

ODISHA INFRAPOWER LIMITED
(A wholly owned subsidiary of Power Finance Corporation Limited)

10TH ANNUAL REPORT
(2022-23)

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Corporate Information

CIN	U93000DL2014GOI263902
Date of Incorporation	23rd January, 2014
Share Capital	Authorized capital – INR 5,00,000 Paid Up Capital – INR 5,00,000
Registered Office	First Floor, Urjanidhi, 1- Barakhamba Lane, Connaught Place, New Delhi – 110001
Board of Directors	1. Shri Sandeep Kumar : Chairman 2. Shri G. Onkara : Director 3. Shri Manoj Kr. Rana : Director
Statutory Auditor	M/s Praveen Aggarwal & Co., Chartered Accountants
Banker's Name	Indian Bank

ODISHA INFRAPOWER 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 10th Annual General Meeting of Odisha Infrapower Limited will be held on **Monday, the 25th day of September, 2023 at 04:30 P.M.** Urjanidhi, 1 Barakhamba Lane, Connaught Place, New Delhi - 110001, at a shorter notice 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, 2023, along with the Auditor's Report and Boards' Report thereon.
2. To appoint a Director in place of Shri Sandeep Kumar (DIN 08529035), 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 2023-24, as may be deemed fit by the Board."

SPECIAL BUSINESS

4. Appointment of Shri Onkara Gampa as 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 Onkara Gampa (DIN 09777821), who was appointed as an Additional Director w.e.f. 01st November, 2022 and who hold office upto the date of ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company."

**By order of the Board of Directors
For Odisha Infrapower Limited**

Sd/-

(Manoj Kumar Rana)

Director

DIN 02263302

Date: 25.09.2023

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 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 person 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 2023-24.
5. In accordance with the provisions of Companies Act, 2013 and SS-2- Secretarial Standard on General Meetings, the request for consenting to shorter notice of the members for calling the Annual General Meeting is enclosed with the Notice. Further, the Annual General Meeting of the company shall be held, if the consent is received from not less than ninety five percent of the Members entitled to vote thereat.

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

Item No. 4

Power Finance Corporation Limited (PFC) letter dated 20.10.2022 nominated Sh. G. Onkara, CGM, PFC in place of Shri Rizwanur Rahman, who superannuated from the services of PFC, as Director on the Board of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Sh. G. Onkara has been appointed as Additional Director of the Company w.e.f. 01.11.2022 and will hold office upto 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 Sh. G. Onkara as a Director of the company.

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

Sh. G. Onkara 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.

DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT/ RE- APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING OF ODISHA INFRAPOWER LIMITED

Name of Director	Shri Sandeep Kumar	Shri Onkara Gampa
Date of Birth	20.03.1966	18.06.1968
Date of Appointment	13.08.2019	01.11.2022
Relationship with Directors	NIL	NIL
Qualification	B. Com (Hons.) and Chartered Accountant	B. E. (Civil) and MBA (HR)
Experience	Shri Sandeep Kumar has a vast experience of more than 33 years of working in power sector. Presently, he is holding the position of Executive Director, Power Finance Corporation Limited.	Shri Onkara Gampa has a vast experience of more than 32 years of working in power sector. Presently, Shri Onkara Gampa is holding the position of Chief General Manager, Power Finance Corporation Limited.
Directorships in other companies	<ul style="list-style-type: none"> • Orissa Integrated Power Limited • Northern Power Distribution Company of Telangana Limited 	NIL
Chairman/Membership of Committees across all public companies	NIL	NIL
Number of Share held in the company as on 31st March 2023	NIL	100*

*as the Nominee of Power Finance Corporation Limited

For details regarding number of meetings of the Board attended during the year in respect of above mentioned Directors, please refer to the Board's Report.

CONSENT OF SHAREHOLDERS FOR SHORTER NOTICE
[Pursuant to Section 101(1) of Companies Act 2013]

To
The Board of Directors
Odisha Infra Power Limited
First Floor, Urjanidhi
1, Barakhamba Lane, Connaught Place,
New Delhi – 110001,

I,, S/o, R/o holding
Equity Shares of Rs.10/- each in the company, do hereby give consent for calling the Annual
General Meeting on the day of, 2023 at
....., pursuant to the proviso of Section 101 of the
Companies Act, 2013.

Signature _____

Name:

Date:

ODISHA INFRAPOWER LIMITED

CIN U93000DL2014GOI263902

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

ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the company.

NAME OF ATTENDING PERSON
(IN BLOCK LETTERS)

Regd. Folio No.

No. of shares held

I, HEREBY RECORD MY PRESENCE AT THE 10TH ANNUAL GENERAL MEETING OF THE COMPANY BEING HELD ON MONDAY, THE 25TH DAY OF SEPTEMBER, 2023 AT 04:30 P.M. AT "URJANIDHI", 1-BARAKHAMBALANE, CONNAUGHT PLACE, NEW DELHI - 110001.

Please ✓ in the box

MEMBER

PROXY

Member's / Proxy's Signature

ODISHA INFRAPOWER LIMITED

CIN U93000DL2014GOI263902

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

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013
and rule 19(3) of the Companies(Management and Administration) Rules, 2014]

NAME OF THE MEMBER (S) :
REGISTERED ADDRESS :
E-MAIL ID:
FOLIO NO/ CLIENT ID :
DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :E-Mail
ID..... Address

Signature :
or failing him

1. Name :E-Mail
ID..... Address

Signature :
or failing him

1. Name : E-Mail
ID Address

Signature :
or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the company, to be held on Monday, the 25th day of September, 2023 at 04:30 P.M. at Urjanidhi, 1 Barakhamba Lane, Connaught Place, New Delhi 110001 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, along with the Auditor's Report and Directors' Report thereon.
2. To appoint a Director in place of Shri Sandeep Kumar (DIN 08529035), 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.
4. Appointment of Shri Onkara Gampa as Director of the Company.

Signed this..... day of..... 2023

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ODISHA INFRAPOWER 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 adjourned 10th Annual General Meeting of Odisha Infrapower Limited will be held on **Thursday, the 09th day of November, 2023 at 10:00 a.m.** at Urjanidhi, 1 Barakhamba Lane, Connaught Place, New Delhi - 110001, at a shorter notice to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Board's Report for the financial year 2022-23 incorporating the Comments of Comptroller & Auditor General of India.

**By order of the Board of Directors
For Odisha Infrapower Limited**

Sd/-

(Manoj Kumar Rana)

Director

DIN 02263302

Date: 03.11.2023

Place: New Delhi

Notes:

1. A copy of Financial Statements for the year ended 31st March, 2023 alongwith Reports of Directors and Auditors thereon as already sent to you vide AGM Notice dated 25.09.2023 may kindly be brought by you at the adjourned 10th AGM scheduled for 09.11.2023.
2. The Financial Statements for the year 2022-23 have been forwarded to the Comptroller and Auditor General of India (CAG) u/s 143(a) of the Companies Act, 2013. The comments of the CAG which could not be released earlier and therefore, it were not placed before the AGM scheduled for 25.09.2023, have now been received and forming part of this Notice.
3. **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.
4. 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.
5. In accordance with the provisions of Companies Act, 2013 and SS-2- Secretarial Standard on General Meetings, the request for consenting to shorter notice of the members for calling the Annual General Meeting is enclosed with the Notice. Further, the Annual General Meeting of the company shall be held, if the consent is received from not less than ninety five percent of the Members entitled to vote thereat.

CONSENT OF SHAREHOLDERS FOR SHORTER NOTICE
[Pursuant to Section 101(1) of Companies Act 2013]

To
The Board of Directors
Odisha Infra Power Limited
First Floor, Urjanidhi
1, Barakhamba Lane, Connaught Place,
New Delhi – 110001,

I,, S/o, R/o holding
Equity Shares of Rs.10/- each in the company, do hereby give consent for calling the
adjourned 10th Annual General Meeting on the day of
....., 2023 at, pursuant to the proviso of
Section 101 of the Companies Act, 2013.

Signature _____

Name:

Date:

ODISHA INFRAPOWER LIMITED

CIN U93000DL2014GOI263902

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

ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the company.

NAME OF ATTENDING PERSON
(IN BLOCK LETTERS)

Regd. Folio No.

No. of shares held

I, HEREBY RECORD MY PRESENCE AT THE ADJOURNED 10TH ANNUAL GENERAL MEETING OF THE COMPANY BEING HELD ON THURSDAY, THE 09TH DAY OF NOVEMBER, 2023 AT 10:00 A.M. AT "URJANIDHI", 1- BARAKHAMBA LANE, CONNAUGHT PLACE, NEW DELHI - 110001.

