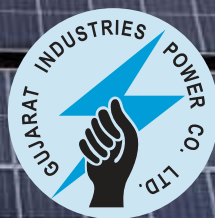


37th

Annual Report 2021-2022



GUJARAT INDUSTRIES POWER COMPANY LIMITED

F Y 2021-22 AWARDS

NATIONAL FLY ASH UTILIZATION AWARD-2022



POWER PLANT PERFORMANCE AWARD-2021-22



GIPCL NAKHATRANA WIND FARM WAS SELECTED AS BEST PERFORMING WIND FARM FOR ABOVE 2 MW CATEGORY-2021-22



PRIZES WON BY MINING DIVISION, GIPCL DURING THE GUJARAT LIGNITE MINES SAFETY & SWACHHATA WEEK-2021-22



OUTSTANDING SCHOOL AWARD TO BVB GIPCL ACADEMY-2020-21



DEEP, A CSR ARM OF GIPCL AWARDED FGI AWARD FOR EXCELLENCE-2022





**THIRTY SEVENTH (37TH) ANNUAL GENERAL MEETING
GUJARAT INDUSTRIES POWER COMPANY LIMITED**

DAY & DATE : THURSDAY, 22ND SEPTEMBER, 2022
TIME : 3:30 P.M.
**Through Video Conferencing or Other
Audio Visual Means**
REGISTERED : P.O.: Ranoli - 391 350, Dist.: Vadodara,
OFFICE Gujarat, India.

Registered Office & Works:

P.O. : Ranoli - 391 350,
Dist. : Vadodara, Gujarat, India.
(Tel.) (0265) 2232768, (Fax) (0265) 2230029.
Email : investors@gipcl.com
CIN : L99999GJ1985PLC007868.
Website : www.gipcl.com

Surat Lignite Power Plant:

At & Post : Nani Naroli, Taluka Mangrol,
Dist. : Surat - 394 110, Gujarat, India.
(Tel.) (02629) 261063 to 261072, (Fax) (02629) 261080.
Email : genslpp@gipcl.com

Registrar & Transfer Agent:

Link Intime India Private Limited
B-102 & 103, First Floor, Shangrila Complex,
Opp. HDFC Bank, Near Radhakrishna Char Rasta,
Akota, Vadodara - 390 020.
(Tel.) (0265) 2356973/6136000/6136001
Email : vadodara@linkintime.co.in

Bankers:

Central Bank of India
State Bank of India
Bank of Baroda
Union Bank of India
Kotak Mahindra Bank Limited
Karur Vysya Bank Limited

Statutory Auditors:

M/s. CNK and Associates LLP,
Chartered Accountants, Vadodara.
(FRN : 101961W / W-100036)

Cost Auditors:

M/s. Diwanji & Company,
Cost Accountants, Vadodara.
(FRN : 000339)

Secretarial Auditors:

M/s. TNT & Associates,
Practicing Company Secretary, Vadodara.
(CP No.: 3123)

Board of Directors (As on 23/08/2022):

Shri A K Rakesh, IAS	Chairman (from 02/05/2022)
Shri Mukesh Puri, IAS	Chairman (from 03/03/2022 upto 26/04/2022)
Smt. Sunaina Tomar, IAS	Chairperson (upto 14/06/2021)
Shri Jai Prakash Shivahare, IAS	Director (from 15/03/2022)
Smt. Shahmeena Husain, IAS	Director (upto 25/02/2022)
Shri Swaroop P., IAS	Director (from 22/08/2022)
Shri Harshadkumar R Patel, IAS	Director (from 15/03/2022 to 28/07/2022)
Shri Milind Torawane, IAS	Director (up to 06/02/2022)
Smt. Manisha Chandra, IAS	Director (from 12/11/2021)
Shri Roopwanti Singh, IAS	Director (upto 17/08/2021)
Dr. Manjula Subramaniam, IAS (Retd.)	Director
Shri N N Misra	Director
CS V V Vachharajani	Director
Shri Prabhat Singh	Director
Shri Nitin Chandrashanker Shukla	Director (from 07/02/2022)
Dr. Ravindra Dholakia	Director (from 07/02/2022)
Dr. Mamata Biswal	Director (from 07/02/2022)
Prof. Shekhar Chaudhuri	Director (upto 30/03/2022)
Dr. K M Joshi	Director (upto 30/03/2022)
Shri S B Dangayach	Director (upto 30/03/2022)
Smt. Vatsala Vasudeva, IAS	Managing Director

Chief Financial Officer & General Manager (Finance):

CA K K Bhatt

Company Secretary & Compliance Officer:

CS Achal Thakkar (upto 09/05/2022)
CS Shalin Patel (from 04/08/2022)

Senior Executives:

Shri S N Purohit	Chief General Manager (RE & BO)
Shri N K Singh	Chief General Manager (SLPP)
Shri P S Goyal	General Manager (RE & O&M)
Shri A K Vaishnav	General Manager (RE & IT)
CMA K R Mishra	General Manager (Commercial, Finance & Legal)
Shri P C Goyal	General Manager (Mines)
Shri B C Shah	General Manager (Materials & Contracts)
Dr. N C Munshi	General Manager (HR & A) (from 21/07/2022)

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Gujarat Industries Power Company Limited

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 Friday, the 16th September, 2022 to Thursday, the 22nd September, 2022 (both days inclusive).
2. (a) Pursuant to SEBI (Fourth Amendment) Regulations, 2018 notified on 08th June, 2018 effective from 05th December 2018, no transfer of shares, except in the case of transmission or transposition of securities, shall be processed unless the securities are held in dematerialized form with a depository and pursuant to SEBI Circulars No. SEBI/HO/MIRSD/ RTAMB/ CIR/ P/2020/166 dated 07th September, 2022 and in continuation on the cited circular No. SEBI/HO/ MIRSD / RTAMB/CIR/P/2020/236 dated 02nd December, 2022, no transfer of shares, transmission or transposition of securities, shall be processed unless the securities are held in dematerialized form with a depository with effect from March 31, 2021.

