ANNUAL REPORT 2011-12

GODAWARI ENERGY LIMITED

DIRECTORS' REPORT

Dear Shareholders,

GODAWARI ENERGY LIMITED

Registered Office: First Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur (C.G.)

Your Directors have pleasure in presenting the Fourth Annual Report of the Company with the Audited Statement of Accounts and the Auditors' Report of your Company for the Financial Year ended 31st March, 2012.

OPERATIONS:

Your Company has not yet started any commercial activity during the Financial Year ended 31.03.2012. The Company has Signed MOU with the State of Chhattisgarh for setting up 1320 MW Thermal Power Plant in Raigarh, Chhattisgarh for which the Directors of the Company are in the process of Land Acquisitions. The Company has also applied for coal linkages and other regulatory clearances and is awaiting approvals.

DIVIDEND:

Since the Company has not started its commercial operations, no dividend could be recommended for the year ended 31st March, 2012.

ALLOTMENT OF SHARES

Your Company has allotted 48,60,000 Equity shares of Rs. 10/- each at a premium of Rs.5/- per share on 6th August, 2011 and 63,40,000 Equity shares of Rs. 10/- each at a premium of Rs.5/- per share on 30th September, 2011. The paid up capital of the Company after the above mentioned allotment is Rs.23.00 Crores.

Your Company has ceased to be a 100% subsidiary of M/s Godawari Power and Ispat Limited (GPIL). However, the Company continues to be the subsidiary of GPIL which is holding 51.30% Equity Shares of the Company.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company had no foreign exchange earnings and outgo during the period under review.

PARTICULARS OF EMPLOYEES:

None of the employee of the Company was in receipt of remuneration in excess of limits prescribed under Section 217(2A) of the Companies Act, 1956. Hence, particulars as required under the Companies (Particulars of Employees) Rules, 1975 are not given.

DIRECTORS:

During the Year under review, Shri Hanuman Prasad Agrawal was appointed as Whole time Director of the Company with effect from 6th August, 2011 and his appointment was duly ratified by the Shareholders in the Annual General Meeting of the Company held on 30th September, 2011.

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Shri Sanjay Bothra and Shri Jai Prakash Tiwari retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956, your Directors state:

- (i) That in the preparation of the Annual Accounts, all the applicable Accounting Standards have been followed.
- (ii) That your Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;

- (iii) That your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of your company and for preventing and detecting fraud and other irregularities; and
- (iv) That your Directors have prepared the annual accounts on a going concern basis.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

The provisions of Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, are not applicable since the Company has not started any manufacturing activity during the Financial Year 2011-12.

AUDITORS:

M/s O.P. Singhania and Co., Chartered Accountants, Auditors of the Company, hold office until the conclusion of the forthcoming Annual General Meeting and being eligible have offered themselves for re-appointment. The Company has received a certificate from them to the effect that their re-appointment, if made, would be within the limits prescribed under Section 224 (1B) of the Companies Act, 1956.

AUDITORS' REPORT:

There is no qualifying remark in the Auditors' Report and hence does not require any explanation in the Directors' Report.

RECONSTITUTION OF AUDIT COMMITTEE:

The due procedure with regard to the Audit Committee has been followed and necessary compliances have been made as per section 292A of the Companies Act, 1956 during the year under review.

Consequent upon resignation of Shri N.P. Agrawal from the Directorship of the company, Shri Sanjay Bothra, Non Executive Director of the Company has been inducted as Member of the Audit Committee in place of Shri N.P. Agrawal with effect from 23rd June, 2011.

The Audit Committee of the Company consists of the following Members:

1. Shri H.P. Agrawal, Executive Director

Shri B.L. Agrawal, Non Executive Director
 Shri Sanjay Bothra, Non Executive Director

CONSTITUION OF REMUNERATION COMMITTEE:

The Remuneration Committee was duly constituted on 23rd June, 2011 which consists of the following members:

1. Shri H.P. Agrawal, Executive Director

Shri B.L. Agrawal,
 Shri Sanjay Bothra,
 Non Executive Director

ACKNOWLEDGEMENT:

The Board expresses its sincere gratitude to the shareholders, bankers, State and Central Government Officials and clients for their continued support. The Board also wholeheartedly acknowledges with thanks the dedicated efforts of all the staff and employees of the Company.