Please ✓ in the box

MEMBER

PROXY

Member's / Proxy's Signature

ODISHA INFRAPOWER LIMITED

CIN U93000DL2014GOI263902

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

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013
and rule 19(3) of the Companies(Management and Administration) Rules, 2014]

NAME OF THE MEMBER (S) :
REGISTERED ADDRESS :
E-MAIL ID:
FOLIO NO/ CLIENT ID :
DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :E-Mail
ID..... Address

Signature :
or failing him

1. Name :E-Mail
ID..... Address

Signature :
or failing him

1. Name :E-Mail
ID..... Address

Signature :
or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the company, to be held on Thursday, the 09th day of November, 2023 at 10:00 A.M. at Urjanidhi, 1 Barakhamba Lane, Connaught Place, New Delhi 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt the Board's Report for the financial year 2022-23 incorporating the Comments of Comptroller & Auditor General of India.

Signed this..... day of..... 2023

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ODISHA INFRAPOWER LIMITED

(A Wholly Owned Subsidiary of Power Finance Corporation Limited)

BOARD'S REPORT 2022-23

To
The Members,

Your Directors have pleasure in presenting the 10th Annual Report on the performance of the Company for the financial year ended on 31st March, 2023 along with Audited Financial Statements and Auditor's Report thereon.

OPERATIONAL ACTIVITIES

Your Company was incorporated on 23rd January, 2014 as a wholly owned subsidiary of Power Finance Corporation Limited for holding the land and Coal Blocks for Bhedabahal Ultra Mega Power Project in the State of Odisha.

1. Registration of entire Private land measuring 2733 acres in all six villages i.e. Kandabahal, Bhedabahal, Kirei, Rupidihi, Kopsinga and Lankahuda has been completed and the land has been recorded in the revenue records in favour of IDCO.
2. For Main Power Plant land, Government non-forest land of 444 acres, Lease has been sanctioned for 406.75 acres. Acquisition process for balance 37.66 acres of is under progress.
3. Application for acquisition of Private and Government land for Coal Transportation corridor was submitted in the name of Orissa Integrated Power Limited (operating SPV). Order for Section-11 of LARR Act issued for Pvt. Land on 21st April, 2018 & Gazette Notification issued in June 2018. Land of 97 acres is being alienated in 47 cases in three Tehsil offices in Sundargarh District.
4. In-principle' allocation of Meenakshi, Meenaksi B and Dipside of Meenakshi were made to OIPL in 13.09.2006. The Coal Blocks were deallocated by MoC from OIPL in Aug 2015 for re-allocation in favour of OINPL. Inview of the ongoing litigations with respect to the Coal blocks land, MoP advised MoC to allocate the coal blocks to Mahanadi Coalfields Limited (MCL).
5. MoP in its OM dated 12th November, 2021, has decided to defer any action on formulation of UMPP Bidding framework as of now, as the country is making energy transition from fossil fuel to non-fossil fuel. During the, Quarterly Progress Review Meeting of PFC held on 16th December, 2021, PFC was advised to review the status of UMPPs and take necessary action for closure wherever required in consultation with the stake holders.
6. It has been in-principally agreed by the Board of Operating SPV (OIPL) for closure of the Odisha UMPP and disposal of the acquired land.
7. For disposal of the acquired land, NTPC, NLC India and MCL were approached. MCL (wholly owned subsidiary of CIL) has shown interest in utilization of the Odisha UMPP land

for setting up of thermal power plant. Discussions with MCL are in progress to take over the land.

8. The Board in its 42nd Meeting held on 27th June, 2023 accorded its consent to initiate the process of closure of the company and decided that all the assets along with corresponding liabilities of the Infra SPV be transferred to Operating SPV(OIPL) for further settlement with the State Procurers for facilitating closure of Company.

Accordingly, the process for the closure of Company is initiated.

FINANCIAL REVIEW

During the year under review, your Company has spent an amount of ₹4.96 lacs in the development of the project. The total expenditure incurred by the Company till 31st March, 2023 is ₹46.41 lacs and the same shall be recovered from the procurers.

DIVIDEND

As the Company has not started its commercial activities, your Directors have decided not to recommend any dividend for the financial year 2022-23.

SHARE CAPITAL

The paid-up share capital of the Company is ₹5,00,000/- (50,000 equity shares of ₹10/- each) as on 31st March, 2023. During the year, the entire share capital of the Company is held by Power Finance Corporation Limited and its nominees.

DETAILS OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

There are no Subsidiary/ Joint Venture/Associate Companies within the meaning of Section 2(87) and Section 2(6) 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:

- On superannuation from the services of Power Finance Corporation Limited (PFC), Holding Company, Shri R. Rahman ceased to be the director of the Company w.e.f. 31.10.2022. Shri G. Onkara, CGM, PFC has been nominated as Director on the Board of the Company in place of Shri R. Rahman.
- Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Shri G. Onkara has been appointed as Additional Director of the Company w.e.f. 01st November, 2022 and will hold office upto the date of ensuing Annual General Meeting. The Board recommends that Shri G. Onkara may be appointed as Director, liable to retire by rotation.

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

The Board placed on record appreciation for the value contribution made by Shri R. Rahman during his tenure as Director of the Company.

Presently, the Board of Directors of the Company comprises of the following:

1. Shri Sandeep Kumar : Chairman
2. Shri G. Onkara : Director
3. Shri Manoj Kr. Rana : Director

MEETINGS OF BOARD OF DIRECTORS

During the financial year 2022-23, seven (7) Board Meetings were held. The details of Board Meetings and the attendance of each director in the said meetings are given below:

S. No.	Date of Board Meeting	Board Strength	No. of Directors Present
1	17 th June, 2022	3	3
2	19 th July, 2022	3	3
3	09 th September, 2022	3	3
4	27 th October, 2022	3	3
5	22 nd November, 2022	3	3
6	22 nd December, 2022	3	3
7	24 th March, 2023	3	2

AUDITOR'S REPORT

M/s. Praveen Aggarwal and Co., Chartered Accountants, was appointed as Statutory Auditors of the Company for the financial year 2022-23 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 COMPTROLLER AND AUDITOR GENERAL (C&AG) OF INDIA

C&AG vide their letter dated 12th October, 2023 have decided not to conduct the supplementary audit of the financial statements of Odisha Infrapower Limited (OIPL) for the year ended 31st March 2023 under Section 143(6)(a) 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 Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- Such accounting policies have been selected, applied consistently and judgments & estimates made 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 and loss of the Company for that period;

- Proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of Companies Act 2013 and for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The annual accounts are not prepared on going concern basis; and
- The company has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PUBLIC DEPOSITS

The Company has not accepted any public deposit during the year ended 31st March, 2023 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

Since, Ministry of Power (MoP) vide OM dated February 06th, 2023 conveyed the consent for closure of Bhedabahal UMPP in the state of Odisha and requested PFCCCL to initiate further necessary action as per the Standard Operating Procedure (SoP) formulated by MoP for closure of the UMPPs. The Board in its 42nd Meeting held on 27.06.2023 accorded its consent to initiate the process of closure of the company and decided that all the assets alongwith corresponding liabilities of the Infra SPV be transferred to Operating SPV for further settlement with the State Procurers for facilitating closure of Company. Accordingly, the process for the closure of Company is initiated.

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 THE ANNUAL RETURN

Pursuant to the provisions of 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.

**DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE
(PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Policy of the Holding Company i.e. Power Finance Corporation Limited ensures compliance as per the Act for the subsidiary company.

RISK MANAGEMENT

During the QPRM held on 23rd September, 2022 under the Chairmanship of Secretary (Power), it was inter-alia decided that all the expenditures incurred on the UMPP(s) should be recovered from the procurers and amount recoverable from a procurer may be adjusted from surplus in any other UMPP(s).

In view of the background and considering the recent developments, all the expenditure incurred on the UMPP(s) shall be recovered from the procurers.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As the Company has not started any commercial activities and not earned any profit during the financial year under review, the provisions of Section 135 of Corporate Social Responsibility under Companies Act, 2013 are not applicable on the Company.

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

As the Company's operations do not involve any manufacturing or processing activities, there are no significant particulars, relating to conservation of energy, technology absorption, under the Companies (Accounts) Rule, 2014. During the year under review, there is no foreign exchange earnings and outgo.

ACKNOWLEDGEMENT

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

For and on behalf of the Board of Directors

**Sd/-
(Manoj Kr. Rana)
Director
DIN: 02263302**

**Sd/-
(G. Onkara)
Director
DIN: 09777821**

Place: New Delhi

Date: 03.11.2023



भारतीय लेखापरीक्षा और लेखा विभाग
कार्यालय महा निदेशक लेखापरीक्षा (ऊर्जा)
नई दिल्ली



INDIAN AUDIT & ACCOUNTS DEPARTMENT
Office of the Director General of Audit (Energy)
New Delhi

Dated: 12/10/23.