In view of same, Shareholders are requested to get their shares dematerialized at the earliest.

- (b) Pursuant to the SEBI Circulars No. SEBI/ HO/ MIRSD/ DOP1/ CIR/ P/2018/73 dated 20th April 2018 and MCA General Circular No. 20/2020 dated 05th May, 2020 vide which listed companies have been directed to record the PAN of all the shareholders and Bank Account details and email ID details of registered shareholder. The shareholders who have not yet registered their email address or bank account details, are requested to register the same in respect of shares held in demat form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by visiting on the website of Company's Registrar & Transfer Agent (RTA), M/s. Link Intime India Private Limited (LIPL) at (https://www.linkintime.co.in/EmailReg/Email_Regis ter.html) and upload the documents required therein.
- (c) Pursuant to SEBI Circular No. SEBI/HO MIRSD/ MIRSD_RTAMB/P/CIR/2021/655, dated 03rd November, 2021, had laid down the common and simplified norms for processing investor's service requests i.e. Furnishing of PAN, KYC details and Nomination through submission of duly signed specific Investors Service Request Forms i.e. ISR-1, ISR-2, ISR- 3 & ISR-4 respectively along with requisite documents for processing subject request.

Further in accordance with the above stated SEBI Circulars, the Company has made necessary arrangements for the members to register their e-mail address, PAN, KYC Details, Nomination, etc.

Members who have not registered their said particulars are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by submitting duly signed Investor Service Request Form ISR-1 along with supporting documents to Link Intime India Private Limited at vadodara@linkintime.co.in, if the shares are held in physical form. The said form is available on RTA's website @: <https://www.linkintime.co.in>. or on GIPCL's website@:<http://www.gipcl.com/new-update-register-email-pan-kycnomination-download-forms.htm>

TDS on Dividend:

In accordance with the prevailing provisions of the Income Tax Act, 1961, the Company would be required to deduct Tax at Source (TDS) at the prescribed rates on the dividend paid to its shareholders. The TDS rate would vary depending on the residential status of the shareholders and the documents submitted by them and accepted by the Company. Therefore, the members are requested to update their PAN to avoid deduction of tax at higher rate, in respect of shares held in demat form, with the Depository through their Depository Participant(s) and in respect of shares held in physical form, by visiting on the website of Company's RTA, LIPL at <https://www.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> and upload the documents required therein, i.e. 15G / 15H / 10F/ PAN Card as the case may be, if applicable.

3. The Companies Act, 2013 and the Listing Regulations requires a listed Company to provide e-voting facility to its shareholders, in respect of all shareholders' resolutions to be passed at General Meetings.
4. (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 Agent (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 Depository Participant (DP) by quoting their Client ID & DP ID No. The Company or its RTA cannot act on any such request received directly from the Members holding shares in Demat mode.



5. Any Member desirous of obtaining any information concerning the accounts and operations of the Company is requested to send queries to the Company at least fifteen days before the date of the Meeting.
6. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, companies are required to transfer its unpaid / unclaimed dividend after 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 (IEPF)". Claims will lie for the amounts so transferred with the IEPF Authority. The Members may please note that the unpaid / unclaimed dividends of past years up to FY 2013-14 have been transferred to the Central Government Account / IEPF.

Members are requested to note that the dividends for FY 2014-15 to 2020-21 shall be due for transfer to "IEPF" as follows: -

Particulars	FY	Due For Transfer To Fund
20 th Dividend	2014-2015	September, 2022
21 st Dividend	2015-2016	September, 2023
22 nd Dividend	2016-2017	September, 2024
23 rd Dividend	2017-2018	September, 2025
24 th Dividend	2018-2019	September, 2026
25 th Dividend	2019-2020	December, 2027
26 th Dividend	2020-2021	September, 2028

Members are requested to lodge their claims for past year(s) dividends, if any, with the Company or to its R&T Agent immediately.



Gujarat Industries Power Company Limited

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Thirty Seventh (37th) Annual General Meeting of the Members of Gujarat Industries Power Company Limited will be held on Thursday, the 22nd day of September, 2022 at 03:30 PM through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the financial year ended March 31, 2022 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri Jai Prakash Shivahare, IAS (DIN:07162392), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of CS V V Vachharajani (DIN:00091677) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **To appoint Smt. Manisha Chandra, IAS (DIN:07557312), Secretary, Finance Department (Expenditure), Nominee of Government of Gujarat (GoG) as a Director of the Company:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) and any other applicable provisions of the Act and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Article 89 of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee of Directors and the Board of Directors at their respective Meetings held on 12/11/2021, Smt. Manisha Chandra, IAS (DIN:07557312), who was appointed as an Additional Director, Nominee of Government of Gujarat w.e.f. 12/11/2021 and who is eligible for appointment and in respect of whom, the Company has received a notice in writing along with requisite deposit from a Member pursuant to Section 160 of the Act, proposing her

candidature for the office of Director, be and is hereby appointed as a Nominee Director of Government of Gujarat (GoG) on the Board of the Company and shall be liable to retire by rotation."

6. **To appoint Shri Swaroop P., IAS (DIN:08103838), Nominee of Gujarat Alkalies and Chemicals Limited (GACL), as a Director of the Company:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) and any other applicable provisions of the Act and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Article 93 of the Articles of Association of the Company (AoA) and as recommended by the Nomination and Remuneration Committee of Directors and the Board of Directors, vide Circular Resolution No. NRC/2022-23/2 dated 18/08/2022 and BM/2022-23/3 dated 18/08/2022 respectively, Shri Swaroop P., IAS (DIN:08103838), who was appointed as an Additional Director, Nominee of Gujarat Alkalies and Chemicals Limited w.e.f. 22/08/2022 and who is eligible for appointment and in respect of whom, the Company has received a notice in writing along with requisite deposit from a Member pursuant to Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Nominee Director of Gujarat Alkalies and Chemicals Limited (GACL) on the Board of the Company and shall be liable to retire by rotation."