For and on behalf of the Board of Directors

Date: 19.05.2012 Sanjay Bothra J.P. Tiwari Place: Raipur Director Director

OPSinghania & Co.

CHARTERED ACCOUNTANTS

"JDS Chambers, 1st Floor, 6-Central Avenue, Choubey Colony, RAIPUR –492001(C.G.) INDIA PHONE: 0771-4041235, 4041236

Email: opsinghania.co@gmail.com

AUDITORS' REPORT

To
The Members of
GODAWARI ENERGY LIMITED

- 1. We have audited the attached Balance Sheet of GODAWARI ENERGY LIMITED, as at 31st March 2012. This financial statement is the responsibility of the company's management. Our responsibility is to express an opinion on this financial statement based on our audit.
- We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing 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.
- 3. As required by the Companies (Auditor's Report) Order, 2003 (As Amended) issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
- 4. Further to our comments in the Annexure referred to above, we report that:
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
 - (iii) The Balance sheet dealt with by this report is in agreement with the books of account;
 - (iv) In our opinion, the Balance Sheet dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (v) On the basis of written representations received from the directors, as on 31st March, 2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

(vi) In our opinion, and to the best of our information and according to the explanations given to us, the said accounts, read together with the notes thereon give the information required by the Companies Act,1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

in the case of the Balance Sheet of the state of affairs of the company as at 31st March,2012.

For **OPSinghania & Co.** (Firm Regn.No.002172C) Chartered Accountants

SANJAY SINGHANIA Partner Membership No.076961

Raipur, 19th May,2012

Referred to in paragraph 3 of our report of even date

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) As explained to us, the fixed assets have been physically verified by the management at reasonable intervals, which, in our opinion, is reasonable, looking to the size of the company and the nature of its business. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) The company has not disposed off any part of its fixed assets during the year so as to affect its going concern status.
- (ii) As there is no inventory during the year, therefore the provisions of clause 4(ii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (iii) According to the information given to us, the company has not granted/taken any loans, secured or unsecured to/from companies, firms and other parties covered in the register maintained u/s 301 of the Companies Act,1956. Therefore, the provisions of clause 4 (iii) (a) to (g) Companies (Auditor's Report) Order,2003 are not applicable to the company.
- (iv) In our opinion and according to the information & explanations given to us, there are adequate internal control procedures commensurate with the size of the company and nature of its business for the purchase of fixed assets. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) According to the information & explanations given to us, during the year no transactions took place which required to be entered in the register maintained under section 301 of the Companies Act, 1956, therefore the provisions of clause 4(v) (a) & (b) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (vi) In our opinion and according to the information and explanations given to us, the company has not taken any deposits from public, therefore the provisions of clause 4(vi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (vii) In our opinion the company has an internal audit system commensurate with the size and nature of its business.
- (viii) As there is no any manufacturing activity during the year, therefore the provisions of clause 4(viii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (ix) a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education & protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other statutory dues applicable to it and according to the information and explanations given to us, no undisputed amounts payable in respect of above statutory dues were in arrears as at 31st March, 2012 for a period of more than six months from the date they became payable.
 - b) According to the information and explanations given to us, there are no dues of income tax, sales tax, wealth tax, service tax, custom duty, excise duty and cess which have not been deposited on account of any dispute
- (x) As there is no profit & loss account has been prepared, therefore the provisions of clause 4(x) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.