सेवा में

अध्यक्ष,
ओडिशा इंफ्रापावर लिमिटेड,
नई दिल्ली।

विषय: 31 मार्च 2023 को समाप्त वर्ष के लिए ओडिशा इंफ्रापावर लिमिटेड, नई दिल्ली के 2022-23 के वार्षिक लेखाओं पर कम्पनी अधिनियम, 2013 की धारा 143(6)(b) के अन्तर्गत भारत के नियंत्रक-महालेखापरीक्षक की टिप्पणियाँ।

महोदय,

मैं, ओडिशा इंफ्रापावर लिमिटेड, नई दिल्ली के 31 मार्च 2023 को समाप्त वर्ष के लेखाओं पर कम्पनी अधिनियम, 2013 की धारा 143(6)(b) के अन्तर्गत भारत के नियंत्रक-महालेखापरीक्षक की टिप्पणियाँ अग्रेषित कर रहा हूँ।

कृपया इस पत्र की संलग्नकों सहित प्राप्ति की पावती भेजी जाए।

भवदीय,

संलग्नक:- यथोपरि।

संपन्न कुमार

(संजय कु. झा)
महानिदेशक

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(B) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF ODISHA INFRAPOWER LIMITED FOR THE YEAR ENDED 31 MARCH 2023

The preparation of financial statements of ODISHA INFRAPOWER LIMITED for the year ended 31 March 2023 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 22 September 2023.

I, on behalf of the Comptroller and Auditor General of India, have decided not to conduct the supplementary audit of the financial statements of ODISHA INFRAPOWER LIMITED for the year ended 31 March 2023 under Section 143(6)(a) of the Act.

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



(Sanjay K. Jha)

Director General of Audit (Energy)

Place: New Delhi

Dated: 12/10/23

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:
Odisha Infrapower Limited (OINPL) has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2022-23.

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: 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: NA

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

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

For and on behalf of the Board of Directors

Sd/-
(Manoj Kr. Rana)
Director
DIN: 02263302

Sd/-
(G. Onkara)
Director
DIN: 09777821

Place: New Delhi

Date: 03.11.2023

FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2023

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

i)	CIN:	U93000DL2014GOI263902																					
ii)	Registration Date [DDMMYY]	23.01.2014																					
iii)	Name of the Company	Odisha Infrapower Limited																					
iv)	Category of the Company [Pl. tick]	1. Public Company <input checked="" type="checkbox"/> 2. Private Company																					
	Sub Category of the Company [Please tick whichever are applicable]	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td>1. Government Company</td><td style="text-align: center;"><input checked="" type="checkbox"/></td></tr> <tr><td>2. Small Company</td><td style="text-align: center;">-</td></tr> <tr><td>3. One Person Company</td><td style="text-align: center;">-</td></tr> <tr><td>4. Subsidiary of Foreign Company</td><td style="text-align: center;">-</td></tr> <tr><td>5. NBFC</td><td style="text-align: center;">-</td></tr> <tr><td>6. Guarantee Company</td><td style="text-align: center;">-</td></tr> <tr><td>7. Limited by shares</td><td style="text-align: center;"><input checked="" type="checkbox"/></td></tr> <tr><td>8. Unlimited Company</td><td style="text-align: center;">-</td></tr> <tr><td>9. Company having share capital</td><td style="text-align: center;"><input checked="" type="checkbox"/></td></tr> <tr><td>10. Company not having share capital</td><td style="text-align: center;">-</td></tr> <tr><td>11. Company Registered under Section 8</td><td style="text-align: center;"></td></tr> </table>	1. Government Company	<input checked="" type="checkbox"/>	2. Small Company	-	3. One Person Company	-	4. Subsidiary of Foreign Company	-	5. NBFC	-	6. Guarantee Company	-	7. Limited by shares	<input checked="" type="checkbox"/>	8. Unlimited Company	-	9. Company having share capital	<input checked="" type="checkbox"/>	10. Company not having share capital	-	11. Company Registered under Section 8
1. Government Company	<input checked="" type="checkbox"/>																						
2. Small Company	-																						
3. One Person Company	-																						
4. Subsidiary of Foreign Company	-																						
5. NBFC	-																						
6. Guarantee Company	-																						
7. Limited by shares	<input checked="" type="checkbox"/>																						
8. Unlimited Company	-																						
9. Company having share capital	<input checked="" type="checkbox"/>																						
10. Company not having share capital	-																						
11. Company Registered under Section 8																							
v)	Address of the Registered office and contract details	First Floor 'Urjanidhi' 1 Barakhamba Lane, Connaught Place New Delhi-110001, Ph-011-23443900.																					
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 01-April-2022]				No. of Shares held at the end of the year[As on 31-March-2023]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual*	0	600	600	1.2	0	600	600	1.2	NIL
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	49400	49400	98.8	0	49400	49400	98.8	NIL
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)	NIL	50000	50000	100	NIL	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	49400	98.8	NIL	49400	98.8	NIL	NIL
2	Shri Subir Saha *	100	0.2%	NIL	NIL	NIL	NIL	(0.2)
3	Shri Manoj Kr. Rana*	100	0.2%	NIL	100	0.2%	NIL	NIL
4	Shri V. Packirisamy *	100	0.2%	NIL	100	0.2%	NIL	NIL
5	Shri G. David *	100	0.2%	NIL	NIL	NIL	NIL	(0.2)
6	Shri Pawan Malik*	100	0.2%	NIL	NIL	NIL	NIL	(0.2)
7	Shri R. Rahman*	100	0.2%	NIL	NIL	NIL	NIL	(0.2)
8	Shri R. K. Chaturvedi*	NIL	NIL	NIL	100	0.2%	NIL	0.2
9	Shri B. S. Arunachalam*	NIL	NIL	NIL	100	0.2%	NIL	0.2
10	Shri G. Onkara*	NIL	NIL	NIL	100	0.2%	NIL	0.2
11	Shri H. K. Das*	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)

PARTICULAR	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 01.04.2022	NO CHANGE IN THE PROMOTERS' SHAREHOLDING			
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
At the end of the year 31.03.2023				

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

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 01.04.2022				
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL			
At the end of the year 31.03.2023				

(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 (01.04.2022 to 31.03.2023)	
		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 Manoj Kr Rana,* Director	100	0.2	01.04.2022	NIL	NIL	100	0.2
		100	0.2	31.03.2023				
2.	Shri G. Onkara,* Director	NIL	NIL	NIL	Increase	Share transfer	100	0.2
		100	0.2	31.03.2023				

* 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	-	12,94,996	-	12,94,996
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	20,95,048	-	3,77,535
Total (i+ii+iii)	-	33,90,044	-	16,72,531
Change in Indebtedness during the financial year				
* Addition	-	4,12,928	-	4,12,928
* Reduction	-	-	-	-
Net Change	-	4,12,928	-	4,12,928
Indebtedness at the end of the financial year				
i) Principal Amount	-	12,94,996	-	12,94,996
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	25,07,976	-	25,07,976
Total (i+ii+iii)	-	38,02,972	-	38,02,972

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	Gross salary		
	(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		

NOT APPLICABLE AS THE COMPANY DOES NOT HAVE ANY MD/WTD/MANAGER.

4	Commission - as % of profit - others, specify...
5	Others, please specify
	Total (A)
	Ceiling as per the Act

B. Remuneration to other directors

Sl. No.	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

Sl. No.	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, 2023

For and on behalf of the Board of Directors

Sd/-
(Manoj Kr. Rana)
Director
DIN: 02263302

Sd/-
(G. Onkara)
Director
DIN: 09777821



PRAVEEN AGGARWAL & CO.
CHARTERED ACCOUNTANTS

23, Bhai Veer Singh Marg
Gole Market, New Delhi-110001

Office : 23368424, 23526495
Mobile: 9312831911
Email : pkagg123@gmail.com

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
ODISHA INFRAPOWER LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **ODISHA INFRAPOWER LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2023, the statement of Profit and Loss, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2023, its Nil profit/loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note No.1 and 16 of the accompanying financial statements regarding decision of Ministry of Power (MoP) vide OM dated 06.02.2023 for closure of BHEDABAHAL UMPP and initiation of further necessary action as per Standard Operating Procedure (SoP) formulated by MoP for closure of BHEDABAHAL UMPP. Since the company was incorporated for holding land, coal blocks etc. of BHEDABAHAL UMPP, on such closure of BHEDABAHAL UMPP project, the company is also required to be closed. Therefore, the financial statements have not been prepared on going concern basis. Further MoP in its quarterly performance review meeting (QPRM) dated 23.09.2022 (para 10) has decided that all the expenditure incurred on UMPP(s) is to be recovered from the procurers and amount recoverable from a procurer may be adjusted from surplus in any other UMPP(s). Therefore the capital expenditure of the company (CWIP) has been shown as recoverable from procurers under other current financial assets as the same is required to be adjusted/recovered from procurers of BHEDABAHAL/Other UMPP as per MoP direction.

Our opinion is not modified in respect of this matter.



Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance 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 (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules 2015 under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:



- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure-I" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 the 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 purposes 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, the Statement of Changes In Equity 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 Indian Accounting Standards specified under Section 133 of the Act read with relevant rules.
- e) Being a Government Company, pursuant to notification no. G.S.R. 463(E) dated 05.06.2015 issued by the Government of India, provisions of Section 164(2) of the Act, regarding disqualification of director is not applicable to the company.
- 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) Being a Government Company, pursuant to notification no. G.S.R. 463(E) dated 05.06.2015 issued by the Government of India, provisions of Section 197(16) of the Act, regarding managerial remuneration is not applicable to the company.
- h) 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. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts 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.
 - iv. (a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.



