

ANNUAL REPORT

F.Y. 2015-16

**GODAWARI CLINKERS AND CEMENT
LIMITED
RAIPUR (C.G.)**

DIRECTOR'S REPORT

To the Members,

Your Directors have pleasure in presenting the 8th Annual Report of the Company together with the Audited Financial Statement and the Auditor's Report of the Company for the year ended 31st March 2016.

1. REVIEW OF PERFORMANCE:

Your Company has not yet started its operations during the Financial Year ended 31.03.2016. The Board of Directors is planning to take up the business in the near future.

2. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2016 was Rs. 5.00 Lacs. During the year under review, the Company has not issued any shares with differential voting rights nor granted stock options nor sweat equity. As on March 31, 2016, none of the Directors of the Company hold convertible instruments of the Company.

3. DEPOSITS

The Company has not accepted any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

4. TRANSFER TO RESERVES

Your Company has not transferred any amount to the General Reserves Account during the Financial Year 2015-16.

5. DIVIDEND

Since the Company has not started its commercial operations, no dividend could be recommended for the year ended 31st March, 2016.

6. CHANGES IN NATURE OF BUSINESS:

There is no change in the nature of Business of the Company during the Financial Year 2015-16.

7. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION:

No materials changes and commitments affecting the financial position of the company have occurred between the 01.04.2016 to the date of this report.

GODAWARI CLINKERS AND CEMENT LIMITED

8. CHANGES IN STATUS OF SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES:

None of the companies has become Subsidiary or Associate of the Company during the Financial Year 2015-16. Our Company has also not entered into any Joint Venture during the Financial Year 2015-16.

9. PARTICULARS OF EMPLOYEES

The Statement showing the names and other particulars of the employees of the company as required under Rule 5 (2 &3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be furnished since none of the employees of the company has received remuneration in excess of the remuneration mentioned in the above mentioned Rule 5 (2) during the financial year 2015-16.

10. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONS:

In accordance with the provisions of the Section 152(6) (c) of the Companies Act, 2013 and the Company's Articles of Association, Shri Dinesh Kumar Agrawal retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment. There is no other change in the Directors of the Company.

11. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013 based on the representations received from the operating management of the company:

- a) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) That your Directors have selected such accounting policies and applied them consistently, and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- c) That your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of your company and for preventing and detecting fraud and other irregularities;
- d) That your Directors have prepared the annual accounts on a going concern basis;
- e) that your Directors had laid down proper internal financial controls to be followed by the company and that such financial controls are adequate and were operating effectively.
- f) that your Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

12. NUMBER OF MEETINGS OF BOARD:

During the year four Board Meetings were convened on 12.05.2015, 08.08.2015, 05.11.2015, and 11.02.2016 respectively and the necessary quorum was maintained in all the said meetings.

13. AUDITORS:

M/s O.P. Singhania and Co., Chartered Accountants, Statutory Auditors of the Company, hold office until the conclusion of the forthcoming Annual General Meeting and being eligible have offered themselves for re-appointment. The Company has received a certificate from them to the effect that their re-appointment, if made, would be within the limits prescribed under Section 141 (3) (g) of the Companies Act, 2013 and that they are not disqualified for re-appointment and also satisfies the criteria as mentioned under Section 141 of the Companies Act, 2013..

14. AUDITOR'S REPORTS

There are no qualifications, reservations, adverse remarks or disclaimers in the statutory Auditor's Report on the Financial Statements of the company for the financial year 2015-16 and hence does not require any explanations or comments.

15. RELATED PARTY TRANSACTIONS

The company has not entered into any transactions with the related parties attracting the provisions of Section 188 of the Companies Act, 2013.

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review the Company has not:

- given any loan to any person or other body corporate;
- given any guarantee or provided security in connection with a loan to any other body corporate or person;
- acquired by way of subscription, purchase or otherwise, the securities of any other body corporate.

Hence the provisions of Section 186 of the Companies Act, 2013 were not applicable to the Company during the financial year 2015-16.

17. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT 9 is annexed herewith as "ANNEXURE -A".

18. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the company and its future operations.

19. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, are not applicable since the Company has not started any manufacturing activity during the Financial Year 2015-16.

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

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Work Place (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (Permanent, Contractual, Temporary, Training) are covered under this Policy. However no complaints have been received during the year 2015-16.

21. ACKNOWLEDGEMENTS

The Board expresses its sincere gratitude to the shareholders, bankers, State and Central Government authorities and the valued customers for their continued support. The Board also wholeheartedly acknowledges and appreciates the dedicated efforts and commitment of all employees of the Company.

For and on behalf of Board of Directors


Dinesh Kumar Agrawal
Director


Siddharth Agrawal
Director

Place: Raipur
Date: 09.05.2016

GODAWARI CLINKERS & CEMENT LIMITED
CIN: U26940CT2008PLC020925

Annexure-A

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31.03.2016
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

CIN	U26940CT2008PLC020925
Registration Date :	10.11.2008
Name of the Company:	Godawari Clinkers & Cement Limited
Category / Sub-Category of the Company:	Company Limited by Shares
Address of the Registered office and contact details:	Hira Arcade, Near New Bus Stand, Pandri, Raipur (C.G)
Whether listed company:	No
Name, Address and Contact details of Registrar and Transfer Agent, if any:	NA

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
Not applicable since the company has not yet started any business so far.			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.No	Name and address of the company	CIN/GLN	Holding/subsidiary / associate	% of shares held	Applicable Section
1.	Godawari Power & Ispat Limited	L27106CT1999PLC013756	Holding	100	2(87)

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f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	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	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
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	0	0	0	0	0	0	0	0	0
i) Clearing Member	0	0	0	0	0	0	0	0	0
ii) Trust	0	0	0	0	0	0	0	0	0
iii) NRI (Repate)	0	0	0	0	0	0	0	0	0
iv) NRI (Non Repate)	0	0	0	0	0	0	0	0	0
v) other Director	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	50000	50000	100	0	50000	50000	100	0

B. Shareholding of Promoters

S.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
		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	Godawari Power And Ispat Limited	49400	98.80	0	49400	98.80	0	0

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2	Bajrang Lal Agrawal*	100	0.2	0	100	0.2	0	0
3	Siddharth agrawal*	100	0.2	0	100	0.2	0	0
4	Narayan Prasad Agrawal*	100	0.2	0	100	0.2	0	0
5	Dinesh Agrawal*	100	0.2	0	100	0.2	0	0
6	Hanuman Prasad Agrawal*	100	0.2	0	100	0.2	0	0
7	Abhishek Agrawal*	100	0.2	0	100	0.2	0	0
	Total	50000	100	0	50000	100	0	0

Note: the shares held by shareholders at serial no. 2, 3, 4, 5, 6, 7 are held as Nominee of M/s Godawari Power and Ispat Limited bearing serial no.1

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

S.No.	Particulars	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 Co.
1	At the beginning of the year	50000	100	50000	100
2	Date wise increase or decrease in the shareholding pattern	0	0	0	0
3	At the End of the year	50000	100	50000	100

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

S.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Co.
	For Each of the Top 10 Shareholders				
1	At the beginning of the year	N.A	N.A	N.A	N.A
2	Date wise increase or decrease in the shareholding pattern	N.A	N.A	N.A	N.A
3	At the End of the year	N.A	N.A	N.A	N.A

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E. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of Director/KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Co.	No. of shares	% of total shares of the Co.
A	DINESH KUMAR AGRAWAL				
1	At the beginning of the year	100*	0.20	100*	0.20
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.00	0.00	0.00	0.00
3	At the End of the year	100*	0.20	100*	0.20
B.	SIDDHARTH AGRAWAL				
1	At the beginning of the year	100*	0.20	100*	0.20
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.00	0.00	0.00	0.00
3	At the End of the year	100*	0.20	100*	0.20
C.	VINAY KUMAR AGRAWAL				
1	At the beginning of the year	0.00	0.00	0.00	0.00
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.00	0.00	0.00	0.00
3	At the End of the year	0.00	0.00	0.00	0.00

