

NOTICE

TO ALL THE MEMBERS OF OF GODAWARI POWER AND ISPAT LIMITED

NOTICE is hereby given that the Eleventh Annual General Meeting of the Members of GODAWARI POWER AND ISPAT LIMITED will be held on Saturday the 25th September, 2010 at 3.00 P.M. at the registered office of the Company situated at Plot No. 428/2, Phase I, Industrial Area, Siltara, Distt: Raipur – 493111, Chhattisgarh to transact the following business:

ORDINARY BUSINESS:

- 1.To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2010 and Profit and Loss Account for the year ended on that date together with Auditors and Directors report thereon;
- 2.To declare a dividend on Equity Shares of the Company for the year ended 31st March, 2010;
- 3.To appoint a Director in place of Shri Shashi Kumar who retires by rotation and being eligible for reappointment, offers himself for reappointment.
- 4.To appoint a Director in place of Shri B. N. Ojha who retires by rotation and being eligible for reappointment offers himself for reappointment.
- 5.To appoint a Director in place of Shri Siddharth Agrawal who retires by rotation and being eligible for reappointment offers himself for reappointment.
- 6.To consider and, if thought fit, to pass the following resolution, with or without modification as an ordinary resolution:

“RESOLVED THAT M/s O.P. Singhanian and Co., Chartered Accountants, be and are hereby reappointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company on a remuneration to be decided mutually by the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

7. To consider and, if thought fit, to pass the following resolution, with or without modification as an ordinary resolution:

“RESOLVED that pursuant to the provisions of sections 198, 269, 309 and Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals, permissions and sanctions, and pursuant to the approval of the remuneration committee of the Board and the Board of Directors at their meeting held on 03rd August, 2010, approval of the Company be accorded to the re-appointment of Mr. Bajrang Lal Agrawal as Managing Director of the Company for a period of 5 (Five) years with effect from 12.08.2010.”

“RESOLVED FURTHER that the said appointment be made in accordance with the terms and conditions as set out in the Explanatory Statement annexed hereto.”

“RESOLVED FURTHER that the Board of Directors be and is hereby authorised to vary, alter, increase, enhance or widen the scope of remuneration and perquisites, to the extent specified in schedule XIII and other applicable provisions, if any, of the Act as amended from time to time.”

“RESOLVED FURTHER that where in any Financial Year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director the above remuneration as the minimum remuneration by way of salary subject to receipt of the requisite approvals, if any.”

“RESOLVED FURTHER that for the purpose of giving effect to this resolution, any Director/Secretary of the Company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any

question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

8. To consider and, if thought fit, to pass the following resolution, with or without modification as an ordinary resolution:

"RESOLVED THAT in accordance with the provision of Sections 198, 309 and 310, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the revised remuneration payable to Mr. Siddharth Agrawal as Executive Director (Operations) of the Company with retrospective effect from 1st April 2010 as set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors to alter and vary revised remuneration in such a manner as may be agreed to between the Board of Directors and Mr. Siddharth Agrawal, provided it is within and in accordance with the limits specified in the Schedule XIII to the Companies Act, 1956 or any amendment thereto.

"RESOLVED FURTHER THAT in any financial year during the tenure of Mr. Siddharth Agrawal, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Siddharth Agrawal the above remuneration by way of salary, performance bonus and other allowances as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule XIII to the Companies Act, 1956 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time as minimum remuneration."

"RESOLVED FURTHER that for the purpose of giving effect to this resolution, any Director/Secretary of the Company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

9. To consider and, if thought fit, to pass the following resolution, with or without modification as an ordinary resolution:

"RESOLVED THAT in accordance with the provision of Sections 198, 309 and 310, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the revised remuneration payable to Mr. Dinesh Gandhi as Director – Finance of the Company with retrospective effect from 1st April 2010 as set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors to alter and vary revised remuneration in such a manner as may be agreed to between the Board of Directors and Mr. Dinesh Gandhi, provided it is within and in accordance with the limits specified in the Schedule XIII to the Companies Act, 1956 or any amendment thereto.