7. **To approve Material Transactions with Related Parties:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded to the following material Related Party Transactions (RPTs), entered into, in the ordinary course of business at arm's length price, for the Financial Year 2021-22, as recommended by the Audit Committee on 19/05/2022 and approved by the Board of Directors on 20/05/2022:



Sr.	Date of contract / arrangement	Name of the party	Name(s) of the interested Director(s)	Relation with Director/ Company/ Nature of concern or interest	Principal terms and conditions	FY 2021-22 Amount (₹ in Lakhs)
	(1)	(2)	(3)	(4)	(5)	(6)
1	(i) Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Gas based Power Station.	Gujarat Urja Vikas Nigam Limited (GUVNL)	Smt. Sunaina Tomar, IAS (up to 14/06/2021)	Promoter	Sale of Electricity (net of rebate on sales)	1,00,026.44
	(ii) Short Term Open Access arrangement for 165 MW Gas based Power Station		Shri Milind Torawane, IAS (up to 06/02/2022)			
	(iii) Power Purchase Agreement (PPA) dated April 15, 1997 for 250 MW Surat Lignite Power Plant (SLPP Phase-I).		Smt. Shahmeena Husain, IAS (up to 25/02/2022)			
	(iv) PPAs dated October 1, 2009 and August 13, 2013 for 250 MW Surat Lignite Power Plant (SLPP Phase-II).		Shri Jai Prakash Shivahare, IAS (from 15/03/2022)			
	(v) PPA dated December 18, 2010 for 5 MW Solar Power Plant.					
	(vi) PPAs dated April 28, 2015 and January 27, 2016 for 15 MW Wind Farm.					
	(vii) PPAs dated September 2, 2016 and December 16, 2016 for 26 MW Wind Farm.					
	(viii) PPAs dated September 20, 2016, December 03, 2016 and December 30, 2016 for 71.4 MW Wind Farms.					
	(ix) PPA dated October 24, 2017 for 75 MW Solar Power Plant.					
	(x) PPA dated August 26, 2019 for 100 MW Solar Power Plant.					
2	Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Gas based Power Station and other Agreements / Contracts.	Gujarat Alkalies & Chemicals Limited (GACL)	Shri H R Patel, IAS (from 15/03/2022)	Promoter	Sale of Electricity	6,852.22
			Shri Milind Torawane, IAS (upto 06/02/2022)		Purchase of Chemicals Spares, Etc.	16.02
					Recovery for Water Charges	682.25
3	Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Gas based Power Station and other Agreements / Contracts.	Gujarat State Fertilizers & Chemicals Limited (GSFC)	CS V V Vachharajani	Promoter	Sale of Electricity	5,548.42
					Payment for Water Charges, Purchase of Chemicals & O & M spares	75.60



Gujarat Industries Power Company Limited

"RESOLVED FURTHER THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby, accorded to the following material Related Party Transactions (RPTs) to be entered into, in the ordinary course of business at arm's length price, for the Financial Year 2022-23, as recommended and approved by the Audit Committee and the Board of Directors respectively in their respective meetings held on 07/02/2022:

Sr.	Date of contract / arrangement	Name of the party	Name of the interested Director(s)	Relation with Director/ Company/ Nature of concern or interest	Principal terms and conditions	Estimated Amount of contract or arrangement FY 2022-23 (₹ in Lakhs)
	(1)	(2)	(3)	(4)	(5)	(6)
1	(i) Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Gas based Power Station. (ii) Short Term Open Access arrangement for 165 MW Gas based Power Station (iii) Power Purchase Agreement (PPA) dated April 15, 1997 for 250 MW Surat Lignite Power Plant (SLPP Phase-I). (iv) PPAs dated October 1, 2009 and August 13, 2013 for 250 MW Surat Lignite Power Plant (SLPP Phase-II). (v) PPA dated December 18, 2010 for 5 MW Solar Power Plant. (vi) PPAs dated April 28, 2015 and January 27, 2016 for 15 MW Wind Farm. (vii) PPAs dated September 2, 2016 and December 16, 2016 for 26 MW Wind Farm. (viii) PPAs dated September 20, 2016, December 03, 2016 and December 30, 2016 for 71.4 MW Wind Farms. (ix) PPA dated October 24, 2017 for 75 MW Solar Power Plant. (x) PPA dated August 26, 2019 for 100 MW Solar Power Plant.	Gujarat Urja Vikas Nigam Limited (GUVNL)	Shri Jai Prakash Shivahare, IAS (from 15/03/2022)	Promoter	Sale of Electricity (net of rebate on sales)	140,000.00
2	Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Gas based Power Station and other Agreements / Contracts.	Gujarat Alkalies & Chemicals Limited (GACL)	Shri Harshadkumar R Patel, IAS (from 15/03/2022 to 28/07/2022)	Promoter	Sale of Electricity & Purchase of Chemicals	21,000.00
3	Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Gas based Power Station and other Agreements / Contracts.	Gujarat State Fertilizers & Chemicals Limited (GSFC)	CS V V Vachharajani	Promoter	Sale of Electricity, Water Charges & Purchase of Chemicals	17,500.00



8. To ratify the remuneration payable to Cost Auditors for the Financial Year 2022-23 ending on 31st March, 2023:

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 modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹1,45,000/- (Rupees One Lakh Forty Five Thousand) plus applicable taxes, reimbursement of reasonable out of pocket expenses subject to maximum of 10% Cost Audit Fees for FY 2022-23, payable to M/s. Dalwadi & Associates, Cost Accountant (Firm Registration No.:00338), Cost Auditors of the Company, as fixed and approved by the Board of Directors of the Company, to conduct audit of the Cost records of the Company for the Financial year ending on 31st March, 2023, be and the same is hereby ratified."