Note * : Holding as Nominee of M/s Godawari Power and Ispat Limited

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial Year				
i)Principal Amount	0.00	0.00	0.00	0.00
ii)Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	0.00	0.00	0.00	0.00
Change in Indebtedness during the financial year				
· Addition (including interest)	0.00	0.00	0.00	0.00
· Reduction	0.00	0.00	0.00	0.00

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Net Change	0.00	0.00	0.00	0.00
Indebtedness at the end of the financial year				
i) Principal Amount	0.00	0.00	0.00	0.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	0.00	0.00	0.00	0.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl No.	Particulars of Remuneration		Total Amount (In Rs.)
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA	NA
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NA	NA
	(c) Profits in lieu of salary under section 17(3) Income-tax Act,	NA	NA
2	Stock Option	NA	NA
3	Sweat Equity	NA	NA
4	Commission	NA	NA
	- as % of profit	NA	NA
	- others, specify...	NA	NA
5	Others, please specify	NA	NA
	Total (A)	NA	NA
	Ceiling as per the Act	NA	NA

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Dinesh Kumar Agrawal	Siddharth Agrawal	Vinay Kumar Agrawal	Total Amount
1	. Independent Directors				
	. Fee for attending board / committee meetings				
	. Commission	NA	NA	NA	NIL
	. Others, please specify	NA	NA	NA	NIL
	Total (1)				
2	Other Non Executive Director				
	. Fee for attending board / committee meetings	NA	NA	NA	NIL
	. Commission	NA	NA	NA	NIL
	. Others, please specify	NA	NA	NA	NIL

GODAWARI CLINKERS & CEMENT LIMITED
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Total (2)	NIL	NIL	NIL	NIL
Total (B)=(1+2)				
Total Managerial Remuneration				
Overall Ceiling as per the Act	NA	NA	NA	NA

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

Sl. No	Particulars of Remuneration			Total
	Gross salary	NA	NA	NIL
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA	NA	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NA	NA	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NA	NA	NIL
		NA	NA	NIL
2	Stock Option	NA	NA	NIL
3	Sweat Equity	NA	NA	NIL
4	Commission – as % of profit	NA	NA	NIL
	- others, specify...	NA	NA	NIL
5	Others, please specify	NA	NA	NIL
	Total	NIL	NIL	NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
PENALTY					
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
B. DIRECTORS					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
C. OTHER OFFICERS IN DEFAULT					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

OPSinghania & Co.

CHARTERED ACCOUNTANTS
JDS CHAMBERS, 1ST FLOOR, 6-CENTRAL AVENUE,
CHOUBE COLONY, RAIPUR -492001(C.G.) INDIA
PHONE: 0771- 4041236; FAX: 0771-4061216
Email: opsinghania.co@gmail.com

Independent Auditor's Report To the Members of Godawari Clinkers and Cement Limited

Report on the Financial Statements

We have audited the accompanying standalone financial statements of **Godawari Clinkers and Cement Limited** ("the Company") which comprise the balance sheet as at 31st March 2016, the statement of profit and loss, the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

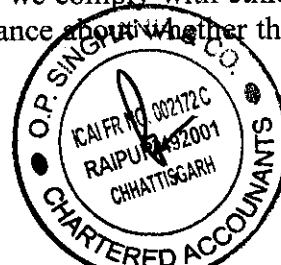
The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these stand alone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other accounting standard referred to in section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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



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

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

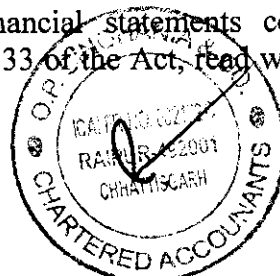
Opinion

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

- (i) in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2016;
- (ii) in the case of the statement of profit and loss, of the profit for the year ended on that date; and
- (iii) in the case of the cash flow statement, of the cash flows for the year ended on that date.


Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-B a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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 appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;



- e. On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure - A.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) 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 has been no amount, required to be transferred, to the Investor Education and Protection Fund by the Company.