"RESOLVED FURTHER THAT in any financial year during the tenure of Mr. Dinesh Gandhi, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Dinesh Gandhi the above remuneration by way of salary, performance bonus and other allowances as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule XIII to the Companies Act, 1956 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time as minimum remuneration."

"RESOLVED FURTHER that for the purpose of giving effect to this resolution, any Director/Secretary of the Company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

Place: Raipur
Date: 20th August, 2010

By Order of the Board
Sd/-
Y.C. Rao
Company Secretary

Notes:**1. Proxy**

A member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself on a poll only and the proxy need not be a member of the company. Proxy forms should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.

2. Book Closure

The Register of Members and share transfer books of the Company shall remain closed from 16th September, 2010 to 25th September, 2010 (both days inclusive) for the purpose of the Annual General Meeting and payment of dividend for the year ended 31st March, 2010.

3. Payment of Dividend

The dividend on equity Shares for the year ended 31st March 2010, will be paid after declaration by the members:

- (i) In respect of shares held in physical form, to those members whose names appear on the Register of Members of the Company on 16th September, 2010 after giving effect to all valid share transfers lodged with the Company on or before 16th September, 2010.
- (ii) In respect of shares held in electronic form, to those beneficial owners whose name appear in the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the end of business on 16th September, 2010.

The members are hereby informed that the company would transfer the dividends, which remain unclaimed over a period of 7 years, to the Investor Education and Protection Fund (IEP Fund) constituted by the Central Government under section 205C of the Companies Act, 1956.

4. The following are the details of dividends paid by the Company and respective due dates for transfer of unclaimed dividend to such IEP Fund of the Central

Year of Dividend	Date of Declaration	Due date for transfer to IEP Fund
2004-05	30.09.2005	30.09.2012
2005-06	26.09.2006	26.09.2013
2006-07 (Interim)	02.03.2007	02.03.2014
2006-07	25.09.2007	25.09.2014
2007-08 (Interim)	04.03.2008	04.03.2015
2007-08	23.09.2008	23.09.2015
2008-09	22.09.2009	22.09.2016

Government:

Further, the company shall not be in a position to entertain the claims of the shareholders for the unclaimed dividends which have been transferred to the credit of the Investor Education and Protection Fund of the Central Government under the provisions of section 205A of the Companies Act 1956.

5. Investors holding physical shares are advised to forward the particulars of their Bank Account, name, branch and address of the bank immediately, if not sent already, so as to enable us to incorporate the same on dividend warrants.

6. E-mail for communication by the shareholders: investors@gpilindia.in

Place: Raipur
Date: 20th August, 2010

By Order of the Board
Sd/-
Y.C. Rao
Company Secretary

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

Pursuant to Section 173 (2) of the Companies Act, 1956 the following Explanatory Statement sets out the material facts relating to Item No. 7 mentioned under the heading as

SPECIAL BUSINESS:

Item No. 7:

The tenure of Mr. Bajrang Lal Agrawal as Managing Director was upto 11th August, 2010. Subject to the approval of the Shareholders in the Annual General Meeting, the Board of Directors have at their Meeting held on 03rd August, 2010, pursuant to the recommendation of the remuneration committee, approved the re-appointment of Mr. Bajrang Lal Agrawal as Managing Director of the Company for a period of 5 years w.e.f. 12.08.2010.

Mr. Bajrang Lal Agrawal, 57 years, is an Electronic Engineer from Pandit Ravi Shankar Shukla University, Raipur. He is the promoter of the Company. He has over three decades of experience in the steel and ferro alloys industry. He has been associated with the Company since 2002.

The proposed remuneration will be within overall limit of Schedule XIII of the Companies Act, 1956.

Upon the recommendation of the Remuneration Committee, the Board of Directors at the meeting held on 03rd August, 2010 have decided to fix the remuneration payable to Mr. Bajrang Lal Agrawal as Managing Director of the Company as follows with retrospective effect from 1st April, 2010:

Salary: Salary in the scale of Rs. (2,50,000 – 50,000 - 5,00,000) with retrospective effect from 1st April, 2010 upto the date of cessation of Mr. Bajrang Lal Agrawal as Managing Director of the Company, i.e. upto 11th August, 2015.

Commission: Payment of Commission of sum not exceeding 1% of the net profit of the Company calculated in the manner specified in Section 198 of the Companies Act, 1956.

