boards	1,501	337
Dividend received	2,664	3
Other non-operating income		
Insurance Claim Receipt	105	—
Profit on sale of Fixed Assets	1	1
Misc. Receipts	166	272
Total	6,300	3,818

Note 25 - Cost of Operation and Maintenance

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
Cost of fuel	40,092	18,807
Stores and Spares Consumed	2,362	1,694
Repair & Maintenance - Buildings	25	118
Repair & Maintenance - Plant & Machinery	3,094	2,447
Operation and Maintenance Expenses	452	179
Transmission charges	21,754	13,938
Insurance - Plant & Machinery	2,202	1,780
Total	69,981	38,963

Note 26 - Employee Benefit Expense

Salary, Wages & Bonus	6,133	4,615
Contribution to Provident and Other Funds	288	213
Gratuity	108	66
Leave Encashment	66	58
Workmen and Staff Welfare	314	248
Directors' Remuneration	513	539
Total	7,422	5,739

Note 27 - Finance Costs

Interest		
Foreign Currency Loan	261	308
Term Loans	137,426	105,618
Working Capital	3,096	140,783
Financial charges		1,474
DPG Commission	68	95
Front end fee and other charges	3,908	4,904
Security & Trusteeship Fee	9	3,985
Total	144,768	112,409

Note 28 - Depreciation and amortization expenses

Depreciation	44,452	32,346
Amortization of Lease Hold Land	207	43
Total	44,659	32,389

Note 29 - Other Expenses

Advertisement	262	474
Consultancy, Legal & Professional Fee	959	972
Cost Audit Fees	2	1
Courier & Postage	17	15
Director's Sitting Fee	19	16
Freight and Octroi	156	183
Power, Water and Electricity charges	1,814	1,446
Internal Auditor Fee	22	23
Lease Rent of land	57	57
Listing & Custodial Fee	79	78
Miscellaneous Expenses	671	451
Printing & Stationery	72	58
Rent	10	14
Security Expenses	767	321
Taxes & Fees	289	70

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
Telephone and Telex	56	28
Travelling & Conveyance	313	300
Vehicle Running & Maintenance	255	114
Auditor's Remuneration		
For Audit	40	40
For Tax Audit	4	4
For Certification	3	3
Re-imbursement of Expenses	1 48	1 48
TOTAL	5,868	4,669

Note 30

In the opinion of the Board of Directors, the "Non Current Assets and Long Term Loans and Advances", have a value on realisation, in the ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet.

Note 31

Generation details & parameters :

Particulars	Baspa-II HEP	Vishnuprayag HEP	Karcham Wangtoo HEP	Bina TPP	Total
Figures as at the end of current reporting period, March 31, 2014					
Net Saleable Energy (MU)	1,178.41	379.85	4,056.26	1,416.47	7,030.99
Plant Availability %	99.98	92.11*	99.76	94.86	
*Deemed Plant Availability					
Figures as at the end of previous reporting period, March 31, 2013					
Net Saleable Energy (MU)	1,073.01	1,628.46	3,541.76	396.29	6,639.52
Plant Availability %	99.87	98.81	86.12	67.62	

Note 32 (a) Value of Imports on C.I.F. Basis :

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
Payment to Suppliers of Capital Equipment	18,421	71,431
Payment for suppliers of spares	245	70

(b) Expenditure in Foreign Currency :

Travelling (Directors')	6	12
Travelling (staff & others)	—	2
Interest & Bank Charges to Banks & others	8,768	7,884
Consultancy Fee	69	209

(c) Earnings in Foreign Exchange:

Sale of Verified Emission Reductions (VERs)	106	4,381
Bank Interest on Fixed Deposits	207	278

(d) Details of Stores & Spares Consumed (Including for Machinery and O&M):

	₹	%	₹	%
(i) Indigenous	2,259	96	1,372	90
(ii) Imported	98	4	145	10

Note 33

Disclosure as required under Notification No. G.S.R. 719 (E) dated 16th November, 2007 issued by the Ministry of Corporate Affairs :

(₹ in Lacs)

Sl. No.	Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
a)	The principal amount and interest due thereon remaining unpaid to any supplier — Principal Amount — Interest Amount	Nil Nil	Nil Nil
b)	The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of payment made to the suppliers beyond the appointed day.	Nil	Nil
c)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed date during period) 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 period, 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

Note 34 Contingent Liabilities not provided for:

(₹ in Lacs)

Sl. No.	Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
(a)	Outstanding amount of Bank Guarantee Margin Money against above	14,937 244	22,613 244
(b)	Claims against the Company not acknowledged as debts.	28,980	18,987
(c)	Income tax matters under appeal	2,697	2,533
(d)	The Government of Himachal Pradesh has imposed entry tax on goods entering the state of Himachal Pradesh. This was challenged by the company before the Hon'ble High Court of Himachal Pradesh at Shimla. The Hon'ble High Court on 22.09.2010 in an interim order has held that tax paid by the petitioner would be treated as deposit and not as tax. The final decision of Hon'ble High Court is awaited. The total liability as at 31st March, 2014 (Baspa & Karcham Wangtoo HEPs) is ₹3738.33 Lacs (Previous Year ₹3,581.77 Lacs), against which Company has deposited ₹1901.97 Lacs (Previous Year ₹1,822.95 Lacs) under protest and pledged banks FDRs of ₹1822.53 Lacs (Previous Year ₹1,646.94 Lacs).		

Note 35 Commitments;

(a)	Outstanding amount of Letter of Credit Margin Money against above	8,757 —	17,296 26
(b)	Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances)	INR 92,362 USD 121 Euro 31 JPY 30,580	108,948 9,212 3,955 31,593

Note 36

Corporate Guarantee

The Company has given Corporate Guarantee of USD 1,500 Lacs (equivalent to ₹84,000 Lacs) in favour of State Bank of India, Hong Kong branch for the credit facilities granted by lenders to Jaiprakash Associates Limited.

Note 37

Advance to Suppliers, Contractors and others shown under "Long Term Loans and Advances" in Note '16' and under "Short Term Loans & Advances" in Note '21' includes Advance to Jaiprakash Associates Limited under EPC contract, the holding Company for ₹Nil (Previous Year ₹586.84 Lacs) and ₹Nil (Previous Year ₹311.46 Lacs) respectively. Maximum amount outstanding during the Year was ₹898.30 Lacs (Previous Year ₹756.21 Lacs).

Note 38

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

(1) Relationships (Related party relationships are as identified by the Company and relied upon by the Auditors)

(a) Holding Company

Jaiprakash Associates Limited

(b) Subsidiary Companies:

- (1) Jaypee Powergrid Limited
- (2) Sangam Power Generation Company Limited
- (3) Prayagraj Power Generation Company Limited
- (4) Jaypee Arunachal Power Limited
- (5) Jaypee Meghalaya Power Limited
- (6) Himachal Baspa Power Company Limited (w.e.f 14.03.2014)
- (7) Himachal Karcham Power Company Limited (w.e.f 14.03.2014)

(c) Fellow Subsidiary Companies:

- (1) Jaypee Ganga Infrastructure Corporation Limited
- (2) Himalyan Expressway Limited
- (3) Jaypee Infratech Limited
- (4) Jaypee Sports International Limited (JPSI)
- (5) Jaypee Cement Corporation Limited (JCCL)
- (6) Bhilai Jaypee Cement Limited
- (7) Bokaro Jaypee Cement Limited
- (8) Gujarat Jaypee Cement & Infrastructure Limited
- (9) Jaypee Agra Vikas Limited
- (10) Jaypee Fertilizers & Industries Limited
- (11) Jaypee Uttar Bharat Vikas Private Limited (w.e.f 12.09.2013)
- (12) Kanpur Fertilisers and Cement limited (subsidiary of Jaypee Uttar Bharat Vikas Pvt. Limited) (w.e.f 12.09.2013)
- (13) Jaypee Assam Cement limited
- (14) Himalayaputra Aviation Limited
- (15) Jaypee Healthcare Limited
- (16) Jaypee Cement Cricket (India) Limited (subsidiary of JPSI)
- (17) Jaypee Cement Hockey (India) Limited (subsidiary of JPSI)
- (18) Jaiprakash Agri Initiatives Company Limited (subsidiary of JCCL)

(d) Associate Companies/Concerns :

- (1) Jaypee Infra Ventures (A Private Company with unlimited liability)
- (2) Jaypee Development Corporation Limited [(subsidiary of Jaypee Infra Ventures (A Private Company with unlimited liability))]
- (3) JIL Information Technology Limited [(subsidiary of Jaypee Infra Ventures (A Private Company with unlimited liability))]
- (4) Gaur & Nagi Limited (subsidiary of JIL Information Technology Limited)
- (5) Indesign Enterprises Pvt. Limited [(subsidiary of Jaypee Infra Ventures (A Private Company with unlimited liability))]
- (6) GM Global Mineral Mining Private Limited (subsidiary of Indesign Enterprises Pvt. Limited)
- (7) Jaypee International Logistics Company Private Limited [(subsidiary of Jaypee Infra Ventures (A Private Company with unlimited liability))]
- (8) Tiger Hills Holiday Resort Private Limited (subsidiary of Jaypee Development Corporation Limited)
- (9) Anvi Hotels Private Limited [(subsidiary of Jaypee Infra Ventures (A Private Company with unlimited liability))]
- (10) RPJ Minerals Private Limited
- (11) Sarveshwari Stone Products Pvt. Ltd. (subsidiary of RPJ Minerals Private Limited)
- (12) Rock Solid Cement Limited (subsidiary of RPJ Minerals Private Limited)
- (13) Sonebhadra Minerals Private Limited
- (14) MP Jaypee Coal Limited
- (15) Madhya Pradesh Jaypee Minerals Limited
- (16) MP Jaypee Coal Fields Limited
- (17) Jaiprakash Kashmir Energy Limited
- (18) Jaypee Hotels Limited
- (19) Jaypee Mining Venture Private Limited
- (20) Ceekay Estate Private Limited.
- (21) Pac Pharma Drugs and Chemicals Private Limited
- (22) Akasva Associates Private Limited
- (23) Jaiprakash Exports Private Limited
- (24) Bhumi Estate Developers Private Limited
- (25) Jaypee Technical Consultants Private Limited
- (26) Andhra Cements Limited (subsidiary of Jaypee Development Corporation Limited)
- (27) Jaypee Jan Sewa Sansthan ('Not for profit' Private limited Company)

(e) Key Management Personnel:

Jaiprakash Power Ventures Limited

- (1) Shri Manoj Gaur, Chairman
- (2) Shri Sunil Kumar Sharma, Vice Chairman and CEO
- (3) Shri Suren Jain, Managing Director and CFO
- (4) Shri R.K. Narang, Whole-time Director
- (5) Shri Suresh Chandra, Whole-time Director
- (6) Shri Parveen Kumar Singh, Whole-time Director

(2) Transactions carried out with related parties referred to above for the Current reporting period, March 31, 2014

(₹ in Lacs)

	Referred in 1(a) above	Referred in 1(b) above	Referred in 1(c) above	Referred in 1(d) above	Referred in 1(e) above
Expenses					
Hiring Charges (Previous Year)	770 (193)	— —	183 (7)	— —	— —
Purchase of Cement and Cement Products (Previous Year)	3,761 (7,229)	— —	— (11)	— —	— —
Purchase of Steel (Previous Year)	389 (—)				
Repair of Runners & Others (Previous Year)	993 (793)				
Sale of Energy (Previous Year)	41,639 (25,984)	— —	— —	— —	— —
Transmission Charges (Previous Year)	1,573 (1,044)				
Energy sale Charges (Previous Year)	90 (39)				
Sale of Steel (Previous Year)	425 (—)	265 (—)	20 (—)	12 (—)	
Sale of Material & Others (Previous Year)	132 (—)				
Other Income (Previous Year)		60 (—)			
Other Expenses (Previous Year)	275 (9)	— —	— (26)	21 (48)	— —
Salary & Perquisites (Previous Year)	— —	— —	— —	— —	568 (597)
Services Availed (Previous Year)	3 (—)	— —	— —	584 (622)	— —
Capital Goods (Previous Year)	671 (185)	— —	— (113)	— —	— —
Execution of Work (Previous Year)	29,697 (43,064)	— —	— —	— —	— —
Outstandings					
- Payables					
Amount payable (Previous Year)	19,808 (30,244)	— —	7 (124)	434 (374)	20 (38)
Outstandings					
- Receivables					
Amount receivable (Previous Year)	70 (898)	1,098 (—)	20 —	7,042 (6,790)	— —
Investment in Subsidiaries					
Share Capital (Previous Year)	— —	57,082 (57,109)	— —	— —	— —
Share Application Money (Previous Year)	— —	— (—)	— —	— —	— —

Guarantees given by the holding company on behalf of the Company and guarantee given by the Company on behalf of the holding company have been mentioned elsewhere in the Notes to Financial Statements.

Note 39

Earnings Per Share is computed in accordance with Accounting Standard-20 issued by the Institute of Chartered Accountants of India.

