

OM ENERGY GENERATION PRIVATE LIMITED
Regd. Off: 167, St. Mary's Road, Alwarpet, Chennai – 600018 (Tamilnadu)

NOTICE

Notice is hereby given that the **THIRD ANNUAL GENERAL MEETING** of the Members of **OM ENERGY GENERATION PRIVATE LIMITED** will be held on Friday, the 23rd September, 2011 at 12.00 p.m. at the Registered Office of the Company at 167, St. Mary's Road, Alwarpet, Chennai – 600018 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2011 together with the Profit & Loss Account for the period ended on that date and the report of the Director and Auditors thereon.
2. To appoint Auditors and fix their remuneration. In this connection to consider and if thought fit to pass the following resolution as an ordinary resolution.

RESOLVED that M/s Satnam Associates, Chartered Accountants, Dehradun, who have furnished his consent to be appointed as the statutory auditors, be and are hereby appointed as Auditors of the Company to hold such Office until the Conclusion of the next Annual General Meeting at remuneration to be decided by the Board of Directors.

3. To confirm the appointment of Dalip Dua, appointed as an additional director on 16th December, 2010, as a director.

For and on behalf of the Board of Directors
For OM Energy Generation Private Limited



Ravi Gupta
Managing Director

Place: Chennai
Date: 29th August, 2011

Notes:

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the meeting and vote on his behalf and the proxy need not be a member of the company. A blank form of proxy is appended to this notice and to be effective duly filled in proxy forms should be lodged at the registered office of the company not later than 48 hours before the scheduled time of the Annual General Meeting.

OM ENERGY GENERATION PRIVATE LIMITED
Regd. Off: 167, St. Mary's Road, Alwarpet, Chennai – 600018 (Tamilnadu)

DIRECTORS' REPORT

Dear Shareholders,

Your Directors take pleasure in presenting the Third Annual Report together with the Audited accounts for the period ended 31st March 2011.

BUSINESS ACTIVITY:

During the year ended on 31st March, 2011, the Company has commenced setting up 7.0 MW hydro electric power plant, named Holi- II in District Chamba of Himachal Pradesh. Memorandum of Understanding and the Implementation Agreement with the State Government of Himachal Pradesh had been executed during the year. All kind of license and permissions as required for setting up the plant had been either obtained or are in process. 4.15 Ha. of forest land had been obtained from the forest department and the lease money had been duly paid. The Company is under the process of financial process after which the civil construction shall be commenced.

FINANCIAL RESULTS:

All administrative and other expenses incurred by the Company had been treated as pre-operative expenses to be capitalised on commencement of plant. There is, therefore, no profit or loss. In the preceding year, the Company earned a Profit before tax of Rs. 0.15 Lac and Profit after tax had been Rs. 0.11 Lac.

AUDITORS:

M/s. Omprakash & Company, Chartered Accountant, Auditors of the Company hold office up to the conclusion of the ensuing Annual General Meeting. As the liaisoning and controlling office of the Company had been set up at Dehradun, therefore, it is considered proper and convenient by the management to appoint the Auditors located at Dehradun. M/s. Satnam Associates, Chartered Accountants, Dehradun have furnished their consent for being appointed as the Statutory Auditors of the Company and thereby the directors propose for their appointment.

DIRECTORS:

Since, the last annual general meeting held on 24th September, 2010, the directors, viz. Ashok Bohra and Vishal Keyal has resigned on 16th December, 2010 and on that date, Mr. Dilip Dua has been appointed as an additional director. His appointment as a director is to be confirmed at the Annual General Meeting. The director, Mrs. Vandana Gupta has also resigned on 31/03/2011.

DEPOSITS:

The Company has not accepted any deposits during the year

STATUTORY DISCLOSURES:

A) Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988:

- a) Particulars with respect to conservation of energy and technology absorption as required under Part A of the above rules are not applicable to the company.
- b) As there are no employees who are in receipt of remuneration exceeding the limits prescribed, the statement required under Sec. 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 is not applicable.
- c) Foreign Exchange Earnings & Outgo: NIL

B) DIRECTORS RESPONSIBILITY STATEMENT:

In terms of Section 217(2AA) of the Companies Act 1956, the Directors confirm that:

- i. In the preparation of Annual Accounts for the period ended March 31st 2011, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at 31st March 2011.
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors had prepared the annual accounts on a going concern basis.