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


per **Sanjay Singhania**
Partner
Membership No.076961



Raipur, 9th May, 2016

Annexure A

Re: GODAWARI CLINKERS AND CEMENT LIMITED
Referred to in paragraph 2(f) of Report on Other Legal and Regulatory Requirements of our report of even date,

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act.

We have audited the internal financial controls over financial reporting of Godawari Clinkers and Cement Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

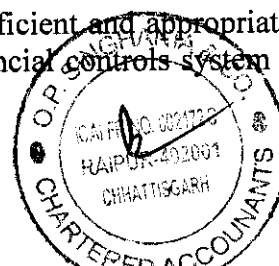
The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial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

Auditors’ Responsibility

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

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

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



Meaning of Internal Financial Controls Over Financial Reporting

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

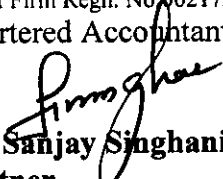
Inherent Limitations of Internal Financial Controls Over Financial Reporting

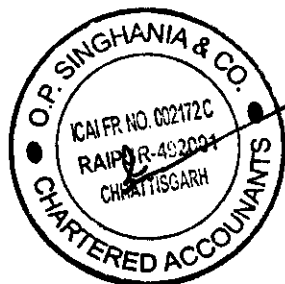
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, 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 OPSinghania & Co.
(ICAI Firm Regn. No.002172C)
Chartered Accountants


per Sanjay Singhania
Partner
Membership No.076961



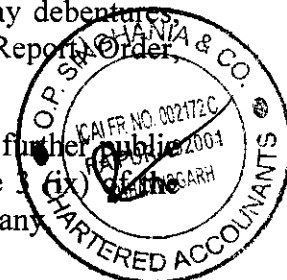
Raipur, 9th May, 2016

Annexure B

Re: GODAWARI CLINKERS AND CEMENT LIMITED

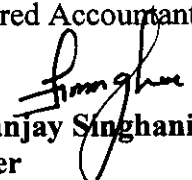
Referred to in paragraph 1 of Report on Other Legal and Regulatory Requirements of our report of even date,

- (i) As the company does not have any fixed assets except capital work in progress, therefore the provisions of clause 3(i) of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.
- (ii) As there is no inventory during the year, therefore, the provisions of (ii) of clause 3 of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.
- (iii) The company has not granted any loans secured or unsecured to companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013 during the year, therefore, the provisions of (iii) (a) to (c) of clause 3 of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.
- (iv) In our opinion and according to the information & explanations given to us, the Company has not granted loans and made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186 of the Companies Act, 2013.
- (v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from public within the meaning of section 73 to 76 of the Act and Rules framed there under to the extent notified; therefore the provisions of clause 3 (v) of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.
- (vi) As the company has not started any commercial production, therefore, the provisions of clause 3 (vi) of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.
- (vii) (a) According to the information & explanations given to us, during the year the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. According to the information & explanations given to us, no undisputed amounts of statutory dues as stated above were in arrears as at 31st March 2016 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, custom duty, excise duty, value added tax and cess which have not been deposited on account of any dispute.
- (viii) The Company has not taken any loan or borrowings from any financial institution or bank or Government as at the balance sheet date and also not issued any debentures, therefore, the provisions of clause 3 (viii) of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.
- (ix) The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments). Accordingly the provisions of clause 3 (ix) of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.



- (x) In our opinion and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year. Therefore, the provisions of clause 3 (x) of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.
- (xi) As the Company has not paid /provided any managerial remuneration, therefore, the provisions of (xi) of clause 3 of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.
- (xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Therefore, the provisions of clause 3 (xii) of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.
- (xiii) The Company has entered into transactions with related parties in compliance with the provisions of Section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, the provisions of clause 3 (xiv) of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with him. Therefore, the provisions of clause 3 (xv) of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the provisions of clause 3 (xvi) of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.

