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**GUJARAT INDUSTRIES POWER COMPANY LTD.**

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**29th Annual Report 2013-2014**



**'GIPCL Corporate Office, Vadodara.'**

# Extending Medical Services & Education Facilities to Populace of Surrounding Villages at SLPP



Mobile Medical Unit



Doctors Examine the Patients on the Spot



Bharatiya Vidya Bhavan(BVB) –GIPCL Academy

Morning Assembly



Smart Class Room





## TWENTY NINTH ANNUAL GENERAL MEETING GUJARAT INDUSTRIES POWER COMPANY LIMITED

DAY & DATE : SATURDAY, 20<sup>TH</sup> SEPTEMBER, 2014

TIME : 11.00 AM.

PLACE : REGISTERED OFFICE:  
P.O.: PETROCHEMICALS – 391 346,  
DIST.: VADODARA, GUJARAT.

**Registrar & Transfer Agent** : Link Intime India Private Limited  
B-102 & 103, Shangrila Complex,  
First Floor, Opp. HDFC Bank,  
Near Radhakrishna Char Rasta,  
Akota, Vadodara – 390 020.  
Email: [vadodara@linkintime.com](mailto:vadodara@linkintime.com)

**Registered Office & Works** : P.O.: Petrochemicals – 391 346,  
Dist.: Vadodara, Gujarat, India.  
(Tel.) (0265) 2232768, 2230420, 2230159.  
(Fax) (0265) 2231207, 2230473.  
Email : - [genbaroda@gipcl.com](mailto:genbaroda@gipcl.com)  
Website: [www.gipcl.com](http://www.gipcl.com)  
CIN: L99999GJ1985PLC007868.

**Surat Lignite Power Plant** : At & Post: Nani Naroli, Taluka Mangrol,  
Dist.: Surat – 394 110, Gujarat, India.  
(Tel.) (02629) 261063 to 261072.  
(Fax) (02629) 261073 & 261074.  
Email : [genslpp@gipcl.com](mailto:genslpp@gipcl.com)



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## Board of Directors

Shri D J Pandian, IAS	Chairman
Prof. Shekhar Chaudhuri	Director
Prof. K M Joshi	Director
Dr. P K Das, IAS (Retd.)	Director
Shri M S Dagur, IAS	Director (till 4 <sup>th</sup> March, 2014)
Shri D C Jain	Director
Shri Raj Gopal, IAS	Director
Shri H R Brahmhatt	Director
Shri A K Dalvi	Director (w.e.f. 11 <sup>th</sup> April, 2014)
Shri L Chuaungo, IAS	Managing Director

## Senior Executives:

CA S P Desai	Chief General Manager & Chief Finance Officer
Shri D K Roy	General Manager (SLPP)
Shri N K Purohit	General Manager (Mines - SLPP)
Shri N K Singh	Addl. General Manager (SLPP)
Shri V B Bhadola	Addl. General Manager (HR&A)
Shri Y J Bhatt	Addl. General Manager (BO)
Shri S N Purohit	Addl. General Manager (O&M)
Shri P J Sheth	Addl. General Manager (Finance)
Shri K S Munshi	Addl. General Manager (TS)
Shri C M Patel	Addl. General Manager (O&M-SLPP)
Shri S H Purohit	Dy. General Manager-HR&A (HR)

## Company Secretary & DGM (Legal):

CS A C Shah

## Bankers:

### Vadodara Plant

Central Bank of India  
Dena Bank  
State Bank of India  
Bank of Baroda  
Oriental Bank of Commerce  
IDBI Bank Ltd.

### Surat Lignite Power Plant

Syndicate Bank  
State Bank of India  
Oriental Bank of Commerce  
Indian Overseas Bank  
Vijaya Bank  
The Karur Vysya Bank Ltd.  
Union Bank of India  
United Bank of India  
Dena Bank  
Bank of Baroda  
Central Bank of India  
Kotak Mahindra Bank Ltd.

## Statutory Auditors:

VCA & Associates, Chartered Accountants, Vadodara.

## Cost Auditors:

Y S Thakar & Co., Cost Accountants, Vadodara.



## ATTENTION

1. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from **Tuesday, 12<sup>th</sup> August, 2014 to Thursday, the 14<sup>th</sup> August, 2014 (both days inclusive).**
2. (a) Members holding shares in physical mode are advised to address all correspondence quoting their Ledger Folio Number (LF No.) and to immediately notify their change of address, change of Bank details, Deletion / Transmission of shares, Loss of share certificate etc., if any, to the Company or its Registrar and Transfer Agents (RTA) viz. Link Intime India Private Limited.  
  
(b) **Members holding shares in demat mode (i.e. electronic mode) are advised to address all correspondence in respect of Change of Address, Change of Bank Details, Deletion / Transmission of shares, to their DP (Depository Participant) only by quoting their Client ID & DP ID No.**
3. Members may visit the Shareholders' Service page on the website of the Company [www.gipcl.com](http://www.gipcl.com) to submit their queries, if any, or to download forms / format to get unclaimed dividend, for issue of duplicate share certificate, for nomination, for ECS mandate for registration of E-mail Address for "Go Green" initiatives etc.
4. **Members who hold shares in physical mode are advised to get their shares dematerialized (i.e. conversion of physical shares into electronic mode) at the earliest, by approaching nearest Depository Participant (DP) to open the Demat Account.**
5. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company at least fifteen days before the date of the meeting so that the information required by the members may be made available at the meeting.
6. Members attending the meeting are requested to bring with them the Attendance Slip and hand over the same at the entrance of the meeting hall, failing which admission to the meeting may not be permitted.
7. As a measure of economy, the Company does not distribute copies of Annual Report at the venue of Annual General Meeting. Therefore, members desirous of attending the Meeting are requested to bring along their copies.
8. The new Nomination Form No. SH-13 and Share Transfer Form No. SH-14 as prescribed under the Companies Act, 2013 are available on the website of the Company viz. [www.gipcl.com](http://www.gipcl.com).
9. Pursuant to the Provisions of Section 124 and 125 of the Companies Act, 2013, companies are required to transfer its unpaid/unclaimed dividend after the expiry of seven (7) years from the date from which they become due for payment, to the special fund called "Investors Education and Protection Fund (Fund)". No claims will lie for the amounts so transferred. The Members may please note that the unpaid/unclaimed dividends of past years upto 2005-2006 and 2006-2007 (Interim Dividend) have been transferred to the Central Government Account / Fund.



Members are requested to note that the dividends for FY 2006-07 to 2012-13 shall be due for transfer to the “Fund” on the dates as given below:

Particulars	FY	Due for Transfer to Fund
12 <sup>th</sup> Dividend	2006-2007	September, 2014
13 <sup>th</sup> Dividend	2007-2008	September, 2015
14 <sup>th</sup> Dividend	2008-2009	September, 2016
15 <sup>th</sup> Dividend	2009-2010	September, 2017
16 <sup>th</sup> Dividend	2010-2011	September, 2018
17 <sup>th</sup> Dividend	2011-2012	September, 2019
18 <sup>th</sup> Dividend	2012-2013	September, 2020

**Members are requested to lodge their claims for past year’s dividends, if any, with the Company or to its R&T Agent.**

**Statement containing particulars of shareholders viz. Ledger Folio No./DP ID & Client ID No., the names, last known address and the unclaimed dividend amounts for 2006-07 to 2012-13 is placed on the website of the Company viz. [www.gipcl.com](http://www.gipcl.com) for convenience of shareholders to raise their claims for the unclaimed amount of dividend.**

## GREEN INITIATIVE IN THE CORPORATE GOVERNANCE

The Ministry of Corporate Affairs has vide its Circulars No.17/2011 dated 21.04.2011 and No.18/2011 dated 29.04.2011 has taken a ‘Green Initiative in the Corporate Governance’ by allowing paperless compliances by the companies by way of service of notice / documents including Annual Report by e-mail to its members. To support this green initiative

of the Government in full measure, members holding shares in electronic mode are requested to register their e-mail address with their Depository Participants. Members holding shares in physical mode may submit their e-mail address through post or submit the same online on the Shareholders’ Service page of the Company’s website [www.gipcl.com](http://www.gipcl.com)



## NOTICE TO THE MEMBERS

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the Members of Gujarat Industries Power Company Limited will be held on **Saturday, the 20<sup>th</sup> day of September 2014 at 11.00 am** at the Registered Office of the Company at P.O.: Petrochemicals – 391 346, Dist.: Vadodara, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a) the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2014 and the reports of the Board of Directors and the Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2014 and the report of the Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Shri Raj Gopal, IAS, (DIN: 2252358) who retires by rotation at this meeting and being eligible offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider if thought fit, to pass, with or without modification(s), the following resolution as an

#### Ordinary Resolution:

**“RESOLVED THAT** VCA & Associates, Chartered Accountants (Registration No.114414W), Vadodara, be and are hereby appointed as Statutory Auditors of the Company for the period from the conclusion of 29<sup>th</sup> Annual General Meeting to the conclusion of the next Annual General Meeting at such remuneration as may be fixed by the Board of Directors as per the provisions of Section 139 and other applicable provisions of the Companies Act, 2013.”

### SPECIAL BUSINESS:

5. To approve the remuneration of Cost Auditors for the financial year ending on 31<sup>st</sup> March, 2015 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an
- #### Ordinary Resolution:
- “RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit

and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Y S Thakar & Associates (Registration No. 000318), Cost Auditors appointed by the Board of Directors of the Company and as approved by the Central Government, to conduct the audit of the cost records of the Company for the financial year ending on 31<sup>st</sup> March, 2015, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

6. Powers to create Security on the assets of the Company u/s 180 (1) (a) of the Companies Act, 2013 (the Act), and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

**“RESOLVED THAT** in supersession of the earlier resolution(s) passed by the Shareholders in the 24<sup>th</sup> Annual General Meeting held on 19<sup>th</sup> September, 2009 and pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 (the Act) and all other applicable provisions, if any, of the Act, consent of the Shareholders be and is hereby accorded for creation of Security including but not limited to Mortgage, Charge, Hypothecation, Lien, Pledge etc. on any or all the present and future properties and assets of the Company whether movable and /or immovable, including the rights therein, in such form and manner and with such ranking and at such time or times and on such terms and conditions as the Board of Directors may deem fit, in favor of the Lender(s), Agent(s) and Trustee(s) for securing the borrowings of the Company subject to the limits approved under Section 180 (1) (c) of the Act, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), if any, on redemption, all other costs, charges and expenses, including any increases as result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Agreement(s), Deed(s), Documents and Writings, executed / entered into / to be entered into between the Company and the Lender(s), Agent(s) and Trustee(s), in respect of the borrowings.”





7. Powers to borrow u/s 180 (1) (c) of the Companies Act, 2013 (the Act), and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** in supersession of the earlier resolution(s) passed by the Shareholders in the 24th Annual General Meeting held on 19th September, 2009 and pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 (the Act) and all other applicable provisions, if any, of the Act, consent of the Shareholders be and is hereby accorded to the Board of Directors to borrow any sum or sums of money from time to time, in Indian rupee currency and / or any foreign currency, from any Indian or Overseas Lender(s) including but not limited to any one or combination / consortium of Banks, Financial Institutions (FI), Bodies Corporate, Foreign Financial Institutions, Overseas Corporate Bodies (OCBs), Mutual Funds (MF), Bilateral or Multilateral Agencies, Infrastructure Funds, Non Banking Financial Companies (NBFC), Persons or Firms by way of any financial Facility(ies) / Instrument(s) from time to time, notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers/other entities in the ordinary course of business) will or may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, however, that the total amount up to which the money(s) may be borrowed by the Company and outstanding at any time, over and above the paid up share capital and free reserves shall not exceed the sum of ₹4,000.00 Crores (Rupees Four Thousand Crores) exclusive of interest on such borrowings.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Prof. Shekhar Chaudhuri (DIN: 00052904), be and is hereby appointed as an Independent Director

of the Company to hold office for one year from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and shall not be liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Prof. K M Joshi (DIN: 00501563), be and is hereby appointed as an Independent Director of the Company to hold office for one year from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and shall not be liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. P K Das, IAS (Retd.) (DIN: 00501499), be and is hereby appointed as an Independent Director of the Company to hold office for one year from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and shall not be liable to retire by rotation.”

11. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Companies (Incorporation) Rules, 2014 (the Rules), 2014 (including any statutory



# Gujarat Industries Power Company Limited

modification(s) or re-enactment thereof, from the time being in force), the draft Regulations contained in the Articles of Association submitted to this Meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the Regulations contained in the existing Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**By Order of the Board  
For Gujarat Industries Power Co. Ltd.**

(CS A C Shah)

**Company Secretary  
& DGM (Legal)**

**Place: Vadodara.**

**Date: 21<sup>st</sup> July, 2014.**

## **Registered Office:**

P.O.: Petrochemicals – 391 346,

Dist.: Vadodara. Gujarat.

## **NOTES:**

- MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten per cent of the total Share Capital of the Company. A Member holding more than ten per cent of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. **PROXY IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
- Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representative(s) to attend and vote at the Meeting.
- Relevancy of questions and the order of the shareholders to speak at the Meeting will be decided by the Chairman.

## **Voting through electronic means:**

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in

terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass all resolution by electronic voting system in accordance with the above provisions.

The instructions for e-voting are as under:

## **SECTION A - E-VOTING PROCESS -**

Step 1 : Open your web browser during the voting period and log on to the e-Voting Website: [www.evotingindia.com](http://www.evotingindia.com).

Step 2 : Click on “Shareholders” to cast your vote(s).

Step 3 : Select the Electronic Voting Sequence Number (EVSN) i.e. **“140728009”** along with **“COMPANY NAME”** i.e. **“Gujarat Industries Power Company Limited”** from the drop down menu and click on **“SUBMIT”**.

Step 4 : Please enter User ID –

- a. For account holders in CDSL :- Your 16 digits beneficiary ID.
- b. For account holders in NSDL :- Your 8 Character DP ID followed by 8 digits Client ID.
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Step 5 : Enter the Image Verification as displayed and Click on Login.

Step 6 : If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

Step 7 : If you are a first time user follow the steps given below:

- 7.1 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account / folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.



7.2 Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format.

7.3 Enter your Dividend Bank details (Account Number) recorded in the demat account or registered with the Company for the demat account. Any one of the details i.e. DOB or Dividend Bank details should be entered for logging into the account. If Dividend Bank details and Date of Birth are not recorded with the Depository or Company please enter the number of shares held by you as on the cut off date (record date) i.e. 12<sup>th</sup> August, 2014 in the Dividend Bank details field.

Step 8 : After entering these details appropriately, click on "SUBMIT" tab.

Step 9 : First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

Members holding shares in physical form will then directly reach the Company selection screen.

Step 10: Click on the EVSN of the Company i.e. 140728009 to vote.

Step 11: On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.

Step 12: Click on the Resolution File Link if you wish to view the Notice.

Step 13: After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

Step 14: Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

## SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- i. The e-Voting period commences on Thursday, 11<sup>th</sup> September, 2014 (9.00 a.m.) and ends on Saturday, the 13<sup>th</sup> September, 2014 (6.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date (record date) of the 12<sup>th</sup> August, 2014 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii. CS J J Gandhi, Practising Company Secretary (Membership No.: 3519; CP No: 2515) (Address: 231, Phoenix Complex, Besides Suraj Plaza, Sayajigunj, Vadodara - 390 005) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- iv. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.
- v. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gipcl.com](http://www.gipcl.com) and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited, National Stock Exchange of India Limited and Vadodara Stock Exchange Limited, where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the Notice.



## Gujarat Industries Power Company Limited

viii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on forgot password and enter the details as prompted by the System.

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scan copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scan copy of the Board Resolution and Power of Attorney (PoA) which they have issued in favour of the Custodian, if any, in PDF in the System for the Scrutinizer to verify the same and send the scan copy of the Board resolution / PoA to the Scrutinizer at e-mail ID - [jjgandhics@gmail.com](mailto:jjgandhics@gmail.com).
- ix. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### Contact Details:

**Company :** Gujarat Industries Power Company Limited

Regd. Office: P.O.: Petrochemicals – 391 346,

District : Vadodara, Gujarat, India.

CIN: L99999GJ1985PLC007868

E-mail ID : [csacshah@gipcl.com](mailto:csacshah@gipcl.com).

**Registrar and** : Link Intime India Private Limited

**Transfer Agent** : B-102-103, Shangrila Complex, Near Radhakrishna Char Rasta,

Opp. HDFC Bank, Akota, Vadodara – 390 020.

Phone: +91-265-2356573/2356794

Fax: +91-22-2356791

E-mail: [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in)

**e-Voting Agency:** Central Depository Services (India) Limited  
E-mail ID: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**Scrutinizer** : J J Gandhi & Co., Vadodara.  
Practising Company Secretaries  
E-mail ID: [jjgandhics@gmail.com](mailto:jjgandhics@gmail.com)

### ANNEXURE TO NOTICE OF THE 29<sup>TH</sup> ANNUAL GENERAL MEETING TO BE HELD ON SATURDAY , THE 20<sup>TH</sup> DAY OF SEPTEMBER, 2014.

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

##### Item No.5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Y S Thakar & Associates (Registration No. 000318), Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending on 31<sup>st</sup> March, 2015.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 90,000/- (Rupees Ninety Thousand) payable to the Cost Auditor has to be ratified by the Shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending on 31<sup>st</sup> March, 2015.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the Members.

##### Item No.6

The Members of the Company at their 24<sup>th</sup> Annual General Meeting held on 19<sup>th</sup> September, 2009, passed an Ordinary Resolution u/s 293(1)(a) of the Companies Act, 1956 and accorded consent to the Board of Directors for creating mortgage or charge on its present and future moveable and immoveable properties for securing the borrowings of the Company subject to the limits approved under Section 293 (1)(d) of the Companies Act, 1956.





Section 180(1) (a) of the Companies Act, 2013 requires that the Board of Directors shall not create mortgage or charge on its moveable or immoveable properties, except with the consent of the members accorded by way of a special resolution.

It is, therefore, necessary that the members pass a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 as set out at Item No. 6 of the Notice, to enable the Board of Directors to create mortgage or charge on the moveable or immoveable properties of the Company for an amount not exceeding ₹ 4,000.00 Crores (Rupees Four Thousand Crores).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

## **ITEM No.: 7.**

The members of the Company at their 24<sup>th</sup> Annual General Meeting held on 19<sup>th</sup> September, 2009, approved by way of an Ordinary Resolution u/s 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹4,000.00 Crores (Rupees Four Thousand Crores).

Section 180(1) (c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the members accorded by way of a special resolution.

It is, therefore, necessary that the members pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 as set out at Item No. 7 of the Notice, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money up to ₹4,000.00 Crores (Rupees Four Thousand Crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

## **ITEM Nos.: 8, 9 and 10.**

Pursuant to the provisions of Section 149 of the Companies Act, 2013, it is proposed to appoint Prof. Shekhar Chaudhuri, Prof. K M Joshi and Dr. P K Das, IAS (Retd.), the existing Independent Directors, as non retiring Independent Directors for a term of one year from the conclusion of this Annual General Meeting (AGM) till the conclusion of next AGM.

Prof. Shekhar Chaudhuri, Prof. K M Joshi and Dr. P K Das, IAS (Retd.), are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Prof. Shekhar Chaudhuri, Prof. K M Joshi and Dr. P K Das, IAS (Retd.), that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board of Directors of the Company, Prof. Shekhar Chaudhuri, Prof. K M Joshi and Dr. P K Das, IAS (Retd.), fulfill the conditions for appointment as Independent Directors as specified in the Act and the Rules made there under. Prof. Shekhar Chaudhuri, Prof. K M Joshi and Dr. P K Das, IAS (Retd.), are independent of the management.

Keeping in view their vast experience and knowledge, it will be in the interest of the Company that Prof. Shekhar Chaudhuri, Prof. K M Joshi and Dr. P K Das, IAS (Retd.), are appointed as Independent Directors of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Brief resume of Prof. Shekhar Chaudhuri, Prof. K M Joshi and Dr. P K Das, IAS (Retd.):

### **Brief resume of Prof. Shekhar Chaudhuri:**

Professor Shekhar Chaudhuri (DIN 00052904) is Director on the Board of Directors of the Company since 13.04.2004.

Prof. Chaudhuri graduated from Indian Institute of Technology (IIT) Kharagpur, in 1972 with a B.Tech. (Hons.) in Mechanical Engineering and did his doctoral programme in Management—with specialization in Business Policy - from the Indian Institute of Management (IIM), Ahmedabad, and was awarded the title of Fellow in 1980.

He was associated with IIM, Ahmedabad, as a faculty member for about twenty seven (27) years from March 1981 to January 2008 and in November 2002 he joined IIM, Calcutta (IIMC) as Director for a period of five years. In January 2008 he was re-appointed as Director of IIMC for a new term of five years.



## Gujarat Industries Power Company Limited

On completion of his tenure as Director, IIMC he joined the Shiv Nadar University, near Greater Noida in the state of UP as the Founding Director of the School of Management and Entrepreneurship in May 2013. Currently he is on extraordinary leave from IIM Calcutta.

Prof. Chaudhuri has to his credit very rich teaching, research and consulting experience in various fields of management encompassing various key areas like - Strategic Management, International Management and Management of Technology and Innovation etc. He has published number of research papers in national and international peer reviewed journals and written large number of cases for teaching in the class. He has also co-authored a book on "Entry Strategies" which was published by Oxford in 2001. He has conducted a large number of executive education programmes in areas of general management, acquisition and assimilation of technology, management of technology and Japanese Management at IIM Ahmedabad and IIM Calcutta. He has been a consultant to several organizations including the World Bank.

Prof. Chaudhuri has been honoured with several awards during his long career. He has been a recipient of a Senior Fulbright Fellowship at the University of California, Berkeley and taught at the Southern Illinois University at Carbondale in Illinois, USA during 1989 to 1991. He was conferred the "Bharat Asmita Acharya Shrestha Award 2009" in the field of management education by H.E. Vice President of India on February 3, 2009 and the Ravi Matthai National Fellow Award by the Association of Indian Management Schools in August 2012.

He is a Director on the Board of Directors of the following three companies:

- (1) Gontermann-Peipers (India) Ltd.,
- (2) West Bengal Electronics Industry Development Corporation Limited.
- (3) Oil India Limited.

### **Brief resume of Prof. K M Joshi:**

Prof. K M Joshi (DIN 00501563) is Director on the Board of Directors of the Company since 01.07. 2006.

Prof. Joshi is a Commerce Graduate and has done his Masters in Economics from The M S University of Baroda, Vadodara. He has done his Ph.D. in Economics from Gujarat University. He was Professor of Business Economics, Faculty of Management Studies, The M S University of Baroda, Vadodara. He is a renowned academician with rich and varied experience of more than thirty (30) years in academics and research work. He has written numerous research

articles on the contemporary subjects and has completed various research projects. He has been a regular visiting faculty at renowned academic institutes and corporates across Gujarat.

He is a Director on the Board of Directors of Madhya Gujarat Vij Company Limited.

### **Brief resume of Dr. P K Das, IAS (Retd.):**

Dr. P K Das, IAS (Retd.), (DIN 00501499) has been on the Board of Directors of the Company since 29.09.2006. Dr. P K Das, IAS (Retd.) has done his BA (Hon.) in Political Science from Utkal University of Orissa, MA (Political Science) from University of Allahabad, UP, Law graduate from Gujarat University and has done his Masters in Public Administration and Ph.D. in Political Science from the University of South Carolina, Columbia, SC, USA.

Dr. Das is a very senior officer of Indian Administrative Service of 1965 batch and retired from the service in the year 2001. Dr. Das specializes in the Public Policy (Administration, Practice and Analysis) with special interest in Energy Policy, Privatization Strategies, Reform and reinventing the Government, Modeling Policy Results, Policy Forecasting, Governance issues of Civil Societies, e-Governance, Public Sector Management, Strategic Management and Business Policy. Dr. Das has held key positions in the Government of Gujarat right from the level of Asst. Collector to the position of Additional Chief Secretary and has worked with key depts. of Govt. of Gujarat including the position of Member (Finance) and later as the Chairman of Gujarat Electricity Board, Addl. Chief Secretary, Energy & Petrochemicals Dept. etc. He also had rich experience of managing companies like Gujarat Alkalies and Chemicals Ltd., Gujarat State Fertilizers and Chemicals Ltd. and GSIC as Managing Director during his service.

Dr. Das is a Director of GSPC Pipavav Power Company Ltd.

Prof. Shekhar Chaudhuri, Prof. KM Joshi and Dr. P K Das, IAS (Retd.), are interested in the resolutions set out respectively at Item Nos. 8, 9 and 10 of the Notice with regard to their respective appointments.

The relatives of Prof. Shekhar Chaudhuri, Prof. K M Joshi and Dr. P K Das, IAS (Retd.), may be deemed to be interest in the resolutions set out respectively at Item Nos. 8, 9 and 10 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.



The Board commends the Ordinary Resolutions set out at the Item Nos. 8, 9 and 10 of the Notice for approval by the Members.

## ITEM No.: 11

The Articles of Association (AoA) of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (the Act), which is now largely in force.

On 12<sup>th</sup> September, 2013, the Ministry of Corporate Affairs (the "MCA") had notified 98 Sections for implementation. Subsequently, on 26<sup>th</sup> March, 2014, MCA notified most of the remaining Sections, except those provisions which require sanction / confirmation of the National Company Law Tribunal (the "Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) inter alia other provisions relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with general working of the companies stand notified.

With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or deletions in several Articles. In view of this, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz.:

- Existing articles have been streamlined and aligned with the Act;
- New provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
- The nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;

- Provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication – their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding;
- The statutory provisions of the Act which permit a company to do some acts "if authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included;
- Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists; and
- New provisions relating to appointment of chief executive officer and chief financial officer, in addition to the manager and company secretary;

The proposed new draft AoA is being uploaded on the Company's website for perusal by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 11 of the Notice.

The Board commends the Special Resolution set out at the Item No. 11 of the Notice for approval by the members.

## Inspection of documents:

All documents referred to in this Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company between 9.30 am and 12.30 pm on all working days of the Company prior to the date of the Meeting.

**By Order of the Board  
For Gujarat Industries Power Co. Ltd.**

**(CS A C Shah)  
Company Secretary  
& DGM (Legal)**

**Place: Vadodara.  
Date: 21<sup>st</sup> July, 2014.**

## Registered Office:

P.O.: Petrochemicals – 391 346,  
Dist.: Vadodara. Gujarat.