Bonus: Bonus up to maximum of 20% salary, payable annually or at other interval as may be decided by the Board.

Company performance linked incentive: Company performance linked payable quarterly or at other interval as may be decided by the Board.

Individual's performance linked incentive: Individual performance linked incentive, up to maximum of 60% of

the fixed gross salary, payable quarterly or at other interval as may be decided by the Board.

Perquisites:

1. Housing: Furnished / unfurnished residential accommodation or house rent allowance up to 50% of salary in lieu thereof. The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Rules, 1962.
2. Reimbursement of actual medical expenses incurred in India and / or abroad and including hospitalization, nursing home and surgical charges for himself and family;
3. Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave travel holiday periods, whenever undertaken, whether in India or abroad.
4. Subscription or reimbursement or membership fee for clubs in India or abroad including admission and life membership fees.
5. The Company shall provide suitable conveyance facilities as may be required.
6. Personal accident insurance: as per the rules of the Company.

Other benefits:

1. Earned / Privilege leave: As per the rules of the Company.
2. Company's contribution to provident fund and super-annuation fund: As per the rules of the Company
3. Gratuity: As per the rules of the Company.
4. Encashment of leave: As per rules of the company.
5. Company car and telephone: Use of the Company's car and telephone at residence for official purpose, as per the rules of the Company.

The aggregate remuneration inclusive of salary, bonus, incentive, perquisites and other benefits payable shall always be subject to the overall ceilings laid down in Sections 198 and 309 and other applicable provision of the Companies Act, 1956.

Minimum remuneration

Where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay the above remuneration by way of salary, commission, incentives, bonus, perquisites and other allowance as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule XIII to the Companies Act, 1956 (including any statutory modifications or re-enactments thereof, for the time being

in force) or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

The proposed resolution requires approval of the members as ordinary resolution.

None of the Directors except Mr. Bajrang Lal Agrawal himself, Mr. Om Prakash Agrawal, Mr. Narayan Prasad Agrawal, Mr. Dinesh Agrawal and Mr. Siddharth Agrawal being relatives of Mr. Bajrang Lal Agrawal may be considered as concerned or interested in the above resolution.

The relevant abstract, as required under Section 302 of the Companies, 1956 has already been sent to the shareholders of the Company.

Item No. 8:

Mr. Siddharth Agrawal was appointed as Whole time Director of the Company with effect from 1st July, 2008. The Board at their meeting held on 03rd August, 2010 decided to increase the scale of remuneration payable to him with retrospective effect from 1st April, 2010. The variation in the scale of remuneration is subject to the approval of the Members.

The details of the remuneration payable to Mr. Siddharth Agrawal as Whole time Director are as under:

Salary: Salary in the scale of Rs. (1,75,000 –40,000 - 4,00,000) with retrospective effect from 1st April, 2010.

Commission: Payment of Commission of sum not exceeding 1% of the net profit of the Company calculated in the manner specified in Section 198 of the Companies Act, 1956.

Bonus: Bonus up to maximum of 20% salary, payable annually or at other interval as may be decided by the Board.

Company performance linked incentive: Company performance linked payable quarterly or at other interval as may be decided by the Board.

Individual's performance linked incentive: Individual performance linked incentive, up to maximum of 60% of the fixed gross salary, payable quarterly or at other interval as may be decided by the Board.

Perquisites:

- 1.Housing: Furnished / unfurnished residential accommodation or house rent allowance up to 50% of salary in lieu thereof. The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Rules, 1962.

- 2.Reimbursement of actual medical expenses incurred in India and / or abroad and including hospitalization, nursing home and surgical charges for himself and family;

- 3.Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave travel holiday periods, whenever undertaken, whether in India or abroad.

- 4.Subscription or reimbursement or membership fee for clubs in India or abroad including admission and life membership fees.

- 5.The Company shall provide suitable conveyance facilities as may be required.

- 6.Personal accident insurance: as per the rules of the Company.

Other benefits:

- 1.Earned / Privilege leave: As per the rules of the Company.

- 2.Company's contribution to provident fund and super-annuation fund: As per the rules of the Company

- 3.Gratuity: As per the rules of the Company.

