

ORISSA INTEGRATED POWER LIMITED

(A Wholly Owned Subsidiary of Power Finance Corporation Limited)

12TH ANNUAL REPORT **(2017-18)**

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CORPORATE INFORMATION

<i>CIN</i>	<i>U40102DL2006GOI152423</i>
<i>Date of Incorporation</i>	<i>24th August, 2006</i>
<i>Share Capital</i>	<i>Authorized Capital – INR 5,00,000</i> <i>Paid Up Capital - INR 5,00,000</i>
<i>Registered Office</i>	<i>First Floor, Urjanidhi,1- Barakhamba Lane, Connaught Place, New Delhi- 110001.</i>
<i>Board of Directors</i>	<i>1. Shri C.Gangopadhyay : Chairman</i> <i>2. Shri Hemant Sharma : Director</i> <i>3. Shri Subir Mulchandani : Director</i> <i>4. Shri Alok Sud : Director</i> <i>5. Shri Yogesh Juneja : Director</i> <i>6. Shri M.M. Ranwa : Director</i>
<i>Statutory Auditor</i>	<i>M/s. K L C & Co., Chartered Accountants</i>

ORISSA INTEGRATED POWER LIMITED

(A wholly owned subsidiary of Power Finance Corporation Limited)

Regd. Office: First Floor, Urjanidhi, 1-Barakhamba lane, Connaught Place, New Delhi – 110001.

NOTICE

Notice is hereby given that the Twelfth Annual General Meeting of Orissa Integrated Power Limited will be held **on Thursday, the 6th day of September, 2018 at 11:30 A.M.** at Urjanidhi, 1 Barakhamba Lane, Connaught Place, New Delhi - 110001, to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, along with the Auditor's Report and Directors' Report thereon.
2. To appoint a Director in place of Shri Yogesh Juneja (DIN 0293155), who retires by rotation and being eligible, offers himself for re-appointment.
3. To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of section 142(1) of the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditor(s) of the Company appointed/to be appointed by Comptroller and Auditor General of India for the Financial Year 2018-19, as may be deemed fit by the Board."

SPECIAL BUSINESS

4. **Appointment of Shri M.M. Ranwa as a Director of the Company**

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

"RESOLVED THAT in accordance with the provisions of section 161(1) and other applicable provisions, if any, of the Companies Act, 2013, Shri M.M. Ranwa (DIN

08121600), who was appointed as a Nominee Director (Additional Director) w.e.f. 17th May, 2018 and who hold office upto the date of ensuing Annual General Meeting, be and is hereby appointed as a Director, to be designated as Nominee Director of the Company, liable to retire by rotation."

**By order of the Board of Directors
For Orissa Integrated Power Limited**

Sd/-

(Yogesh Juneja)

Director & Project-in Charge

Date:13.08.2018

Place: New Delhi

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 of the Notice is annexed hereto. The relevant details as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the persons seeking appointment/re-appointment as Director under item No. 2 & 4 of the Notice are also annexed.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the meeting and vote instead of him/her and such proxy need not be a member of the Company.** Pursuant to the provisions of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. Proxy form duly completed must be deposited at the registered office of the Company, not less than forty eight hours before the commencement of the Annual General Meeting. Proxy so appointed shall not have any right to speak at the meeting.
3. The Statutory Registers and other records under the Companies Act, 2013 and rules made thereunder, will be available for inspection by Members at the venue of AGM.

4. Pursuant to Section 139(5) of Companies Act, 2013 the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) within a period of 180 days from the commencement of the financial year and in terms of section 142(1) of the Companies Act, 2013, their remuneration has to be fixed by the Company in Annual General Meeting. The members may authorize the Board of Directors of the Company to fix an appropriate remuneration of auditors appointed by the Comptroller and Auditor General of India for the Financial Year 2018-19.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4

The Government of Rajasthan, Energy Department nominated Shri M.M. Ranwa, Add. Chief Engineer, Rajasthan Urja Vikas Nigam Limited as Director of the Company. Accordingly, Shri M.M. Ranwa was appointed as Additional Director of the Company w.e.f. 17th May, 2018.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, M.M. Ranwa will hold office till the date of ensuing Annual General Meeting. The Compliance with respect to the provisions of section 160 of the Companies Act 2013 has been made for the appointment of Shri M.M. Ranwa as Director of the company.

Your Directors recommend the resolution as contained in Item No. 4 of the Notice for approval of the members.

Shri M.M. Ranwa is interested in this resolution to the extent of his appointment as a Director of the Company. No other Director of the Company is in anyway concerned / interested in the proposed resolution.

**By order of the Board of Directors
For Orissa Integrated Power Limited**

**Sd/-
(Yogesh Juneja)
Director & Project-in-Charge**

**Date: 13.08.2018
Place: New Delhi**

Details of Director(s) seeking appointment/re-appointment at the forthcoming Annual General Meeting of Orissa Integrated Power Limited

Name of Director	Shri Yogesh Juneja	Shri M.M. Ranwa
Date of Birth	05.08.1960	02.03.1961
Date of Appointment	30.12.2009	17.05.2018
Relationship with Directors	None	None
Qualification	PGDM, IIM (Calcutta)	
Experience	<p>Shri Yogesh Juneja has vast experience of 35 years of working in government companies as BHEL, Power Grid Corporation Limited and Power Finance Corporation Limited.</p> <p>He is currently working as a Executive Director in Power Finance Corporation Limited.</p>	<p>Shri M.M. Ranwa has vast experience of working in Power Sector.</p> <p>Shri Ranwa is currently working as Add. Chief Engineer, Rajasthan Urja Vikas Nigam Limited</p>
Directorships in other companies	<ul style="list-style-type: none"> • Cheyyur Infra Limited • Coastal Tamil Nadu Power Limited • Bihar Infrapower Limited • Bihar Mega Power Limited • Odisha Infrapower Limited • Chhattisgarh Surguja Power Limited • Sakhigopal Integrated Power Co. Limited • Tatiya Andhra Mega Power Limited • Jharkhand Infrapower Limited 	NIL
Chairman/Membership Committees across all public companies	None	NIL
Number of Shares held in the company as on 31st March 2018	NIL	NIL

For detail regarding number of meetings of the board attended during the year in respect of abovementioned Directors, please refer to the Board's Report.

ORISSA INTEGRATED POWER LIMITED

(A Wholly owned subsidiary of Power Finance Corporation Limited)

BOARD'S REPORT 2017-18

To

The Members,

Your Directors have pleasure in presenting the 12th Annual Report on the performance of the Company for the financial year ended on 31st March, 2018 along with Audited Financial Statements and Auditor's Report thereon.

OPERATIONAL ACTIVITIES

Your Company was incorporated on 24th August, 2006 as a Special Purpose Vehicle (SPV) for Orissa UMPP by Power Finance Corporation Limited (PFC) as its wholly owned subsidiary Company.

Power produced from the project would be procured by nine States namely Odisha (1300 MW), Punjab (500 MW), Rajasthan (400 MW), Haryana (400 MW), Madhya Pradesh (400 MW), Uttar Pradesh (300 MW), Tamil Nadu (300 MW), Uttarakhand (200 MW) and Chhattisgarh (200 MW).

Brief status of the Project as on date of this report is as follows:

1. Registration of Transfer of Private land from Collector Sundargarh to IDCO measuring 1953.31 Ac. Kandabahal (73.19 Ac.), Bhedabahal (161.65 Ac.), Kirei (296.76 Ac), Rupidihi (511.22Ac) and Kopsinga (910.49Ac.) was executed on 16.01.2018.
2. For Main Power Plant land, Government non-forest land of 443 acres is being alienated in 33 cases. The lease deed has been executed by IDCO for 14 cases (301 acres) and OIPL has deposited the License fee with IDCO for 6 sanctioned permissive possession cases (19 acres).
3. A meeting was held with Collector, Sundargarh on 11.10.2017 wherein the matter regarding the R&R site for Odisha UMPP was discussed. It was decided that the possibility of relocating the R&R colony in the Ash Dyke area may be explored.
4. Accordingly, various meetings were held with CEA and the Technical consultant and an alternate site for R&R colony has been demarcated in the Ash Dyke area. The

revised plot plan has been finalised in consultation with CEA and the same would be discussed with District Administration.