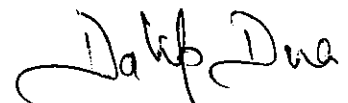
ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation to the Bankers, Government Authorities and to its employees for their co-operation

for and on behalf of the Board of Directors
For OM Energy Generation Private Limited



Ravi Gupta
Managing Director



Dalip Dua
Director

Place: Chennai
Dated: 29th August, 2011

AUDITORS REPORT

We have audited the attached Balance Sheet of OM ENERGY GENERATION PRIVATE LIMITED, 167, St. Mary's Road, Alwarpet, Chennai – 600018 (Tamilnadu), as at 31st March 2011, and the profit and loss account for the period ended on that date annexed thereto. These financial statements are the responsibility of the management of the Company. Our responsibility is to express an opinion on these financial statements based on our audit.

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

The Provisions of the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, are not applicable in case of the company because

- a) it is a private limited company with a paid-up capital and reserve not more than Fifty Lac rupees; and
- b) does not have loan outstanding exceeding Twenty five Lac rupees from any bank or financial institution; and
- c) does not have a turnover exceeding Five Crore rupees at any point of time during the financial year.

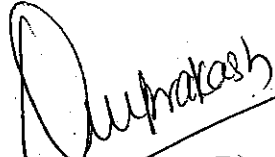
Further to our comments in paragraph (3) above and read together with notes to accounts, we report that:

1. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
2. In our opinion proper books of accounts as required by law have been kept by the company, so far as it appears from our examination of those books.
3. In our opinion, the Profit & Loss Account and the Balance Sheet comply with the Accounting Standards referred to in Sec. 211(3C) of the Companies Act, 1956, to the extent applicable.

4. According to the information & Explanation given to us & on the basis of written representations, we report that none of the director is disqualified from being appointed as director u/s 274(1) (g) of the Companies Act, 1956.
5. In our opinion, and to the best of our information and according to the explanation given to us, the said accounts give the information required by the Companies Act 1956, in the manner so required and give a true and fair view:-

In the case of the Balance Sheet, of the state of affairs of the Company at 31st March, 2011.

For OMPRAKASH & CO.
Chartered Accountants.



(O.P. BHATTAD)
Proprietor,
Membership no.19917
Place: Chennai
Date: 27th April 2011.



Om Energy Generation (P) Limited
167, St. Mary Road, Alwarpet, Chennai - 600018, TN

BALANCE SHEET AS AT MARCH 31, 2011

PARTICULARS	Sch	As at March 31, 2011	As at March 31, 2010
I. SOURCES OF FUNDS			
1 <i>Shareholders' Funds:</i>			
a. Share Capital	1	100,000	100,000
b. Reserve and Surplus	2	19,409	19,409
2 <i>Share Application Money pending allotment</i>	3	19,650,000	1,750,000
3 <i>Non-current Liabilities</i>	4	10,798,081	-
4 <i>Current Liabilities</i>	5	90,615	14,762
Total of Sources of Funds		30,658,105	1,884,171
II. APPLICATION OF FUNDS			
1 <i>Capital Work in Progress</i> (to be capitalised)	6	28,011,937	1,427,250
2 <i>Current Assets, Loans and Advances:</i>	7		
a. Cash and Bank Balance		2,643,116	302,342
b. Loans and Advances		-	150,000
3 <i>Miscellaneous Expenditure:</i> (to the extent not written off or adjusted)	8	3,052	4,579
Total of Application of Funds		30,658,105	1,884,171

Notes to the Accounts:

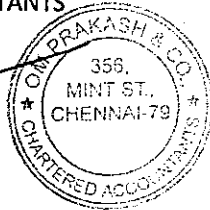
Schedules 1 to 11 form an integral part of the Balance Sheet

11

As per Audit report of even date
For OMPRAKASH & COMPANY
CHARTERED ACCOUNTANTS

For and on behalf of the Board

OMP
O P BHATTAD
PROPRIETOR
M. No: 19917



Ravi Gupta
Ravi Gupta
Managing Director

Dalip Dua
Dalip Dua
Director

Place: Chennai
Date: 27th April, 2011

Om Energy Generation (P) Limited
167, St. Mary Road, Alwarpet, Chennai - 600018, TN

