

annual report
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The layout is an artistic representation of the proposed cities across 5 locations along the Yamuna Expressway.

PROGRESS REPORT OF YAMUNA EXPRESSWAY

S. No.	Details	Completed as on 31st March, 2010	Completed as on 31st July, 2010
1.	Clearing & Grubbing	100%	100%
2.	Earth Work	86%	97%
3.	Structural Concrete		
	(a) Culverts	92%	100%
	(b) Vehicular Underpasses/ CartTrack Underpasses	61%	79%
	(c) Minor Bridges	76%	87%
	(d) Interchanges	46%	56%
4.	Filter Layer/Drainage Layer	33%	58%
5.	Pavement Quality (PQC)/ Dry Lean Concrete (DLC)	21%	42%



Construction work in progress at Yamuna Expressway



Construction work in progress at Yamuna Expressway



Construction work in progress at Yamuna Expressway

Board of Directors

Manoj Gaur, Chairman
 Sunil Kumar Sharma, Vice Chairman
 M.J. Subbaiah
 R.N. Bhardwaj
 S.C. Bhargava
 B.K. Goswami
 Dr. B. Samal
 Dr. R.C. Vaish
 S. Balasubramanian
 S.C. Gupta
 B.K. Taparia
 B.B. Tandon
 O.P. Arya, Mg. Director-cum-CEO
 Rita Dixit, Whole-time Director
 Rekha Dixit, Whole-time Director
 Har Prasad, Whole-time Director
 Sachin Gaur, Whole-time Director
 Anand Bordia, Whole-time Director & CFO
 S.K. Dodeja, Whole-time Director
 Sameer Gaur, Director-In-Charge

Bankers/Lenders

Allahabad Bank
 Axis Bank
 Corporation Bank
 Dena Bank
 ICICI Bank
 IDBI Bank
 Punjab National Bank
 The Jammu & Kashmir Bank
 State Bank of Patiala
 Punjab & Sindh Bank
 Union Bank of India
 State Bank of Hyderabad
 UCO Bank
 Oriental Bank of Commerce
 SREI Infrastructure
 Indian Infrastructure Finance Corporation Ltd

Company Secretary

Geeta Puri Seth
 Company Secretary

Registered & Corporate Office

Sector 128, Distt. Gautam Budh Nagar
 NOIDA-201 304, Uttar Pradesh
 Tel.: +91-120-4609000, Fax: +91-120-4609464

Registrar and Transfer Agents

Karvy Computershare Private Limited
 Plot No. 17 to 24, Vithalrao Nagar,
 Madhapur Hyderabad-500 086, Andhra Pradesh
 Tel :1-800-345 4001, Fax : +91 40 2342 0814

Auditors

R. Nagpal Associates
 Chartered Accountants
 B-8/14, Vasant Vihar, New Delhi-110 057

Website & E-mail Address

www.jaypeeinftratech.com
 jpinfratech.investor@jalindia.co.in

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NOTICE

NOTICE is hereby given that the **3rd Annual General Meeting** of the Members of **Jaypee Infratech Limited** will be held on Tuesday, the 21st September, 2010 at 3.00 P.M. at the Auditorium of Jaypee Institute of Information Technology University, A-10, Sector 62, NOIDA- 201 307, U.P. to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited **Balance Sheet** as at **March 31, 2010**, the Profit & Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of **Shri Manoj Gaur** who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Shri Sunil Kumar Sharma** who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of **Shri Anand Bordia** who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint **M/s R. Nagpal Associates**, Chartered Accountants, as Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Special Business

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

As Ordinary Resolutions:

6. **“RESOLVED THAT Shri M.J. Subbaiah** be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
7. **“RESOLVED THAT Shri R.N. Bhardwaj** be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
8. **“RESOLVED THAT Shri S.C. Bhargava** be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
9. **“RESOLVED THAT Shri B.K. Goswami** be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
10. **“RESOLVED THAT Dr. B. Samal** be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
11. **“RESOLVED THAT Dr. R.C. Vaish** be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
12. **“RESOLVED THAT Shri S. Balasubramanian** be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
13. **“RESOLVED THAT Shri S.C. Gupta** be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
14. **“RESOLVED THAT Shri B.K. Taparia** be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
15. **“RESOLVED THAT Shri B.B. Tandon** be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
16. **“RESOLVED THAT Shri O.P. Arya** be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
17. **“RESOLVED THAT Smt. Rekha Dixit** be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
18. **“RESOLVED THAT** pursuant to the provisions of Sections 198,

269 & 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the appointment of **Smt. Rekha Dixit as a Whole-time Director** of the Company for a period of three years with effect from 1st June, 2010 on the remuneration and terms & conditions mentioned in the Explanatory Statement annexed to this Notice.”

“RESOLVED FURTHER THAT pursuant to Section 198 and all other applicable provisions of the Companies Act, 1956, the remuneration as set out in the said Explanatory Statement be paid as minimum remuneration to Smt. Rekha Dixit notwithstanding that in any financial year of the Company during her tenure as Whole-time Director, the Company has made no profits or profits are inadequate.”

“RESOLVED FURTHER THAT the Chairman of the Company be and is hereby authorised to fix the inter-se ceilings/limits of various perquisites.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, 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 XIII to the Companies Act 1956 or any Statutory amendment or re-enactment thereof in force”

19. **“RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the re-appointment of **Shri Sameer Gaur as a Director-in-Charge (Whole-time)** of the Company for a further period of three years with effect from September 10, 2010 on the remuneration and terms & conditions mentioned in the Explanatory Statement annexed to this Notice.”

“RESOLVED FURTHER THAT pursuant to Section 198 and all other applicable provisions of the Companies Act, 1956, the remuneration as set out in the said Explanatory Statement be paid as minimum remuneration to Shri Sameer Gaur notwithstanding that in any financial year of the Company during his tenure as Director-in-Charge (Whole-time), the Company has made no profits or profits are inadequate.”

“RESOLVED FURTHER THAT the Chairman of the Company be and is hereby authorised to fix the inter-se ceilings/limits of various perquisites.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, 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 XIII to the Companies Act, 1956 or any Statutory amendment or re-enactment thereof in force”

20. **“RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the re-appointment of **Shri Sachin Gaur as a Whole-time Director** of the Company for a further period of three years with effect from September 10, 2010 on the remuneration and terms & conditions mentioned in the Explanatory Statement annexed to this Notice.”

“RESOLVED FURTHER THAT pursuant to Section 198 and all other applicable provisions of the Companies Act, 1956, the remuneration as set out in the said Explanatory Statement be paid as minimum remuneration to Shri Sachin Gaur notwithstanding that in any financial year of the Company during his tenure as a Whole-time Director, the Company has made no profits or profits are inadequate.”

“RESOLVED FURTHER THAT the Chairman of the Company be and is hereby authorised to fix the inter-se ceilings/limits of various perquisites.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, 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 XIII to the Companies Act 1956 or any Statutory amendment or re-enactment thereof in force”

21. **“RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the re-appointment of **Shri Har Prasad as a Whole-time Director** of the Company for a further period of three years with effect from September 10, 2010 on the remuneration and terms & conditions mentioned in the Explanatory Statement annexed to this Notice.”

“RESOLVED FURTHER THAT pursuant to Section 198 and all other applicable provisions of the Companies Act, 1956, the remuneration as set out in the said Explanatory Statement be paid as minimum remuneration to Shri Har Prasad notwithstanding that in any financial year of the Company during his tenure as a Whole-time Director, the Company has made no profits or profits are inadequate.”

“RESOLVED FURTHER THAT the Chairman of the Company be and is hereby authorised to fix the inter-se ceilings/limits of various perquisites.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, 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 XIII to the Companies Act 1956 or any Statutory amendment or re-enactment thereof in force”

22. **“RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the re-appointment of **Smt. Rita Dixit as a Whole-time Director** of the Company for a further period of three years with effect from September 10, 2010 on the remuneration and terms & conditions mentioned in the Explanatory Statement annexed to this Notice.”

“RESOLVED FURTHER THAT pursuant to Section 198 and all other applicable provisions of the Companies Act, 1956, the remuneration as set out in the said Explanatory Statement be paid as minimum remuneration to Smt. Rita Dixit notwithstanding that in any financial year of the Company during her tenure as a Whole-time Director, the Company has made no profits or profits are inadequate.”

“RESOLVED FURTHER THAT the Chairman of the Company be and is hereby authorised to fix the inter-se ceilings/limits of various perquisites.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, 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 XIII to the Companies Act 1956 or any Statutory amendment or re-enactment thereof in force”

By Order of the Board
For **JAYPEE INFRA▲TECH LIMITED**

Place: Noida
Date: 12th July, 2010

GEETA PURI SETH
Company Secretary

NOTES

- (i) Relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of resolutions set out under **item Nos. 6 to 22** is annexed hereto.
- (ii) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.
- (iii) Corporate Members intending to send their respective authorized representatives are requested to send a duly certified copy of the Board/Governing Body resolution authorizing such representatives to attend and vote at the Annual General Meeting.
- (iv) All documents referred to in the Notice and accompanying Explanatory Statement, as well as the Annual Report are open for inspection at the Registered Office of the Company on all working days, except Sunday and other holidays, between 11:00 A.M. and 1.00 P.M. up to the date of the Annual General Meeting.
- (v) The Register of Members and Share Transfer Books will remain closed from 17th September, 2010 to 21st September, 2010 (both days inclusive).
- (vi) Members who are holding shares in physical form are requested to notify the change in their respective addresses or Bank details to the Company and always quote their Folio Numbers in all correspondence with the Company. In respect of holding in electronic form, Members are requested to notify any change in addresses or Bank details to their respective Depository Participants.
- (vii) Members can avail of the nomination facility in terms of Section 109A of the Companies Act, 1956 by nominating in Form 2B, as prescribed under Companies (Central Government's) General Rules and Forms, 1956, any person to whom their shares shall vest on occurrence of events stated in the said Form. Blank Forms can be supplied on request. Form 2B is to be submitted in duplicate: (a) in case of shares held in physical form, to the Company and (b) in case of shares held in dematerialized form, to the respective Depository Participants.

- (viii) Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading is permitted only in dematerialized form, electronic transfer, savings in stamp duty, prevention of forgery, etc.
- (ix) **Members or their respective proxies are requested to:**
- (a) **bring copies of Annual Report sent to the Members as copies of Annual Report shall not be distributed at the Annual General Meeting;**
 - (b) **note that no gifts/coupons shall be distributed at the Annual General Meeting; and**
 - (c) **quote their Folio/Client ID & DP ID No. in all correspondence.**
- (x) Any query relating to Accounts or any other items of business set out in the Agenda of the Meeting must be sent to the Company's Registered Office at Sector 128, Noida – 201 304, U.P. **at least seven days before the date of the Meeting.** The envelope may please be superscribed **"AGM QUERIES – Attn. : Smt. Geeta Puri Seth, Company Secretary"**.
- (xi) Relevant details, in terms of Clause 49 of the Listing Agreement, in respect of the **Directors retiring by rotation and proposed to be re-appointed** are as under:

Shri Manoj Gaur

Shri Manoj Gaur, 46 years, is Director of the Company since April, 2007. He holds a bachelor's degree in civil engineering from the Birla Institute of Technology and Sciences, Pilani. He has around 22 years of experience in the industry, concentrating on corporate and finance matters. He is the Executive Chairman of holding company Jaiprakash Associates Limited (JAL) (the flagship company of Jaypee Group), having diversified interests in the fields of civil engineering, construction, manufacturing and marketing of cement, hydro and thermal power infrastructure including real estate, hospitality and education.

Shri Manoj Gaur is also on the Boards of Jaiprakash Associates Ltd., Jaiprakash Power Ventures Ltd., Jaypee Karcham Hydro Corporation Ltd., Gujarat Jaypee Cement & Infrastructure Ltd., Bhilai Jaypee Cement Ltd., Jaypee Ganga Infrastructure Corporation Ltd., Madhya Pradesh Jaypee Minerals Ltd., Bina Power Supply Company Ltd., Sangam Power Generation Company Ltd., Prayagraj Power Generation Company Ltd., Jaypee Sports International Private Ltd., MP Jaypee Coal Ltd., Kanpur Fertilizers & Cement Ltd., Jaypee Ventures Private Ltd., Avni Housing Private Ltd. and Manumanik Estates Private Ltd.

Shri Manoj Gaur holds 45,000 Equity Shares in the Company in his own name and 100 Equity Shares in the Company are held by him as a Nominee of JAL, the Holding Company, who holds the beneficial interest in the said shares.

Shri Sunil Kumar Sharma

Mr. Sunil Kumar Sharma, 51 years, is Director of the Company since April, 2007. He holds a bachelor's degree in science from the University of Meerut. Mr. Sharma has over 28 years of experience in various areas of planning, procurement, execution and management and is presently looking after engineering construction contracts of JAL spread over India and Bhutan. He is the Executive Vice Chairman of Holding Company Jaiprakash Associates Limited (JAL) (the flagship Company of Jaypee Group), having diversified interests in the fields of civil engineering, construction, manufacturing and marketing of cement, hydro and thermal power infrastructure including real estate, hospitality and education.

Shri Sunil Kumar Sharma is also on the Boards of Jaiprakash Associates Ltd., Jaiprakash Power Ventures Ltd., Jaypee Karcham Hydro Corporation Ltd., Jaypee Ganga Infrastructure Corporation Ltd., Himalyan Expressway Ltd., Madhya Pradesh Jaypee Minerals Ltd., Jaypee Powegrid Ltd., Jaypee Arunachal Power Ltd., Jaypee Fertilizers & Industries Ltd., Jaypee Hotels Ltd., Jaypee Spa Infocom Ltd., Jaypee Ventures Private Ltd., Jaiprakash Agri Initiatives Company Private Ltd., Sangam Power Generation Company Ltd., Prayagraj Power Generation Company Ltd., Jaypee Sports International Private Ltd. and Suneha Estates Private Ltd. and Jaypee International Logistics Company Private Ltd.

Shri Sunil Kumar Sharma holds 50,000 Equity Shares in the Company in his own name and 100 Equity Shares in the Company are held by him as a Nominee of JAL, the Holding Company, who holds the beneficial interest in the said shares.

Shri Anand Bordia

Shri Anand Bordia, 65 years, is Director of the Company since January, 2009. He holds a bachelor's and master's degree in arts from the University of Delhi. He has around 37 years of professional experience at a senior level in the Government of India and in international organizations. Mr. Bordia belonged to the Indian Customs and Central Excise Service. He was the Member (Finance) at the National Highways Authority of India and took a number of initiatives in innovative financing and resource mobilization during the initial period of the 'National Highways Development Project'. Mr. Bordia has also held the positions of First Secretary (Trade) High Commission of India at London, Collector of Customs, Delhi and Director General Audit, Custom and Central Excise.

As the Joint Secretary of the Ministry of Social Justice and Empowerment, the Government of India, he was instrumental in initializing a project for the new privately managed defined contributory pension system. Mr. Bordia has conducted technical assistance projects in Asian, African and Latin American countries for the World Bank, the Asian Development Bank, Harvard Institute for International Development, the World Customs Organization and the United Nations International Drug Control Programme.

Shri Anand Bordia is also Director on the Board of Birla Corporation Ltd., C&C Constructions Ltd., C&C Projects Ltd. and Roto Pumps Ltd.

Shri Anand Bordia holds 7,000 Equity Shares in the Company in his own name and no share in the Company is held by him for any other person on a beneficial basis.

EXPLANATORY STATEMENT

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

Item No. 6

Shri. M.J. Subbaiah was appointed as an Independent Director w.e.f. November 16, 2009 on the Board of the Company.

By virtue of Section 260 of the Companies Act, 1956 read with Article 88 of the Articles of Association of the Company, he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice in writing alongwith a deposit of Rs. 500 from a member of the Company in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Shri. M.J. Subbaiah for the office of Director at the ensuing Annual General Meeting.

Shri M.J. Subbaiah, 67 years, holds a master's degree, being a gold medalist, in economics from Mysore University. He is also a fellow member of the Indian Institute of Bankers. Mr. Subbaiah is a banker by profession and has over 26 years of experience including as Senior General Manager (Operations), ICICI Bank Limited and as Managing Director of Centurion Bank. He served for five years as a member of the Tariff Authority for Major Ports, the port tariff regulatory authority of the Government of India.

He is also Director on the Boards of Eicher Motors Ltd. and L&T Mutual Fund Trustee Ltd.

Shri. M.J. Subbaiah holds 1000 Equity Shares in the Company in his own name and no share in the Company is held by him for any other person on a beneficial basis.

None of the Directors of the Company, except. Shri. M.J. Subbaiah himself is concerned or interested in the Resolution.

The Board commends the resolution for your approval.

Item No. 7

Shri R.N.Bhardwaj was appointed as an Independent Director w.e.f. November 16, 2009 on the Board of the Company.