5. MoEF&CC vide letter dated 27th June, 2016 had accorded 'In-principle approval' for diversion of 17.02 ha of revenue forest in the main plant area.
6. MoEF & CC vide letter dated 17th October, 2016 had accorded environmental clearance for the main power plant area.
7. As regards acquisition of land for private and government for Coal Transportation corridor, Notification for approval of SIA report under Section 8 of LARR Act was published on 06.10.2017. Order and Notification for Section 11 of LARR Act to be issued shortly for 277.53 acres.
8. For Coal Transportation corridor, Government land of 97 acres is being alienated in 47 cases in three Tehsil offices in Sundargarh.
9. Department of Water Resources, Government of Odisha (GoO) has allocated 140 cusecs of water for the Project from Hirakud Reservoir in October 2015. The scheme for Intake Point location for drawl of 140 cusecs of water from Hirakud Reservoir was approved on 20.06.2017.
10. As regards acquisition of land for private and government for Water Pipeline corridor, based on the meeting held with Govt. of Odisha officials, BoD's of OIPL have decided to file the application to Govt of Odisha for obtaining permission for Right of User (RoU) for private land and Right of Way (RoW) for Govt. land. The application for seeking permission for RoU was made by OIPL to Revenue Department on 28.09.2017. In the meeting held with Principal Secretary, Revenue on 04.12.2017, it was decided to process the proposal under acquisition/ alienation mode and Collectors were requested to resume the land acquisition process. Notification under Section 4 to be re-issued shortly.
11. Ministry of Coal (MoC), Government of India had allocated coal blocks in September, 2006 for Meenakshi, Meenakshi-B and Dipside of Meenakshi coal blocks to Orissa Integrated Power Limited (OIPL) for the Project. Ministry of Coal (MoC), Government of India has notified "Coal Block Allocation Rules, 2017" on July 13, 2017 under the provision of MMDR Act. In CCI-PMG meeting held at MoC on 19.04.2017, Officials of MoC informed that the Coal blocks of Odisha UMPP would be re-allocated to OINPL immediately after notification of "Coal block Allocation Rules, 2017". PFCCL has been taking up the matter regularly with MoC (latest on 14.05.2018) for reallocation of coal blocks in the name of Odisha Infrapower Limited (OINPL).

12. The Geological Report (GR) for Meenakshi coal block is available. M/s Mineral Exploration Corporation Limited (MECL) has prepared the GR of Meenakshi-B and Dipside of Meenakshi coal blocks and submitted the same in March, 2017. Further, MECL vide letter dated 20.04.2018 has submitted the Integrated Geological Report (IGR) of Meenakshi, Meenakshi -B & Dip side of Meenakshi Coal Blocks.
13. Draft Mining Plan' of Meenakshi Coal blocks was prepared by CMPDIL on 11.08.2016, however, it was further informed vide letter dated 03.10.2016 that the 'Final Mining Plan' would be provided to PFCCL after the allocation of Coal blocks in the name of OINPL.
14. The Bidding Process will be re-initiated after notification of revised Standard/ Model Bidding documents for UMPP by Ministry of Power (MoP)

FINANCIAL REVIEW

During the year under review, your Company has not started its commercial activities. However, during the year, the Company has spent an amount of ₹44.18 Crore towards manpower charges, interest expenses, consultancy charges, tour & travelling expenses, vehicle hiring charges and expenses for land acquisition etc., which has been transferred to capital work in progress. The total expenditure incurred by the Company till 31st March 2018 is ₹1137.11 Crore.

DIVIDEND

As the Company has not started its commercial activities, your Directors have decided not to recommend any dividend for the financial year 2017-18.

SHARE CAPITAL

The paid-up share capital of the Company is ₹5,00,000/- (₹Five Lacs only) comprising of 50,000 equity shares of ₹10/- each. The entire paid up share capital of the Company is held by Power Finance Corporation Limited (PFC) and its nominees.

COMMITMENT ADVANCE

Your company has received the entire commitment advance of ₹400,000,000/- (₹Forty Crores only) from all the procurers.

PAYMENT FOR LAND ACQUISITION FROM PROCURERS

As on March 31, 2018, Your Company has received ₹957.87 crores from procurers towards the cost of land.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

There are no subsidiary/joint venture/associate companies within the meaning of Section 2 (6) and 2 (87) of the Companies Act, 2013.

DIRECTORS

Since the date of last Directors' Report, following changes were made in the constitution of the Board of the Company:

- Pursuant to the office order issued by Power Finance Corporation Limited (PFC), Holding Company, Shri R. Rahman ceased to be the director of the Company w.e.f. 23rd October, 2017.
- Punjab State Power Corporation Limited (PSPCL), intimated that Shri M.R. Parhar, Director representing the State of Punjab has retired from the services of PSPCL, and till date no Director has been appointed by the Government of Punjab for Odisha UMPP. Accordingly Shri M.R. Parhar ceased to be the Director of the Company w.e.f. 17th May, 2018.
- The Government of Rajasthan, Energy Department nominated Shri M.M. Ranwa, Add. Chief Engineer, Rajasthan Urja Vikas Nigam Limited as Director of the Company. Accordingly, Shri M.M. Ranwa was appointed as Additional Director of the Company w.e.f. 17th May, 2018.

Pursuant to the provisions of Section 161(1) of the Companies Act 2013, Shri M.M. Ranwa will hold office upto the date of ensuing Annual General Meeting. The Board recommends that Shri M.M. Ranwa, may be appointed as a Director, liable to retire by rotation.

In accordance with the provisions of Section 152(6) of the Companies Act 2013, Shri Yogesh Juneja, Director shall retire by rotation at the ensuing Annual General Meeting of the Company and being eligible have offered themselves for re-appointment.

Your Board places on record deep appreciation for the valuable contribution made by Shri R. Rahman and Shri M.R. Parhar during their tenure as Director(s) of the Company.

Consequent to the aforesaid changes, presently the Board of Directors of the Company comprises of the following:

Shri C. Gangopadhyay	: Chairman
Shri Subir Mulchandani	: Director
Shri Alok Sud	: Director

Shri Yogesh Juneja : Director
 Shri Hemant Sharma : Director (Representing State of Odisha)
 Shri M.M. Ranwa : Director (Representing State of Rajasthan)

MEETINGS OF BOARD OF DIRECTORS

During the financial year 2017-18, four (4) Board meetings were held. The details of Board meetings and the attendance of each Director in said meetings are given below:

Sl. No.	Name& Designation of Directors	Date of Board Meetings & attendance of each Director			
		23.05.2017	18.08.2017	23.10.2017	16.02.2018
1.	Shri C. Gangopadhyay, Chairman	Yes	No	Yes	Yes
2.	Shri Subir Mulchandani	Yes	Yes	Yes	Yes
3.	Shri Rizwanur Rahman,* Director	Yes	Yes	No	-
4.	Shri Yogesh Juneja, Director	Yes	Yes	Yes	Yes
5.	Shri Alok Sud, Director	Yes	Yes	Yes	Yes
6.	Shri Hemant Sharma, Director	Yes	No	No	Yes
7.	Shri D.P.Gupta,** Director	No	-	-	-
8.	Shri M.R.Parhar, Director	No	Yes	No	No

* Ceased to be Director w.e.f. 23.10.2017

**Ceased to be Director w.e.f 23.05.2017.

AUDITOR'S REPORT

M/s. KLC & Co., Chartered Accountants were appointed as Statutory Auditors of the Company for the financial year 2017-18 by the Comptroller & Auditor General of India. There is no adverse comment, observation or reservation in the Auditor's Report on the accounts of the Company.

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL (C&AG) OF INDIA

C&AG vide their letter dated 28th June, 2018 have decided not to conduct the supplementary audit of the financial statements of the Company for the year ended 31st

March, 2018 and as such have no comments to make under Section 143(6)(b) of the Companies Act, 2013. A copy of the letter issued by C&AG in this regard is placed at **Annexure – I.**

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(5) of the Companies Act, 2013, your Directors confirm that:

- In the preparation of the Annual Accounts for the financial year 2017-18, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the Company at the end of the financial year 2017-18 and of the profit and loss of the company for that year;
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors had prepared the annual accounts on a going concern basis; and
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATEMENT ON COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS

During the year, Company has complied with the applicable provisions of the Secretarial Standards.