- v. No dividend has been declared or paid by the company during the year, as such the compliance with section 123 of the Companies Act, 2013 is not applicable to the company.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

**For Praveen Aggarwal and Co.
Chartered Accountants
Firm Reg. No. 000044N**



Rahul Aggarwal

**Rahul Aggarwal
(Partner)
M. No. 501642**

**Place: - New Delhi
Date: -22.09.2023
UDIN: 23501642BGVRBE1449**

ANNEXURE-I TO THE INDEPENDENT AUDITOR'S REPORT OF ODISHA INFRAPOWER LIMITED

The Annexure referred to in our report to the members of ODISHA INFRAPOWER LIMITED ('the Company') for the year ended 31st March 2023.

We report that:-

- (i) (a) The company has no item of Property, Plant and Equipment or intangible assets. Hence reporting under clause (i)(a), (b), (c) and (d) of the Order are not applicable to the company.
- (e) In our opinion and according to the information and explanations given to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) The Company does not hold any inventories. Therefore hence reporting under clause 3(ii)(a) of the Order is not applicable to the company.
- (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets, hence reporting under clause 3(ii)(b) of the Order is not applicable to the company.
- (iii) In our opinion and according to the information and explanations given to us, during the year the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, hence reporting under clause 3(iii) of the Order is not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us, the company has not given any loans, investments, guarantees and security which may be covered under section 185 and 186 of the Act, therefore reporting under clause 3(iv) of the Order for compliance of provisions of section 185 and 186 of the Companies Act are not applicable.
- (v) 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 or amounts which are deemed to be deposits, hence reporting under clause 3(v) of the Order is not applicable.
- (vi) In our opinion and 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, hence reporting under clause 3(vi) of the Order is not applicable.
- (vii) a). The company is regular in depositing undisputed statutory dues including Goods and Services Tax, 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 to the appropriate authorities. According to the information and explanations given to us there are no arrears of outstanding statutory dues as on 31st March 2023 for a period of more than six months from the date they became payable.
- b). In our opinion and according to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute.



- (viii) In our opinion and according to the information and explanations given to us, there were no transactions which have not been recorded in the books of account and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The company has not been declared a wilful defaulter by any bank or financial institution or other lender.
- (c) The company during the year has not taken any term loan.
- (d) The company during the year has not raised funds on short term basis.
- (e) The company has no subsidiaries, associates or joint ventures, as such the reporting requirements for taking any funds from any entity or person on account of or to meet the obligations of subsidiaries, associates or joint ventures is not applicable to the company.
- (f) As the company has no subsidiaries, associates or joint ventures, the reporting requirements whether the company has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies is not applicable to the company.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year, hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year, hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) No fraud by the Company and no fraud on the Company has been noticed or reported during the year, hence reporting under clause 3(xi)(a) of the Order is not applicable.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, the company has not received any whistle blower complaints during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable to the company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information and explanation given to us, the internal audit is not applicable to the company, hence reporting under clause (xiv) of the Order is not applicable to the company.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with him, hence reporting requirements for compliance of provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.



- (xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.
- (b) In our opinion, the company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
- (c) In our opinion, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) According to the information and explanations given to us and based on our examination of financial ratios, ageing and expected date of realisation of financial assets and payment of liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that a material uncertainty exists as on the date of audit report. However, as per note no. 16 of the financial statements the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) In our opinion and according to the information and explanations given to us, the provisions of corporate social responsibility as per section 135 of the Companies Act 2013 are not applicable on the company, hence reporting under clause (xx) of the Order is not applicable to the company.
- (xxi) In our opinion and according to the information and explanations given to us, the company is not required to prepare consolidated financial statements, hence reporting under clause (xxi) of the Order regarding qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements is not applicable to the company.



For Praveen Aggarwal and Co
Chartered Accountants
Firm Reg. No. 000044N

Rahul Aggarwal

Rahul Aggarwal
(Partner)
M. No. 501642

Place: - New Delhi
Date: -22.09.2023
UDIN: 23501642BGVRBE1449

ANNEXURE-II TO THE INDEPENDENT AUDITOR'S REPORT OF ODISHA INFRAPOWER LIMITED

The Annexure referred to in our report to the members of ODISHA INFRAPOWER LIMITED ('the Company') for the year ended 31st March 2023.

Replies to the Directions issued by Comptroller & Auditor General of India to the Statutory Auditors under Section 143(5) of the Companies Act, 2013 for the year ended 31st March 2023

S. No	Particulars	Reply
1.	Whether the company has system in place to process all the accounting transaction through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	Yes, the company has system in place to process all the accounting transactions through IT system i.e. Oracle. In our opinion and to the best of our information and according to the explanations given to us, the company has adequate control system to verify the correctness of the entries posted in Oracle.
2.	Whether there is any restructuring of an existing loan or cases of waiver/write off of debts/loans/interest etc. made by a lender to the Company due to the Company's inability to repay the loan? If yes, the financial impact may be stated. Whether such cases are properly accounted for? (In case, lender is a government company, then this direction is also applicable for statutory auditors of lender company).	There is no restructuring of an existing loan and no cases of waiver/write off of debts/loans/interest etc., hence this clause is not applicable.
3.	Whether funds (grants/subsidy etc.) received/receivable for specific schemes from Central/State government or its agencies were properly accounted for/utilized as per its terms and conditions? List the cases of deviation.	There are no funds (grants/subsidy etc.) received/receivable for specific schemes from Central/State government or its agencies, hence this clause is not applicable.

**For Praveen Aggarwal and Co.
Chartered Accountants
Firm Reg. No. 000044N**



Rahul Aggarwal

**Rahul Aggarwal, FCA
(Partner)
M. No. 501642**

**Place: - New Delhi
Date: - 22.09.2023
UDIN: 23501642BGVRBE1449**

ANNEXURE-III TO THE INDEPENDENT AUDITOR'S REPORT OF ODISHA INFRAPOWER LIMITED

The Annexure referred to in our report to the members of ODISHA INFRAPOWER LIMITED ('the Company') for the year ended 31st March 2023.

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 **ODISHA INFRAPOWER LIMITED** ("the Company") as of 31st March, 2023 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 Act.

Auditors' Responsibility

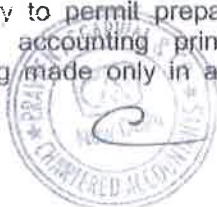
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, 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 authorisations 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, 2023, 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 Praveen Aggarwal and Co.
Chartered Accountants
Firm Reg. No. 000044N**



**Rahul Aggarwal
(Partner)
M. No. 501642**

**Place: - New Delhi
Date: - 22.09.2023
UDIN:- 23501642BGVRBE1449**



PRAVEEN AGGARWAL & CO.

CHARTERED ACCOUNTANTS

23, Bhai Veer Singh Marg
Gole Market, New Delhi-110001

Office : 23368424, 23526495

Mobile: 9312831911

Email : pkagg123@gmail.com

Compliance Certificate

We have conducted the audit of annual accounts of M/s **ODISHA INFRAPOWER LIMITED** for the year ended 31st March, 2023 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 Praveen Aggarwal and Co.
Chartered Accountants
Firm Reg. No. 000044N



Rahul Aggarwal
(Partner)
M. No. 501642

Place: - New Delhi
Date:- 22.09.2023

ODISHA INTRAPOWER LIMITED
(CIN:U93000DL2014GOI263902)

Balance Sheet as at March 31, 2023

(₹ in Hundreds)

Particulars		Note No.	As at March 31, 2023	As at March 31, 2022
(I)	ASSETS			
(1)	Non-current assets			
	(a) Capital work in progress	4		41,446.06
(2)	Current assets			
	(a) Financial assets			
	(i) Cash and cash equivalents	5	210.74	210.74
	(ii) Other financial assets	6	46,413.48	-
	Total assets		46,624.22	41,656.80
(II)	EQUITY AND LIABILITIES			
(1)	EQUITY			
	(a) Equity share capital	7	5,000.00	5,000.00
	(b) Other equity	8	(455.28)	(455.28)
	Total equity		4,544.72	4,544.72
(2)	LIABILITIES			
(A)	Non Current liabilities			
	(a) Financial liabilities			
	(i) Borrowings	9	-	33,900.44
(B)	Current liabilities			
	(a) Financial liabilities			
	(i) Borrowings	9	38,029.72	-
	(ii) Other financial liabilities	10	4,011.92	3,182.53
	(b) Other current liabilities	11	37.86	29.11
	Total current liabilities		42,079.50	37,112.08
	Total equity and liabilities		46,624.22	41,656.80