By virtue of Section 260 of the Companies Act, 1956 read with Article 88 of the Articles of Association of the Company, he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice in writing alongwith a deposit of Rs. 500 from a member of the Company in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Shri R.N.Bhardwaj for the office of Director at the ensuing Annual General Meeting.

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

Shri Bhardwaj has over 37 years of experience with the Life Insurance Corporation of India and has served in various positions including as its Managing Director and Chairman. Mr. Bhardwaj has also served as a member of the Securities Appellate Tribunal. Shri Bhardwaj is presently Director on the Board of Jaiprakash Associates Ltd., Jaiprakash Power Ventures Ltd., SREI Venture Capital Ltd., Religare Trustee Company Ltd., India Railway Catering & Tourism Corp Ltd., Money Matters Financial Services Ltd., Microsec Financial Services Ltd., Reliance Infratel Ltd., Milestone Capital Advisors Pvt. Ltd., IIT Insurance Broking and Risk Management Pvt. Ltd., Singhi Advisor Pvt. Ltd., IL&FS Milestone Realty Advisor Pvt. Ltd., Samvridhi Advisors Pvt. Ltd., Lanco Kondapalli Power Pvt. Ltd., Invent Asset Securitization and Reconstruction Pvt. Ltd., Capstone Capital Services Private Ltd. and Milestone Religare Investment Advisors Pvt. Ltd. and Dhunseri Petrochem & Tea Ltd.

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

None of the Directors of the Company, except Shri R.N.Bhardwaj himself, is concerned or interested in the Resolution.

The Board commends the resolution for your approval.

Item No. 8

Shri S. C. Bhargava was appointed as an Independent Director w.e.f. November 16, 2009 on the Board of the Company.

By virtue of Section 260 of the Companies Act, 1956 read with Article 88 of the Articles of Association of the Company, he holds office

upto the date of ensuing Annual General Meeting of the Company. The Company has received notice in writing alongwith a deposit of Rs. 500 from a member of the Company in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Shri S. C. Bhargava for the office of Director at the ensuing Annual General Meeting.

Shri S.C. Bhargava, 64 years, holds a bachelor's 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 34 years of experience that encompasses investments, treasury management, finance, accounts and inspection and has previously worked with the Life Insurance Corporation of India from 1967 to 2005. During his association with the Life Insurance Corporation of India, he served in various capacities such as deputy secretary, secretary (investments), chief (investments) and executive director (investments). Mr. Bhargava has also acted as member of the technical advisory committee on money, foreign exchange and government securities markets of the RBI from May, 2004 to July, 2005.

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

Shri S. C. Bhargava does not hold any share (either in his name or in the name of any other person on a beneficial basis) in the Company.

None of the Directors of the Company, except Shri S. C. Bhargava himself, is concerned or interested in the Resolution.

The Board commends the resolution for your approval.

Item No. 9

Shri B.K. Goswami was appointed as an Independent Director w.e.f. November 16, 2009 on the Board of the Company.

By virtue of Section 260 of the Companies Act, 1956 read with Article 88 of the Articles of Association of the Company, he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice in writing alongwith a deposit of Rs. 500 from a member of the Company in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Shri Basant Kumar Goswami for the office of Director at the ensuing Annual General Meeting.

Shri B.K. Goswami, 75 years, holds a master's degree in English from the University of Delhi. He has retired from the Indian Administrative Services and has held positions in various departments of the Government of India.

Mr. Basant Kumar Goswami is also on the Boards of Jaiprakash Associates Ltd., Jaypee Development Corporation Ltd., L.H. Sugar Factories Ltd., Global Trust Capital Finance Private Ltd., New Kennilworth Hotels Private Ltd., Blue Coast Hotels Ltd., Parsvnath SEZ Ltd., Neclife – Nectar Life Science Ltd., Mata Securities Private Ltd., Landmark Property Development Company Ltd., Conservation Corporation of India Private Ltd., Naturich Labs Private Ltd. and Seven Senses Ayurvedic Health and Spa Ventures Ltd., B&A Ltd. and Simbhaoli Sugars Ltd.

Shri B.K. Goswami holds 500 Equity Shares in the Company in his own name and no share in the Company is held by him for any other person on a beneficial basis.

None of the Directors of the Company, except Shri Basant Kumar

Goswami himself, is concerned or interested in the Resolution.

The Board commends the resolution for your approval.

Item No. 10

Dr. B. Samal was appointed as an Independent Director w.e.f. November 16, 2009 on the Board of the Company.

By virtue of Section 260 of the Companies Act, 1956 read with Article 88 of the Articles of Association of the Company, he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice in writing alongwith a deposit of Rs. 500 from a member of the Company in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Dr. B. Samal for the office of Director at the ensuing Annual General Meeting.

Dr. B. Samal, 67 years, holds a master's degree, being a gold medalist, in 'Agricultural Economics' and a doctorate in economics from Kalyani University, West Bengal. He also holds a diploma in 'bank management' conducted by the National Institute of Bank Management, Pune. Mr. Samal is a banker by profession and has served in various positions including as Chairman and Managing Director of Industrial Investment Bank of India and as Chairman and Managing Director of Allahabad Bank. He has also been a member of the Securities Appellate Tribunal.

Dr. B. Samal is also on the Boards of Jaiprakash Associates Ltd., Surana Industries Ltd., Zicom Electronic Security Systems Ltd., Mayfair Hotels & Resorts Ltd., ARSS Infrastructure Projects Ltd., Industrial Investment Trust Ltd., IIT Investrust Ltd., Indo Green Projects Ltd., Money Matters Financial Services Ltd., Shriram Life Insurance Company Ltd., Jaypee Karcham Hydro Corporation Ltd and Reliance Capital Ltd. and Vipul Ltd.

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

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

The Board commends the resolution for your approval.

Item No. 11

Dr. R.C. Vaish was appointed as an Independent Director w.e.f. November 16, 2009 on the Board of the Company.

By virtue of Section 260 of the Companies Act, 1956 read with Article 88 of the Articles of Association of the Company, he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice in writing alongwith a deposit of Rs. 500 from a member of the Company in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Dr. R.C. Vaish for the office of Director at the ensuing Annual General Meeting.

Dr. R.C. Vaish, 69 years, holds a bachelor's degree in law, a master's degree in arts and commerce, and a doctorate in economics from the University of Florida, U.S.A. He is also a chartered accountant with over 44 years of experience. Dr. Vaish is a tax consultant and specializes in the areas of corporate planning, international taxation and finance, and off-shore investments. He is also on the Boards of various companies such as Express News Papers Ltd, Ansal Properties & Infrastructure Ltd, Jaiprakash Power Ventures Ltd., Omax Autos Ltd., Saanguine Singapore Pte Ltd., OCL India Ltd., Bharat Consultants Private Ltd., Mayar Infrastructure Development Private Ltd. and Roto Pumps Ltd.

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

None of the Directors of the Company, except Dr. R.C. Vaish himself, is concerned or interested in the Resolution.

The Board commends the resolution for your approval.

Item No. 12

Shri S. Balasubramanian was appointed as an Independent Director w.e.f. November 16, 2009 on the Board of the Company.

By virtue of Section 260 of the Companies Act, 1956 read with Article 88 of the Articles of Association of the Company, he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice in writing alongwith a deposit of Rs. 500 from a member of the Company in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Shri S. Balasubramanian for the office of Director at the ensuing Annual General Meeting.

Shri S. Balasubramanian, 67 years, holds a bachelor's degree in commerce from the Madras University, a bachelor's degree in law from the University of Delhi, a post-graduate diploma in management accountancy of the Institute of Chartered Accountants of India and a post-graduate diploma in 'project management' from the University of Bradford, U.K. He is also an associate member of the Institute of Chartered Accountants of India, the Institute of Company Secretaries of India and Institute of Cost & Works Accountants of India.

Shri Balasubramanian was associated with the Company Law Board as its Member, Vice Chairman and Chairman for over 18 years. He was Director/ Joint Secretary in the Ministry of Programme Implementation from October, 1988 to May, 1991 dealing with monitoring the implementation of public sector projects costing over Rs. 1,000 million. He was also associated with the Department of Posts as the Director-in-charge from 1985 to 1988 and with the Indian Telephone Industries, Bangalore as the Chief Financial Manager from 1979 to 1985. Mr. Balasubramanian has also been a consultant to the Governments of Malawi and Brunei Darussalam to advise these Governments for costing and fixation of tariffs for various kinds of postal services. He has also served as the Central Government Nominee on the Central Council of the Institute of Chartered Accountants of India during the peiod commencing from 1999 to 2000.

Mr. Balasubramanian is also on the Boards of GVK Power and Infrastructure Ltd. and Emami Paper Mills Ltd.

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

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

The Board commends the resolution for your approval.

Item No. 13

Shri S.C. Gupta was appointed as an Independent Director w.e.f. November 16, 2009 on the Board of the Company.

By virtue of Section 260 of the Companies Act, 1956 read with Article 88 of the Articles of Association of the Company, he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice in writing alongwith a deposit of Rs. 500 from a member of the Company in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Shri S.C.Gupta for the office of Director at the ensuing Annual General Meeting.

Shri S.C. Gupta, 73 years, holds a bachelor's degree in science and architecture and a post graduate diploma in 'Town and Country Planning'. He is also a fellow of the Institute of Town Planning of India and is an accomplished planner with over 36 years of experience in the field of urban development planning. He retired as the Additional Commissioner (Planning) from the Delhi Development Authority in 1994. He is also a professor of planning at the School of Planning and Architecture, New Delhi. Mr. Gupta is a senior advisor to the Association of Metropolitan Development Authorities and the Delhi Urban Arts Commission. As a consultant to the Asian Development Bank, he advised the Government of Uttarakhand on projecting disaster management needs for urban development in the state. As an independent professional, he has undertaken a number of consultancy projects such as the urban planner for the Special Economic Zone in Mundra, Gujarat.

Mr. S.C. Gupta is also on the Boards of Jaiprakash Associates Ltd., Preferred Card Marketing Private Ltd., Goodtimes Marketing Private Ltd., TLC Relationship Management Private Ltd., Sureni Holdings Private Ltd. and Jaypee Development Corporation Ltd.

Shri S.C. Gupta does not hold any share (either in his name or in the name of any other person on a beneficial basis) in the Company.

None of the Directors of the Company, except Shir S.C. Gupta himself, is concerned or interested in the Resolution.

The Board commends the resolution for your approval.

Item No. 14

Shri B. K. Taparia was appointed as an Independent Director w.e.f. November 16, 2009 on the Board of the Company.

By virtue of Section 260 of the Companies Act, 1956 read with Article 88 of the Articles of Association of the Company, he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice in writing alongwith a deposit of Rs. 500 from a member of the Company in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Shri B. K. Taparia for the office of Director at the ensuing Annual General Meeting.

Shri Bal Krishna Taparia, 70 years, holds a master's degree in commerce from Rajasthan University, Jaipur and is a certified associate of Indian Institute of Bankers. He has over 40 years of experience in banking, corporate finance and the administrative sector and has served in various capacities in a number of organizations including as executive director of the Industrial Development Bank of India and as the chairman and managing director of the Industrial Investment Bank of India.

Shri B. K. Taparia is also on the Boards of Jaiprakash Associates Ltd., Jaiprakash Power Ventures Ltd. and Jaypee Development Corporation Ltd.

Shri B. K. Taparia does not hold any share for himself. However, he holds 44,80,650 Equity Shares in the Company as Trustee on behalf of Jaypee Group Employees Welfare Trust, who holds beneficial interest in the said shares.

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

The Board commends the resolution for your approval.

Item No. 15

Shri B.B. Tandon was appointed as an Independent Director w.e.f. November 16, 2009 on the Board of the Company.

By virtue of Section 260 of the Companies Act, 1956 read with Article 88 of the Articles of Association of the Company, he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice in writing alongwith a deposit of Rs. 500 from a member of the Company in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Shri B.B. Tandon for the office of Director at the ensuing Annual General Meeting.

Shri B.B. Tandon, 69 years, holds a bachelor's degree in law and a master's degree in economics from the University of Delhi. He also holds an 'Associate Certificate' of the Indian Institute of Bankers. Mr. Tandon was a member of the Indian Administrative Services from 1965 to 2001. He has held various positions in the Government of India and the State Government of Himachal Pradesh including Principal Secretary, Power and Chairman, Himachal Pradesh State Electricity Board. He has handled several key assignments in the Cabinet Secretariat, Department of Defence Production and Supplies, the Ministry of Industry and the Ministry of Mines, Government of India. Mr. Tandon was Election Commissioner and then appointed as the Chief Election Commissioner of India in 2006.

Shri B.B. Tandon is also on the Boards of Jaiprakash Power Ventures Ltd., Nagarjuna Fertilizers & Chemicals Ltd., Precisions Pipes & Profiles Ltd., Birla Corporation Ltd., Oriental Carbon & Chemicals Ltd., Dhampur Sugar Mills Ltd., Vikas Global One Ltd., Bhushan Steel Ltd., Adani Power Ltd., VLS Finance Ltd., Exicom Tele-systems Ltd., Filatex India Ltd., Ambience Ltd., Smart Digivision Private Ltd., Lanco Anpara Power Ltd. and Ambuja Cement Foundation.

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

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

The Board commends the resolution for your approval.

Item No. 16

Shri O.P. Arya was appointed as Director w.e.f. November 1, 2009 on the Board of the Company and designated as Managing Director-cum-Chief Executive Officer without any remuneration.

By virtue of Section 260 of the Companies Act, 1956 read with Article 88 of the Articles of Association of the Company, he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice in writing alongwith a deposit of Rs. 500 from a member of the Company in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Shri O.P. Arya for the office of Director at the ensuing Annual General Meeting.

Shri O.P. Arya, 62 years, joined the Indian Administrative Services in 1975 and took voluntary retirement in April, 2008 while working as the Additional Secretary in the Government of India, the Ministry of Commerce and Industry. He has held a number of important positions in Government of India, including the Chief of the Serious Frauds Investigation Office, Joint Secretary to Government of India, Ministry of Home Affairs, Deputy Secretary/Director to the Government of India in the Department of Petrochemicals and Chemicals. Mr. Arya was the founding Director of the Serious Frauds Investigation Office and was involved in restructuring of law enforcement organizations. He has also held numerous positions in Uttar Pradesh and Uttarakhand as Secretary to the Government, Energy and Irrigation Departments, Appointment and Personnel, Industry and Energy. He has also represented India in a number of bilateral and multilateral negotiations. He also held the position of Chairman of United Nations Mechanism comprising 74 countries.

Shri O.P. Arya is also holding the Office of Managing Director-cum-Chief Executive Officer of Jaypee Ganga Infrastructure Corporation Ltd.

Shri O.P. Arya holds 4,000 Equity Shares in the Company in his own name and no share in the Company is held by him for any other person on a beneficial basis.

None of the Directors of the Company, except Shri O.P. Arya himself, is concerned or interested in the Resolution.

The Board commends the resolution for your approval.

Item No. 17 & 18

Smt. Rekha Dixit was appointed as Director in the casual vacancy caused due to resignation of Shri Jaiprakash Gaur w.e.f. May 28, 2010.

By virtue of Section 262 of the Companies Act, 1956 read with Article 89 of the Articles of Association of the Company, she holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice in writing alongwith a deposit of Rs. 500 from a member of the Company in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Smt. Rekha Dixit for the office of Director at the ensuing Annual General Meeting.

Smt. Rekha Dixit, aged 51, is an M.A. (English) from Delhi University. She had joined Jaypee Group as Executive (Commercial) in January 1999.

She has to her credit invaluable experience of procurement of various items of equipment and materials for various large sized projects and possesses sound knowledge on diverse fields, she has acquired acumen for management of large projects.

Smt. Dixit is also a Director of Jaypee Sports International Private Ltd. and Ceekay Estates Pvt. Ltd.

Keeping in view her experience and leadership qualities, the Board of Directors in their meeting held on 28th May 2010 had appointed Smt. Rekha Dixit as Whole-time Director for a period of three years w.e.f. 1st June, 2010 on the following remuneration approved by the Remuneration Committee on 18th June, 2010:

I Salary

Rs. 2,00,000/- (Rupees Two Lacs only) per month in the pay scale of Rs. 200000-20000-300000-30000-450000.

II Perquisites and other benefits:

Besides the above salary, the Whole-time Director 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, gratuity payable at a rate not exceeding half month's salary for each completed year of service and 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 as per rules/policy of the Company.
- (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.
- (iii) Encashment of leave at the end of the tenure as per rules/policy of the Company.

Smt. Rekha Dixit shall also be entitled for a Car, Telephone at Residence and Mobile Phone for Company's business at Company's expense.

The Board considers that her appointment is in the best interest of the Company.