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


per **Sanjay Singhania**
Partner
Membership No.076961



Raipur, 9th May, 2016

Godawari Clinkers and Cement Limited
Balance Sheet as at 31st March, 2016

Particulars	Notes	2016 ₹	2015 ₹
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	3	500,000	500,000
Reserves and surplus	4	(79,322)	(95,279)
		<u>420,679</u>	<u>404,722</u>
Non-current liabilities			
Current liabilities			
Short term provisions	5	1,184	-
Other current liabilities	6	117,098	112,136
		<u>118,282</u>	<u>112,136</u>
TOTAL		<u><u>538,961</u></u>	<u><u>516,858</u></u>
ASSETS			
Non-current assets			
Fixed Assets			
- Capital work-in-progress including pre-operative expenses		81,976	81,976
		<u>81,976</u>	<u>81,976</u>
Current assets			
Cash & bank balances	7	286,681	289,691
Short-term loans and advances	8	3,331	8,732
Other current assets	9	166,973	136,459
		<u>456,985</u>	<u>434,882</u>
TOTAL		<u><u>538,961</u></u>	<u><u>516,858</u></u>
Summary of significant accounting policies	2.1		

The accompanying notes are integral part of the financial statements.
As per our report of even date

For OPSinghanla & CO.
(ICAI Firm Reg. No.002172C)
Chartered Accountants

Singhanla
per Sanjay Singhanla
Partner
Membership No.076961

**For and on behalf of the Board of Directors of
Godawari Clinkers and Cement Limited**

Dinesh Agrawal
DINESH AGRAWAL
Director

Siddharth Agrawal
SIDDHARTH AGRAWAL
Director

Place : Raipur
Date : 09.05.2016



Godawari Clinkers and Cement Limited
Statement of Profit & Loss for the year ended 31st March, 2016

	Notes	2016 ₹	2015 ₹
INCOME			
Revenue from operations			
Other Income	10	34,040	33,304
TOTAL REVENUE (I)		34,040	33,304
EXPENSES			
Other Expenses	11	10,055	15,159
TOTAL REVENUE (II)		10,055	15,159
Profit/(loss) before tax		23,985	18,146
Tax expenses			
Current tax		4,570	-
Income tax related to earlier year		3,458	-
Total tax expenses		8,028	-
Profit/(loss) for the year		15,957	18,146
Earnings per equity share [nominal value of share @ Rs.10/- (31st March,2015" Rs.10]	12		
Basic		0.32	0.36
Diluted		0.32	0.36
Summary of significant accounting policies	2.1		

The accompanying notes are integral part of the financial statements.

As per our report of even date
For OPSinghania & CO.
 (ICAI Firm Reg. No.002172C)
 Chartered Accountants

Sanjay Singhania
 per Sanjay Singhania
 Partner

Membership No.076961

Place : Raipur
 Date : 09.05.2016



For and on behalf of the Board of Directors of
 Godawari Clinkers and Cement Limited

Dinesh Agrawal
DINESH AGRAWAL
 Director

Siddharth Agrawal
SIDDHARTH AGRAWAL
 Director

Godawari Clinkers and Cement Limited
Cash Flow Statement for the year ended 31st March, 2016

	2016 ₹	2015 ₹
Operating Activities		
Profit/(loss) before tax	23,985	18,146
Interest Income	(33,900)	(32,992)
OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGES	(9,915)	(14,847)
Movements in working capital :		
Increase/(decrease) in other current liabilities	4,962	5,518
Decrease/(increase) in other current assets	(30,514)	(29,671)
Cash generated from/(used in) operations	(35,467)	(39,000)
Direct taxes paid (net of refunds)	(1,443)	2,577
Net Cash flow from/(used in) operating activities	A (36,910)	(36,423)
Investing Activities		
Interest received	33,900	32,992
Net cash flow from/(used in) Investing activities	B 33,900	32,992
Financing Activities		
Net cash flow from/(used in) financing activities	C -	-
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	(3,010)	(3,431)
Cash and Cash Equivalents at the beginning of the year	39,691	43,121
Cash and Cash Equivalents at the end of the year	36,681	39,691
Components of cash and cash equivalents		
Balance with bank on current account	36,681	39,691
	36,681	39,691

As per our report of even date
For **OPSinghania & CO.**
(ICAI Firm Reg. No.002172C)
Chartered Accountants

Per **SANJAY SINGHANIA**
Partner
Membership No.076961



For and on behalf of the Board of Directors of
Godawari Clinkers and Cement Limited

DINESH AGRAWAL
(Director)

SIDDHARTH AGRAWAL
(Director)

Place : Raipur
Date : 09.05.2016

Godawari Clinkers and Cement Ltd.