- (xi) In our opinion and according to the information and explanations given to us, the company has not taken any loan from financial institution, banks or debenture holders, therefore, the provisions of clause 4(xi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company
- (xii) In our opinion and according to the information and explanations given to us, the company has not granted any loans & advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore the provisions of clause 4(xii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiii) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) As there are no investments held by the company during the year, therefore the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xv) In our opinion and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions. Accordingly the provisions of clause 4(xv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xvi) The company has not raised any term loan during the year. Therefore, provisions of clause 4(xvi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we are of the opinion that, prima facie short-term funds have not been used for long term investment.
- (xviii) According to the information and explanations given to us the company has made preferential allotment of shares during the year covered in the register maintained u/s.301 of the Companies Act,1956 and we are of the opinion that such allotments are not prejudicial to the interest of the company.
- (xix) The company has not issued any debentures during the year. Therefore, the provisions of clause 4(xix) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xx) The company has not raised any money by public issue during the year, therefore, the provisions of clause 4(xx) of the Companies (Auditor's Report) Order,2003 are not applicable to the company.
- (xxi) In our opinion and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year. Therefore, the provisions of clause 4(xxi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.

For **OPSinghania & Co**. (Firm Regn.No.002172C) Chartered Accountants

SANJAY SINGHANIA

Partner Membership No.076961

Raipur, 19th May,2012

GODAWARI ENERGY LIMITED
BALANCE SHEET AS AT 31ST MARCH 2012

Particulars	Notes	2012 ₹	2011 ₹
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	3	230,000,000	118,000,000
Reserves and surplus	4	56,000,000	-
		286,000,000	118,000,000
Non-current liabilities			
Long-term borrowings	5	-	56,874
Current liabilities			
Short term borrowings	6	290,000,000	416,900,000
Other current liabilities	7	9,631,380	39,935,574
		299,631,380	456,835,574
TOTAL		585,631,380	574,892,448
ASSETS			
Non-current assets			
Fixed Assets	•	454 570 000	100 010 011
- Tangible assets	8	151,570,928	133,816,011
 Capital work-in-progress including pre-operative experimental bases Long-term loans and advances 		421,851,549 1,496,222	428,793,806
Other non current assets	9 11	183,120	103,800 183,120
Other Hori Current assets	11	575,101,819	562,896,737
<u>Current assets</u>			
Cash & bank balances	10	3,339,344	1,787,340
Short-term loans and advances	9	7,190,217	10,208,372
		10,529,561	11,995,711
TOTAL		585,631,380	574,892,448
Summary of significant accounting policies	2.1		

The accompanying notes are integral part of the financial statements.

As per our report of even date

For OPSinghania & CO.

For and on behalf of the Board of Directors of

(Firm Reg. No.002172C) Godawari Energy Limited

Chartered Accountants

per Sanjay Singhania	Sanjay Bothra	J.P. Tiwari
Partner	Director	Director
Membership No.076961		

Place: Raipur Date: 19.05.2012

Notes to financial statements for the year ended 31st March, 2012

1. Corporate information

Godawari Energy Limited (the company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act,1956. The company is under process of setting up a 1320 MW power plant at Raigarh District.

2. Basis of preparation

- i) The financial statements are prepared under the historical cost convention, on going concern concept and in compliance with the accounting standards as notified by Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act,1956.
- ii) The Company follows mercantile system of accounting and recognizes income and expenditure on an accrual basis except those with significant uncertainities.
- iii) The accounting policies have been consistently applied by the Company and except for the changes in accounting policies discussed below, are consistent with those used in the previous year.