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2011

PARTICULARS	Sch	March 31, 2011	March 31, 2010
1 <i>Other Income</i>	9	-	25,504.00
2 EXPENDITURE:			
Administrative Expenses	10	-	9,631.00
		-	9,631.00
3 <i>Operating Profit Before Interest & Depreciation</i>		-	15,873.00
4 <i>Depreciation</i>		-	-
5 <i>Net Profit/(Loss) before Tax</i>		-	15,873.00
6 <i>Provision for Tax</i>		-	4,762.00
7 <i>Net Profit/(Loss) after Tax</i>		-	11,111.00
8 <i>Add: Profit brought forward from previous year</i>		19,409.00	8,290.00
9 <i>Transferred to Balance sheet</i>		19,409.00	19,409.00

Notes to the Accounts:

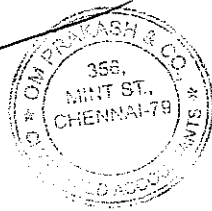
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Schedules 1 to 11 form an integral part of the Balance Sheet

As per Audit report of even date
For OMPRAKASH & COMPANY
CHARTERED ACCOUNTANTS

For and on behalf of the Board

OP Bhattad
O P BHATTAD
PROPRIETOR
M. No: 19917



[Signature]
Director

[Signature]
Director

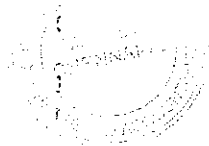
Place: Chennai
Date: 27th April, 2011

Om Energy Generation (P) Limited

167, St. Mary Road, Alwarpet, Chennai - 600018, TN

Schedules forming part of the balance sheet as at March 31, 2011

	As at March 31, 2011 Rs.	As at March 31, 2010 Rs.
SCHEDULE 1: SHARE CAPITAL		
Authorised		
<u>Equity Shares of Rs. 10 each</u>		
50,00,000 shares (Previous year: 10,000 shares)	50,000,000	100,000
	<u>50,000,000</u>	<u>100,000</u>
Issued, Subscribed and Paid up		
<u>Equity Shares of Rs. 10 each</u>		
10,000 shares (Previous year: 10,000 shares)	100,000	100,000
	<u>100,000</u>	<u>100,000</u>
Grand Total-Schedule 1	<u>100,000</u>	<u>100,000</u>
SCHEDULE 2: RESERVE AND SURPLUS		
General Reserve		
Retained Profits	19,409	19,409
Balance brought forward from previous year	19,409	8,298
Add: Profit for the year	-	11,111
	<u>19,409</u>	<u>19,409</u>
Grand Total-Schedule 2	<u>19,409</u>	<u>19,409</u>
SCHEDULE 3: SHARE APPLICATION MONEY PENDING ALLOTMENT		
From related parties	15,150,000	750,000.00
From Others	4,500,000	1,000,000
	<u>19,650,000</u>	<u>1,750,000</u>
Grand Total-Schedule 3	<u>19,650,000</u>	<u>1,750,000</u>
SCHEDULE 4: NON-CURRENT LIABILITIES		
A) Long Term Borrowings		
From related parties	10,798,081	-
	<u>10,798,081</u>	<u>-</u>
Grand Total-Schedule 4	<u>10,798,081</u>	<u>-</u>
SCHEDULE 5: CURRENT LIABILITIES		
A) Current Liabilities		
a) Sundry Creditors		
Due to Small Scale Industrial Undertakings	-	-
Others	10,000	5,000
b) Other Liabilities	80,615	9,762
	<u>90,615</u>	<u>14,762</u>
Grand Total-Schedule 5	<u>90,615</u>	<u>14,762</u>



Om Energy Generation (P) Limited
167, St. Mary Road, Alwarpet, Chennai - 600018, TN