PUBLIC DEPOSITS

The Company has not accepted any public deposit during the year ended 31st March, 2017 as covered under the provisions of Section 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There are no material changes and commitments affecting financial position of the Company between the end of the financial year and date of Report.

PARTICULARS OF EMPLOYEES

The Company has no employees on its roll. Hence, the particulars of employees as prescribed under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure-II** in Form AOC-2 and the same forms part of this report.

PARTICULARS OF LOANS, INVESTMENT AND GUARANTEE

Particulars of loans, guarantees and investment have been disclosed in the financial statement.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions under section 92 (3) of Companies Act 2013, extract of Annual Return is given in **Annexure-III** in the prescribed Form MGT-9, which forms part of this report.

RISK MANAGEMENT

The Company is a Special Purpose Vehicle (SPV), incorporated for specific project and to undertake only preliminary activities viz. to undertake land acquisition process, obtain statutory clearances and approvals and to undertake bidding process and transfer the SPV to the selected bidder. As the Company will be transferred to the successful developer, risk management is necessary only till such transfer takes place. However the management regularly identifies the probable risks associated during this phase and takes adequate steps for the risk management.

The expenditure incurred in formation of SPV as share capital/other expenses and the other costs incurred on pre development activities is funded by PFC from the commitment advance received from procurers in proportion to their allocated share of power from the project. Further, substantial amount of payment made against land is also funded by Procurers in proportion to their allocated share of power from the project. In

case the project is abandoned or cannot be bid out or there is no selected developer after carrying out bidding process, the said expenses will be adjusted against the commitment advance. The balance amount, if any, left after adjustment of expenditure would be returned to procurers.

In the event, expenditure incurred is more than the commitment advance received from procurers and the project is abandoned or cannot be bid out or there is no selected developer after carrying out bidding process, additional amount would be sought from procurers.

Further, in case the developer is successfully selected, then the SPV would be transferred to successful developer after receiving the Acquisition Price, which will include all costs for developmental activities, land cost, success fee etc.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING & OUTGO

As the Company's operations do not involve any manufacturing or processing activities, the particulars as per the provisions of Se. 134 (3) (m) read with Companies (Accounts) Rules, 2014, regarding conservation of energy and technology absorption, are not applicable. During the year under review, there is no foreign exchange earning and outgo.

ACKNOWLEDGEMENT

The Directors put on record their gratitude to the Central Government, various State Governments and their respective agencies for the assistance, co-operation and encouragement they extended to the Company. The Company, in particular, is thankful to the Comptroller & Auditor General of India, the Ministry of Power, Government of India, the Statutory Auditors, Bankers and Power Finance Corporation Limited for their unstinted co-operation.

For and on behalf of the Board of Directors

**Sd/-
(C.Gangopadhyay)
Chairman
DIN: 02271398**

**Place: New Delhi
Date: 13.08.2018**

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF ORISSA INTEGRATED POWER LIMITED FOR THE YEAR ENDED 31 MARCH 2018

The preparation of financial statements of Orissa Integrated Power Limited for the year ended 31 March 2018 in accordance with the financial reporting framework prescribed under the Companies Act, 2013(Act) is the responsibility of the Management of the Company. the statutory auditor appointed by the Comptroller and Auditor General of India under section 139(5) of the act is responsible for expressing opinion on the financial statements under section 143 of the act based on independent audit in accordance with the Standards on Auditing prescribed under section 143(10) of the act. This is stated to have been done by them vide their Audit Report dated 17 May 2018.

I, on behalf of the Comptroller and Auditor General of India, have decided not to conduct the supplementary audit of the financial statements of Orissa Integrated Power Limited for the year ended 31 March 2018 under Section 143(6)(a) of the Act.

For and on behalf of the
Comptroller & Auditor General of India



(Ritika Bhatia)

Principal Director of Commercial Audit &
Ex-officio Member, Audit Board – III,
New Delhi

Place: New Delhi
Dated: 28 June 2018

Form No. AOC-2

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

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

- 1. Details of contracts or arrangements or transactions not at arm's length basis:**
Orissa Integrated Power Limited (OIPL) has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2017-18.

2. Details of material contracts or arrangement or transactions at arm's length basis:

- (a) Name(s) of the related party and nature of relationship:

Power Finance Corporation Limited	: Holding Company
PFC Consulting Limited	: Subsidiary of the Holding company

- (b) Nature of contracts/arrangements/transactions: Consultancy services & Fund arrangement

- (c) Duration of the contracts / arrangements/transactions: Ongoing

- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:

Cost of Employees working for developing ultra mega power projects are charged on cost to company basis/rate, as determined by the company in proportion to the man days(as assessed by the management) spent on the respective projects.

- (e) Date(s) of approval by the Board, if any: -

- (f) Amount paid as advances, if any: NIL

For and on behalf of the Board of Directors

Sd/-
(C.Gangopadhyay)
Chairman
DIN: 02271398

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2018

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

i)	CIN:	U40102DL2006GOI152423																					
ii)	Registration Date [DDMMYY]	24.08.2006																					
iii)	Name of the Company	Orissa integrated Power Limited																					
iv)	Category of the Company [Pl. tick]	1. Public Company <input checked="" type="checkbox"/> 2. Private Company <input type="checkbox"/>																					
	Sub Category of the Company [Please tick whichever are applicable]	<table border="1"> <tr><td>1. Government Company</td><td><input checked="" type="checkbox"/></td></tr> <tr><td>2. Small Company</td><td><input type="checkbox"/></td></tr> <tr><td>3. One Person Company</td><td><input type="checkbox"/></td></tr> <tr><td>4. Subsidiary of Foreign Company</td><td><input type="checkbox"/></td></tr> <tr><td>5. NBFC</td><td><input type="checkbox"/></td></tr> <tr><td>6. Guarantee Company</td><td><input type="checkbox"/></td></tr> <tr><td>7. Limited by shares</td><td><input checked="" type="checkbox"/></td></tr> <tr><td>8. Unlimited Company</td><td><input type="checkbox"/></td></tr> <tr><td>9. Company having share capital</td><td><input checked="" type="checkbox"/></td></tr> <tr><td>10. Company not having share capital</td><td><input type="checkbox"/></td></tr> <tr><td>11. Company Registered under Section 8</td><td><input type="checkbox"/></td></tr> </table>	1. Government Company	<input checked="" type="checkbox"/>	2. Small Company	<input type="checkbox"/>	3. One Person Company	<input type="checkbox"/>	4. Subsidiary of Foreign Company	<input type="checkbox"/>	5. NBFC	<input type="checkbox"/>	6. Guarantee Company	<input type="checkbox"/>	7. Limited by shares	<input checked="" type="checkbox"/>	8. Unlimited Company	<input type="checkbox"/>	9. Company having share capital	<input checked="" type="checkbox"/>	10. Company not having share capital	<input type="checkbox"/>	11. Company Registered under Section 8
1. Government Company	<input checked="" type="checkbox"/>																						
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6. Guarantee Company	<input type="checkbox"/>																						
7. Limited by shares	<input checked="" type="checkbox"/>																						
8. Unlimited Company	<input type="checkbox"/>																						
9. Company having share capital	<input checked="" type="checkbox"/>																						
10. Company not having share capital	<input type="checkbox"/>																						
11. Company Registered under Section 8	<input type="checkbox"/>																						
v)	Address of the Registered office and contract details	First Floor, 'Urjanidhi', 1, Barakhamba Lane, Connaught Place, New Delhi-110001, Ph-01123443906.																					
vi)	Whether shares listed on recognized Stock Exchange(s)	No																					
vii)	Name, Address and contact details of Registrar & Transfer Agents (RTA) if any :- N.A.																						