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
[a] Net Profit for Basic Earnings Per Share as per Profit & Loss Account	1,973	32,915
Adjustment for the purpose of Diluted Earnings Per Share	—	—
Net Profit for Diluted Earnings Per Share	1,973	32,915
[b] Weighted average number of equity shares for Earnings Per Share computation:		
[i] Number of Equity Shares at the beginning of the period/year	2,938,003,084	2,624,757,123
[ii] Number of Equity Shares issued during the period/year	—	313,245,961
[iii] Number of Shares allotted on amalgamation	—	—
[iv] Number of potential Equity Shares	107,535,026	107,535,026
[v] Weighted average No. of Shares for calculating:		
[a] Basic Earnings Per Share	2,938,003,084	2,653,936,199
[b] Diluted Earnings Per Share	3,045,538,110	2,761,471,225
[c] Earnings Per Share		
[i] Basic (₹)	0.07	1.24
[ii] Diluted (₹)	0.06	1.19
[d] Face Value Per Share (₹)	10.00	10.00

Note 40

(a) Provident Fund - Defined Contribution Plan

Employees are entitled to Provident Fund benefits. Amount debited to Profit and Loss account including Administrative and Employees Deposit Linked Insurance charges ₹288 Lacs during the period (Previous Year ₹213 Lacs) and ₹41 Lacs (Previous Year ₹55 Lacs) booked in Incidental Expenses during construction pending capitalisation.

(b) Gratuity - The liability for Gratuity is provided on the basis of Actuarial Valuation made at the end of each financial year. The Actuarial Valuation is made on Projected Unit Credit method as per AS 15(revised). Jaiprakash Associates Limited {JAL} (the Company's holding company) has constituted a Gratuity Fund Trust under the name Jaiprakash Associates Employees Gratuity Fund Trust vide Trust Deed dated 30th March, 2009 for JAL and its subsidiaries and appointed SBI Life Insurance Co. Ltd. for the management of the Trust Funds for the benefits of employees. As a subsidiary of JAL, the Company is participating in the Trust Fund by contributing its liability accrued up to the close of each financial year to the Trust Fund.

(c) Leave Encashment - Defined Benefit Plans - Provision has been made as per Actuarial Valuation.

Details of Gratuity and Leave encashment as per Accounting Standard-AS-15(Revised):

(₹ in Lacs)

Sl. No	Particulars	Gratuity (Funded)		Leave Encashment (Non Funded)	
		FY 2013-14	FY 2012-13	FY 2013-14	FY 2012-13
I	Expenses recognized in the Profit & Loss Account and in the Statement of Incidental Expenditure during Project Implementation, Pending Allocation for the Year				
	1. Current Service Cost	77.58	65.23	66.52	68.91
	2. Interest Cost	25.28	22.77	18.87	15.27
	3. Employee Contribution	—	—	—	—
	4. Actuarial (Gains)/Losses	21.11	4.64	(10.31)	(12.33)
	5. Past Service Cost	—	—	—	—
	6. Settlement Cost	—	—	—	—
	7. Expected Return on Plan Assets	15.14	19.22	—	—
	8. Total Expenses	108.83	73.42	75.08	71.84
II	Net Asset/(Liability) recognized in the Balance Sheet				
	1. Present Value of Defined Benefit Obligation	376.48	297.46	255.52	222.02
	2. Fair Value of Plan Assets	137.95	162.76	—	—
	3. Funded Status -Surplus/(Deficit)	(238.53)	(134.70)	(255.52)	(222.02)
	4. Excess of actual over estimated return on Plan Assets	(1.92)	(0.94)	—	—
	5. Net Asset/(Liability)	(238.53)	(134.70)	(255.52)	(222.02)
III	Change in Obligation during the Year				
	1. Present value of Defined Benefit obligation at the beginning of the year	297.46	267.90	222.02	179.64
	2. Current Service Cost	77.58	65.23	66.52	68.91
	3. Interest Cost	25.28	22.77	18.87	15.27
	4. Settlement Cost	—	—	—	—
	5. Past Service Cost	—	—	—	—
	6. Employee Contributions	—	—	—	—
	7. Actuarial (Gains)/Losses	19.19	3.07	(10.31)	(12.33)
	8. Benefit Payments	43.03	61.51	41.58	29.46
	9. Present Value of Defined Benefit Obligation at the end of the year	376.48	297.46	255.52	222.02
IV	Change in Assets during the Year				
	1. Plan Assets at the beginning of the year	162.76	206.62	—	—
	2. Assets acquired on amalgamation in previous year	—	—	—	—
	3. Settlements	—	—	—	—
	4. Expected return on Plan Assets	15.14	19.22	—	—
	5. Contribution by Employer	5.00	—	—	—
	6. Actual Benefit Paid	43.03	61.51	—	—
	7. Actuarial Gains/(Losses)	(1.92)	(1.57)	—	—
	8. Plan Assets at the end of the year	137.95	162.76	—	—
	9. Actual Return on Plan Assets	13.22	17.65	—	—
V	Estimated amount of contribution in the immediate next year	11.11	99.26	63.55	97.99

(₹ in Lacs)

Sl. No	Particulars	Gratuity (Funded)		Leave Encashment (Non Funded)	
		FY 2013-14	FY 2012-13	FY 2013-14	FY 2012-13
VI	Major categories of plan assets (as percentage of total plan assets)				
	1. Funds Managed by Insurer	100%	100%	—	—
VII	Actuarial Assumptions:				
	1. Discount Rate	8.50%	8.50%	8.50%	8.50%
	2. Mortality Table (of IALM)	2006-08	2006-08	2006-08	2006-08
	3. Turnover Rate:				
	Up to 30 Years	2%	2%	2%	2%
	From 31 to 44 years	5%	5%	5%	5%
	Above 44 years	3%	3%	3%	3%
	4. Future Salary Increase	6%	6%	6%	6%
Particulars		31.03.2014	31.03.2013	31.03.2012	31.03.2011
Gratuity- Funded:					
a)	Present Value of Defined benefit obligation	376.48	297.46	267.90	205.55
b)	Fair value of Plan Assets	137.95	162.76	206.62	204.29
c)	Surplus/(Deficit) in the plan	(238.53)	(134.70)	(61.28)	(1.26)
d)	Experience gain/(loss) adjustments:				
	On Plan PBO	(19.29)	(3.07)	(5.34)	(42.35)
	On Plan Assets	1.92	(0.95)	18.42	6.77
Leave Encashment -Non Funded:					
a)	Present Value of Defined benefit obligation	255.52	222.02	179.64	155.25
b)	Fair value of Plan Assets	—	—	—	—
c)	Surplus/(Deficit) in the plan	(255.52)	(222.02)	(179.64)	(155.25)
d)	Experience gain/(loss) adjustments:				
	On Plan PBO	(40.00)	(12.33)	35.38	32.20
	On Plan Assets	—	—	—	—

Note 41

- (a) Pursuant to Revised Schedule-VI of the Companies Act and Guidance Note issued by the Institute of Chartered Accountants of India requiring recognition of MAT credit in the Books of Accounts, the MAT credit entitlement and Deferred Tax Liability (Net) has been recognised in the Books of Accounts from the financial year 2011-12.
- (b) As there is no taxable profit for the period up to 31st March, 2014, no income tax amount has been provided for the period up to 31st March, 2014. The MAT chargeable on book profit up to 31st March, 2014 has been treated as MAT credit entitlement. Further deferred tax assets of ₹629 Lacs has been created for the year ended 31st March, 2014.
- (c) Wealth Tax liability of ₹1Lac has been provided in Statement of Profit & Loss.

Note 42 Statutory Auditors' Remuneration:

Details of remuneration (including Service Tax) paid to Statutory Auditors' :

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
i For Audit Fee	40	40
ii For Tax Audit	4	4
iii For Certifications	3	3
iv For Reimbursement of Expenses	1	1
Total	48	48

Note 43

The Board of Directors of the Company in their meeting held on 1st March, 2014 considered and accepted the disinvestment of two of the Company's operating plants namely, 300 MW Jaypee Baspa Hydro Electric Plant (Baspa HEP) and 1000 MW Jaypee Karcham Wangtoo Hydro Electric Plant (Karcham HEP) subject to requisite statutory and regulatory approvals. The disinvestment is proposed to be by way of hiving off of the aforesaid plants into two separate wholly owned subsidiaries namely Himachal Baspa Power Company Limited and Himachal Karcham Power Company Limited through a Scheme of Arrangement to be sanctioned by Hon'ble High Court of Himachal Pradesh with ultimate transfer of ownership of the said subsidiaries to the purchasers, viz Consortium led by TAQA India Power Ventures Private Limited (an indirectly owned and controlled subsidiary of Abu Dhabi National Energy Company PJSC), INDO-INFRA INC. (a large institutional Canadian investor) and India Infrastructure Fund-II (acting through IDFC Alternatives Limited). The company will use the proceeds from disinvestment to retire its debts as well as to fund the equity required for implementing its thermal power projects.

The carrying amount of the assets of Baspa HEP and Karcham HEP were ₹1,65,342 Lacs (Previous year-₹1,83,776 Lacs) and ₹6,64,353 Lacs (Previous year-₹6,91,023 Lacs) respectively and its liabilities were ₹90,132 Lacs (Previous year-₹96,163 Lacs) and ₹5,80,879 Lacs (Previous year-₹5,47,054 Lacs) respectively. The following statement shows the revenue and expense of continuing and discontinuing operations.

Rs. in Lacs

Particulars	Continuing Operations		Discontinuing Operations				Total	
	(JPVL)		Baspa HEP		Karcham HEP			
	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013
i Turnover	117,899	66,429	31,997	32,747	124,153	129,904	274,049	229,080
ii Operating Expenses	71,680	36,417	8,298	7,714	47,959	37,629	127,937	81,760
iii Impairment Loss	—	—	—	—	—	—	—	—
iv Pretax profit from operating activities	46,219	30,012	23,699	25,033	76,194	92,275	146,112	147,320
v Financing Expenses	67,263	36,212	8,093	9,335	69,412	66,862	144,768	112,409
vi Profit (Loss) before tax	(21,044)	(6,200)	15,606	15,698	6,782	25,413	1,344	34,911
vii Income tax expense	(2,192)	(3,196)	495	1,646	1,068	3,546	(629)	1,996
viii Profit (Loss) from operating activities after tax	(18,852)	(3,004)	15,111	14,052	5,714	21,867	1,973	32,915

As the Scheme of Arrangement for disinvestment is yet to be approved by Hon'ble High Court at Shimla, the Liabilities and Assets for Units to be disinvested have been shown in the way, as they would have appeared in normal course of Business i.e Non-Current and Current.

Note 44

Due to natural calamity in Uttarakhand, energy generation of 400 MW Jaypee Vishnuprayag H.E. Plant was suspended w.e.f. 16th June, 2013. Restoration and associated works including clearing of debris has since been completed and the Plant has commenced energy generation from 12th April, 2014. The H.E.Plant was adequately insured including all risks with Business Interruption provisions. Company has received interim insurance claim amount of ₹25 crores (approx.) which has been used for restoration work. Commercial aspects of this Force Majeure event are under process, in accordance with Power Purchase Agreement with Uttar Pradesh Power Corporation Limited (UPPCL).

Note 45

A Power Purchase Agreement (PPA) for sale of power from the Karcham Wangtoo HEP to Power Trading Corporation of India Limited (PTC) was executed on 21st March 2006 by erstwhile Jaypee Karcham Hydro Corporation Limited (since merged with the Company) for a term of 35 years, which was declared void by the Company in the year 2009 and disputed by PTC resulting in continued litigation at different levels. Subsequently the Company and the PTC mutually considered it prudent to end the dispute and accordingly after a series of discussions, a Settlement Agreement was executed between the Company and PTC on 5th August 2013 for restoration of the PPA and supply of power by the Company to PTC. Consequently legal cases filed either by PTC or the Company have been withdrawn and a Petition for determination of tariff has been filed by the Company before Central Electricity Regulatory Commission (CERC) on 3rd September 2013, which is under consideration of CERC. Since the Company and the PTC were keen on commencement of supply of power at the earliest and the process for determination of tariff by CERC was likely to take more time, the Company filed an application with CERC on 6th February 2014 for fixation of Provisional Tariff which is also under consideration of CERC and it is expected that the Provisional Tariff shall be fixed by CERC shortly. In the mean time the Company has commenced supply of part contracted power to PTC w.e.f. 1st May, 2014.

Note 46

- 900 Lacs Equity Shares of ₹10/- each fully paid (Previous Year 900 Lacs) held by the Company of Jaypee Powergrid Ltd. (Subsidiary Company) are pledged with Security Trustees, IDBI Trusteeship Services Ltd., as collateral security for the financial assistance granted by lenders to Jaypee Powergrid Ltd.
- 8864.77 Lacs Equity Shares of ₹10/- each fully paid (Previous Year 7,844.77 Lacs) held by the Company of Prayagraj Power Generation Co. Ltd. (Subsidiary Company) are pledged with Security Trustees, SBI Cap Trusteeship Services Ltd., as collateral security for the financial assistance granted by lenders to Prayagraj Power Generation Co. Ltd.

Note 47

- (a) The Company has presently one operative segment i.e. Generation of Power. The Company has commenced construction of Cement Grinding Unit at Jaypee Nigrie Super Thermal Power Plant, for gainful utilisation of dry fly ash and as mandated by Ministry of Environment and Forests. Accordingly, now the Company has two segments, Power Generation and Cement. As total assets employed in Cement Grinding Unit are less than 10% of the total assets of the Company, therefore, separate segment reporting is not applicable.
- (b) The operations of the Company are carried within the similar economic and political conditions, having similar kind of risk, therefore geographical segments are not applicable.

Note 48

In terms of 'Accounting Standard (AS) 28', the assets are not impaired because the recoverable amount of fixed assets collectively determined by the present value of estimated future cash flows is higher than its carrying value.

Note 49

All the figures have been rounded off to the nearest rupees in lacs.

Note 50

Previous Year's figures have been regrouped/re-arranged, wherever considered necessary to make them conform to the figures for the current year.