Schedules forming part of the balance sheet as at March 31, 2011

	As at March 31, 2011 Rs.	As at March 31, 2010 Rs.
SCHEDULE 6: CAPITAL WORK IN PROGRESS (to be capitalised)		
1 Holi - II Small Hydro Electric Project in Himachal Pradesh	27,184,687	-
2 Other Projects	827,250	1,427,250
Grand Total-Schedule 6	28,011,937	1,427,250
SCHEDULE 7: CURRENT ASSETS		
A) Cash and Bank Balances		
a) Cash in Hand	36,826	136,826
b) Balance with scheduled banks In Current Account	2,606,290	165,516
Total (A)	2,643,116	301,342
B) Loans and Advances		
a) Advances recoverable in cash or in kind or for value to be received - Considered good Advances to Subsidiaries & Associates Others	-	150,000
Total (B)	-	150,000
Grand Total-Schedule 7	2,643,116	452,342
SCHEDULE 8: MISCELLANEOUS EXPENDITURE		
Preliminary Expenses	3,052	4,579
Grand Total-Schedule 8	3,052	4,579
SCHEDULE 9: GROSS RECEIPTS		
1 Other Income	-	25,504
Grand Total-Schedule 9	-	25,504
SCHEDULE 10: ADMINISTRATIVE & OTHER EXPENSES		
1 Auditors' Remuneration	-	5,000
2 Miscellaneous Expenses	-	3,263
3 Preliminary Expenses w/o.	-	1,145
4 Financial Charges	-	223
Grand Total-Schedule 10	-	9,631

OM ENERGY GENERATION PRIVATE LIMITED
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NOTES ATTACHED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2011 AND PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED ON THAT DATE

1) Basis of preparation of Financial Statements:

- i. The financial statements are prepared under the historical cost convention, on accrual basis of accounting, in accordance with the generally accepted accounting standards notified by Companies (Accounting Standards) Rules 2006 and the relevant Provisions of the Companies Act, 1956.
- ii. Capital Work in Progress is stated at cost and revenue expenditure incurred during pre-operative period had been included under the head to be capitalised at the time of commencement of plant.
- iii. Accounting for Taxes on Income: Provisions for current tax are made after taking into consideration benefits admissible under the Income Tax Act 1961. There are no deferred taxes assets or liabilities
- iv. Preliminary Expenses: Preliminary Expenses are to be amortized over a period of five years.
- v. Provisions: Provisions are recognized when the company has a present legal obligation, as a result of past events, for which it is a probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of obligation.

2) Payment to Statutory Auditors:

S. No.	Particulars	Amount (Current Year)	Amount (Previous Year)
1.	For Statutory Audit	5000/-	5000/-

3) Provision for Taxation:

No provision for taxation is required as the total income for the year is Nil

4) Contingent Liabilities (not provided for):

S. No.	Particulars	Amount (Current Year)	Amount (Previous Year)
1.	Claims against the Company, not acknowledged as debts	Nil	Nil

5) Related Party Disclosure:

As per accounting Standard 18 related party disclosure as prescribed under the companies (Accounting Standards) Rules 2006, The Company's related parties and Transaction are disclosed below:

- a) Parties Where Control Exists: NIL

b) Other Related parties with whom Transaction have taken place during the year.

i. Names of related parties and description of relationship:

a. Key Management Personnel:

Mr. Ravi Gupta – Managing Director

Mr. Dalip Dua – Executive Director

b. Relatives of Key Management Personnel:

Mr. O.P. Dua – Father of Mr. Dalip Dua

Mrs. Urmil Dua – Mother of Mr. Dalip Dua

Mrs. Soniya Dua – Spouse of Mr. Dalip Dua

ii. The following transactions have been made with the related parties:

S. No.	Nature of transactions	Key Management Personnel	Relatives of Key Management Personnel
1.	Salary	375000	100000
2.	Rent	-	50000

6) Disclosure under micro, small and medium enterprises development Act, 2006

There no transactions with micro, small and medium enterprises.

7) Information to the extent not disclosed with regard to matter specified in paragraph:

4A, 4C, and 4D of part II of Schedule VI of the Companies Act., 1956 is either nil or not applicable to the Company for year ended 31.03.2011.

8) Figures for the previous year have been regrouped / rearranged wherever necessary to make them comparable for the current year.

For OMPRAKASH & CO.

Chartered Accountants

(FRN: 002489S)


(O.P. BHATTAD)

Proprietor

Membership No.19917

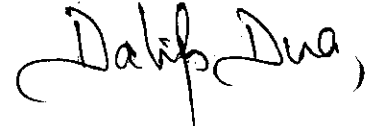
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For and on behalf of the Board of Directors



Ravi Gupta
Managing Director



Dalip Dua
Director

Place: Chennai

Date: 27th April, 2011