Smt. Rekha Dixit holds 50,000 Equity Shares in the Company in her own name and no share in the Company is held by her for any other person on a beneficial basis.

S/Shri Manoj Gaur, Sameer Gaur, Smt. Rita Dixit, being related to Smt. Rekha Dixit and Smt. Rekha Dixit herself are deemed to be interested in the said resolution.

This explanatory statement together with the accompanying notice is, and may be treated as an abstract of terms of appointment and memorandum of interest in respect of appointment of Smt. Rekha Dixit under Section 302 of the Companies Act, 1956.

The Board commends the resolution for your approval.

Item No. 19

Shri Sameer Gaur, aged 39 years, MBA from University of Wales, U.K., is accredited with management experience of over 14 years. He has been a Director of the Company since its incorporation. Shri Sameer Gaur was also appointed as a Director-in-Charge (Whole-time) on 10th September, 2007, for a period of three years, i.e. upto 9th September, 2010, on the remuneration and terms & conditions as were approved by the Shareholders at their Extra Ordinary General Meeting held on 4th October 2007. Prior to this appointment, he was a Whole-time Director of Jaiprakash Associates Limited (Holding Company). He has worked on significant Projects of Jaiprakash Associates Limited, viz. Sardar Sarovar Project in Gujarat, Dulhasti and Baglihar Hydroelectric Projects in Jammu and Kashmir. The remuneration of Shri Sameer Gaur was also revised and approved by the Shareholders at their Extra Ordinary General Meeting held on 29th December, 2008 which was also approved by the Ministry of Corporate Affairs.

Shri Sameer Gaur is also a Director of Jaiprakash Kashmir Energy Ltd., Jaypee Ventures Pvt. Ltd., Samsun Estates Pvt. Ltd., Himalyan Expressway Ltd., Bhumi Estates Developers Pvt. Ltd., Jaypee Sports International Private Ltd., Jaypee Development Corporation Ltd., Jaypee Ganga Infrastructure Corporation Ltd., Jaypee Agra Vikas Ltd., Anvi Hotels Pvt. Ltd., Sangam Power Generation Company Ltd. and Prayagraj Power Generation Company Ltd.

Keeping in view his contribution in the growth of the Company and his leadership qualities supported by experience, the Board of Directors in their meeting held on 12th July, 2010 had re-appointed Shri Sameer Gaur, Director-in-Charge (Whole-time) with his present designation for a further period of three years from the date of expiry of his earlier term, i.e., w.e.f. September 10, 2010 on the following remuneration, as approved by the Remuneration Committee on 12th July, 2010 :

I Salary

Rs. 3,30,000/- (Rupees Three lacs Thirty Thousand only) per month in the pay scale of Rs. 200000-20000-300000-30000-450000.

Next date of increment shall be 1st October, 2011; increment shall be admissible on every 1st October.

II Perquisites and other benefits:

Besides the above salary, the Director-in-Charge 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, gratuity payable at a rate not exceeding half month's salary for each completed year of service and 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 as per rules/policy of the Company.
- (ii) Gratuity at the end of the tenure at a rate not exceeding half a month's salary for each completed year of service payable.
- (iii) Encashment of leave at the end of the tenure as per rules/policy of the Company.

Shri Sameer Gaur shall also be entitled for a Car, Telephone at Residence and Mobile Phone for Company's business at Company's expense.

The Board considers that his appointment is in the best interest of the Company.

Shri. Sameer Gaur holds 51,000 Equity Shares in the Company in his own name and 100 Equity Shares in the Company are held by him as a Nominee of JAL, the Holding Company, who holds the beneficial interest in the said shares.

Shri Manoj Gaur, Smt. Rekha Dixit, Smt. Rita Dixit being related to Shri Sameer Gaur and Shri Sameer Gaur himself are deemed to be interested in the said resolution.

This explanatory statement together with the accompanying notice is, and may be treated as an abstract of terms of reappointment and memorandum of interest in respect of appointment of Shri Sameer Gaur under Section 302 of the Companies Act, 1956.

Your Directors commend the Resolution for your approval.

Item No. 20

Shri Sachin Gaur, aged about 35 years, B.Tech., has to his credit an experience of over 12 years in managing the planning and execution of different projects, including the 'Tehri Hydro Electric Project', 'Sardar Sarovar Project', 'Omkareshwar Hydro Electric Project' and 'Baglihar Hydro Electric Project'. He joined the Board of Directors of the Company as an Additional Director on 21st April, 2007. Shri Sachin Gaur was appointed as a Whole-time Director on 10th September, 2007, for a period of three years, i.e. upto 9th September, 2010, on the remuneration and terms & conditions as were approved by the Shareholders at their Extra Ordinary General Meeting held on 4th October 2007. The remuneration of Shri Sachin Gaur was also revised and approved by the Shareholders at their Extra Ordinary General Meeting held on 29th December, 2008 which was also approved by the Ministry of Corporate Affairs.

Shri Sachin Gaur is also a Director of Jaypee Sports International Private Ltd., Jaypee Agra Vikas Ltd., Anvi Hotels Pvt. Ltd. and Vinamra Housing and Construction Pvt. Ltd.

Keeping in view his contribution in the growth of the Company and his leadership qualities supported by experience, the Board of Directors in their meeting held on 12th July, 2010 had re-appointed Shri Sachin Gaur, Whole-time Director with his present designation for a further period of three years from the date of expiry of his earlier term, i.e., w.e.f. September 10, 2010 on the following remuneration, as approved by the Remuneration Committee on 12th July, 2010 :

I Salary

Rs. 2,60,000/- (Rupees Two Lacs Sixty Thousand only) per month in the pay scale of Rs. 200000-20000-300000-30000-450000.

Next date of increment shall be 1st October, 2011; increment shall be admissible on every 1st October.

II Perquisites and other benefits:

Besides the above salary, the Whole-time Director 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, gratuity payable at a rate not exceeding half month's salary for each completed year of service and 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 as per rules/policy of the Company.
- (ii) Gratuity at the end of the tenure at a rate not exceeding half a month's salary for each completed year of service payable.
- (iii) Encashment of leave at the end of the tenure as per rules/policy of the Company.

Shri Sachin Gaur shall also be entitled for a Car, Telephone at Residence and Mobile Phone for Company's business at Company's expense.

The Board considers that, his appointment is in the best interest of the Company.

Shri. Sachin Gaur holds 20,000 Equity Shares in the Company in his own name and no share in the Company is held by him for any other person on a beneficial basis.

None of the Directors except the appointee himself may be deemed to be concerned or interested in the resolution.

This explanatory statement together with the accompanying notice is, and may be treated as an abstract of terms of reappointment and memorandum of interest in respect of appointment of Shri Sachin Gaur under Section 302 of the Companies Act, 1956.

Your Directors commend the Resolution for your approval.

Item No. 21

Shri Har Prasad, aged about 75 years, B-Tech (Hons) in Civil Engineering, holds Certificate in Projects Management (U.P. Productivity Council) and Certificate of Dam Safety Evaluation with over 47 years of rich experience in the field of Project management, construction, planning and administration. He joined the Board of the Company on 21st April, 2007 as Additional Director. Shri Har Prasad was appointed as a Whole-time Director on 10th September, 2007, for a period of three years, i.e. upto 9th September, 2010, on the remuneration and terms & conditions as were approved by the Shareholders at their Extra Ordinary General Meeting held on 4th October 2007. The remuneration of Shri Har Prasad was also revised and approved by the Shareholders at their Extra Ordinary General Meeting held on 29th December, 2008 which was also approved by the Ministry of Corporate Affairs. He is also a Director of Himalyan Expressway Ltd.

Keeping in view his contribution in the growth of the Company and his leadership qualities supported by experience, the Board of

Directors in their meeting held on 12th July, 2010 had re-appointed Shri Har Prasad, Whole-time Director with his present designation for a further period of three years from the date of expiry of his earlier term, i.e., w.e.f. September 10, 2010 on the following remuneration, as approved by the Remuneration Committee on 12th July, 2010 :

I Salary

Rs. 2,80,000/- (Rupees Two Lacs Eighty Thousand only) per month in the pay scale of Rs. 200000-20000-300000-30000-450000.

Next date of increment shall be 1st October, 2011; increment shall be admissible on every 1st October.

II Perquisites and other benefits:

Besides the above salary, the Whole-time Director 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, gratuity payable at a rate not exceeding half month's salary for each completed year of service and 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 as per rules/policy of the Company.
- (ii) Gratuity at the end of the tenure at a rate not exceeding half a month's salary for each completed year of service payable.
- (iii) Encashment of leave at the end of the tenure as per rules/policy of the Company.

Shri Har Prasad shall also be entitled for a Car, Telephone at Residence and Mobile Phone for Company's business at Company's expense.

The Board considers that, his appointment is in the best interest of the Company.

Shri Har Prasad holds 8,350 Equity Shares in the Company in his own name and no share in the Company is held by him for any other person on a beneficial basis.

None of the Directors except the appointee himself may be deemed to be concerned or interested in the resolution.

This explanatory statement together with the accompanying notice is, and may be treated as an abstract of terms of reappointment and memorandum of interest in respect of appointment of Shri Har Prasad under Section 302 of the Companies Act, 1956.

Your Directors commend the Resolution for your approval.

Item No. 22

Smt. Rita Dixit, aged 43 years, Chartered Accountant by qualification, has more than 19 years of experience in accounts, finance, sales and marketing operations. She had also been nominated as a Government Nominee on the Central Council of the Institute of Company Secretaries of India by the Ministry of Corporate Affairs, Government of India. She joined the Board of Directors of the Company on 21st April, 2007 as an Additional Director. Smt. Rita Dixit was appointed as a Whole-time Director on 10th September, 2007, for a period of three years, i.e. upto 9th September, 2010, on the remuneration and terms & conditions as were approved by the Shareholders at their Extra Ordinary General Meeting held on 4th October 2007. The remuneration of

Smt. Rita Dixit was also revised and approved by the Shareholders at their Extra Ordinary General Meeting held on 29th December, 2008 which was also approved by the Ministry of Corporate Affairs.

Smt. Rita Dixit is also a Director of Jaypee Sports International Private Ltd, Jaypee Hotels Ltd., Jaiprakash Exports Private Ltd. and Vasujai Estates Pvt. Ltd.

Keeping in view her contribution in the growth of the Company and her leadership qualities supported by experience, the Board of Directors in their meeting held on 12th July, 2010 had re-appointed Smt. Rita Dixit , Whole-time Director with her present designation for a further period of three years from the date of expiry of her earlier term, i.e., w.e.f. September 10, 2010 on the following remuneration, as approved by the Remuneration Committee on 12th July, 2010 :

I Salary

Rs. 2,60,000/- (Rupees Two Lacs Sixty Thousand only) per month in the pay scale of Rs. 200000-20000-300000-30000-450000.

Next date of increment shall be 1st October, 2011; increment shall be admissible on every 1st October.

II Perquisites and other benefits:

Besides the above salary, the Whole-time Director 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, gratuity payable at a rate not exceeding half month's salary for each completed year of service and 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 as per rules/policy of the Company.
- (ii) Gratuity at the end of the tenure at a rate not exceeding half a month's salary for each completed year of service payable.
- (iii) Encashment of leave at the end of the tenure as per rules/policy of the Company.

Smt. Rita Dixit shall also be entitled for a Car, Telephone at Residence and Mobile Phone for Company's business at Company's expense.

The Board considers that, her appointment is in the best interest of the Company.

Smt. Rita Dixit does not hold any share (either in her name or in the name of any other person on a beneficial basis) in the Company.

S/Shri Manoj Gaur, Sameer Gaur, Smt. Rekha Dixit, being relative of Smt. Rita Dixit and the appointee herself may be deemed to be concerned or interested in the resolution.

This explanatory statement together with the accompanying notice is, and may be treated as an abstract of terms of reappointment and memorandum of interest in respect of appointment of Smt. Rita Dixit under Section 302 of the Companies Act, 1956.

Your Directors commend the Resolution for your approval.

By Order of the Board
For **JAYPEE INFRA▲TECH LIMITED**

Place : Noida
Date : July 12, 2010

GEETA PURI SETH
Company Secretary

DIRECTORS' REPORT

To,
The Members

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

FINANCIAL RESULTS

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

	(Rupees in Lacs)	
Financial Year ended	31.03. 2010	31.03.2009
INCOME		
Sales	64065.47	55454.27
Other Income	1220.06	171.42
	65285.53	55625.69
EXPENDITURE		
Operating expenses	4932.06	23868.26
Depreciation	1618.69	1396.89
	6550.75	25265.15
Profit/(Loss) before Tax	58734.78	30360.54
Less: Provision for Tax:		
Current Tax	9986.00	3658.00
Fringe Benefit Tax	0	29.40
Profit/(Loss) after Tax	48748.78	26673.14
- Profit/(Loss) b/f from previous year	25536.26	(1136.88)
Balance carried to Balance Sheet	74285.04	25536.26
Basic/Diluted Earning Per Share (Face value Rs. 10 per share)	4.33	2.76

OPERATIONS

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

Your Company has also been provided the right to develop 25 million square meters of land across five different locations along the Yamuna Expressway: One in Noida, two locations in District Gautam Budh Nagar (part of NCR) and one location in each of District Aligarh and District Agra for residential, commercial, amusement, industrial and institutional purposes. Of the total developable area of approx 53 crores sq.ft, approx. 31 crores sq. ft. is under NCR region, with

remaining 22 crores sq.ft being in District Aligarh and District Agra. Your Company has in its possession approx. 3745 acres of land as of 31st March, 2010 and is presently developing an aggregate 2.43 crores square feet of saleable area across five residential projects and one commercial project at Noida, which were approximately 88% sold on square foot basis, as of March 31, 2010. Your Company is able to create a niche for its projects under the affordable housing segment and could during the year under review sell approx. 2.03 Crores sq.ft aggregating to approx. sales value of Rs 5992 Crores with advances from pre-sales aggregating to Rs 1670 Crores.

Your Company has also appointed during the year M/s. SOM India LLC, USA to carry out the Master Planning for its Land Parcel- 2 at Jaganpur & Land Parcel-3 at Mirzapur comprising of 1235 acre each in the NCR region.

LAND ACQUISITION

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

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

DIVIDEND

Keeping in view the need to conserve the resources for completion of the Company's Project, no dividend has been recommended for the year.

CHANGES IN CAPITAL STRUCTURE

During the year, the Authorised Share Capital of the Company has been increased from Rs. 1000 Crore divided into 100,00,00,000 Equity Shares of Rs. 10 each to Rs. 1500 Crore divided into 150,00,00,000 Equity Shares of Rs. 10 each w.e.f. 22nd June 2009. Your Company has allotted 26,00,00,000 Equity Shares of Rs. 10/- each at par, to Jaiprakash Associates Limited (JAL), the Holding Company during the year. The total issued and paid-up share capital of the Company as at 31st March, 2010 was Rs. 1226 Crore out of which Rs. 1215 Crore (i.e. 99.10%) was held by JAL.

Your Company has successfully concluded the Initial Public Offer of 22,29,33,497 Equity Shares of face value of Rs. 10 each at a price of Rs. 102 per equity share (including a share premium of Rs. 92 per equity share, with 5% discount on Issue Price to Retail Category Investors), consisting of a fresh issue of 16,29,33,497 Equity Shares by the Company aggregating Rs. 1650 Crore and an Offer for Sale of 6,00,00,000 Equity Shares ("offer for sale") by Jaiprakash Associates Limited ("the Selling Shareholder") in the month of April/May, 2010.

The basis of allotment had been approved by National Stock Exchange of India Limited and the allotment had been made by the Board through IPO Committee, on May 14, 2010. Post IPO, total Issued and Paid-up share capital of the Company has increased to Rs.1388.93 Crore divided into 138,89,33,497 Equity Shares of Rs. 10 each, out of which 83.16% is presently held by Jaiprakash Associates Limited, the Holding Company.

The Equity Shares of the Company are being traded on National Stock Exchange of India Limited and Bombay Stock Exchange Limited, since 21st May, 2010.

OUTLOOK

Keeping in view the performance and future prospects of the Company's business and the booming economy in India coupled with growth in Automobile Industry and increasing absorption across the Real Estate Markets, your Company is poised for sustained growth and the outlook is bright.

DIRECTORATE

Shri Suresh Kumar had resigned as a Director of the Company on 30th April, 2009. Your Board placed on record its deep appreciation for the valuable contribution made by Shri Suresh Kumar during his tenure as Director of the Company.

During the year under report, the Board of the Company was reconstituted to bring the same in line with the requirements of the Corporate Governance. Shri P.K. Jain and Shri G. P. Gaur had offered to step down and resigned w.e.f. 14th November, 2009 to facilitate the re-constitution of the Board. The Board was reconstituted and the following Directors, namely S/Shri M.J. Subbaiah, R.N. Bhardwaj, S.C. Bhargava, B.K. Goswami, S. Balasubramanian, S.C. Gupta, B.K. Taparia, B.B. Tandon, Dr. B. Samal and Dr. R.C. Vaish were co-opted as Additional Directors w.e.f. 16th November, 2009.