Significant Accounting Policies 1-3

See accompanying notes to the Financial Statements 1-27

For and on behalf of Board of Directors


(G Onkara)
Director
DIN: 09777821



(Manoj Kr. Rana)
Director
DIN: 02263302


(Sandeep Kumar)
Chairman
DIN: 08529035

As per our report of even date

For and on behalf of

Praveen Aggarwal and Co
(Chartered Accountants)
(Firm Reg No. : 000044N)


Rahul Aggarwal
(Partner)
M. No. : 501642



Place : New Delhi

Date : 22.09.2023

UDIN: 23501642 BQ VRBE 1449

ODISHA INFRAPOWER LIMITED
(CIN:U93000DL2014GOI263902)

Statement of Profit and Loss for the year ended March 31, 2023

Particulars	Note No.	₹ in Hundreds)	
		For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from operations		-	-
Other income		-	-
Total income (I)		-	-
Balance at April 01, 2021		-	-
Other expenses		-	-
Total expenses (II)		-	-
Profit before tax (I - II = III)		-	-
Tax expense: (IV)		-	-
Current tax		-	-
Deferred tax		-	-
Profit for the period (III - IV = V)		-	-
Other Comprehensive Income (VI)		-	-
Total Comprehensive Income for the period (V + VI =VII)		-	-
Earnings per equity share : (VIII)		-	-
Basic & Diluted in Rs. (Par value of Rs.10 each)	13	-	-

Significant Accounting Policies

1-3

See accompanying notes to the Financial Statements

1-27


For and on behalf of Board of Directors


(G Onkara)
Director
DIN: 09777821


(Manoj Kr. Rana)
Director
DIN: 02263302


(Sandeep Kumar)
Chairman
DIN: 08529035

As per our report of even date
For and on behalf of
Praveen Aggarwal and Co
(Chartered Accountants)
(Firm Reg No. : 000044N)


Rahul Aggarwal
(Partner)
M. No. : 501642



Place : New Delhi
Date : 22.09.2023
UDIN: 23501642BQVRBE1449



ODISHA INFRAPOWER LIMITED
(CIN:U93000DL2014GOI263902)

Statement of cash flows for the year ended march 31, 2023

		(₹ in Hundreds)	
Particulars		For the year ended March 31, 2023	For the year ended March 31, 2022
A.	Cash flow from operating activities:		
	Net profit/(loss) before tax	-	-
	Operating Profit/(loss) before Working Capital changes	-	-
	Adjustments for changes in Working Capital :		
	- Increase/(decrease) in other current financial liabilities	829.39	713.20
	- (Increase)/decrease in other current financial assets	(4,967.42)	-
	- Increase/(decrease) in other current liabilities	8.75	12.29
	Cash generated from operating activities	(4,129.28)	725.49
	Income taxes paid	-	-
	Net cash flow from operating activities	(4,129.28)	725.49
B.	Cash flow from Investing activities:		
	Addition in Capital work in progress	-	(4,503.79)
	Net cash flow from investing activities	-	(4,503.79)
C.	Cash flow from Financing Activities:		
	Proceeds from borrowings	4,129.28	3,775.35
	Repayment of borrowings	-	-
	Net cash flow from financing activities	4,129.28	3,775.35
	Net (Decrease) in cash & cash equivalents	-	(2.95)
	Opening cash and cash equivalents	210.74	213.69
	Closing cash and cash equivalents (Note-5)	210.74	210.74
	Comprising of:		
	Balance with bank in current account	210.74	210.74

See accompanying notes to the Financial Statements

1-27

For and on behalf of Board of Directors

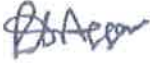

(G Onkara)
Director
DIN: 09777821


(Manoj Kr. Rana)
Director
DIN: 02263302


(Sandeep Kumar)
Chairman
DIN: 08529035

As per our report of even date

For and on behalf of
Praveen Aggarwal and Co
(Chartered Accountants)
(Firm Reg No. : 000044N)


Rahul Aggarwal
(Partner)
M. No. : 501642



Place : New Delhi

Date : 22.09.2023

UDIN: 23501642B4VRBE1449

41



ODISHA INFRAPOWER LIMITED
(CIN:U93000DL2014GOI263902)

Statement of Changes in Equity for the year ended March 31, 2023

A. Equity share capital

(1) Current reporting period (FY 2022-23)

(₹ in Hundreds)

Balance as at 1st April 2022	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1st April 2022	Changes in equity share capital during the current year	Balance at the 31st March 2023
5,000.00	-	5,000.00	-	5,000.00

(2) Previous reporting period (FY 2021-22)

(₹ in Hundreds)

Balance as at 1st April 2021	Changes in Equity Share Capital due to prior period errors	Restated balance as at 01st April 2021	Changes in equity share capital during the previous year	Balance at the 31st March 2022
5,000.00	-	5,000.00	-	5,000.00

B. Other Equity

(1) Current reporting period (FY 2022-23)

(₹ in Hundreds)

Particulars	Reserves and Surplus		Total
	Retained earnings	Others	
Balance as at 1st April 2022	(455.28)	-	(455.28)
Changes in accounting policy or prior period errors	-	-	-
Restated balance as at 1st April 2022	(455.28)	-	(455.28)
Total Comprehensive Income for the current year	-	-	-
Others	-	-	-
Balance at the 31st March 2023	(455.28)	-	(455.28)

(2) Previous reporting period (FY 2021-22)

(₹ in Hundreds)

Particulars	Reserves and Surplus		Total
	Retained earnings	Others	
Balance as at 1st April 2021	(455.28)	-	(455.28)
Changes in accounting policy or prior period errors	-	-	-
Restated balance as at 1st April 2021	(455.28)	-	(455.28)
Total Comprehensive Income for the previous year	-	-	-
Others	-	-	-
Balance as at 31st March 2022	(455.28)	-	(455.28)

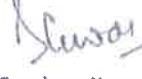
See accompanying notes to the Financial Statements

1-27

For and on behalf of Board of Directors


(G Onkara)
Director
DIN: 09777821

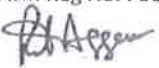

(Manoj) Kr. Rana
Director
DIN: 02263302


(Sandeep Kumar)
Chairman
DIN: 08529035

As per our report of even date

For and on behalf of

Praveen Aggarwal and Co
(Chartered Accountants)
(Firm Reg No. : 000044N)


Rahul Aggarwal
(Partner)
M. No. : 501642



Place : New Delhi

Date : 22.09.2023.

UDIN: 23501642 BGV R BE 1449



ODISHA INFRAPOWER LIMITED
(CIN:U93000DL2014GOI263902)

Notes to the Financial Statements for the year ended March 31, 2023

1 Corporate Information

Odisha Infrapower Limited (the Company) was incorporated on January 23, 2014 under the Companies Act 2013 as a wholly owned subsidiary of Power Finance Corporation Limited (PFCL), a Govt. of India Undertaking. The registered office of the Company is located at First Floor, Urjanidhi, 1, Barakhamba Lane, Connaught Place, New Delhi -110001. The Company is a Special Purpose Vehicle (SPV) for holding Coal Block License, Coal Blocks Land, Power Plant Land & Land for Corridors for the construction, operation and maintenance of electricity system and integrated fuel system and to act as a nodal agency for lease license of land, coal blocks etc. of Ultra Mega Power Project in the State of Odisha.

Ministry of Power conveyed their consent for closure of Bhedabahal UMPP (Odisha UMPP) by letter dated 06 February 2023 and directed PFCL for taking necessary action as per Standard Operating Procedure (SoP) formulated for closure of non-progressing UMPP. Therefore the financial statement of Odisha Infrapower Limited (OIL) have not been prepared on going concern basis.

2 General

(a) Basis of Preparation and Statement of Compliance

These financial statements have been prepared on historical cost and accrual basis of accounting and are in compliance with the Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and applicable provisions of the Companies Act, 2013. However in view of closure of project, the financial statements have not been prepared on going concern basis.

The Company's financial statements are presented in Indian Rupees (INR), which is its functional currency.

Amounts in these financial statements have been rounded off to 'nearest hundreds upto two decimal points (unless otherwise indicated).

(b) Use of Estimates

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of revenue, expense, assets and liabilities and disclosures relating to contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised in the period in which the estimate is revised and in any future period affected.

3 Significant Accounting Policies

(a) Recognition of Income/ Expenditure

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

(b) Borrowing Cost

Borrowing Costs that are attributable to the acquisition, construction of property, plant and equipments 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. The borrowing cost recoverable from procurers are charged directly from procurers accounts.

(c) Capital work-in-progress

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

(d) Prior Period Expenses

Material prior period errors are corrected retrospectively by restating the comparative amounts for the prior periods presented in which the error occurred. If the error occurred before the earliest period presented, the opening balances of assets, liabilities and equity for the earliest period presented, are restated.



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(e) **Cash and cash equivalents**

Cash comprises cash on hand and demand deposits. The Company considers cash equivalents as all short term balances (with an 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.

(f) **Cash Flow Statement**

Cash flow Statement is prepared in accordance with the indirect method, whereby net profit/(loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated.