For and on behalf of the Board

For R. NAGPAL ASSOCIATES
Chartered Accountants

Firm Registration No. 002626N

R. Nagpal
Partner
M.No.81594

R.K. Narang
Director

Suren Jain
Managing Director & CFO

Sunil Kumar Sharma
Vice Chairman & CEO

Place : Noida
Date : 17th May, 2014

R.K. Porwal
Sr. General Manager (F&A)

Y.K.Sharma
Vice President (F&A)

M.M. Sibbal
Sr. General Manager &
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014		Figures as at the end of previous reporting period, March 31, 2013	
A. Cash flow from operating activities				
Profit before taxation		1,343		34,911
Add Back				
Depreciation and Amortization expenses	21,593		10,021	
Deferred Revenue on account of advance against depreciation	5,052		5,553	
Add: Finance costs	67,268	93,913	36,212	51,786
Deduct:				
Interest Income (Interest on bank deposits)	(499)		(814)	
Add: (Gain)/Loss on sale of Assets	—		—	
Interest Income (Interest on Arrears)	(32)		—	
Dividend Income	(2,664)	(3,195)	—	(814)
Other Income		(152)		(129)
Operating profit before working capital changes				
Changes in working Capital				
(Increase)/Decrease in Trade Receivables	5,469		(8,707)	
(Increase)/Decrease in Inventories	(1,839)		(8,257)	
(Increase)/Decrease in Long Term/Short Term Loans and Advances and others Current Assets excluding Capital advances	(5,420)		1,727	
Increase (Decrease) in Current Liabilities & Other Long Term Liabilities excluding Current Maturities of Long Term Debts and Capital Liabilities of Ongoing Projects	117,960		103,066	
Increase (Decrease) in Short Term and Long Term Provisions	(126)	116,044	97	87,926
Cash generated from Operations		207,953		173,680
Adjustments for :				
Income tax paid (net of refund)		(708)		(3,474)
Operating Cash Flows-Continuing Operations		207,245		170,206
Operating Cash Flows-Dis-Continuing Operations- Operation 1		(19,949)		20,506
Operating Cash Flows-Dis-Continuing Operations- Operation 2		34,474		(15,487)
Net cash inflow from operating activities-----'A'		221,770		175,225
B. Cash flow from Investing activities				
Outflow				
Investment in Fixed Assets/Capital Work in Progress	(244,154)		(461,102)	
Changes on Account of Capital Liabilities/Advances on Ongoing Projects	(22,835)	(266,989)	66,271	(394,831)
Investment in Subsidiary		(57,082)		(57,109)
Inflow				
Sale of Assets	3		1	
Interest and Dividend Income	3,194		1,374	
Other Income	152		129	
Investment in bank deposits having original maturity of more than three months	24,854	28,203	18,447	19,951
Cash Flows from Investing activities-Continuing Operations		(295,868)		(431,989)
Cash Flows from Investing activities-Dis-Continuing Operations-Unit 1		837		801
Cash Flows from Investing activities-Dis-Continuing Operations-Unit 2		(1,006)		1,190
Net cash used in investing activities-----'B'		(296,037)		(429,998)
C. Cash flow from Financing activities				
Inflow				
Increase in Long Term Borrowings & Current Maturities of Long Term debt-Net of repayment	210,642		232,708	
Issue Proceeds from Qualified Institutions Placement	—	210,642	95,007	327,715
Outflow				
Interest & financial charges paid	(82,674)		(43,922)	
Expenses on Qualified Institutions Placement	—	(82,674)	(2,140)	(46,062)
Cash Flows from Financing activities-Continuing Operations		127,968		281,653
Cash Flows from Financing activities -Dis-Continuing Operations- Unit - 1		(16,792)		(20,603)
Cash Flows from Financing activities -Dis-Continuing Operations- Unit - 2		(14,678)		(1,081)
Net cash in financing activities-----'C'		96,498		259,969
Net increase/(Decrease) in cash or cash equivalent for Continuing Business		39,345		19,870
Net increase/(Decrease) in cash or cash equivalent for dis-continuing Business - Unit 1		(35,904)		704
Net increase/(Decrease) in cash or cash equivalent for dis-continuing Business - Unit 2		18,790		(15,378)
Net increase/(Decrease) in cash or cash equivalent (A + B + C)		22,231		5,196
Cash & cash equivalent at the commencement of the period (Opening balance)		26,410		21,214
Cash & cash equivalent at the end of the period (closing balance)		48,641		26,410

1 The cash flow statement has been prepared under the indirect method as said out in the accounting standard (AS - 3) "Cash Flow Statement".

2 Unit-1 Refers to Baspa Project and Unit-II Refers to Karcham Project.

3 Previous Year's figures have been regrouped/re-arranged, wherever considered necessary to make them conform to the figures for the current year.

For and on behalf of the Board

For R. NAGPAL ASSOCIATES

Chartered Accountants

Firm Registration No. 002626N

R. Nagpal

Partner

M.No.81594

Place : Noida

Date : 17th May, 2014

R.K. Narang

Director

R.K. Porwal

Sr. General Manager (F&A)

Suren Jain

Managing Director & CFO

Y.K.Sharma

Vice President (F&A)

Sunil Kumar Sharma

Vice Chairman & CEO

M.M. Sibbal

Sr. General Manager & Company Secretary

ANNEXURE TO THE BALANCE SHEET AS AT 31ST MARCH 2014

Statement Pursuant to Section 212 of the Companies Act, 1956 relating to Company's Interest in the Subsidiary Company

S. No.	Name of Subsidiary Company	Sangam Power Generation Company Limited	Prayagraj Power Generation Company Limited	Jaypee Arunachal Power Limited	Jaypee Powergrid Limited	Jaypee Meghalaya Power Limited
		[A]	[B]	[C]	[D]	[E]
1	Financial Year of the Subsidiary Company ended on	31.03.2014	31.03.2014	31.03.2014	31.03.2014	31.03.2014
2	Number of Shares held by Jaiprakash Power Ventures Limited and its nominees in the Subsidiaries Companies at the end of the financial year of the subsidiary companies.					
	(i) Equity Shares of ₹10/- each - fully paid - up	551,977,200	1,878,189,800	200,000,000	222,000,000	8,360,000
	(ii) Preference Shares of ₹10/- each - fully paid - up	—	270,000,000	28,230,000	—	—
	(iii) Extent of holding	100%	93.50%	100%	74%	100%
	(iv) Share Application Money (₹in lacs)	—	20,000	—	—	—
3	Date from which it became Subsidiary Company	23.07.2009	23.07.2009	01.04.2009	30.01.2007	26.08.2010
4	The net aggregate of Profit/(Loss) of the Subsidiary Company as far as it concerns the members of the Holding Company: (₹in lacs)					
	(i) Not dealt with in the Holding Company's Accounts:					
	(a) For the Financial Year of the Subsidiary	—	—	—	1,398	—
	(b) For the Previous Financial Years since it became the Holding Company's Subsidiary	(7)	(6)	(225)	1,080	(2)
	(ii) Dealt with in the Holding Company's Accounts:					
	(a) For the Financial Year of the Subsidiary	—	—	—	—	—
	(b) For the Previous Financial Years since it became the Holding Company's Subsidiary	—	—	—	—	—
5	Changes in the interest of Jaiprakash Power Ventures Limited between the end of the Subsidiary's Financial Year and 31st March, 2012					
	— Number of Shares acquired	N.A	N.A	N.A	N.A	N.A
	— Material changes between the end of the Subsidiary's Financial Year and 31st March, 2013					
	(i) Fixed Assets (Net Addition) (Capital Work-in-Progress)	N.A	N.A	N.A	N.A	N.A
	(ii) Investments	N.A	N.A	N.A	N.A	N.A
	(iii) Moneys lent by the Subsidiary	N.A	N.A	N.A	N.A	N.A
	(iv) Moneys borrowed by the Subsidiary Company other than for meeting Current Liabilities	N.A	N.A	N.A	N.A	N.A

Note : All subsidiaries are in implementation stage.

For and on behalf of the Board

For R. NAGPAL ASSOCIATES

Chartered Accountants

Firm Registration No. 002626N

Manoj Gaur

Chairman

R. Nagpal

Partner

M.No.81594

R.K. Narang

Director

Suren Jain

Managing Director & CFO

Sunil Kumar Sharma

Vice Chairman & CEO

Place : Noida

Date : 17th May, 2014

R.K. Porwal

Sr. General Manager (F&A)

Y.K.Sharma

Vice President (F&A)

M.M. Sibbal

Sr. General Manager & Company Secretary

INDEPENDENT AUDITOR'S REPORT TO THE BOARD OF DIRECTORS OF JAIPRAKASH POWER VENTURES LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS OF JAIPRAKASH POWER VENTURES LIMITED AND ITS SUBSIDIARIES

The Board of Directors

JAIPRAKASH POWER VENTURES LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated Financial Statements of JAIPRAKASH POWER VENTURES LIMITED and its subsidiaries, which comprise the consolidated balance sheet as at 31st March, 2014, and the Consolidated Statement of Profit & Loss and the Consolidated Cash Flow Statement for the year ended and as summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-Section (3C) of Section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the 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 financial statements based on our audit. We conducted our audit in accordance with standards on auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amount and disclosures in the financial statements. The procedure selected depend on the auditor's judgement including the assessment of the risk of material misstatements of the financial statements, whether due to fraud and error. In making those risk assessment, the auditor consider internal control relevant to the companies preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in

the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We did not audit the financial statements of certain subsidiaries, whose financial statements reflect total assets of ₹11,67,659 Lacs as at 31st March 2014, total revenue of ₹19,994 Lacs and total Net Negative cash flow amounting to ₹24,990 Lacs for the year then ended. These financial statements and other financial information have been audited by other auditors whose report has been furnished to us. Our opinion is based solely on the report of the other auditors.

We report that the consolidated financial statements have been prepared by JAIPRAKASH POWER VENTURES LIMITED'S management in accordance with the requirements of Accounting Standards (AS) 21, 'Consolidated Financial Statements', and Accounting Standards (AS) 23, Accounting for Investments in Associates in 'Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of **JAIPRAKASH POWER VENTURES LIMITED** and its subsidiaries as at 31st March, 2014.
- (b) in the case of the Consolidated Statement of Profit & Loss, of the profit of **JAIPRAKASH POWER VENTURES LIMITED** and its subsidiaries for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of **JAIPRAKASH POWER VENTURES LIMITED** and its subsidiaries for the year ended on that date.

For **R. NAGPAL ASSOCIATES**
Chartered Accountants
Firm Registration No.002626N

Place : NOIDA
Dated : 17th May, 2014

CA R.NAGPAL
Partner
M.No.081594

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014

(₹ in Lacs)

Particulars	Note No.	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	3	293,800	293,800
(b) Reserves and Surplus	4	340,705	352,222
(2) Minority Interest		–	–
(a) Share Capital		41,800	17,800
(b) Reserves and Surplus		628	644
(3) Share application money pending allotment		–	–
(4) Deferred Revenue	5	56,266	48,716
(5) Non Current Liabilities			
(a) Long-term borrowings	6	2,427,461	2,074,824
(b) Deferred tax liabilities	7	17,850	17,428
(c) Other Long-term liabilities	8	43,232	29,849
(d) Long-term provisions	9	25,359	44,657
(6) Current Liabilities			
(a) Short-term borrowings	10	19,031	24,007
(b) Trade payables	11	102,635	169,078
(c) Other current liabilities	12	424,037	223,375
(d) Short-term provisions	13	30,029	17,876
TOTAL		3,822,833	3,314,276
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	14		
(i) Tangible assets	14 A	1,352,882	1,234,112
(ii) Intangible assets	14 B	–	–
(iii) Capital work-in-progress	14 C	1,963,056	1,512,362
(iv) Intangible assets under development		–	–
(b) Non-current investments	15	198,604	198,594
(c) Deferred tax assets		–	–
(d) Long-term loans and advances	16	98,805	141,219
(e) Other non-current assets	17	15,145	4,220
(2) Current assets			
(a) Current investments		–	–
(b) Inventories	18	16,061	13,662
(c) Trade receivables	19	29,183	52,273
(d) Cash and bank balances	20	62,182	89,972
(e) Short-term loans and advances	21	82,683	62,974
(f) Other current assets	22	4,232	4,888
TOTAL		3,822,833	3,314,276

Summary of significant accounting policies 2
The note nos. 1 to 50 are integral part of the financial statements

For and on behalf of the Board

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

FOR R. NAGPAL ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 002626N

Manoj Gaur
Chairman

R. NAGPAL
Partner
M.No. 81594

R.K. Narang
Director

Suren Jain
Managing Director & CFO

Sunil Kumar Sharma
Vice Chairman & CEO

Place: Noida
Dated: 17th May, 2014

R.K. Porwal
Sr. General Manager (F & A)