## Gujarat Industries Power Company Limited

### DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE ENSUING 29<sup>TH</sup> ANNUAL GENERAL MEETING (IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT)

Name of Director	Shri Raj Gopal, IAS
DIN	2252358
Date of Birth	29.01.1959.
Date of Appointment	05.07.2012.
Qualifications	MA (German Language) from Banaras Hindu University, MBA from University of Hull, UK, Law Graduate from Gujarat University and IAS.
Nature of Expertise / Experience	Shri Raj Gopal, IAS is Senior IAS office of 1987 batch and has rich and varied experience of over 25 years holding key positions in various department of Govt. of Gujarat viz. Revenue, Agriculture, Corporation, Tourism, Urban Development, Sales Tax, Rural Development, Geology and Mines, Road Transport and Energy. Presently he is Managing Director of Urja Vikas Nigam Ltd. (GUVNL).
Names of other Companies in which Directorship is held	<ol style="list-style-type: none"> <li>1. Gujarat Urja Vikas Nigam Limited</li> <li>2. Gujarat State Electricity Corporation Limited</li> <li>3. Gujarat Energy Transmission Corporation Limited</li> <li>4. Gujarat Industrial Development Corporation.</li> <li>5. Madhya Gujarat Vij Company Limited</li> <li>6. Dakshin Gujarat Vij Company Limited</li> <li>7. Gujarat Green Revolution Company Limited</li> <li>8. Gujarat Power Corporation Limited</li> <li>9. Gujarat State Energy Generation Limited</li> <li>10. Paschim Gujarat Vij Company Limited</li> <li>11. Gujarat Industries Power Company Limited</li> </ol>
Name of the Private Companies in which, Directorship held thro' relatives	<ol style="list-style-type: none"> <li>1. Yavna Informatics Pvt. Ltd.</li> <li>2. Indus Infopower Pvt. Ltd.</li> </ol>





## DIRECTORS' REPORT

**To  
The Members,**

Your Directors have pleasure to present the Twenty-Ninth Annual Report on the performance of your Company together with Audited Balance Sheet and Profit & Loss Account for the Financial Year ended 31<sup>st</sup> March, 2014 and the report of the Auditors thereon:

### Financial Performance:

	(₹ in Lacs)	
	2013-14	2012-13
Net Sales	1,37,104	1,40,701
Other Receipts	3,646	2,329
Exceptional Income	0	6,015
Total Expenditure	90,636	87,353
Gross Profit : (1+2+3-4)	50,114	61,692
(before deducting any of the following)		
(a) Finance Cost	8,827	10,515
(b) Depreciation	15,551	15,823
(c) Provision for Deferred Tax	2,141	7,928
(d) Provision for Current Income Tax (including MAT credit entitlement)	4,416	7,067
(e) Tax adjustment of earlier years	591	(1,529)
Net Profit:	18,588	21,888
Add : Balance brought forward from Previous Year	7,145	7,181
<b>TOTAL</b>	<b>25,733</b>	<b>29,069</b>
Less: Appropriations :		
(i) General Reserve	7,500	7,500
(ii) Expansion Reserve	5,000	10,000
(iii) Proposed Dividend On Equity Shares (including Dividend Tax)	4,424	4,424
(iv) Carried to Balance Sheet	8,809	7,145
<b>TOTAL</b>	<b>25,733</b>	<b>29,069</b>

### Dividend:

Your Directors are happy to recommend a Dividend of ₹ 2.50 (₹ Two and Fifty NP) per share on 15,12,51,188 Equity Shares of ₹ 10/- each fully paid up, for the year ended on 31<sup>st</sup> March, 2014. The total outgo on account of Dividend would be about ₹ 4424.00 Lacs including Corporate Tax on Dividend. The Dividend, if approved by the shareholders at the ensuing 29<sup>th</sup> Annual General Meeting, shall be paid to all those Members,

whose names appear on the Register of Members of the Company on the Books Closure Date i.e. on Tuesday 12<sup>th</sup> August, 2014.

### OPERATIONS:

#### Vadodara Stations: Station – I (145 MW):

During the year under review, the Station generated 880.56 Million Units (MUs) at a Plant Load Factor (PLF) of 69.32% as against generation of 745.53 MUs at PLF of 58.69% during the preceding year. The Plant Availability Factor (PAF) was at 97.30% during the year under review as against 94.16% during the preceding year.

During the year under review, Hot Gas Path Inspection (HGPI) with Residual Life Assessment (RLA) of Gas Turbines (GT)-1 was carried out; Annual Inspection of Heat Recovery Steam Generator (HRSG) is also completed as per the schedule.

#### Station – II (165 MW):

During the year under review, the generation was 159.15 Million Units (MUs) at a Plant Load Factor (PLF) of 11.01% as against generation of 377.13 MUs at a PLF of 26.09% in the preceding year. The Plant Availability Factor (PAF) for the Station was higher at 99.63% for the year under review as against 94.26% during the preceding year.

During the year under review, Planned Shutdown of GT-4 and Annual Inspection of HRSG-4; were successfully completed.

During FY 2013-14 Vadodara Stations have earned Unscheduled Interchange (UI) Gain of ₹ 15.72 Lacs.

Cumulative consistent efforts to operate plant auxiliaries at Optimum Level vis-à-vis Reduced PLF of Station-I & II have made it possible to achieve reduction in auxiliary consumption from 2.47% to 2.38% for the year under reference.

It is also heartening to note that despite the aging factor of main plant equipments, the operating parameters i.e. output and heat rate have been maintained due to proactive operation and maintenance practices and vigilant monitoring of the performance. The improved PAF for Station I & II for the year under review is the testimony of our commitment.

The lower PLF for Station-II is due to continuously depleting supply of domestic gas from Gail (India) Limited (GAIL) and RIL-Niko. The status of RIL's imposition of full curtailment of gas supply from their KG D-6 field with effect from 1<sup>st</sup> March 2013 has remained unchanged, under Priority sector guidelines of Ministry of Power and Natural Gas (MoP&NG). The reduced generation is also on account of plant operation on partial



# Gujarat Industries Power Company Limited

load and / or prolonged backing down of the plant by State Load Despatch Centre (SLDC) due to higher generation cost on imported R-LNG as fuel. However, continuous efforts are made to maintain optimum available supply of gas for the Stations. Currently, out of total gas requirements of 1.55 to 1.60 MMSCMD, 0.91 MMSCMD gas including R-LNG is tied up with GAIL and RIL-NIKO on long term basis. The remaining quantity is tied up with GAIL, Gujarat State Petroleum Corporation Ltd (GSPCL), and BPCL for supply of Spot gas on “as and when required” basis.

Long term agreement has been signed for supply of De-mineralized (DM) Water to Hettich India Pvt. Ltd., Vadodara. Long term agreement has been signed with Ishedu (Div. of Jayant Agro) for sharing the available spare capacity of infrastructure of Joint Water Supply Scheme (JWSS) of GIPCL and GACL. Services like Third Party Water Sample Analysis facilities on chargeable basis are also provided to interested parties.

During the year under review, implementation of various energy conservation jobs as well as new initiatives were undertaken. Major energy conservation and efficiency improvement measures by way of modification in various auxiliary equipments and redefining operational parameters have been successfully implemented as elaborated in the Annexure to this Report.

Your Directors are happy to inform that the Vadodara Stations have received National Award and Certificate consecutive for the second year for Excellence in Energy Management 2013 as an “ENERGY EFFICIENT UNIT” by Confederation of Indian Industries (CII).

## **Safety Performance:**

The health and safety of all the employees is prime concern of the Company. Your Directors are happy to inform that your Company is making sincere and committed efforts to maintain the safety of plant equipment and creating a safe and healthy working environment for the employees. The Company has been spending an appropriate and sufficient amount for the health and safety related activities. Constant efforts are made to maintain accident free operations at all the locations. Your Company has adopted a comprehensive Health and Safety policy under the Integrated Management System (IMS). Vadodara Plant successfully completed accident free operations for the entire 2013-14.

## **Surat Lignite Power Plant (SLPP):**

### **Phase I (2 x 125 MW Units 1 & 2) and**

### **Phase II (2 x 125 MW Units 3 & 4):**

During the year under review, Phase-I generated 1488.481 Million Units (MUs) at a Plant Load Factor (PLF) of 67.97% as against 1836.595 MUs at a PLF of 83.86% during the preceding

year. Plant Availability Factor (PAF) was 83.95% as against 92.29% during the preceding year.

Commercial availability was at 67.44% against 83.65% during the preceding year.

During the year under review, Phase-II generated 1528.982 MUs at a PLF of 69.82% as against 1770.890 MUs at a PLF of 80.86% during the preceding year. PAF was 84.78% as against 90.79% during the preceding year. Commercial availability was at 72.47% against 86.94% during the preceding year.

Due to prolonged and heavy rainfall during the monsoon, lignite supply to SLPP got interrupted which affected generation during the second and third quarters of the year under review. However, after the monsoon, with timely and positive efforts, the supply of lignite was streamlined and plant performance in the fourth quarter got improved.

Your Directors are happy to inform that as a result of such efforts, Phase-I could achieve highest ever daily generation of 6.159 MUs (102.65% PLF) on 6<sup>th</sup> February, 2014.

Similarly, Phase-II could achieve its lowest ever monthly Auxiliary Power Consumption 11.54% in the month of March, 2014. Phase-II also achieved highest ever daily generation of 6.122 MUs (102.03% PLF) on 3<sup>rd</sup> February, 2014.

Your Directors are pleased to inform that SLPP earned ₹ 63.84 Lacs on account of Unscheduled Interchange (UI) charges up to 26th January, 2014.

Constant endeavors are being made to improve the overall performance of the Station, including technology improvement and modifications. The required maintenance program for the upkeep of the Units was undertaken during the year under review.

Your Directors would like to inform that your Company has cancelled Letters of Intent (LoIs) for 2 x 300 MW SLPP Expansion Power Project (SLPP Station II) as the Party could not submit the Contract Performance Bank Guarantee (PBG) for the Project as per terms and conditions of EPC Tender and LoIs.

## **Mining:**

Your Directors are happy to inform that the performance of the Mining Division remained good during the year under review. Total requirement of lignite was met from our captive Vastan Mine and Mangrol Mine. To meet the demand of all the four Units, sufficient quantity of Lignite has been stocked for the operations during the monsoon.

Your Directors are pleased to inform that the Vastan Limestone Mine has bagged two First Prizes viz. ‘Health, Safety, Welfare, OH and Vocational Training’ and ‘Publicity propaganda and



Fire fighting' at the '3rd Gujarat Metalliferous Mines Safety Week-2012' celebrated under the aegis of Directorate General of Mines Safety (DGMS).

## **5 MW PV based Solar Power Plant:**

During the year under review, 5 MW PV based Solar Power Plant at SLPP, has generated 7.403765 MUs with 16.90% PLF.

## **Environment Protection:**

The Company recognizes Environment Management as an integral function of its operations. Towards this end, the Company has adopted appropriate technology for control of pollutants at source.

## **Vadodara Plant:**

Your Directors are pleased to inform that the initiative taken by your company in 2012 for providing water as well as oil testing analysis services to interested parties on chargeable basis as a part of diversification of activities and optimization of use of available infrastructure and resources for increasing revenues has received encouraging response.

Your Company has also imposed total ban on using thermocol and plastic below 40 micron size packing material for all incoming goods. Disposal of e-waste generated has been arranged through Central Pollution Control Board (CPCB) registered vendors.

## **Surat Lignite Power Plant (SLPP):**

During the year under review, your company has replaced internals of six fields (out of twelve fields) of Unit-I Electrostatic precipitator during the annual overhauling at a total expenditure of ₹ 288.90 lacs to reduce suspended particulate matter (SPM) emission through stack / chimney.

Your company has replaced the online dust and opacity monitoring system of Units - I and II with a total expenditure was ₹ 10.74 lacs for monitoring and maintaining the stack emission parameters.

Your company has planted 1927 nos. of saplings (more than 90% survival rate) in the Plant premises for better green coverage.

## **Expansion Plans:**

### **Up to 300 MW Wind Power Project.**

Your Directors would like to inform that your Company has invited offers through International Competitive Bidding (ICB) route for setting up an up to 300 MW Wind Power Project on turnkey Engineering, Procurement, Construction (EPC) basis. The bids received are under evaluation.

## **Accreditation for Integrated Management System (IMS) under ISO certifications:**

Your Directors are pleased to inform that during the year under review your Company has successfully maintained standard guidelines for IMS covering ISO:9001:2008, ISO: 14001:2004 and OHSAS 18001:2007 certification for Quality Management System (QMS), Environment Management System (EMS) and Occupational Health and Safety Assessment Series (OHSAS) and ISO 50001:2011 for Energy Management System (EnMS) Certification for its Power Stations at Vadodara and SLPP. Your company is one of the first group of Power Plants to have implemented and obtained ISO 50001:2011 Certification. Surveillance Audit for all the standards have been successfully conducted and accredited by TUV India Ltd. in May, 2014.

## **Subsidiary:**

Your Directors are happy to inform that during the year under review, the Company's wholly owned subsidiary GIPCL Projects and Consultancy Company Limited (GIPCO) has continued to perform successfully in the growing but highly competitive service sector. The Company has offered trouble-shooting and expert services for O&M practice and spares management to different operating power plants.

The Company under Employee Excellence Enhancement (EEE) program conducted various training programs for Power Plant personnel and Engineering Students round the year. The training activity has received encouraging response from the energy sector.

## **Public Deposits:**

During the year 2013-14, your Company has not accepted / renewed any Fixed Deposit. As at the date of this Report, there is No Deposit either unpaid / unclaimed or due for transfer to Investor Education and Protection Fund (IEPF).

## **Listing Agreement Compliance:**

Equity Shares of your Company are listed on Bombay Stock Exchange Ltd. (BSE), National Stock Exchange of India Ltd. (NSE) and Vadodara Stock Exchange Ltd. (VSE) and their Listing Fees for the FY 2014-15 have been paid and the conditions of the Listing Agreement have been complied with.

## **Insurance:**

The properties and the insurable interest of the Company are adequately insured. The Company has also taken necessary insurance cover as required under the Public Liability Insurance Act, 1991.



# Gujarat Industries Power Company Limited

## Energy Conservation and Technology Absorption:

Your Directors are pleased to inform that consecutive for the second year, Confederation of Indian Industries (CII) has conferred GIPCL, Vadodara Plant, a National Award as an “Energy Efficient Unit” for excellence in Energy Management – 2013.

## Directors’ Responsibility Statement:

The Board of Directors of the Company confirms:

- that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departure;
- that the selected accounting policies were applied consistently and Directors 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 as at 31<sup>st</sup> March, 2014 and of the profit of the Company for the year ended on that date;
- that proper and sufficient care has been taken for 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; and
- that the Annual Accounts have been prepared on a going concern basis.

## Corporate Governance:

Your Company has been following good Corporate Governance practices and has complied with the requirements of Clause No. 49 of the Listing Agreement. A detailed report on Corporate Governance along with Certificate dated 1<sup>st</sup> July, 2014 issued by Practicing Company Secretary is annexed forming part of this Report.

## Management Discussion and Analysis:

A report on Management Discussion and Analysis dealing with Business Operations and Performance, Research and Development, Expansion Project, Safety and Environment, Human Resource Development, Corporate Social Responsibility etc. is annexed forming part of this Report.

## Directors:

Shri Raj Gopal, IAS, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Pursuant to the provisions of Sections 149, 152 read with Schedule IV of the Companies Act, 2013 (the Act) and amended Clause 49 of the Listing Agreement, your Directors recommend for your approval at the ensuing Annual General Meeting, appointment of Prof. Shekhar Chaudhuri, Prof. K M Joshi and Dr. P K Das, IAS (Retd.), as Independent Directors, to hold office for one year from the conclusion of this Annual General Meeting till the conclusion of next AGM.

During the year, Shri A K Dalvi, General Manager (O&ES), was nominated as Director on the Board of Directors of the Company by GACL vice Shri M S Dagur, IAS.

The Board places on record its sincere appreciation for the valuable guidance and support extended by Shri M S Dagur, IAS, during his tenure as Director of the Company.

Your Directors recommend for your approval appointment/reappointment of Directors as stated above at the ensuing Annual General Meeting.

## Particulars of Employees:

The information, as required under Section 217(2A) of Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended and notification number G.S.R 289(E) dated 31<sup>st</sup> March, 2011 is not applicable since no Employee was paid remuneration during the year in excess of limits prescribed there under i.e. ₹ 60.00 Lacs when employed throughout the year and ₹ 5.00 Lacs per month when employed for a part of the year. Further, there was no employee holding 2% or more of the equity shares of the Company during 2013-14.

## Auditors:

### Internal:

K. N. Mehta & Co., Chartered Accountants, Vadodara, was Internal Auditors of the Company for the Financial Years 2009-10 to 2013-14. Following the principles of Corporate Governance, the Company keeps changing the firm so appointed in a period of three to five years. Accordingly, after following due process of selection, Vijay Tewar & Company, Chartered Accountants, Vadodara, has been appointed as Internal Auditors of the Company for the Financial Year 2014-15. The Audit Committee of Directors periodically reviews the reports of the Internal Auditors.

### Statutory:

VCA & Associates, Chartered Accountants, Vadodara, retire and are eligible for reappointment. You are requested to appoint Statutory Auditors at this meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.





## Cost:

The Government of India, Ministry of Finance has issued Cost Audit Order under Section 233(B) of the Companies Act, 1956 to appoint Cost Auditor to audit the Cost records maintained by the Company in respect of "Electricity". Accordingly, the Board of Directors has appointed Y S Thakar & Co., Vadodara, as Cost Auditor of the Company for the Financial Year 2014-15. Approval of the Central Government to their appointment as Cost Auditor of the Company has been received.

## Acknowledgements:

The Board of Directors places on record its gratitude and appreciation to the Government of India, Government of Gujarat, Financial Institutions, Banks, Insurance companies, Business Associates, Promoters, Shareholders and Employees of the Company for their valuable support and faith reposed by them in the Company.

**For and On behalf of the Board**

**Date: 4<sup>th</sup> July, 2014.**  
**Place: Gandhinagar.**

**D J Pandian, IAS**  
**Chairman**

## ANNEXURE - I TO DIRECTORS' REPORT

**PARTICULARS REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS), RULES 1988.**

### A. Conservation of Energy :

**Energy Conservation measures taken, additional investments and proposals, if any, being implemented for reduction of consumption of energy and impact of the measures for reduction of energy consumption and consequent impact on the cost of production.**

Several energy conservation measures are taken at Vadodara and SLPP during the year under review. Some of the measures which have significant results are indicated below:

#### At Vadodara:

- In Station-I Cooling Tower, Optimizing of Fan Blade Angle to increase the "Effectiveness" of Cooling Tower has resulted in to electrical unit saving of 6.51 Lacs KWh per annum.
- Stage reduction of 135 KW, Induction Motor driven Condensate Extraction Pump, resulted in to electrical unit saving of 0.29 Lacs KWh per annum in Station II.

- Switching Off, one of Unit Auxiliary Transformers of 2000 KVA rating when Station II is under backing down, resulted in to electrical unit saving of 0.25 Lacs KWh per annum in Station II.
- Installation of 6.5 KW, Induction Motor driven, Open well submersible pump for AC Plant has resulted in to electrical unit saving of 0.07 Lacs KWh per annum in Station II.
- Common Utility - Strengthened and modified instrument air network, resulted in to electrical unit saving of 0.05 Lacs KWh per annum.
- In Station-II, 3.7 KW capacity electrical motor driven ventilator fan in STG hall replaced by turbo ventilator has resulted in to electrical unit saving of 0.03 Lacs KWh per annum.

#### At SLPP:

- As proposed in previous year, air ingress in the flue gas duct in Phase-1 units has been arrested during Annual Over Hauling (AOH). Partial load operation of the units due to air ingress is eliminated and power generation increased by 65.94 lacs kWh.
- As proposed in previous year, stage reduction of Condensate extraction pump in Phase-1 units has been carried out, resulting into saving of 11.97 Lacs kWh energy in a year.
- In Phase-1 cooling towers, clogged fills of 15 no cells (out of 18 cells) are replaced. With this, CW inlet temp and condenser vacuum has improved by 5.1 Deg C and 26.9 mbar respectively resulting in to gain of 23.23 Kcal/kWh in Turbine Heat Rate.
- Elimination of chlorination process in raw water system has resulted in power saving of 0.29 kWh lac per year.
- Illumination level was optimized by switching off lights at various locations and providing switches. This has resulted into saving of 1.55 Lacs kWh electrical energy per annum.
- Replacement of pneumatic positioner by smart positioner has resulted in reduction in consumption of instrument air. So it has been possible to save power consumption by 0.42 lacs kWh.
- Phase-II CW fore bay make up pump operation philosophy was changed from manual mode to auto mode based on fore bay level transmitter feedback. Change in operation philosophy has resulted power saving 1.13 Lac kWh.



# Gujarat Industries Power Company Limited

- Reduction in auxiliary power consumption by 0.88 Lacs kWh with switch off of one field in Phase 2 Units ESPs.
- As proposed in previous year, Energy efficient hydraulic coating has been applied in CW pump-2B in Phase-1. This has resulted to saving of 1.68 Lacs kWh electrical energy per annum.
- In service building and industrial canteen, conventional florescent tube lights were replaced with T5 and CFL lights. This has helped in power saving of 0.32 lac kWh in a year.

## Energy Conservation Proposals:

### At Vadodara:

- To replace existing cooling Tower GRP fan blade with improved Aerodynamic FRP hollow blades with expected energy saving of @ 20% per Annum in 165 MW, Station II.
- To Install Variable Frequency Drive (VFD) for Condensate Extraction Pump (CEP) in 145 MW- Station I and 165 MW-Station II.
- Replacement of street light poles with conventional 70 Watts HPSV lamp – 16 nos. by Solar powered 22 Watts LED lamps - 24 nos. at GIPCL – GACL Joint Water Supply System (JWSS). This modification is expected to result in to saving of 0.07 Lacs kWh per annum.

### At SLPP:

- Energy efficient hydraulic coating will be applied on internal surface of CW pump-1B & CW pump 2A and Raw water pumps in Phase-1 during AOH. After this modification, saving of 1.73 Lacs kWh electrical energy per annum is expected.
- Use of aerodynamically design energy efficient cooling tower fan blades in Phase-2. Saving of 0.89 Lacs kWh electrical energy per annum per Unit is expected.
- Expected electrical energy saving is 2.66 lac kWh by stopping of boiler ACW booster pumps in Units 1 & 2.
- Optimization of running of AC Cooling tower & condenser water pump by utilization of main cooling tower cooling water for AC plant in Phase-2. Expected power saving is 2.95 lacs kWh.
- Use of LED lights at Bodhan & Patna pump house. Power saving 150 watt per fixture is expected.
- Inter connection of Phase-1 and Phase-2 compressors and separating out Instrument and service air

compressors would result in annual savings of 8.71 lacs kWh.

- Attending Air Pre Heater (APH) and flue gas leakages in Units 1 & 2 would result in load reduction in ID fans and expected annual saving of 6.8 Lacs kWh electrical energy.

The information required to be disclosed in **Form A** of the Annexure is not applicable since the Company is not covered within the List of Industries specified in the Schedule thereto.

## B. Technology Absorption :

The disclosure of particulars as per **Form B** are given in the Annexure hereto.

## C. Foreign Exchange Earnings and Outgo:

During the year there was no earning in Foreign Exchange. Foreign Exchange, outgo during the year was to the tune of ₹ 17.61 Lacs (₹ 289.28 Lacs during preceding year).

## FORM-B

Form for Disclosure of Particulars with respect to Technology Absorption:

## RESEARCH & DEVELOPMENT (R & D)

### 1. Specific Area in which R&D carried out by the Company Experiment of Bio-conversion of Lignite to Methane at SLPP:

The Company has undertaken the R&D activities on Bio-conversion of Lignite to methane in Vastan area, by signing a Memorandum of Understanding (MOU) for R&D / Pilot Plant with ONGC Energy Centre Trust (OECT) on 12.01.2011. The specific area in which the R&D carried out by the company is as below:

The technique is indigenous and if proved successful, may be a better solution for exploitation of deep seated lignite reserves. The result of these R & D / Pilot operations will provide an opportunity to compare bio-conversion method and Underground Coal Gasification (UCG) operations with respect to method of working, end product, technicalities, safe operations and environmental aspects. Based on the laboratory studies, the process has been found to be environmental friendly and it naturally converts lignite into useful methane and Humic Acid.

### 2. Benefits derived as a result of the above R&D:

Looking to the scope and indigenous natural process involved with a high end use product, it is proposed to conduct such experiment which may help in finding an



environmental friendly fuel substitute for lignite / coal, if the R&D / Pilot operation succeeds, the un-mineable deeper lignite / coal seams and any other thin seams at greater depth can possibly be converted into useful methane.

### 3. Future plan of action:

On successful completion of the experiment phase, the pilot project of commercial scale application of bio-conversion technology may be taken up at Vastan or any other location owned or controlled by GIPCL.

### 4. Expenditure on R & D:

#### (a) Capital:

Capital expenditure proposed to be incurred:  
Approximately ₹ 6.00 Crores.

#### (b) Recurring:

During the R&D phase, approximately ₹ 5.00 Lacs of recurring expenditure is proposed to be made.

## TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION

### 1. Efforts, in brief, made towards technology absorption, adaptation and innovation:

#### At Vadodara:

Segregation of Critical Instruments used for various analysis by the Chemical & Laboratory department in a separate Hot Room.

#### At SLPP:

1. Installation of manual MFT in Lignite Rotary Air-Lock Feeder (LRALF) in Unit-1.
2. Metallic Expansion Joint (MEJ) re-positioning in APH PA bottom block in Unit-4.
3. Unit # 4 seal pot 1 & 2 riser tube modification.
4. Change of Material of construction of Economizer coil support beam from SA 387 Gr.12 to SA 387 Gr. 22.
5. SLPP Phase II (Units-3 & 4): Innovation by in-house setting up of DCS (max DNA) system testing set-up for testing/checking of DCS hardware & software.
6. Installation of remote monitoring station for 5 MW Solar Plant at SLPP Main Plant Control Room.
7. SLPP Phase II: Implementation of additional logics in DCS for auto start and stop of CW Make up pumps on CW fore-bay level by keeping CW make up Control

valve 100% open, to avoid continuous operation of CW Make up pumps and to avoid throttling loss.

8. Ethernet CAT – 5 communication cable was replaced with Optical Fiber based communication network for SLPP Phase-II Limestone PLC System and HMI system.
9. SLPP Phase II, Units - 3 and 4: Installation of proximity type oil tray level switches at, LP Bypass system control valves.
10. Installation of Opacity Monitoring system by DURAG make in SLPP Phase-I Units 1 and 2.
11. Installation of Yokogawa make CO analyzers in SLPP Phase-I Units 1 and 2.
12. SLPP Phase II: Units 3 and 4 - Historical Storage and Retrieval system (HSR), max STORIAN, software version upgraded from version 4.2 to 4.5.
13. SLPP Phase II, Ash handling PLC system software version up gradation from PME 5.7 to 7.0.
14. Unit-4, Installation of vibration transducers at Cooling Tower fans to have online vibration reading.
15. Installation of smart positioners (12 Nos.) for the pneumatic Control valves.
16. Interconnection of Bed Ash conveying lines of Phase-II Units.
17. In Phase - I, Application of Kirloskar Corrocoating carried out on CW Pump # 1A & 1C during overhauling for energy conservation & efficiency improvement.
18. In Phase - II, Application of Kirloskar Corrocoating carried out on CW Pump # 1 during overhauling for energy conservation & efficiency improvement.
19. In Phase - II, "ENCON" make energy efficient blades installed in cooling tower # 3/2.
20. In Phase - II, Addax Rexnord make light weight composite metal shaft installed in cooling tower # 3/2.
21. Energy efficient Synthetic oil "Mobil SHC 632" used in gear box of cooling tower Fan 3/6 to reduce gearbox temperature.