"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 required, proper or expedient to give effect to this resolution."

**By Order of the Board
For Gujarat Industries Power Company Limited**

**Sd/-
(CA K K Bhatt)
General Manager & Chief Financial Officer**

**Place : Vadodara.
Date : 23/08/2022**

**Registered Office:
P.O.: Ranoli - 391 350,
Dist.: Vadodara. Gujarat.
CIN - L99999GJ1985PLC007868.**



Gujarat Industries Power Company Limited

NOTES:

- Relevancy of questions and the order of the Shareholders to speak at the Meeting will be decided by the Chairman.

Voting through electronic means:

CDSL e-Voting System - For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14,2021, General Circular No. 02/2022 dated May 5,2022 and Circular No. SEBI/HO/CFO/CMD2/ CIR/P/ 2021/11 dated January 15, 2021. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 June 15, 2022, September 28, 2020, December 31,2020, June 23,2021, December 08,2021 and May 05,2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC / OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.gipl.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).
7. The AGM has been convened through VC / OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14,2021, General Circular No. 02/2022 dated May 5,2022.
8. In continuation of this Ministry's General Circular No. 02/2022, dated May 05, 2022 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2022, or become due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraph 3 of the General Circular No. 02/2022 as per MCA Circular no. 02/2022 dated May 05, 2022.



THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:

(i) The remote voting period begins on Monday, the 19th September, 2022 at 9:00 a.m. and ends on Wednesday, the 21st September, 2022 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, the 15th September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/ P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/ P/ 2020/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are links provided to access the system of all e-Voting Service Providers i.e. CDSL / NSDL / KARVY / LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during</p>

Type of shareholders	Login Method
	the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.



- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth(DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **EVSN 220822012** for GIPCL on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - a) Facility for Non-Individual Shareholders and Custodians - Remote Voting
 - b) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - c) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - d) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - e) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - f) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@gipcl.com (designated email address of the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



Gujarat Industries Power Company Limited

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 07 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at investors@gipcl.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 07 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@gipcl.com. These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
9. Only those shareholders, who are attending the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the Meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.

1. For Physical shareholders- please provide duly signed Investor Service Request Form -1 (ISR-1) along with supporting necessary documents containing details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company / RTA. The said form is available on Company and RTA Official Website.
2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

Contact Details:

Company : Gujarat Industries Power Company Limited
Regd. Office: P.O.: Ranoli - 391 350,
District: Vadodara, Gujarat, India.
Tel. No.: 0265 - 2232768,
Fax No.: 0265 - 2230029.
E-mail ID: investors@gipcl.com

Registrar and Transfer Agent : Link Intime India Pvt. Limited
B-102-103, Shangrila Complex,
Near Radhakrishna Char Rasta,
Opp. HDFC Bank, Akota, Vadodara - 390 020
Phone: +91-265-2356573/6136000/613600
Fax: +91-0265-2356791
E-mail: vadodara@linkintime.co.in

E-Voting Agency : Central Depository Services (India) Limited

E-mail ID : helpdesk.evoting@cdslindia.com



ANNEXURE TO THE NOTICE

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. 05:

Pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) and any other applicable provisions of the Act and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Article 89 of the Articles of Association of the Company, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee w.e.f. 12/11/2021 has appointed, Smt. Manisha Chandra, IAS (DIN:07557312) Secretary, Finance Department, (Expenditure), Nominee of Government of Gujarat as an Additional Director of the Company.

The Company has received requisite Notice pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act), from a Member proposing appointment of Smt. Manisha Chandra, IAS (DIN:07557312), as a Director of the Company and she shall be liable to retire by rotation.

Smt. Manisha Chandra, IAS (DIN:07557312), is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. She is not related to any of the Directors of the Company and she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. The Company has also received consent to act as a Director (DIR-2) and Declaration of Directorships in other Companies (DIR-8) from Smt. Manisha Chandra, IAS (DIN:07557312). The Company has also received a Declaration from her confirming that she meets with the criteria as prescribed under Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Smt. Manisha Chandra, IAS (DIN: 07557312) fulfils the conditions for appointment as a Director and possess appropriate skills, experience and knowledge.

Brief resume of Smt. Manisha Chandra, IAS (DIN:07557312) is annexed to this Notice.

The above statements may also be regarded as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the Resolution at Item No. 5 as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Smt. Manisha Chandra, IAS (DIN:07557312) is/are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No. 5 of the Notice.

Item No. 06:

Pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) and any other applicable provisions of the Act and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Article 93 of the Articles of Association of the Company (AoA), the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee w.e.f. 22/08/2022 has appointed Shri Swaroop P., IAS (DIN:08103838) as an Additional Director of the Company, Nominee of Gujarat Alkalies and Chemicals Limited (GACL).

The Company has received requisite Notice pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act), from a Member proposing appointment of Shri Swaroop P., IAS (DIN:08103838) as a Director of the Company and he shall be liable to retire by rotation.

Shri Swaroop P., IAS (DIN:08103838) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not related to any of the Directors of the Company and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. The Company has also received consent to act as a Director (DIR-2) and Declaration of Directorships in other Companies (DIR-8) from Shri Swaroop P., IAS (DIN:08103838). The Company has also received a Declaration from him confirming that he meets with the criteria as prescribed under Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Shri Swaroop P., IAS (DIN:08103838) fulfils the conditions for appointment as a Director and possess appropriate skills, experience and knowledge.