(g) **Taxation**

Income Tax expense comprises of current and deferred tax. It is recognised in Statement of Profit and Loss, except when it relates to an item that is recognised in OCI or directly in equity, in which case, tax is also recognised in OCI or directly in equity.

Current tax is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted and as applicable at the reporting date, and any adjustments to tax payable in respect of Previous Years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable income. Deferred tax is measured at the tax rates based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority.

A deferred tax asset is recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which the deductible temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The carrying amount of deferred tax assets is reviewed at the end of each financial year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all parts of the asset to be recovered.

(h) **Provisions, contingent liabilities and contingent assets**

- i. Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, if it is probable that the Company will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.
- ii. Where it is not probable that an outflow of economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as contingent liability in notes to accounts, unless the probability of outflow of economic benefits is remote.
- iii. Contingent Assets are not recognised in the financial statements but are disclosed, where an inflow of economic benefit is probable.
- iv. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.



(i) Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instruments

On initial recognition, financial assets and financial liabilities are recognised at fair value plus/minus transaction cost that are attributable to the acquisition or issue of financial assets and financial liabilities. In case of financial assets and financial liabilities which are recognised at fair value through profit and loss (FVTPL), its transaction costs are recognised in Statement of Profit and Loss.

1.1 Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a settlement date basis.

After initial recognition, financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

i) Classification and Measurement of Financial assets (other than Equity instruments)

a) Financial assets at Amortised Cost:

Financial assets that meet the following conditions are subsequently measured at amortised cost using Effective Interest Rate method (EIR):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

b) Financial assets at Fair Value through Other Comprehensive Income (FVTOCI)

A financial asset is measured at FVTOCI if both the following conditions are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial asset; and
- the contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset is measured at FVTPL unless it is measured at amortised cost or FVTOCI, with all changes in fair value recognised in Statement of Profit and Loss.

ii) Impairment of financial assets

a) Subsequent to initial recognition, the Company recognises expected credit loss (ECL) on financial assets measured at amortised cost. ECL on such financial assets, other than loan assets, is measured at an amount equal to life time expected losses.

The impairment requirements for the recognition and measurement of ECL are equally applied to Loan asset at FVTOCI except that ECL is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

b) Impairment of Loan Assets and commitments under Letter of Comfort (LoC):

The Company measures ECL on loan assets at an amount equal to the lifetime ECL if there is credit impairment or there has been significant increase in credit risk (SICR) since initial recognition. If there is no SICR as compared to initial recognition, the Company measures ECL at an amount equal to 12-month ECL. When making the assessment of whether there has been a SICR since initial recognition, the Company considers reasonable and supportable information, that is available without undue cost or effort. If the Company measured loss allowance as lifetime ECL in the previous period, but determines in a subsequent period that there has been no SICR since initial recognition due to improvement in credit quality, the Company again measures the loss allowance based on 12-month ECL. ECL is measured on individual basis for credit impaired loan assets, and on other loan assets it is generally measured on collective basis using homogenous groups.

c) The impairment losses and reversals are recognised in Statement of Profit and Loss.



(ii) De-recognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable, and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity, is recognised in Statement of Profit and Loss if such gain or loss would have otherwise been recognised in Statement of Profit and Loss on disposal of that financial asset.

1.2 Financial liabilities

i) All financial liabilities other than derivatives and financial guarantee contracts are subsequently measured at amortised cost using the effective interest rate (EIR) method.

EIR is determined at the initial recognition of the financial liability. EIR is subsequently updated for financial liabilities having floating interest rate, at the respective reset date, in accordance with the terms of the respective contract.

ii) De-recognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of Profit and Loss.

(j) Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per shares is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per shares and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.



GOISHA INFRAPOWER LIMITED
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Notes forming part of the financial statements for the year ended March 31, 2023

4. Capital work in progress

Particulars	[₹ in Hundreds]	
	As at March 31, 2023	As at March 31, 2022
Opening Capital work in progress	41,446.06	36,942.27
Add: Transferred from Expenditure during construction period (Note no-12)		4,503.79
	41,446.06	41,446.06
Less: Transferred to Recoverable from Procurers (Note 6)	41,446.06	-
	-	41,446.06

4.1 CWIP aging schedule:

Particulars	Amount of CWIP for a period				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As on 31.03.2023					
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-
As on 31.03.2022					
Projects in progress	-	-	-	-	-
Projects temporarily suspended	4,503.79	4,234.79	4,161.08	28,546.40	41,446.06
Total	4,503.79	4,234.79	4,161.08	28,546.40	41,446.06

4.2 CWIP completion schedule:

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As on 31.03.2023					
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-
As on 31.03.2022					
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	41,446.06	41,446.06
Total	-	-	-	41,446.06	41,446.06

5. Cash and cash equivalents

Particulars	[₹ in Hundreds]	
	As at March 31, 2023	As at March 31, 2022
Bank balances: in current accounts	210.74	210.74
	210.74	210.74

6. Other Financial assets

Particulars	[₹ in Hundreds]	
	As at March 31, 2023	As at March 31, 2022
Recoverable from Procurers of Odisha UMPP (Note 16)	46,413.48	-
	46,413.48	-



(Signature)

7. Equity share capital

Particulars	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
Authorised share capital 50,000 equity shares of Rs 10 each (As at March 31, 2022: 50,000 equity shares of Rs 10 each)	5,000.00	5,000.00
Issued, subscribed and paid up capital: 50,000 equity shares of Rs 10 each fully paid up (As at March 31, 2022: 50,000 equity shares of Rs 10 each fully paid up)	5,000.00	5,000.00
	5,000.00	5,000.00

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the year:

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares held	Amount	Number of shares held	Amount
Shares outstanding at the beginning of the year	50000	5,000.00	50000	5,000.00
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	50000	5,000.00	50000	5,000.00

(ii) Rights, preferences and restriction attached to equity shares:

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Detail of equity shares held by holding company:

Particulars	No. of Shares	Amount
As at March 31, 2023 Power Finance Corporation Limited*	50,000	5,000.00
As at March 31, 2022 Power Finance Corporation Limited*	50,000	5,000.00

(iv) Details of shares held by each shareholder holding more than 5% shares in the Company:

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares held	%	Number of shares held	%
Fully paid up equity shares Power Finance Corporation Limited, the Holding Company*	50,000	100%	50,000	100%

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

(v) Details of shareholding of Promoters:

Promoter name	Shares held by promoters at the end of the year		% change during the year
	Number of shares	% of total shares	
As at March 31, 2023			
Power Finance Corporation Limited, the Holding Company	49,400	98.80%	-
Nominees of Power Finance Corporation Limited	600	1.20%	-
As at March 31, 2022			
Power Finance Corporation Limited, the Holding Company	49,400	98.80%	-
Nominees of Power Finance Corporation Limited	600	1.20%	-



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ODISHA INTRAPOWER LIMITED
(CIN-U93000DL2014GOI263902)

Notes forming part of the financial statements for the year ended March 31, 2023

8. Other equity

Particulars	(₹ in Hundreds)	
	As at March 31, 2023	As at March 31, 2022
Retained earnings		
Balance at the beginning of the year	(455.28)	(455.28)
Total comprehensive income for the year	-	-
Balance at the end of the year	(455.28)	(455.28)

9. Borrowings

Particulars	(₹ in Hundreds)	
	As at March 31, 2023	As at March 31, 2022
Non Current		
<u>Unsecured</u>		
Loans and Advances from related parties	-	12,949.96
Interest accrued but not due on borrowings from related parties	-	20,950.48
	-	33,900.44
Current		
<u>Unsecured</u>		
Loans and Advances from related parties (including interest accrued)	38,029.72	-
	38,029.72	-

10. Other Current financial liabilities

Particulars	(₹ in Hundreds)	
	As at March 31, 2023	As at March 31, 2022
Expenses Payable	4,011.92	3,182.53
	4,011.92	3,182.53

11. Other current liabilities

Particulars	(₹ in Hundreds)	
	As at March 31, 2023	As at March 31, 2022
Statutory dues payable	37.86	29.11
	37.86	29.11

12. Other expenditure

Particulars	(₹ in Hundreds)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Audit Fees	236.00	236.00
Interest Expense	4,507.90	4,066.46
Professional, legal & consultancy charges	223.52	197.67
Other Administrative Expenses	-	0.71
Bank Charges	-	2.95
Sub total	4,967.42	4,503.79
Less: Transferred to Capital work in progress (Note 4)	-	4,503.79
Less: Recoverable from Procurers of Odisha UMPP (Note 6)	4,967.42	-
Total Expenses	-	-



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13. Earnings per share

₹ in Hundreds

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Basic and diluted Earning Per Share		
Face value per Equity Share (Rs.)	10	10
Net Profit / (Loss) after Tax as per Statement of Profit and Loss attributable to Equity Shareholders used as numerator	-	-
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	5,000	50,000
Basic and diluted Earning Per Share (Rs.)	-	-
There are no dilutive instruments issued by the company.		