### 2. Benefits derived as a result of the above efforts:

#### At Vadodara:

The segregation of critical instruments is carried out to provide acceptable working environment and temperature to ensure accuracy of the analysis.



## At SLPP:

1. This has helped in quick isolation / normalization of lignite feeding system as modified with gear box arrangement. Hence, reduce the outage time of lignite feeding system.
2. This has helped in saving minimum two days Annual Overhauling time for APH tube replacement work.
3. Modified the angle of the riser by 5 Deg. upside in consultation with BHEL. After this correction of the risers there was no tube leakage occurred. The nos. of forced outages related with this type of failure could be completely eliminated.
4. As back pass temperature near economizer remains 540 Deg Centigrade, Gr.12 withstand the temperature up to 565 Deg Centigrade and Gr. 22 withstands 595 Deg. Centigrade. This helps to avoid the distortion of the beams.
5. The max DNA DCS testing set-up will facilitate DCS hardware & software testing/checking without affecting the plant operation.
6. This will facilitate remote view of 5 MW Solar Plant and thereby better plant monitoring by seniors from SLPP office.
7. The additional logic implementation has helped in saving of auxiliary power consumption.
8. This has helped in better reliability of PLC system.
9. The oil tray level switches have helped to take immediate action in case of oil leakage and thereby to

avoid any major problem.

10. This helps in monitoring Environment pollution related parameters in better manner.
11. This helps in monitoring CO emission in better manner.
12. This has helped to resolve the problem faced with few signals for historical retrieval.
13. This has helped to resolve the problem faced with logic download and logic changes.
14. This has helped in better plant monitoring, history & analysis.
15. This will reduce the consumption of compressed air, spares and ease in maintenance.
16. This helps in filling of Bed Ash bunkers without manual intervention.
17. About 11.23 kWh & 14.7 kWh electrical energy saving achieved respectively after application.
18. About 49 kWh electrical energy conservation achieved after application.
19. 34% power saving observed with increased air flow.
20. Cooling tower gear box vibration level reduced from 5mm/sec to 2.5mm/sec.
21. Gearbox temperature is reduced from 93 to 88 degree Celsius.

## 3. Imported Technology.

No New Technology was imported during the year under review.

## MANAGEMENT DISCUSSION AND ANALYSIS 2013-14

Your Company completed twenty nine years on 1st June, 2014, since its establishment in the year 1985. Your Company was jointly promoted by Gujarat Electricity Board (GEB) [now Gujarat Urja Vikas Nigam Ltd. (GUVNL)], Gujarat Alkalies and Chemicals Ltd. (GACL), Gujarat State Fertilizers and Chemicals Ltd. (GSFC), and Petrofils Co-operative Ltd. (PCL) to cater to their captive power requirements.

It is a matter of pride that your Company, which began as the first group captive power plant in the country, has transformed into a dynamic Independent Power Producer (IPP) with total installed generation capacity of 815 MW including 5 MW PV based Solar Power Plant and up to 300 MW Wind Power Project in the pipeline.

### SECTOR OVERVIEW

#### Power Generation in India: [Source: Central Electricity Authority (CEA)]

The total power generation in the country during FY 2012-13 was 966.378 Billion Units (BUs) (Provisional) as against the target of 975.00 BUs, about 99.12% of the target. The annual growth in the energy generation during the year has been 5.96% over same period last year i.e. FY 2012-13.

The installed generation capacity in the country, as on 31<sup>st</sup> March, 2014 was 2,43,028.55 MW. Coal, with more than 59.00% share, is still the primary source of fuel for power generation in India.

#### Installed Generation Capacity (As on 31-03-2014)

All India	Thermal			Total	Nuclear	Hydro (Renewable)	RES@ (MNRE)	Grand Total
	Coal	Gas	Diesel					
MW*	145273	21782	1200	168255	4780	40531	29463	243029
%	59.78	8.96	0.49	69.23	1.97	16.68	12.12	100.00

\* Figures are rounded off to nearest digit.

#### Electricity - Capacity Addition and Generation Target Vs. Achievement (2013-14):

The Indian power sector has historically been characterized by demand-supply gap which has been increasing over the years. Though the Capacity Addition and Electricity Generation for the 12<sup>th</sup> Plan period (FY 2012 to 2017) is yet to be finalized, the National Electricity Plan (NEP) 2007, has projected total capacity addition of 88537 MW, for the 12<sup>th</sup> Plan as under:

	Hydro	Nuclear	Thermal			Total
			Coal/ Lignite	Gas/LNG	Total	
MW	10897	5300	69800	2540	72340	88537
%	12.31	5.99	78.84	2.87	81.71	100

[Source: Central Electricity Authority (CEA)]

The Generation Capacity Addition Target / Achievement for 2013-14 was as follows:

#### (a) Generation Capacity Addition / Achievement: (2013-14)

Type/ Sector	Target Addition (in MW)			Total	Achievement	
	Central	State	Private		(in MW)	%
Thermal*	14878	13922	43540	72340	36889	50.99
Hydro	6004	1608	3285	10897	1559	14.31
Nuclear	5300	0	0	5300	0	0
<b>Total*</b>	<b>26182</b>	<b>15530</b>	<b>46825</b>	<b>88537</b>	<b>38448</b>	<b>43.43</b>

\*Figures are rounded off to nearest digit.





(b) Electricity Generation Target Vs. Achievement for FY 2013-14:

	Hydro	Thermal	Nuclear	Bhutan (Import)	Total
Target (MU)*	122263	812737	35200	4800	975000
Achievement up to March, 2014 (MU)*	134731	791839	34200	5609	966379
%	110.20	97.43	97.16	116.86	99.12

\*Figures are rounded off to nearest digit.

[Source: Central Electricity Authority (CEA)]

## Thermal Plant Load Factor (PLF):

The All India Thermal PLF (%) was low at 65.55% for FY 2013-14 as compared to 69.95% during FY 2012-13. This was mainly on account of coal / Natural Gas shortages, transmission constraints, delay in stabilization of newly commissioned units etc.

## Fuel Availability for Power Generation:

Availability and quality of coal and availability of gas for power sector continued to be a critical issue for thermal generation growth.

### Coal:

With about 145273 MW i.e. 59.78% of the installed capacity contributed by coal based power plants, coal remains a key fuel for power generation.

As per the Report of the Working Group on Power-12th Plan (2012-17), Coal-based generation is expected to continue to be the predominant source of electricity during the 12th plan period and beyond. Out of the total capacity addition of 88,537 MW envisaged during the 12th plan, coal/lignite-based capacity addition is expected to be about 69,800 MW (78.84%). Hydro, Nuclear and Gas/LNG based generation is expected to constitute about 10,897 MW (12.31%), 5,300 MW (5.99%) and 2540 MW (2.87%) respectively. Thus, estimated coal requirement would be 842 MT at the end of 12th Plan and 1040 MT at the end of 13th Plan.

[Source: Central Electricity Authority (CEA)]

As against the estimated coal requirement of 842 MT by the end of 12<sup>th</sup> Plan (Year 2016-17), the coal availability shall be 604 MT, thus a shortfall of 238 MT. The Power Utilities are expected to resort to import of around 213 MT of coal to meet the shortage in coal supply.

The coal stock of 21 Thermal Power Stations (TPS) remained critical (less than 7 days) on the last day of March, 2014.

### Gas:

Owing to the problem of reducing availability of Natural Gas from the domestic gas fields and also due to increasing cost of Imported R-LNG, the gas based generation had a negative growth. The shortfall in supply to power sector is due to decline in production of gas from the domestic gas fields especially from KG-D6 gas field.

Gas available from KG basin has been allocated to existing projects only and Power sector has been given third priority in gas allocation after Fertilizer and LPG Sectors.

The Ministry of Power (MoP) has recommended that Power sector be given the highest priority as far as domestic gas allocation is concerned in view of power shortage in the country.

The total gas requirement by 12<sup>th</sup> Plan end is estimated to be 188.4 MMSCMD.



### Power Sector – Policy Developments:

As per Central Electricity Regulatory Commission's (CERC's) FY 09-14 Tariff Norms & Regulations, the base rate of Return on Equity (RoE) was raised from 14% (post-tax) to 15.5% to be grossed up with normal tax rate as applicable to the concerned utility in order to make the sector more attractive to developers. Also, there is an additional 0.5% RoE if a project is commissioned within given timelines. [Regulation 15 of Central Electricity Regulatory Commission (Terms and Conditions of Tariff) Regulations, 2009.]

Incentives are linked to plant availability factor instead of PLF for thermal power plants.

### Mega Power Project Policy

Policy guidelines for setting up mega power projects were revised in FY 2010 to smoothen the procedures. A thermal power project of capacity 1000 MW or more is eligible to gain benefits of this Policy. As per the recent amendment mandatory condition of inter-state sale of power for getting mega power project status has been removed. Also, mega power projects can sell power outside the long term Power Purchase Agreement (PPA) in accordance with the National Electricity Policy (NEP), 2005 and Tariff policy, 2006. For projects having requisite power tied up through tariff based competitive bidding, it is no longer required to procure the equipments for the project through International Competitive Bidding (ICB).

### Restructured – Accelerated Power Development & Reforms Programme (R-APDRP)

The APDRP launched in the 10th Plan was continued in the 11th Plan modified and renamed as R-APDRP with the main objective of bringing about actual, demonstrable reduction in Aggregate Technical & Commercial (AT&C) losses, thus improving the quality and reliability of power supply. Establishment of reliable and automated systems for sustained collection of accurate base line data, and the adoption of Information Technology in the areas of energy accounting will be essential before taking up the regular distribution strengthening projects.

Apart from this, certain initiatives viz. the introduction of open access, formulation of guidelines for Competitive Bidding of tariff, setting up of and enhancing the powers of Central and State Regulatory Commissions, restructuring and unbundling of State Electricity Boards (SEBs) into separate generation, transmission and distribution entities, and facilitation of trading of surplus capacity have attracted more players to this Sector.

### Renewable Energy

Considering the ever increasing electricity demand and inadequate availability of fuel, there is a dire need to tap various new sources of energy including renewable energy. Further, growing awareness with regard to benefits of clean energy have also prompted renewed focus on renewable energy by all the stakeholders in the energy ecosystem.

Taking into consideration the growing threat of climate change, the need to develop domestic supply options to the maximum extent and the need to diversify energy sources, renewable energy sources remain important to India's energy Sector.

Renewable Energy accounted for 12.12%, i.e. 29,462.55 MW, of the total installed capacity up to FY 2013-14. **[Source: Central Electricity Authority (CEA)].**

As per the Ministry of New and Renewable Energy (MNRE), Gol statistics, against a target of 4,325 MW of Grid Interactive Power for 2013-14, the Total Deployment in 2013-14 was 3,163.17 MW of which Wind power accounted for about 67.87%, Small Hydro power accounted for about 12.94%, Power from Bagasse based Cogeneration accounted for about 8.32%, whereas Solar power accounted for about 6%, Biomass power and Waste to Power etc. accounted for the remaining capacity addition. **[Source: Website of MNRE]**

With fuel shortage becoming a reality in the last couple of years, it is imperative for India to have a focused strategy for renewable energy. The Government has already started acting on this agenda. Some of the significant steps taken recently are Policy envisaging that all states should mandatorily meet Renewable Purchase Obligations (RPO) of 5 per cent of total generation which goes up by 1 per cent with every passing year till FY2020 to reach a level of 15 per cent. Launch of Jawaharlal Nehru National Solar Mission (JNNSM), which aims to ensure that solar energy technologies in the country achieve grid parity by 2022. It has plans for deployment of 20 GW of solar power by 2022. Imposition of Green Energy Cess of ₹ 50/- per tonne for all domestic and imported coal based projects. The funds raised will be utilized to drive development in the renewable energy sector.

CERC also issued new guidelines for tariff determination for all renewable energy sources to give further impetus to the development of this sector. A new scheme on Generation Based Incentive (GBI) was introduced for the wind power projects and a similar scheme is under development for the solar power projects as well.



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With increasing focus on environment related issues, power projects, employing clean and environment-friendly technology (hydroelectric and other renewable energy sources) can also earn carbon credits, which are traded extensively in the international market; thus providing an additional source of revenue.

## OPPORTUNITIES AND CONCERNS

### Opportunities:

With the increase in the per capita income levels there will be substantial increase in the per capita electricity demand. The National Electricity Policy (NEP) 2005 aimed at providing a per capita electricity availability of 1000 kWh by FY 2012; against this target, the provisional per capita electricity consumption was 917.18 kWh for FY 2012-13. [Source: **Central Electricity Authority (CEA)**].

Based on the studies carried out by CEA, the anticipated power supply position of the Country is presented in the table below:

### Power Supply Position in the Country during 2013-14

Particulars	Energy (MU)	Peak (MW)
Requirement.	1002257	135918
Availability.	959829	128915
Surplus(+)/Shortage(-).	-42428	-6103
%Surplus(+)/Shortage(-).	-4.2%	-4.5%

[Source: **Central Electricity Authority (CEA)**]

Considering the above demand-supply gap, there will be enormous opportunities for the Sector.

In order to provide cheaper power to consumers, large size power projects are being developed at different locations by various project developers.

Your Company is in the process of implementing a 600 MW lignite based expansion project at its existing facility at SLPP, Taluka: Mangrol, District: Surat.

India is endowed with vast solar energy potential. Both technology routes for conversion of solar radiation into heat and electricity, Solar Thermal and Solar Photovoltaic (PV), can effectively be harnessed providing huge scalability for solar power in India. With the increased focus on Research and Development for reducing the costs of setting up solar power projects and the tariffs being offered for solar power, the sector provides bright opportunities.

### Key risks and Concerns:

Power sector is a highly capital intensive industry with long gestation periods before commencement of revenue streams

(construction/commissioning periods of 4-5 years) and an even longer operating period (over 25 years). Since most of the projects have such a long time frame, there are some inherent risks in both the internal and external environment.

The macroeconomic factors like the growth of the economy, interest rates, as well as the political and economic environment have a significant effect on the business environment and the sector as a whole.

The graduation from the regulated regime to a competitive scenario has made developers conscious of the costs incurred (both capital and operating costs) and delays in equipment delivery schedules due to inadequate manufacturing capacity in the country.

New policies have boosted the security of utilities' revenue directly impacting both their willingness and ability to pay for the power purchased. Over the long term, unless Aggregate Technical and Commercial (AT&C) losses are reduced, the ability of state utilities to meet their obligations will be of grave concern.

Considering the proposed capacity addition and the capital intensive nature of power projects, high level of debt financing will be required. The company, sector and group level exposures of various banks and insurance companies need to be increased in order to adequately fund the proposed capacity addition.

Your Company is dependent on the domestic market for its business and revenues. The Company's power generating facilities are located in Gujarat and entire revenues of the Company are derived from the domestic market. These factors may potentially expose the Company to risks of a significant nature to the state of economy. Adverse changes in the Government policies or regulations, the taxes levied by the central or state Governments or removal of tax concessions, exemptions or incentives, or claims by tax authorities may affect the financial condition and operational results of the Company.

Generation of Power at the Company's Power Stations can be adversely affected due to various factors including non-availability of lignite/fuel, grid disturbances and load management in the grid. Your Company has entered into Agreements with gas suppliers for adequate supply of fuel for its gas-based Power Stations at Vadodara Plant. However, the dwindling supplies from domestic gas fields at present and increasing price of imported R-LNG shall have a considerable impact on the generation at Vadodara Plant. To remain unaffected by the grid disturbances, your Company has developed systems to isolate its Power Stations from the grid. To mitigate the concerns, external environment is monitored and internal environment is managed on a continuous basis.



## REVIEW OF COMPANY'S BUSINESS:

The Company currently has a combined installed capacity of 815 MW at its locations at Vadodara Plant and Surat Lignite Power Plant (SLPP) including 5 MW PV based Solar Power Plant at SLPP.

## MANAGEMENT CONTROL, INTERNAL CONTROL AND INTERNAL AUDIT SYSTEMS:

Your Company has put in place internal control systems and processes commensurate with its size and scale of operations. An Enterprise Resource Planning System developed by SAP has been implemented. This System has control processes designed to take care of various audit requirements. In addition, the Company has an Internal Audit and review by external independent firm of Chartered Accountants and pre-audit of payments by internal team of Accountants/Agencies which oversees the implementation and adherence to various systems and processes and preparation of Financial Statements as per Generally Accepted Principles and Practices. The internal control measures such as defining various levels of the authority through delegation of powers, well laid down procurement procedures, checks and balances in the financial system to safeguard the assets, budgetary controls and variance analysis are in place.

The procurement and operational maintenance activities are planned well in advance to avoid any possible risk of late delivery of materials/inputs, delay in attending to maintenance needs etc. Your Company stores and maintains all the relevant data and information as a back-up, to avoid any possible risk of loss of any important business data.

A qualified and independent Audit Committee of Directors periodically reviews the internal audit reports.

## FINANCIAL REVIEW:

### ON STAND ALONE BASIS:

The financial statements are prepared under historical cost convention, on accrual basis, in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956 and comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006.

Your Company's total income for the year ended 31<sup>st</sup> March, 2014 was ₹ 1,40,750 Lacs as compared to ₹ 1,43,030 Lacs

in the previous year. The total income includes earnings from sale of electricity energy of ₹ 1,37,104 Lacs as compared to ₹ 1,40,701 Lacs recorded in the previous year.

The Profit before tax was ₹ 25,736 Lacs as compared to ₹ 29,338 Lacs in the previous year.

The net profit of ₹ 18,588 Lacs has been arrived at after taking into account the provisions for current Income Tax (Minimum Alternate Tax, net of MAT credit entitlement ₹ 1000 Lacs) ₹ 4,416 Lacs, Deferred Tax liability of ₹ 2,141 Lacs and Tax adjustment of earlier years ₹ 592 Lacs.

The fuel cost has increased from ₹ 69,310 Lacs to ₹ 70,231 Lacs. The decrease in expenditure on lignite due to lesser generation was offset by increase in consumption and expenditure of gas due to combined effect of increase in fuel price and increased generation of the Vadodara Station I.

Finance cost has decreased from ₹ 10,515 Lacs to ₹ 8,827 Lacs due to reduction of interest on term loan consequent to scheduled repayment of term loans. During the year, Gross Block has increased from ₹ 3,79,391 Lacs to ₹ 3,80,635 Lacs. The increase was mainly in the Buildings, Plant & Machinery and Office Equipments.

Your Company has earned ₹ 1,804 Lacs as interest on deposits by parking surplus funds as a result of prudent management of working capital.(P.Y. ₹ 826 Lacs).

The Corporate Tax Liability for the year under Minimum Alternate Tax provisions of the Act was ₹ 4,416 Lacs as compared to ₹ 7,067 Lacs in the previous year.

The total dividend payout (proposed) for the year @ ₹ 2.50 per Equity Share is ₹ 4,424.00 Lacs (P.Y. ₹ 4,424.00 Lacs) including Corporate Tax on Dividend.

As on 31st March 2014, the net worth of the Company stood at ₹ 175215 Lacs.

### SUBSIDIARY COMPANY:

Your Company has incorporated a 100% wholly owned Subsidiary under the name and style of "GIPCL PROJECTS AND CONSULTANCY COMPANY LIMITED" in Aug.'2012. The total income of the Subsidiary Company for the F.Y. 2013-14 was ₹ 18.52 Lacs including consultancy fees and interest on deposits as compared to ₹ 1.48 Lacs in the previous period .

The profit after tax was ₹ 9.88 Lacs as against loss of ₹ 5.37 Lacs during the monsoon period.



# Gujarat Industries Power Company Limited

The Subsidiary Company is expected to expand its operations in the years to come.

## **Human Resource & Industrial Relations:**

Humans are considered as one of the most critical resources in the business which can be continuously smoothened to maximize the effectiveness of the Organization. Human resources build the Enterprise and a sense of belonging inculcates the spirit of dedication and loyalty amongst them towards strengthening the Company's sustainable growth. All personnel continue to have healthy, cordial and harmonious approach thereby enhancing their contribution to the Company.

The strength of your Company lies in its team of highly competent and highly motivated personnel. This has made it possible for your Company to make significant improvements and progress in all areas of activities. During the year 2013-2014, the Company maintained its high standards of Safety. Your Directors place on record their sincere appreciation for the unstinting efforts and contribution put in by the employees of the Company.

The Company continued in its endeavor to impart appropriate and relevant training to its employees to upgrade skill to meet the challenges that are ahead and to enhance their performance. The Company has also taken up an exercise on career growth and planning by identifying potentials and training needs of employees by engaging professionals in the field.

The industrial relations remained cordial throughout the year at Vadodara and SLPP Plants.

## **Corporate Social Responsibility and Welfare:**

Being a conscientious corporate body, your Company has been actively involved in the socio-economic development and welfare of the people living around the Power Plants at Vadodara and SLPP through Society for Village Development in Petrochemicals Area (SVADES) and Urja Foundation at Vadodara

and through Company promoted NGO - Development Efforts for Rural Economy and People (DEEP) at SLPP.

Major Corporate Social Responsibility (CSR) initiatives by your Company revolve around building community infrastructure and their empowerment. Focus on women issues and their role in development. Interventions include Education, Community Health, Livelihood Development and Rural Infrastructure Development like roads, culverts, check dams, water tanks, Panchayat house, Co-operative Society building, drainage, environment conservation and up-gradation in surrounding villages. Your Company is also co-sponsoring a Mid-day meal Scheme at Vadodara where more than 50,000 children of Government schools are provided hygienic food.

A special focused project namely Integrated Development in Mineral Bearing Villages (IDMBV) aims at poverty alleviation, strengthening Health & Education efforts of the Government and addressing livelihood issues by way of self employment related training and opportunities have been implemented.

The efforts of DEEP have been recognized by Business House from The Southern Gujarat Chamber of Commerce and Industry, Surat by conferring Golden Jubilee Award (2012-2013) for Outstanding Achievement in Social Welfare Programme.

## **CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis forming part of the Directors' Report, describing the objectives, projections, estimates, expectation and predictions of the Company may be "Forward Looking" statements within the meaning of applicable security regulations and laws. These statements are based on certain assumptions and expectations of future events. The Company assumes no responsibility in respect of forward looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events.





## CORPORATE GOVERNANCE REPORT

The detailed Report on Corporate Governance in the format prescribed by SEBI and incorporated in Clause 49 of the Listing Agreement, as amended, is set out below:

### A. MANDATORY REQUIREMENTS

#### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :

##### The Philosophy:

At GIPCL, the Corporate Governance is aimed primarily to present the management with tools essential for the business practices required for legal and ethical conduct and fair financial reporting in tune with committed corporate response based on transparency, accountability and integrity. It stems from the management's mindset and involves necessarily a creative, generative and positive thinking attitude adding value to various stakeholders which are served as end customers of the Company.

#### 2. BOARD OF DIRECTORS:

##### (1) Composition of the Board:

The Board of Directors comprises of total Eight (08) Directors as on 31<sup>st</sup> March, 2014. The Chairman is Non-Executive Director. Managing Director is an Executive and Non Independent Director, all other Directors are Non Executive.

##### (2) Brief Resume of Directors under Reappointment:

The resume of Prof. Shekhar Chaudhuri, Prof. K M Joshi, Dr. P K Das, IAS (Retd.) and Shri Raj Gopal, IAS are given in the Explanatory Statement annexed to the Notice convening the 29<sup>th</sup> Annual General Meeting of the Company, forming part of this Annual Report.

##### (3) Number of Board Meetings held and Dates thereof:

During the year 2013-14, Eight (08) Board Meetings were held viz.

Quarter	Date(s) of Meeting
1 <sup>st</sup> Quarter - From April to June, 2013.	10.04.2013 & 27.05.2013
2 <sup>nd</sup> Quarter - From July to September, 2013.	05.08.2013 & 21.09.2013
3 <sup>rd</sup> Quarter - From October to December, 2013.	09.10.2013 & 28.10.2013
4 <sup>th</sup> Quarter - From January to March, 2014.	03.02.2014 & 04.03.2014

##### (4) Attendance of Directors at the Board Meetings, last AGM and their Directorships and Committee Memberships in other Companies:

Name	No. of Board Meetings attended	Attendance at last AGM held on 21.09.2013	Directorships in other Companies	Audit Committee and Securities Transactions and Investors' Grievance Committee	
				Membership	Chairmanship
Shri D J Pandian, IAS, Chairman.	07	NO	14	-	-
Prof. Shekhar Chaudhuri	05	NO	03	02	01
Prof. K M Joshi	08	YES	01	01	-
Dr. P K Das, IAS (Retd.)	08	YES	01	-	01
Shri M S Dagur, IAS (up to 04.03.2014)	03	NO	04	01	01
Shri D C Jain	07	YES	NO	-	-
Shri Raj Gopal, IAS	06	NO	10	-	-
Shri H R Brahmbhatt	08	YES	02	-	-
Shri L Chuaungo, IAS, Managing Director	08	YES	13	-	-



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- Ms. Asha Pandian, holds 100 Equity Shares of the Company jointly with Shri D.J. Pandian, IAS and Shri H R Brahmabhatt holds 150 Equity Shares of the Company. The shareholding of other Directors and their relatives as on 31<sup>st</sup> March, 2014 was NIL.
- None of the Directors are interrelated.
- In accordance with Clause 49 of the Listing Agreement, Membership/Chairmanships of only Audit Committees and Shareholders' /Investors's Grievance Committees in all public limited companies have been considered.

## (5) Board Agenda and Minutes of Proceedings of Board Meetings:

The Agenda and Notes on agenda along with enclosures are circulated to Directors in advance. All material information is incorporated in the Agenda Notes and where it is not practicable to circulate documents, it is tabled before the Board with specific mention of same in the Agenda. Additional and supplementary item on the Agenda, if any, is permitted in special circumstances with the permission of the Chairman.

The Company Secretary records minutes of proceedings of each Board Meeting and Committees of Directors. Draft Minutes are circulated to Directors for confirmation. The minutes are entered in the Minutes Book within thirty (30) days from the conclusion of the Meeting.

## 3. GENERAL BODY MEETINGS:

The details as to the time, date and venue of last the three Annual General Meetings (AGM) of the Company held, are as under:

DATE AND NO. OF AGM	TIME	VENUE OF AGMs	SPECIAL RESOLUTION(s) PASSED AT AGMs
23.09.2011 26 <sup>th</sup> AGM	3:00 P.M.		
21.09.2012 27 <sup>th</sup> AGM	11:00 A.M.	Registered Office of the Company at P.O.: Petrochemicals-391 346, District Vadodara.	Appointment of Statutory Auditors of the Company.
21.09.2013 28 <sup>th</sup> AGM	11:00 A.M.		