Brief resume of Shri Swaroop P., IAS (DIN:08103838) is annexed to this Notice.

The above statements may also be regarded as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the Resolution at Item No. 06 as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Shri Swaroop P., IAS (DIN:08103838) is/are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No. 06 of the Notice.



Gujarat Industries Power Company Limited

Item No. 07:

Consequent upon the enactment of the Companies Act, 2013 (the Act) and the Rules made thereunder, there have been wide spread changes in the entire gamut of corporate functions and compliance requirements.

One such compliance requirement pursuant to Section 188 of the Act pertains to Related Party Transactions (RPTs) where the net of coverage criteria has been widened to a great extent. In terms of above, the Board of Directors of the Company has approved a Policy on 'Related Party Transactions' (RPTs).

The said Policy requires that the Company shall not enter into any contract or arrangement with a 'Related Party' without approval of the Audit Committee of Directors (the Audit Committee).

The Companies (Meetings of the Board and its Power) Rules, 2014 read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires that the Company shall not enter into a contract or arrangement with any Related Party, inter alia, for sell, purchase or supply of any goods or material directly or through appointment of agents, exceeding 10% of Annual Consolidated Turnover of the Company as per the Last Audited Financial Statements of the Company, without approval of the Members of the Company by an Ordinary Resolution.

Accordingly, considering the Annual Turnover of the Company for FY 2021-22 of ₹1,17,241 Lakhs and the value of transactions with Related Parties viz. Gujarat Urja Vikas Nigam Limited (GUVNL), Gujarat State Fertilizers & Chemicals Limited (GSFC) and Gujarat Alkalies & Chemicals Limited (GACL) Promoters of the Company, in the ordinary course of business at arm's length price, which are exceeding the prescribed limit of 10% of the Annual Turnover of the Company as per the Last Audited Financial Statements of the Company (Regulation 23 of the SEBI (LODR) Regulations, 2015), the RPTs being material in nature, are placed for approval of the Members, as recommended by the Audit Committee and the Board of Directors of the Company.

Further as recommended by the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company is required for the material transactions with Related Parties, in the ordinary course of business at arm's length price, which are likely to exceed the prescribed limit of 10% of the Annual Turnover of the Company during the FY 2022-23.

Your Directors recommend the Resolutions at Item Nos. 07 as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Smt. Sunaina Tomar, IAS (Upto 14/06/2021), Shri Milind Torawane, IAS (upto 06/02/2022), Smt. Shahmeena Husain, IAS (upto 25/02/2022),

Shri Roopwant Singh, IAS, Shri Jai Prakash Shivahare, IAS (from 15/03/2022), Shri Harshadkumar Ratilal Patel, IAS (from 15/03/2022) and CS V V Vachharajani, representing the related parties, is / are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No.07 of the Notice.

Item No. 08:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Dalwadi and Associates, Cost Accountants (Firm Registration No.: 00338), Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2023.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹1,45,000/- (Rupees One Lakh Forty-Five Thousand) plus applicable Taxes and reimbursement of out of pocket expenses subject to maximum 10% of Cost Audit Fees, payable to the Cost Auditors is to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 08 of this Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2023.

None of the Directors / Key Managerial Personnel of the Company and their relatives, is / are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No.08 of the Notice.

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 10:00 a.m. and 12:00 noon on all working days of the Company prior to the date of the Meeting.

**By Order of the Board
For Gujarat Industries Power Company Limited**

**Sd/-
CA K K Bhatt
General Manager & Chief Financial Officer**

**Place : Vadodara.
Date : 23/08/2022**

**Registered Office:
P.O.: Ranoli - 391 350,
Dist.: Vadodara, Gujarat.
CIN - L99999GJ1985PLC007868.**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT,
AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LODR) REGULATIONS, 2015:**

A) Details of Directors retiring by rotation and seeking re-appointment at the AGM:

Name of Director	Shri Jai Prakash Shivahare, IAS	CS V V Vachharajani
DIN	07162392	00091677
Date of Birth	05/07/1974	01/10/1969
Date of Appointment	15/03/2022	28/03/2016
Qualifications	Bachelor of Arts (Psychology), Political Science & Modern History and Master's degree in Public Policy (MPP) (Australia).	B. Com, LLB, FCS (Fellow Member of the Institute of Company Secretaries of India). He has also passed the final exam of The Institute of Chartered Secretaries and Administrators (ACIS), London, United Kingdom (UK).
Nature of Expertise / Experience	<ul style="list-style-type: none"> - Shri Jai Prakash Shivahare is an IAS officer of 2002 batch with 20 years of experience in public administration. - He has held several important positions in the State Government. His earlier postings were Assistant Collector, Ahmedabad, District Development Officer, Rajkot and Junagadh respectively, followed by District Collector Dangs, Surat & Sabarkantha respectively. He has also served as Municipal Commissioner, Bhavnagar, Special Commissioner Health, Medical Services & Medical Education & ex-officio Secretary to Government (Public Health & Family Welfare) and as Chief Executive Officer, Special Project [Dholera Strategic Investment Region (SIR) and Mandal-Becharji, SIR]. - He also held Directorship of Gujarat Industrial Corridor Corporation Limited, Dholera Industrial City Development Limited, Dholera International Airport Company Limited and Alcock Ashdown (Gujarat) Limited. - He is presently posted as Managing Director, Gujarat Urja Vikas Nigam Limited (GUVNL) and also holds additional charge of post of Managing Director, Gujarat Green Revolution Company Limited. He has also been appointed as Director of Four DISCOMs of Gujarat and Gujarat Industrial Development Corporation. 	<p>He is a Professional having rich and varied experience of more than two and half decades in the field of Company Secretarial, Board Governance, Investor Relations, Legal, Corporate Communication and Industrial Relations.</p> <p>Currently, he is Company Secretary and Sr. Vice President (Legal & IR) in Gujarat State Fertilizers and Chemicals Ltd. (GSFC).</p>
Names of listed entities in which Directorship is held	NIL	NIL
Names of listed entities from which resigned in the past three years	NA	NONE
Names of listed entities in which Membership of Committees of the Board is held	NA	NONE
No. of shares held	NIL	NIL
No. of Board Meeting(s) attended.	01	02
Relationship with other Directors / KMP.	NONE	NONE