Notes to financial statements for the year ended 31st March, 2016

1. Corporate information

Godawari Clinkers & Cement Ltd. (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is in the process of setting up of Cement Plant.

2. Basis of preparation

- i) The financial statements are prepared in accordance with the generally accepted accounting principles under the historical cost convention, on going concern concept and in compliance with the accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- ii) The Company follows mercantile system of accounting and recognizes income and expenditure on an accrual basis except those with significant uncertainties.
- iii) The accounting policies have been consistently applied by the Company are consistent with those used in the previous year.

2.1 Summary of significant accounting policies

a) Use of Estimates

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

b) Tangible Fixed Assets

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

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

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

c) Contingent Liabilities

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

d) Taxes on Income

Current Taxes are accounted based on provisions of Income Tax Act, 1961. Deferred Tax Assets/Liabilities are not recognized as there is no virtual certainty about future profitability.

e) Cash and Cash equivalents

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

f) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a right issue to existing shareholders.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.



Godawari Clinkers and Cement Ltd.
Notes to financial statements for the year ended 31st March, 2016

	2016 ₹	2015 ₹
3. Share capital		
Authorised		
1000000 Equity Share of Rs.10/- each	10,000,000	10,000,000
	<u>10,000,000</u>	<u>10,000,000</u>
Issued, subscribed and fully paid-up		
50000 Equity Shares of Rs.10/- each fully paidup	500,000	500,000
	<u>500,000</u>	<u>500,000</u>

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

Equity shares

	2016		2015	
	No.	₹	No.	₹
At the beginning of the period	50,000	500,000	50,000	500,000
Issued during the period	-	-	-	-
Outstanding at the end of the period	<u>50,000</u>	<u>500,000</u>	<u>50,000</u>	<u>500,000</u>

b. Terms/rights attached to equity shares

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

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

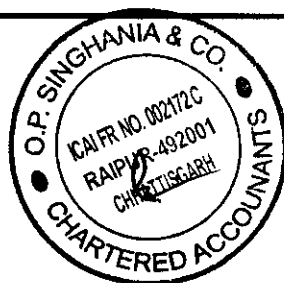
c. Shares of the company held by holding company

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

	2016 ₹	2015 ₹
Equity shares of Rs.10/- each fully paid		
50000 nos. of shares held by Godawari Power & Ispat Limited, Holding compa	500,000	500,000
	<u>500,000</u>	<u>500,000</u>

d. Details of shareholders holding more than 5% shares in the company:

	2016		2015	
	No.	% of holding in the class	No.	% of holding in the class
Equity shares of Rs.10/- each fully paid				
Godawari Power & Ispat Ltd.	50000	100	50000	100
	<u>50000</u>	<u>100</u>	<u>50000</u>	<u>100</u>



Godawari Clinkers and Cement Ltd.
Notes to financial statements for the year ended 31st March, 2016

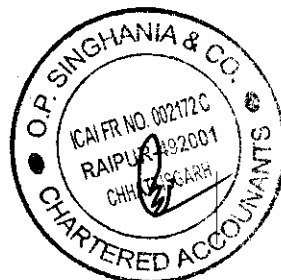
	2016 ₹	2015 ₹
4. Reserves and Surplus		
Surplus/(deficit) in the statement of profit and loss		
Balance as per last financial statements	(95,279)	(113,424)
Profit/(Loss) for the year	15,957	18,146
Net surplus/(deficit) in the statement of profit and loss	(79,322)	(95,279)
Total reserves and surplus	(79,322)	(95,279)

	2016 ₹	2015 ₹
5. Other Current Liabilities		
Advances from related party (Note- 14)	100,000	100,000
Other liabilities		
Others	137	900
Audit fees payable	16,961	11,236
	<u>117,098</u>	<u>112,136</u>