### Postal Ballot:

During last year, the Company has not passed any Special Resolution by Postal Ballot. None of the business proposed to be transacted at the ensuing Annual General Meeting requires passing of Special Resolution by Postal Ballot.

## 4. BOARD COMMITTEES :

### (i) The Board of Directors of the Company has constituted following Committees:

- (A) Audit Committee.
- (B) Securities Transactions and Investors' Grievance Committee.
- (C) Project Committee.
- (D) Personnel Committee.

The Company Secretary acts as Secretary to all the above Committees.

### (ii) Committee Minutes :

Minutes of all the aforesaid Committees are prepared by the Company Secretary, approved by the Chairman of the Committee/Meeting and circulated to Directors along with Agenda of next succeeding Meeting for confirmation of same.

#### (A) Audit Committee :

##### (a) Composition

As at 31.3.2014, the Audit Committee comprised of four (04) NonExecutive, Independent Directors viz.:



Dr. P K Das, IAS (Retd.), Chairman of Audit Committee,  
 Prof. Shekhar Chaudhuri,  
 Prof. K M Joshi and  
 Shri D C Jain.

**(b) Terms of Reference**

The terms of reference of Audit Committee are commensurate with the requirements of Clause 49 of Listing Agreement and the provisions of Section 292 A of the Companies Act, 1956. It includes review and recommendation for approval to the Board, quarterly and annual audited / unaudited financial results, review adequacy of internal control system and procedures, recommend for approval to the Board appointment of Statutory Auditors, Cost Auditors and Internal Auditors, review of Revenue and Capital Budgets, review of Cost Audit Report, review of the reports and performance of Internal Auditors and action taken by respective Departments on the matters reported by Internal Auditors etc.

**(c) Meetings and Attendance**

During the year 2013-14, four (04) Meetings of Audit Committee were held viz.:

27.05.2013	05.08.2013	28.10.2013	03.02.2014
------------	------------	------------	------------

Details of Attendance:

Name	No. of Meetings attended
Dr. P K Das, IAS (Retd.)	04
Prof. Shekhar Chaudhuri	04
Prof. K M Joshi	04
Shri D C Jain	03

**(B) Securities Transactions and Investors' Grievance Committee:**

**(a) Composition**

As at 31.3.2014, the Committee comprised of four (04) Directors viz.:

Dr. P K Das, IAS (Retd.),  
 Prof. K M Joshi,  
 Shri H R Brahmbhatt and  
 Shri L Chuaungo, IAS.

**(b) Terms of Reference**

The Committee considers and approves all securities related transactions and also looks into redressal of investors' complaints, reviews the system and procedure of redressal and recommends measures to strengthen the same.

The Board has designated CS A C Shah, Company Secretary & DGM (Legal) as the Compliance Officer. His contact details are as follows:

Gujarat Industries Power Company Ltd.  
 P.O. Petrochemicals - 391 346,  
 Dist. Vadodara.  
 Ph No.:0265-2230159 Fax No: 0265-2230473  
 Email: investors@gipcl.com  
 Website : www.gipcl.com



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## (c) Meetings and Attendance

During the year 2013-14, four (04) Meetings of the Committee were held viz.:

10.04.2013	05.08.2013	28.10.2013	03.02.2014
------------	------------	------------	------------

Details of Attendance:

Name	No. of Meetings attended
Shri M S Dagur, IAS ( <i>upto 04.03.2014</i> )	02
Dr. P K Das, IAS (Retd.)	04
Prof. K M Joshi	04
Shri H R Brahmbhatt	04
Shri L Chuaungo, IAS	04

To facilitate timely approval/registration of securities related transactions up to 1000 Equity shares, powers have been delegated to a Sub-Committee comprising of Managing Director, Chief General Manager & Chief Finance Officer and Company Secretary & DGM (Legal), which meets at regular interval of around ten days and approves the transactions.

## (d) Details of Shareholders' Complaints - Received, Solved and Pending:

During 2013-14, fourteen (14) Complaints have been received and all of them have already been attended and resolved to the satisfaction of shareholders. No Shareholders' Complaint(s) and share transfer request(s) are pending as on 31<sup>st</sup> March, 2014.

## (C) Project Committee:

### (a) Composition and Meetings

As at 31<sup>st</sup> March, 2014, the Committee comprised of four (04) Directors viz.

Shri D J Pandian, IAS, Chairman of the Committee,

Dr. P K Das, IAS (Retd.),

Shri Raj Gopal, IAS and

Shri L Chuaungo, IAS.

During 2013-14, one (01) meeting of the Committee was held on 25.07.2013.

A Sub Committee of the Directors consisting of following Directors was constituted to consider setting up of upto 300 MW Wind Power Project:

Dr. P K Das, IAS (Retd.),

Shri Raj Gopal, IAS,

Shri H R Brahmbhatt and

Shri L Chuaungo, IAS.

During 2013-14, one (01) meeting of the Committee was held on 24.10.2013.

### (b) Terms of Reference

To review and recommend proposals of new projects to the Board for approval.

## (D) Personnel Committee:

### (a) Composition and Meetings

As at 31<sup>st</sup> March, 2014, the Committee comprised of four (04) Directors viz.:



Dr. P K Das, IAS (Retd.), Chairman of the Committee,  
Prof. K M Joshi,  
Shri Raj Gopal, IAS and  
Shri L Chuaungo, IAS.

During 2013-14, two (02) meetings of the Committee were held viz.

29.06.2013	13.08.2013
------------	------------

## (b) Terms of Reference

To consider and approve appointments and promotion of Senior executives and to make recommendations to the Board regarding Personnel and HR matters and policies.

### Remuneration Policy

The Company does not have any Whole Time Director except the Managing Director, whose term of appointment as to remuneration, perquisites etc., is fixed by the Government of Gujarat and therefore Remuneration Committee, being non mandatory, is not constituted.

### Details of Remuneration paid to Directors:

#### Executive Director:

Shri L Chuaungo, IAS, has been reappointed as the Managing Director of the Company for a further period till his services are withdrawn by Government of Gujarat subject to limit of five years pursuant to provisions of Section 317 of the Companies Act, 1956.

Details of remuneration paid to Managing Director during 2013-14:

Particulars	Amount (In ₹)
Furnished Accommodation and Electricity	1,97,585.00
Tax on Perquisites	45,565.00
<b>Total</b>	<b>2,43,150.00</b>

#### Non Executive Directors:

Name	Relationship with other Directors	Business relationship with the Company, if any	Sitting Fees paid @ ₹.5000/- per meeting (in ₹.)		
			For Board Meetings	For Committee Meetings	Total
Shri D J Pandian, IAS*	No	No	35000/-	5000/-	40000/-
Prof. Shekhar Chaudhuri	No	No	25000/-	20000/-	45000/-
Prof. K M Joshi	No	No	40000/-	50000/-	90000/-
Dr. P K Das, IAS (Retd.)	No	No	40000/-	60000/-	100000/-
Shri M S Dagur, IAS*	No	No	15000/-	25000/-	40000/-
Shri D C Jain** Nominee - IDBI Bank Ltd.	No	Banker / Lender	35000/-	15000/-	50000/-
Shri Raj Gopal, IAS*	No	No	30000/-	15000/-	45000/-
Shri H R Brahmbhatt	No	No	40000/-	25000/-	65000/-
<b>Total</b>			<b>260000/-</b>	<b>215000/-</b>	<b>475000/-</b>

\* Fees Deposited in Govt. Treasury.

\*\* Fees Deposited with IDBI Bank Ltd.





# Gujarat Industries Power Company Limited

## 5. DISCLOSURES:

- The Company does not have any materially significant related party transactions i.e. transactions material in nature, with its promoters, Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. Transactions with related parties are set out in the Note No. 29 of the Standalone Financial Statements, forming part of this Annual Report.
- Senior Executives of the Company have to disclose on Annual basis to the Board of Directors about any material and commercial transaction, where they have personal interest that may have a potential conflict with the interest of the Company at large. No such transaction has taken place during 2013-14.
- The Company has complied with the requirements of regulatory authorities on capital markets viz. SEBI, Stock Exchanges, The Ministry of Corporate Affairs (MCA) and no penalties or strictures have been imposed against the Company during last three years.
- All the mandatory requirements under Clause 49 of Listing Agreement in respect of Corporate Governance have been complied with.
- In respect of adoption of other non-mandatory requirements, the Company will review its implementation from time to time.
- Disclosure pursuant to Clauses 5A I and 5A II of the Listing Agreement in respect of unclaimed shares in demat mode lying in a separate Demat suspense account:

Particulars	Shareholders (Nos.)	Outstanding Shares (Nos.)
At the beginning of the FY2013-14	19	2508
Add: No. of Shares credited during FY2013-14 pursuant to introduction of Clause 5A II.	00	00
Total	19	2508
Less: No. of Shareholders who approached and to whom shares were transferred during the year	00	00
At the end of the FY2013-14	19	2508

### Quarterly Compliance Report:

The Company has submitted Corporate Governance Compliance Report in the prescribed format within prescribed time limit for each Quarter during 2013-14 to the Stock Exchanges where the equity shares of the Company are listed viz. VSE, BSE and NSE as follows:

Quarter ended on	Date of submission to Stock Exchanges
30 <sup>th</sup> June, 2013.	3 <sup>rd</sup> July, 2013.
30 <sup>th</sup> September, 2013.	3 <sup>rd</sup> October, 2013.
31 <sup>st</sup> December, 2013.	3 <sup>rd</sup> January, 2014.
31 <sup>st</sup> March, 2014.	1 <sup>st</sup> April, 2014.

### Code of Conduct:

The Board of Directors of the Company has adopted 'Code of Conduct' for its members and senior executives of the Company. The said Code of Conduct has been placed on the website of the Company [www.gipcl.com](http://www.gipcl.com).

Directors and senior executives have affirmed compliance with the 'Code of Conduct' during the year 2013-14. A declaration by Managing Director to this effect is attached and forming part of this Report.



## Insider Trading:

The Company has in place Code for Prevention of Insider Trading on the lines prescribed by the SEBI (Prohibition of Insider Trading) Regulations, 1992. It is applicable to Directors and designated employees of the Company. Trading Window would remain closed for them during the period when price sensitive information is unpublished. The Window closure period for the said purpose is three trading days before the date of Board Meeting and one trading day after the Board Meeting.

Company Secretary has been designated as Compliance Officer for the purpose.

## Risk Management:

The Company has laid down system and procedure of regular monitoring of various kinds of risks that are inherent to the nature of its business and operations. Regular reporting on quarterly basis is done to the Board of Directors on Risk assessment and steps taken to mitigate/minimize the same.

## Accounting Treatment Related Disclosure:

The Company has followed uniform accounting practices and has adhered to all the applicable accounting standards under the Companies Act, 1956 in the preparation of its Annual Financial Statements.

## CEO and CFO Certification:

Pursuant to Clause 49 of Listing Agreement, Chief Executive Officer (CEO) and Chief Finance Officer (CFO) have issued Certificate which is annexed to and forms part of this Report.

## 6. MEANS OF COMMUNICATION:

Apart from furnishing the copies of the Unaudited Quarterly and Half Yearly Results and Audited Annual Results to all the Stock Exchanges where the shares of the Company are listed, the Company publishes the results in one English Newspaper and one Vernacular language newspaper. The Financial Results and Shareholding Pattern of the Company are posted on the BSE Listing Centre and NEAPS portals regularly.

Unaudited/Audited Financial Results, Pattern of Shareholding, details of Directors, latest full Annual Report and other information pertaining to the Company are also available on the Company's website [www.gipcl.com](http://www.gipcl.com). The Company also sends Annual Report to each shareholder at the address registered with the Company/Depositories. As a part of green initiative, the Company has started sending Annual Report and other correspondence by e-mail to those shareholders who have furnished e-mail address to their DPs or to the Company.

Financial Results were published as follows:

Period FY 2013-14	Date of Approval by Board	Date of publication	Newspapers
Q1 UFR*	05/08/2013	07/08/2013	Business Standard (All editions) Loksatta/Jansatta- Vadodara(Gujarati) edition
Q2 UFR*	28/10/2013	30/10/2013	
Q3 UFR*	03/02/2014	05/02/2014	
Full year AFR**	28/05/2014	30/05/2014	

\* UFR - Unaudited Financial Results

\*\* AFR- Audited Financial Results

Corporate Announcements, if any released during the year, which are materially significant in nature, are also displayed on the company's website immediately on release of the same.

No presentations were made to institutional investors or to analysts.



# Gujarat Industries Power Company Limited

## Subsidiary Company:

The Company has promoted a wholly owned non material unlisted Indian subsidiary Company viz. GIPCL Projects and Consultancy Company Ltd. (GIPCO) incorporated on 30th August, 2012 having CIN U74999GJ2012PLC071761. GIPCO has obtained Certificate to Commence Business on 8<sup>th</sup> October, 2012. The said company has already commenced commercial activity. The minutes of subsidiary company are placed before the Company's Board regularly.

## 7. GENERAL INFORMATION TO SHAREHOLDERS:

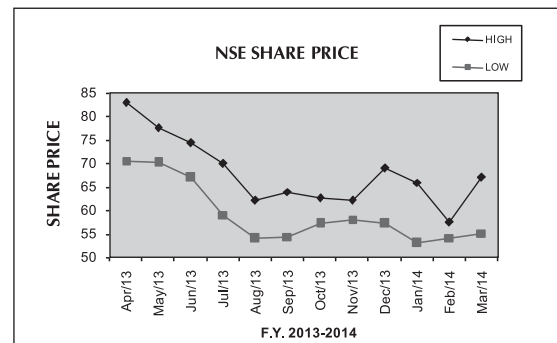
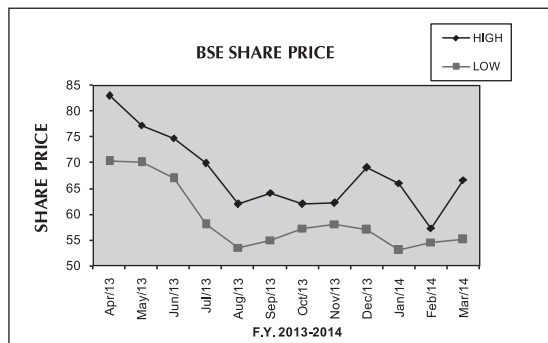
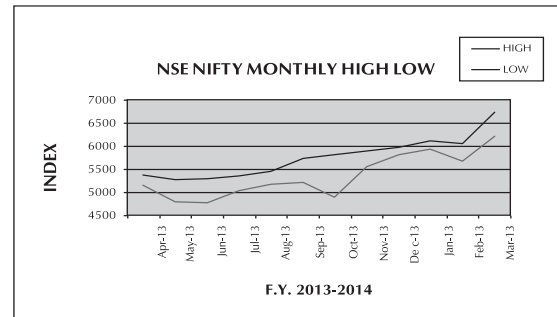
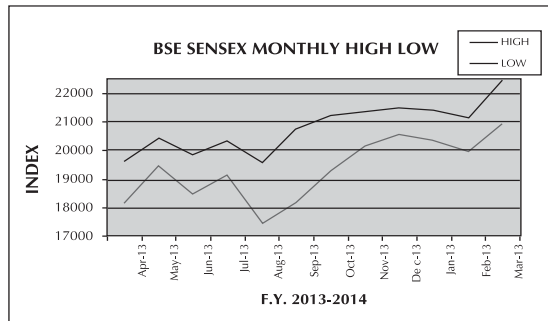
Financial Year of the Company	1 <sup>st</sup> April to 31 <sup>st</sup> March
Power Plant Locations	
145 MW Station I and 165 MW Station II	P. O. : Petrochemicals - 391 346, District Vadodara.
500 MW Surat Lignite Power Plant and 5 MW PV based Solar Power Plant	At & P.O. Village Nani Naroli, Taluka Mangrol, District Surat – 394 110.
Listing on Stock Exchanges with Scrip Code / Symbol	1. Vadodara Stock Exchange Ltd. Scrip Code : 129 2. Bombay Stock Exchange Ltd. Scrip Code : 517300 3. National Stock Exchange of India Ltd.- Scrip Symbol : GIPCL- EQ
Books Closure Dates	From Tuesday, the 12th August, 2014 to Thursday, the 14th August, 2014 (both days inclusive).
Day, Date, Time and Venue of 29 <sup>th</sup> AGM	The 29 <sup>th</sup> Annual General Meeting of the Company will be held on Saturday, the 20th September, 2014 at 11.00 AM at the Registered Office of the Company at P.O.: Petrochemicals – 391 346, Dist.: Vadodara.
ISIN No. allotted by NSDL and CDSL to Equity Shares	INE162A01010
Time taken for processing of share transfer request and dispatch thereof	Within 15 days
Time taken for processing of dematerialization requests	Within 15 days
Dividend Payment date	Dividend shall be paid on or before 24-09-2014, subject to approval of the Shareholders at the ensuing 29 <sup>th</sup> AGM.
Name and Address of Compliance Officer of the Company	CS A C Shah Company Secretary & DGM (Legal) P.O.: Petrochemicals - 391 346, Dist.: Vadodara. Fax No:0265-2230473 E-mail: investors@gipcl.com CIN: L99999GJ1985PLC007868
Name and Address of Registrars and Transfer Agents (R & T Agents) of the Company for the communication for securities related transactions by shareholders holding shares in physical mode.	Link Intime India Pvt. Ltd. B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara – 390 015. Ph. Nos.(0265) 2356573/2366794 Fax Nos.(0265) 2356791 E-mail:vadodara@linkintime.co.in
No. of Employees	616

## 8. DATA OF SHARE PRICE ON BSE AND NSE:

Monthly High and Low Market price of the Company's Equity shares traded on BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE) during April 2013 to March 2014 are:

Month	BSE		NSE	
	High	Low	High	Low
APRIL 2013	82.90	70.30	82.90	70.50
MAY 2013	77.25	70.00	77.50	70.20
JUNE 2013	74.75	67.00	74.30	67.00
JULY 2013	69.80	58.05	69.85	59.00
AUGUST 2013	62.00	53.55	62.00	54.00
SEPTEMBER 2013	64.15	55.00	63.90	54.35
OCTOBER 2013	62.00	57.25	62.60	57.10
NOVEMBER 2013	62.10	58.10	62.00	58.00
DECEMBER 2013	69.05	56.90	68.95	57.10
JANUARY 2014	66.00	53.05	65.90	53.00
FEBRUARY 2014	57.25	54.60	57.45	54.10
MARCH 2014	66.65	55.10	67.00	55.10

Graphical presentations of Monthly High / Low Share prices on BSE and NSE and Monthly High/Low movement of BSE Sensex and NSE- Nifty during the period from April 2013 to March 2014:





# Gujarat Industries Power Company Limited

## Share Transfer System:

To ensure expeditious and timely approval and registration of securities related transactions up to 1000 Equity Shares, powers have been delegated to a Sub-Committee of Senior Officials of the Company under the Chairmanship of Managing Director. For requests of more than 1000 shares and issue of duplicate share certificates in lieu of lost ones are considered and approved by Securities Transactions and Investors' Grievance Committee of Directors. Duly transferred share certificates are normally returned within a period of 15 days from the date of receipt of the same, provided all the required documents and attachments are in order.

## Pattern of Shareholding as on 31<sup>st</sup> March, 2014:

Category	No. of Shares held	(%) to Share Capital
Promoters	88040261	58.21
Central/State Govt. Bodies Corporate	11906721	07.87
Institutional Investors	29498926	19.50
Foreign Institutional Investors/ NRI	03244553	2.15
Indian Public	18560727	12.27
<b>GRAND TOTAL</b>	<b>151251188</b>	<b>100.00</b>

## Distribution of Shareholding as on 31<sup>st</sup> March, 2014:

Category (No. of Shares) From To	No. of Shareholders	% of Total No. of Shareholders	No. of Shares	% of Total No. of Shareholders
Upto 5000 Shares	64007	99.5025	14033682	9.2784
5001 – 10000	172	0.2674	1288157	0.8516
10001 – 20000	66	0.1026	954020	0.6308
20001 – 30000	18	0.0280	452013	0.2988
30001 – 40000	10	0.0155	367056	0.2427
40001 – 50000	5	0.0078	235500	0.1557
50001 – 100000	9	0.0140	595937	0.3940
100001 and above	40	0.0622	133324823	88.1480
<b>TOTAL</b>	<b>64327</b>	<b>100</b>	<b>151251188</b>	<b>100</b>

## Summary of Shareholders and Shares held in Physical and Demat mode as on 31<sup>st</sup> March, 2014:

Particulars	Physical	Demat NSDL	Demat CDSL	Total
Total Shareholders(Nos.)	13239	37851	13237	64327
Percentage to Total Shareholders (%)	20.58	58.84	20.58	100
Total shares(Nos.)	9102009	135611093	6538086	151251188
Percentage to Total Share Capital (%)	6.02	89.66	4.32	100

The Company's equity shares are available for trading on VSE, BSE and NSE through the depository system of NSDL and CDSL. The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments during the year 2013-14.





## CEO AND CFO CERTIFICATION

We, L Chuaungo, Managing Director and S.P. Desai, Chief General Manager & Chief Finance Officer, responsible for the finance function certify that:

- a) We have reviewed the financial statements and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2014 and to the best of our knowledge and belief:
  1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations;
- b) There are to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31<sup>st</sup> March, 2014 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that :
  - i) There has not been any significant change in internal control over financial reporting during the year under reference;
  - ii) There has not been any significant change in accounting policies during the year requiring disclosures in the notes to the financial statements; and
  - iii) We are not aware of any instance, during the year, of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**For Gujarat Industries Power Company Limited**

Date : 20/05/2014  
Place: Gandhinagar

**CA S P Desai**  
**Chief General Manager**  
**& Chief Finance Officer**

**L Chuaungo, IAS**  
**Managing Director**

## Declaration regarding Compliance of Code of Conduct by Directors and Senior Management Personnel of the Company

This is to certify that the Board Members and the Members of Senior Management (i.e. one layer below the Board of Directors) have given declaration regarding the adherence to the Code of Conduct as enunciated by the Company for the year ended 31<sup>st</sup> March 2014 as required under Clause 49 of the Listing Agreement.

**For Gujarat Industries Power Company Ltd.**

Date: 20/05/2014.  
Place: Gandhinagar

**L. Chuaungo, IAS**  
**Managing Director**



# Gujarat Industries Power Company Limited

## CERTIFICATE ON CORPORATE COVERNANCE

To,  
The Members,  
**GUJARAT INDUSTRIES POWER COMPANY LIMITED**  
Vadodara.

We have examined the compliance of the conditions of Corporate Governance by **M/s. Gujarat Industries Power Company Limited**, for the financial year ended March 31, 2014 as stipulated in Clause 49, as amended, of the Listing Agreement of the said Company with the Stock Exchange in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance.

It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement.

We state that as per the records maintained, no investor complaint/grievances against the Company are pending for a period exceeding one month before Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Vadodara  
Date: 01<sup>st</sup> July, 2014

Sd/-  
**CS Niraj Trivedi**  
Company Secretary  
CP No. 3123



## INDEPENDENT AUDITORS' REPORT

TO,

THE MEMBERS OF

GUJARAT INDUSTRIES POWER COMPANY LIMITED

### Report on the Financial Statements

We have audited the accompanying financial statements of **Gujarat Industries Power Company Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes

evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, 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.

### Opinion

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

- i. in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- ii. in the case of the Statement of Profit and Loss Account, of the profit of the Company for the year ended on that date; and
- iii. in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a) 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;
  - b) In our opinion, proper books of account as required by law have been kept by the Company, in so far as it appears from our examination of those books;
  - c) The Balance Sheet, the 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 Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards notified under the Act (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs).
  - e) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2014, and taken on



# Gujarat Industries Power Company Limited

record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For VCA & Associates**  
Chartered Accountants  
FRN: 114414W

**Ashok Thakkar**  
Partner  
Membership No: 48169

Place: Vadodara

Dated: 9<sup>th</sup> June, 2014.

## ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the accounts of Gujarat Industries Power Company Limited for the year ended on 31<sup>st</sup> March 2014)

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
- (b) Fixed assets have been physically verified by the management during the year as per the phased programme of physical verification of fixed assets. As informed to us, the programme is such that all the fixed assets will get physically verified in three years time. In our opinion, the same is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) The company has not disposed off a substantial part of fixed assets during the year and therefore, do not affect the going concern assumption.
- ii. (a) As explained to us, the inventory has been physically verified by the management at the year end.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the company has maintained proper records of inventory and no material discrepancies were noticed on physical verification.
- iii. The Company has neither granted any loans nor taken any loans, secured or unsecured, to or from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- v. In our opinion and according to the information and explanations given to us, there are no transactions made by the company in pursuance of contracts or arrangements required to be entered in the register maintained under Section 301 of the Companies Act, 1956.
- vi. In our opinion and according to information and explanations given to us, the Company has complied with the provisions of Sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public. As informed to us, no Order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
- vii. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- viii. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209 (1) (d) of the Companies Act, 1956 and are of the opinion that, prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- ix. (a) The company has generally been regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, custom duty, service tax, cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of statutory



dues were in arrears as at 31<sup>st</sup> March, 2014 for a period of more than six months from the dates they become payable.

- (b) According to the information and explanations given to us, there are no dues of customs duty, wealth tax, service tax, excise duty and cess, which have not been deposited on account of any dispute.

In respect of Income Tax as at 31<sup>st</sup> March, 2014 which has not been deposited on account of any dispute, the details are as under:

Particulars	Forum where the dispute is pending	Period to which the amount relates	Amount (₹ in lakhs)
Income Tax	Commissioner of Income Tax of Appeals, Baroda	A.Y. 2011-12	17.21
Income Tax	Commissioner of Income Tax of Appeals, Baroda	A.Y. 2007-08	15.23
Income Tax	Assessing Officer of Income Tax, Baroda	A.Y. 2006-07	173.98

- x. In our opinion, the company has no accumulated losses. The company has not incurred any cash losses during the financial year covered by our audit and during the immediately preceding financial year.
- xi. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to the financial institution or bank.
- xii. In our opinion and according to the information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities and therefore, the provisions of clause (xii) of the Order are not applicable to the Company.
- xiii. In our opinion and according to the information and explanation given to us, the Company is not a chit fund or a nidhi/ mutual benefit fund/ society. Therefore, the provisions of clause (xiii) of the Order are not applicable to the Company.
- xiv. In our opinion and according to the information and explanations given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments. The Company is investing surplus funds in marketable securities and bonds. According to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein. The investments in marketable securities have been held by the Company in its own name.
- xv. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institution and therefore, the provisions of clause (xv) of the Order are not applicable to the Company.
- xvi. In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were raised.
- xvii. In our opinion and according to the information and explanations given to us and on overall examination of the Balance Sheet of the Company, we report that the funds raised on short-term basis have, prima facie, not been used for long-term investment.
- xviii. According to the information and explanations given to us, during the period covered by our audit report, the company has not made any preferential allotment of shares to the parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- xix. According to the information and explanations given to us, during the period of audit, the Company has not issued any secured debentures.
- xx. The company has not raised any money by public issue during the year and therefore, the provisions of clause (xx) of the Order are not applicable to the Company.
- xxi. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For VCA & Associates**

Chartered Accountants

FRN: 114414W

**Ashok Thakkar**

Partner

Membership No: 48169

Place: Vadodara

Dated: 9<sup>th</sup> June, 2014.