Gujarat Industries Power Company Limited

B) Details of Director seeking Appointment as a Nominee Director at the AGM:

Name of Director	Smt. Manisha Chandra, IAS	Shri Swaroop P., IAS
DIN	07557312	08103838
Date of Birth	12/04/1978	25/04/1978
Date of Appointment	12/11/2021	04/08/2022
Qualifications	Master of Arts (M.A.) in Political Science from Allahabad University, M. Sc in Public Policy & Management (King's College, London), Certificate of The Indian Law Institute, New Delhi in Intellectual Property Rights & Cyber Law.	Bachelor of Physiotherapy and Master of Science in Applied Psychology, Master's in International Development Policy from Sanford School of Public Policy, Duke University, U.S.A.
Nature of Expertise / Experience	<p>Smt. Manisha Chandra, is an IAS Officer of 2004 batch of Gujarat Cadre and has experience of 17 years in the fields of Administration and Management and has occupied various positions in different departments of the Govt. of Gujarat, as Commissioner & Secretary, Women & Child Development Dept., Director Health & Family Welfare Dept., District Collector Rajkot and Panchmahals, District Development Officer Kheda, Asst. Collector Gandhinagar, etc.</p> <p>Smt. Manisha Chandra has received National Award for Exceptional Achievement in Reducing Level of Stunting from Ministry of Women & Child Development, Government of India and Gujarat State level awards as Best Collector, Best District Development Officer, etc. and several other awards from other Institutions.</p> <p>At present, she is Secretary (Expenditure), Finance Department, Government of Gujarat.</p>	<p>Shri Swaroop P. is an IAS Officer of 2003 batch and has experience of 18 years in the field of Administration and Management.</p> <p>He has held various important positions in Government of Gujarat (GoG) like Assistant Collector in Rajula in Amreli District; District Development Officer (DDO), Panchmahals; Municipal Commissioner, Jamnagar; District Collector, Gandhinagar; Additional Commissioner, Industries Department; Collector & District Magistrate, Sabarkantha; Secretary, Tribal Development, Gandhinagar; Municipal Commissioner, Vadodara.</p> <p>He has also served as Managing Director of Uttar Gujarat Vij Company Limited and Managing Director of Industrial Extension Bureau (iNDEXTb). He has held Directorship in various companies viz., Vadodara Gas Limited, Vadodara Jal Sanchay Private Limited, Gujarat Water Resources Development Corporation Limited, Gujarat Livelihood Promotion Company Limited and Vadodara Smart City Development Limited.</p> <p>At present he is Commissioner of Land Reforms & Ex-officio Secretary to Government, Revenue Department, Gandhinagar and holds charge as Managing Director of Gujarat Alkalies and Chemicals Limited (GACL).</p>
Names of Listed Entities in Which Directorship is Held	NIL	Gujarat Alkalies and Chemicals Limited (GACL)
Names of Listed Entities From Which Resigned in The Past Three Years	NIL	NIL
Names of Listed Entities in Which Membership of Committees of The Board Is Held	NONE	Member of Audit, Stakeholders' Relationship and Corporate Social Responsibility Committee of Gujarat Alkalies and Chemicals Limited (GACL).
No. of Shares Held	NIL	NIL
No. of Board Meeting(s) Attended.	NIL	NIL
Relationship with other Directors / KMP.	NONE	NONE



BOARD'S REPORT 2021-22

To

The Members,

Your Directors are pleased to present the Thirty Seventh Annual Report of your Company together with the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022.

Financial Performance:

(₹ in Lakhs)

Particulars	FY 2021-22	FY 2020-21
Revenue from Operations	1,17,241	1,33,535
Less: Operating Expenses	76,655	91,103
Operating Profit	40,586	42,432
Add: Other Income	2,113	3,028
Profit Before Interest, Tax, Depreciation and Amortisation	42,699	45,460
Less: Finance Cost	2,876	3,104
Profit Before Tax, Depreciation and Amortisation	39,823	42,356
Less: Depreciation and Amortisation	15,094	15,505
Profit Before Tax	24,729	26,851
Less: Tax Expenses	7,598	8,873
Profit After Tax	17,131	17,978
Add: Other Comprehensive Income (net of tax)	5,893	2,367
Total Comprehensive Income	23,024	20,345
Balance in Retained Earnings at the beginning of the year	328	4,912
Balance in Retained Earnings at the end of the year	4,347	328

Dividend:

Your Directors are happy to recommend a Dividend of ₹ 2.50 (Rupees Two & Paise Fifty) per share on 15,12,51,188 Equity Shares of ₹ 10/- each fully paid up, for the year ended on 31st March, 2022 (Previous year ₹ 2.70 per share). The Dividend, if approved by the Shareholders at the ensuing 37th Annual General Meeting (AGM), shall be paid to those Members, whose names appear in the Register of Members of the Company as on 22nd September, 2022. In respect of Shares held in dematerialized form, it will be paid to Shareholders whose

names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as beneficial owners as on 15th September, 2022.

OPERATIONS

Surat Lignite Power Plant (SLPP):

Phase-I (2 x 125 MW Units 1 & 2):

During the year under review, Phase-I generated 1342.614 Million Units (MUs) with 61.31% Plant Load Factor (PLF) against the Budgeted target of 1343.459 MUs with 61.35% PLF. Plant availability was 79.93 % against the Budgeted target of 78.34%. Commercial availability was 62.20% against the Budgeted target of 61.91%.