ODISHA INFRAPOWER LIMITED
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Notes forming part of the financial statements for the year ended March 31, 2023

14. Financial Instruments

(i) Capital management

The company manages its capital to ensure that it will be able to meet capital requirements relating to a portfolio of assets and expenses related to its objects as stated in note 1 for the purpose of establishing ultra Mega Power Project of 4000 MW in state of Odisha. Company funds its operations through amount received as capital and borrowings.

The entity is not subject to any externally imposed capital requirements.

The Company's board reviews the capital structure on need basis. The funding requirements are met through a mixture of borrowings and capital. The Company's policy is to use short term and long-term borrowings to meet anticipated funding requirements.

(i) Categories of financial instruments

Particulars	(₹ in Hundreds)	
	As at March 31, 2023	As at March 31, 2022
Financial assets		
Cash and cash equivalents	210.74	210.74
Other financial assets	46,413.48	
Financial liabilities		
Borrowings	38,029.72	33,900.44
Other financial liabilities	4,011.92	3,182.53

(ii) Financial risk management objectives

The Company's management monitors and manages the financial risks relating to the operations of the Company by analyzing exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest risk and other price risk), credit risk and liquidity risk.

(iii) Market Risk

The Company's activities expose it primarily to the financial risks of changes in interest rates.

Market risk exposures are measured using sensitivity analysis.

There has been no change to the Company's exposure to market risks or the manner in which these risks are being managed and measured.

(iv) Foreign Currency risk management

The company does not have transactions denominated in foreign currencies.

(v) Interest rate risk management

The Company is exposed to Interest rate risk because it borrow funds at the rate of interest under category of " State Sector Borrowers (Category 'A') as determined from time to time (fluctuating rate of interest) .

The Company's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

(vi) Interest rate sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates for both financial instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Sensitivity analysis for a 50 basis points fluctuation in interest and all other variables were held constant is explained below:

Particulars	(₹ in Hundreds)	
	Year ended March 31, 2023	Year ended March 31, 2022
Impact for Profit or Loss		
Impact for Other comprehensive income		

(vii) Other price risk

The company is not exposed to price risk as its does not hold any investments

(viii) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company

Company's bank balances are held with a reputed and creditworthy banking institution resulting to limited credit risk from the counterparties.



ODISHA INFRAPOWER LIMITED
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Notes forming part of the financial statements for the year ended March 31, 2023

14. Financial Instruments

(ix) Liquidity risk management

The Company manages liquidity risk by maintaining adequate reserves and continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

The table below provides details regarding the contractual maturities of financial liabilities as at March 31, 2023;

Particulars	Carrying amount	Due in 1st year	Due in 2-5 year	Due in More than 5 year	Due date not specified	(₹ in Hundreds)
						Total contracted cash flows
Financial Liabilities						
Borrowings	38,029.72	38,029.72				38,029.72
Other financial liabilities	4,011.92	4,011.92				4,011.92

The table below provides details regarding the contractual maturities of financial liabilities as at March 31, 2022;

Particulars	Carrying amount	Due in 1st year	Due in 2-5 year	Due in More than 5 year	Due date not specified	(₹ in Hundreds)
						Total contracted cash flows
Financial Liabilities						
Borrowings	33,900.44				33,900.44	33,900.44
Other financial liabilities	3,182.53	3,182.53				3,182.53

(x) Fair value of financial assets and financial liabilities :

Particulars	Fair value hierarchy	As at March 31, 2023		As at March 31, 2022	
		Carrying amount	Fair value	Carrying amount	Fair value
		Financial assets			
Cash and cash equivalents	Level 3	210.74	210.74	210.74	210.74
Financial Liabilities					
Borrowings	Level 3	38,029.72	38,029.72	33,900.44	33,900.44
Other financial liabilities	Level 3	4,011.92	4,011.92	3,182.53	3,182.53

The fair value of remaining financial assets and liabilities approximate with the carrying amount recognized in the financial statements. There was no transfer between Level 1, Level 2 and Level 3 in the year. The carrying amount of financial assets and financial liabilities measured at amortised cost in the Ind AS financial statements are a reasonable approximation of their fair value since the Company does not anticipate that carrying value would be significantly different from the values that would eventually be received or settled.



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ODISHA INFRAPOWER LIMITED
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Notes forming part of the financial statements for the year ended March 31, 2023

15 STATEMENT OF TRANSACTIONS WITH RELATED PARTIES

15-1 Name of related parties and description of relationship:

Holding Company			
1	Power Finance Corporation Limited (PFCL)		
Subsidiary of Holding Company (PFCL)			
1	PFC Consulting Limited (PFCL)	2	REC Limited (RECL)
3	REC Power Development and Consultancy Limited	4	PFC Projects Limited (formerly Coastal Karnataka Power Ltd.) (w.e.f 01.07.2022)
Associate of Holding Company (PFCL)			
1	Bihar Mega Power Limited	2	Jharkhand Infrapower Limited
3	Orissa Integrated Power Limited	4	Ghogarpalli Integrated Power Company Limited
5	Coastal Tamil Nadu Power Limited	6	Bihar Infrapower Limited
7	Sakhigopal Integrated Power Company Limited	8	Deoghar Mega Power Limited
9	Deoghar Infra Limited	10	Cheygur Infra Limited
11	Chhattisgarh Surguja Power Limited (Striked off from the records of Registrar of Companies on 11.01.2023)	12	Tatiya Andhra Mega Power Limited (Striked off from the records of Registrar of Companies on 27.09.2022)
13	Coastal Maharashtra Mega Power Limited (Striked off from the records of Registrar of Companies on 29.09.2022)	14	PFC Projects Limited (formerly Coastal Karnataka Power Ltd.) (upto 30.06.2022)
Associate of PFCL			
1	Mohanalganj Transmission Limited (transferred on 30.05.2022)	2	Chhatarpur Transmission Limited
3	Shongtong Karcham-Wangtoo Transmission Limited (Striked off from the records of Registrar of Companies on 13.01.2023)	4	Bijawar-Vidarbha Transmission Limited (under process of striking off the name from the records of Registrar of Companies)
5	Bhadla Sikar Transmission Limited (transferred on 28.03.2023)	6	Tanda Transmission Company Limited (Striked off from the records of Registrar of Companies on 13.01.2023)
7	Fatehgarh III Beawar Transmission Limited (incorporated on 05.05.2022)	8	Ananthpuram Kurnool Transmission Limited
9	Siot Transmission Limited (incorporated on 27.04.2022)	10	Khetri-Narela Transmission Limited (transferred on 11.05.2022)
11	Bhadla III Transmission Limited(incorporated on 27.05.2022)	12	Kishtwar Transmission Limited (transferred on 06.12.2022)
13	Dharamjaigarh Transmission Limited (incorporated on 18.11.2022 and transferred on 28.03.2023)	14	Beawar Dausa Transmission Limited (incorporated on 06.05.2022)
15	Khandukhal Rampura Transmission Limited (incorporated on 13.05.2022 and transferred on 07.10.2022)	16	Fatehgarh III Transmission Limited (incorporated on 18.05.2022)
17	Raipur Pool Dhamtari Transmission Limited (incorporated on 18.11.2022 and transferred on 28.03.2023)	18	Fatehgarh IV Transmission Limited (incorporated on 08.06.2022)
Associate of RECL			
1	Dumka Transmission Limited	2	Chandil Transmission Limited
3	Koderma Transmission Limited	4	Bidar Transmission Limited
5	Mandar Transmission Limited	6	Beawar Transmission Limited (incorporated on 27.04.2022)
7	Ramgarh II Transmission Limited (incorporated on 20.04.2022)	8	Luhri Power Transmission Limited (incorporated on 28.10.2022)
9	Sikar Khetri Transmission Limited (incorporated on 06.05.2022)	10	NERES XVI Power Transmission Limited (incorporated on 10.01.2023)
11	Meerut Shamli Power Transmission Limited (incorporated on 14.12.2022)	12	Rajgarh Transmission Limited (transferred on 30.05.2022)
13	Khavda II-D Transmission Limited (incorporated on 25.04.2022 and under the process of striking off the name of Company from the records of Registrar of Companies)	14	ER NER Transmission Limited (transferred on 10.10.2022)
15	Neemuch Transmission Limited (incorporated on 12.04.2022 and transferred on 24.08.2022)	16	MP Power Transmission Package-I Limited (transferred on 21.01.2023)
17	WRSR Power Transmission Ltd.(incorporated on 22.09.2022 and transferred on 17.01.2023)	18	Khavda II-C Transmission Limited (incorporated on 22.04.2022 and transferred on 21.03.2023)
19	Khavda II-B Transmission Limited (incorporated on 21.04.2022 and transferred on 21.03.2023)	20	Khavda RE Transmission Limited (incorporated on 02.05.2022 and transferred on 21.03.2023)
21	KPS3 Transmission Limited(incorporated on 29.04.2022 and transferred on 21.03.2023)	22	ERSR Power Transmission Ltd.(incorporated on 27.09.2022 and transferred on 21.03.2023)
23	KPS2 Transmission Limited(incorporated on 04.05.2022 and transferred on 21.03.2023)	24	KPS1 Transmission Limited(incorporated on 06.05.2022 and transferred on 20.04.2023)
25	Khavda II-A Transmission Limited(incorporated on 19.04.2022 and transferred on 28.03.2023)	26	GADAG II-A Transmission Limited(transferred on 18.11.2022)