2.1 Summary of significant accounting policies

a) Change in accounting policy

Presentation and disclosure of financial statements

During the year ended 31 March,2012, the revised Schedule VI notified under the Companies Act,1956, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

Change in charging of Depreciation from written down value method to straight line method

During the year the company has changed charging of depreciation from Written Down Value Method to Straight Line Method. Since the company is under construction stage and the depreciation charged on the assets are being capitalised, therefore, there is no impact on the assets of the company as well as profitability of the company.

b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

c) Tangible Fixed Assets

Tangible Fixed Assets are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Cost includes taxes, duties, freight, installation and other direct or allocated expenses upto the date of commencement of commercial production.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The various expenditure incurred during the construction stage and upto the date of commencement of commercial production for setting-up the relevant project-assets are grouped under the head "Pre-operative Expenditure" and allocated to related fixed assets on pro-rata basis upon completion of project and put to use.

d) Depreciation

Depreciation on all tangible assets is provided on Straight Line Method as per the rates and in the manner prescribed in the Schedule XIV to the Companies Act,1956.

e) Contingent Liabilities

Liabilities which are material and whose future outcome cannot be reasonably ascertained are treated as contingent and not provided for and disclosed by way of notes to the accounts.

f) Cash and Cash equivalents

Cash and Cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

Notes to financial statements for the year ended 31st March, 2012

	2012 ₹	2011 ₹
3. Share capital		
Authorised shares		
25000000 (25000000) Equity Shares of Rs.10/- each	250,000,000	250,000,000
	250,000,000	250,000,000
Issued, suscribed and fully paid-up shares		
22300000 (11800000) Equity Shares of Rs.10/- each fully paid up	230000000	118000000

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares

	201	12	201	1
	No.	₹	No.	₹
At the beginning of the period	11,800,000	118,000,000	50,000	500,000
Issued during the period	11,200,000	112,000,000	11,750,000	117,500,000
Outstanding at the end of the period	23,000,000	230,000,000	11,800,000	118,000,000

b. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribtion of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Shares of the company held by holding company

Out of the equity shares issued by the company, shares held by its holding company are as below:

	2012	2011
	₹	₹
Equity shares of Rs.10/- each fully paid		
11800000 Nos. of Shares held by Godawari Power & Ispat Limited, Holding company	118,000,000	118,000,000
	118,000,000	118,000,000

$\boldsymbol{d}.$ Details of shareholders holding more than 5% shares in the company:

_	No. 2012 % of holding in the class		20	<u>11 </u>
			No.	% of holding in the class
Equity shares of Rs.10/- each fully paid				
B.L.Agrawal (HUF)	2280000	9.91	0	0
H.P. Agrawal (HUF)	2400000	10.43	0	0
N.P. Agrawal (HUF)	2840000	12.35	0	0
R.S. Agrawal (HUF)	1400000	6.09	0	0
Godawari Power & Ispat Limited	11800000	51.30	11800000	100
=	20720000	90.09	11800000	100

GODAWARI ENERGY LIMITED Notes to financial statements for the yea	r ended 31st Mai	rch, 2012		
4. Reserves and Surplus			2012	2011
			₹	₹
Securities Premium Reserve				
Balance as per last financial statements			-	-
Addition during the period			56,000,000	-
			56,000,000	
Total reserves and surplus			56,000,000	-
5. Long-term borrowings				
	Non-current	portion	Current m	naturities
_	2012	2011	2012	2011
<u> </u>	₹	₹	₹	₹
Other loans and advances		FC 974	56,874	040.474
Other loans (secured)	<u>-</u> _	56,874 56,874	56,874	318,471 318,471
	_	30,074	30,074	310,471
The above amount includes				
Secured borrowings	-	56,874		
Amount disclosed under the head "other			(56,874)	(318,471)
current liabilities" (note 7)				
Net amount =	-	56,874		
Other Loans are secured by hypothecati	on of vehicles.			
6. Short-term borrowings			2012	2011
••••••••••••••••••••••••••••••••••••••			₹	₹
Loans & Advances from body corporate repay	yable on demand (u	nsecured)	290,000,000	416,900,000
			290,000,000	416,900,000
The above amount includes				
Secured borrowings			-	-
Unsecured borrowings			290,000,000.00	416,900,000.00
7. Other Current Liabilities			2012	2011
			₹	₹
Creditors for capital goods			20,329	38,292,351
Other liabilities			•	,,
Current maturities of long-term borrowings (no	ote-5)		56,874	318,471
Share Application Money (refundable)			9,192,000	-
Other payable			362,177	1,324,752
			9.631.380	39 935 574