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
NIL			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]

Sl. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Power Finance Corporation Limited Urjanidhi' 1, Barakhamba Lane, Connaught Place, New Delhi 110001.	L65910DL1986GOI024862	Holding Company	100	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1-April-2017]				No. of Shares held at the end of the year[As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual*	0	700	700	1.4	0	700	700	1.4	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	49300	49300	98.6	0	49300	49300	98.6	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub Total (A) (1)	0	50000	50000	100	0	50000	50000	100	0.00
(2) Foreign									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
b) Other- Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
E) Any other	0	0	0	0	0	0	0	0	0
Sub-Total (A) (2)	0	0	0	0.00	0	0	0	0.00	0

Total shareholding of Promoter (A)= (A)(1) + (A)(2)	0	50000	50000	100	0	50000	50000	100	0.00
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0	0	0	0	0	0

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	0	0	0.00	0	0	0	0.00	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	0	50000	50000	100	0	50000	50000	100	0.00

* Nominee of Power Finance Corporation Limited

(ii) Shareholding of Promoter-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Power Finance Corporation Limited	49300	98.6	NIL	49300	98.6	NIL	NIL
2	Shri Avkash Saxena*	100	0.2	NIL	100	0.2	NIL	NIL
3	Shri Naveen Bhushan Gupta*	100	0.2	NIL	100	0.2	NIL	NIL
4	Shri Dinesh Vij*	100	0.2	NIL	100	0.2	NIL	NIL
5	Smt Nalini Vanjani*	100	0.2	NIL	100	0.2	NIL	NIL
6	Shri Naveen Kumar*	100	0.2	NIL	NIL	NIL	NIL	0.2
7	Shri C. Gangopadhyay*	100	0.2	NIL	100	0.2	NIL	NIL

8.	Shri P.K.Singh*	100	0.2	NIL	100	0.2	NIL	NIL
9.	Shri Gaurisankar Patra*	NIL	NIL	NIL	100	0.2	NIL	0.2

* NOMINEE OF POWER FINANCE CORPORATION LIMITED

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

Sl.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NO CHANGE IN THE PROMOTERS' SHAREHOLDING			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year				

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

Sl.No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year				

(v) **Shareholding of Directors and Key Managerial Personnel:**

Sl. No	Name	Shareholding		As on Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
		No. of shares at the beginning / end of the year	% of Total shares of Company				No. of Shares	% of Total shares of Company
1	Shri Chinmoy Gangopadhyay* Chairman	100	0.2	01.04.2017	NIL	—	100	0.2
		100	0.2	31.03.2018				

* Nominee of Power Finance Corporation Limited

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

	Secured Loans excluding deposits	Unsecured Loans (₹)	Deposits	Total Indebtedness (₹)
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	80,89,88,651	-	80,89,88,651
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	60,23,11,697	-	60,23,11,697
Total (i+ii+iii)	-	1,41,13,00,348		1,41,13,00,348
Change in Indebtedness during the financial year				
* Addition	-	42,68,68,777	-	42,68,68,777
* Reduction	-	-	-	-
Net Change	-	42,68,68,777	-	42,68,68,777
Indebtedness at the end of the financial year				
i) Principal Amount	-	1,11,27,17,150	-	1,11,27,17,150
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	72,54,51,975	-	72,54,51,975
Total (i+ii+iii)		1,83,81,69,125		1,83,81,69,125

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	Gross salary	NOT APPLICABLE AS COMPANY DOES NOT HAVE ANY MD/WTD/MANAGER	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission - as % of profit - others, specify...		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other directors

SN	Particulars of Remuneration	Name of Directors							Total Amount
		-----	-----	-----	-----				
1	Independent Directors	NOT APPLICABLE AS COMPANY DOES NOT HAVE ANY INDEPENDENT DIRECTOR							
	Fee for attending board committee meetings								
	Commission								
	Others, please specify								
	Total (1)								
2	Other Non-Executive Directors								
	Fee for attending board committee meetings	NIL							
	Commission								
	Others, please specify								
	Total (2)								
	Total (B)=(1+2)								
	Total Managerial Remuneration								
	Overall Ceiling as per the Act								

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	NOT APPLICABLE AS THE COMPANY DOES NOT HAVE ANY CEO/CS/CFO			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	others, specify...				
5	Others, please specify				
	Total				

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2018.

For and on behalf of the Board of Directors

Sd/-
(C.Gangopadhyay)
Chairman
DIN: 02271398



KLC & Co.
Chartered Accountants

e : mail@klcandco.com
w : www.klcandco.com

Compliance Certificate

We have conducted the audit of annual accounts of Orissa Integrated Power Limited for the year ended 31st March, 2018 in accordance with the directions / sub directions issued by the C&AG of India under section 143(5) of the Companies Act, 2013 and certify that we have complied with all the directions / sub directions issued to us.

For KLC & Co.
(Chartered Accountants)
Firm Reg. No: 02435N


(Gaurav Chhabra)
Partner
M. No.: 510118
Place: New Delhi
Date: 17th May, 2018

INDEPENDENT AUDITOR'S REPORT

To

The Members of Orissa Integrated Power Limited

Report on the Financial Statements

We have audited the accompanying Financial Statements of **Orissa Integrated Power Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Financial Statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.



Page 1 of 9

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Financial Statements.

We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- (a) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2018;
- (b) In the case of Statement of Profit and Loss, of profit for the year ended on that date; and
- (c) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Government of India in terms of sub-section 11 of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure-I", a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. We are enclosing our report in terms of Section 143 (5) of the Act, on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, in the "Annexure II" on the directions and sub-directions issued by Comptroller and Auditor General of India.
3. As required by section 143(3) of the Act, we report that:
 - a) We have sought and 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 as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) Vide Notification No. GSR 463(E) dated 5th June, 2015 of Department of Company Affairs, Government of India, Government Companies have been exempted from applicability of Provision of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure-III"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There were no legal cases pending against the Company.
 - ii. The Company did not have any long-term contract including derivative contracts, for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For KLC & Co.
(Chartered Accountants)
Firm Reg. No: 02435N


(Gaurav Chhabra)
Partner
M. No.: 510118
Place: New Delhi
Date: 17th May, 2018

ANNEXURE-I TO THE INDEPENDENT AUDITOR'S REPORT OF ORISSA INTEGRATED POWER LIMITED

The Annexure referred to in our report to the members of Orissa Integrated Power Limited ('the Company') for the year ended 31st March, 2018.


We report that:

1. The company has no Fixed Asset other than Capital work in progress. Hence the provisions of clause (i) of paragraph 3 of the Order are not applicable.
2. The Company does not hold any inventory; hence clause (ii) of paragraph 3 of the Order is not applicable.
3. The Company has not granted any loan, secured or unsecured, to any company, firm or other party covered in the register maintained under Section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, the Company has not given any loan, guarantee or security to and on behalf of any of its Directors as stipulated under section 185 of the Act and the Company has complied with the provisions of section 186 of the Act, with respect to the loans made.
5. Based on our scrutiny of the Company's records and according to the information and explanations given to us, in our opinion, the Company has not accepted deposit from the public within the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
6. According to the information and explanations given to us, the maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, for any of the activities of the Company.
7.
 - a). The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it with appropriate authorities'. According to the information and explanations given to us, there are no undisputed statutory dues outstanding as at 31st March, 2018 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 material disputed statutory dues payable in respect of income tax, sales tax, service tax, duty of customs, duty of excise and value added tax which are outstanding as at 31st March, 2018.
8. According to the information and explanations given to us, the Company has not taken any loan from any financial institution or bank or debenture holder, hence clause (viii) of paragraph 3 of the Order is not applicable.
9. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loan during the year, hence clause (ix) of paragraph 3 of the Order is not applicable.



10. Based upon the audit procedures performed and information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year under audit.
11. In our opinion and according to the information and explanations given to us, the Company has not paid/provided for any managerial remuneration during the year as stipulated to section 197 read with Schedule V to the Act, hence clause (xi) of paragraph 3 of the Order is not applicable.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company hence clause (xii) of paragraph 3 of the Order regarding default is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties have been entered into by the company in its ordinary course of business on an arm's length basis and therefore the provisions of section 177 and 188 of the Act are not applicable to the Company. However, the details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. According to the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore provisions of clause (xiv) of paragraph 3 of the Order are not applicable.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Therefore provisions of clause (xv) of paragraph 3 of the Order are not applicable.
16. In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For KLC & Co.
(Chartered Accountants)
Firm Reg. No: 02435N


(Gaurav Chhabra)
Partner

M. No.: 510118
Place: New Delhi
Date: 17th May, 2018

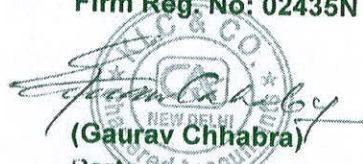
ANNEXURE-II TO THE INDEPENDENT AUDITORS' REPORT OF ORISSA INTEGRATED POWER LIMITED

The Annexure referred to in our report to the members Orissa Integrated Power Limited ('the Company') for the year ended 31st March, 2018.