Y. K. Sharma
Vice President (F & A)

M.M. Sibbal
Sr. General Manager & Company Secretary

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	Note No.	Figures for the current reporting period, March 31, 2014	Figures for the previous reporting period, March 31, 2013
I. Revenue from operations	23	287,439	245,867
II. Other Income	24	3,913	3,835
III. Total Revenue (I + II)		291,352	249,702
IV. Expenses :			
Cost of operation and maintenance	25	70,203	39,081
Purchase of Stock-in-trade		-	-
Changes in inventories of finished goods work-in-progress and stock-in-trade		-	-
Employee benefits expense	26	7,645	6,004
Finance costs	27	152,376	121,258
Depreciation and amortization expense	28	49,905	37,649
Other expenses	29	6,109	4,934
Total expenses		286,238	208,926
V. Profit before minority interest, exceptional and extraordinary items and tax (III -IV)		5,114	40,776
VI. Exceptional items			
Prior Period Expenses		8	-
VII. Profit before minority interest, extraordinary items and tax (V -VI)		5,106	40,776
VIII. Extraordinary items		-	-
IX. Profit before tax and minority interest (VII - VIII)		5,106	40,776
X. Tax Expense :			
(i) Current tax (MAT)		1,634	8,160
Less : MAT credit entitlement		1,634	8,160
Net Current Tax		-	-
(ii) Previous Year - Written Off		-	7
(iii) Deferred tax charge/(reversal)		422	5,004
XI. Profit/(loss) before minority interest (IX-X)		4,684	35,765
XII. Profit/(loss) from continuing operations		(17,282)	(336)
XIII. Tax expense of continuing operations		(1,141)	(182)
XIV. Profit/(loss) from continuing operations (after tax) (XII-XIII)		(16,141)	(154)
XV. Profit/(loss) from discontinuing operations		22,388	41,111
XVI. Tax expense of discontinuing operations		1,563	5,192
XVII. Profit/(loss) from discontinuing operations (after tax) (XV-XVI)		20,825	35,919
XVIII. Profit/(loss) for the period before minority interest (XIV + XVII)		4,684	35,765
XIX. Minority Interest		1,398	644
XX. Profit/(loss) for the period (XI - XII)		3,286	35,121
XXI. Earnings per equity share :			
Before Extraordinary items			
(i) Basic		0.11	1.32
(ii) Diluted		0.11	1.30
After Extraordinary items			
(i) Basic		0.11	1.32
(ii) Diluted		0.11	1.30

Accounting Policies and Notes to the Accounts 2
The note nos. 1 to 50 are integral part of the financial statements

For and on behalf of the Board

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

FOR R. NAGPAL ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 002626N

Manoj Gaur
Chairman

R. NAGPAL
Partner
M.No. 81594

R.K. Narang
Director

Suren Jain
Managing Director & CFO

Sunil Kumar Sharma
Vice Chairman & CEO

Place: Noida
Dated: 17th May, 2014

R.K. Porwal
Sr. General Manager (F & A)

Y. K. Sharma
Vice President (F & A)

M.M. Sibbal
Sr. General Manager & Company Secretary

Consolidated Notes to the financial statements for the year ended March 31, 2014**Note 1 Basis of Preparation of Financial Statements**

The financial statements are based on the historical cost convention in accordance with Generally Accepted Accounting Principles (GAAP), comprising of mandatory Accounting Standard notified in Section 211 (3C) and other provisions of the Companies Act, 1956 read together with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. The accounts are prepared on the historical cost basis and on the principles of going concern.

Note 2 Summary of significant accounting policies**(a) Basis of Preparation of Consolidated Financial Statements**

- (i) The Consolidated Financial Statements are prepared in accordance with Accounting Standards AS-21 on Consolidated Financial Statements, AS-23 on Accounting for Investment in Associates in Consolidated Financial Statements and AS-27 on Financial Reporting of Interests in Joint Ventures.
- (ii) The financial statements of the Subsidiary Companies used in the consolidation are drawn up to the same reporting date, as that of the Parent Company, Jaiprakash Power Ventures Limited (JPVL).
- (iii) The accounts are prepared on the historical cost basis and on the principles of a going concern.
- (iv) Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.

(b) Principles of Consolidation

- (i) The financial statements of JPVL and its subsidiaries are consolidated on a line-by-line basis, by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-company balances, intra-company transactions and unrealised profits/losses.
- (ii) The financial statements of JPVL and its subsidiaries are consolidated using uniform accounting policies for like transactions and other events in similar circumstances.
- (iii) The difference between the cost to JPVL of its investments in each of the subsidiaries over its equity in the respective subsidiary, on the acquisition date, is recognized in the financial statement as Goodwill or Capital Reserve, as the case may be. Goodwill is amortised over a period of ten years.

(c) Revenue Recognition

- (i) **(a) 300 MW Jaypee Baspa HEP** : Revenue from sale of electrical energy is accounted for on the basis of billing to Himachal Pradesh State Electricity Board (HPSEB) as per Tariff approved by Himachal Pradesh Electricity Regulatory Commission (HPERC) in accordance with the provisions of Power Purchase Agreement dated 4th June, 1997, Amendment No.1 dated 07.01.1998 executed between the Company and HPSEB.
- (b) 400 MW Jaypee Vishnuprayag HEP** : Revenue from sale of electrical energy is accounted for on the basis of billing to Uttar Pradesh Power Corporation Limited (UPPCL) as

per Tariff approved by Uttar Pradesh Electricity Regulatory Commission (UPERC) in accordance with the provisions of Power Purchase Agreement dated 16.01.2007, executed between the Company and UPPCL.

- (c) 1000 MW Jaypee Karcham Wangtoo HEP** : Revenue from sale of electrical energy is accounted for on the basis of sale to various buyers as per short term/medium term Power Purchase Agreements executed with them and through Power Exchange.

- (d) 500 MW Jaypee Bina Thermal power Plant**: Revenue from sale of electrical energy is accounted for on the basis of, billing to Madhya Pradesh Power Management Company Limited (MPPMCL) as per Tariff approved by Madhya Pradesh Electricity Regulatory Commission in accordance with the provisions of Power Purchase Agreement dated 05.01.2011, executed between the Company and MPPMCL to the extent of 70% and balance on merchant basis.

- (ii) Revenue from sale of Verified Emission Reductions (VERs) is accounted for on receipt basis.
- (iii) Insurance claims are accounted for on receipt basis or as acknowledged by the Insurance company.
- (iv) Other Income and cost/ expenditure are accounted for on accrual basis as they are earned or incurred.
- (v) Advance against depreciation claimed/ to be claimed as part of tariff in terms of PPA during the currency of loans to facilitate repayment installments is treated as 'Deferred Revenue'. Such Deferred Revenue shall be included in Sales in subsequent years.

(d) Fixed Assets

Fixed Assets are stated at Cost of acquisition or construction inclusive of freight, erection & commissioning charges, duties and taxes, expenditure during construction period, Interest on borrowings, financing cost and foreign exchange loss/gain, up to the date of commissioning.

(e) Depreciation

- (i) Premium on Leasehold Land is amortised over the period of lease.
- (ii) **(a) 300 MW Jaypee Baspa HEP** : Depreciation has been provided @2.71% p.a. on straight line method on Hydro Electric Works w.e.f. 24.5.2003 as approved by the Ministry of Corporate Affairs, Government of India in exercise of the powers conferred under Section 205 (2) (c) of the Companies Act, 1956 vide their letter no. 45/1/2006-CL-III dated 26.6.2006.
- (b) 400 MW Jaypee Vishnuprayag HEP** : Depreciation has been provided @2.71% p.a. on straight line method on Hydro Electric Works w.e.f. 17.06.2006 as approved by the Ministry of Corporate Affairs, Government of India in exercise of the powers conferred under Section 205 (2) (c) of the Companies Act, 1956 vide their letter no. 45/7/2006-CL-III dated 03.05.2007.
- (c) 1000 MW Jaypee Karcham Wangtoo HEP** : Depreciation has been provided @ 2.57% p.a. on straight line method on

Hydro Electric Works w.e.f. 01.04.2011 as approved by the Ministry of Corporate Affairs, Government of India in exercise of the powers conferred under Section 205 (2) (c) of the Companies Act, 1956 vide their letter no. 45/6/2011-CL-III dated 09.08.2011.

(iii) Fixed Assets other than Hydro Electric Works including Bina Thermal Power Plant are depreciated as per straight-line method at the rates specified in Schedule XIV to the Companies Act, 1956.

(iv) Depreciation on Assets of the Rs. 5,000 or less is provided at 100% irrespective of the actual period of use.

(f) Expenditure during Construction Period

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

(g) Foreign Currency Transactions

(i) Transactions in Foreign Currency are recorded in the Books of Accounts in Indian Currency at the rate of exchange prevailing on the date of transaction.

(ii) All loans and deferred credits repayable in Foreign Currency and outstanding at the close of the year are expressed in Indian Currency at the rate of exchange prevailing on the date of the Balance Sheet.

(iii) Foreign Exchange gain/loss is being adjusted against the cost of assets in terms of the amendment to Accounting Standard (AS-11) issued vide Notification dated 31st March, 2009 and revised Notification dated 29th December, 2011 by Ministry of Corporate Affairs, Govt. of India.

(h) Investments

Investments are stated at Cost and where there is permanent diminution in the value of Investments a provision is made wherever applicable. Dividend will be accounted for as and when the Company has a right to receive the same on or before the Balance Sheet date.

(i) Inventories

(a) Inventories of Stores & Spares are valued on the basis of Weighted Average Cost Method.

(b) Material-in-transit is valued at cost.

(j) Retirement and other Employees Benefits

(a) Provident Fund and Pension contribution as a percentage of salary/wages as per provisions of Employees Provident Funds and Miscellaneous Provisions Act, 1952.

(b) Gratuity and Leave Encashment is defined benefit obligation. The liability is provided for on the basis on Projected Unit Credit Method adopted in the actuarial valuation made at the end of each financial year.

(k) Borrowing Costs

Borrowing costs attributable to the procurement/construction of fixed assets are capitalised as part of the cost of the respective assets up to the date of commissioning. Other borrowing costs are recognized as expense during the year in which they are incurred.

(l) Taxes on Income

Provision for current tax is being made after taking into consideration benefits admissible to the Company under the provisions of the Income Tax Act, 1961.

Deferred Tax Liability, if any is computed as per in accordance with Accounting Standard [AS-22]. Deferred Tax Asset and Deferred Tax Liability are computed by applying rates and tax laws that have been enacted up to the Balance Sheet date.

(m) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degrees of estimation in measurement are recognized when there is a present obligation as a result of past events and if are probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

(n) Earnings Per Share

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

(o) Impairment of Assets

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

Reversal of impairment loss is recognised immediately as income in the profit and loss account.

(p) Intangible Assets

Intangible assets are stated at cost of acquisition less accumulated amortisation on straight line basis from the date the assets are put for commercial use.

(q) Premium on Redemption of Debentures

Premium paid/payable on Redemption of Debentures are adjusted against Securities premium reserve/Surplus.

(r) Segment Reporting

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

Note 3 - Share Capital

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014		Figures as at the end of previous reporting period, March 31, 2013	
	Number	₹	Number	₹
Authorised				
Equity shares of ₹ 10/- each	8,300,000,000	830,000	8,300,000,000	830,000
Preference shares of ₹ 100/- each	300,000,000	300,000	300,000,000	300,000
Total		1,130,000		1,130,000
Issued, Subscribed & Paid up				
Equity shares of ₹ 10/- each	2,938,003,084	293,800	2,938,003,084	293,800
Total	2,938,003,084	293,800	2,938,003,084	293,800

Note 3.1 - Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014		Figures as at the end of previous reporting period, March 31, 2013	
	Equity Shares		Equity Shares	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	2,938,003,084	293,800	2,624,757,123	262,476
Shares issued during the year	—	—	313,245,961	31,324
Shares brought back during the year	—	—	—	—
Shares outstanding at the end of the year	2,938,003,084	293,800	2,938,003,084	293,800

Note 3.2 - The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital

The Company has issued only one class of equity shares having a par value of ₹10/- per share which rank pari-passu in all respects including voting rights and entitlement to dividend.

In the event of liquidation, each share carry equal rights and will be entitled to receive equal amount per share out of the remaining amount available with the Company after making preferential payments.

The Authorised Share Capital provides for Preference Share at a par value of ₹ 100/- each. The Company has so far not issued any Preference Share.

Note 3.3 - Equity Shares in respect of each class in the Company held by its holding company or its ultimate holding company including shares held by or by subsidiaries or associates of the holding company or the ultimate holding company in aggregate

1,78,30,00,600 Equity shares are held by Jaiprakash Associates Limited, the holding company.

12,56,47,637 Equity shares are held by Jaypee Infra Ventures (A Private Company with unlimited liability), associate company of Jaiprakash Associates Limited.

Note 3.4 - Equity Shares in the Company held by each shareholder holding more than 5 percent shares specifying the number of shares held

Name of Shareholder	Figures as at the end of current reporting period, March 31, 2014		Figures as at the end of previous reporting period, March 31, 2013	
	No. of equity shares held	% of holding	No. of equity shares held	% of holding
Jaiprakash Associates Limited	1,783,000,600	60.687	1,783,000,600	60.687
JPVL Trust	344,076,923	11.711	344,076,923	11.711

Note 3.5 - Equity shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestments, including terms and amounts

The Company had issued 2,000 Nos. 5% Foreign Currency Convertible Bonds (FCCB) of US\$ 1 Lac each aggregating to US\$ 2,000 Lacs at par on 12.02.2010. These Bonds are convertible at the option of the bond-holders into equity shares of ₹10/- each fully paid up at the conversion price of ₹85.8139 per share, subject to the terms of issue with a fixed exchange rate of ₹46.14 equal to US\$ 1 at any time on or after 25.03.2010 and prior to the close of business on 06.02.2015.

No conversion has taken place upto 31st March, 2014.

The bonds are redeemable at maturity on 13.02.2015 at a YTM of 7% p.a. inclusive of coupon rate of 5% p.a. [value as on 31.03.2014 in US\$ 1.08 Lacs (Previous Year US\$1.06 Lacs) for a principal amount of US\$ 1 Lac each]. A reserve aggregating to ₹9997 Lacs up to 31.03.2014 (Previous Year ₹6,875 Lacs) has been created for the redemption premium.

No shares have been reserved for issue under options and contracts/commitments for the sale of shares/disinvestments.