The Commercial availability was lower than Normative Commercial Availability (75%) mainly due to deformation of Economizer Beams and their replacement work at Unit 2 which was under force outage from 16.12.2020 to 01.07.2021.

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

During the year under review, Phase-II generated 1586.359 MUs with 72.44% PLF against the Budgeted target of 1656.374 MUs with 75.63% PLF. Plant availability was 85.04% against the Budgeted target of 86.60%. Commercial availability was 79.41% against the Budgeted target of 80.50%. Lower Plant Performance vis-à-vis Budget was mainly due to increase in system partial loading owing to quality of Lignite and backing down by SLDC.

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

As part of Company's efforts to ensure availability of critical spares for sustainable performance of the Units and to avoid any long outage of the Units, the Company has already procured critical spares of LP Turbine Rotor and Generator Rotor from OEM (BHEL).

Safety Audit conducted through external competent agency to ensure zero accident and cover all employees and contract workmen for safety related training. Moreover, Quantitative Risk Assessment (QRA) of Fuel Oil, Propane and Chlorine storage area carried out through external agency to mitigate risk of Hazardous area. Further, Hazard Area Classification (HAC) study (as per IS 5572) was carried out through external agency.



Mining:

During the year under review, Valia Lignite Mine has recorded the lignite production of 24.87 Lakh Te as against 30.75 Lakh Te during the preceding year and Vastan Lignite Mine has recorded the lignite production of 4.21 Lakh Te as against 4.30 Lakh Te during the preceding year.

Most of the requirement of lignite was met from our captive Vastan Lignite Mine and Mangrol-Valia Lignite Mine. To meet the demand of all the four units for operations during monsoon, the Lignite Stock of 12.45 Lakh Te was created on 30/06/2021 as against the previous year's stock of 12.19 Lakh Te on 30/06/2020.

- Approval of Mining Plan and Mine Closure Plan:

Approval for amendment in approved Mine Closure Plan of Vastan Lignite Mine for installation of Solar Power Plant on the reclaimed land of backfilled area and on the external dump area has been granted by Ministry of Coal (MoC), Government of India (GoI) vide letter dated 16/04/2021.

- Achieved Zero Accident Level:

Due to its hazardous nature, mining has been and continues to be an industry where the concern for miners' safety is of great importance. Your Company has achieved "Zero Accident Level" during the FY 2021-22 by maintaining and meeting the highest standards of safety norms in its mines.

Vadodara Gas based Stations:

Station-I (145 MW):

During the year under review, the Station generated 212.8 Million Units (MUs) at the Plant Load Factor (PLF) of 16.75 %.

Plant Load Factor is relatively very low due to non-availability of APM gas/cheaper Spot gas.

Major plant equipment like GTs, GTGs, HRSGs & STG are kept under preservation and other plant auxiliaries are checked regularly for their availability till APM gas supply resumes or cheap spot gas is made available for Operation.

Station - II (165 MW):

Station II has not generated any electricity because of non-availability of cheap Spot gas. Critical Plant systems are checked and Transformers are periodically charged to maintain their availability.

112.4 MW Wind Power Projects:

The Company has total installed and commissioned capacity of 112.4 MW of Wind Power Projects at different sites / locations across State of Gujarat.

During the year under review, the 112.4 MW Wind farms have generated 225.59 MUs at a Capacity Utilization Factor (CUF) of 22.91% as against budgeted generation of 229.39 MUs at a CUF of 23.30 % during the preceding year.

Wind Power generation was relatively higher during the year under review mainly due to better machine availability and relatively high wind velocity compared to previous years across wind project sites / locations in Gujarat.

262 MW Solar Power Projects:

The Company has total installed and commissioned capacity of 262 MW of Solar Power Projects at different sites / locations across State of Gujarat including the 100 MW Solar Power Project at Raghnesda Solar Park, Dist. Banaskantha, which was commissioned on 10/08/2021. The Operational Acceptance Test of the said 100 MW Solar Power Project at Raghnesda was successfully completed and Plant is fully stabilized.

During the year under review, the 262 MW Solar Power Projects generated 453.21 MUs at a CUF of 22.9% against the budgeted generation of 448.75 MUs at a CUF of 22.77%, including generation of 155.35 MUs at CUF of 28.14% against budgeted generation of 153.36 MUs at CUF of 27.78% achieved by the 100 MW Raghnesda Solar Power Project from the date of its commissioning during the year under review.

Safety Performance:

The health and safety of all the employees is a prime concern of the Company. Your Directors are happy to inform that your Company continues to make sincere and committed efforts to maintain the safety of Plant equipment and create a safe and healthy work environment for the employees. The Company has been spending adequate amount commensurate with its requirement on 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).

Your Directors are glad to inform that the Company has successfully completed accident free operations for the entire year under review i.e. FY2021-22.

Safety Audit is conducted through external competent agency to ensure zero accident and cover all employees and contract workmen for safety related training.

Environmental Protection:

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

- **Vadodara Plant:**

Your Company had also imposed total ban on using thermocol and plastic below 40micron size packing material for all incoming goods and the same is in force. 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 replaced internals of total five (5) fields of Unit-3 Electrostatic Precipitator (ESP) at total expenditure of Rs. 8.16 Crores to reduce suspended particulate matter (SPM) emission through stack / chimney to meet new Environmental norms of Ministry of Environment, Forest & Climate Change (MoEF&CC), Govt. of India.

Your Company has planted 369 nos. of saplings in the Plant and Colony premises for better green coverage.