Shri O.P.Arya has been appointed and designated as the Managing Director-cum-Chief Executive Officer effective 1st November 2009. Shri Anand Bordia, Whole-time Director has been designated as the Chief Financial Officer of the Company.

Shri Jaiprakash Gaur resigned from the Board of the Company on 28th May, 2010. Your Board placed on record its deepest appreciation and gratitude for the everlasting contribution of Shri Jaiprakash Gaur, Founder Chairman, for his pioneering efforts for the successful launch and planned implementation of the Project of the Company. On the request of the members of the Board Shri Jaiprakash Gaur accepted to continue to be associated with the Company as a Permanent Invitee to the Board so that it can be benefited by his vision and legendary knowledge.

Smt. Rekha Dixit, co-opted as a Director in the casual vacancy caused due to the resignation of Shri Jaiprakash Gaur on 28th May, 2010 has been appointed to hold office as a Whole-time Director of the Company w.e.f. 1st June, 2010.

S/Shri Manoj Gaur, Anand Bordia and Sunil Kumar Sharma, Directors would retire by rotation at the forthcoming Annual General Meeting of the Company. Proposals for their re-appointment have been included in the notice of the Annual General Meeting for your approval.

Similarly, the proposals for the appointment of S/Shri M.J. Subbaiah, R.N. Bhardwaj, S.C. Bhargava, B.K. Goswami, S. Balasubramanian, S.C. Gupta, B.K. Taparia, B.B. Tandon, Dr. B. Samal, Dr. R.C. Vaish, Mr. O.P. Arya and Smt.Rekha Dixit as Directors of the Company and also for the appointment/re-appointment and remuneration of S/Shri Sameer Gaur, Har Prasad, Sachin Gaur and Smt. Rita Dixit, Smt.Rekha Dixit as Whole-time Directors of the Company have been included in the notice of the Annual General Meeting for your approval.

AUDITORS

M/s R. Nagpal Associates, Chartered Accountants, the existing Auditors of the Company shall retire at the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment. Pursuant to Section 224(1B) of Companies Act,

1956, they have furnished a Certificate regarding their eligibility to be re-appointed as Statutory Auditors of the Company. The Board proposes their re-appointment as Statutory Auditors of the Company at the ensuing Annual General Meeting.

FIXED DEPOSITS

The Company has neither invited nor accepted any deposit during the year under report within the meaning of Section 58A of the Companies Act, 1956 & Rules made there under.

PARTICULARS OF EMPLOYEES

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

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

Since your Company does not own any manufacturing facility, the requirements pertaining to disclosure of particulars relating to Conservation of Energy, Research & Development and Technology Absorption, as prescribed under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are not applicable. The particulars regarding Foreign Exchange Earnings and Outgo appear as Note Nos. 3 & 17 of Schedule N to the Annual Accounts.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed and that there were no material departures;
- ii) that the Directors had, in consultation with the Statutory Auditors, selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the year ended March 31, 2010.
- iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors had prepared the annual accounts on a going concern basis.

NOTES ON ACCOUNTS

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

CORPORATE GOVERNANCE

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

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

EMPLOYEE RELATIONS

The employee relations continued to be cordial throughout the year. Your Directors wish to place on record their sincere appreciation for the contribution made by employees at all levels.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation and gratitude to various Departments of Central Government and Government of Uttar Pradesh, Yamuna Expressway Industrial Development Authority (YEA), Banks, Financial Institutions, other authorities, real estate customers and stakeholders, for their valuable sustained support and co-operation to the Company.

On behalf of the Board
MANOJ GAUR
CHAIRMAN

May 28, 2010

ANNEXURE TO THE DIRECTORS' REPORT

PARTICULARS OF EMPLOYEES

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 (Rs.), Qualification, Age (in years), Total Experience (in years), Date of commencement of Employment, Previous Employment:

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

1. Shri Sameer Gaur, Director-in Charge (Whole-time), Rs.6,843,508 M.B.A, Age 39, 15, September 10, 2007, Jaiprakash Associates Limited.
2. Smt. Rita Dixit, Whole-time Director, Rs. 6,448,942 B.A. (Hons.) (Eco), F.C.A., Age 43, 20, September 10, 2007, Jaiprakash Associates Limited.

3. Shri Har Prasad, Whole-time Director, Rs.7,273,465, B. Tech (Hons.) Civil Engineering, Age 75, 48, September 10, 2007, Jaiprakash Associates Limited.
4. Shri Sachin Gaur, Whole-time Director, Rs.6,140,004, B. Tech, Age 35, 12, September 10, 2007, Jaiprakash Associates Limited.
5. Shri Anand Bordia, Whole-time Director & C.F.O., Rs.5,156,800, B.A (Hons.), M.A., Age 65, 37, January 30, 2009, National Highways Authority of India (NHAI)
6. Shri S.K. Dodeja, Whole-time Director , Rs.4,211,192, Diploma in Mechanical Engineering and P.G. Diploma in Management of Construction Equipment, Age 61, 41, January 30, 2009, National Hydroelectric Power Corporation (NHPC) Limited.

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

1. Shri Bipul Pathak, Joint President- Corporate, Rs. 2,79,790, B.Sc. Engg. (Mech), Diploma (Public Admn.), MBA, Age 41, 19, February 22, 2010, IAS, Ministry of Power, Government of Jammu & Kashmir.
2. Shri Pavan Bhargava, Vice President- Sales & Marketing, Rs. 13,77,205, B.Sc., MBA, Age 51, 30, November 11, 2009, Jaiprakash Associates Limited.

Notes:

1. Gross remuneration includes Salary, H.R.A., Employer's Contribution to Provident Fund and other perks like Medical Reimbursement, Leave Travel Assistance, and Furnishing Allowance etc. but excludes provision for Gratuity & Leave Encashment.
2. Except for Shri Sameer Gaur (who is the brother of Shri Manoj Gaur, Smt. Rita Dixit and Smt. Rekha Dixit) and Smt. Rita Dixit (who is sister of Shri Manoj Gaur, Shri Sameer Gaur and Smt. Rekha Dixit), none of the above mentioned employee is related to any Director of the Company.
3. The Managing Director and the Whole-time Directors hold their respective offices for a period of three years from the date of their appointment.

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 CORPORATE 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 Group's commitment for the highest level of transparency and accountability towards its Shareholders, Customers, Employees, Financial Institutions & Banks and the Government while maintaining steady focus for creation of wealth for stakeholders on sustainable basis.

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

The Company came out with its Initial Public Offer of equity shares in the month of April, 2010 and the shares of the Company were listed on National Stock Exchange of India Limited and Bombay Stock Exchange Limited in May, 2010. However, the Company complied with the norms of Corporate Governance, as stipulated under Clause 49 of the Listing Agreement even before the shares of the Company were actually listed. This report includes the relevant compliances relating to the year under Report.

2. BOARD OF DIRECTORS

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

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

The Board of Directors as on 31st March, 2010 comprised of 20 Directors. As per Clause 49 of Listing Agreement, where the Chairman of the Board is Non- Executive and Promoter of the company or related to any promoter, at least half of the Board shall consist of Independent Directors. Presently, the Board of Directors of the Company comprises 10 Independent Directors.

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

Name & Designation of the Directors	Category	Position	Last Annual General Meeting Attended	No. of Board Meetings Attended out of 6 held during the year	No. of other Directorships#	Committee Positions	
						Member	Chairman
Shri Jaiprakash Gaur, Director*	Non Executive	Promoter	Yes	6	3	Nil	Nil
Shri Manoj Gaur, Chairman	Non Executive	Promoter	Yes	6	13	Nil	Nil
Shri Sunil Kumar Sharma, Vice Chairman	Non Executive	Promoter	Yes	6	13	2	1
Shri Om Prakash Arya** Managing Director-cum-CEO	Executive	Professional	No	2	1	Nil	Nil
Shri Sameer Gaur, Director-in-charge	Executive	Promoter	Yes	4	7	2	Nil
Smt. Rita Dixit, Whole-time-Director	Executive	Promoter	No	6	1	Nil	Nil
Smt. Har Prasad, Whole-time-Director	Executive	Professional	No	6	1	Nil	Nil
Shri Sachin Gaur, Whole-time-Director	Executive	Promoter	No	4	1	Nil	Nil
Shri Anand Bordia Whole-time Director & CFO	Executive	Professional	No	6	4	2	1
Shri Sushil Kumar Dodeja Whole-time-Director	Executive	Professional	No	4	Nil	Nil	Nil
Shri Basant Kumar Goswami***	Non Executive	Independent	No	2	14	4	3
Shri Subhash Chandra Bhargava***	Non-Executive	Independent	No	2	11	4	1
Shri Raj Narain Bhardwaj***	Non-Executive	Independent	No	1	8	4	5
Dr. Bidhubhusan Samal***	Non-Executive	Independent	No	1	12	6	4
Dr. Ramesh C.Vaish***	Non-Executive	Independent	No	1	6	3	Nil
Shri M.J.Subbaiah***	Non-Executive	Independent	No	1	1	Nil	1
Shri Suresh Chandra Gupta***	Non-Executive	Independent	No	1	2	Nil	Nil
Shri Brij Behari Tandon***	Non-Executive	Independent	No	1	14	8	1
Shri S.Balasubramanian***	Non-Executive	Independent	No	1	Nil	Nil	Nil
Shri Bal Krishna Taparia***	Non-Executive	Independent	No	1	3	1	1

Notes:

- *Shri Jaiprakash Gaur has stepped down from the Board of the Company w.e.f. 28th May, 2010.

2. **Shri Om Prakash Arya was appointed and designated as Managing Director- cum- Chief Executive Officer of the Company w.e.f. 1st November 2009.
3. ***S/Shri M.J. Subbaiah, R.N. Bhardwaj, S.C. Bhargava, B.K.Goswami, S.Balasubramanian, S.C. Gupta, B.K.Tapia, B.B.Tandon, Dr. B.Samal and Dr. R.C.Vaish were appointed as Additional Directors of the Company w.e.f. 16th November, 2009.
4. During the year S/Shri Pawan Kumar Jain and Gyan Prakash Gaur resigned from the Board w.e.f. 14th November, 2009. They had attended 4 meetings each.
5. Smt. Rekha Dixit was co-opted as a Director in the casual vacancy caused by resignation of Shri Jaiprakash Gaur w.e.f. 28th May, 2010 and was appointed as the Whole-time Director of the Company w.e.f. 1st June, 2010.
6. #Directorships in other Companies have been considered in terms of the provisions of the Companies Act, 1956.
7. Committee positions of only two Committees namely Audit Committee and Investors'/Shareholders' Grievance Committee in only Indian Public Limited Companies whether listed or not, have been considered pursuant to Clause 49.
8. Number of Equity Shares and convertible instruments held by Non -Executive Directors as on March 31, 2010 and 28th May, 2010 are tabulated below:

Sl. No.	Name of Directors	Designation	No. of Equity Shares held as on 31.03.2010	No. of Equity Shares held as on 28.05.2010	No. of Convertible instruments held
1	Shri Jaiprakash Gaur	Director	100*	100*	-
2	Shri Manoj Gaur	Chairman	100*	100* 45000	-
3	Shri Sunil Kumar Sharma	Vice-Chairman	100*	100* 50000	-
4	Shri Basant Kumar Goswami	Director	-	500	-
5	Shri Subhash Chandra Bhargava	Director	-	-	-
6	Shri Raj Narain Bhardwaj	Director	-	-	-
7	Dr. Bidhubhusan Samal	Director	-	-	-
8	Dr. Ramesh C. Vaish	Director	-	-	-
9	Shri M.J. Subbaiah	Director	-	-	-
10	Shri Suresh Chandra Gupta	Director	-	-	-
11	Shri Brij Behari Tandon	Director	-	-	-
12	Shri S.Balasubramanian	Director	-	-	-
13	Shri Bal Krishna Taparia	Director	4,498,550**	4,480,650**	-

*Held in their capacity as nominee of Jaiprakash Associates Limited, the Holding Company.

**Held as Trustee on behalf of Jaypee Group Employees Welfare Trust, who has the beneficial interest in said shares.

3. NUMBER OF BOARD MEETINGS HELD AND DATES THEREOF:

During the financial year 2009-10, six meetings of the Board of Directors were held as against the requirement of minimum four meetings. The meetings were held on 27th May, 2009, 20th August, 2009, 24th September, 2009, 27th October, 2009, 16th November, 2009 and 26th March, 2010.

4. 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. Besides, the Directors on the Board have complete access to all information of the Company, as and when becomes necessary.

5. CODE OF CONDUCT

The Board of Directors has 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.

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

6. 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 had been constituted by the Board comprising of 3 Directors.

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

The Audit Committee, inter-alia, reviews:

- Quarterly, Half-Yearly and Yearly Financial Statements.
- Annual Budget and Variance Reports.
- Significant related party transactions.
- Audit Reports including Internal Audit Reports.
- Recommendations for appointment of Statutory Auditors.
- Management Discussion and Analysis of financial conditions and results of operations.

During the Financial Year 2009-10, two meetings of the Audit Committee were held on 27th May, 2009 and 14th November, 2009. The details of constitution of the Audit Committee and attendance of the members are as under

Name	Total Meetings held in Financial Year 2009-10 during the tenure of the member	Meetings attended
Shri Sunil Kumar Sharma, Chairman*	2	2
Shri P.K. Jain, Member *	2	1
Smt Rita Dixit, Member *	2	2

Note:

*The Audit Committee was re-constituted on November 16, 2009. Presently, the Audit Committee comprises of three Directors out of which two are Independent Directors viz.,

1. Shri M.J.Subbaiah, Chairman
2. Shri Anand Bordia, Member
3. Shri Basant Kumar Goswami, Member

7. SHAREHOLDERS'/INVESTORS' GRIEVANCE, SHARE ALLOTMENT & SHARE TRANSFER COMMITTEE

Shareholders'/Investors' Grievance, Share Allotment & Share Transfer Committee was constituted on November 16, 2009. This Committee comprises of three Directors viz., Shri Sunil Kumar Sharma, Chairman, Shri Sameer Gaur, Member, Shri Sachin Gaur, Member. After the listing of the shares of the Company in May 2010, the Committee meets at regular intervals inter-alia, to monitor the Investors Grievance, if any.

8. REMUNERATION COMMITTEE

The Remuneration Committee, constitution of which is a non- mandatory requirement, under the Listing Agreement, was re-constituted on November 16, 2009 by the Board to recommend/review the remuneration package of the Whole-time Director(s). Presently, the Remuneration Committee comprises of three Directors viz., Dr. Ramesh C. Vaish, Chairman, Shri Sunil Kumar Sharma, Member and Shri Subhash Chandra Bhargava, Member. The Remuneration Committee meetings are held, whenever required. The remuneration paid to the Whole-time Directors was in the form of Salary and Perquisites.

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

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

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

Name	Designation	Salary (Rs.)	Perquisites (Rs.)	Total (Rs.)
Shri O.P. Arya	Managing Director cum CEO	Nil	Nil	Nil
Shri Sameer Gaur	Director-In-Charge (Whole-time)	3,900,000	2,943,508	6,843,508
Smt. Rita Dixit	Whole-time Director	3,180,000	3,268,942	6,448,942
Shri Sachin Gaur	Whole-time Director	3,255,000	2,885,004	6,140,004
Shri Har Prasad	Whole-time Director	3,540,000	3,733,465	7,273,465
Shri Anand Bordia	Whole-time Director & CFO	2,440,000	2,716,800	5,156,800
Shri S.K. Dodeja	Whole-time Director	2,440,000	1,771,192	4,211,192

Note:- Gross remuneration includes Salary, H.R.A., Employer's Contribution to Provident Fund and other perks like Medical Reimbursement, Leave Travel Assistance, and Furnishing Allowance etc. but excludes provision for Gratuity & Leave Encashment.

b) Non-Executive Directors

During the year under report, the Company has not paid any remuneration to Non-Executive Directors, except the sitting Fee @ Rs. 20,000/- per meeting for attending the meetings of the Board of Directors and its Committees held after 16th November, 2009.

The criteria for payment of sitting fees to Non-Executive Directors is based on the provisions of the Companies Act, 1956.