Note 3.6 - Aggregate number and class of equity shares allotted as fully paidup pursuant to contract without payment being received in cash, allotment by way of bonus shares or shares bought back

Particulars	Year (Aggregate No. of shares)			
	2013-14	2012-13	2011-12	2010-11
Equity Shares	1,604,679,600	1,604,679,600	1,604,679,600	1,604,679,600
Fully paid up equity shares allotted for consideration other than cash in terms of Scheme of Amalgamation of erstwhile Jaiprakash Power Ventures Limited with Jaiprakash Hydro-Power Limited (renamed as Jaiprakash Power Ventures Limited) w.e.f 01.04.2009 (the appointed date), as sanctioned by Hon'ble High Court of Himachal Pradesh at Shimla vide Order dated 14.12.2009, effective from 14.12.2009.				
Fully paid up equity shares allotted for consideration other than cash in terms of Scheme of Amalgamation of erstwhile Jaypee Karcham Hydro Corporation Limited and Bina Power Supply Company Limited with Jaiprakash Power Ventures Limited w.e.f 01.04.2010 (the appointed date), as sanctioned by Hon'ble High Court of Himachal Pradesh at Shimla vide Order dated 25.07.2011, effective from 26.07.2011. (In financial year 2010-11, these shares were in Share Suspense Account).	529,076,923	529,076,923	529,076,923	—
Fully paid up by way of bonus shares	—	—	—	—
Shares bought back	—	—	—	—

Note 3.7 - Terms of any securities convertible into equity/preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014		Figures as at the end of previous reporting period, March 31, 2013	
	Number	₹	Number	₹
5% Foreign Currency Convertible Bonds (FCCB)	107,535,026	10,754	107,535,026	10,754
(Number of Equity shares and Share Capital amount, which could be allotted to Foreign Currency Bond Holders assuming Bond holders exercise the conversion option of Bonds into Equity Shares.)				

The Company had issued 2,000 Nos. 5% Foreign Currency Convertible Bonds (FCCB) of US\$ 1 Lac each aggregating to US\$ 2,000 Lacs at par on 12.02.2010. These Bonds are convertible at the option of the bond-holders into equity shares of ₹10/- each fully paid up at the conversion price of ₹85.8139 per share, subject to the terms of issue with a fixed exchange rate of ₹46.14 equal to US\$ 1 at any time on or after 25.03.2010 and prior to the close of business on 06.02.2015.

Note 3.8 - Calls unpaid (showing aggregate value of calls unpaid by directors and officers)

There are no unpaid calls on shares including from directors and officers of the Company.

Note 3.9 - Forfeited shares (amount originally paid up)

The Company has not forfeited any shares.

Note 4 - Reserves and Surplus

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014		Figures as at the end of previous reporting period, March 31, 2013	
1. Securities Premium Reserve				
Opening Balance	33,700		—	
Add : Addition during the year	—		63,684	
Add : Provision for expenses reversed during the year	53		—	
Less : Transfer to provision for Premium on Redemption of Debentures	13,494		27,844	
Less : Expenses incurred on Qualified Institution Placement of shares	—	20,259	2,140	33,700
2. Debenture Redemption Reserve				
Opening Balance	30,573		55,505	
Add : Provisions for the year	7,141		10,191	
Less : Transfer to surplus on redemption of debentures	9,150	28,564	35,123	30,573
3. General Reserve				
Opening Balance	4,785		4,785	
Add : Addition during the year	403	5,188	—	4,785
4. Capital Reserve on Amalgamation				
Opening Balance	134,411		134,411	
Add : Addition during the year	—	134,411	—	134,411

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014		Figures as at the end of previous reporting period, March 31, 2013	
5. Reserve for Premium on Foreign Currency Convertible Bonds				
Opening Balance	6,875		3,935	
Add : Provisions for the year	3,122	9,997	2,940	6,875
6. Surplus				
Opening Balance	142,522		84,765	
Add : Profit after tax during the year	4,684		35,765	
Add : Debenture Redemption Reserve Written Back	9,150		35,123	
Less : Provision transferred to general Reserve Account	403		—	
Less : Interim Dividend	936		—	
Less : Dividend tax on Interim Dividend	612		—	
Less : Proposed Final Dividend	1,050		—	
Less : Dividend tax on Proposed Final Dividend	178		—	
Less : Debenture Redemption Reserve for the year	7,141		10,191	
Less : Reserve for Premium on Foreign Currency Convertible Bonds	3,122	142,914	2,940	142,522
		341,333		352,866
Less : Minority Share holders interest in Reserve and Surplus		628		644
Total		340,705		352,222

Note 5 Deferred Revenue

Advance against depreciation				
Opening Balance	48,716		39,207	
Addition during the year	7,550	56,266	9,509	48,716

As per accounting policy, the advance against depreciation amounting to ₹7,550 Lacs (Previous Year ₹9,509 Lacs) has been treated as Deferred Revenue.

Non Current Liabilities

Note 6 Long-term borrowings

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014		Figures as at the end of previous reporting period, March 31, 2013	
"A" Secured Loans				
Bonds/Debentures				
Redeemable Non-Convertible Debentures	24,513		73,685	
Term Loans				
Rupee Loan				
— from Financial Institutions	576,461		202,400	

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
– from Banks	1,741,445	1,609,307
Foreign Currency Loan		
– from Banks	79,897	71,401
– from Financial Institutions	4,195	5,497
Working Capital - From Banks	2,401,998	1,888,605
From other parties	–	–
Foreign Currency - Buyers' Credit	450	2,274
Total "A"	2,426,961	1,964,564
"B" Unsecured Loans		
– Foreign Currency Convertible Bonds	–	109,760
<u>Others</u>		
Govt. of Uttarakhand	500	500
Total "B"	500	110,260
Total "A + B"	2,427,461	2,074,824

Note 7 - Deferred Tax Liabilities (Net)

Deferred tax liability		
On account of depreciation	35,437	28,775
Total 'A'	35,437	28,775
Deferred tax assets		
On account of unabsorbed loss	17,375	11,190
On account of employee benefits	212	157
Total 'B'	17,587	11,347
Total 'A - B'	17,850	17,428

Note 8 - Other Long Term Liabilities

Trade Payables (see note no. 33)	43,232	29,821
Others	–	28
Total	43,232	29,849

Note 9 - Long Term Provisions

a) Provision for employee benefits			
Gratuity	265	89	
Leave Encashment	268	157	246
b) Others			
Wealth Tax	3	3	
Income Tax	10,808	14,397	
Premium on redemption of debentures	14,015	30,011	44,411
Total	25,359	44,657	

Current Liabilities
Note 10 - Short-term borrowings

Secured Loans		
Rupee Loan		
Working Capital - From Banks	19,031	24,007
Total	19,031	24,007

Note 11 - Trade Payables

Trade Payables (see note no.33)	102,562	169,036
Others (PF Payable)	73	42
Total	102,635	169,078

Note 12 - Other Current Liabilities

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
i) Current maturities of long-term debt		
"A" Secured Loans		
Bonds/Debentures		
Redeemable Non-Convertible Debentures	49,172	24,573
Term Loans		
– from Financial Institutions	3,941	48,068
– from Banks	120,730	105,217
Foreign Currency Loan		
– from Banks	4,558	144
– from Financial Institutions	1,864	1,691
From other parties	131,093	155,120
Foreign Currency - Buyers' Credit	2,057	1,866
Working Capital Term Loan		
– from Banks	–	600
"B" Unsecured Loans		
a) Govt. of Uttarakhand	500	500
b) Financial Institutions	–	20,000
c) Foreign Currency Convertible Bonds	120,980	–
ii) Interest accrued but not due on borrowings	2,057	3,533
iii) Investors' Education & Protection Fund :		
(Appropriate amount shall be transferred to Investors' Education & Protection Fund, if and when due)		
– Unclaimed Dividend	178	178
iv) Other payables	118,000	17,005
Total	424,037	223,375

Note 13 - Short Term Provisions

a) Provision for employee benefits			
Gratuity	4	59	
Leave Encashment	25	79	
Bonus & Incentive	226	128	266
b) Others			
Income Tax	1,636	8,159	
Wealth Tax	1	1	
Proposed Final Dividend	1,050	–	
Tax on Proposed Final Dividend	178	–	
Premium on redemption of debentures	26,909	9,450	17,610
Total	30,029	17,876	

Note 14 - Fixed Assets

Note 14A - Tangible Assets

(₹ in Lacs)

S. No.	Particulars	GROSS CARRYING AMOUNT					DEPRECIATION/AMORTIZATION					NET CARRYING AMOUNT	
		As on 1.04.2013	Additions during the Year	Disposals during the Year	Other Adjustments	As on 31.03.2014	Upto 31.03.2013	For the Year	Disposals during the Year	Other Adjustments	Upto 31.03.2014	As on 31.03.2014	As on 31.03.2013
1	Goodwill on Consolidation	19	—	—	—	19	7	2	—	—	9	10	12
2	Land												
	Lease Hold	4,180	—	—	—	4,180	914	219	—	—	1,133	3,047	3,266
	Free Hold	18,774	890	—	—	19,664	—	—	—	—	—	19,664	18,774
3	Buildings	48,937	11,336	—	—	60,273	2,744	1,161	—	—	3,905	56,368	46,193
4	Plant & Machinery	1,279,409	155,686	327	1,119	1,435,887	115,885	48,636	—	—	164,521	1,271,366	1,163,524
5	Furniture & Fixture	704	127	1	—	830	264	109	—	—	373	457	440
6	Vehicles	1,268	42	4	—	1,306	420	111	4	—	527	779	848
7	Office Equipments	1,352	235	—	—	1,587	297	99	—	—	396	1,191	1,055
	Total	1,354,643	168,316	332	1,119	1,523,746	120,531	50,337	4	—	170,864	1,352,882	1,234,112
	PREVIOUS YEAR	1,068,498	285,233	10	922	1,354,643	82,497	38,044	10	—	120,531	1,234,112	

Note :

- Depreciation on Assets of Projects under implementation amounting to ₹432 Lacs (Previous Year 396 Lacs) has been charged to Pre-operative Expenses of New Projects pending Capitalisation.
- Other adjustment is on account of exchange fluctuation (profit)/loss on the valuation of Foreign Currency Loans for the purchase of Plant & Machinery at the exchange rate prevailing on the date of Balance Sheet.

Note 14 B - Intangible Assets

S. No.	Particulars	GROSS CARRYING AMOUNT					DEPRECIATION/AMORTIZATION					NET CARRYING AMOUNT	
		As on 1.04.2013	Additions during the Year	Disposals during the Year	Other Adjustments	As on 31.03.2014	Upto 31.03.2013	For the Year	Disposals during the Year	Other Adjustments	Upto 31.03.2014	As on 31.03.2014	As on 31.03.2013
1	Intangible Assets-Computer Software	3	—	—	—	3	3	—	—	—	3	—	—
	Total	3	—	—	—	3	3	—	—	—	3	—	—
	PREVIOUS YEAR	3	—	—	—	3	3	—	—	—	3	—	

Note 14 C - Capital work in progress and Incidental expenditure during construction pending allocation

(₹ in Lacs)

Sl. No.	Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
A.	Direct cost of project under construction		
	Opening Balance	1,234,449	734,866
	Add : Addition during the year	419,102	703,608
	Less : Capitalisation during the year	123,667	204,025
	Balance Capital Work in Progress (A)	1,529,884	1,234,449
B.	Incidental Expenditure During Construction pending allocation		
	Opening Balance	277,913	221,667
	Add : Addition during the year		
	Employee Benefit Expense		
	Salary, Wages, Bonus and other benefit	2,245	2,680
	Contribution to Provident and Other Funds	80	65
	Gratuity	9	8
	Staff Welfare Expenses	166	196
	Directors' Remuneration	96	—
	Finance Costs		
	Interest on Loans	154,057	111,079
	Front end fee and other charges	6,636	386
	Depreciation and amortization expenses	432	396

Sl. No.	Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
	Other Expenses		
	Advertisement Expenses	11	18
	Bank Charges & Guarantee Commission	168	445
	Bidding expenses	—	—
	Bonus paid for early Commissioning	—	—
	Catchment Area Treatment Plan	—	—
	Compensation for Land	—	—
	Compensation for Trees and Buildings	9	538
	Directors' Sitting Fee	—	—
	Environmental Management Plan Monitoring Cost	19	—
	Freight & Octroi Charges: Freight	276	432
	Insurance - Others	1,736	326
	Internal Auditors' Fee	6	—
	Legal & Professional & Consultancy Charges	1,743	2,175
	Licence and application fees	—	16
	Local Area Development	552	573
	Miscellaneous Expenses	204	2,371
	Overhead line connection charges	2	28
	Postage & Couriers Expense	3	1
	Power, Water & Electricity Charges	2,054	1,722

(₹ in Lacs)

Sl. No.	Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
	Printing & Stationery Expenses	20	30
	Rates & Taxes	53	56
	Rehabilitation and resettlement expenses	20	38
	Rent	51	76
	Royalty paid	69	51
	Security & Medical charges	590	364
	Telephone Expenses	26	20
	Travelling Expenses	257	368
	Vehicle Running & Maintenance Expenses	256	245
	Expenses on Trial Run (net of infirm energy)	7,097	6,232
	Foreign exchange variation	12,850	2,799
	Auditor's Remuneration		
	– Audit Fee	9	9
	– Reimbursement of expenses	– 28,081	1 18,934
	Less : Other income		
	Interest Earned on Deposits	1,674	2,210
	Excess provision (previous years) written back	110 1,784	– 2,210
	Less : Capitalisation during the year	34,759	75,288
	Balance Incidental expenditure during construction pending allocation (B)	433,172	277,913
	Total A+B	1,963,056	1,512,362

Note 15 - Non-current investments

Investments in Equity Instruments			
INVESTMENTS (AT COST)			
(A) Investment in Subsidiary Companies			
Unquoted			
i) 50,000 equity shares of ₹10/- each fully paid up of Himachal Baspa Power Company Limited (Previous year Nil)	5	–	
ii) 50,000 equity shares of ₹10/- each fully paid up of Himachal Karcham Power Company Limited (Previous year Nil)	5	–	
Investment in Beneficiary Trust (Unquoted)			
JPVL Trust	198,594	198,594	
TOTAL	198,604	198,594	

Note :

- Aggregate cost of :
Quoted Investments (Market Value Nil) (See Note No. 2)
Previous Year (₹Nil)
Unquoted (Previous Year ₹1,98,594 Lacs) 198,604

- Trust have been created on 03.06.2011 for transfer of
 - Shares of Bina Power Supply Company Limited held by the Company - No. of shares 12,70,76,923 shares (Converted)
 - Shares of Jaypee Karcham Hydro Corporation Limited held by the Company - No. of shares 21,70,00,000 shares (Converted)
 - The JPVL Trust is holding shares of Jaiprakash Power Ventures Limited on merger of JKHCL & BPSCL, the sole beneficiary of which is the company.