1.	Whether the Company has clear title/lease deeds for freehold and leasehold land respectively. If not, please state the area of freehold and leasehold land for which title/lease deeds are not available.	The company does not have any freehold and leasehold land, hence not applicable.
2.	Whether there are any cases of waiver/write off of debts/loans/interest etc. If yes, the reasons thereof and amount involved.	There are no such cases.
3.	Whether proper records are maintained for inventories lying with third parties and assets received as gift/grant(s) from the Government or other authorities.	There is no inventory in the company and no assets received from Government or other authorities, hence not applicable.

Based on the above facts, in our opinion and to the best of our information and according to the explanations given to us, no action is required to be taken thereon and there is no impact on the accounts and Financial Statements of the company.

For KLC & Co.
(Chartered Accountants)
Firm Reg. No: 02435N


(Gaurav Chhabra)
Partner
M. No.: 510118
Place: New Delhi
Date: 17th May, 2018

ANNEXURE-III TO THE INDEPENDENT AUDITOR'S REPORT OF ORISSA INTEGRATED POWER LIMITED

The Annexure referred to in our report to the members of Orissa Integrated Power Limited ('the Company') for the year ended 31st March, 2018.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Orissa Integrated Power Limited ("the Company") as of 31st March, 2018 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

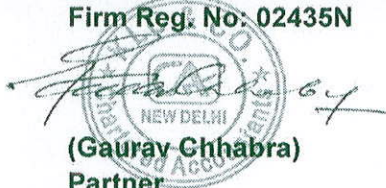
Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For KLC & Co.
(Chartered Accountants)
Firm Reg. No: 02435N



(Gaurav Chhabra)
Partner

M. No.: 510118
Place: New Delhi
Date: 17th May, 2018

ORISSA INTEGRATED POWER LIMITED
CIN:U40102DL2006GOI152423
BALANCE SHEET AS AT MARCH 31, 2018

(Amount in ₹)


Particulars	Note No.	As at March 31, 2018	As at March 31, 2017
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	3	5,00,000	5,00,000
(b) Reserves and surplus	4	(12,54,826)	(12,53,095)
		(7,54,826)	(7,53,095)
(2) Non Current liabilities			
(a) Long-term borrowings	5	10,69,13,77,162	10,38,76,48,663
(b) Other Long term liabilities	6	72,54,51,975	60,23,11,697
		11,41,68,29,137	10,98,99,60,360
(3) Current liabilities			
(a) Other current liabilities	7	2,48,79,462	3,07,22,139
		2,48,79,462	3,07,22,139
TOTAL		11,44,09,53,773	11,01,99,29,404
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	8	2,91,759	3,33,778
(ii) Capital work-in-progress	9	3,34,97,16,173	2,90,79,04,421
(b) Long-term loans and advances	10	7,95,59,85,573	7,78,69,44,155
(c) Other non-current assets	11	6,51,46,403	6,51,46,403
		11,37,11,39,908	10,76,03,28,757
(2) Current assets			
(a) Cash and cash equivalents	12	21,471	18,76,60,346
(b) Short-term loans and advances	13	6,97,92,394	7,19,40,301
		6,98,13,865	25,96,00,647
TOTAL		11,44,09,53,773	11,01,99,29,404

Corporate Information	1
Significant accounting policies	2
Expenditure During Construction Period	14
Other Notes to financial statements	15 to 40


For & on Behalf of Board of Directors


(Yogesh Juneja)
Director
DIN: 02913155


(Alok Sud)
Director
DIN:02394376


(C. Gangopadhyay)
Chairman
DIN:02271398

As per our report of even date
For & on Behalf of
KLC & Co.
(Chartered Accountants)
Firm Reg. No: 02435N


(Gaurav Chhabra)
Partner
M. No.: 510118
Place : New Delhi
Date : 17th May, 2018

ORISSA INTEGRATED POWER LIMITED
CIN:U40102DL2006GOI152423
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

(Amount in ₹)

	Particulars	Note No.	For the year ended March 31, 2018	For the year ended March 31, 2017
I.	Revenue from operations		-	-
II.	Other income		-	12,88,203
	Interest on Income Tax refund		-	-
III.	Total Revenue (I+II)		-	12,88,203
IV.	Expenses		-	-
	Total Expenses		-	-
V.	Profit/(Loss) before exceptional and extraordinary items and tax (III-IV)		-	12,88,203
VI.	Exceptional items		-	-
VII.	Profit/(Loss) before extraordinary items and tax (V-VI)		-	12,88,203
VIII.	Extraordinary items		-	-
IX.	Profit/(Loss) before tax (VII-VIII)		-	12,88,203
X.	Tax expense:			
	(1) Current tax		1,731	3,82,994
	(2) Deferred tax		-	-
XI.	Profit/(Loss) for the year from continuing operations (IX-X)		(1,731)	9,05,209
XII.	Profit/(Loss) from discontinuing operations		-	-
XIII.	Tax expense of discontinuing operations		-	-
XIV.	Profit/(Loss) from discontinuing operations (after tax) (XII-XIII)		-	-
XV.	Profit/(Loss) for the year after tax (XI +XIV)		(1,731)	9,05,209
XVI.	Earnings per equity share(Par Value ₹10/- each):			
	(1) Basic	35	(0.03)	18.10
	(2) Diluted	35	(0.03)	18.10

Corporate Information	1
Significant accounting policies	2
Expenditure During Construction Period	14
Other Notes to financial statements	15 to 40

For & on Behalf of Board of Directors

(Yogesh Juneja)
Director
DIN: 02913155

(Alok Sud)
Director
DIN:02394376

(C. Gangopadhyay)
Chairman
DIN:02271398

As per our report of even date
For & on Behalf of
KLC & Co.
(Chartered Accountants)
Firm Reg. No: 02435N

(Gaurav Chhabra)
Partner
M. No.: 510118
Place : New Delhi
Date : 17th May, 2018

ORISSA INTEGRATED POWER LIMITED
CIN:U40102DL2006GOI152423
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

(Amount in ₹)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	(1,731)	9,05,209
Operating profit before working capital changes	(1,731)	9,05,209
Adjustment For Increase/Decrease in:		
Other Current Liabilities	(58,42,677)	20,21,36,791
Other Long-term liabilities	12,31,40,278	8,52,39,078
Net cash flow from operating activities	11,72,95,870	28,82,81,078
B. CASH FLOW FROM INVESTING ACTIVITIES		
Capital work-in-progress	(44,17,14,978)	(37,21,55,802)
Long Term Loan and Advances	(16,90,41,418)	(15,88,86,144)
Short Term Loan and Advances	21,47,907	1,79,52,794
Net cash used in investing activities	(60,86,63,244)	(51,30,89,152)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Lhort term borrowings	30,37,28,499	40,89,88,651
Net cash flow from financing activities	30,37,28,499	40,89,88,651
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(18,76,38,875)	18,41,80,577
Add: Cash and cash equivalents at beginning of the year	18,76,60,346	34,79,769
Cash and cash equivalents at end of the year	21,471	18,76,60,346
Balance with bank	21,471	18,76,60,346

For & on Behalf of Board of Directors



(Yogesh Juneja)
Director
DIN: 02913155



(Alok Sud)
Director
DIN:02394376



(C. Gangopadhyay)
Chairman
DIN:02271398

As per our report of even date
For & on Behalf of
KLC & Co.
(Chartered Accountants)
Firm Reg. No: 02435N



(Gaurav Chhabra)
Partner
M. No.: 510118
Place : New Delhi
Date : 17th May, 2018

1 Corporate Information

The Company was incorporated on August 24, 2006 under the Companies Act, 1956 as a wholly owned subsidiary of Power Finance Corporation Limited (PFC), a Govt. of India Undertaking. Certificate for Commencement of Business was issued on September 29, 2006. The Company is a special purpose vehicle incorporated to facilitate the acquisition of land and complete preliminary work regarding statutory clearances including that of environment, forest etc. for the purpose of establishing Ultra Mega Power Project of 4000 MW in the state of Odisha (Project).