Details of the sitting fee paid to the Non-Executive Directors during the financial year ended 31st March, 2010 are as under:-

Name	Designation	Total sitting fee paid (Rs.)
Shri Jaiprakash Gaur	Director	20,000
Shri Manoj Gaur	Chairman	20,000
Shri Sunil K Sharma	Vice Chairman	20,000
Shri M. J. Subbaiah	Director	20,000
Shri R.N. Bhardwaj	Director	20,000
Shri S.C. Bhargava	Director	20,000
Shri B. K. Goswami	Director	40,000
Dr. B. Samal	Director	20,000
Dr. R.C. Vaish	Director	20,000
Shri S. Balasubramanian	Director	20,000
Shri S.C. Gupta	Director	20,000
Shri B. K. Taparia	Director	20,000
Shri B. B. Tandon	Director	20,000

9. CONSTITUTION/RECONSTITUTION OF OTHER COMMITTEE(S)

During the financial year 2009-10, IPO Committee of Directors was constituted and the Finance Committee was reconstituted, details of which are given hereunder :

IPO Committee was constituted on November 16, 2009. The IPO Committee comprises of four Directors viz., Shri O.P. Arya, Chairman, Shri Anand Bordia, Member, Smt Rita Dixit, Member, Shri Sachin Gaur, Member. During the year, three meetings of the Committee were held on 30th November 2009, 2nd January 2010 and 2nd March 2010.

During the year, the Finance Committee was re-constituted w.e.f November 16, 2009. Presently, the Finance Committee comprises of four Directors viz., Shri B.K.Goswami, Chairman, Shri Anand Bordia, Member, Shri Sameer Gaur, Member, Smt Rita Dixit, Member. Two meetings of the Finance Committee were held on 28th May 2009 and 20th March 2010.

10. RISK MANAGEMENT

The Company manages risks as an integral part of its decision making

process. The Audit Committee and the Board of Directors are made aware of the key risk assessment and risk mitigation mechanisms.

11. CEO/CFO Certification

In terms of the requirements of Clause 49(v) of the Listing Agreement, the Managing Director-cum-Chief Executive Officer and Whole-time-Director & Chief Financial Officer 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 28th May, 2010.

12. GENERAL BODY MEETINGS

Location and time for last two Annual General Meetings are mentioned below:-

YEAR	VENUE	DATE	TIME
2007-08 (1st AGM)	Sector -128, Noida-201304 (UP)	28.06.08	11.00 A.M.
2008-09 (2nd AGM)	Sector -128, Noida-201304 (UP)	24.09.09	10.00 A.M.

DATE OF BOOK CLOSURE

The Register of Members and Share Transfer Books will remain closed from 17th September, 2010 to 21st September, 2010 (both days inclusive).

I) DETAILS OF SPECIAL RESOLUTIONS(S) PASSED IN PREVIOUS TWO ANNUAL GENERAL MEETING (S)

No Special Resolution was passed in the first two Annual General Meetings held in the year 2008 and 2009.

II) DETAILS OF RESOLUTION(S) PASSED IN EXTRA-ORDINARY GENERAL MEETING(S)

During the year ended 31st March, 2010, the Company sought approval from its Shareholders for passing Special/Ordinary resolutions in the Extra-ordinary General Meetings as per details given below.

Particulars of Resolutions passed on 22nd June, 2009

Resolution No. & Particulars	Whether Ordinary/ Special
1. Increase in Authorised Share Capital pursuant to provisions of Section 94(1)(a) of the Companies Act, 1956.	Ordinary
2. Further Issue of Shares pursuant to Sec 81(1A) of the Companies Act, 1956.	Special
3. Providing Security by way of mortgage pursuant to provisions of Section 372A of the Companies Act, 1956.	Special
4. Creation of Security by way of mortgage pursuant to provisions of Section 293(1) (a) of the Companies Act, 1956.	Special

Particulars of Resolutions passed on 21st November, 2009

Resolution No. & Particulars	Whether Ordinary/ Special
1. Further Issue of Shares pursuant to Sec 81(1A) of the Companies Act, 1956.	Special
2. Alteration in Articles of Association pursuant to the provision of Section 31 of the Companies Act, 1956.	Special
3. Appointment of Shri O.P. Arya as a Managing Director cum CEO pursuant to Section 316 & 269 read with Schedule XIII of the Companies Act, 1956.	Special

13. DISCLOSURES

a. 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 Accounts.

- b. 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.
- c. The Company has not adopted any Whistle Blower Policy. However, the Company has not denied access to any personnel to approach the management or the Audit Committee on any issue.
- d. 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.
- e. The Equity Shares of the Company were listed on the Stock Exchanges (NSE and BSE) on May 21, 2010. The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement.
- f. The Company at present has adopted non-mandatory requirement with regard to constitution of Remuneration Committee, which has been constituted to determine the remuneration package of the Whole-time Directors. Other details about non-mandatory requirements are contained in paragraph 28 of this report.

14. MEANS OF COMMUNICATION

The quarterly, half-yearly and annual results are being published in leading Newspapers which include, The Economic Times and Financial Express. The same were sent to Stock Exchanges and were also displayed on the website of the Company, www.jaypeeinfotech.com.

15. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report (MD&A) is attached and forms part of the Annual Report.

16. COMPLIANCE OFFICER:

The Board has designated Ms. Geeta Puri Seth, Company Secretary as the Compliance Officer.

Address : Sector-128, Noida-201 304 (U.P)
e-mail : geetapuri.seth@jalindia.co.in
Phone : +91-120-4609000
Fax : +91-120-4609464

17. GENERAL SHAREHOLDERS' INFORMATION

3rd Annual General Meeting for the Financial Year 2009 - 10

Day : Tuesday
Date : 21st September, 2010
Time : 3.00 P.M.
Venue : Auditorium of Jaypee Institute of Information Technology, University, A-10, Sector 62, NOIDA- 201 307, U.P.

18. INITIAL PUBLIC OFFER AND LISTING ON STOCK EXCHANGES

- 18.1 Your Company has successfully concluded the Initial Public Offer of 22,29,33,497 Equity Shares of face value of Rs. 10 each at a price of Rs. 102 per equity share (including a share premium of Rs.92 per equity share, with 5% discount on Issue Price to Retail Category Investors), consisting of a fresh issue of 16,29,33,497 Equity Shares by the Company aggregating Rs. 1650 Crore and an Offer for Sale of 6,00,00,000 Equity Shares by Jaiprakash Associates Limited, the Holding Company ("JAL").

The IPO of the Company remained open for subscription from 29th April, 2010 to 4th May, 2010. Post determination of the

Issue Price, the basis of allotment was approved by National Stock Exchange of India Limited and the allotment was made on May 14, 2010. Post- IPO, the total Issued and Paid-up Share Capital of the Company has increased to Rs.1388.93 Crore divided into 138,89,33,497 Equity Shares of Rs. 10 each, out of which 83.16% is held by JAL.

- 18.2 The Equity shares of the Company are listed on the National Stock Exchange of India Ltd. (Code : JPINFRA TEC) and The Bombay Stock Exchange Ltd. Mumbai (Code : 533207) since May, 2010. The Company has paid annual listing fees due to NSE and BSE for the year 2009-2010.

19. MARKET PRICE DATA AND ITS PERFORMANCE IN COMPARISON TO INDEX

The Securities of the Company have been listed and are being traded w.e.f. 21st May, 2010 on BSE and NSE pursuant to the IPO. As such the market price data for the year ended 31st March, 2010 is not given in this Report.

20. REGISTRAR AND TRANSFER AGENTS:

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

Karvy Computershare Private Limited
Plot No. 17 to 24, Vithalrao Nagar,
Madhapur, Hyderabad-500 086.
Andhra Pradesh
Phone : 1-800-345 4001
Fax : +91 40 2342 0814
Website : www.karvy.com
E-mail : einward.ris@karvy.com

21. DISTRIBUTION OF SHAREHOLDING

- 21.1 The Distribution of Shareholding and Shareholding Pattern as on 31st March, 2010 was as follows:

Name of the Shareholder	No. of Shares	Percentage of total capital
Jaiprakash Associates Limited	121,49,99,400	99.10
Mr. Jaiprakash Gaur*	100	0.00
Mr. Sarat Kumar Jain*	100	0.00
Mr. Manoj Gaur*	100	0.00
Mr. Sunil Kumar Sharma*	100	0.00
Mr. Sameer Gaur*	100	0.00
Mr. Harish Kumar Vaid*	100	0.00
Jaypee Group Employees Welfare Trust	44,98,550	0.82
Other (Employees of the Jaypee Group)	55,01,450	
Bennett, Coleman & Co. Ltd.	10,00,000	0.08
TOTAL	122,60,00,000	100

*Held in their capacity as nominee of Jaiprakash Associates Limited, the Holding Company.

- 21.2 Post IPO, the distribution of Shareholding as on 28th May, 2010 was as follows:-

Category of Shareholder	Percentage of Holding
Promoters	83.16
Banks/Mutual Funds/FI/FILs	10.88
Private Corporate Bodies	2.69
NRIs/OCBs/Foreign Body Corporates	0.05
Indian Public	3.22
Total	100.00

22. DEMATERIALISATION OF SHARES AND LIQUIDITY

As on March 31, 2010, 99.91% of the Share Capital of the Company had been held in dematerialized mode. The Shares of the Company have been listed and granted trading approvals by NSE and BSE w.e.f 21st May, 2010 consequent upon the IPO of the Company.

The shares of the Company are in compulsory demat segment and are available for trading in the depository systems of both NSDL and CDSL.

23. UNCLAIMED DIVIDENDS

Keeping in view the need to conserve resources for completion of Company's project, the Company has not declared any Dividend till date, therefore, pursuant to Section 205C of the Companies Act, 1956, there was no unclaimed dividend required to be transferred to the Investors Education and Protection Fund of the Central Government.

24. OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

The Company has not issued any GDRs/ADRs/Warrants or Convertible Instruments.

25. PROJECT/PLANT LOCATIONS

The Company is engaged in the implementation of the "Yamuna Expressway Project" and related Real Estate Development. The Yamuna Expressway is a 165-kilometre access-controlled six-lane concrete pavement expressway along the Yamuna river from Noida to Agra, with the potential to be widened to an eight-lane expressway which is entirely in the State of Uttar Pradesh.

The real estate development is being undertaken at 5 different locations along the Yamuna Expressway i.e. One in Noida, two locations in District Gautam Budh Nagar (part of NCR) and one location each in District Aligarh and District Agra for residential, commercial, amusement, industrial and institutional purposes.

26. ADDRESS FOR CORRESPONDENCE

Company's address:

Registered &
Corporate Office : Sector-128, Distt. Gautam Budh Nagar
Noida-201 304 (U.P.)
Phone : +91-120-4609000
Fax : +91-120-4609464
Website : www.jaypeeinfotech.com
E-mail : jpinfratech.investor@jalindia.co.in

Registrar & Transfer
Agent's Address : Karvy Computershare Private Limited
Plot No. 17 to 24, Vithalrao Nagar,
Madhapur Hyderabad-500 086.
Andhra Pradesh
Phone : 1-800-345 4001
Fax : +91 40 2342 0814
Website : www.karvy.com
E-mail address : einward.ris@karvy.com

27. SHARE TRANSFER SYSTEM

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

of shares are expeditiously sent to the respective depositories i.e. NSDL and CDSL.

28. NON-MANDATORY REQUIREMENTS

The Company has constituted a Remuneration Committee. Relevant details of the Remuneration Committee are provided in Paragraph 8 of this report

As regards training of Board members, the Directors on the Board are seasoned professionals having wide range of expertise in diverse fields. They keep themselves abreast with the latest developments in the field of Management Technology and Business Environment through various symposiums, seminars, etc.

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

DECLARATION BY THE MANAGING DIRECTOR & CEO UNDER CLAUSE 49(1D) OF THE LISTING AGREEMENT

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

OM PRAKASH ARYA

Managing Director-cum-Chief Executive Officer
Jaypee Infratech Limited

Place: Noida

Date: May 28, 2010

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To

The Members of Jaypee Infratech Limited

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

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

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

We state that no investor grievance is pending for a period exceeding one month 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

(R. NAGPAL)
Partner

Membership No. 81594
Firm Regn. No. 002626N

Place : New Delhi
Date : 28th May, 2010

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

Macro-economic Environment

In recent years, India has experienced rapid economic growth, with GDP increasing at an average rate of 8.5% per year from Fiscal year 2004 through Fiscal year 2009, according to the Economic Survey of India 2009 (Source: Ministry of Finance, Government of India). An instrumental driver of the economic growth has been attributed to the increase of foreign direct investment (FDI). FDI inflows into India have accelerated since Fiscal year 2007 due to regulatory reforms in respect of the real estate sector, better infrastructure and a more vibrant financial sector. To illustrate, from April 2000 through July 2009, FDI inflows in the housing and real estate sector of India amounted to Rs. 306,750 million. According to the Department of Industrial Policy & Promotion Fact Sheet on Foreign Direct Investment from August 1991 to July 2009, FDI inflows into India were US\$ 9.0 billion, US\$ 22.8 billion, US\$ 34.4 billion and US\$ 35.2 billion in Fiscal years 2006, 2007, 2008 and 2009, respectively, and India registered a net capital inflow of US\$ 12.5 billion, US\$ 7.0 billion, US\$ 27.3 billion in Fiscal years 2006, 2007 and 2008, respectively, and a net capital outflow of US\$ 13.9 billion in Fiscal year 2009.

The fast growth of the Indian economy in recent years has placed increasing stress on physical infrastructure such as electricity, railways, roads, ports, airports, irrigation, water supply and sanitation, all of which already suffer from a substantial deficit in terms of capacities and efficiencies in their delivery. While there has been some improvement in infrastructure development in the transport, communication and energy sectors in recent years, there are still significant gaps that need to be bridged. Building on the general consensus that infrastructure inadequacies would constitute a significant constraint in realizing India's development potential, an ambitious program of infrastructure investment, involving both the public and private sector, is being implemented for the Eleventh Five Year Plan (2007-08 to 2011-12) which emphasizes broad-based and inclusive approach to economic growth to improve the quality of life and reducing disparities across regions and communities. Similar policies are being implemented for the Twelfth Five Year Plan (2012-13 to 2017-18). Infrastructure spending targets for the Eleventh Five Year Plan were revised from 4.6% to 7.5% of GDP representing an increase of over 140% compared to the Tenth Five Year Plan. India's economic growth is expected to accelerate in fiscal 2010-11, supported by an encouraging rise in Industrial output and robust domestic demand.

With the Government's continued focus on road development, CRISIL Research (Source: CRISIL Research - Roads and Highways Annual Review, August 2009) estimates that the potential investment in the road sector over the next 5 years (through Fiscal year 2014) will be approximately Rs. 5,216 billion.

In the three years through Fiscal 2009, public funds financed approximately 80% of road projects and private funds financed the remainder. Over the next five years, the private sector's share is expected to increase to approximately 26% according to CRISIL Research (Source: CRISIL Research - Roads and Highways Annual Review, August 2009)

The real estate sector, combined with the construction sector, plays an important role in the overall development of India's core infrastructure.

The rising investment trends in the real estate sector have been

reinforced by the substantial growth in the Indian economy, which has stimulated demand for land and developed real estate. Although weakened by the global financial crisis, demand for residential, commercial and retail real estate has generally been increasing throughout India in recent years, accompanied by increased demand for hotel accommodation and improved infrastructure. Additionally, certain tax and other benefits applicable to special economic zones are expected to result, over time, in increased demand in the real estate sector.

Review of Operations

India has the second largest road network aggregating to 3.34 million kms in the world. As Indian Economy grew in the early part of this decade, challenges & opportunities across entire spectrum emerged and so was the case of large expressways with unique model of ribbon development along it, which modelled as developed tracks of New India.

Your company is engaged in the development of the Yamuna Expressway which is a 165-kilometre access-controlled six-lane concrete pavement expressway along the Yamuna river, with the potential to be widened to an eight-lane expressway, connecting Noida and Agra. The Concession follows a build-operate-transfer model pursuant to which your company has the right to earn toll revenue for a period of 36 years following the award of a certificate of completion of the expressway. At the end of the Concession period, the expressway will be transferred to the YEA without any payment under the terms of the Concession Agreement. Your Company has deployed the most advanced machinery and equipment including 10 units of concrete batching plants, 9 units of crushers with metal breaking capacity @ 300 tph and 6 integrated units comprising aggregate crushing & screening facilities distributed at intervals of 28 kilometres each along the expressway, the Company is also using 4 nos. of 16 meter wide Paver (Writgen) imported from Germany which are designed to pave all 3 lanes of one side of the expressway in one go and pavers of this size are being used for the first time in India. Construction of the Yamuna Expressway is required to be completed by April, 2013 under the Concession Agreement, though based on the progress achieved so far, your Company expects construction to be completed by 2011. As of 31st March, 2010 your company has deployed a sum of Rs.6508.34 Crores on the Yamuna Expressway Project which has been met through equity of Rs.1250.00 Crores, debt of Rs. 4269.05 Crores and contribution from Real Estate development of Rs.989.29 Crores.