# Gujarat Industries Power Company Limited

## BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	(₹ in Lacs)	
		AS AT 31-03-2014	AS AT 31-03-2013
<b>I. EQUITY &amp; LIABILITIES</b>			
<b>Shareholders' Funds :</b>			
Share Capital	1	15,125.12	15,125.12
Reserves and Surplus	2	160,451.69	146,287.80
<b>Non-current Liabilities :</b>			
Long-term borrowings	3	53,682.72	64,194.80
Deferred tax liabilities (Net)	29.10	14,220.34	12,079.60
Other long term liabilities	4	1,080.49	769.09
Long-term provisions	5	2,425.31	2,206.52
<b>Current Liabilities :</b>			
Short-term borrowings	6	7,355.52	10,807.19
Trade payables	7	8,334.54	6,399.22
Other current liabilities	8	31,346.89	31,821.16
Short-term provisions	9	5,208.92	5,003.39
<b>TOTAL</b>		<b>299,231.54</b>	<b>294,693.89</b>
<b>II. ASSETS</b>			
<b>Non - Current Assets :</b>			
<b>Fixed Assets :</b>			
Tangible Assets	10	198,807.64	213,130.19
Intangible Assets	10	249.21	199.05
Capital Work in Progress	10	2,079.27	748.58
Mines Development Expenditure (To be amortised)	11	6,660.40	7,580.80
Non-current Investments	12	15,995.68	6,905.68
Long-term loans and advances	13	4,840.76	4,529.61
Other non-current assets	14	182.00	361.62
<b>Current Assets :</b>			
Inventories	15	12,011.12	12,079.78
Trade Receivables	16	22,263.24	17,145.94
Cash and Bank Balances	17	31,546.61	27,536.51
Short-term loans and advances	18	3,936.47	3,847.49
Other current assets	19	659.14	628.64
<b>TOTAL</b>		<b>299,231.54</b>	<b>294,693.89</b>
Significant Accounting Policies	28		
See Accompanying notes to the financial statements	29		

As per our report of even date attached

For **VCA & Associates**

Chartered Accountants

FRN: 114414W

**L. Chuaungo**

Managing Director

**D. J. Pandian**

Chairman

**Ashok Thakkar**

Partner

Membership No. 48169

**S. P. Desai**

CGM & CFO

**A. C. Shah**

Company Secretary

Place : Vadodara

Date : 9<sup>th</sup> June, 2014

Place : Gandhinagar

Date : 28<sup>th</sup> May, 2014





## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

		(₹ in Lacs)	
<u>Particulars</u>	<u>Note No.</u>	<u>For the Year ended 31-03-2014</u>	<u>For the Year ended 31-03-2013</u>
<b>REVENUE :</b>			
Revenue from Operations	20	137,667.60	141,603.17
Other Income	21	3,082.44	1,426.68
<b>TOTAL REVENUE</b>		<b>140,750.04</b>	<b>143,029.85</b>
<b>EXPENSES :</b>			
Cost of Material Consumed	22	70,231.39	69,310.48
Generation Expenses	23	10,848.63	9,140.32
Employee Benefits Expense	24	6,015.10	5,615.21
Finance Cost	25	8,827.13	10,515.01
Depreciation	10	15,550.82	15,823.07
Expenses Amortised	29.17	255.27	255.27
Other expenses	26	3,285.63	3,031.99
<b>TOTAL EXPENSES</b>		<b>115,013.97</b>	<b>113,691.35</b>
<b>Profit before exceptional item and tax</b>		<b>25,736.07</b>	<b>29,338.50</b>
<b>Exceptional items</b>	27	<b>0.00</b>	<b>6,015.00</b>
<b>Profit before Tax</b>		<b>25,736.07</b>	<b>35,353.50</b>
<b>Tax Expenses</b>			
Current Tax		5,416.00	7,067.00
Less : MAT credit entitlement		1,000.00	0.00
Net Current Tax		4,416.00	7,067.00
Deferred Tax		2,140.74	7,928.00
Tax adjustment for earlier years		591.53	(1,529.20)
<b>Profit For the Period</b>		<b>18,587.80</b>	<b>21,887.70</b>
Proposed Dividend		3,781.28	3,781.28
Corporate Dividend Tax		642.63	642.63
Earning Per Share ( Basic and Diluted ) including prior period adjustments (In Rupees)		12.29	14.47
Earning Per Share ( Basic and Diluted ) excluding prior period adjustments (In Rupees)		12.29	14.47
Significant Accounting Policies	28		
See Accompanying notes to the financial statements	29		

As per our report of even date attached

For **VCA & Associates**

Chartered Accountants

FRN: 114414W

**L. Chuaungo**

Managing Director

**D. J. Pandian**

Chairman

**Ashok Thakkar**

Partner

Membership No. 48169

**S. P. Desai**

CGM &amp; CFO

**A. C. Shah**

Company Secretary

Place : Vadodara

Date : 9<sup>th</sup> June, 2014

Place : Gandhinagar

Date : 28<sup>th</sup> May, 2014



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

( ₹ in Lacs )

Sr. No.	Particulars	For the Year ended 31-03-2014	For the Year ended 31-03-2013
<b>A</b>	<b>Cash Flow From Operating Activities :</b>		
	Net Profit before Taxes and Extraordinary items	25,736.07	35,353.50
	Adjustment for :		
	Depreciation	15,550.82	15,823.07
	Amortisation of share issue expenses	255.27	255.27
	Finance costs	8,827.13	10,515.01
	Loss on sale / write off of assets	3.90	1.64
	(Profit) on sale / write off of assets	(0.59)	(0.83)
	Interest Income	(2,137.24)	(851.20)
	Dividend	(39.62)	(34.10)
		<u>22,459.67</u>	<u>25,708.86</u>
	<b>Operating Profit Before Working Capital Changes</b>	<b>48,195.74</b>	<b>61,062.36</b>
	Adjustment for :		
	Trade Receivables	(5,117.30)	3,859.68
	Inventories	68.66	485.87
	Loans and Advances	(828.25)	(2,351.53)
	Other Assets	(76.95)	3.25
	Trade payables	2,246.72	(13,005.09)
	Other current liabilities and provisions	(269.99)	(2,741.85)
		<u>(3,977.11)</u>	<u>(13,749.67)</u>
	<b>Cash Generated from Operations</b>	<b>44,218.63</b>	<b>47,312.69</b>
	Payment of Direct Taxes	<u>(4,385.39)</u>	<u>(6,561.92)</u>
	<b>Net Cash Flow from Operating Activities ( Total - A )</b>	<b>39,833.24</b>	<b>40,750.77</b>
<b>B</b>	<b>Cash Flow from Investing Activities :</b>		
	Purchase/Adj. of Fixed Assets including Capital Work in Progress	(2,614.52)	(594.54)
	Purchase of Investments	(9,090.00)	(2,375.00)
	Sale of Fixed Assets	2.09	4.43
	Mines Development Expenditure ( To be amortised )	920.40	7,904.04
	Interest Received	2,108.04	491.39
	Dividend Received	39.62	34.10
	<b>Net Cash Flow from Investing Activities ( Total - B )</b>	<b>(8,634.37)</b>	<b>5,464.42</b>



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)

( ₹ in Lacs )

Sr. No.	Particulars	For the Year ended 31-03-2014	For the Year ended 31-03-2013
<b>C</b>	<b>Cash Flow from Financing Activities :</b>		
	Repayment of long-term borrowings	(10,512.08)	(10,923.84)
	Net increase / (decrease) in working capital borrowings	(1,931.67)	967.27
	Proceeds from other short-term borrowings	0.00	1,800.00
	Repayment of other short-term borrowings	(1,520.00)	(760.00)
	Finance Cost Paid	(8,866.83)	(10,454.17)
	Dividend on Equity Paid	(3,715.56)	(3,744.64)
	Tax on Dividend Paid	(642.63)	(613.44)
	<b>Net Cash Flow from Financing Activities ( Total - C )</b>	<b>(27,188.77)</b>	<b>(23,728.82)</b>
	<b>Net Increase In Cash and Cash Equivalents (Total - A+B+C)</b>	<b>4,010.10</b>	<b>22,486.37</b>
	<b>Opening Cash and Cash Equivalents</b>	<b>27,536.51</b>	<b>5,050.14</b>
	<b>Closing Cash and Cash Equivalents</b>	<b>31,546.61</b>	<b>27,536.51</b>
Notes:	1. The Cash flow statement has been prepared by the indirect method as set out in the Accounting Standard-3 on "Cash Flow Statements".		
	2. Cash and Cash equivalents includes :		
	Cash on hand	1.48	2.46
	With Scheduled Banks :		
	Current Accounts	13.88	154.55
	Deposit Accounts	31,531.25	27,379.50
		31,545.13	27,534.05
	<b>TOTAL</b>	<b>31,546.61</b>	<b>27,536.51</b>

As per our report of even date attached  
**For VCA & Associates**  
Chartered Accountants  
FRN: 114414W

**Ashok Thakkar**  
Partner  
Membership No. 48169

Place : Vadodara  
Date : 9<sup>th</sup> June, 2014

**L. Chuaungo**  
Managing Director

**S. P. Desai**  
CGM & CFO

Place : Gandhinagar  
Date : 28<sup>th</sup> May, 2014

**D. J. Pandian**  
Chairman

**A. C. Shah**  
Company Secretary



## NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in Lacs)

	AS AT 31-03-2014	AS AT 31-03-2013
<b>NOTE NO. 1 - SHARE CAPITAL</b>		
<b>Authorised</b>		
32,50,00,000 Equity Shares of ₹10/-each	<b>32,500.00</b>	32,500.00
61,00,000 Cumulative Redeemable Preference Shares (With dividend not exceeding 15% p.a.) of ₹ 100/- each.	<b>6,100.00</b>	6,100.00
<b>TOTAL</b>	<b>38,600.00</b>	38,600.00
<b>Issued, subscribed and paid up</b>		
15,12,51,188 Equity Shares of ₹10/-each fully paid	<b>15,125.12</b>	15,125.12
<b>TOTAL</b>	<b>15,125.12</b>	15,125.12

### List of share holders holding more than 5% shares

Name of Share Holders	2013-14		2012-13	
	Percentage	No. of shares	Percentage	No. of shares
Gujarat Urja Vikas Nigam Ltd.	25.38	38384397	25.38	38384397
Gujarat Alkalies & Chemicals Ltd.	15.27	23088980	15.27	23088980
Gujarat State Fertilizers & Company Ltd.	14.79	22362784	14.79	22362784

(₹ in Lacs)

### NOTE NO. 2 - RESERVES AND SURPLUS

#### Capital Redemption Reserve

As per last Balance Sheet	3,455.88	3,455.88
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#### Expansion Reserve

As per last Balance Sheet	56,000.00	46,000.00
Add : Transferred from Profit and Loss Account	5,000.00	10,000.00
	<b>61,000.00</b>	56,000.00

#### Securities Premium Account

As per last Balance Sheet	33,316.97	33,316.97
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#### General Reserve

As per last Balance Sheet	46,370.00	38,870.00
Add : Transferred from Profit and Loss Account	7,500.00	7,500.00
	<b>53,870.00</b>	46,370.00

#### SURPLUS

As per last Balance Sheet	7,144.95	7,181.16
Add : Profit available for appropriation	18,587.80	21,887.70
Amount available for appropriation	25,732.75	29,068.86
Less : Appropriations :		
Transfer to Expansion Reserve	5,000.00	10,000.00
Transfer to General Reserve	7,500.00	7,500.00
Proposed Dividend	3,781.28	3,781.28
Corporate Dividend Tax	642.63	642.63
	<b>8,808.84</b>	7,144.95
<b>TOTAL</b>	<b>160,451.69</b>	146,287.80

All above reserves except capital redemption reserve are free reserves.



## NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in Lacs)		
	AS AT 31-03-2014	AS AT 31-03-2013
<b>NOTE NO. 3 - LONG TERM BORROWINGS</b>		
<b>Secured Loans :</b>		
Term Loan From Banks	53,682.72	64,194.80
<b>TOTAL</b>	<b>53,682.72</b>	<b>64,194.80</b>

### NOTE NO. 3(a)

The Term Loans from Banks are secured by way of first mortgage and charge created/ to be created, ranking pari passu, on all immovable properties i.e. fixed assets, both present and future, pertaining to the Company's Plants ( Phase II - Unit 3 and 4 ) at Surat.

### NOTE NO. 3(b)

Name of Banks	Outstanding Amt. as on 31.03.2014	Maturity Period from 31.03.2014 (in Months)	Amount of Instalment per quarter	Oustanding Amt. as on 31.03.2013
Central Bank of India	6,250.00	72	250.00	7,000.00
State Bank of India	3,125.00	75	125.00	3,625.00
Bank of Baroda	6,250.00	75	250.00	7,250.00
Oriental Bank of Commerce	12,000.00	72	500.00	14,000.00
Union Bank of India	12,500.00	75	500.00	14,500.00
IDBI Bank Ltd.	8,694.80	69	378.02	10,206.88
State Bank of Bikaner & Jaipur	3,125.00	75	125.00	3,625.00
Canara Bank	6,000.00	72	250.00	7,000.00
Karur Vysya Bank Ltd.	6,500.00	78	250.00	7,500.00
<b>TOTAL</b>	<b>64,194.80</b>		2,628.02	74,706.88

(₹ in Lacs)		
	AS AT 31-03-2014	AS AT 31-03-2013
<b>NOTE NO. 4 - OTHER LONG TERM LIABILITIES</b>		
Trade Payable	1,012.98	740.79
Others	67.51	28.30
<b>TOTAL</b>	<b>1,080.49</b>	<b>769.09</b>

### NOTE NO. 5

#### LONG TERM PROVISIONS

Employee Benefits	2,425.31	2,206.52
<b>TOTAL</b>	<b>2,425.31</b>	<b>2,206.52</b>



## NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

	(₹ in Lacs)	
	AS AT 31-03-2014	AS AT 31-03-2013
<b>NOTE NO. 6 - SHORT- TERM BORROWINGS :</b>		
<b>A) Secured Loans :</b>		
Working Capital Loans from Banks	5,835.52	7,767.19
<b>B) Unsecured Loans</b>		
From Others	1,520.00	3,040.00
<b>TOTAL</b>	<b>7,355.52</b>	<b>10,807.19</b>

### NOTE 6(a)

The Consortium of banks have sanctioned Fund Based and Non - Fund Based Working Capital facilities for Company's Plants at Baroda and Surat. These facilities are secured by a first charge by way of hypothecation in favour of Banks on the company's current assets and receivables, both present and future, ranking pari passu inter se, the members of the consortium relating to the respective Plants.

<b>NOTE NO. 7 - TRADE PAYABLE</b>		
Micro and Small enterprises	62.50	63.70
Other than Micro and Small Enterprises	8,272.04	6,335.52
<b>TOTAL</b>	<b>8,334.54</b>	<b>6,399.22</b>

<b>NOTE NO. 8 - OTHER CURRENT LIABILITIES</b>		
Current Maturities of long term debts	10,512.08	10,512.08
Interest Accrued but not due on borrowings	65.32	105.02
Advance from customers	48.01	44.67
Items covered by IEPF*		
Unclaimed Dividends	237.10	171.38
Unclaimed Interest on Debentures/Deposits	2.20	2.20
Security Deposits	1,574.82	1,364.25
Other Payable	4,930.70	3,672.47
Project Creditors	13,761.41	15,821.06
Statutory Dues	215.25	128.03
<b>TOTAL</b>	<b>31,346.89</b>	<b>31,821.16</b>

\* Amount due and outstanding to be credited to Investor Education and Protection Fund ₹14.05 Lacs (Previous Year ₹ Nil) which is transferred on 22.04.2014.

<b>NOTE NO. 9 - SHORT TERM PROVISIONS</b>		
Employee Benefits	304.88	293.37
Current Tax (Net of Advance)	480.13	286.11
Proposed Dividend	3,781.28	3,781.28
Corporate Dividend Tax	642.63	642.63
<b>TOTAL</b>	<b>5,208.92</b>	<b>5,003.39</b>





## NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

### NOTE NO. 10 - FIXED ASSETS

(₹ in Lacs)

A S S E T S	GROSS BLOCK (AT COST)			DEPRECIATION				IMPAIRMENT	NET BLOCK	
	As at 01-04-2013	Addition/ Adjustment during the year	Adjustment/ Deduction during the year	As on 31-03-2014	Upto 01-04-2013	For the Year	Adjustment/ Deduction during the Year	Upto 31-03-2014	As on 31-03-2014	As at 31-03-2014
<b>A. TANGIBLE ASSETS</b>										
(1) Land										
Lease hold	603.85	0.00	0.00	603.85	130.34	6.09	0.00	136.43	0.00	473.51
Free hold	18,109.74	8.30	(20.83)	18,097.21	0.00	0.00	0.00	0.00	0.00	18,109.74
(2) Buildings										
Factory Buildings	35,620.23	218.73	(70.02)	35,768.94	8,593.99	1,203.93	0.00	9,797.92	0.00	25,971.02
Non Factory Buildings	8,162.05	25.78	0.00	8,187.83	1,489.90	272.89	0.00	1,762.79	0.00	6,425.04
(3) Plant and Machinery	306,949.78	991.45	(330.36)	307,610.87	148,521.45	13,507.55	0.00	162,029.00	507.95	145,073.92
(4) Capital Spares	7,062.17	0.00	0.00	7,062.17	5,452.64	316.31	0.00	5,768.95	0.00	1,293.22
(5) Furniture and Fixtures	511.08	45.31	(8.24)	548.15	262.37	23.54	(7.43)	278.48	0.00	269.67
(6) Office equipments	1,753.15	296.06	(26.89)	2,022.32	728.87	145.28	(22.97)	851.18	0.00	1,171.14
(7) Vehicles	114.24	1.65	(5.40)	110.49	68.59	7.63	(4.73)	71.49	0.00	39.00
<b>Sub Total - A</b>	378,886.29	1,587.28	(461.74)	380,011.83	165,248.15	15,483.22	(35.13)	180,696.24	507.95	198,807.64
<b>B. INTANGIBLE ASSETS</b>										
(8) Computer Software	399.72	117.76	0.00	517.48	200.67	67.60	0.00	268.27	0.00	249.21
(9) Technical Know- How Fees	105.34	0.00	0.00	105.34	105.34	0.00	0.00	105.34	0.00	0.00
<b>Sub Total - B</b>	505.06	117.76	0.00	622.82	306.01	67.60	0.00	373.61	0.00	249.21
<b>TOTAL (A+B)</b>	379,391.35	1,705.04	(461.74)	380,634.65	165,554.16	15,550.82	(35.13)	181,069.85	507.95	199,056.85
Previous year	378,670.21	3,168.36	(2,447.22)	379,391.35	149,743.03	15,823.07	(11.94)	165,554.16	507.95	213,329.24
10. Capital Work -in-Progress										2,079.27
										748.58

#### Notes:

- Leasehold land is obtained as a permitted transferee as per agreement with GIDC/ IPCL.
- The conveyance of title for 1.04 hectares of free hold land of value ₹ 15.54 Lakhs (previous year 11.69 hectares of value ₹ 178.63 Lacs ) in favour of the Company are awaiting completion of legal formalities.
- Land includes 30.25 hectares of value ₹ 441.84 Lakhs (Previous Year 30.25 hectares of value ₹ 441.84 Lakhs) the process of possession and conveyance of title in favour of the Company are awaiting of legal formalities.
- The Government of Gujarat vide its various orders have granted mining lease for lignite for 30 years from respective dates covering the area of 3565 hectares. The said lease provides to use all lignite excavated from the above area for captive use in existing / proposed power plants of the company. The said areas include 80 hectares of land for lime stone also.



## NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

		(₹ in Lacs)
	AS AT 31-03-2014	AS AT 31-03-2013
<b>NOTE NO. 11 - MINES DEVELOPMENT EXPENDITURE (To be amortised)</b>		
Initial Development Expenses	6,660.40	7,580.80
<b>TOTAL</b>	<b>6,660.40</b>	<b>7,580.80</b>
<b>NOTE NO. 12 - NON -CURRENT INVESTMENTS</b>		
(Trade - unless otherwise specified )		
Investments in Equity Instruments		
<b>QUOTED</b>		
11,03,360 Equity Shares of Gujarat Alkalies and Chemicals Limited of ₹ 10/- each (Fully paid )	551.68	551.68
<b>UNQUOTED</b>		
<b>With Subsidiary</b>		
2,50,000 Equity Shares of GIPCL Project & Consultancy Company Limited of ₹ 10 each (Fully paid)	25.00	25.00
<b>With Associates</b>		
13,39,00,000 Equity Shares of Bhavnagar Energy Company Limited of ₹ 10 each (Fully paid) (Previous year 5,00,00,000 shares)*	13,390.00	5,000.00
<b>With Others</b>		
97,18,181 Equity Shares of Gujarat State Energy Generation Limited of ₹ 10 each (Fully paid)	1,019.00	1,019.00
1,00,000 Equity Shares of GSPC Gas Company Limited of ₹ 10 each (Fully paid )	10.00	10.00
1,00,00,000 Equity Shares of GSPC LNG Limited of ₹ 10 each (Fully paid ) (Previous year 30,00,000 shares)	1,000.00	300.00
<b>TOTAL</b>	<b>15,444.00</b>	<b>6,354.00</b>
Aggregate cost of Quoted Investments	551.68	551.68
Market value of Quoted Investments	2,007.56	1,340.03
Aggregate cost of Unquoted Investments	15,444.00	6,354.00
*Refer Note 29.4		
<b>NOTE NO. 13: LONG TERM LOANS &amp; ADVANCES</b>		
<b>Secured ( Considered good )</b>		
Loan to Employees	1.77	4.72
Capital Advance	4.12	109.19
<b>Unsecured (Considered good )</b>		
Capital Advance	838.15	1,047.97
Security Deposits	150.45	111.06
Other loans & Advances	1,032.22	14.50
Advance Tax (Net of Provisions)	2,814.05	3,242.17
<b>TOTAL</b>	<b>4,840.76</b>	<b>4,529.61</b>



## NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

	(₹ in Lacs)	
	AS AT 31-03-2014	AS AT 31-03-2013
<b>NOTE NO. 14 - OTHER NON CURRENT ASSETS</b>		
<b>Unsecured (Considered good)</b>		
Trade Receivables	0.00	0.00
Others	182.00	361.62
<b>TOTAL</b>	<b>182.00</b>	<b>361.62</b>
<b>NOTE NO. 15 - INVENTORIES</b>		
Raw Materials ( Fuel )	2,029.32	2,587.48
Stores and Spares	9,981.80	9,492.30
<b>TOTAL</b>	<b>12,011.12</b>	<b>12,079.78</b>
<b>NOTE NO. 16 - TRADE RECEIVABLES</b>		
<b>Unsecured (Considered good )</b>		
Over Six Months	0.00	0.00
From Related Parties	18,755.73	12,011.71
Others	3,507.51	5,134.23
<b>TOTAL</b>	<b>22,263.24</b>	<b>17,145.94</b>
<b>NOTE NO. 17 - CASH &amp; BANK BALANCES</b>		
Cash and Cash Equivalents	1.48	2.46
<b>Other bank balances :</b>		
Current Accounts	13.88	154.55
Deposit Accounts	31,531.25	27,379.50
	31,545.13	27,534.05
<b>TOTAL</b>	<b>31,546.61</b>	<b>27,536.51</b>
<b>NOTE NO. 18 - SHORT TERM LOANS AND ADVANCES</b>		
<b>Secured ( Considered good )</b>		
Loan to Employees	2.81	2.93
<b>Unsecured (Considered good )</b>		
Loans & Advances to related Parties	2.45	0.18
MAT Credit Entitelment	1,000.00	0.00
Other loans & Advances	2,931.21	3,844.38
<b>TOTAL</b>	<b>3,936.47</b>	<b>3,847.49</b>
<b>NOTE NO. 19 - OTHER CURRENT ASSETS</b>		
Unamortised expenses	255.27	255.27
Other receivables	3.57	2.27
Interest Accrued	400.30	371.10
<b>TOTAL</b>	<b>659.14</b>	<b>628.64</b>



## NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

	(₹ in Lacs)	
	For the Year ended 31-03-2014	For the Year ended 31-03-2013
<b>NOTE NO. 20 - REVENUE FROM OPERATIONS</b>		
Sale of Electrical Energy*	137,103.55	140,701.29
Sale of Services	0.00	346.12
Other Operating Revenues	571.09	563.21
Less : Excise Duty	7.04	7.45
<b>TOTAL</b>	<b>137,667.60</b>	<b>141,603.17</b>
*Refer NOTE NO. 29.8		
<b>NOTE NO. 21 - OTHER INCOME</b>		
Interest on Deposits	1,803.66	825.85
(Tax deducted at source ₹157.16 Lacs, Previous year ₹46.85 Lacs)		
Other Interest	333.58	25.35
Bad Debts Recovered	0.00	76.40
Dividend	39.62	34.10
Insurance Claims	497.65	102.46
Liquidated Damages	329.47	222.31
Miscellaneous	78.46	140.21
<b>TOTAL</b>	<b>3,082.44</b>	<b>1,426.68</b>
<b>NOTE NO. 22 - COST OF MATERIAL CONSUMED</b>		
Consumption of Gas	50,050.17	39,415.50
Consumption of Lignite	25,625.01	36,563.79
Consumption of Lime Stone	726.51	575.68
Consumption of Furnace oil	1,254.56	1,030.97
Mines Closure Expenses	1,302.03	3,203.84
Lignite Extraction Expenses	16,380.91	24,048.53
Less : Inter Division transfer	25,107.80	35,527.83
<b>TOTAL</b>	<b>70,231.39</b>	<b>69,310.48</b>
<b>NOTE NO. 23 - GENERATION EXPENSES</b>		
Consumption of Stores and Spares	4,116.54	3,374.12
Water Charges	1,290.56	1,257.34
Electricity Charges	695.64	582.71
Insurance	852.72	884.11
Operation Expenses	2,040.69	1,846.13
Repairs and Maintenance to Plant and Machinery	1,852.48	1,195.91
<b>TOTAL</b>	<b>10,848.63</b>	<b>9,140.32</b>



## NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

	(₹ in Lacs)	
	For the Year ended 31-03-2014	For the Year ended 31-03-2013
<b>NOTE NO. 24 - EMPLOYEES BENEFIT EXPENSES</b>		
Salary and Wages	4,152.36	3,773.78
Contribution to Provident , Pension and Superannuation Fund	364.55	280.40
Welfare Expenses and Other Benefits	1,498.19	1,561.03
<b>TOTAL</b>	<b>6,015.10</b>	<b>5,615.21</b>
<b>NOTE NO. 25 - FINANCE COST</b>		
Interest on :		
Fixed Term Loans	7,707.15	9,175.15
Cash Credit / Working Capital Demand Loans	8.11	24.76
Others	148.81	127.88
Bank Charges and Commission	118.19	118.53
Cash Rebate on Sales	844.87	1,068.69
<b>TOTAL</b>	<b>8,827.13</b>	<b>10,515.01</b>
<b>NOTE NO. 26 - OTHER EXPENSES</b>		
Repairs and Maintenance :		
Buildings	492.99	382.69
Others	92.14	99.58
Rent	5.00	8.57
Rates and Taxes	237.38	258.30
Communication Expenses	72.70	84.39
Travelling & Conveyance Expenses	376.62	320.04
Legal, Professional and Consultancy Fees	72.23	71.10
Social Welfare Expenses	821.84	856.97
Miscellaneous Expenses (includes membership, office, security, advertisement, software maintenance, audit fees and registrar & transfer fees)	1,114.73	950.35
<b>TOTAL</b>	<b>3,285.63</b>	<b>3,031.99</b>
<b>NOTE NO. 27 - EXCEPTIONAL ITEMS (INCOME)</b>		
Contractual claims pertaining to Liquidated	0.00	4,005.00
Damages settled/Realised		
Disputed energy billing claims settled/Realized	0.00	2,010.00
<b>TOTAL</b>	<b>0.00</b>	<b>6,015.00</b>



## NOTE NO. 28 : SIGNIFICANT ACCOUNTING POLICIES

### 1. BASIS OF ACCOUNTING

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India. The applicable mandatory Accounting Standards notified under The Companies (Accounting Standard) Rules, 2006 and the requirements of the Companies Act, 1956 have been followed in preparation of these financial statement.