2 Significant Accounting Policies

a. Basis of Preparation

The financial statements are prepared under historical cost convention on accrual basis in accordance with Generally Accepted Accounting (GAAP) and Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, the Companies Act, 2013 (to the extent notified and applicable), applicable provisions of the Companies Act, 1956" to be replaced by "and other applicable provisions of the companies act 2013".

b. Use of Estimate

The preparation of financial statements requires management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities), revenues and expenses of the reporting period. The difference between the actual results and estimates are recognized in the period in which the results are known and/or materialized.

c. Cash Flow Statement

Cash flow Statement is prepared in accordance with the indirect method prescribed in Accounting Standard-3 on Cash Flow Statement. Cash comprises cash on hand, demand deposits with banks, imprest with postal authorities and cheques / drafts / pay orders in hand. Company considers cash equivalents as all short term balances (with original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

d. Tangible Assets/ Intangible Assets

Tangible Assets are shown at historical cost less accumulated depreciation, except for the assets retired from active use and held for disposal, which are stated at lower of the book value or net realizable value. The historical cost includes all cost attributable for bringing the assets to its working condition for its intended use.

Expenditure on existing assets resulting in increase in previously assessed useful life/standard of performance is added in relevant assets. Intangible Assets are recorded at their cost of acquisition.

e. Capital work-in-progress

Expenditure incurred on Land Acquisition/ Survey/ Studies/ Investigation/ Consultancy/ Administration/ Depreciation/Interest etc and other expenditures during construction period is treated as Capital-work-in-progress.

f. Depreciation/ Amortisation

Depreciation on assets is provided on Pro-rata basis as per written Down value method considering the useful life and residual value prescribed under the Schedule II of the Companies Act, 2013 or over the shorter useful life as estimated by the Company.

Amortization is done under straight-line method over the life of the assets estimated by the Company.

g. Recognition of Income/ Expenditure

Income and expenses (except as stated below) are accounted for on accrual basis.

Fees for advisory and professional services for developing Ultra Mega Power Project payable to PFC/PFCCL is recognised in the year of transfer of the company to the successful bidder.

h. Borrowing Cost

Borrowing Costs that are attributable to the acquisition, construction of fixed assets which take substantial time to get ready for its intended use are capitalized as part of the cost of such assets to the extent they relate to the period till such assets are ready to be put to use. Other borrowing costs are charged to Statement of Profit and Loss in the year in which they are incurred.



ORISSA INTEGRATED POWER LIMITED
CIN:U40102DL2006GOI152423
Notes to the Financial Statements for the year ended March 31, 2018

i. Loans

Expenditure incurred by the company for the Project is financed by the Holding Company/Procurers and is grouped under Current Liabilities. Interest is payable on funds deployed by them.

j. Loans and Advances

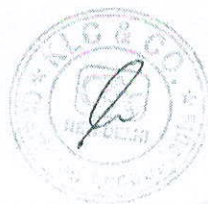
Surplus funds if any, are parked by the company with the Holding company (PFC) and grouped under Short term loans and advances and interest is claimed on such funds from Holding company.

k. Taxes

Provision for taxation includes provision for Income Tax and Deferred Tax. Current Income tax is provided at the rates in force in accordance with the provisions of Income Tax Act 1961. Deferred tax is recognised, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods using the tax rates and laws that are enacted and are substantively enacted as on the Balance Sheet date. Where there is unabsorbed depreciation or carried forward losses, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future.

l. Provisions and Contingencies

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires outflow of resources, which can be reliably estimated. Disclosures for a contingent liability are made without a provision in books when there is an obligation that may, but probably will not (in the opinion of the management), require outflow of resources. Contingent assets are neither recognized nor disclosed in the financial statements.



NOTE NO. 3 - SHARE CAPITAL

Particulars	(Amount in ₹)	
	As at March 31, 2018	As at March 31, 2017
Authorised : 50,000 Equity shares of ₹.10/- each (Previous year 50,000 Equity shares of ₹.10/- each)	5,00,000	5,00,000
Issued, subscribed and fully paid up : 50,000 Equity shares of ₹.10/- each (Previous year 50,000 Equity shares of ₹.10/- each)	5,00,000	5,00,000
Total issued, subscribed and fully paid up share capital	5,00,000	5,00,000

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

Equity Shares

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	Amount(₹.)	No. of Shares	Amount(₹.)
Balance at the beginning of the year	50,000	5,00,000	50,000	5,00,000
Add: Shares issued during the year	-	-	-	-
Balance at the end of the year	50,000	5,00,000	50,000	5,00,000

b. Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of ₹. 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 equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Shares held by holding company

The details of shares held by its Holding Company are as below:

Particulars	Amount in (₹)	
	As at March 31, 2018	As at March 31, 2017
Power Finance Corporation Limited, the Holding Company * 50,000 (Previous Year: 50,000) equity shares of ₹. 10 each fully paid	5,00,000	5,00,000

d. Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
Equity Shares of ₹. 10 each fully paid Power Finance Corporation Limited, the Holding Company *	50,000	100%	50,000	100%
	50,000	100%	50,000	100%

* Equity shares are held by Power Finance Corporation Limited & through its nominees.



ORISSA INTEGRATED POWER LIMITED
CIN:U40102DL2006GOI152423
Notes to the Financial Statements for the year ended March 31, 2018

NOTE NO. 4 - RESERVES AND SURPLUS

	(Amount in ₹)	
Particulars	As at March 31, 2018	As at March 31, 2017
<u>Surplus/ (Deficit) in Statement of Profit and Loss</u>		
Balance as at the beginning of the year	(12,53,095)	(21,58,304)
Add/ (Less): Profit/(Loss) for the year	(1,731)	9,05,209
Balance as at the end of the year	(12,54,826)	(12,53,095)
TOTAL	(12,54,826)	(12,53,095)

NOTE NO. 5 - LONG-TERM BORROWINGS

	(Amount in ₹)	
Particulars	As at March 31, 2018	As at March 31, 2017
<u>Commitment advance</u>		
Ajmer VVNL	1,44,00,000	1,44,00,000
D.H.B.V.N.L	2,00,00,000	2,00,00,000
CSEB	2,00,00,000	2,00,00,000
Gridco	13,00,00,000	13,00,00,000
Jaipur VVNL	1,44,00,000	1,44,00,000
Jodhpur VVNL	1,12,00,000	1,12,00,000
M.P.Power Trading Co. Ltd.	4,00,00,000	4,00,00,000
Punjab State Electricity Board	5,00,00,000	5,00,00,000
Tamilnadu Electricity Board	3,00,00,000	3,00,00,000
UPPCL	3,00,00,000	3,00,00,000
Uttaranchal Power C.L	2,00,00,000	2,00,00,000
U.H.B.V.N.L	2,00,00,000	2,00,00,000
	40,00,00,000	40,00,00,000
<u>(Unsecured)</u>		
<u>Loans and advances from related party</u>		
Power Finance Corporation Ltd - (Holding Company)	71,27,17,150	40,89,88,651
Amount received from procurers for land (Refer Note 20)	9,57,86,60,012	9,57,86,60,012
TOTAL	10,69,13,77,162	10,38,76,48,663

NOTE NO. 6 - OTHER LONG-TERM BORROWINGS

	(Amount in ₹)	
Particulars	As at March 31, 2018	As at March 31, 2017
Interest Accrued but not due on borrowings	72,54,51,975	60,23,11,697
TOTAL	72,54,51,975	60,23,11,697

Terms of repayment for Unsecured borrowings

Repayable within 15 days from the date of transfer of the Company to its successful bidder.