Your Company has also been provided the right to develop 25 million square meters of land across five different locations along the Yamuna Expressway: One in Noida, two locations in District Gautam Budh Nagar (part of NCR) and one location in each of District Aligarh and District Agra for residential, commercial, amusement, industrial and institutional purposes. Of the total developable area of approx 53 crores sq.ft, approx. 31 crores sq. ft. is under NCR region, with remaining 22 crores sq.ft being in District Aligarh and District Agra. Your Company has in its possession approx. 3745 acres of land as of 31st March, 2010 and is presently developing an aggregate 2.43 crores square feet of saleable area across five residential projects and one commercial project at Noida, which were approximately 88% sold on square foot basis, as of March 31, 2010. Your Company is able to create a niche for its projects under the affordable housing segment and could during the year under review sell approx.

2.03 Crores sq.ft aggregating to approx. sales value of Rs 5992 Crores with advances from pre-sales aggregating to Rs 1670 Crores.

The Highlights of Financial Performance of the Company for the year 2009-10

1. Gross Revenue at Rs. 652.86 Crores (up by 17%)
2. EBITDA at Rs.603.53 Crores (up by 90%)
3. Profit after Tax at Rs.487.48 Crores (up by 83%)
4. Net Block including capital work in progress increased from Rs.2571.61 crores in F.Y 09 to Rs.5211.49 crores in F.Y 2010.

Outlook

At the turn of the first decade of this century, the next decade clearly belongs to infrastructure sector. The Company shall not only benefit from the ensuing growth phase of Infrastructure but shall contribute significantly in the Infrastructure development of India.

Keeping in view the performance and future prospects of the Company's business and the booming economy in India coupled with growth in Automobile Industry and increasing absorption across the Real estate markets, your Company is poised for sustained growth and the outlook is bright.

Opportunities & Threats

Opportunities :

Infrastructure Development

According to the World Bank, India needs to invest an additional 3-4% of GDP on infrastructure to sustain its current levels of growth in the medium term and to spread the benefits of growth more widely. (Source: India Country Overview 2009, World Bank). Despite the critical role of private sector investment in infrastructure development, there still exists a very wide gap of US\$10-15 billion between the current and required levels of private investments in infrastructure. Over the 18-year period from 1990 to 2007, total private investments were approximately US\$96 billion, or approximately US\$5.3 billion per year, of which US\$62 billion was invested during the four-year period from 2004 to 2007. (Source: Private Participation in Infrastructure Database, World Bank Group).

In recent years, India has experienced rapid economic growth, with GDP increasing at an average rate of 8.5% per year from Fiscal year 2004 through Fiscal year 2009. The fast growth of the Indian economy in recent years has placed increasing stress on physical infrastructure such as electricity, railways, roads, ports, airports, irrigation, water supply and sanitation, all of which already suffer from a substantial deficit in terms of capacities and efficiencies in their delivery. While there has been some improvement in infrastructure development in the transport, communication and energy sectors in recent years, there are still significant gaps that need to be bridged.

Threats:

The Yamuna Expressway under development is located entirely in the State of Uttar Pradesh between Noida and Agra. The Company's business is significantly dependent on the general economic condition and activity in this region, and Government policy relating to infrastructure development projects. Further, the Concession is for a fixed term and is based on an unproven model combining expressway and real estate development. Although other real estate projects that your Company could potentially develop in the future may diversify revenue streams to some degree, your Company expects that for the foreseeable future the revenues will be generated from the Yamuna Expressway Project.

The real estate development industry is highly fragmented. Moreover, due to the lesser requirements of technical expertise in the housing and real estate sector as opposed to the industrial/infrastructure construction sector, the housing and real estate sector has a larger number of new entrants and existing developers from whom your Company does face a competition to address the risks the concerns relating to this sector.

Risks & Concerns

With Company's business falling under core infrastructure domain, the continuing infrastructure development phase of India provides considerable cushion.

Internal control system and its adequacy

The company has an internal control system commensurate with its size and nature of business, which covers the following areas:

1. Optimum utilization of resources.
2. Accurate & prompt recording of transactions.
3. Safeguarding of assets.
4. Adherence to applicable accounting standards and policies.
5. Efficient Management Control System.
6. Effective Customer Relationship Management.
7. The internal control system provides for adherence to approved procedures, policies, guidelines and authorization. The compliance is ensured through an exhaustive management audit system with built in check & balances.

Material Developments in Human Resources/Industrial Relations

The Company has created a highly motivated pool of professionals and skilled workforce that share a passion and vision of the Company. The resultant power of HR pool gets reflected in the consistent growth of the Company.

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

As at 31.03.2010, the Company had a total workforce of approx. 100 persons, including managers, staff and workers. Industrial relations in the organization continued to be cordial and progressive.

Cautionary Statement

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

AUDITORS' REPORT

To the Members of

JAYPEE INFRA[▲]TECH LIMITED

We have audited the attached Balance Sheet of **JAYPEE INFRA[▲]TECH LIMITED** as at 31st March 2010, and also the annexed Profit and Loss Account and the Cash Flow statement for the year ended 31st March 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

- (1) As required by the Companies (Auditor's Report) Order 2003 as amended by the Companies (Auditor's Report) (Amendment) Order 2004, issued by the Central Government of India in terms of Section 227(4-A) of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
- (2) Further to our comments in the Annexure referred to in paragraph 1 above:
 - (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, the Profit and Loss Account and Cash Flow statement referred to in this report, are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, the Profit and Loss Account 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 Companies Act, 1956;
 - (e) In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with significant accounting policies and other notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view:
 - i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2010,
 - ii) in the case of the Profit and Loss Account, of the Profit of the Company for the year ended 31st March 2010, and

- iii) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended 31st March 2010.

For R.NAGPAL ASSOCIATES
Chartered Accountants

(CA R. NAGPAL)

Partner

M No. 81594

FRN 002626N

Place: Noida

Dated: 28th May 2010

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 2010 of **JAYPEE INFRA[▲]TECH 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 not material 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 not granted nor taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion, 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 sales. 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 Companies Act, 1956 have been entered into the register required to be maintained under that section. The transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposit from the public during the year.
- (vii) During the year under observation, the Company had an internal audit system commensurate with its size & nature of its business

wherein it was observed that all transactions are carried out under the personal supervision of senior officials/directors of the Company.

(viii) According to the information and explanations given to us Clause (viii) of Para 4 of the Order is not applicable.

(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, Income-tax, Wealth Tax, Provident Fund, Sales Tax, Service Tax, and other material statutory dues applicable to it, with the appropriate authorities, and there were no arrears of such dues at the end of the year which have remained outstanding for a period of more than six months from the date they became payable.

(b) As per records produced before us and according to the information and explanations given to us there are no dues of Income-tax, Sales-tax, Customs duty, Wealth tax, Service Tax, Excise Duty or Cess which have not been deposited on account of any dispute, except for the following:

Name of Statute (Nature of dues)	Period to which amount relates	Forum where dispute is pending	Amount (Rs)
Income Tax (TDS)	AY 2008-09	Commissionerate	75,710
Income Tax (TDS)	AY 2009-10	Commissionerate	243,100

(x) As the Company is one which has been registered for a period of less than five years, Clause (x) of Para 4 of the Order is not applicable.

(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) In our opinion and according to the information and explanations given to us, where the Company has given guarantee for loans/ NCDs taken by its holding company from banks or financial institutions, the terms and conditions thereof are not prejudicial to the interest of the company.

(xvi) To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the Company were applied by the Company during the year for the purposes for which the loans were obtained, other than temporary deployment pending application.

(xvii) According to the information and explanations given to us and on the overall examination of the Balance Sheet of the Company for the period under report, we are of the opinion that no funds raised on short term basis have been used for long term investment.

(xviii) Where the Company has made, during the year, a preferential allotment of twenty six crores equity shares at par to Jaiprakash Associates Limited, the holding company, the price, in our opinion and as per explanations given to us, is not prejudicial to the interests of the Company.

(xix) According to the information and explanations given to us the Company has created security/charge in respect of secured non-convertible redeemable debentures issued and outstanding at the end of the year.

(xx) As the Company has not raised any money by way of public issues, 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.

For **R.NAGPAL ASSOCIATES**
Chartered Accountants

(CA R. NAGPAL)
Partner
M No. 81594
FRN 002626N

Place: Noida
Dated: 28th May 2010

**BALANCE SHEET
AS AT 31st MARCH 2010**

	SCHEDULE	As at 31.03.10 Rs.	As at 31.03.09 Rs.
SOURCES OF FUNDS			
SHAREHOLDERS FUNDS			
Share Capital	A	12,260,000,000	9,660,000,000
Reserve & Surplus	B	7,668,503,459	2,793,626,035
LOAN FUNDS			
Secured Loans	C	57,210,000,000	18,675,415,777
TOTAL FUNDS EMPLOYED		77,138,503,459	31,129,041,812
APPLICATION OF FUNDS			
FIXED ASSETS			
(a) Gross Block	D	627,759,692	588,221,436
Less: Depreciation		396,179,087	235,026,445
Net Block		231,580,605	353,194,991
(b) Capital Work-In- Progress		45,563,871,489	22,907,343,211
(c) Incidental Expenditure During Construction Pending Allocation	E	6,319,466,754	2,455,610,407
CURRENT ASSETS, LOANS & ADVANCES	F		
Stores & Spares		6,999,550	23,068,699
Project under Development		19,092,875,697	5,478,321,431
Sundry Debtors		1,026,350,000	-
Cash & Bank Balances		17,829,689,701	1,909,185,891
Other Current Assets		33,729,857	15,001,197
Loans & Advances		6,868,582,811	2,976,394,591
		44,858,227,616	10,401,971,809
LESS: CURRENT LIABILITIES & PROVISIONS	G		
Current Liabilities		18,746,124,911	4,616,453,033
Provisions		1,377,116,291	372,625,573
		20,123,241,202	4,989,078,606
NET CURRENT ASSETS		24,734,986,414	5,412,893,203
MISCELLANEOUS EXPENDITURE (to the extent not written off)	H	288,598,197	-
TOTAL APPLICATION OF FUNDS		77,138,503,459	31,129,041,812

Accounting Policies and Notes to the Accounts N

As per our report of even date annexed

For and on behalf of the Board

For R.Nagpal Associates
Chartered Accountants

Manoj Gaur
Chairman

R.Nagpal
Partner
M.No. 81594
FRN 002626N

Sameer Gaur
Director -In -Charge

O.P.Arya
Managing Director - Cum -
Chief Executive Officer

Place: Noida
Dated: 28-05-2010

Pramod K Aggarwal
Vice President (Finance)

Geeta Puri Seth
Company Secretary

**PROFIT & LOSS ACCOUNT
FOR THE YEAR ENDED 31st MARCH 2010**

	SCHEDULE	31.03.10 Rs.	31.03.09 Rs.
INCOME			
Sales	I	6,406,546,500	5,545,426,800
Other Income	J	122,006,334	17,142,211
		<u>6,528,552,834</u>	<u>5,562,569,011</u>
EXPENDITURE			
Cost of Sales		367,318,399	1,721,958,359
Personnel Expenses	K	68,917,203	39,006,575
Marketing & Advertising Expenses		–	54,541,378
Administrative Expenses	L	56,970,836	571,319,440
Depreciation		161,868,972	139,688,740
		<u>655,075,410</u>	<u>2,526,514,491</u>
Profit (Loss) Before Tax		5,873,477,424	3,036,054,520
Provision for Tax			
Current tax		998,600,000	365,800,000
Fringe Benefit Tax		–	2,940,000
Profit(Loss) After Tax		4,874,877,424	2,667,314,520
Profit (Loss) B/F from previous year		2,553,626,035	(113,688,485)
Profit Available for Appropriation		7,428,503,459	2,553,626,035
Less: Transferred to Debenture Redemption Reserve		1,250,000,000	–
Balance Carried to Balance Sheet		6,178,503,459	2,553,626,035
Accounting Policies and Notes to the Accounts	N		
Basic & Diluted Earning Per Share (Rs.)		4.33	2.76

As per our report of even date annexed

For and on behalf of the Board

For R.Nagpal Associates
Chartered Accountants

Manoj Gaur
Chairman

R.Nagpal
Partner
M.No. 81594
FRN 002626N

Sameer Gaur
Director -In -Charge

O.P.Arya
Managing Director - Cum -
Chief Executive Officer

Place: Noida
Dated: 28-05-2010

Pramod K Aggarwal
Vice President (Finance)

Geeta Puri Seth
Company Secretary

SCHEDULE "A"
SHARE CAPITAL

	As at 31.03.10 Rs.	As at 31.03.09 Rs.
Authorised		
150,00,00,000 Equity Shares of Rs. 10/- each (Previous Year : 100,00,00,000 Equity Shares of Rs 10/- Each)	15,000,000,000	10,000,000,000
Issued, Subscribed and Paid-up		
122,60,00,000 Equity Shares of Rs. 10/- each fully paid up (Previous year :96,60,00,000 Equity Shares) (Of the above shares 20,00,00,000 shares are allotted as fully paid-up pursuant to project transfer agreement without payment being received in cash) Out of the above shares :- 121,50,00,000 Shares are held by Jaiprakash Associates Limited - the Holding Company.	12,260,000,000	9,660,000,000
	12,260,000,000	9,660,000,000

SCHEDULE "B"
RESERVES & SURPLUS

Securities Premium Account

At commencement of the Year	240,000,000		
Add: On issue of Shares	—	240,000,000	240,000,000

Debenture Redemption Reserve

As per last Balance sheet	—		
Add: Provided during the year	1,250,000,000	1,250,000,000	—

Profit and Loss Account

6,178,503,459	2,553,626,035
7,668,503,459	2,793,626,035

SCHEDULE "C"
SECURED LOANS

Term Loan from Banks /NBFC	52,210,000,000	18,675,415,777
5000, 10% Secured Non Convertible Redeemable Debentures of Rs 10,00,000 each	5,000,000,000	—
	57,210,000,000	18,675,415,777

SCHEDULE "D"
FIXED ASSETS

(Rs)

Sl. No.	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As on 01.04.09	Additions during the year	Sale/ Adjustment/ Transfer	Total As On 31.03.10	As On 01.04.09	For the year	On Sale/ Adjustment/ Transfer	Total As On 31.03.10	As on 31.03.10	As on 31.03.09
1	Freehold Land	8,692,070	—	—	8,692,070	—	—	—	—	8,692,070	8,692,070
2	Building	46,120,075	—	46,120,075	—	438,525	219,263	657,788	—	—	45,681,550
3	Purely Temporary Erections	346,109,911	79,807,054	—	425,916,965	206,780,936	147,817,834	—	354,598,770	71,318,195	139,328,975
4	Plant & Machinery	65,399,358	25,578	—	65,424,936	9,447,660	3,106,197	—	12,553,857	52,871,079	55,951,698
5	Furniture & Fixtures, Office Equipment & Computers	73,564,014	2,753,870	—	76,317,884	11,146,742	6,127,366	—	17,274,108	59,043,776	62,417,272
6	Motor Vehicles	48,336,008	3,581,808	509,979	51,407,837	7,212,582	4,598,312	58,542	11,752,352	39,655,485	41,123,426
	Total	588,221,436	86,168,310	46,630,054	627,759,692	235,026,445	161,868,972	716,330	396,179,087	231,580,605	353,194,991
	Previous Year	30,46,71,781	284,288,655	739,000	588,221,436	9,53,93,283	139,688,740	55,578	235,026,445	353,194,991	
	Capital Work in Progress									45,563,871,489	22,907,343,211

SCHEDULE "E"
INCIDENTAL EXPENDITURE DURING CONSTRUCTION
PENDING ALLOCATION

	As at 31.03.10 Rs.	As at 31.03.09 Rs.
Opening Balance as on 01.04.09	2,455,610,407	1,020,655,227
Salary, Wages, Bonus and other benefits	31,611,777	9,424,732
Contribution to Provident fund	1,473,310	509,977
Staff Welfare	859,206	3,067,483
Rent	2,492,782	3,592,352
Rates & Taxes	600,184	970,194
Technical & Consultancy Fee	62,695,220	90,750,773
Travelling Expenses	29,398,879	20,709,114
Postage & Telephone Expenses	2,216,166	2,417,597
Bank Charges	1,518,932	538,023
Insurance	17,162,557	15,198,093
Electricity, Power & Fuel Expenses	10,057,206	19,422,067
Stores & Spares Consumed	-	2,471,716
Office and Camp Maintenance	3,512,992	8,229,913
Vehicles Running & Maintenance	9,600,069	11,628,949
Repair & Maintenance - Machinery	979,385	923,822
Printing & Stationery	1,619,735	3,163,118
Other Expenses	1,756,158	6,584,336
Security Expenses	1,997,778	11,073,561
Finance Charges	1,066,256,973	424,562,275
Interest on Term Loan	2,536,592,254	799,717,085
Advertising Expenses	81,454,784	-
TOTAL	6,319,466,754	2,455,610,407

SCHEDULE "F"
CURRENT ASSETS, LOANS & ADVANCES

A) CURRENT ASSETS

1 INVENTORIES (As per Inventories taken, valued and certified by the Management)

a) Stores and Spares (at cost)	6,999,550	23,068,699		
b) Project Under Development (at cost) (also refer Schedule "M")	19,092,875,697	19,099,875,247	5,478,321,431	5,501,390,130

2 SUNDRY DEBTORS

(Unsecured, considered good) less than six month	1,026,350,000		-	
others	-	1,026,350,000	-	-

3 CASH AND BANK BALANCES

(a) Cash in Hand	66,016,625		3,813,466	
(b) Cheques in Hand	16,729,915		118,732,292	
(c) Balances with Scheduled Banks				
- In Current Account	1,861,456,396		55,407,874	
- In Deposit Account	15,885,486,765	17,829,689,701	1,731,232,259	1,909,185,891

(FDR pledged with Govt.bodies
Rs 1,56,000/-,previous year Rs 2,31,600/-)

4 OTHER CURRENT ASSETS

Interest accrued on Fixed Deposits		33,729,857		15,001,197
TOTAL (A)		37,989,644,805		7,425,577,218

B) LOANS & ADVANCES

(Unsecured, considered good)

a) Advances to Suppliers, Contractors & others		4,203,273,681		1,443,860
b) Advances for Land		1,938,488,854		2,030,000,000
c) Staff Imprest & Advances		45,226,589		199,226
d) Prepaid Expenses		253,317,861		863,552,366
e) Deposits				
(i) With Govt Deptts., Public Bodies	36,519,786		33,753,043	
(ii) With Others	841,395	37,361,181	851,964	34,605,007
f) Advance Tax & Income Tax Deducted at Source		390,914,645		46,594,132

TOTAL (B)		6,868,582,811		2,976,394,591
TOTAL (A+B)		44,858,227,616		10,401,971,809

SCHEDULE "G"
CURRENT LIABILITIES & PROVISIONS

As at
31.03.10
Rs.
As at
31.03.09
Rs.