### 2. USE OF ESTIMATES

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known / materialized.

### 3. FIXED ASSETS

- Tangible Assets are stated at cost, less accumulated depreciation and impairment loss, if any. Costs include all expenses incurred to bring the assets to its present location and condition. The cost may undergo changes, where applicable, subsequent to its acquisition/construction on account of exchange rate variations agreed under Capital Contracts.
- Intangible Assets are recognized if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably. The intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses, if any.
- Mines Development Expenditure under Fixed Assets comprises of initial expenditure for lignite mines and expenditure for removal of overburden. Such expenditure is amortised over quantities of lignite actually extracted. Relevant stripping ratio is also considered while determining amortization of expenditure for removal of overburden.
- Works under erection/installation /execution ( including such work pertaining to a new project) are shown as Capital Work in Progress.
- In the case assets put to use, where final settlement of bills with contractors is yet to be effected, capitalization is done on provisional basis subject to necessary adjustment in the year of final settlement.

### 4. DEPRECIATION

- Depreciation on all fixed assets (except those listed below) is provided on straight line method as per rates and methodology notified by the CERC Tariff Regulation, 2009.
- Computer software is amortized on straight-line basis over a period of five years.
- Leasehold land is amortized over the period of lease on straight-line basis.
- Capital Spares are depreciated over the useful life of such spares.

### 5. INVESTMENTS

Long term Investments are shown at cost. However, when there is decline, other than temporary in the value of a long term investment, the carrying amount is reduced to recognize the decline.

Current Investments are stated at lower of cost and net realizable value.

### 6. INVENTORIES

Inventories are valued at lower of cost or net realizable value as under:

Inventories	Cost Formula
a. Raw Materials - Fuel (other than Lignite)	Weighted Average Cost
b. Lignite	Absorption costing. Cost Includes Extraction Cost, Mining overheads including amortized cost as per 3(c) above.
c. Stores and Spares	Weighted Average Cost





## 7. FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currency are accounted for at the exchange rate prevailing on the date of transactions. Monetary items denominated in foreign currency as at the balance sheet date are converted at the exchange rates prevailing on that date. Exchange differences are recognized in the profit and loss account.

## 8. TAXATION

- a. Provision for Current Tax is made on the basis of estimated tax payable for the year as per the applicable provisions of the Income Tax Act, 1961.
- b. Deferred tax is recognized subject to consideration of prudence, on timing differences (including tax holiday period) that originate in one period and are capable of reversal in one or more subsequent periods between taxable income and accounting income. Deferred tax assets and liabilities are measured using the rates and tax laws that have been enacted or substantively enacted by the balance sheet date.
- c. MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT credit entitlement.
- d. Advance taxes and provisions for current income taxes are presented in the Balance Sheet after off-setting advance tax paid and income tax provision and company intends to settle the asset and liability on a net basis.

## 9. EMPLOYEE BENEFITS

### a. Post-employment benefits

#### i) Defined Contribution plan

Company's contribution paid/payable for the year to defined contribution retirement benefit schemes are charged to Profit and Loss Account.

#### ii) Defined Benefit plan

Company's liabilities towards defined benefit schemes are determined using the Projected Unit Credit Method. Actuarial valuations under the Projected Unit Credit Method are carried out at the balance sheet date. Actuarial gains and losses are recognised in the Profit and Loss account in the period of occurrence of such gains and losses. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise it is amortised on straight-line basis over the remaining average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation.

### b. Short-term employee benefits.

Short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised undiscounted during the period employee renders services. These benefits include incentives.

### c. Long term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as an actuarially determined liability at present value of the defined benefit obligation at the balance sheet date.



## 10. REVENUE RECOGNITION

- a. Revenue from sale of energy is recognized when no significant uncertainty as to the measurability or ultimate collection exists.
- b. Interest on investment is booked on a time proportion basis taking into account the amounts invested and the rate of interest.
- c. Dividend income is recognised when the right to receive payment is established.
- d. Claims lodged with insurance company in respect of risk insured are accounted on admittance basis.
- e. Delayed payment charges under Power Purchase Agreements are recognised, on grounds of prudence, as and when recovered.
- f. Other income is recognised on accrual basis except when realization of such income is uncertain.
- g. Unscheduled Interchange (UI) charges receivable/payable is accounted as and when notified by State Load Dispatch Center (SLDC)

## 11. PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

## 12. IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit & Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount in subsequent period.

## 13. BORROWING COST

Borrowing cost including interest and other financial charges which are directly attributable to the acquisition or construction of qualifying assets is capitalised as part of the cost of that asset up to the period the project is commissioned or asset is ready for use. Other borrowing costs are recognised as expenses in the period in which they incurred.



## NOTE NO. 29 : NOTES TO THE FINANCIAL STATEMENTS

( ₹ in lacs )

	As at 31-03-2014	As at 31-03-2013
<b>1. Commitments</b>		
a. Estimated amount of contracts remaining to be executed on capital account and not provided for ( net of advances).	<b>480.90</b>	1,025.72
b. The Company has committed to invest in the Equity Share Capital of Bhavnagar Energy Company Limited (BECL), as and when required, to the tune of ₹22,000 Lacs (P.Y. 20800 Lacs). Out of this, ₹ 13,390 Lacs (P.Y. ₹ 6,150 Lacs) has been paid. The Company has also committed to contribute towards Sub Debt financing to the tune of ₹ 2,000 Lacs (P.Y. ₹Nil). In addition to the above, the Company has committed to contribute towards cost overrun in future, if any, which will be partly by way of contribution towards Equity and partly towards Sub Debt financing.	<b>10,610.00</b>	14,650.00
c. The Company has committed to invest in the Equity Share Capital of International Stone Research Centre (ISRC), as and when required, to the tune of ₹ 25.00 lacs (Being 25% of equity share capital).	<b>25.00</b>	NIL
<b>2. Contingent Liabilities not provided for:</b>		
a. Claims against company (Principal amount) pending before court (includes certain claims where the amount cannot be ascertained) :		
By vendors against contractual obligations	<b>2,936.10</b>	3,084.57
By Ex-employee against recovery of notice period	<b>1.02</b>	1.02
b. Demand for Water Reservation Charges and interest thereon from Narmada Water Resources and Water Supply Department relating to Surat Lignite Power Plant is contested and not acknowledged as debt since at the relevant time project was under implementation and regular drawl of water was not made.	<b>775.13</b>	786.78
c. Bills of Exchange discounted with Banks in respect of Sales Invoices.	<b>52,500.00</b>	30,300.00
d. In following cases, various claims are pending against the company/land acquisition office. Depending upon the final compensation amount determined, the cost of land may change requiring appropriate adjustment then :		
Leasehold land of 165 MW Baroda	<b>Amount not ascertainable</b>	Amount not ascertainable
Freehold land at Surat Lignite Power Stations	<b>1,630.68</b>	1,630.68
e. Partial amount of demand from department of Geology & Mining, Surat for Interest on delayed Royalty Payment on lignite for the period from April 04 to March 07, which is contested.	<b>24.09</b>	24.09
f. Income Tax Demand contested in Appeal.	<b>2,756.95</b>	3,187.20
g. Demand of Property Tax under discussion with Grampanchayat, Nani Naroli, Dist.Surat.	<b>65.00</b>	65.00
h. The Maximum amount of Penalty Leviable due to default in Payment of Central excise duty on lignite excavated. The matter is pending with settlement commission.	<b>306.18</b>	NIL
i. Liability likely to arise on account of transportation charges for gas which is under dispute.	<b>448.50</b>	NIL
j. The company has been recovering the corporate action on the share holding of Petrofils Cooperative Ltd. A portion of the said shareholding is under dispute at High Court of Gujarat. Subject to its final outcome, the company may be directed by the Honorable Court to make a payment towards the portion of such recovery.	<b>Amount not ascertainable</b>	Amount not ascertainable
k. Cases pending at the High Court of Gujarat for regularization of contract workmen.	<b>Amount not ascertainable</b>	Amount not ascertainable



# Gujarat Industries Power Company Limited

3. Pursuant to Ministry of Coal, New Delhi, Guideline No. 55011-01-2009-CPAM Dated 7<sup>th</sup> January 2013, the Company has provided ₹ 1,302.03 lacs (PY ₹ 3,203.84 lacs ) towards the Mine(s) Closure expenditure during the year. The amount is yet to be deposited with the Escrow Account opened/to be opened.

4. Bhavnagar Energy Company Ltd. (BECL) allotted Equity Shares of ₹10 each, fully paid, on 16.01.2014, pursuant to which BECL became an Associate. The particulars of shareholding is as below:

Particulars	2013-14	2012-13
No. of Equity Shares (F.V. ₹10/- each)	1339 Lacs	500 Lacs
Percentage (%) of Shareholding	23.98%	13.45%

## 5. C.I.F. Value of Imports

(₹ in lacs)

	2013-14	2012-13
Spares and Components	17.61	289.28

## 6. Stores and Spares Consumed

(₹ in Lacs)

	2013-14		2012-13	
	Value	% to total Consumption	Value	% to total Consumption
Imported	57.24	1.39	20.65	0.61
Indigenous	4,059.30	98.61	3,353.47	99.39
<b>TOTAL</b>	<b>4,116.54</b>	<b>100.00</b>	<b>3,374.12</b>	<b>100.00</b>

## 7. Payment to Auditors :

(₹ in Lacs)

	2013-14	2012-13
Statutory Auditors (Fees including service tax)		
Statutory Audit Fees	8.76	8.76
Tax Audit Fees	0.73	0.73
Domestic Transfer Pricing Fees	0.73	NIL
Taxation, certification and other matters	0.79	1.04
Reimbursement of Travelling & Other Expenses	0.24	0.31
<b>TOTAL</b>	<b>11.25</b>	<b>10.84</b>
Cost Auditors ( Fees including service tax)		
Statutory Audit Fees	1.01	1.01
XBRL Fees	0.20	0.17
<b>TOTAL</b>	<b>1.21</b>	<b>1.18</b>

## 8. Sale of Electrical Energy is net of reversal/adjustment admitted on commercial consideration as under:

(₹ in Lacs)

Particulars	2013-14	2012-13
Interest and Variable Charges	403.16	1,588.62
Depreciation & Other Fixed Charges	64.69	1,008.95

9. The Company has only one reportable business segment namely 'Power Generation' under AS 17.

10. In accordance with the Accounting Standard – 22 ‘Accounting for Taxes on Income’, the company has accounted for Deferred Tax on timing differences (Net of reversal during tax holiday period). Major components of Deferred Tax recognised in the accounts are:

		(₹ in Lacs)	
Particulars		2013-14	2012-13
Deferred Tax Liability :			
Depreciation		14,505.78	12,680.45
Others		592.47	327.41
<b>TOTAL (A)</b>		<b>15,098.25</b>	<b>13,007.86</b>
Deferred Tax Assets :			
Items u/s 43 B		877.91	799.07
Others		-	129.19
<b>TOTAL (B)</b>		<b>877.91</b>	<b>928.26</b>
Deferred Tax Liability (Net) (A) – (B)		<b>14,220.34</b>	<b>12,079.60</b>

#### 11. Related Party Disclosures

In accordance with the Accounting Standard 18 – ‘Related Party Disclosures’ the transactions with related party are given below:

Name of the Related Party	Nature of Relationship
Gujarat Urja Vikas Nigam Ltd	Promoter (with significant shareholding / influence)
Shri L Chuaungo, IAS	Key Management Personnel
GIPCL Projects and Consultancy Company Ltd.	Subsidiary Company
Bhavnagar Energy Company Limited	Associate Company( w.e.f.16.01.2014)
Development Efforts for Rural Economy and People (DEEP) – NGO promoted by the Company	MD and few officers of the company are trustees.
Urja Foundation - Welfare Trust formed by the company.	MD and few officers of the company are trustees.

#### Details of Transactions :

		(₹ in Lacs)	
		2013-14	2012-13
Nature of Transactions		With Promoters	With Key Management Personnel
(a) Value of transactions			
Sales of Electrical Energy (Net of Adjustment)		104,768.30	122,672.99
Bill Discounting Charges Recovered		4,387.20	2,884.33
Rebate on Sales		844.87	1,068.69
Dividend Paid		959.61	959.61
Perquisites		-	2.43
(b) Outstanding balance			
Equity Contribution including Share Premium		8,635.52	8,635.52
Receivables		18,755.43	12,011.71



# Gujarat Industries Power Company Limited

## Details of Transactions with Subsidiary Company

		(₹ in Lacs)	
	<u>Nature of Transactions</u>	<u>2013-14</u>	<u>2012-13</u>
(a)	<b>Value of transactions</b>		
	Contribution towards Equity	NIL	25.00
	Facility charges	3.73	NIL
	Miscellaneous Payment	0.26	NIL
(b)	<b>Outstanding balance</b>		
	Contribution towards Equity	25.00	25.00
	Receivables	2.75	NIL

## Details of Transactions with Associate Company

		(₹ in Lacs)	
	<u>Nature of Transactions</u>	<u>2013-14</u>	
(a)	<b>Value of transactions</b>		
	Contribution towards Equity		7,240.00
(b)	<b>Outstanding balance</b>		
	Contribution towards Equity		13,390.00

## Details of Transactions with NGO promoted by the Company

		(₹ in Lacs)	
	<u>Nature of Transactions</u>	<u>2013-14</u>	<u>2012-13</u>
(a)	<b>Value of transactions</b>		
	Contribution towards CSR activities	632.00	789.37
	Miscellaneous	0.13	4.79
(b)	<b>Outstanding balance</b>		
	Payables	0.00	0.13

12. In accordance with Accounting Standard 20 – 'Earnings Per Share', the Basic and Diluted Earning Per Share (EPS) has been calculated as under :

		(₹ in Lacs)	
	<u>Particulars</u>	<u>2013-14</u>	<u>2012-13</u>
	Net Profit after Tax before prior period adjustment (₹ in Lacs)	18,587.78	21,887.70
	Net Profit after Tax after prior period adjustment (₹ in Lacs)	18,587.78	21,887.70
	Weighted Average number of Equity Shares outstanding (Nos.)	151251188	151251188
	Basic and Diluted Earning Per Share of ₹ 10/- each (₹) including prior period adjustment	12.29	14.47
	Basic and Diluted Earning Per Share of ₹ 10/- each (₹) excluding prior period adjustment	12.29	14.47

## 13. Post Employment Benefits:

### Defined Contribution Plan

The Company makes contributions towards provident fund, pension scheme and from current year also towards Superannuation Fund to Defined Contribution retirement benefit plan for qualifying employees.

The provident fund plan is operated by the Gujarat Industries Power Company Ltd. Provident Fund Trust (the Trust). Eligible employees receive benefits from the said trust which is a defined contribution plan. Under the plan, the Company is required to contribute a specified percentage of employee's salary to the retirement benefit plan to fund the benefits. The Company has



recognised ₹ 280.26 lacs (P.Y. ₹ 240.03 lacs) for Provident Fund contributions and ₹37.27 lacs (P.Y. ₹ 36.21 Lacs) for Pension Scheme in the Profit and Loss Account.

The minimum interest rate payable by the trust to the beneficiaries every year is being notified by the government. The company has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate.

The superannuation fund plan is operated by Life Insurance Corporation of India(LIC) under its scheme of superannuation. The eligible employees receive benefit under the said scheme from LIC. Under the plan, the Company is required to contribute a specified percentage of employee's basic salary to the retirement benefit plan to fund the benefits. The Company has recognised ₹ 40.12 lacs (P.Y. ₹ Nil) for Superannuation Fund contributions in the Profit and Loss Account.

#### Defined Benefit Plan

The Company recognises the liability towards the gratuity at each Balance Sheet date. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment and Post Retirement Medical Benefits is also recognised in the same manner as gratuity.

Under Post retirement medical benefits, the company would reimburse a certain amount towards the mediclaim policy (subject to ceiling limits) to its employees. Such payment is not dependent upon the future salary increases, inflation and medical costs trend and therefore the impact of increase / decrease in medical cost trends is not required to be ascertained.

(₹ in lacs)

Particulars	Gratuity (Non Funded)		Post Retirement Medical Benefit Plan (Non Funded)	
	2013-14	2012-13	2013-14	2012-13
<b>I. Reconciliation of opening and closing balances of the present value of the Defined Benefit obligation</b>				
Present Value of Defined Benefit obligation at beginning of the year	1,166.76	937.99	-	-
Current Service Cost	84.66	71.19	79.05	77.07
Interest Cost	96.26	79.73	-	-
Actuarial (gain)/loss	4.12	109.72	-	-
Benefits paid	(63.86)	(31.87)	-	-
Present Value of Defined Benefit obligation at year end	1,287.94	1,166.76	79.05	77.07
<b>II. Reconciliation of fair value of assets and obligation</b>				
Fair value of Plan Assets as at the beginning of the year	-	-	-	-
Present Value of Defined Benefit obligation as at the end of the year	1,287.94	1,166.76	79.05	77.07
Liabilities recognized in Balance Sheet	1,287.94	1,166.76	79.05	77.07
<b>III. Expense recognized during the year</b>				
Current Service Cost	84.66	71.19	79.05	77.07
Interest Cost	96.26	79.73	-	-
Actuarial (gain)/loss	4.12	109.72	-	-
Expected return on plan assets	-	-	-	-
Total Expenses/(Gain) recognized in Profit and loss account	185.04	260.64	79.05	77.07
<b>IV. Actuarial assumptions</b>				
Mortality Table (Indian Assured Lives Mortality)	2006-08	2006-08	2006-08	2006-08
Discount rate (per annum)	9.31%	8.25%	9.31%	8.25%
Rate of escalation in salary (per annum)	6.00%	6.00%	NA	NA



# Gujarat Industries Power Company Limited

## V. Amounts for the current and previous periods - Gratuity (Non Funded)

	(₹ in lacs)				
Particulars	2013-14	2012-13	2011-12	2010-11	2009-10
Defined benefit obligation	1,287.94	1,166.76	937.99	744.63	507.29
Experience loss(gain) on plan liabilities	120.54	80.57	111.98	198.50	164.17

## VI. Amounts for the current and previous periods - Post Retirement Medical Benefit Plan (Non Funded)

	(₹ in lacs)				
Particulars	2013-14	2012-13	2011-12	2010-11	2009-10
Defined benefit obligation	79.05	77.07	52.99	43.57	30.07
Experience loss(gain) on plan liabilities	NA	NA	NA	NA	NA

The estimate of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

14. Based on the information available with the company, the balance due to Micro and Small Enterprises as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is ₹62.50 Lacs (Previous Year ₹63.70 lacs). Payment made to suppliers beyond the due date during the year was ₹ Nil (P.Y. ₹ Nil). No interest during the year has been paid to Micro and Small Enterprises on delayed payments. Further, interest accrued and remaining unpaid at the year end ₹Nil ( Previous Year ₹ Nil) .
15. The value of realizations of Current Assets, Loans and Advances in the ordinary course of business will not be less than the value at which they are stated in the Balance Sheet.
16. Confirmation of balances called from the sundry debtors and creditors are yet to be received from some parties. Debit / credit balances of such parties, so far as these have not been subsequently realized or discharged, are subject to confirmation / reconciliation. Confirmations of balances to the extent received have been reconciled.
17. During the year, one- fifth of Share issue expenses amounting to ₹ 255.27 Lacs ( Previous Year ₹ 255.27 Lacs) have been amortised on a prorata basis.
18. Ministry of Corporate Affairs vide general circular no. 2/2011 dated 8<sup>th</sup> February,2011, has granted the general exemption from compliance with section 212 of the Companies Act,1956, subject to fulfillment of certain conditions. The company, having satisfied with the conditions of the circular, is entitled for the exemptions. Necessary information regarding subsidiary has been included in the consolidated financial statements.
19. The company has regrouped/reclassified the previous year figures as and when required for better presentation and comparison.

As per our report of even date attached

For **VCA & Associates**  
Chartered Accountants  
FRN: 114414W

**Ashok Thakkar**  
Partner  
Membership No. 48169

Place : Vadodara  
Date : 9<sup>th</sup> June, 2014

**L. Chuaungo**  
Managing Director

**S. P. Desai**  
CGM & CFO

Place : Gandhinagar  
Date : 28<sup>th</sup> May, 2014

**D. J. Pandian**  
Chairman

**A. C. Shah**  
Company Secretary



## AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

**TO,  
THE BOARD OF DIRECTORS OF  
GUJARAT INDUSTRIES POWER COMPANY LIMITED**

We have audited the attached Consolidated financial statements of **Gujarat Industries Power Company Limited** (the Company) and its subsidiary & associate, which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2014, and the Statement of Consolidated Profit and Loss and Consolidated Cash Flow Statement for the period then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for Financial Statements**

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated 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 consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are

appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. in the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- ii. in the case of the Statement of Consolidated Profit and Loss Account, of the profit for the period ended on that date; and
- iii. in the case of the Consolidated Cash Flow Statement, of the cash flows for the period ended on that date.

### **Other Matters**

The consolidated financial statements include the unaudited financial statements of the associate Company Bhavnagar Energy Company Limited. Refer Point 4 of Note 29 of Consolidated Financial Statements. Our opinion is not qualified in respect of this matter.