- 4.Encashment of leave: As per rules of the company.

- 5.Company car and telephone: Use of the Company's car and telephone at residence for official purpose, as per the rules of the Company.

The aggregate remuneration inclusive of salary, bonus, incentive, perquisites and other benefits payable shall always be subject to the overall ceilings laid down in Sections 198 and 309 and other applicable provision of the Companies Act, 1956.

Minimum remuneration

Where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay the above remuneration by way of salary, commission, incentives, bonus, perquisites and other allowance as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule XIII to the Companies Act, 1956 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

None of the Directors except Mr. Siddharth Agrawal himself, Mr. Bajrang Lal Agrawal, Mr. Om Prakash Agrawal, Mr. Narayan Prasad Agrawal and Mr. Dinesh Agrawal being relatives of Mr. Siddharth Agrawal may be considered as concerned or interested in the above resolution.

Item No. 9:

Mr. Dinesh Gandhi was appointed as Whole time Director of the Company with effect from 22nd March, 2005. The Board at their meeting held on 03rd August, 2010 decided to increase the scale of remuneration payable to him with retrospective effect from 1st April, 2010. The variation in the scale of remuneration is subject to the approval of the Members.

The details of the remuneration payable to Mr. Dinesh Gandhi as Whole time Director are as under:

Salary: Salary in the scale of Rs. (1,50,000 –30,000 - 3,00,000) with retrospective effect from 1st April, 2010.

Commission: Payment of Commission of sum not exceeding 1% of the net profit of the Company calculated in the manner specified in Section 198 of the Companies Act, 1956.

Bonus: Bonus up to maximum of 20% salary, payable annually or at other interval as may be decided by the Board.

Company performance linked incentive: Company performance linked payable quarterly or at other interval as may be decided by the Board.

Individual's performance linked incentive: Individual performance linked incentive, up to maximum of 60% of the fixed gross salary, payable quarterly or at other interval as may be decided by the Board.

Perquisites:

- 1.Housing: Furnished / unfurnished residential accommodation or house rent allowance up to 60% of salary in lieu thereof. The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Rules, 1962.
- 2.Reimbursement of actual medical expenses incurred in India and / or abroad and including hospitalization, nursing home and surgical charges for himself and family;
- 3.Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave travel holiday periods, whenever undertaken, whether in India or abroad.
- 4.Subscription or reimbursement or membership fee for clubs in India or abroad including admission and life membership fees.
- 5.The Company shall provide suitable conveyance facilities as may be required.

- 6.Personal accident insurance: as per the rules of the Company.

Other benefits:

- 1.Earned / Privilege leave: As per the rules of the Company.
- 2.Company's contribution to provident fund and super-annuation fund: As per the rules of the Company
- 3.Gratuity: As per the rules of the Company.
- 4.Encashment of leave: As per rules of the company.
- 5.Company car and telephone: Use of the Company's car and telephone at residence for official purpose, as per the rules of the Company.

The aggregate remuneration inclusive of salary, bonus, incentive, perquisites and other benefits payable shall always be subject to the overall ceilings laid down in Sections 198 and 309 and other applicable provision of the Companies Act, 1956.

Minimum remuneration

Where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay the above remuneration by way of salary, commission, incentives, bonus, perquisites and other allowance as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule XIII to the Companies Act, 1956 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

None of the Directors except Mr. Dinesh Gandhi himself is considered as concerned or interested in the above resolution.

By Order of the Board
Sd/-
Y.C. Rao
Company Secretary

Place: Raipur
Date: 20th August, 2010

GODAWARI POWER & ISPAT LTD

Regd. Office : Plot No. 428/2, Phase I, Industrial Area, Siltara - 493 111, Dist. Raipur, Chhattisgarh, India.