Key Managerial Persons (KMP)*				
S. No.	Name	Designation	Date of Appointment	Date of Cessation
1	Shri Sandeep Kumar	Chairman	13.08.2019	Continuing
2	Shri Manoj Kumar Rana	Director	14.08.2020	Continuing
3	Shri Rizwanur Rahman	Director	13.05.2021	31.10.2022
4	Shri G. Onkara	Director	01.11.2022	Continuing

* Employee of the Holding Company (PFC) and deployed on Part Time basis

15.2 Details of Transactions:

15.2.1 Transactions with Related Party:

Particulars	(₹ in Hundreds)	
	Year ended March 31, 2023	Year ended March 31, 2022
Power Finance Corporation, Holding Company		
Interest Expense	4,129.28	3,775.35
Borrowings (Net)	4,129.28	3,775.35
PFC Consulting Limited, Fellow Subsidiary		
Interest expenses	378.62	291.11
Reimbursement of expenses	223.52	201.33

15.2.2 Outstanding balances with Related Party:

Particulars	(₹ in Hundreds)	
	As at March 31, 2023	As at March 31, 2022
Power Finance Corporation, Holding Company		
Borrowings (including Interest accrued)	38,029.72	33,900.44
PFC Consulting Limited, Fellow Subsidiary		
Expenses Payable	3,775.92	2,946.53

15.3 Compensation of Key Management Personnel:

The directors of company are on contractual terms as per agreement entered with the Holding Company (PFC). No sitting fees has been paid to the directors.



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ODISHA INFRAPOWER LIMITED
(CIN:U93000DL2014GOI263902)

Notes forming part of the financial statements for the year ended March 31, 2023

16. As disclosed in note 1, MoP has directed PFC/PFCL for closure of UMPP, since the company was incorporated for holding land, coal blocks etc. of Bhedabahal UMPP /Odisha UMPP, on such closure of Bhedabahal UMPP (Odisha UMPP) project, the company is also required to be closed and therefore the financial statements are not prepared on going concern basis. Accordingly, assets and liabilities are recorded on the basis that the entity will be able to realise its assets and discharge its liabilities in the normal course of business and all such assets and liabilities are considered as current. Further as per MoP decision dated 07.03.2022, all the expenditure incurred on UMPP(s) is to be recovered from the procurers and amount recoverable from a procurer may be adjusted from surplus in any other UMPP(s). The necessary adjustments in the financial statements have been explained in below notes:
- (i) The capital expenditure of the company (CWIP) is required to be adjusted/ recovered from procurers of Bhedabahal UMPP (Odisha UMPP)/Other UMPP as per MoP direction, and therefore the same has been shown as recoverable from procurers under other current financial assets (Note 6).
 - (ii) Other expenditure incurred during the year (Note 12) was previously capitalised in Capital work in progress, however in view of proposed closure and MoP decision as stated above, the expenditure has been shown as recoverable from procurers under other current financial assets (Note 6).
 - (iii) The Board in its meeting dated 27th June 2023 has resolved that the process of closure of the company be initiated and all assets alongwith corresponding liabilities of the company be transferred to operating SPV – i.e. Orissa Integrated Power Limited for further settlement with the state procurer of UMPP related projects. The board is confident of recovery/ settlement of its assets and payment of liabilities and accordingly there is no requirement for impairment.
17. The expenses appearing under Note-12 are mainly allocated by PFCL/PFCL to SPVs. All the work related to the project is being executed by PFCL. Direct expenditures related to SPV are allocated on 100% basis and common expenditure is allocated based on sharing of services between the various SPV's. Original Supporting bills in respect of such expenditure incurred by the PFCL/PFCL are in the name of PFCL/PFCL and retained by them for which copies are available with the Company. PFCL/PFCL is complying with all statutory provisions relating to the 'Deduction of tax at source, GST etc. as applicable to these expenses.
18. The Company pays interest to PFC/PFCL on the amount funded by PFC/PFCL to incur expenses on behalf of the company, as per the policy of the Holding Company. The rate of interest charged is the rate of interest charged for the Project Loan/Schemes (Generation) for Borrowers under category "State Sector Borrowers (Category 'A') as determined from time to time as per their circular. Total interest expense amounting to Rs. 4,507.90 hundreds (Previous year Rs. 4,066.46 hundreds) has been accounted in the books of account for the year and the same has been capitalized. The Finance Agreement in this regard shall be entered into upon finalization of guidelines for Infra SPVs from the Ministry of Power, GoI. Till such time, funding is done by PFC/PFCL and interest is charged in lines with the interest charged by PFC from operating SPVs as per the Finance Agreement entered into with them.
19. **Employee benefit plans**
Since there are no employees in the company, the obligation as per Ind AS- 19 do not arises.

20 Commitments:

(₹ in Hundreds)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Estimated amounts of contracts remaining to be executed on capital account, and not provided for (net of advances)	-	-
(b) Other commitments	-	-

21 Contingent Liabilities and Contingent assets

(₹ in Hundreds)

Particulars	As at March 31, 2023	As at March 31, 2022
Contingent liabilities of the company and claims against the company not acknowledged by the company as certified by the management for the period	-	-
Further, No contingent assets and contingent gains are probable to the company.	-	-

22 The Particulars of dues to Micro, Small and Medium Enterprises under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act"), based on the information available with the Company:

(₹ in Hundreds)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of accounting period	-	-
(b) the amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006; along with the amount of the payment made to the supplier beyond the appointed day during the accounting period	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED Act 2006	-	-
(d) the amount of interest accrued and remaining unpaid at the end of accounting period	-	-
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act 2006	-	-



[Handwritten Signature]

23. Auditors Remuneration

Particulars	₹ in Hundreds	
	For the year ended March 31, 2023	for the year ended March 31, 2022
Statutory Audit Fees (including GST)	236.00	236.00

24. Segment Information

The board of directors of the Company, which has been identified as being the chief operating decision maker (CODM), evaluates the Company's performance, allocate resources based on the analysis of the various performance indicator of the Company. The Company is mainly incorporated with the objects of holding Coal Block License, Coal Blocks Land, Power Plant Land & Land etc. and presently engaged in that activity only and all activities of the Company revolve around this main business as a single unit. Further there are no geographical segments as all the operations of the Company are in India. Therefore, there is no separate reportable segment for the Company as per the requirement of Ind AS 108 "Operating Segments"

25. Other Disclosures:

(a) Expenditure in foreign currency- NIL

(b) Income in foreign exchange- NIL

Other disclosures required in revised Schedule III (Division - II) of the Companies Act 2013, which are Nil or not applicable, has not been disclosed in the financial statements.

26. Ratios:

Details of ratios are as under:-

Ratio	Numerator	Denominator	31.03.2023	31.03.2022	Variance %
(a) Current Ratio	Current Assets	Current Liabilities	1.11	0.07	1588.58%
(b) Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.00	7.46	-100.00%
(c) Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	-	-	-
(d) Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity	-	-	-
(e) Inventory turnover ratio	Cost of goods sold OR sales	Average Inventory	-	-	-
(f) Trade Receivables turnover ratio	Net Credit Sales	Average Trade Receivables	-	-	-
(g) Trade payables turnover ratio	Net Credit Purchases of services	Average Trade Payables	-	-	-
(h) Net capital turnover ratio	Net Sales	Working Capital	-	-	-
(i) Net profit ratio	Net Profit after taxes	Net Sales	-	-	-
(j) Return on Capital employed	Earning before interest and taxes	Capital Employed= Tangible Net Worth + Total Debt	-	-	-
(k) Return on investment	Return	Investment	-	-	-

Reason for variance >25% = NA

*Assets and liabilities classified as current due to proposed closure of the company.

27. Approval of financial statements

The Financial Statements for the year ended 31st March 2023 were approved by the Board of Directors and authorised for issue on 22.09.2023

For and on behalf of Board of Directors

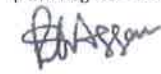

(G Onkara)
Director
DIN: 09777821


(Manoj) Kr. Rana
Director
DIN: 02263302


(Sandeep Kumar)
Chairman
DIN: 08529035

As per our report of even date

For and on behalf of
Praveen Aggarwal and Co
(Chartered Accountants)
(Firm Reg No. : 000044N)


Rahul Aggarwal
(Partner)
M. No : 501642



Place : New Delhi
Date : 22.09.2023
UDIN: 23501642BqVRBE1449

PFC Consulting Limited, First Floor, Urjanidih, Odisha Infrapower Limited