A) CURRENT LIABILITIES

a) Sundry Creditors				
(i) Dues to Micro, Small and Medium enterprises	-		-	
(ii) Others	6,257,680,789		2,027,505,415	
b) Advances from Customers	11,971,343,566		851,253,454	
c) Other Liabilities	331,060,503		1,704,544,817	
d) Due to Staff	844,847		371,950	
e) Interest Accrued but not due on Loans	185,195,206	18,746,124,911	32,777,397	4,616,453,033
TOTAL (A)		18,746,124,911		4,616,453,033

B) PROVISIONS

a) For Taxation	1,364,400,000		365,800,000	
b) For Fringe Benefit Tax	3,758,645		3,758,645	
c) For Gratuity	1,830,002		738,042	
d) For Leave Encashment	7,127,644	1,377,116,291	2,328,886	372,625,573
TOTAL (B)		1,377,116,291		372,625,573
TOTAL		20,123,241,202		4,989,078,606

SCHEDULE "H"
Miscellaneous Expenditure

(to the extent not written off)

Initial Public Offer Expenses	288,598,197		-	
Total	288,598,197		-	

SCHEDULE "I"
Sales

Sale - Developed Plots (previous year-sale of undeveloped plots)	6,403,262,500		5,545,426,800	
Lease Rent	1,800,000		-	
Transfer Charges	1,484,000		-	
Total	6,406,546,500		5,545,426,800	

SCHEDULE "J"
OTHER INCOME

Interest Income-from Banks (TDS - Rs 1,38,75,229/-, Previous year Rs 22,43,893/-)	120,450,334		8,563,101	
Interest -from Others (TDS - Nil, Previous year Rs 17,63,135/-)	18,287		8,558,904	
Profit on Sale of Assets	1,537,713		-	
Others	-		20,206	
Total	122,006,334		17,142,211	

SCHEDULE "K"
PERSONNEL EXPENSES

Salary, Wages, Bonus and other benefits	62,955,387		27,720,665	
Contribution to Provident fund	2,991,265		1,529,930	
Gratuity	1,226,101		553,532	
Staff Welfare	1,744,450	68,917,203	9,202,448	39,006,575
Total		68,917,203		39,006,575

SCHEDULE "L"

ADMINISTRATIVE EXPENSES

	As at 31.03.10 Rs.	As at 31.03.09 Rs.
Consultancy & Advisory Charges	12,122,983	546,811,945
Travelling & Conveyance Expenses	15,144,876	-
Postage & Telephone Expenses	1,141,662	604,399
Interest Others	7,596,277	-
Insurance Charges	546,830	921,609
Rent	1,199,625	857,543
Rates & Taxes	309,185	242,549
Electricity, Power & Fuel Expenses	5,180,986	4,855,517
Office and Camp Maintenance	1,809,723	2,057,478
Vehicles Running & Maintenance	4,945,490	2,907,237
Repair & Maintenance - Machinery	504,533	230,956
Printing & Stationery	834,409	790,779
Security Expenses	1,029,158	2,768,390
Stores & Spares Consumed	-	617,929
Other Expenses	2,972,524	7,089,579
Auditors' Remuneration:-		
Audit Fee	1,103,000	551,500
Tax Audit Fee *	496,350	-
Reimbursement of Expenses	33,225	12,030
Total	56,970,836	571,319,440

*inclusive for previous years - Rs.2,75,750/-

SCHEDULE "M"

PROJECT UNDER DEVELOPMENT

a) Opening Balance as on 01.04.09	5,478,321,431	3,009,328,077
b) Expenses on development of land during the year:		
Land	9,764,009,574	1,084,399,982
Land Survey Expenditure	292,056	-
Lease Rent	152,197	46,191
Stores & Spares Consumed	53,860,372	-
Construction Expenses	1,983,368,748	1,302,693,379
Consultancy Charges	38,722,540	57,523,675
Finance Charges	374,100,833	1,555,920,926
Interest on Term Loan	1,767,366,345	190,367,560
	13,981,872,665	4,190,951,713
c) Sub Total (a+b)	19,460,194,096	7,200,279,790
d) Less: Cost of Land Sold, taken to P&L Account	367,318,399	1,721,958,359
Total as per Contra-Schedule 'F'	19,092,875,697	5,478,321,431

SCHEDULE "N"

ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2010.

(A) SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The financial statements are prepared under historical cost convention, on accrual basis, on the principles of a going concern, in accordance with the generally accepted accounting principles, the relevant accounting standards and the relevant guidance notes issued by the Institute of Chartered Accountants of India (ICAI) and the applicable provisions of the Companies Act, 1956.

Revenue Recognition

Under the terms of the Concession Agreement with Yamuna

Expressway Industrial Development Authority (YEA), the Company has undertaken the work of development, operation and maintenance of the six-lane access controlled expressway along with service road and associated structures etc. between Noida and Agra and the revenues are derived there from at present mainly by way of transfer of constructed properties and by way of transfer of developed and undeveloped land allotted under the said Concession Agreement along the proposed expressway. These revenues are recognised as under:

Revenue from real estate development of constructed properties is recognised on the "percentage of completion method". Total sale consideration as per the legally enforceable agreements to sell entered into is recognised as revenue based on the percentage of actual project costs incurred to total estimated project cost, subject to such actual cost incurred being 30 percent or more of the total estimated

project cost. Project cost includes cost of land, estimated cost of construction and development of such properties. The estimates of the saleable area and costs are reviewed periodically and effect of any change in such estimates is recognised in the period such change is determined. Where aggregate of the payment received from customers provide insufficient evidence of their commitment to make the complete payment, revenue is recognised only to the extent of payment received.

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

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

Use of Estimates

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

Fixed Assets

Fixed Assets are stated at cost of acquisition or construction inclusive of freight, erection & commissioning charges, duties and taxes and other incidental expenses related thereto.

Capital Work in Progress

Capital Work-in-Progress represents capital expenditure incurred in respect of Yamuna Expressway Project and is carried at cost. Cost includes land, related acquisition expenses, construction costs, borrowing costs capitalized and other direct expenditure and advances to contractors and others.

Depreciation

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

Employee Benefits

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

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

Inventories

Inventories are valued as under:

- | | | |
|-------------------------------|---|--------------------------|
| i) Stores & Spares | : | At Weighted Average Cost |
| ii) Project under Development | : | As under |

The stock of land and plot is valued at cost (average cost) or as revalued on conversion to stock-in-trade, as applicable. Cost shall include acquisition cost of land, internal development cost and external development charges, construction cost, material costs, cost of services etc.

Foreign Currency Transactions:

- i) Monetary assets and liabilities related to foreign currency transactions and outstanding at the close of the year are expressed in Indian Rupees at the rate of exchange prevailing on the date of Balance Sheet.
- ii) Transactions in foreign currency are recorded in the books of accounts in Indian Rupees at the rate of exchange prevailing on the date of transaction.

Miscellaneous Expenditure

Preliminary Expenses are written off in the year in which it is incurred, in terms of Accounting Standard (AS-26).

Expenditure during Construction Period

Expenditure incurred on the project during construction is capitalized to project asset(s) on commissioning.

Earnings Per Share

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

Borrowing Costs

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

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 Assets and Deferred Tax Liability are computed by applying tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet Date.

Impairment of Assets

Management periodically assesses using external and internal sources whether there is an indication that assets may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the assets and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sale prices or present value as determined above.

Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent Liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

(B) NOTES TO THE ACCOUNTS

- 1) Contingent Liabilities not provided for in respect of:
 - a) Outstanding amount of Bank Guarantees: Rs.2,42,00,000/- (Previous year Rs.2,42,00,000/-).
 - b) Income Tax (TDS) matters under appeal in respect of A.Y. 2008-09 Rs.1,50,710/- & A.Y. 2009-10 Rs.4,93,100/-. Amount deposited under protest in respect of A.Y. 2008-09 Rs.75,000/- & A.Y. 2009-10 Rs.2,50,000/- (Previous year nil).
- 2) Estimated amount of contracts remaining to be executed on capital account (net of advances) is Rs.2612 Crores. (Previous year Rs.4605 Crores)
- 3) As per the Accounting Policy stated above, the real estate sales from developed plots has been recognised as revenue. The revenue from sale of 149.30 lacs sq. ft. area of built up properties under development aggregating to Gross Value of Sales of Rs.4607.22 Crore (Advance Collected Rs.1146.36 Crores (including Rs.9.44 Crore received in Foreign Exchange) has not been recognised as revenue during the year as the actual expenditure incurred thereon to total estimated project cost is less than the threshold limit of 30%.
- 4) Term Loan of Rs.5,221 Crore (Previous Year Rs.1,675 Cores) disbursed by the lenders is secured by way of registered mortgage on land for constructing the Yamuna Expressway and Land for Development admeasuring approx. 889 acres (439 acres at Noida and 150 acres each at Dankaur, Mirzapur and Tappal) and a charge on all the moveable Properties (including all receivables/revenues) relating to the Yamuna Expressway both present and future and pledge of 51% shares of issued share capital of the Company held by Jaiprakash Associates Limited, the holding company and personal guarantee of Shri Manoj Gaur, Chairman.
- 5) The Company has issued 5000, 10% Secured Redeemable Non-Convertible Debentures (NCDs) of Rs.10,00,000/- each aggregating to Rs.500 Crore secured by way of registered mortgage on land for constructing the Yamuna Expressway and Land for Development admeasuring approx. 889 acres (439 acres at Noida and 150 acres each at Dankaur, Mirzapur and Tappal) acquired for real estate development and a charge on all the moveable Properties (including all receivables/revenues) relating to the Yamuna Expressway both present and future and pledge of 51% shares of issued share capital of the Company held by Jaiprakash Associates Limited, Corporate guarantee of Jaiprakash Associates Limited and personal guarantee of Shri Manoj Gaur, Chairman.

The Company has served a notice dated 12th April 2010 on Axis Bank Ltd. for prepayment of Secured Redeemable Non Convertible Debentures (SRNCD) of Rs.500 Crores on the forthcoming interest reset date i.e. 27th May 2010.
- 6) a) The Company has mortgaged 50 acres of land situated at Noida in favour of Standard Chartered Bank as security for the term loan facility of Rs.600 Crore sanctioned by the bank to Jaiprakash Associates Limited.
b) The Company has provided a letter of comfort to ICICI Bank. UK Plc., and ICICI Bank, Canada, in respect of financial assistance equivalent to USD 50 million each to Jaiprakash Associates Limited. In the event of default, if any, in repayment of said facilities the liability of the lenders of the Company shall have priority.
- 7) a) The Company has mortgaged 40 acres of land situated at Noida in favour of IDBI Trusteeship Securities Limited for the benefit of debenture holder(s) of 9000 Secured Redeemable Non-Convertible Debentures aggregating to Rs.900 Crore issued by Jaiprakash Associates Limited.
b) Out of the said 40 acres of land, the Company has entered into an 'Agreement to Sell' dated 15th December, 2009 for 15 acres of land with Jaiprakash Associates Limited. The Company has requested for substitution of mortgage for the said land, which is under consideration by the bank.
- 8) The Company has raised Rs.1,650 Crore from capital market through Initial Public Offer in May, 2010. Jaiprakash Associates Limited (JAL), the holding company has also made an offer for sale of 6,00,00,000 Equity Shares of the company held by it. The Company had issued 16,29,33,497 Equity Shares of Rs.10/- each subsequently.
- 9) Share Issue Expenses have been grouped under "Miscellaneous Expenditure" and the total expenses, except the listing fee, shall be shared between the Company and the Selling Shareholder (JAL) in proportion to the number of Equity Shares sold to the public as part of the Fresh Issue or the Offer for Sale, as the case may be.
- 10) In the opinion of Board of Directors, the "Current Assets, Loans and Advances" have a value on realization in the ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet.
- 11) Incidental Expenditure during construction pending allocation in Schedule "E" has been prepared giving the necessary disclosures as required under Part II of Schedule VI to the Companies Act, 1956.
- 12) Capital Work-in-Progress includes Cost of Land, Civil Works, Advance to Contractors and others including advance of Rs.928,25,48,030/- to Jaiprakash Associates Limited (Previous year Rs.817,43,58,741/-) (Maximum balance outstanding during the year-Rs.928,25,48,030/-) and of Rs.96,00,000/- to Jaypee Ventures Private Limited (Previous year Rs.1,31,84,000/-) (Maximum balance outstanding during the year-Rs.1,31,84,000/-).
- 13) Interest received Rs.9,58,14,777/- (Previous year Rs.16,20,21,860/-) on temporary placement of funds in fixed deposit with banks, has been adjusted against interest expense as per AS-16.
- 14) Current liabilities include book overdraft Rs.2,23,00,477/- (Previous year Rs.147,89,33,045/-).
- 15) (a) Provident Fund-Defined Contribution Plan
All employees are entitled to Provident Fund Benefit as per law. Amount debited to financial statements is Rs.44,64,575/- during the year (Previous year Rs.20, 39,907/-).
(b) 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 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 benefit of employees. As a subsidiary of JAL, the company is participating in the trust fund by contributing its liability accrued upto the close of each financial year to the trust fund.

(c) Provision has been made for Leave Encashment as per actuarial valuation.

Sl. No.	Particulars	Amount in Rupees	
		Gratuity -Funded	Leave Encashment -Non Funded
I	Expenses recognized in the Financial Statements for the year ended 31st March 2010.		
1.	Current Service Cost.	13,29,430 (7,38,042)	36,25,125 (23,28,886)
2.	Interest Cost	59,043 (-)	1,86,311 (-)
3.	Employee Contribution	- (-)	- (-)
4.	Actuarial (Gains)/Losses	4,41,529 (-)	9,87,322 (-)
5.	Past Service Cost	- (-)	- (-)
6.	Settlement Cost	- (-)	- (-)
7.	Total Expenses	18,30,002 (7,38,042)	47,98,758 (23,28,886)
II	Net Asset/(Liability) recognized in the Balance Sheet as at 31st March 2010.		
1.	Present Value of Defined Benefit Obligation.	25,61,439 (7,38,042)	71,27,644 (23,28,886)
2.	Fair Value of Plan Assets	7,31,437 (-)	- (-)
3.	Funded Status (Surplus/ Deficit)	(18,30,002) (7,38,042)	(71,27,644) (23,28,886)
4.	Net Asset/(Liability) as at 31st March, 2010.	(18,30,002) (7,38,042)	(71,27,644) (23,28,886)
III	Change in Obligation during the year ended 31st March, 2010.		
1.	Present value of Defined Benefit Obligation at the beginning of the year.	7,38,042 (-)	23,28,886 (-)
2.	Current Service Cost.	13,29,430 (7,38,042)	36,25,125 (23,28,886)
3.	Interest Cost	59,043 (-)	1,86,311 (-)
4.	Settlement Cost	- (-)	- (-)
5.	Past Service Cost.	- (-)	- (-)
6.	Employee Contributions	- (-)	- (-)
7.	Actuarial (Gains)/Losses	4,41,529 (-)	9,87,322 (-)
8.	Benefit Payments	(6,605) (-)	- (-)
	Present Value of Defined Benefit Obligation at the end of the year.	25,61,439 (7,38,042)	71,27,644 (23,28,886)

IV	Change in Assets during the Year ended 31st March, 2010.		
1.	Plan Assets at the beginning of the year.	-	-
		(-)	(-)
2.	Assets acquired on amalgamation in previous year.	-	-
		(-)	(-)
3.	Settlements	-	-
		(-)	(-)
4.	Expected return on Plan Assets	-	-
		(-)	(-)
5.	Contribution by Employer	7,38,042	-
		(-)	(-)
6.	Actual Benefit Paid	(6605)	-
		(-)	(-)
7.	Actuarial Gains/(Losses)	-	-
		(-)	(-)
8.	Plan Assets at the end of the year.	7,31,437	-
		(-)	(-)
9.	Actual Return on Plan Assets	-	-
		(-)	(-)

(Previous year figures are in brackets, Gratuity and Leave Encashment were non funded in the previous year)

Actuarial Assumptions

- (i) Discount Rate 8%
- (ii) Mortality LIC (1994-96) Duly Modified
- (iii) Turnover Rate Up to 30 years - 4%, 31-44years - 4%, Above 44 years -4%
- (iv) Future Salary Increase 8.00%

16) Managerial remuneration paid to Whole Time Directors (excluding provision for gratuity and leave encashment on retirement) shown in Profit & Loss Account and Statement of Incidental Expenditure.