9,631,380

39,935,574

Notes to financial statements for the year ended 31st March, 2012

8 Tangible assets

o Tangible assets							
	Freehold Land	Leasehold Land	Computer	Office	Vehicle	Furniture &	Total
	₹	₹	₹	Equipment ₹	₹	Fixtures ₹	₹
Cost or valuation							
At 1 April 2010	56,342,472	-	271,020	117,849	1,485,910	69,166	58,286,417
Additions	76,025,203	-		38,697	-	178,549	76,242,449
Disposals	-	-	-	-	-	-	-
At 31 March, 2011	132,367,675	-	271,020	156,546	1,485,910	247,715	134,528,866
Additions	-	17,584,144	40,252	62,490	-	-	17,686,886
Disposals		-	-	-	-	-	<u> </u>
At 31 March, 2012	132,367,675	17,584,144	311,272	219,036	1,485,910	247,715	152,215,752
Depreciation							_
At 1 April 2010	-	-	18,723	5,565	249,897	5,922	280,107
Charge for the year	-	-	67,816	17,444	320,004	27,484	432,748
Adjustments		-	-				
At 31 March, 2011		-	86,539	23,009	569,901	33,406	712,855
Charge for the year	-	-	47,472	7,908	141,161	15,680	212,221
Adjustments		-	48,427	14,437	195,106	22,282	280,252
At 31 March, 2012		-	85,584	16,480	515,956	26,804	644,824
Net Block							
At 31 March, 2011	132,367,675	-	184,481	133,537	916,009	214,309	133,816,011
At 31 March, 2012	132,367,675	17,584,144	225,688	202,556	969,954	220,911	151,570,928

Notes to financial statements for the year ended 31st March, 2012

9 Loans and advances (unsecured, considered good)

	Non-current		Cur	rent
	31st March,2012 ₹	31st March,2011 ₹	31st March,2012 ₹	31st March,2011 ₹
Advances recoverable in cash or in kind	-		6,788,397	10,026,872
Loan to employees	147,000	70,000	401,820	181,500
Security deposit with govt. & others	1,349,222	33,800		_
Total	1,496,222	103,800	7,190,217	10,208,372
Loans and advances due by directors o	r other officers etc.			
	Non-current		Cur	rent
	31st March,2012	31st March,2011	31st March,2012	31st March,2011

	31st March,2012 ₹	31st March,2011 ₹	31st March,2012 ₹	31st March,2011 ₹
Loans to employees include				
Dues from officers	147,000	70,000	401,820	181,500

10 Cash and bank balances

	Curr	ent
		2011 ₹
Cash and cash equivalents		
Balances with banks:		
On current accounts	3,202,863.03	1,631,312.53
Cash on hand	13,371	32,917
Stamp in hand	123,110	123,110
	3,339,344	1,787,340

11 Other non-current assets

	Non-c	Non-current	
	31st March,2012 ₹	31st March,2011 ₹	
Unamortized expenditure			
Unamortized expenses	183,120	183,120	
	183,120	183,120	

¹² There is no contingent liabilities against the company.

13 Till the year end 31st March, 2011, the company was using pre-revised Schedule-VI to the Companies Act, 1956, for preparation and presentation of its financial statements. During the year ended 31st March,2012, the revised Schedule-VI notified under the Companies Act,1956, has become applicable to the company. The company has reclassified previous year figures to confirm to this year's classification. The adoption of revised Schedule-VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it significantly impacts presentation and disclosures made in the financial statements, particularly presentation of balance sheet.

For OPSinghania & Co. (Firm Regn.No.002172C)

Chartered Accountants,

For and on behalf of the Board of Directors of Godawari Energy Limited

Sanjay Singhania

Partner Membership No.076961

J.P. Tiwari Sanjay Bothra Director Director

Place: Raipur Date: 19.05.2012