Note 16 : Long-term loans and advances

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
Secured Considered Good	–	–
Unsecured considered good		
Capital Advance	59,745	95,949
Security Deposits		
a) With Govt. Deptt.	8,455	8,379
b) With Related Parties	–	–
c) With Others	383 8,838	83 8,462
Loans and advances to related parties	8,983	15,783
Advances to suppliers, contractors, etc.	6,651	6,383
Advance Income Tax and TDS	14,588	14,642
Total	98,805	141,219

Note 17 - Other non-current assets

Unsecured considered good		
Long term trade receivables	1,772	2,657
Others		
Pre-paid expenses	11,516	1,519
Other bank balances (refer note no. 20)	1,857	44
Total	15,145	4,220

Current Assets
Note 18 - Inventories
(as per inventories taken, valued and certified by management)

Raw Material - at weighted average cost	7,457	10,888
Stores and Spares - at weighted average cost	8,604	2,774
Total	16,061	13,662

Note 19 - Trade receivables

Secured considered good	–	–
Unsecured considered good		
Due for a period exceeding six months	2,550	21,536
Due for a period less than six months	26,633	30,737
Total	29,183	52,273

Note 20 - Cash and bank balances

A. Cash and cash equivalents :			
1. Balances with Scheduled Banks :			
(i) In Current Account			
(a) In Indian Currency	21,599	16,764	
(b) In Foreign Currency	666 22,265	435 17,199	
(ii) Trust & Retention account :			
(a) In Current Account	26,694	9,938	
(iii) In Fixed Deposits with maturity up to three months	5,512	–	
2. Cheques, draft on hand	–	2	
3. Cash in hand	84	54	
Total "A"	54,555	27,193	

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
B. Other bank balances :		
(i) In fixed deposits having a maturity of more than three months but less than twelve months	4,309	43,867
(ii) In fixed deposits having a maturity of more than twelve months	— 4,309	— 43,867
(iii) In Fixed Deposits pledged with Govt. Deptt./Banks :		
(a) having a maturity of less than twelve months	2,502	2,435
(b) having a maturity of more than twelve months	1,307 3,809	44 2,479
(iv) Trust & Retention account :		
(b) In fixed deposits having a maturity of less than twelve months	638	16,299
(c) In fixed deposits having a maturity of more than twelve months	550 1,188	— 16,299
(v) Unclaimed dividend account	178	178
Total "B"	9,484	62,823
Total "A + B"	64,039	90,016
C. Amount disclosed under non current assets (refer note no. 17) :		
(a) In Current Account	—	—
(b) Pledged with Govt. Deptt./Banks	1,307	44
(c) In Trust and Retention Account	550 1,857	— 44
Total "C"	1,857	44
Total "A + B - C"	62,182	89,972

Unit wise Trust and Retention Accounts are maintained pursuant to the stipulations of the 'Financing Agreements' executed with the respective Lenders.

Note 21 - Short-term loans and advances

Others		
Unsecured, considered Good		
Advances recoverable in cash or in kind or for value to be received		
Others	33,697	10,670
Related Parties (see note no. 36)	1,137 34,834	311 10,981
Staff Imprest & Advance	510	238
MAT credit entitlement	42,238	40,626
Advance Tax & Tax Deducted at Source	5,101	11,129
Total	82,683	62,974

Note 22 - Other current assets

Unsecured considered good		
Interest accrued on fixed deposits with Banks	637	732
Prepaid Expenses	3,595	4,156
Total	4,232	4,888

Note 23 - Revenue From Operations

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
<u>Sale of Products</u>		
Sale of Electrical Energy (Net of advance against depreciation)	269,928	223,152
Less: Rebate for prompt payments	2,451 267,477	2,275 220,877
Transmission Income	19,689	20,605
<u>Other Operating Revenues</u>		
Sale of Verified Emission Reduction (VERs)	106	4,381
Sale of Fly Ash	167 273	4 4,385
Total	287,439	245,867

Note 24 - Other Income

Interest on deposits with banks	2,168	3,349
Interest from Electricity Boards	1,501	337
Dividend received	—	3
Other non-operating income		
Insurance claim receipt	105	—
Profit on sale of Fixed Assets	1	1
Misc. Receipts	138 244	145 146
Total	3,913	3,835

Note 25- Cost of Operation and Maintenance

Cost of fuel	40,092	18,807
Stores and Spares Consumed	2,362	1,694
Repair & Maintenance - Buildings	25	118
Repair & Maintenance - Plant & Machinery	3,122	2,473
Operation and Maintenance Expenses	462	194
Transmission charges	21,860	13,938
Insurance - Plant	2,280	1,857
Total	70,203	39,081

Note 26 - Employee Benefit Expense

Salary, Wages & Bonus	6,290	4,817
Contribution to Provident and Other Funds	293	224
Gratuity	110	66
Leave Encashment	68	58
Workmen and Staff Welfare	316	249
Directors' Remuneration	568	590
Total	7,645	6,004

Note 27 - Finance Costs

Interest		
Foreign Currency Loan	261	308
Term Loans	144,934	114,147
Working Capital	3,116 148,311	1,768 116,223
Financial charges		
DPG Commission	68	95
Front end fee and other charges	3,988	4,930
Security & Trusteeship Fee	9 4,065	10 5,035
Total	152,376	121,258

Note 28 - Depreciation and amortization expenses

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
Depreciation	49,698	37,606
Amortization of Lease Hold Land	207	43
Total	49,905	37,649

Note 29 - Other Expenses

Advertisement	262	474
Consultancy, Legal & Professional Fee	1,041	1,018
Cost audit fees	2	1
Courier & Postage	17	15
Directors' Sitting Fee	21	19
Freight and Octroi	156	183
Power, Water and Electricity charges	1,814	1,446
Internal Auditors' Fee	25	25
Lease Rent of land	57	57
Listing & Custodial Fee	79	78
Miscellaneous Expenses	701	591
Printing & Stationery	73	59
Rent	10	14
Security Expenses	767	321
Taxes & Fees	350	76
Telephone and Telex	59	31
Travelling & Conveyance	336	331
Vehicle Running & Maintenance	286	142
<u>Auditors' Remuneration</u>		
For Audit	44	44
For Tax Audit	5	4
For Certification	3	4
Re-imbursement of Expenses	1	53
TOTAL	6,109	4,934

Note 30 Subsidiary

The Consolidated Financial Statements present the Consolidated Accounts of Jaiprakash Power Ventures Limited with its following Subsidiaries:

Sl.No.	Name of Subsidiary	Country of Incorporation	Proportion of Ownership	Interest
			Current Period	
[a]	Jaypee Powergrid Limited	India	74%	74%
[b]	Prayagraj Power Generation Company Limited	India	81.90%	93.50%
[c]	Sangam Power Generation Company Limited	India	100%	100%
[d]	Jaypee Arunachal Power Limited	India	100%	100%
[e]	Jaypee Meghalaya Power Limited	India	100%	100%

The Consolidated Financial Statements does not include the consolidation of the following two Subsidiaries as their accounting year will end on 31.3.2015

[a]	Himachal Baspa Power Company Limited	India	100%	—
[b]	Himachal Karcham Power Company Limited	India	100%	—

Note 31

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 in the individual financial statements, which fairly present the needed disclosures.

Note 32

In the opinion of the Board of Directors, the "Non Current Assets and Long Term Loans and Advances", have a value on realisation, in the ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet.

Note 33

Disclosure as required under Notification No. G.S.R. 719 (E) dated 16th November, 2007 issued by the Ministry of Corporate Affairs.

(₹ in Lacs)

Sl. No.	Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
a)	The principal amount and interest due thereon remaining unpaid to any supplier		
	— Principal Amount	Nil	Nil
	— Interest Amount	Nil	Nil
b)	The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of payment made to the suppliers beyond the appointed day.	Nil	Nil
c)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed date during period) 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 period, 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

Note 34 Contingent Liabilities not provided for:

(₹ in Lacs)

(a)	Outstanding amount of Bank Guarantee	17,103	23,643
	Margin Money against above	2,048	875
(b)	Claims against the Company not acknowledged as debts.	30,090	22,671
(c)	Income tax matters under appeal	2,697	2,533
(d)	i) Entry Tax under appeal	4,650	4,342
	ii) Amount deposited under protest against Entry Tax	2,775	1,823
	iii) FDRs pledged against entry Tax demand under protest	1,823	1,647
	iv) Bank Guarantees submitted against entry Tax demand under protest included in (a) above	39	39

Note 35 Commitments;

(₹ in Lacs)

Sl. No.	Particulars	Figures as at the end of current reporting period, March 31, 2014	Figures as at the end of previous reporting period, March 31, 2013
(a)	Outstanding amount of Letter of Credit Margin Money against above	8,907 –	18,048 26
(b)	Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances)	INR 677,664 USD 1,369 Euro 1,131 JPY 227,662	739,904 11,305 5,979 228,675

Note 36

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

- (1) Relationships (Related party relationships are as identified by the Company and relied upon by the Auditors)

(a) Holding Company

Jaiprakash Associates Limited

(b) Fellow Subsidiary Companies:

- (1) Jaypee Ganga Infrastructure Corporation Limited
- (2) Himalyan Expressway Limited
- (3) Jaypee Infratech Limited
- (4) Jaypee Sports International Limited (JPSI)
- (5) Jaypee Cement Corporation Limited (JCCL)
- (6) Bhilai Jaypee Cement Limited
- (7) Bokaro Jaypee Cement Limited
- (8) Gujarat Jaypee Cement & Infrastructure Limited
- (9) Jaypee Agra Vikas Limited
- (10) Jaypee Fertilizers & Industries Limited
- (11) Jaypee Uttar Bharat Vikas Private Limited
- (12) Kanpur Fertilisers and Cement limited (subsidiary of Jaypee Uttar Bharat Vikas Pvt. Limited)
- (13) Jaypee Assam Cement limited
- (14) Himalayaputra Aviation Limited
- (15) Jaypee Healthcare Limited
- (16) Jaypee Cement Cricket (India) Limited (subsidiary of JPSI)
- (17) Jaypee Cement Hockey (India) Limited (subsidiary of JPSI)
- (18) Jaiprakash Agri Initiatives Company Limited (subsidiary of JCCL)

(c) Associate Companies/Concerns :

- (1) Jaypee Infra Ventures (A Private Company with unlimited liability)
- (2) Jaypee Development Corporation Limited (subsidiary of Jaypee Infra Ventures (A Private Company with unlimited liability))
- (3) JIL Information Technology Limited [(subsidiary of Jaypee Infra Ventures (A Private Company with unlimited liability))]
- (4) Gaur & Nagi Limited (subsidiary of JIL Information Technology Limited)
- (5) Indesign Enterprises Pvt. Limited [(subsidiary of Jaypee Infra Ventures (A Private Company with unlimited liability))]
- (6) GM Global Mineral Mining Private Limited (subsidiary of Indesign Enterprises Pvt. Limited)
- (7) Jaypee International Logistics Company Private Limited [(subsidiary of Jaypee Infra Ventures (A Private Company with unlimited liability))]

- (8) Tiger Hills Holiday Resort Private Limited (subsidiary of Jaypee Development Corporation Limited)
- (9) Anvi Hotels Private Limited [(subsidiary of Jaypee Infra Ventures (A Private Company with unlimited liability))]
- (10) RPJ Minerals Private Limited
- (11) Sarveshwari Stone Products Pvt. Ltd. (subsidiary of RPJ Minerals Private Limited)
- (12) Rock Solid Cement Limited (subsidiary of RPJ Minerals Private Limited)
- (13) Sonebhadra Minerals Private Limited
- (14) MP Jaypee Coal Limited
- (15) Madhya Pradesh Jaypee Minerals Limited
- (16) MP Jaypee Coal Fields Limited
- (17) Jaiprakash Kashmir Energy Limited
- (18) Jaypee Hotels Limited
- (19) Jaypee Mining Venture Private Limited
- (20) Ceekay Estate Private Limited.
- (21) Pac Pharma Drugs and Chemicals Private Limited
- (22) Akasva Associates Private Limited
- (23) Jaiprakash Exports Private Limited
- (24) Bhumi Estate Developers Private Limited
- (25) Jaypee Technical Consultants Private Limited
- (26) Andhra Cements Limited (subsidiary of Jaypee Development Corporation Limited)
- (27) Jaypee Jan Sewa Sansthan ('Not for profit' Private limited Company)