	2016 ₹	2015 ₹
6. Short term provisions		
Provision for income tax (net)	1,184	-
	<u>1,184</u>	<u>-</u>

	Current	
	2016 ₹	2015 ₹
7. Cash and bank balances		
Cash and cash equivalents		
Balances with banks:		
On current accounts	36,681	39,691
	<u>36,681</u>	<u>39,691</u>
Other bank balances		
Deposits with original maturity for more than 3 months but less than 12 months	250,000	250,000
	<u>250,000</u>	<u>250,000</u>
Total	<u>286,681</u>	<u>289,691</u>

	2016 ₹	2015 ₹
8. Short Term Loans and advances (unsecured, considered good)		
Other loans and advances		
TDS Receivable	3,331	8,732
Total	<u>3,331</u>	<u>8,732</u>



Godawari Clinkers and Cement Ltd.
Notes to financial statements for the year ended 31st March, 2016

9. Other assets

	Current	
	2016 ₹	2015 ₹
Unsecured, considered good unless stated otherwise		
Others		
Interest accrued on fixed deposits	166,973	136,459
	<u>166,973</u>	<u>136,459</u>

10. Other Income

	2016	2015
	₹	₹
Interest Income on Bank Deposits	33,900	32,992
Others	140	312
	<u>34,040</u>	<u>33,304</u>

11. Other Expense

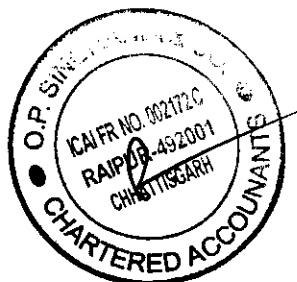
	2016	2015
	₹	₹
Legal and professional fees	3,700	8,700
Payment to Auditor (Refer details below)	5,725	5,618
Miscellaneous expenses	630	84
	<u>10,055</u>	<u>15,159</u>

Payment to Auditor

	2016	2015
	₹	₹
As auditor :		
Audit fee	4,008	3,933
In other capacity		
Taxation matters	1,717	1,685
	<u>5,725</u>	<u>5,618</u>

12. Earnings per share (EPS)

	2016	2015
	₹	₹
Net profit/(loss) as per statement of profit and loss	15,957	18,146
Net profit/(loss) for calculation of basic EPS & Diluted EPS	15,957	18,146
Weighted average number of equity shares in calculating Basic EPS	50,000	50,000
Weighted average number of equity shares in calculating Diluted EPS	50,000	50,000
Basic & Diluted EPS		
- Basic earning per share	0.32	0.36
- Diluted earning per share	0.32	0.36



Godawari Clinkers and Cement Ltd.
Notes to financial statements for the year ended 31st March, 2016

13. There is no contingent liabilities against the company.

14. Information on Related Party as required by Accounting Standard-18, "Related Party Disclosures" issued by The Institute of Chartered Accountants of India, are given below :

Related Parties

Holding Company

Godawari Power & Ispat Limited

Key Management Personnel

- Shri Dinesh Agrawal
- Shri Siddharth Agrawal
- Shri Vinay Agrawal

Transaction with Related Parties in the ordinary course of business

Key Management Personnel	Advance Received	-	100,000
	Outstanding at the end of the Payable	100,000	100,000

Holding Company	Advance Repaid during the	-	1,00,000
	Outstanding at the end of the Payable	-	-

Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year

Advances received

Shri Siddharth Agrawal	-	100,000
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Advances Repaid

Godawari Power & Ispat Limited	-	100,000
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Advances payable

Shri Siddharth Agrawal	100,000	100,000
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15. In the opinion of the Board, the value of realization of short term loans & advances in the ordinary course of business will not be less than the amount at which they are stated.

16. Previous year figures have been regrouped and rearranged wherever necessary.

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


Sanjay Singhania
 Partner
 Membership No.076961

For and on behalf of the Board of Directors of
Godawari Clinkers and Cement Limited


DINESH AGRAWAL
 Director


SIDDHARTH AGRAWAL
 Director



Place : Raipur
 Date : 09.05.2016