NOTE NO. 7 - OTHER CURRENT LIABILITIES

	(Amount in ₹)	
Particulars	As at March 31, 2018	As at March 31, 2017
<u>Other payables</u>		
Statutory dues (Tax deducted at Source)	62,05,333	63,01,778
Expenses Payable	1,86,74,129	2,44,20,361
TOTAL	2,48,79,462	3,07,22,139



ORISSA INTEGRATED POWER LIMITED

CIN:U40102DL2006GOI152423

Notes to the Financial Statements for the year ended March 31, 2018

NOTE NO. 8 - TANGIBLE ASSETS

Particulars	GROSS BLOCK				DEPRECIATION		NET BLOCK	
	Opening Balance as at April 1, 2017	Additions/ Adjustments	Deductions/ Adjustments	Closing Balance as at March 31, 2018	Opening Balance as at April 1, 2017	During the Year	Closing Balance as at March 31, 2018	As at March 31, 2017
Own Assets:								
Furniture & Fixtures	6,14,724	33,688	-	6,48,412	3,37,606	81,420	4,19,026	2,29,386
EDP Equipments	6,56,066	11,201	-	6,67,267	6,22,811	858	6,23,669	43,598
Office and other equipments	2,07,153	9,866	-	2,17,019	1,83,748	14,496	1,98,244	18,775
Total	14,77,943	54,755	-	15,32,698	11,44,165	96,774	12,40,939	3,33,778
Previous Year	14,77,943	-	-	14,77,943	10,18,472	1,25,694	11,44,165	4,59,472



ORISSA INTEGRATED POWER LIMITED

CIN:U40102DL2006GOI152423

Notes to the Financial Statements for the Year ended March 31, 2018

NOTE NO. 9 - CAPITAL WORK-IN-PROGRESS

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017
Opening Capital work-in-progress	1,85,51,29,306	1,53,37,07,783
Add: Transferred from Expenditure During Construction Period (Note-13)	33,71,43,258	32,14,21,523
	2,19,22,72,564	1,85,51,29,306
Capital Expenditure for Land Acquisition	1,15,74,43,609	1,05,27,75,115
TOTAL	3,34,97,16,173	2,90,79,04,421

NOTE NO. 10 - LONG-TERM LOANS AND ADVANCES

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017
<u>Unsecured, considered good</u>		
Capital Advances (Deposit for Land)	7,86,90,30,573	7,69,99,89,155
Advance to IDCO (Safe custody for Land)	6,59,40,000	6,59,40,000
<u>Security Deposits</u>		
Water Resource Department	2,10,00,000	2,10,00,000
Way leaving charges (SECR)	15,000	15,000
TOTAL	7,95,59,85,573	7,78,69,44,155

NOTE NO. 11 - OTHER NON-CURRENT ASSETS

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017
Interest accrued but not due from related party (Power Finance Corporation Ltd., Holding Company)	6,51,46,403	6,51,46,403
TOTAL	6,51,46,403	6,51,46,403

NOTE NO. 12 - CASH AND CASH EQUIVALENTS

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017
<u>Balances with banks:</u>		
In Current Account	21,471	18,76,60,346
TOTAL	21,471	18,76,60,346



ORISSA INTEGRATED POWER LIMITED

CIN:U40102DL2006GOI152423

Notes to the Financial Statements for the Year ended March 31, 2018

NOTE NO. 12 - SHORT-TERM LOANS AND ADVANCES

Particulars	As at March 31,	As at March 31,
<u>Unsecured, considered good</u>		
<u>Loans and advances to related party</u>		
Safe custody of land with PFC Ltd.	5,54,86,349	5,54,86,349
<u>Others</u>		
Advance for Professional Charges(Nabkrushna)	45,47,169	45,47,169
Adv for Professional Charges(MECL)-Dip Side	42,66,996	54,05,109
Adv for Professional Charges(MECL)_Minakshi Coal	54,91,880	65,01,674
Advance Tax	-	3,82,994
Less: Provision for Tax		(3,82,994)
TOTAL	6,97,92,394	7,19,40,301

NOTE NO. 14 - EXPENDITURE DURING CONSTRUCTION PERIOD

(Amount in ₹)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
<u>Expenses</u>		
Manpower Charges	9,36,25,854	9,23,92,319
Audit Fee	92,188	89,844
Out of Pocket Expenses	-	23,000
Consultancy Charges & Professional Fee	8,41,83,426	9,66,82,966
Depreciation	96,774	1,25,694
Advertisement Expenses	5,54,594	3,47,289
Legal & Professional Fees	3,09,592	4,04,603
Conference & Meetings	3,64,962	6,90,202
Outsourcing Expenses	1,89,07,383	94,63,225
Interest Expense	12,78,00,278	8,99,44,557
Vehicle Hiring Charges	24,03,489	28,24,635
Telephone Expenses	2,66,223	3,15,197
Tours & Travelling Expenses	32,75,112	66,36,038
Rent	17,24,323	21,60,057
Printing & Stationery Expenses	3,26,078	6,15,881
Postage & Courier	51,527	63,727
Electricity Expenses	1,74,353	3,11,073
Repair & Maintenance	40,548	25,062
Interest on Income Tax	-	1,792
Other Administrative Expenses	22,91,516	1,95,32,025
Prior Period Expenses (Net)	6,55,040	-
	33,71,43,258	32,26,49,186
Less: Excess Provision written back	-	(12,27,663)
TOTAL	33,71,43,258	32,14,21,523



ORISSA INTEGRATED POWER LIMITED
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Notes to the Financial Statements for the year ended March 31, 2018

- 15 Pursuant to decision of Ministry of Power, Government of India, the Company had received, entire Commitment Advance of ₹ 40,00,00,000/- (Previous Year ₹ 40,00,00,000/-) from the Power Procuring Utilities (Procurers), as their contribution against allotment of specified quota of power to be made on completion of the project by way of a Power Purchase Agreement with respective Procurers and successful bidder. The said commitment advance has been shown in the Balance Sheet as Long term liabilities. The Company is under no obligation to pay interest on the commitment advance received, however, as per the decision taken by the Company/Holding Company, interest has been provided on these commitment advance. The said commitment advance along with accrued interest as per terms of financing agreement shall be repayable to the procurers within 15 days from the date of transfer of the company by the Holding Company to its successful bidder.
- 16 Pursuant to the Financing Agreement with PFC Ltd. total commitment advance of ₹ 40,00,00,000 (Previous Year ₹ 40,00,00,000) received from procurers was parked with Holding Company (PFC Ltd.) to pay out expenditures for the project on behalf of the company. Interest due thereon is appearing under the head Other non-current assets in the Balance Sheet. However, as on balance sheet date no unutilized amount is left of such commitment advance and in pursuant to the financing agreement between PFC Ltd and the Company. After utilisation of commitment advance from procurers, PFC Ltd has incurred the expenditure from its own fund and in accordance with the financing agreement the amount so incurred is shown as long term borrowings.
- 17 The Company pays interest to PFC Ltd. on the expenses incurred by them on behalf of the company from their funds and also to the Procurers on commitment advance bifurcating into fund utilized for the project and funds unutilized at rates as per the policy of the holding company. The rate of interest charged on the utilized amount of funds is as applicable in PFC Ltd. for the Project Loan/Schemes (Generation) for Borrowers under category "State Sector Borrowers (Category 'A') as determined from time to time and on unutilized portion of funds, the interest received/paid is on "monthly average short term deposit rate of PFC Ltd.". Interest on unutilized portion of funds is receivable from PFC Ltd. and the same is payable to Procurers. Interest expenses of ₹ 12,78,00,278 (Previous Year ₹ 8,99,44,557) is towards Interest on utilized portion. Interest on utilized portion has been capitalized. Interest payable has been shown under Other long term liabilities.
- 18 The Company has agreed to pay a sum of ₹ 50,00,00,000 plus applicable taxes to PFCL/PFCCL on account of fees for providing advisory & professional services rendered by PFCL/PFCCL. The fees for providing advisory & professional services is payable to PFCL/PFCCL only when successful bidder for the Project will be selected and company will be transferred to successful bidder, therefore no liability has been provided for fees payable to PFCL/PFCCL, since the same will become due in the year of transfer of the company to successful bidder only in the event of transfer of the company.
- 19 As per the scheme of setting up of the project, entire expenditure to be incurred by the company for project exploration and initial development work, including interest on funds deployed and Professional Fee of ₹ 50,00,00,000/- plus applicable taxes will be recovered from the successful bidder of the project as acquisition price for purchase of 100% equity shareholding of the company from its holding company, consequent upon which all its Assets, Liabilities and Equity shares shall be transferred to such bidder at par.
- 20 Ministry of Power has decided that the cost of land would be paid by the procurers to Orissa Integrated Power Ltd. (OIPL) which would then deposit the cost of land with Odisha Industrial Infrastructure Development Corporation (IDCO). Accordingly the payment of cost of private land is paid by the power procurers in proportion of their allocated share of power. No interest would be payable to procurers by OIPL/PFC Ltd. on the cost of land deposited by procurers with OIPL. The amount received from procurers towards the cost of land would not be treated as loan or commitment advance or for normal day to day expenditure of the OIPL. As on 31st March, 2018 ₹ 957.87 Crores (P.Y ₹ 957.87 Crores) paid by procurers for land.
- 21 (a) For Main Power Plant land: An amount of Rs. 846 Crores has been paid to Odisha Industrial Infrastructure Development Corporation (IDCO) towards the estimated cost of land which is inclusive of establishment and administrative charges of IDCO and District Collector. Registration of Transfer of deed for 1953 acres out of 2733 acres for 5 villages viz. Kandabahal (Colony), Bhedabahal, Kirei, Rupidihi and Kopsingha has been transferred to IDCO, Bhubaneswar by District Administration, Sundargarh.
- (b) For Main Power Plant land: The Government non-forest land of 443 acre is being alienated in 33 cases. Lease sanctioned for 334 acres of Govt land. Lease deed executed for 320 acre of Govt. land.
- (c) For Coal Transportation Corridor: Notification from Govt. of Odisha (GoO) issued under Section-8 of LARR Act for private land for 278.03. acres.
- (d) (i) The proposal for direct purchase of land from SH - 10 to Main Power Plant after obtaining No Objection from Concerned Department as per "Direct Purchase Guidelines" is being processed by IDCO
ii) The Integrated GR for Meenakshi, Meenakshi B & Dip Side of Meenakshi Coal Block has been prepared and is available with OIPL.
- 22 (a) Water Resources Department (WRD), Govt. of Odisha(GoO) has allocated 140 cusecs of water in favour of OIPL from Hirakud Reservoir and Rs. 2.10 Crores has been paid to WRD in this regard.
- (b) For Water Pipeline Corridor : GoO advised that due to non availability of Act / Guidelines for RoU of private land, it is appropriate to acquire Pvt. Land under RFCTLARR Act, 2013. OIPL vide letter dated 20.02.2018 has requested Collector, Sambalpur, Jharsuguda & Sundargarh for re-issuance of Section 4 for acquisition of private land. Collector, Sambalpur, Jharsuguda & Sundargarh has requested R&DM Department, Govt of Odisha for issuance of Section 4 afresh.
- 23 All the work for the Company are executed by PFC Consulting Ltd (PFCCL). Manpower charges of ₹ 9,36,25,854 (Previous Year ₹ 9,23,92,319) of PFCCL employees, are charged by PFCCL on cost to company basis/rate, as determined by PFCCL in proportion to actual man days spent by the employees for the Company as per invoice raised by PFCCL, which include charges for Shri Yogesh Juneja (Director) ₹ 63,37,404 (Previous Year ₹ 82,500), Sh. Subir Mulchandani (Director) ₹ 23,11,066 (Previous Year ₹ 3,49,250) and Shri R. Rahman (Director) ₹ 72,22,261 (Previous Year ₹ 46,48,875) who are/were the directors of the Company.