FORM OF PROXY

I/We _____ of
_____ in the District of _____ being a
member / members of the above named Company hereby appoint of _____ in
the District of _____ or failing him
_____ of _____ in the District of
_____ or failing him _____ of
_____ in the district of _____ as my/ our

proxy to vote for me / us on my / our behalf at the Eleventh Annual General Meeting of the Members of GODAWARI POWER AND ISPAT LIMITED to be held on Saturday the 25th September, 2010 at 3.00 P.M. at Plot No. 428/2, Phase I, Industrial Area, Siltara, Distt.: Raipur – 493111, Chhattisgarh

Signed this _____ day of _____ 2010

Signature _____

L.F.No. _____

*Depository: NSDL/CDSL _____

* DP. ID _____

* Client ID _____

* For Shares held in Electronic Form _____

* No. of Share(s) held _____

Notes :

(1) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself.

(2) A proxy need not be a member.

(3) The completed form should be deposited at the Registered Office of the Company at Plot No. 428/2, Phase I, Industrial Area, Siltara - 493 111, Dist. Raipur, Chhattisgarh, India not less than 48 hours before the time for holding the meeting.

GODAWARI POWER & ISPAT LTD

Regd. Office : Plot No. 428/2, Phase I, Industrial Area, Siltara - 493 111, Dist. Raipur, Chhattisgarh, India.

ATTENDANCE SLIP

I hereby record my presence at the Eleventh Annual General Meeting of the Members of **GODAWARI POWER AND ISPAT LIMITED** on Saturday the 25th September, 2010 at 3.00 P.M. at Plot No. 428/2, Phase I, Industrial Area, Siltara, Distt: Raipur – 493111, Chhattisgarh.

1. L.F.NO. _____

2. * Depository : NSDL/CDSL _____

3. * DP. ID _____

4. * CLIENT ID _____

5. FULL NAME OF THE SHAREHOLDER (IN BLOCK LETTERS) : _____

6. NO. OF EQUITY SHARES HELD: _____

7. SIGNATURE OF THE SHAREHOLDER OR PROXY ATTENDING _____

(PLEASE GIVE FULL NAME OF THE 1ST JOINTHOLDER)

MR./MRS./MISS _____

(TO BE USED ONLY WHEN FIRST NAMED SHAREHOLDER IS NOT ATTENDING)

NOTE : PLEASE FILL IN THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL.

* FOR SHARES HELD IN ELECTRONIC FORM

Affix Re. 1/-
Revenue Stamp

ANNUAL REPORT 2009-10



THE NEXT ERA
OF GROWTH



GODAWARI POWER & ISPAT LTD

VISION

TO SEIZE THE OPPORTUNITIES
OF TOMORROW BY CONSISTENTLY
OUTPERFORMING AND CREATE
AN ENTERPRISING ENTITY.

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. G. B. Desai	Chairman,
Mr. O.P. Agrawal	Vice Chairman
Mr. B.L. Agrawal	Managing Director
Mr. N.P. Agrawal	Non - Executive Director
Mr. Dinesh Agrawal	Non - Executive Director
Mr. Dinesh Gandhi	Executive Director - Finance
Mr. Vinod Pillai	Non - Executive Director
Mr. Siddharth Agrawal	Executive Director - Operations
Mr. Shashi Kumar	Independent Director
Mr. B. Choudhuri	Independent Director
Mr. B. N. Ojha	Independent Director

CORPORATE OFFICE

First Floor, Hira Arcade, Near New Bus Stand,
Pandri, Raipur – 492 001, Chhattisgarh, India
Tel.: +91 – 771 – 4082000 Fax: 4082732 / 4057601

MUMBAI OFFICE

Unit No.606, Town Centre, 6th Floor,
Andheri Kurla Road, Andheri Saki Naka,
Near Mittal Estate, Mumbai – 400 059, India.
Tel: +91 – 22 – 28592621/ 28592622, 28592623
Fax: +91 – 22 – 28592851
Email: investors@gpilindia.in

COMPANY SECRETARY

Mr. Y. C. Rao
Compliance Officer & Company Secretary

AUDITORS

M/s. O. P. Singhania & Co.
Chartered Accountants, Raipur

BANKERS

Canara Bank
State Bank of India
Axis Bank Ltd
Bank of Baroda
IDBI Bank Ltd.
Vijaya Bank
Yes Bank Ltd.

REGISTERED OFFICE

Plot No.428/2, Phase I, Industrial Area,
Siltara – 493 111, Dist. Raipur,
Chhattisgarh, India
Tel: +91 – 0771 4082333 Fax: 4082234

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