(d) Key management Personnel:

(i) Jaiprakash Power Ventures Limited

- (1) Shri Manoj Gaur, Chairman
- (2) Shri Sunil Kumar Sharma, Vice Chairman and CEO
- (3) Shri Suren Jain, Managing Director and CFO
- (4) Shri R.K. Narang, Whole-time Director
- (5) Shri Suresh Chandra, Whole-time Director
- (6) Shri Parveen Kumar Singh, Whole-time Director

(ii) Jaypee Powergrid Limited

- (1) Shri D.P. Goyal, Managing Director (w.e.f 27th March 2014)
- (2) Shri Subhash Chandra Singh, Whole-time Director
- (3) Shri H.K.Sharma, Managing Director (till 26th March 2014)

(iii) Prayagraj Power Generation Company Limited

- (1) Shri Jaiprakash Gaur-Executive Chairman w.e.f. (27.03.2014)
- (2) Shri H.K.Sharma, Managing Director

(iv) Jaypee Arunachal Power Limited

- (1) Shri Pankaj Gaur, Managing Director

(2) Transactions carried out with related parties referred to above:

(₹ in Lacs)

Name of Transactions	Related Parties			
	Referred in 1(a) above	Referred in 1(b) above	Referred in 1(c) above	Referred in 1(d) above
Expenses				
Hiring Charges (Previous Year)	770 (193)	238 (7)	–	–
Rent (Previous Year)	– (1)	–	–	–
Purchase of Cement and Cement Products (Previous Year)	9,631 (11,795)	188 (11)	–	–
Purchase of Steel (Previous Year)	389 (–)	–	–	–

(₹ in Lacs)

Name of Transactions	Related Parties			
	Referred in 1(a) above	Referred in 1(b) above	Referred in 1(c) above	Referred in 1(d) above
Repair of Runners & Others (Previous Year)	993 (793)	— —	— —	— —
Sale of Energy (Previous Year)	41,639 (25,984)	— —	— —	— —
Transmission Charges (Previous Year)	1,573 (1,044)	— —	— —	— —
Energy sale Charges (Previous Year)	90 (39)	— —	— —	— —
Sale of Steel (Previous Year)	425 (—)	20 (—)	12 (—)	— —
Sale of Material & Others (Previous Year)	132 (—)	— —	— —	— —
Other Income (Previous Year)	— —	— —	— —	— —
Other Expenses (Previous Year)	388 (159)	— (45)	21 (53)	— —
Salary & Perquisites (Previous Year)	— —	— —	— —	722 (798)
Services Availed (Previous Year)	3 (—)	— —	1,174 (1,069)	— —
Capital Goods (Previous Year)	510 (185)	— (113)	— —	— —
Execution of Work (Previous Year)	76,100 (79,360)	— —	— —	— —
Outstandings				
– Payables				
Amount payable (Previous Year)	21,581 (70,095)	7 (124)	927 (374)	23 (38)
Outstandings				
– Receivables				
Amount receivable (Previous Year)	70 (898)	20 (—)	7,042 (6,790)	— —

Guarantees given by the holding company on behalf of the Company and guarantee given by the Company on behalf of the holding company have been mentioned elsewhere in the Notes to Financial Statements.

Note 37

Earnings Per Share is computed in accordance with Accounting Standard –20 issued by the Institute of Chartered Accountants of India.

(₹ in Lacs)

Particulars	2013-14	2012-13
[a] Net Profit for Basic Earnings Per Share as per Statement of Profit & Loss.	3,286	35,121
Adjustment for the purpose of Diluted Earnings Per Share	—	—
Net Profit for Diluted Earnings Per Share	3,286	35,121
[b] Weighted average number of equity shares for Earnings Per Share computation:		
[i] Number of Equity Shares at the beginning of the year	2,938,003,084	2,624,757,123
[ii] Number of Equity Shares issued during the year	—	313,245,961

(₹ in Lacs)

Particulars	2013-14	2012-13
[iii] Number of potential Equity Shares	107,535,026	107,535,026
[iv] Weighted average No. of Shares for calculating:		
[a] Basic Earnings Per Share	2,938,003,084	2,653,936,199
[b] Diluted Earnings Per Share	3,045,538,110	2,761,471,225
[c] Earnings Per Share		
[i] Basic (₹)	0.11	1.32
[ii] Diluted (₹)	0.11	1.30
[d] Face Value Per Share (₹)	10	10

Note 38

Provisions for Taxation have been made as per individual accounts of the Companies.

Note 39

- (a) Securities provided by Jaiprakash Associates Limited (JAL), the holding company for Jaiprakash Power Ventures Ltd.(JPVL):
- JAL the holding company of JPVL, has furnished Corporate Guarantees for the financial assistance outstanding as on 31.03.2014 amounting to ₹3,781.66 Lacs (Previous Year ₹7,115.20 Lacs) in respect of 300 MW Baspa II HEP to the Financial Institutions and Banks.
 - JAL, the holding company has furnished Corporate Guarantees for financial assistance outstanding as on 31.03.2014 amounting to US\$ 100.17 Lacs (Previous Year US\$ 130.99 Lacs) in respect of 400 MW Vishnuprayag HEP.
 - JAL, the holding company has furnished letter of comfort to the holders of Non Convertible Debentures of ₹98,259 lacs (Previous Year ₹98,259 Lacs).
 - JAL, the holding company has pledged 6,291 Lacs (Previous Year 6,291 Lacs) equity shares of ₹10/- each of JPVL held by them for the financial assistance given by banks and financial institutions in respect of Baspa-II HEP, Vishnuprayag HEP and Nigrie Project.
 - JAL the holding company has pledged 3,000 Lacs (Previous Year 1,206 Lacs) equity shares of ₹10/- each of JPVL held by them and provided Letter of Comfort to banks and financial institutions for Term loan of ₹5,53,100 Lacs sanctioned by them until the creation and perfection of the Security in terms of loan agreement, in respect of 1000 MW Karcham Wangtoo HEP.
 - JAL the holding company has pledged 648.09 Lacs (Previous Year 648.09 Lacs) equity shares of ₹10/- each of JPVL held by them for the financial assistance given by banks and financial institutions in respect of 500 MW Bina Thermal Power Plant.
 - JAL the holding company has pledged 3,971 Lacs (Previous Year 4,800 Lacs) equity shares of ₹10/- each of JPVL held by them for Corporate Loan of ₹1,00,000 Lacs sanctioned by ICICI Ltd.
 - JAL the holding company has pledged 1,451.12 Lacs (Previous Year Nil) equity shares of ₹10/- each of JPVL held by them and provided Non Disposal Undertaking for 1179.20 Lacs equity shares of JPVL held by JAL (Previous Year-Nil) for Corporate Loan of ₹1,20,000 Lacs sanctioned by ICICI Ltd.
- (b) (i) 900 Lacs equity shares of ₹10/- each fully paid (Previous Year

900 Lacs) held by the Company of Jaypee Powergrid Ltd. (Subsidiary Company) are pledged with IDBI Trusteeship Services Ltd., as collateral security for the financial assistance granted by lenders to Jaypee Powergrid Ltd.

- (ii) 10,904.77 Lacs equity shares of ₹10/- each fully paid (Previous Year 7,844.77 Lacs) held by the Company of Prayagraj Power Generation Co. Ltd. (Subsidiary Company) are pledged with SBI Cap Trusteeship Services Ltd., as collateral security for the financial assistance granted by lenders to Prayagraj Power Generation Co. Ltd.
- (c) (i) JAL, the Holding Company has furnished Performance Guarantees of ₹13,049.14 Lacs (Previous Year ₹9,549.14 Lacs) to Prayagraj Power Generation Company Limited in respect of E & C Contract given by them to JAL.
- (ii) JAL, the Holding Company has furnished Performance Bank Guarantees of ₹15,000 Lacs (Previous Year ₹15,000 Lacs) to five Subsidiaries of UPPCL on behalf of Prayagraj Power Generation Company Limited in respect of Tariff based bidding process for sale of Power.
- (iii) JAL, the Holding Company has furnished Performance Bank Guarantees of ₹9,900 Lacs to five Subsidiaries of UPPCL on behalf of Sangam Power Generation Company Limited in respect of Tariff based bidding process for sale of Power.

Note 40 Corporate Guarantee

The Company has given Corporate Guarantee of USD 1,500 Lacs (equivalent to ₹84,000 Lacs) in favour of State Bank of India, Hong Kong branch for the credit facilities granted by lenders to Jaiprakash Associates Limited.

Note 41

The Board of Directors of the Company in their meeting held on 1st March, 2014 considered and accepted the disinvestment of two of the Company's operating plants namely, 300 MW Jaypee Baspa Hydro Electric Plant (Baspa HEP) and 1000 MW Jaypee Karcham Wangtoo Hydro Electric Plant (Karcham HEP) subject to requisite statutory and regulatory approvals. The disinvestment is proposed to be by way of hiving off of the aforesaid plants into two separate wholly owned subsidiaries namely Himachal Baspa Power Company Limited and Himachal Karcham Power Company Limited through a Scheme of Arrangement to be sanctioned by Hon'ble High Court of Himachal Pradesh with ultimate transfer of ownership of the said subsidiaries to the purchasers, viz Consortium led by TAQA India Power Ventures Private Limited (an indirectly owned and controlled subsidiary of Abu Dhabi National Energy Company PJSC), INDO-INFRA INC. (a large institutional Canadian investor) and India Infrastructure Fund-II (acting through IDFC Alternatives Limited). The company will use the proceeds from disinvestment to retire its debts as well as to fund the equity required for implementing its thermal power projects.

₹ in Lacs

	Particulars	Continuing Operations		Discontinuing Operations				Total	
		(JPVL Consolidated)		Baspa HEP		Karcham HEP		31.03.2014	31.03.2013
		31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013		
i	Turnover	135,202	87,051	31,997	32,747	124,153	129,904	291,352	249,702
ii	Operating Expenses	77,613	42,325	8,298	7,714	47,959	37,629	133,870	87,668
iii	Impairment Loss	—	—	—	—	—	—	—	—
iv	Pretax profit from operating activities	57,589	44,726	23,699	25,033	76,194	92,275	157,482	162,034
v	Financing Expenses	74,871	45,061	8,093	9,335	69,412	66,862	152,376	121,258
vi	Profit (Loss) before tax	(17,282)	(335)	15,606	15,698	6,782	25,413	5,106	40,776
vii	Income tax expense	(1,141)	(181)	495	1,646	1,068	3,546	422	5,011
viii	Profit (Loss) from operating activities after tax	(16,141)	(154)	15,111	14,052	5,714	21,867	4,684	35,765

As the Scheme of Arrangement for disinvestment is yet to be approved by Hon'ble High Court at Shimla, the Liabilities and Assets for Units to be disinvested have been shown in the way, as they would have appeared in normal course of Business i.e Non-Current and Current.

Note 42

A Power Purchase Agreement (PPA) for sale of power from the Karcham Wangtoo HEP to Power Trading Corporation of India Limited (PTC) was executed on 21st March 2006 by erstwhile Jaypee Karcham Hydro Corporation Limited (since merged with the Company) for a term of 35 years, which was declared void by the Company in the year 2009 and disputed by PTC resulting in continued litigation at different levels. Subsequently the Company and the PTC mutually considered it prudent to end the dispute and accordingly after a series of discussions, a Settlement Agreement was executed between the Company and PTC on 5th August 2013 for restoration of the PPA and supply of power by the Company to PTC. Consequently legal cases filed either by PTC or the Company have been withdrawn and a Petition for determination of tariff has been filed by the Company before Central Electricity Regulatory Commission (CERC) on 3rd September 2013, which is under

consideration of CERC. Since the Company and the PTC were keen on commencement of supply of power at the earliest and the process for determination of tariff by CERC was likely to take more time, the Company filed an application with CERC on 6th February 2014 for fixation of Provisional Tariff which is also under consideration of CERC and it is expected that the Provisional Tariff shall be fixed by CERC shortly. In the mean time the Company has commenced supply of part contracted power to PTC w.e.f. 1st May, 2014.

Note: 43

Due to natural calamity in Uttarakhand, energy generation of 400 MW Jaypee Vishnuprayag H.E. Plant was suspended w.e.f. 16th June, 2013. Restoration and associated works including clearing of debris has since been completed and the Plant has commenced energy generation from 12th April, 2014. The H.E. Plant was adequately insured including all risks with Business Interruption provisions. Company has received interim insurance claim amount

of ₹25 crores (approx.) which has been used for restoration work. Commercial aspects of this Force Majeure event are under process, in accordance with Power Purchase Agreement with Uttar Pradesh Power Corporation Limited (UPPCL).

Note: 44

Sangam Power Generation Company Limited (SPGCL) a subsidiary of the Company is developing 1320 MW Power Project at Tehsil Karchana, Distt. Allahabad, Uttar Pradesh which is awarded by UPPCL on Build, Own, Operate and Maintain (BOOM) basis. As per the agreement, UPPCL has to provide 583 Ha. of land to the Company. UPPCL has since executed deed of conveyance for 512 Ha. (Approx.) of land. A few land owners had filed Writ Petition before Hon'ble High Court of Allahabad against the Government of Uttar Pradesh/UPPCL. The Court vide its order dated April 13, 2012 allowed the petitions of the farmers of Karchana and stalled the work given to the Company. The order is to be effective subject to deposit of compensation, if any, received by the farmers.