24 The expenses appearing under Note 14 are mainly allocated by PFCCL to SPVs. Direct expenditures related to SPV, including GST apportioned to expenses on pro rata basis, are allocated on 100% basis and common expenditure are allocated based on sharing of services between various SPVs. Original Supporting bills in respect of such expenditure incurred by the PFCCL are in the name of PFCCL and retained by them of which copies are available with the Company. PFCCL is complying with all statutory provisions relating to the 'Deduction of tax at source and Service tax/ GST etc. as applicable to these expenses.

25 Disclosures as per Accounting Standard 18 - Related Parties

(a) No disclosures as regards related party relationships with holding company (PFC Consulting Ltd.), subsidiaries and other fellow subsidiaries is made in the financial statements as they are state - controlled enterprises.

(b) The Key Management Personnel of the Company are employee of the Holding Company (PFCCL) and deployed on Part Time basis. The details of such Key Management Personnel are as follows:

S.No.	Name	Designation	Date of Appointment	Date of Cessation
1	Shri C.Gangopadhyay	Chairman	30.01.2017	Continuing
2	Shri K.Sridhar	Director	24.12.2008	01.05.2017
3	Shri R.Rahman	Director	30.10.2012	23.10.2017
4	Shri Yogesh Juneja	Director	30.12.2009	Continuing
5	Shri Subir Mulchandani	Director	29.09.2016	Continuing
6	Shri Alok Sud	Director	23.05.2017	Continuing
7	Shri Hemant Sharma*	Director	16.08.2013	Continuing
8	Shri Dwarka Prasad Gupta*	Director	09.01.2015	23.05.2017
9	Shri M.R.Parhar*	Nominee Director	27.02.2017	Continuing

* from Power Procuring States

26 i) Estimated amount of contracts remaining to be executed on Project (Capital work-in-progress) and not provided for ₹ 6.32 Crores (Previous Year ₹ 4.76 Crores) excluding taxes.

ii) Expenditure under Rehabilitation & Resettlement is also estimated that will be around ₹ 1362.38 Crores which will be incurred for land
iii) Contingent liabilities of the company and claims against the company not acknowledged by the company as certified by the management for the period is Nil (Previous year- Nil).

27 Auditors' Remuneration (excluding GST/ Service Tax)

(Amount in ₹)

S. No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
1	Audit fee	78,125	78,125

28 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006 (Based on the available information with the company):

S. No.	Particulars	For the year ended March 31, 2018 Amount (₹)	For the year ended March 31, 2017 Amount (₹)
(i)	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
	- Principal amount due to micro and small enterprises	-	-
	- Interest due on above	-	-
(ii)	The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year	-	-
(iii)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
(iv)	The amount of interest accrued and remaining unpaid at the end of the year	-	-
(v)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small	-	-

29 Since there are no employees in the company, the obligation as per Accounting Standard- 15 (Revised) does not arise.

30 The Company's significant leasing arrangements are in respect of operating leases of premises for office for a period of one to two years. These leasing arrangements are usually renewable on mutually agreed terms. Lease payments in respect of premises for offices ₹ 17,24,323 (Previous year ₹ 21,60,057) are included under 'Rent' in Note 14 - 'Expenditure during construction period'.

31 Expenditure during Construction Period (Note-14) containing all expenses, required to be capitalized, has been prepared and the same has been included in Capital work-in-progress.



- 32 During the year, the company purchased Fixed Assets valuing ₹ 54,755 from Chhatisgarh Surguja Power Limited as per invoice no. 1 dated 01.04.2017.
- 33 The Company is not in operation. However, the company has adopted period of 12 months for classification of the assets and liabilities as current and non-current.
- 34 The company has sent letters to various parties included under advances (receivables and payables) for confirmation of their balances as per the books of accounts of the company for which confirmations is yet to be received from the respective parties

35 Earnings Per Share

Basic and Diluted earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

S. No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
1	Nominal Value of share ₹.	10	10
2	Weighted average number of Equity shares used as	50,000	50,000
3	Net Profit after tax used as numerator ₹	(1,731)	9,05,209
4	Earning per share ₹-		
	Basic	(0.03)	18
	Diluted	(0.03)	18

- 36 The bidding process for the project has been terminated as per the direction of Ministry of Power vide Office Memorandum No.12/4/2013-UMPP dated 29/12/2014. The SBDs are under finalization. Upon finalization, the bidding process shall be taken up.. Thereafter on completion of bidding process and on approval from Ministry of Power, all its assets and liabilities and Equity shares of the company shall be transferred to selected bidder at par. Accordingly various assets and liabilities are classified as current considering that the selected bidder will takeover all assets and liabilities within 12 months from the date of Balance Sheet and all the amount due against borrowing will be paid by the selected bidder.
- 37 Other Disclosures:
(a) Expenditure in foreign currency – Nil (Previous year- Nil)
(b) Income in foreign exchange – Nil (Previous year- Nil)
- 38 Applying the principles laid down under Accounting Standard-22 on Taxes on Income, deferred tax asset has emerged on account of carried forward losses, however in absence of reasonable and virtual certainty of future taxable profits the same has not been recognized in the accounts.
- 39 Figures have been rounded off to the nearest Rupee unless otherwise stated.
- 40 Corresponding figures for the previous year have been regrouped/rearranged wherever necessary to conform to Current year's classification.

For & on Behalf of Board of Directors

(Yogesh Juneja)
Director
DIN: 02913155

(Alok Sud)
Director
DIN:02394376

(C. Gangopadhyay)
Chairman
DIN:02271398

As per our report of even date
For & on Behalf of
KLC & Co.
(Chartered Accountants)
Firm Reg. No: 02435N

(Gaurav Chhabra)
Partner
M. No.: 510118
Place : New Delhi
Date : 17th May, 2018