	Rupees Current Year	Rupees Previous Year
Basic Pay	1,87,55,000/-	85,70,000/-
House Rent Allowance	1,12,53,000/-	51,42,000/-
Provident Fund	22,50,600/-	10,28,400/-
Perquisites	38,15,311/-	13,92,544/-
Total	3,60,73,911/-	1,61,32,944/-

17) Other additional information pursuant to provisions of paragraphs 3 and 4 of Part-II of Schedule-VI to the Companies Act, 1956.

Earnings in Foreign Exchange-Refer note no. 3

Expenditure in Foreign Currency:

	Rupees Current Year	Rupees Previous Year
Foreign Travel	47,66,612/-	28,80,781/-
Consultancy Charges	2,62,78,719/-	1,57,99,181/-
Finance Charges	12,05,18,750/-	18,34,12,500/-
Seminar & Courses	-	15,998/-

18) Disclosure as required under Notification No. G.S.R. 719 (E) dated 16th November, 2007 issued by the Department of Company Affairs (As certified by the Management)

Sl. No.	Particulars	As on 31.03.2010	As on 31.03.2009
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 supplier 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 beyond the appointed date during the 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 remaining 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

19) Related Party Disclosures, as required in terms of 'Accounting Standard [AS]-'18' are given below:

Relationships:

- (a) Holding Company: Jaiprakash Associates Limited (JAL)
- (b) Fellow Subsidiary Companies:
- (1) Jaiprakash Power Ventures Limited
 - (2) Jaypee Karcham Hydro Corporation Limited
 - (3) Jaypee Powergrid Limited (Joint Venture & Subsidiary of Jaiprakash Power Ventures Limited)
 - (4) Himalyan Expressway Limited
 - (5) Jaypee Ganga Infrastructure Corporation Limited
 - (6) JPSK Sports Private Limited
 - (7) Madhya Pradesh Jaypee Minerals Limited (Joint Venture with JAL).
 - (8) Bhilai Jaypee Cement Limited (Joint Venture with JAL)
 - (9) Bokaro Jaypee Cement Limited (Joint Venture)
 - (10) Gujarat Jaypee Cement Infrastructure Limited (Joint Venture with JAL).
 - (11) Bina Power Supply Company Limited (Subsidiary of Jaiprakash Power Venture Limited)
 - (12) Jaypee Arunachal Power Limited (Joint Venture & Subsidiary of Jaiprakash Power Venture Limited)
 - (13) Sangam Power Generation Company Limited. (Subsidiary of Jaiprakash Power Ventures Limited w.e.f. 23.07.09)

(14) Prayagraj Power Generation Company Limited. (Subsidiary of Jaiprakash Power Ventures Limited w.e.f. 23.07.09)

(15) Jaypee Agra Vikas Limited. (w.e.f. 16.11.09)

(c) Associate Company:

- (1) Jaypee Ventures (P) Limited
- (2) Jaypee Development Corporation Limited (Subsidiary of Jaypee Ventures (P) Limited).
- (3) JIL Information Technology Limited (Subsidiary of Jaypee Ventures (P) Ltd.),
- (4) Gaur & Nagi Limited. (Subsidiary of JIL Information Technology Limited).
- (5) Jaiprakash Kashmir Energy Limited
- (6) Indesign Enterprises Pvt. Limited (Subsidiary of Jaypee Ventures (P) Ltd.),
- (7) Sonebhadra Minerals Pvt. Limited
- (8) RPJ Minerals Pvt. Limited
- (9) Jaypee Petroleum Private Limited (Subsidiary of Jaypee Ventures (P) Limited).
- (10) Jaypee Hydro-Carbons Private Limited (Subsidiary of Jaypee Ventures (P) Limited)
- (11) Anvi Hotels Private Limited (Subsidiary of Jaypee Ventures (P) Limited w.e.f. 01.05.2009)
- (12) M.P. Jaypee Coal Limited.
- (13) Sarveshwari Stone Products Pvt. Ltd. (Subsidiary of RPJ Minerals Pvt. Ltd. w.e.f. 23.10.2009)
- (14) Tiger Hills Holiday Resorts Pvt. Ltd. (Subsidiary of Jaypee Development Corporation Ltd. w.e.f. 27.10.2009)
- (15) Vasujai Estates Private Limited (Subsidiary of Jaypee Ventures (P) Limited w.e.f. 27.02.2010)
- (16) Samsun Estates Private Limited (Subsidiary of Jaypee Ventures (P) Limited w.e.f. 27.02.2010)
- (17) Sunvin Estates Private Limited (Subsidiary of Jaypee Ventures (P) Limited w.e.f. 27.02.2010)
- (18) Manumanik Estates Private Limited (Subsidiary of Jaypee Ventures (P) Limited w.e.f. 27.02.2010)
- (19) Arman Estates Private Limited (Subsidiary of Jaypee Ventures (P) Limited w.e.f. 27.02.2010)
- (20) Suneha Estates Private Limited (Subsidiary of Jaypee Ventures (P) Limited w.e.f. 27.02.2010)
- (21) Pee Gee Estates Private Limited (Subsidiary of Jaypee Ventures (P) Limited w.e.f. 27.02.2010)
- (22) Vinamra Housing & Constructions Private Limited (Subsidiary of Jaypee Ventures (P) Limited w.e.f. 27.02.2010)
- (23) Rock Solid Cement Limited (Subsidiary of RPJ Minerals Pvt. Limited)
- (24) M.P. Jaypee Coal Fields Limited w.e.f. 04.01.2010.

(d) Key Management Personnel:

- (1) Shri Manoj Gaur, Chairman
- (2) Shri Sunil Kumar Sharma, Vice Chairman
- (3) Shri Sameer Gaur, Director- in -Charge
- (4) Shri O.P. Arya, Managing Director-cum-Chief Executive Officer

- (5) Shri Sachin Gaur, Whole Time Director
- (6) Smt. Rita Dixit, Whole Time Director
- (7) Shri Har Prasad, Whole Time Director
- (8) Shri Anand Bordia, Whole Time Director & C.F.O.
- (9) Shri S.K.Dodeja, Whole Time Director

Transactions carried out with related parties referred to above:

Amount in Rupees

Nature of Transactions	Referred in (a) above	Referred in (b) above	Referred in (c) above	Referred in (d) above
Receipts				
Share Capital	260,00,00,000 (-)			
Income				
Sales	615,81,00,000 (-)	- (93,93,26,800)	- (246,60,00,000)	
Interest		- (29,53,425)	- (56,05,479)	
Expenditure				
Contract Expenses	2111,49,36,781 (688,23,72,213)			
Technical Consultancy			3,91,62,368 (7,69,91,846)	
Advertisement			16,93,923 (50,49,898)	
Salary & other Amenities etc.				3,60,73,911 (1,61,32,944)
Outstanding				
Receivables				
Mobilization Advance	728,25,48,030 (817,43,58,741)		96,00,000 (1,31,84,000)	
Special Advance	200,00,00,000 (-)			
Advance	420,00,00,000 (-)			
Debtors	102,63,50,000 (-)			
Payables				
Creditors	575,45,57,952 (152,80,20,099)		46,18,404 (-)	

(Previous year figures are in brackets)

(20) The Yamuna Expressway Project is an integrated project which interalia include construction, operation and maintenance of Yamuna Expressway and right for land development of 25 million

sq.mtrs. alongwith the proposed expressway. Keeping this in view, segment information is not provided since the company has only one segment.

- (21) (a) Provision for taxation of Rs 99,86,00,000/- towards Minimum Alternative Tax (MAT) as Tax Payable under section 115JB of Income Tax Act,1961 has been made. The MAT paid by the company for the year is allowed to be carried forward for a period upto next ten years to be adjusted against the normal tax payable, if any, in those years. The above said provision includes wealth tax of Rs.3,35,000/- (Previous year Rs.7,25,000/-).
- (b) Provision for Deferred Tax has not been made as Deferred Tax Liability arising due to the timing differences during the tax holiday period is less than the Deferred Tax Assets. However the provision for Deferred Tax Assets has not been created as a matter of prudence.
- (22) In accordance with the Accounting Standard [AS – 20] on 'Earnings per Share', computation of Basic & Diluted Earnings per Share is as under:-

	Current Year Rs.	Previous Year Rs.
(a) Net Profit after Tax	4,87,48,77,424	2,66,73,14,520
(b) Weighted average number of Equity shares for Earnings Per Share computation		
(i) Number of Equity Shares at the Beginning of the year	96,60,00,000	96,50,00,000
(ii) Number of Equity Shares allotted During the year	26,00,00,000	10,00,000
(iii) Weighted average number of Equity Shares allotted during the year	15,95,61,644	1,67,123
(iv) Weighted average number of Shares at the end of the year	112,55,61,644	96,51,67,123
(c) Basic & Diluted Earnings per Share	4.33	2.76
(d) Face Value per Share	Rs. 10.00	Rs. 10.00

(23) All the figures have been rounded off to the nearest rupee.
(24) Previous year figures have been reworked/regrouped/rearranged wherever necessary to conform to current year classification

Signatures to Schedules "A to N"

For and on behalf of the Board

For R.Nagpal Associates
Chartered Accountants

Manoj Gaur
Chairman

R.Nagpal
Partner
M.No. 81594
FRN 002626N

Sameer Gaur
Director -In -Charge

O.P.Arya
Managing Director - Cum -
Chief Executive Officer

Place: Noida
Dated: 28-05-2010

Pramod K Aggarwal
Vice President (Finance)

Geeta Puri Seth
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2010

	For the Year ended March 31,2010 Amount in Rupees	For the Year ended March 31,2009 Amount in Rupees
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax as per Profit & Loss Account	5,873,477,424	3,036,054,520
Add Back:		
(a) Depreciation	161,868,972	139,688,740
(b) Deficit on Loss of Asset	20,508	109,422
	<u>161,889,480</u>	<u>139,798,162</u>
Deduct:		
(a) Interest Income	120,468,621	17,122,005
(b) Surplus on Sale of Asset	1,537,713	-
	<u>122,006,334</u>	<u>17,122,005</u>
Operating Profit before Working Capital Changes	5,913,360,570	3,158,730,677
Deduct:		
(a) Increase in Inventories	-	3,268,847
(b) Increase in Project under Development	11,847,187,921	2,278,625,794
(c) Increase in Sundry Debtors	1,026,350,000	-
(d) Increase in Other Receivables	18,728,660	14,981,816
(e) Increase in Loan & Advances	3,547,867,707	-
(f) Decrease in Trade Payables & Other Liabilities	-	633,058,982
	<u>16,440,134,288</u>	<u>2,929,935,439</u>
Add		
(a) Decrease in Inventories	16,069,149	-
(b) Increase in Trade Payables & Other Liabilities	14,135,562,596	-
(c) Decrease in Loan & Advances	-	530,175,488
	<u>14,151,631,745</u>	<u>530,175,488</u>
Cash Generated from Operations	3,624,858,027	758,970,726
Deduct:		
(a) Tax Paid (including Fringe Benefit Tax)	344,320,513	44,551,175
CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES	3,280,537,514	714,419,551
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
Inflow:		
(a) Interest Income	120,468,621	17,122,005
(b) Insurance Claim Receipts	430,929	574,000
(c) Sale of Fixed Assets	47,000,000	-
	<u>167,899,550</u>	<u>17,696,005</u>
Outflow:		
(a) Purchase of Fixed Assets	86,168,310	284,288,655
(b) Capital Work in Progress	22,656,528,278	13,918,930,136
(c) Incidental Expenditure, Pending Allocation	1,327,264,093	635,238,095
(d) Initial Public Offer Expenses	288,598,197	-
	<u>24,358,558,878</u>	<u>14,838,456,886</u>
CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES	(24,190,659,328)	(14,820,760,881)

(C) CASH FLOW FROM FINANCING ACTIVITIES:

Inflow:		
(a) Proceeds from issue of Share Capital (including Securities Premium)	2,600,000,000	250,000,000
(b) Proceeds from Borrowings	40,460,000,000	16,750,000,000
	43,060,000,000	17,000,000,000
Outflow:		
(a) Repayment of Borrowings	1,925,415,777	74,518,221
(b) Interest Paid	4,303,958,599	990,084,645
	6,229,374,376	1,064,602,866
CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES	36,830,625,624	15,935,397,134
NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS "A+B+C"	15,920,503,810	1,829,055,804
CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR	1,909,185,891	80,130,087
CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR	17,829,689,701	1,909,185,891
COMPONENTS OF CASH AND CASH EQUIVALENTS :		
In Balance with Schedule Banks		
In current accounts	1,861,456,396	55,407,874
In deposit account	15,885,486,765	1,731,232,259
Cash and cheque in hand	82,746,540	122,545,758
	17,829,689,701	1,909,185,891

For and on behalf of the Board

For R.Nagpal Associates
Chartered Accountants

Manoj Gaur
Chairman

R.Nagpal
Partner
M.No. 81594
FRN 002626N

Sameer Gaur
Director -In -Charge

O.P.Arya
Managing Director - Cum -
Chief Executive Officer

Place: Noida
Dated: 28-05-2010

Pramod K Aggarwal
Vice President (Finance)

Geeta Puri Seth
Company Secretary



JAYPEE INFRA TECH

ATTENDANCE SLIP

Registered & Corporate Office : Sector - 128, NOIDA - 201 304 (U.P)

NAME OF THE SHAREHOLDER / PROXY*	DP ID**		Folio No.	
	Client ID**		No. of Shares held	

I hereby record my presence at the 3rd Annual General Meeting held at the Auditorium of Jaypee Institute of Information Technology University, A-10, Sector 62, NOIDA-201 307, U.P. on Tuesday, the 21st September, 2010 at 3.00 P.M.

SIGNATURE OF THE SHAREHOLDER / PROXY*

* Strike out whichever is not applicable

** Applicable for investors holding shares in electronic form.

Note: Please handover the slip at the entrance of the Meeting venue.

----- Cut here -----



JAYPEE INFRA TECH

PROXY

Registered & Corporate Office : Sector 128, NOIDA - 201 304 (U.P)

I/We of

in the district of.....being a Member(s) of the above named

Company hereby appoint of in the district

of or failing him/her of in the district

of..... as my/our proxy to attend and vote for me/us on my/our behalf at the 3rd Annual General Meeting

of the Company to be held on Tuesday, the 21st September, 2010 at 3.00 P.M.

Signed at this..... day of.....2010.

Folio No.		DP ID*	
No. of Shares held		Client ID*	

Affix
Re. 1
Revenue
Stamp

* Applicable for investors holding shares In electronic form.

Notes: .

1. The Proxy need not be a member.
2. The form of proxy, duly signed across Re. 1 revenue stamp should reach the Company, not less than 48 hours before the time fixed for the meeting.



A view of Flyover at Zero point



Construction work in progress at Zero Point



A view of Golf Course under construction at Parcel 1 of Yamuna Expressway



Work in progress at Parcel 1 of Yamuna Expressway

BOOK POST

If undelivered please return to:



Registered and Corporate Office: Sector 128, District Gautam Budh Nagar, Noida-201 304, Uttar Pradesh, India
Telephone: + 91 120 4609 000; **Facsimile:** + 91 120 4609 464 **Website:** www.jaypeeinfra.tech.com