Pending such settlement, the Company, subsequent to the year end, requested to the UP Power Corporation Limited to amicable, close the project and Power Purchase agreements with the five distribution companies and refund of its dues and investments made by the Company.

Hence, expenditure incurred during the construction and incidental to setting up the project are carried forward as 'Capital Work in Progress'. Considering the current status, the Company does not envisage provision for impairment/ write off as at the Balance Sheet date.

Note 45

Jaypee Powergrid Limited (JPL) has recognized transmission income in accordance with provisional tariff order passed by Central Electricity Regulatory Commission (CERC) on 14th June, 2012.

Note 46

(a) The Company has presently one operative segment i.e. Generation and Transmission of Power. The Company had commenced construction of Cement Grinding Unit at Jaypee Nigrie Super Thermal Power Plant, for gainful utilisation of dry fly ash and as mandated by Ministry of Environment and Forests. Accordingly, now the Company has two segments, Power Generation and Cement. As total assets employed in Cement Grinding Unit are less than 10% of the total assets of the Company, therefore, separate segment reporting is not applicable.

(b) The operations of the Company are carried with similar economic and political conditions having similar kind of risks, therefore geographical segments are not applicable.

Note 47

The Central Government in exercise of the powers conferred by sub-section 8 of Section 212 of the Companies Act, 1956 has directed vide Ministry of Corporate Affairs General Circular no 2/2011, dated 08.02.2011 that the provisions contained in sub-section (1) of Section 212 of the Companies Act, 1956, requiring annual accounts of the Subsidiaries to be attached to the annual accounts of the Holding Company, shall not apply subject to, inter alia, presentation of audited consolidated financial statements in compliance with applicable Accounting Standards, Board of directors of the Company has by Resolution given consent for not attaching the Balance Sheet of the Subsidiary companies and disclosure of following information:

(₹ in Lacs)

Particulars	Jaypee Power Grid Ltd.	Prayagraj Power Generation Co. Ltd.	Sangam Power Generation Co. Ltd.	Jaypee Arunachal Power Ltd.	Jaypee Meghalaya Power Ltd.
Capital (including Share Application Money)	30,000	234,819	55,198	22,823	836
Reserves	2,415	(6)	(7)	(225)	(2)
Total Assets	100,304	1,012,120	55,235	22,783	910
Total Liabilities (including Loans)	67,889	777,307	44	185	76
Investment details (including Share Application Money)	—	—	—	—	—
Turnover (including Other Income)	19,994	—	—	—	—
Profit before taxation	6,429	—	—	—	—
Provision for taxation	1,051	—	—	—	—
Profit/ (Loss) after taxation	5,378	—	—	—	—
Proposed Dividend [including Dividend Distribution Tax]	1,228	—	—	—	—

Note 48

In terms of 'Accounting Standard (AS) 28', the assets are not impaired because the recoverable amount of fixed assets collectively determined by the present value of estimated future cash flows is higher than its carrying value.

Note 49

Previous Year's figures have been regrouped/re-arranged, wherever considered necessary to make them conform to the figures for the current year.

Note 50

All the figures have been rounded off to the nearest rupees in lacs.

For and on behalf of the Board

FOR R. NAGPAL ASSOCIATES
CHARTERED ACCOUNTANTS
 Firm Registration No. 002626N

Manoj Gaur
 Chairman

R. NAGPAL
 Partner
 M.No. 81594

R.K. Narang
 Director

Suren Jain
 Managing Director & CFO

Sunil Kumar Sharma
 Vice Chairman & CEO

Place: Noida
 Dated: 17th May, 2014

R.K. Porwal
 Sr. General Manager (F & A)

Y. K. Sharma
 Vice President (F & A)

M.M. Sibbal
 Sr. General Manager &
 Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

Particulars	Figures as at the end of current reporting period, March 31, 2014		Figures as at the end of previous reporting period, March 31, 2013	
A. Cash flow from operating activities				
Profit before taxation		5,107		40,776
Add Back				
Depreciation	26,839		15,281	
Deferred Revenue on account of advance against depreciation	5,052		5,553	
Interest & financial charges	74,876	106,767	45,060	65,894
Deduct:				
Interest Income (Interest on bank deposits)	(804)		(817)	
Interest Income (Interest on Arrears)	(32)		—	
(Gain)/Loss on sale of Assets	—		—	
Dividend Income (On Mutual Funds)	—		—	
Other Income	(229)	(1,065)	(130)	(947)
Operating profit before working capital changes		110,809		105,723
Changes in working capital				
(Increase)/Decrease in Trade Debtor	8,689		(15,823)	
(Increase)/Decrease in Inventories	(1,977)		(8,312)	
(Increase)/Decrease in Long Term/Short Term Loans and Advances and others Current Assets and excluding capital advances	(30,919)		1,340	
Increase (Decrease) in Current Liabilities & Other Long Term Liabilities excluding Current Maturities of Long Term Debts and capital liabilities of on going projects	124,379		104,059	
Increase (Decrease) in Provisions	1,397	101,569	28	81,292
Cash generated from Operations		212,378		187,015
Adjustments for:				
Income tax paid (net of refund)		(2,025)		(4,870)
Operating Cash Flows-Continuing Operations		210,353		182,145
Operating Cash Flows-Dis-Continuing Operations- Operation 1		(19,949)		20,506
Operating Cash Flows-Dis-Continuing Operations- Operation 2		34,474		(15,487)
Net cash inflow from operating activities-----'A'		224,878		187,164
B. Cash flow from Investing activities				
Outflow				
Investment in Fixed Assets/Capital Work in Progress	(616,353)		(840,701)	
Changes on account of capital advances/advances on going projects	54,397	(561,956)	145,619	(695,082)
Investment in Bank deposit having original maturity of more than Three Months			(12,163)	(12,163)
Investment in Subsidiary companies		(10)		—
Inflow				
Sale of Assets	3		1	
Interest Income	836		3,025	
Other Income	229		133	
Investment in Bank deposits having original maturity of more than Three Months	55,151	56,219	—	3,159
Cash Flows from Investing activities-Continuing Operations		(505,747)		(704,086)
Cash Flows from Investing activities -Dis-Continuing Operations- Unit 1		837		801
Cash Flows from Investing activities -Dis-Continuing Operations- Unit 2		(1,006)		1,190
Net cash used in investing activities-----'B'		(505,916)		(702,095)
C. Cash flow from Financing activities				
Inflow				
Issue Proceeds from Qualified Institutions Placement	—		48,609	
Increase in Long Term Borrowings & Current Maturities of Long Term debt-Net of repayment	406,151		519,265	
Increase in Share Capital-Minority Interest	24,000	430,151	10,208	578,082
Outflow				
Expenses on Qualified Institution Placement	—		(2,140)	
Interest & financial charges paid	(90,280)	(90,280)	(52,843)	(54,983)
Cash Flows from Financing activities-Continuing Operations		339,871		523,099
Cash Flows from Financing activities -Dis-Continuing Operations- Unit - 1		(16,792)		(20,603)
Cash Flows from Financing activities -Dis-Continuing Operations- Unit - 2		(14,678)		(1,081)
Net cash in financing activities-----'C'		308,401		501,415
Net increase/(Decrease) in cash or cash equivalent for Continuing Business		44,477		1,158
Net increase/(Decrease) in cash or cash equivalent for dis continuing Business - Unit 1		(35,904)		704
Net increase/(Decrease) in cash or cash equivalent for dis continuing Business - Unit 2		18,790		(15,378)
Net increase/(Decrease) in cash or cash equivalent (A + B + C)		27,363		(13,516)
Cash & Bank Balance equivalent at the commencement of the year (Opening balance)		27,192		40,708
Cash & Bank Balance equivalent at the end of the year (closing balance)		54,555		27,192

1 The cash flow statement has been prepared under the indirect method as said out in the accounting standard (AS - 3) "Cash Flow Statement".

2 Unit-1 Refers to Baspa Project and Unit-II Refers to Karcham Project.

3 Previous Year's figures have been regrouped/re-arranged, wherever considered necessary to make them conform to the figures for the current year.

For and on behalf of the Board

FOR R. NAGPAL ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 002626N

Manoj Gaur
Chairman

R. NAGPAL
Partner
M.No. 81594

R.K. Narang
Director

Suren Jain
Managing Director & CFO

Sunil Kumar Sharma
Vice Chairman & CEO

Place: Noida
Dated: 17th May, 2014

R.K. Porwal
Sr. General Manager (F & A)

Y. K. Sharma
Vice President (F & A)

M.M. Sibbal
Sr. General Manager & Company Secretary



Coal Mines at Amelia (North), Madhya Pradesh

1980 MW Bara Thermal Power Project, Allahabad District, Uttar Pradesh (under implementation)



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POWER VENTURES LIMITED

CIN: L40101HP1994PLC015483

Corporate Office: Sector-128, Distt. Gautam Budh Nagar, Noida-201 304, Uttar Pradesh, India
Tel.: +91-120-4609000 **Fax:** +91-120-4609496

Email id: jpvl.investor@jaiindia.co.in **Website:** www.jppowerventures.com.

JAIPRAKASH

POWER VENTURES LIMITED

CIN : L40101HP1994PLC015483

Registered Office : JUIT Complex, Wagnaghat, P.O.Dumehar Bani, Kandaghat 173215, Dist. Solan (H.P)

ADMISSION SLIP

DP ID		FOLIO NO./CLIENT ID		No. of shares	
-------	--	---------------------	--	---------------	--

Name(s) and address of the member in full : _____

I/We hereby record my/our presence at the 19th Annual General Meeting of the Company to be held on Saturday, September 20, 2014 at 10.00 A.M. at the Registered Office of the Company at JUIT Complex, Wagnaghat, P.O. Dumehar Bani, Kandaghat 173215, Distt. Solan (H.P)

☐

MEMBER

☐

PROXY

Signature of Member/Proxy

JAIPRAKASH

POWER VENTURES LIMITED

CIN : L40101HP1994PLC015483

Registered Office : JUIT Complex, Wagnaghat, P.O.Dumehar Bani, Kandaghat 173215, Dist. Solan (H.P)

FORM NO.MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rule, 2014]

CIN	L40101HP1994PLC015483
Name of the Company	JAIPRAKASH POWER VENTURES LIMITED
Registered Office	JUIT Complex, Wagnaghat, P.O. Dumehar Bani, Kandaghat 173215, Distt. Solan (H.P) Tel: +91-1792-257999 245367 Fax.: +91-1792-245362 Email id: jpv1.investor@jalindia.co.in Website: www.jppowerventures.com.

Name of the member(s)	
Registered Address	
E-Mail ID	
DPID and Client ID/Folio No	

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1)	Name:		
	Address:		
	e-mail Id:		Signature

or failing him

2)	Name:		
	Address:		
	e-mail Id:		Signature

or failing him

3)	Name:		
	Address:		
	e-mail Id:		Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held Saturday, September 20, 2014 at 10.00 A.M. at the Registered Office of the Company at JUIT Complex, Waknaghat, P.O. Dumehar Bani, Kandaghat 173215, Distt. Solan (H.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1	To receive, consider & adopt the Audited Balance Sheet of the Company for the year ended 31st March, 2014, Statement of Profit & Loss for the year ended on that date
2	To appoint a Director in place of Shri Sunil Kumar Sharma (DIN: 00008125), who retires by rotation and, being eligible, offers himself for re-appointment
3	To appoint a Director in place of Shri D.P.Goyal (DIN: 00211541) , who retires by rotation and, being eligible, offers himself for re-appointment
4	To appoint a Director in place of Shri G.P.Gaur (DIN: 00918895), who retires by rotation and, being eligible, offers himself for re-appointment
5	To appoint M/s R. Nagpal Associates, Chartered Accountants (Firm Registration no.002626N), as Statutory Auditors
Special Business	
6	Ratification of the remuneration of Cost Auditors
7	Appointment of Shri R.N. Bhardwaj(DIN: 01571764), as an Independent Director of the Company
8	Appointment of Shri B.B. Tandon (DIN: 00740511), as an Independent Director of the Company
9	Appointment of Shri A.K. Goswami (DIN: 02636247), as an Independent Director of the Company
10	Appointment of Shri S.C. Bhargava (DIN: 00020021), as an Independent Director of the Company
11	Appointment of Shri S.S. Gupta (DIN: 02284265), as an Independent Director of the Company
12	Appointment of Dr. J.N. Gupta (DIN: 00397952), as an Independent Director of the Company
13	Re-appointment of Shri Sunil Kumar Sharma (DIN: 00008125), as Vice Chairman & Chief Executive Officer
14	Appointment of Shri Shyam Datt Nailwal (DIN: 00008529), as a Director
15	Appointment of Ms. Sunita Joshi (DIN: 00025720), as a Director
16	Re-appointment of Shri Suren Jain (DIN: 00011026) as Managing Director & Chief Financial Officer.

Signed this _____ day of _____ 2014

Signature of Member _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Notes:


1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.


Form A

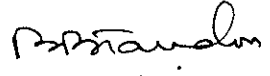
Format of covering letter of the annual audit report to be filed with the Stock Exchanges

1.	Name of the Company	Jaiprakash Power Ventures Limited
2.	Annual Financial Statement for the year ended	31st March, 2014
3.	Type of Audit Observation	Unqualified Audit Report
4.	Frequency of Observation	NIL


For Jaiprakash Power Ventures Limited


Suren Jain
Managing Director & CFO


Sunil Kumar Sharma
Vice-Chairman & CEO


B.B. Tandon
Chairman(Audit Committee)

FOR R. NAGPAL ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 002626N


R. NAGPAL
(Partner)
M.No. 81594