**For VCA & Associates**

Chartered Accountants

FRN: 114414W

**Ashok Thakkar**

Partner

Membership No: 48169

Place: Vadodara

Dated: 9<sup>th</sup> June, 2014



# Gujarat Industries Power Company Limited

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	(₹ in Lacs)	
		AS AT 31-03-2014	AS AT 31-03-2013
<b>I. EQUITY &amp; LIABILITIES</b>			
<b>Shareholders' Funds :</b>			
Share Capital	1	15,125.12	15,125.12
Reserves and Surplus	2	160,456.20	146,282.43
<b>Non-current Liabilities :</b>			
Long-term borrowings	3	53,682.72	64,194.80
Deferred tax liabilities (Net)	29.10	14,220.34	12,079.60
Other long term liabilities	4	1,080.49	769.09
Long-term provisions	5	2,425.31	2,206.52
<b>Current Liabilities :</b>			
Short-term borrowings	6	7,355.52	10,807.19
Trade payables	7	8,334.74	6,399.22
Other current liabilities	8	31,346.89	31,821.38
Short-term provisions	9	5,209.60	5,003.39
<b>TOTAL</b>		<b>299,236.93</b>	<b>294,688.74</b>
<b>II. ASSETS</b>			
<b>Non - Current Assets :</b>			
Fixed Assets :			
Tangible Assets	10	198,807.64	213,130.19
Intangible Assets	10	249.21	199.05
Capital Work in Progress	10	2,079.27	748.58
Mines Development Expenditure (To be amortised)	11	6,660.40	7,580.80
Non-current Investments	12	15,970.68	6,880.68
Long-term loans and advances	13	4,840.76	4,529.61
Other non-current assets	14	182.00	361.62
<b>Current Assets :</b>			
Inventories	15	12,011.12	12,079.78
Trade Receivables	16	22,263.49	17,145.94
Cash and Bank Balances	17	31,578.47	27,555.92
Short-term loans and advances	18	3,934.02	3,847.47
Other current assets	19	659.87	629.10
<b>TOTAL</b>		<b>299,236.93</b>	<b>294,688.74</b>
Significant Accounting Policies	28		
See Accompanying notes to the financial statements	29		

As per our report of even date attached

For **VCA & Associates**  
Chartered Accountants  
FRN: 114414W

**L. Chuaungo**  
Managing Director

**D. J. Pandian**  
Chairman

**Ashok Thakkar**  
Partner  
Membership No. 48169

**S. P. Desai**  
CGM & CFO

**A. C. Shah**  
Company Secretary

Place : Vadodara  
Date : 9<sup>th</sup> June, 2014

Place : Gandhinagar  
Date : 28<sup>th</sup> May, 2014



## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

		(₹ in Lacs)	
Particulars	Note No.	For the Year ended 31-03-2014	For the Year ended 31-03-2013
<b>REVENUE :</b>			
Revenue from Operations	20	137,683.90	141,604.14
Other Income	21	3,081.09	1,427.19
<b>TOTAL REVENUE</b>		<b>140,764.99</b>	<b>143,031.33</b>
<b>EXPENSES :</b>			
Cost of Material Consumed	22	70,231.39	69,310.48
Generation Expenses	23	10,848.63	9,140.32
Employee Benefits Expense	24	6,015.10	5,615.21
Finance Cost	25	8,827.13	10,515.01
Depreciation	10	15,550.82	15,823.07
Expenses Amortised	29.17	255.27	255.27
Other expenses	26	3,288.31	3,038.84
<b>TOTAL EXPENSES</b>		<b>115,016.65</b>	<b>113,698.20</b>
<b>Profit before exceptional item and tax</b>		<b>25,748.34</b>	<b>29,333.13</b>
<b>Exceptional item</b>	27	<b>0.00</b>	<b>6,015.00</b>
<b>Profit before Tax</b>		<b>25,748.34</b>	<b>35,348.13</b>
<b>Tax Expenses</b>			
Current Tax		5,418.39	7,067.00
Less : MAT credit entitlement		1,000.00	0.00
Net Current Tax		4,418.39	7,067.00
Deferred Tax		2,140.74	7,928.00
Tax adjustment for earlier years		591.53	(1,529.20)
<b>Profit For the Period</b>		<b>18,597.68</b>	<b>21,882.33</b>
Proposed Dividend		3,781.28	3,781.28
Corporate Dividend Tax		642.63	642.63
Earning Per Share ( Basic and Diluted ) including prior period adjustments (In Rupees)		12.29	14.47
Earning Per Share ( Basic and Diluted ) excluding prior period adjustments (In Rupees)		12.29	14.47
Significant Accounting Policies	28		
See Accompanying notes to the financial statements	29		

As per our report of even date attached

For **VCA & Associates**

Chartered Accountants

FRN: 114414W

**L. Chuaungo**

Managing Director

**D. J. Pandian**

Chairman

**Ashok Thakkar**

Partner

Membership No. 48169

**S. P. Desai**

CGM & CFO

**A. C. Shah**

Company Secretary

Place : Vadodara

Date : 9<sup>th</sup> June, 2014

Place : Gandhinagar

Date : 28<sup>th</sup> May, 2014



## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

( ₹in Lacs )

Sr. No.	Particulars	For the Year ended 31-03-2014	For the Year ended 31-03-2013
<b>A</b>	<b>Cash Flow From Operating Activities :</b>		
	Net Profit before Taxes and Extraordinary items	25,748.34	35,348.13
	Adjustment for :		
	Depreciation	15,550.82	15,823.07
	Amortisation of share issue expenses	255.27	255.27
	Finance costs	8,827.13	10,515.01
	Loss on sale / write off of assets	3.90	1.64
	(Profit) on sale / write off of assets	(0.59)	(0.83)
	Interest Income	(2,139.46)	(851.20)
	Dividend	(39.62)	(34.10)
		<u>22,457.45</u>	<u>25,708.86</u>
	<b>Operating Profit Before Working Capital Changes</b>	<b>48,205.79</b>	<b>61,056.99</b>
	Adjustment for :		
	Trade Receivables	(5,117.55)	3,859.68
	Inventories	68.66	485.87
	Loans and Advances	(825.82)	(2,352.15)
	Other Assets	(76.95)	3.25
	Trade payables	2,246.92	(13,005.09)
	Other current liabilities and provisions	(270.21)	(2,741.45)
		<u>(3,974.95)</u>	<u>(13,749.89)</u>
	<b>Cash Generated from Operations</b>	<b>44,230.84</b>	<b>47,307.10</b>
	Payment of Direct Taxes	<u>(4,387.10)</u>	<u>(6,561.92)</u>
	<b>Net Cash Flow from Operating Activities ( Total - A )</b>	<b>39,843.74</b>	<b>40,745.18</b>
<b>B</b>	<b>Cash Flow from Investing Activities :</b>		
	Purchase/Adj. of Fixed Assets including Capital Work in Progress	(2,614.52)	(594.54)
	Purchase of Investments	(9,090.00)	(2,350.00)
	Sale of Fixed Assets	2.09	4.43
	Mines Development Expenditure ( To be amortised )	920.40	7,904.04
	Interest Received	2,109.99	491.39
	Dividend Received	39.62	34.10
	<b>Net Cash Flow from Investing Activities ( Total - B )</b>	<b>(8,632.42)</b>	<b>5,489.42</b>





## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

( ₹ in Lacs )

Sr. No.	Particulars	For the Year ended 31-03-2014	For the Year ended 31-03-2013
<b>C</b>	<b>Cash Flow from Financing Activities :</b>		
	Repayment of long-term borrowings	(10,512.08)	(10,923.84)
	Net increase / (decrease) in working capital borrowings	(1,931.67)	967.27
	Proceeds from other short-term borrowings	0.00	1,800.00
	Repayment of other short-term borrowings	(1,520.00)	(760.00)
	Finance Cost Paid	(8,866.83)	(10,454.17)
	Dividend on Equity Paid	(3,715.56)	(3,744.64)
	Tax on Dividend Paid	(642.63)	(613.44)
	<b>Net Cash Flow from Financing Activities ( Total - C )</b>	<b>(27,188.77)</b>	<b>(23,728.82)</b>
	<b>Net Increase In Cash and Cash Equivalents (Total - A+B+C)</b>	<b>4,022.55</b>	<b>22,505.78</b>
	<b>Opening Cash and Cash Equivalents</b>	<b>27,555.92</b>	<b>5,050.14</b>
	<b>Closing Cash and Cash Equivalents</b>	<b>31,578.47</b>	<b>27,555.92</b>
<b>Notes:</b>	1. The Cash flow statement has been prepared by the indirect method as set out in the Accounting Standard-3 on "Cash Flow Statements".		
	2. Cash and Cash equivalents includes :		
	Cash on hand	1.48	2.46
	With Scheduled Banks :		
	Current Accounts	14.64	154.66
	Deposit Accounts	31,562.35	27,398.80
		31,576.99	27,553.46
	<b>TOTAL</b>	<b>31,578.47</b>	<b>27,555.92</b>

As per our report of even date attached  
For **VCA & Associates**  
Chartered Accountants  
FRN: 114414W

**Ashok Thakkar**  
Partner  
Membership No. 48169

Place : Vadodara  
Date : 9<sup>th</sup> June, 2014

**L. Chuaungo**  
Managing Director

**S. P. Desai**  
CGM & CFO

Place : Gandhinagar  
Date : 28<sup>th</sup> May, 2014

**D. J. Pandian**  
Chairman

**A. C. Shah**  
Company Secretary



# Gujarat Industries Power Company Limited

## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

		(₹ in Lacs)	
		AS AT 31-03-2014	AS AT 31-03-2013
<b>NOTE NO. 1 - SHARE CAPITAL</b>			
<b>AUTHORISED</b>			
32,50,00,000	Equity Shares of ₹10/-each	<b>32,500.00</b>	32,500.00
50,00,000	Equity Shares of ₹10/-each	<b>500.00</b>	500.00
61,00,000	Cumulative Redeemable Preference Shares (With dividend not exceeding 15% p.a.) of ₹ 100/- each	<b>6,100.00</b>	6,100.00
<b>TOTAL</b>		<b>39,100.00</b>	39,100.00
<b>ISSUED, SUBSCRIBED AND PAID UP</b>			
15,12,51,188	Equity Shares of ₹10/-each fully paid	<b>15,125.12</b>	15,125.12
<b>TOTAL</b>		<b>15,125.12</b>	15,125.12

### List of share holders holding more than 5% shares

Name of Share Holders	2013-14		2012-13	
	Percentage	No. of shares	Percentage	No. of shares
Gujarat Urja Vikas Nigam Ltd.	25.38	38384397	25.38	38384397
Gujarat Alkalies & Chemicals Ltd.	15.27	23088980	15.27	23088980
Gujarat State Fertilizers & Company Ltd.	14.79	22362784	14.79	22362784

### NOTE NO. 2 - RESERVES AND SURPLUS

#### Capital Redemption Reserve

As per last Balance Sheet

3,455.88

3,455.88

#### Expansion Reserve

As per last Balance Sheet

56,000.00

46,000.00

Add : Transferred from Profit and Loss Account

5,000.00

10,000.00

61,000.00

56,000.00

#### Securities Premium Account

As per last Balance Sheet

33,316.97

33,316.97

#### General Reserve

As per last Balance Sheet

46,370.00

38,870.00

Add : Transferred from Profit and Loss Account

7,500.00

7,500.00

53,870.00

46,370.00

#### SURPLUS

As per last Balance Sheet

7,139.58

7,181.16

Add : Profit available for appropriation

18,597.68

21,882.33

Amount available for appropriation

25,737.26

29,063.49

Less : Appropriations :

Transfer to Expansion Reserve

5,000.00

10,000.00

Transfer to General Reserve

7,500.00

7,500.00

Proposed Dividend

3,781.28

3,781.28

Corporate Dividend Tax

642.63

642.63

8,813.35

7,139.58

160,456.20

146,282.43

All above reserves except capital redemption reserve are free reserves.



## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	(₹ in Lacs)	
	AS AT 31-03-2014	AS AT 31-03-2013
<b>NOTE NO. 3 - LONG TERM BORROWINGS</b>		
<b>Secured Loans :</b>		
Term Loan From Banks	53,682.72	64,194.80
<b>TOTAL</b>	<b>53,682.72</b>	<b>64,194.80</b>

**NOTE NO. 3(a)**

The Term Loans from Banks are secured by way of first mortgage and charge created/ to be created, ranking pari passu , on all immovable properties i.e. fixed assets, both present and future, pertaining to the Company's Plants ( Phase II - Unit 3 and 4 ) at Surat.

**NOTE NO. 3(b)**

Name of Banks	Outstanding Amt. as on 31.03.2014	Maturity Period from 31.03.2014 (in Months)	Amount of Instalments per quarter	Oustanding Amt. as on 31.03.2013
Central Bank of India	6,250.00	72	250.00	7,000.00
State Bank of India	3,125.00	75	125.00	3,625.00
Bank of Baroda	6,250.00	75	250.00	7,250.00
Oriental Bank of Commerce	12,000.00	72	500.00	14,000.00
Union Bank of India	12,500.00	75	500.00	14,500.00
IDBI Bank Ltd.	8,694.80	69	378.02	10,206.88
State Bank of Bikaner & Jaipur	3,125.00	75	125.00	3,625.00
Canara Bank	6,000.00	72	250.00	7,000.00
Karur Vysya Bank Ltd.	6,500.00	78	250.00	7,500.00
<b>TOTAL</b>	<b>64,194.80</b>		2,628.02	74,706.88

	(₹ in Lacs)	
	AS AT 31-03-2014	AS AT 31-03-2013
<b>NOTE NO. 4 - OTHER LONG TERM LIABILITIES</b>		
Trade Payable	1,012.98	740.79
Others	67.51	28.30
<b>TOTAL</b>	<b>1,080.49</b>	<b>769.09</b>

**NOTE NO. 5 - LONG TERM PROVISIONS**

Employee Benefits	2,425.31	2,206.52
<b>TOTAL</b>	<b>2,425.31</b>	<b>2,206.52</b>



## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	(₹ in Lacs)	
	AS AT 31-03-2014	AS AT 31-03-2013
<b>NOTE NO. 6 - CURRENT LIABILITIES</b>		
<b>Short-term borrowings :</b>		
<b>A) Secured Loans :</b>		
Working Capital Loans from Banks	5,835.52	7,767.19
<b>B) Unsecured Loans</b>		
From Others	1,520.00	3,040.00
<b>TOTAL</b>	<b>7,355.52</b>	<b>10,807.19</b>

### NOTE 6(a)

The Consortium of banks have sanctioned Fund Based and Non - Fund Based Working Capital facilities for Company's Plants at Baroda and Surat. These facilities are secured by a first charge by way of hypothecation in favour of Banks on the company's current assets and receivables, both present and future, ranking pari passu inter se, the members of the consortium relating to the respective Plants.

<b>NOTE NO. 7 - TRADE PAYABLE</b>		
Micro and Small enterprises	62.50	63.70
Other than Micro and Small Enterprises	8,272.24	6,335.52
<b>TOTAL</b>	<b>8,334.74</b>	<b>6,399.22</b>

<b>NOTE NO. 8 - OTHER CURRENT LIABILITIES</b>		
Current Maturities of long term debts	10,512.08	10,512.08
Interest Accrued but not due on borrowings	65.32	105.02
Advance from customers	48.01	44.67
Items covered by IEPF*		
Unclaimed Dividends	237.10	171.38
Unclaimed Interest on Debentures/Deposits	2.20	2.20
Security Deposits	1,574.82	1,364.25
Other Payable	4,930.70	3,672.69
Project Creditors	13,761.41	15,821.06
Statutory Dues	215.25	128.03
<b>TOTAL</b>	<b>31,346.89</b>	<b>31,821.38</b>

\* Amount due and outstanding to be credited to Investor Education and Protection Fund ₹ 14.05 Lacs (Previous Year ₹ Nil) which is transferred on 22.04.2014.

<b>NOTE NO. 9 - SHORT TERM PROVISIONS</b>		
Employee Benefits	304.88	293.37
Current Tax (Net of Advance)	480.81	286.11
Proposed Dividend	3,781.28	3,781.28
Corporate Dividend Tax	642.63	642.63
<b>TOTAL</b>	<b>5,209.60</b>	<b>5,003.39</b>

# NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE NO. 10 - FIXED ASSETS

(₹ in Lacs)

A S S E T S	GROSS BLOCK (AT COST)				DEPRECIATION			IMPAIRMENT	NET BLOCK	
	As at 01-04-2013	Addition/ Adjustment during the year	Adjustment/ Deduction during the year	As on 31-03-2014	Upto 01-04-2013	For the Year	Adjustment/ Deduction during the Year	Upto 31-03-2014	As on 31-03-2014	As at 31-03-2014
<b>A. TANGIBLE ASSETS</b>										
(1) Land										
Lease hold	603.85	0.00	0.00	603.85	130.34	6.09	0.00	136.43	0.00	467.42
Free hold	18,109.74	8.30	(20.83)	18,097.21	0.00	0.00	0.00	0.00	0.00	18,097.21
(2) Buildings										
Factory Buildings	35,620.23	218.73	(70.02)	35,768.94	8,593.99	1,203.93	0.00	9,797.92	0.00	25,971.02
Non Factory Buildings	8,162.05	25.78	0.00	8,187.83	1,489.90	272.89	0.00	1,762.79	0.00	6,425.04
(3) Plant and Machinery	306,949.78	991.45	(330.36)	307,610.87	148,521.45	13,507.55	0.00	162,029.00	507.95	145,073.92
(4) Capital Spares	7,062.17	0.00	0.00	7,062.17	5,452.64	316.31	0.00	5,768.95	0.00	1,293.22
(5) Furniture and Fixtures	511.08	45.31	(8.24)	548.15	262.37	23.54	(7.43)	278.48	0.00	269.67
(6) Office equipments	1,753.15	296.06	(26.89)	2,022.32	728.87	145.28	(22.97)	851.18	0.00	1,171.14
(7) Vehicles	114.24	1.65	(5.40)	110.49	68.59	7.63	(4.73)	71.49	0.00	39.00
<b>Sub Total - A</b>	<b>378,886.29</b>	<b>1,587.28</b>	<b>(461.74)</b>	<b>380,011.83</b>	<b>165,248.15</b>	<b>15,483.22</b>	<b>(35.13)</b>	<b>180,696.24</b>	<b>507.95</b>	<b>198,807.64</b>
<b>B. INTANGIBLE ASSETS</b>										
(8) Computer Software	399.72	117.76	0.00	517.48	200.67	67.60	0.00	268.27	0.00	249.21
(9) Technical Know- How Fees	105.34	0.00	0.00	105.34	105.34	0.00	0.00	105.34	0.00	0.00
<b>Sub Total - B</b>	<b>505.06</b>	<b>117.76</b>	<b>0.00</b>	<b>622.82</b>	<b>306.01</b>	<b>67.60</b>	<b>0.00</b>	<b>373.61</b>	<b>0.00</b>	<b>249.21</b>
<b>TOTAL (A+B)</b>	<b>379,391.35</b>	<b>1,705.04</b>	<b>(461.74)</b>	<b>380,634.65</b>	<b>165,554.16</b>	<b>15,550.82</b>	<b>(35.13)</b>	<b>181,069.85</b>	<b>507.95</b>	<b>199,056.85</b>
Previous year	378,670.21	3,168.36	(2,447.22)	379,391.35	149,743.03	15,823.07	(11.94)	165,554.16	507.95	213,329.24
10. Capital Work -in-Progress										2,079.27
										748.58

### Notes:

- Leasehold land is obtained as a permitted transferee as per agreement with GIDC/ IPCL.
- The conveyance of title for 1.04 hectares of free hold land of value ₹15.54 Lakhs (previous year 11.69 hectares of value ₹ 178.63 Lacs ) in favour of the Company are awaiting completion of legal formalities.
- Land includes 30.25 hectares of value ₹ 441.84 Lakhs (Previous Year 30.25 hectares of value ₹ 441.84 Lakhs) the process of possession and conveyance of title in favour of the Company are awaiting of legal formalities.
- The Government of Gujarat vide its various orders have granted mining lease for lignite for 30 years from respective dates covering the area of 3565 hectares. The said lease provides to use all lignite excavated from the above area for captive use in existing / proposed power plants of the company. The said areas include 80 hectares of land for lime stone also.



## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

		(₹ in Lacs)
	AS AT 31-03-2014	AS AT 31-03-2013
<b>NOTE NO. 11 - MINES DEVELOPMENT EXPENDITURE (To be amortised)</b>		
Initial Development Expenses	6,660.40	7,580.80
<b>TOTAL</b>	<b>6,660.40</b>	<b>7,580.80</b>
<b>NOTE NO. 12 - NON -CURRENT INVESTMENTS</b> (Trade - unless otherwise specified )		
<b>Investments in Equity Instruments</b>		
<b>QUOTED</b>		
11,03,360 Equity Shares of Gujarat Alkalies and Chemicals Limited of ₹ 10/- each (Fully paid )	551.68	551.68
<b>UNQUOTED</b>		
<b>With Associates</b>		
13,39,00,000 Equity Shares of Bhavnagar Energy Company Limited of ₹ 10 each (Fully paid) (Previous year 5,00,00,000 shares) (Including ₹ 120.51 Lacs of goodwill arising on consolidation)*	13,390.00	5,000.00
<b>With Others</b>		
97,18,181 Equity Shares of Gujarat State Energy Generation Limited of ₹ 10 each (Fully paid)	1,019.00	1,019.00
1,00,000 Equity Shares of GSPC Gas Company Limited of ₹ 10 each (Fully paid )	10.00	10.00
1,00,00,000 Equity Shares of GSPC LNG Limited of ₹ 10 each (Fully paid ) (Previous year 30,00,000 shares)	1,000.00	300.00
	15,419.00	6,329.00
<b>TOTAL</b>	<b>15,970.68</b>	<b>6,880.68</b>
Aggregate cost of Quoted Investments	551.68	551.68
Market value of Quoted Investments	2,007.56	1,340.03
Aggregate cost of Unquoted Investments	15,444.00	6,354.00
*Refer Note No. 29.4		
<b>NOTE NO. 13 - LONG TERM LOANS &amp; ADVANCES</b>		
<b>Secured ( Considered good )</b>		
Loan to Employees	1.77	4.72
Capital Advance	4.12	109.19
<b>Unsecured Considered good</b>		
Capital Advance	838.15	1,047.97
Security Deposits	150.45	111.06
Other loans & Advances	1,032.22	14.50
Advance Tax (Net of Provisions)	2,814.05	3,242.17
<b>TOTAL</b>	<b>4,840.76</b>	<b>4,529.61</b>





## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	(₹ in Lacs)	
	AS AT 31-03-2014	AS AT 31-03-2013
<b>NOTE NO. 14 - OTHER NON CURRENT ASSETS</b> (Unsecured Considered good)		
Trade Receivables	0.00	0.00
Others	182.00	361.62
<b>TOTAL</b>	<b>182.00</b>	<b>361.62</b>
<b>NOTE NO. 15 - INVENTORIES</b>		
Raw Materials ( Fuel )	2,029.32	2,587.48
Stores and Spares	9,981.80	9,492.30
<b>TOTAL</b>	<b>12,011.12</b>	<b>12,079.78</b>
<b>NOTE NO. 16 - TRADE RECEIVABLES</b> (Unsecured - Considered Good )		
Over Six Months	0.00	0.00
From Related Parties	18,755.42	12,011.71
Others	3,508.07	5,134.23
<b>TOTAL</b>	<b>22,263.49</b>	<b>17,145.94</b>
<b>NOTE NO. 17 - CASH &amp; BANK BALANCES</b>		
Cash and Cash Equivalents	1.48	2.46
<b>Other bank balances :</b>		
Current Accounts	14.64	154.66
Deposit Accounts	31,562.35	27,398.80
<b>TOTAL</b>	<b>31,578.47</b>	<b>27,555.92</b>
<b>NOTE NO. 18 - SHORT TERM LOANS AND ADVANCES</b> <b>Secured ( Considered good )</b>		
Loan to Employees	2.81	2.93
<b>Unsecured Considered good</b>		
MAT Credit Entitelment	1,000.00	0.00
Other loans & Advances	2,931.21	3,844.54
<b>TOTAL</b>	<b>3,934.02</b>	<b>3,847.47</b>
<b>NOTE NO. 19 - OTHER CURRENT ASSETS</b>		
Unamortised expenses	255.27	255.27
Other receivables	3.57	2.27
Interest Accrued	401.03	371.56
<b>TOTAL</b>	<b>659.87</b>	<b>629.10</b>



## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	(₹ in Lacs)	
	For the Year ended 31-03-2014	For the Year ended 31-03-2013
<b>NOTE NO. 20 - REVENUE FROM OPERATIONS</b>		
Sale of Electrical Energy*	137,103.55	140,701.29
Sale of Services	16.30	347.09
Other Operating Revenues	571.09	563.21
Less : Excise Duty	7.04	7.45
<b>TOTAL</b>	<b>137,683.90</b>	<b>141,604.14</b>
*Refer Note No. 29.8		
<b>NOTE NO. 21 - OTHER INCOME</b>		
Interest on Deposits	1,805.88	826.36
(Tax deducted at source ₹158.73 Lacs Previous year ₹47.01 Lacs )		
Other Interest	333.58	25.35
Bad Debts Recovered	0.00	76.40
Dividend	39.62	34.10
Insurance Claims	497.65	102.46
Liquidated Damages	329.47	222.31
Miscellaneous	74.89	140.21
<b>TOTAL</b>	<b>3,081.09</b>	<b>1,427.19</b>
<b>NOTE NO. 22 - COST OF MATERIAL CONSUMED</b>		
Consumption of Gas	50,050.17	39,415.50
Consumption of Lignite	25,625.01	36,563.79
Consumption of Lime Stone	726.51	575.68
Consumption of Furnace oil	1,254.56	1,030.97
Mines Closure Expenses	1,302.03	3,203.84
Lignite Extraction Expenses	16,380.91	24,048.53
Less : Inter Division transfer	25,107.80	35,527.83
<b>TOTAL</b>	<b>70,231.39</b>	<b>69,310.48</b>
<b>NOTE NO. 23 - GENERATION EXPENSES</b>		
Consumption of Stores and Spares	4,116.54	3,374.12
Water Charges	1,290.56	1,257.34
Electricity Charges	695.64	582.71
Insurance	852.72	884.11
Operation Expenses	2,040.69	1,846.13
Repairs and Maintenance to Plant and Machinery	1,852.48	1,195.91
<b>TOTAL</b>	<b>10,848.63</b>	<b>9,140.32</b>



## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	(₹ in Lacs)	
	For the Year ended 31-03-2014	For the Year ended 31-03-2013
<b>NOTE NO. 24 - EMPLOYEES BENEFIT EXPENSES</b>		
Salary and Wages	4,152.36	3,773.78
Contribution to Provident , Pension and Superannuation Fund	364.55	280.40
Welfare Expenses and Other Benefits	1,498.19	1,561.03
<b>TOTAL</b>	<b>6,015.10</b>	<b>5,615.21</b>
<b>NOTE NO. 25 - FINANCE COST</b>		
Interest on:		
Fixed Term Loans	7,707.15	9,175.15
Cash Credit / Working Capital Demand Loans	8.11	24.76
Others	148.81	127.88
Bank Charges and Commission	118.19	118.53
Cash Rebate on Sales	844.87	1,068.69
<b>TOTAL</b>	<b>8,827.13</b>	<b>10,515.01</b>
<b>NOTE NO. 26 - OTHER EXPENSES</b>		
Repairs and Maintenance :		
Buildings	492.99	382.69
Others	92.14	99.58
Rent	8.55	8.57
Rates and Taxes	237.38	258.30
Communication Expenses	72.70	84.39
Travelling & Conveyance Expenses	376.72	320.04
Legal, Professional and Consultancy Fees	72.54	77.50
Social Welfare Expenses	821.84	856.97
Miscellaneous Expenses	1,113.45	950.80
(includes membership, office, security, advertisement, software maintenance, audit fees and registrar & transfer fees)		
<b>TOTAL</b>	<b>3,288.31</b>	<b>3,038.84</b>
<b>NOTE NO. 27 - EXCEPTIONAL ITEMS (INCOME)</b>		
Contractual claims pertaining to Liquidated	0.00	4,005.00
Damages settled/Realised		
Disputed energy billing claims settled/Realized	0.00	2,010.00
<b>TOTAL</b>	<b>0.00</b>	<b>6,015.00</b>



## NOTE NO. 28 : SIGNIFICANT ACCOUNTING POLICIES OF CONSOLIDATED FINANCIAL STATEMENTS

### 1. BASIS OF ACCOUNTING

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India. The applicable mandatory Accounting Standards notified under The Companies (Accounting Standard) Rules, 2006 and the requirements of the Companies Act, 1956 have been followed in preparation of these financial statement.

### 2. PRINCIPLES OF CONSOLIDATION :

The Consolidated Financial Statements have been prepared in accordance with Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended), Accounting Standard 21 (AS-21) - "Consolidated Financial Statements", Accounting Standard 23 (AS-23) - "Accounting for Investments in Associates in Consolidated Financial Statements".

- a. The Financial Statements of the Parent Company and its subsidiary Companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating inter - company balances and transactions and resulting unrealised profits or losses unless cost cannot be recovered.
- b. Investment in associates are accounted for using equity method as per Accounting Standard 23 (AS-23) - "Accounting for Investments in Associates in Consolidated Financial Statements" notified by Companies ( Accounting Standards) Rules, 2006.

### 3. USE OF ESTIMATES

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known / materialized.

### 4. FIXED ASSETS

- a. Tangible Assets are stated at cost, less accumulated depreciation and impairment loss, if any. Costs include all expenses incurred to bring the assets to its present location and condition. The cost may undergo changes, where applicable, subsequent to its acquisition/construction on account of exchange rate variations agreed under Capital Contracts.
- b. Intangible Assets are recognized if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably. The intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses, if any.
- c. Mines Development Expenditure under Fixed Assets comprises of initial expenditure for lignite mines and expenditure for removal of overburden. Such expenditure is amortised over quantities of lignite actually extracted. Relevant stripping ratio is also considered while determining amortization of expenditure for removal of overburden.
- d. Works under erection/installation /execution ( including such work pertaining to a new project) are shown as Capital Work in Progress.
- e. In the case of assets put to use, where final settlement of bills with contractors is yet to be effected, capitalization is done on provisional basis subject to necessary adjustment in the year of final settlement

### 5. DEPRECIATION

- a. Depreciation on all fixed assets (except those listed below) is provided on straight line method as per rates and methodology notified by the CERC Tariff Regulation, 2009.
- b. Computer software is amortized on straight-line basis over a period of five years.
- c. Leasehold land is amortized over the period of lease on straight-line basis.
- d. Capital Spares are depreciated over the useful life of such spares.



## 6. INVESTMENTS

Long term Investments are shown at cost. However, when there is decline, other than temporary in the value of a long term investment, the carrying amount is reduced to recognize the decline.

Current Investments are stated at lower of cost and net realizable value.

## 7. INVENTORIES

Inventories are valued at lower of cost or net realizable value as under:

<u>Inventories</u>	<u>Cost Formula</u>
a. Raw Materials - Fuel (other than Lignite)	Weighted Average Cost
b. Lignite	Absorption costing. Cost Includes Extraction Cost, Mining overheads including amortized cost as per 3(c) above.
c. Stores and Spares	Weighted Average Cost

## 8. FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currency are accounted for at the exchange rate prevailing on the date of transactions. Monetary items denominated in foreign currency as at the balance sheet date are converted at the exchange rates prevailing on that date. Exchange differences are recognized in the profit and loss account.

## 9. TAXATION

- Provision for Current Tax is made on the basis of estimated tax payable for the year as per the applicable provisions of the Income Tax Act, 1961.
- Deferred tax is recognized subject to consideration of prudence, on timing differences (including tax holiday period) that originate in one period and are capable of reversal in one or more subsequent periods between taxable income and accounting income. Deferred tax assets and liabilities are measured using the rates and tax laws that have been enacted or substantively enacted by the balance sheet date.
- MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT credit entitlement.
- Advance taxes and provisions for current income taxes are presented in the Balance Sheet after off-setting advance tax paid and income tax provision and company intends to settle the asset and liability on a net basis

## 10. EMPLOYEE BENEFITS

### a. Post-employment benefits

#### i) Defined Contribution plan

Company's contribution paid/payable for the year to defined contribution retirement benefit schemes are charged to Profit and Loss Account.

#### ii) Defined Benefit plan

Company's liabilities towards defined benefit schemes are determined using the Projected Unit Credit Method. Actuarial valuations under the Projected Unit Credit Method are carried out at the balance sheet date. Actuarial gains and losses are recognised in the Profit and Loss account in the period of occurrence of such gains and losses. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise it is amortised on straight-line basis over the remaining average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation.



**b. Short-term employee benefits.**

Short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised undiscounted during the period employee renders services. These benefits include incentives.

**c. Long term employee benefits**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as an actuarially determined liability at present value of the defined benefit obligation at the balance sheet date.

## 11. REVENUE RECOGNITION

- a. Revenue from sale of energy is recognized when no significant uncertainty as to the measurability or ultimate collection exists.
- b. Interest on investment is booked on a time proportion basis taking into account the amounts invested and the rate of interest.
- c. Dividend income is recognised when the right to receive payment is established.
- d. Claims lodged with insurance company in respect of risk insured are accounted on admittance basis.
- e. Delayed payment charges under Power Purchase Agreements are recognised, on grounds of prudence, as and when recovered.
- f. Other income is recognised on accrual basis except when realization of such income is uncertain.
- g. Unscheduled Interchange (UI) charges receivable/payable is accounted as and when notified by State Load Dispatch Center (SLDC)

## 12. PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

## 13. IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit & Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount in subsequent period.

## 14. BORROWING COST

Borrowing cost including interest and other financial charges which are directly attributable to the acquisition or construction of qualifying assets is capitalised as part of the cost of that asset up to the period the project is commissioned or asset is ready for use. Other borrowing costs are recognised as expenses in the period in which they incurred.



## NOTE NO. 29 : NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

		(₹ in lacs)
	As at 31-03- 2014	As at 31-03- 2013
<b>1 Commitments</b>		
a. Estimated amount of contracts remaining to be executed on capital account and not provided for ( net of advances).	<b>480.90</b>	1025.72
b. The Company has committed to invest in the Equity Share Capital of Bhavnagar Energy Company Limited (BECL), as and when required, to the tune of ₹ 22,000 Lacs (P.Y. 20,800 Lacs). Out of this, ₹ 13,390 Lacs (P.Y. ₹ 6,150 Lacs) has been paid. The Company has also committed to contribute towards Sub Debt financing to the tune of ₹ 2,000 Lacs (P.Y. ₹Nil). In addition to the above, the Company has committed to contribute towards cost overrun in future, if any, which will be partly by way of contribution towards Equity and partly towards Sub Debt financing.	<b>10,610.00</b>	14,650.00
c. The Company has committed to invest in the Equity Share Capital of International Stone Research Centre (ISRC), as and when required, to the tune of ₹25.00 lacs (Being 25% of equity share capital).	<b>25.00</b>	NIL
<b>2 Contingent Liabilities not provided for:</b>		
a. Claims against company ( Principal amount ) pending before court (includes certain claims where the amount cannot be ascertained) :		
By vendors against contractual obligations	<b>2,936.10</b>	3,084.57
By Ex-employee against recovery of notice period	<b>1.02</b>	1.02
b. Demand for Water Reservation Charges and interest thereon from Narmada Water Resources and Water Supply Department relating to Surat Lignite Power Plant is contested and not acknowledged as debt since at the relevant time project was under implementation and regular drawl of water was not made.	<b>775.13</b>	786.78
c. Bills of Exchange discounted with Banks in respect of Sales Invoices.	<b>52,500.00</b>	30,300.00
d. In following cases, various claims are pending against the company/land acquisition office. Depending upon the final compensation amount determined, the cost of land may change requiring appropriate adjustment then :		
Leasehold land of 165 MW Baroda	<b>Amount not ascertainable</b>	Amount not ascertainabl
Freehold land at Surat Lignite Power Stations	<b>1,630.68</b>	1,630.68
e. Partial amount of demand from department of Geology & Mining, Surat for Interest on delayed Royalty Payment on lignite for the period from April 04 to March 07, which is contested.	<b>24.09</b>	24.09
f. Income Tax Demand contested in Appeal.	<b>2,756.95</b>	3,187.20
g. Demand of Property Tax under discussion with Grampanchayat, Nani Naroli, Dist.Surat.	<b>65.00</b>	65.00
h. The Maximum amount of Penalty Leviable due to default in Payment of Central excise duty on lignite excavated. The matter is pending with settlement commission.	<b>306.18</b>	NIL
i. Liability likely to arise on account of transportation charges for gas which is under dispute.	<b>448.50</b>	NIL
j. The company has been recovering the corporate action on the share holding of Petrofils Cooperative Ltd. A portion of the said shareholding is under dispute at High Court of Gujarat. Subject to its final outcome, the company may be directed by the Honorable Court to make a payment towards the portion of such recovery.	<b>Amount not ascertainable</b>	Amount not ascertainable
k. Cases pending at the High Court of Gujarat for regularization of contract workmen.	<b>Amount not ascertainable</b>	Amount not ascertainable





# Gujarat Industries Power Company Limited

3. Pursuant to Ministry of Coal, New Delhi, Guideline No. 55011-01-2009-CPAM dated 7<sup>th</sup> January 2013, the Company has provided ₹ 1,302.03 lacs (PY ₹ 3,203.84 lacs ) towards the Mine(s) Closure expenditure during the year. The amount is yet to be deposited with the Escrow Account opened/to be opened.
4. Bhavnagar Energy Company Ltd. (BECL) allotted Equity Shares of ₹10 each, fully paid, on 16.01.2014, pursuant to which BECL became an Associate. The particulars of shareholding is as below:

Particulars	2013-14	2012-13
No. of Equity Shares (F.V. ₹10/- each)	1,339 Lacs	500 Lacs
Percentage (%) of Shareholding	23.98%	13.45%

The investment in associate is valued as per Equity Method mentioned in Accounting Standard 23. The same has been derived using the certified values of BECL as of 31.01.2014 as made available by their Statutory Auditors' certificate. Further, the carrying cost as of 31.03.2014 is treated the same as of 31.01.2014 since the financials and certified values of Investment of BECL as at 31.03.2014 are not available. It is difficult to obtain a reasonable estimate of the same and hence the same is not attempted. As such therefore, BECL's Investment value as on 31<sup>st</sup> March 2014 in the Company's books is the same as 31.01.2014 i.e. the last available certified financials.

5. **C.I.F. Value of Imports** (₹ in lacs)

	2013-14	2012-13
Spares and Components	17.61	289.28

6. **Stores and Spares Consumed** (₹ in Lacs)

	2013-14		2012-13	
	Value	% to total Consumption	Value	% to total Consumption
Imported	57.24	1.39	20.65	0.61
Indigenous	4,059.30	98.61	3,353.47	99.39
<b>TOTAL</b>	<b>4116.54</b>	<b>100.00</b>	3,374.12	100.00

7. **Payment to Auditors** (₹ in Lacs)

	2013-14	2012-13
a. Statutory Auditors (Fees including service tax)		
Statutory Audit Fees	8.99	9.15
Tax Audit Fees	0.73	0.73
Domestic Transfer Pricing Fees	0.73	NIL
Taxation, certification and other matters	0.79	1.04
Reimbursement of Travelling & Other Expenses	0.32	0.31
<b>TOTAL</b>	<b>11.56</b>	<b>11.23</b>
b. Cost Auditors (Fees including service tax)		
Statutory Audit Fees	1.01	1.01
XBRL Fees	0.20	0.17
<b>TOTAL</b>	<b>1.21</b>	<b>1.18</b>

8. Sale of Electrical Energy is net of reversal/adjustment admitted on commercial consideration as under:

Particulars	2013-14	2012-13
Interest and Variable Charges	403.16	1,588.62
Depreciation & Other Fixed Charges	64.69	1,008.95



9. The Company has only one reportable business segment namely 'Power Generation' under AS 17.
10. In accordance with the Accounting Standard – 22 'Accounting for Taxes on Income', the company has accounted for Deferred Tax on timing differences (Net of reversal during tax holiday period). Major components of Deferred Tax recognised in the accounts are:

(₹ in Lacs)		
Particulars	2013-14	2012-13
Deferred Tax Liability :		
Depreciation	14,505.78	12,680.45
Others	592.47	327.41
<b>TOTAL (A)</b>	<b>15,098.25</b>	<b>13,007.86</b>
Deferred Tax Assets :		
Items u/s 43 B	877.91	799.07
Others	-	129.19
<b>TOTAL (B)</b>	<b>877.91</b>	<b>928.26</b>
Deferred Tax Liability (Net) (A) – (B)	<b>14,220.34</b>	<b>12,079.60</b>

#### 11. Related Party Disclosures

In accordance with the Accounting Standard 18 – 'Related Party Disclosures' the transactions with related party are given below:

Name of the Related Party	Nature of Relationship
Gujarat Urja Vikas Nigam Ltd	Promoter (with significant shareholding / influence)
Shri L Chuaungo, IAS	Key Management Personnel
Bhavnagar Energy Company Limited	Associate Company ( with effect from 16.01.2014)
Development Efforts for Rural Economy and People (DEEP) – NGO promoted by the Company	MD and few officers of the company are trustees.
Urja Foundation - Welfare Trust formed by the company.	MD and few officers of the company are trustees.

#### Details of Transactions:

(₹in Lacs)				
Nature of Transactions	2013-14		2012-13	
	With Promoters	With Key Management Personnel	With Promoters	With Key Management Personnel
<b>(a) Value of transactions</b>				
Sales of Electrical Energy (Net of Adjustment)	1,04,768.30		1,22,672.99	
Bill Discounting Charges Recovered	4,387.20		2,884.33	
Rebate on Sales	844.87		1,068.69	
Dividend Paid	959.61		959.61	
Perquisites	-	2.43	-	2.17
<b>(b) Outstanding balance</b>				
Equity Contribution including Share Premium	8,635.52		8,635.52	
Receivables	18,755.43		12,011.71	



# Gujarat Industries Power Company Limited

## Details of Transactions with Associate Company

(₹ in Lacs)

Nature of Transactions		2013-14
(a)	<b>Value of transactions</b>	
	Contribution towards Equity	7,240.00
(b)	<b>Outstanding balance</b>	
	Contribution towards Equity	13,390.00

## Details of Transactions with NGO promoted by the Company

(₹ in Lacs)

Nature of Transactions		2013-14	2012-13
(a)	<b>Value of transactions</b>		
	Contribution towards CSR activities	632.00	789.37
	Miscellaneous	0.13	4.79
(b)	<b>Outstanding balance</b>		
	Payables	0.00	0.13

12. In accordance with Accounting Standard 20 – 'Earnings Per Share', the Basic and Diluted Earning Per Share (EPS) has been calculated as under :

(₹ in Lacs)

Particulars	2013-14	2012-13
Net Profit after Tax before prior period adjustments (₹ in Lacs)	18,597.66	21,882.33
Net Profit after Tax after prior period adjustment (₹ in Lacs)	18,597.66	21,882.33
Weighted Average number of Equity Shares outstanding (Nos.)	151251188	151251188
Basic and Diluted Earning Per Share of ₹ 10/- each (₹) including prior period adjustment	12.29	14.47
Basic and Diluted Earning Per Share of ₹ 10/- each (₹) excluding prior period adjustment	12.29	14.47

## 13. Post Employment Benefits:

### Defined Contribution Plan

The Company makes contributions towards provident fund, pension scheme and from current year also towards Superannuation Fund to Defined Contribution retirement benefit plan for qualifying employees.

The provident fund plan is operated by the Gujarat Industries Power Company Ltd. Provident Fund Trust (the Trust). Eligible employees receive benefits from the said trust which is a defined contribution plan. Under the plan, the Company is required to contribute a specified percentage of employee's salary to the retirement benefit plan to fund the benefits. The Company has recognised ₹ 280.26 lacs (P.Y. ₹ 240.03 lacs) for Provident Fund contributions and ₹37.27 lacs (P.Y. ₹ 36.21 Lacs) for Pension Scheme in the Profit and Loss Account.

The minimum interest rate payable by the trust to the beneficiaries every year is being notified by the government. The company has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate.

The superannuation fund plan is operated by Life Insurance Corporation of India(LIC) under its scheme of superannuation. The eligible employees receive benefit under the said scheme from LIC. Under the plan, the Company is required to contribute a specified percentage of employee's basic salary to the retirement benefit plan to fund the benefits. The Company has recognised ₹ 40.12 lacs (P.Y. ₹ Nil) for Superannuation Fund contributions in the Profit and Loss Account.

### Defined Benefit Plan

The Company recognises the liability towards the gratuity at each Balance Sheet date. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment and Post Retirement Medical Benefits is also recognised in the same manner as gratuity.



Under Post retirement medical benefits, the company would reimburse a certain amount towards the mediclaim policy (subject to ceiling limits) to its employees. Such payment is not dependent upon the future salary increases, inflation and medical costs trend and therefore the impact of increase / decrease in medical cost trends is not required to be ascertained.

(₹ in lacs)

Particulars	Gratuity (Non Funded)		Post Retirement Medical Benefit Plan (Non Funded)	
	2013-14	2012-13	2013-14	2012-13
<b>I. Reconciliation of opening and closing balances of the present value of the Defined Benefit obligation</b>				
Present Value of Defined Benefit obligation at beginning of the year	1,166.76	937.99	-	-
Current Service Cost	84.66	71.19	79.05	77.07
Interest Cost	96.26	79.73	-	-
Actuarial (gain)/loss	4.12	109.72	-	-
Benefits paid	(63.86)	(31.87)	-	-
Present Value of Defined Benefit obligation at year end	1,287.94	1,166.76	79.05	77.07
<b>II. Reconciliation of fair value of assets and obligation</b>				
Fair value of Plan Assets as at the beginning of the year	-	-	-	-
Present Value of Defined Benefit obligation as at the end of the year	1,287.94	1166.76	79.05	77.07
Liabilities recognized in Balance Sheet	1,287.94	1166.76	79.05	77.07
<b>III. Expense recognized during the year</b>				
Current Service Cost	84.66	71.19	79.05	77.07
Interest Cost	96.26	79.73	-	-
Actuarial (gain)/loss	4.12	109.72	-	-
Expected return on plan assets	-	-	-	-
Total Expenses/(Gain) recognized in Profit and loss account	185.04	260.64	79.05	77.07
<b>IV. Actuarial assumptions</b>				
Mortality Table (Indian Assured Lives Mortality)	2006-08 (Ultimate)	2006-08 (Ultimate)	2006-08 (Ultimate)	2006-08 (Ultimate)
Discount rate (per annum)	9.31%	8.25%	9.31%	8.25%
Rate of escalation in salary (per annum)	6.00%	6.00%	NA	NA

## V. Amounts for the current and previous periods - Gratuity (Non Funded)

Particulars	2013-14	2012-13
Defined benefit obligation	1,287.94	1,166.76
Experience loss(gain) on plan liabilities	120.54	80.57

## VI. Amounts for the current and previous periods - Post Retirement Medical Benefit Plan (Non Funded)

Particulars	2013-14	2012-13
Defined benefit obligation	79.05	77.07
Experience loss(gain) on plan liabilities	NA	NA

The estimate of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.



## Gujarat Industries Power Company Limited

14. Based on the information available with the company, the balance due to Micro and Small Enterprises as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is **₹62.50 Lacs** (Previous Year ₹63.70 lacs). Payment made to suppliers beyond the due date during the year was **₹ Nil** (P.Y. ₹ Nil). No interest during the year has been paid to Micro and Small Enterprises on delayed payments. Further, interest accrued and remaining unpaid at the year end **₹ Nil** ( P.Y. ₹ Nil) .
15. The value of realizations of Current Assets, Loans and Advances in the ordinary course of business will not be less than the value at which they are stated in the Balance Sheet.
16. Confirmation of balances called from the sundry debtors and creditors are yet to be received from some parties. Debit / credit balances of such parties, so far as these have not been subsequently realized or discharged, are subject to confirmation / reconciliation. Confirmations of balances to the extent received have been reconciled.
17. During the year, one- fifth of Share issue expenses amounting to **₹ 255.27 Lacs** ( Previous Year ₹ 255.27 Lacs) have been amortised on a prorata basis.
18. The company has regrouped/reclassified the previous year figures as and when required for better presentation and comparison.
19. Statement pursuant to general exemption received under section 212 (8) of the Companies Act, 1956 relating to subsidiary company.

Name of Subsidiary - GIPCL projects and consultancy company limited

(₹ in Lacs)

Particulars	2013-14	2012-13
Capital	25.00	25.00
Reserves	4.51	(5.37)
Total Assets	33.15	20.03
Total Liabilities	33.15	20.03
Details of Investment	Nil	Nil
Turnover	16.30	0.97
Profit before Taxation	12.27	(5.37)
Provision for Taxation	2.39	Nil
Profit after Taxation	9.88	(5.37)
Proposed Dividend	Nil	Nil

As per our report of even date attached

For **VCA & Associates**  
Chartered Accountants  
FRN: 114414W

**L. Chuaungo**  
Managing Director

**D. J. Pandian**  
Chairman

**Ashok Thakkar**  
Partner  
Membership No. 48169

**S. P. Desai**  
CGM & CFO

**A. C. Shah**  
Company Secretary

Place : Vadodara  
Date : 9<sup>th</sup> June, 2014

Place : Gandhinagar  
Date : 28<sup>th</sup> May, 2014



# GUJARAT INDUSTRIES POWER COMPANY LIMITED

P. O.: PETROCHEMICALS – 391 346, DISTRICT: VADODARA  
PHONE NOS: 2232768 / 2232213 / 2230159, FAX NO: (0265) 2230473  
Email : csacshah@gipcl.com Website : www.gipcl.com  
CIN – L99999GJ1985PLC007868

## ATTENDANCE SLIP

Name of the Shareholder:		
Folio No. For Physical Holding	DP ID / Client ID For Demat holding	No. of Shares.

I hereby record my presence at the 29<sup>th</sup> Annual General Meeting held on Saturday, the 20<sup>th</sup> September, 2014 at 11.00 am at the Registered Office of the Company at P.O.: Petrochemicals – 391346, Dist.: Vadodara, Gujarat, as Shareholder / Proxy.

Name of Proxy(Block Letters).

Signature of the Shareholders/ Proxy.

### Notes:

1. Shareholder / Proxy holder wishing to attend the meeting must bring duly signed attendance slip to the meeting and hand over the same at the entrance.
2. Shareholder / Proxy holder desiring to attend the meeting should carry his copy of the Annual Report for reference at the meeting.
3. Notes for appointment of Proxy are printed overleaf.



# GUJARAT INDUSTRIES POWER COMPANY LIMITED

P. O.: PETROCHEMICALS – 391 346, DISTRICT: VADODARA  
PHONE NOS: 2232768 / 2232213 / 2230159, FAX NO: (0265) 2230473  
Email : csacshah@gipcl.com Website : www.gipcl.com  
CIN – L99999GJ1985PLC007868

FORM NO. MGT – 11

## PROXY FORM

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

CIN : L99999GJ1985PLC007868

Name of the Company : GUJARAT INDUSTRIES POWER COMPANY LIMITED  
Registered Office : P.O.: Petrochemicals – 391 346, Dist. : Vadodara, Gujarat, India.

Name of Shareholder(s)	
Registered Address & Email ID.	
Folio No. / DP ID / Client ID.	

I / We, being the Member(s) holding \_\_\_\_\_ equity shares of the above named Company, hereby appoint the following as my / our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the 29th Annual General Meeting of the Company, to be held on Saturday, the 20th September, 2014 at 11.00 am at the Registered Office of the Company at P.O.: Petrochemicals – 391346, Dist.: Vadodara, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Name: \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_  
Or failing him
2. Name: \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_  
Or failing him
3. Name: \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_

### Notes for appointment of Proxy:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than forty eight (48) hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 29<sup>th</sup> Annual General Meeting.
3. It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.
5. **A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten per cent of the total Share Capital of the Company. A Member holding more than ten per cent of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.**



Item No.	Description of Resolution	Optional	
		For	Against
	<b>Ordinary Business</b>		
1.	Approval of Financial Statements for the Financial Year 2013-14.		
2.	Declaration of Dividend on equity shares for the Financial Year ended on 31 <sup>st</sup> March, 2014.		
3.	Re-appointment of Shri Raj Gopal, IAS, as Director.		
4.	Re-appointment of Statutory Auditors.		
	<b>Special Business</b>		
5.	Approval of Remuneration of Cost Auditors for the Financial Year 2014-15.		
6.	Powers to create Security on the Assets of the Company.		
7.	Powers to borrow money in excess of the aggregate of paid up Share Capital and free reserves of the Company.		
8.	Appointment of Dr. P K Das, IAS (Retd.) as Independent Director.		
9.	Appointment of Prof. K M Joshi as Independent Director.		
10.	Appointment of Prof. Shekhar Chaudhuri as Independent Director.		
11.	Adoption of new Articles of Association of the Company.		

Signed this \_\_\_\_\_ day of August / September, 2014.

Signature of Shareholders. \_\_\_\_\_

Signature of Proxy holders(s) \_\_\_\_\_



# Women Empowerment through development of Self Help Groups (SHG) in Surrounding Villages at SLPP



Capacity Building Training to SHG Members



Training SHG Members to make Agarbati (Incense stick)



Training SHG Members to make Home Decor Items



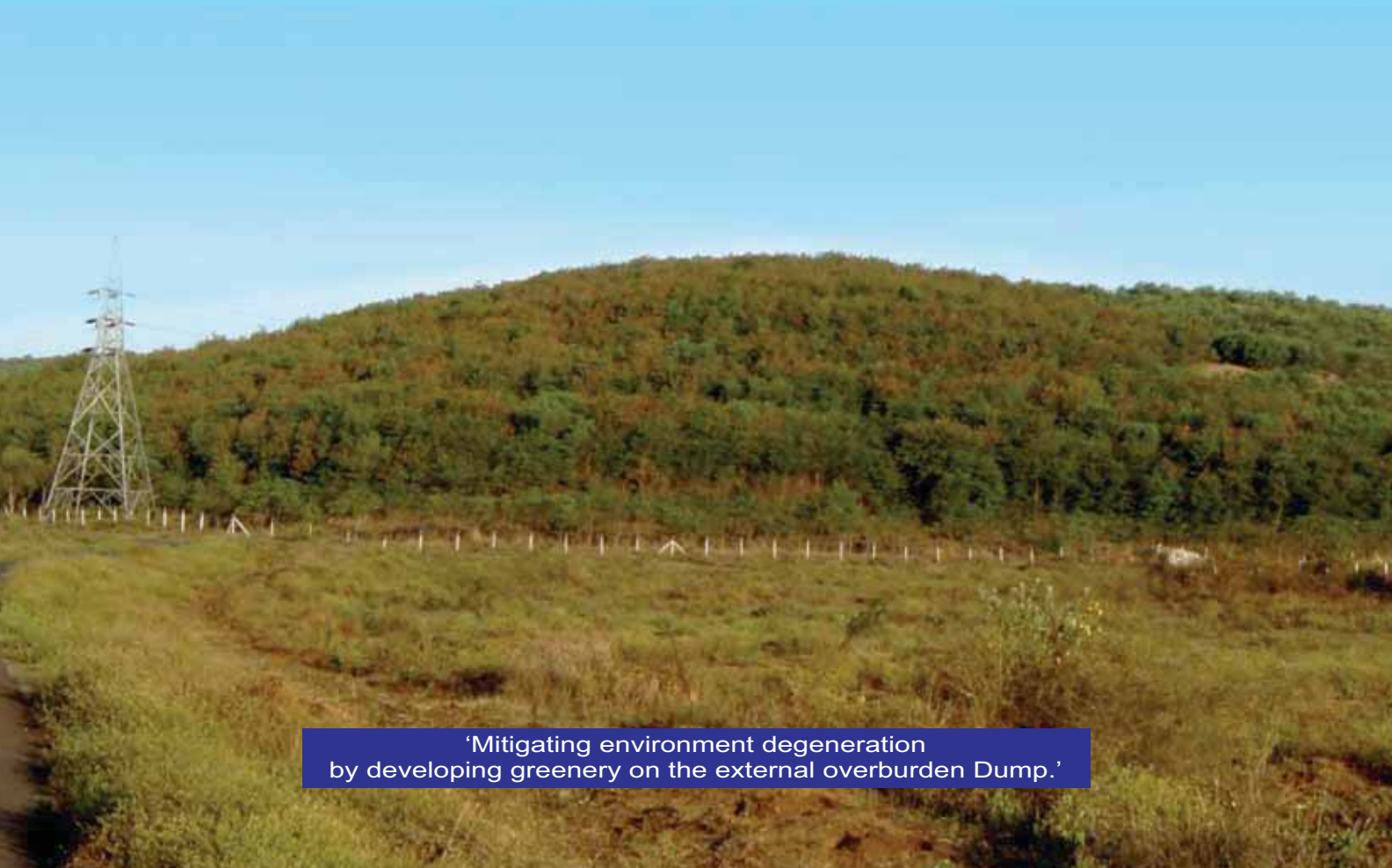
SHG Members with Tailoring Training Certificates

Registered Book-Post / Courier

*If undelivered, Please return to:*

**GUJARAT INDUSTRIES POWER COMPANY LTD.**

P.O. Petrochemicals-391 346, Dist. Vadodara. Gujarat, India



‘Mitigating environment degeneration  
by developing greenery on the external overburden Dump.’