Growth Plans:

2375 MW Khavda Renewable Energy(RE) Park:

Your Directors are pleased to inform that your Company has been allotted land at Great Rann of Kutch near Khavda to set up 2375 MW of Renewable Energy (RE) Park. This Park will be developed as a part of prestigious 30 GW RE Park planned near International Border in Great Rann of Kutch. The preparation of Detailed Project Report, application for connectivity and power evacuation and other pre-project activities have already been taken up. The entire RE Park capacity is expected to be completed in next 5 years.

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

Your Directors are pleased to inform that during the year under review, your Company has been successfully Recertified for Integrated Management System (IMS) with Renewal of ISO 9001:2015, ISO 14001:2015, ISO 45001:2018 & ISO 50001:2018 certifications for further period of three (3) years, on the basis of audit result/findings and commitment from Top Management.

Awards and Accolades:

Your Directors are pleased to inform that during the year under review, the Company has received following Awards:

GIPCL-SLPP consecutively fourth time awarded Winner of "National Fly Ash Utilization Award-2021" for Fly Ash utilization in Thermal Power Stations, Category Efficient Management of Fly Ash ≤ 500 MW at 10th Fly Ash Utilization 2021- Conference - EXPO - Awards Organized by Mission Energy Foundation, supported by Ministry of Coal, Ministry of Power, Ministry of Steel, Ministry of Road Transport and Highways, Ministry of Science & Technology, Ministry of Environment & Forest and Ministry of Urban Development on 10/04/2021.

GIPCL-SLPP received "Power Plant Performance Award-2021" in "Power Plant Performer-2021 < 500 MW Lignite" category in "Thermal Power O&M Conference - Award" Webinar organized by Mission Energy Foundation on 02/06/2021.

GIPCL-SLPP received National Excellence Award-2021 for Outstanding Performance in Energy Conservation & Management, consecutively for Fifth year. The award was

conferred by Confederation of Indian Industry (CII), Hyderabad and identified as 'Energy Efficient Unit'. The Award was received on 27/08/2021.

GIPCL-SLPP received "Environment Excellence Award-2021" in "Clean Generator of the Year - Lignite" category, consecutively for second year in "SOx - NOx Conference - Expo - Award" program and "Water Optimisation Award-2021" in "Best Water Efficient Plant = < 500MW" category in "Water Optimization Conference-Expo-Award" program, organized by Mission Energy Foundation. The said Awards were received on 27/08/2021.

The Vastan Lignite Mine of your Company has received the runner up Award in the category of Lowest Injury Frequency Rate (LIFR) years 2017 at the National Safety Awards on 08/03/2022.

'Development Efforts for Rural Economy & People' (DEEP), a Trust formed by the Company, received the Award for Excellence in the field of "Outstanding Work in The Field of Social Welfare / Rural Development by Individual / NGO" instituted by Federation of Gujarat Industries (FGI). The award was received on 14/05/2022.

GIPCL's Nakhatrana Wind Farm has won award for "Best Performing Wind Farm" for FY 2021-22 under Zone-IV comprising States of Gujarat, Rajasthan and Maharashtra. The award was given on 14/07/2022 by Indian Wind Power Association (IWPA), an autonomous body with over 1000 members and headquarters in Chennai.

Subsidiary:

The Company has no Subsidiary as at the end of year under review.

Public Deposits:

During the year 2021-22, your Company has not accepted / renewed any Fixed Deposit. As on the date of this Report, there is no Deposit either unpaid / unclaimed or due for transfer to Investors' Education and Protection Fund (IEPF).

Particulars of Loans, Guarantees or Investments:

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in this Annual Report.

Listing Regulations Compliance:

Equity Shares of your Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and their Listing Fees for the FY 2022-23 have been paid.

The Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Secretarial Standards except as mentioned in detail in the Corporate Governance Report forming part of the Board's Report.



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There has been no other penalty / stricture imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authority on any matter related to capital markets during last three financial years, except penalty as mentioned in detail in the Corporate Governance Report forming part of the Board's Report.

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.

Corporate Social Responsibility (CSR) Initiatives:

As a part of its CSR initiatives, the Company has undertaken projects in the areas of Health, Education, Livelihood, Development of Village Infrastructure, etc. These projects are in accordance with Schedule VII to the Companies Act, 2013.

Report on CSR activities is annexed to this Report as **Annexure 'A'**.

Energy Conservation and Technology Absorption:

The measures taken by your Company towards Energy Conservation and Technology Absorption are given in the **Annexure 'C'** to this Report. These measures have resulted in saving at SLPP of about 20.60 Million Units (MUs) Electrical Energy and 0.71 Lakh MT Lignite aggregating to total saving of around ₹ 14.54 Crores.

Related Party Transactions:

There were no materially significant transactions made by the Company with Promoters, Directors or Key Managerial Personnel or other designated persons which may have potential conflict with the interests of the Company.

All related party transactions are placed before the Audit Committee and/or to the Board for approval / noting as the case may be. Omnibus approval of the Audit Committee has been obtained for transactions which are of repetitive nature.

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as **Annexure 'D'** and forms part of this Report.

The Policy on Related Party Transactions (RPTs) is uploaded and can be accessed on the website of the Company www.gipl.com

None of the Directors has pecuniary relationships or transactions vis-a-vis the Company.

Vigil Mechanism or Whistle Blower Policy:

The Company has a Vigil Policy / Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The said Policy is explained in the Corporate Governance Report and also posted on the website of the Company www.gipl.com.

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 the Directors made judgement 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 31st March, 2022 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, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the Annual Accounts have been prepared on a going concern basis;
- internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and operating effectively; and
- proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Management Discussion and Analysis:

A Report on Management Discussion and Analysis dealing with Business Operations and Performance, Expansion Project, Opportunities and Risks/Concerns, Safety and Environment, Human Resource Development, Corporate Social Responsibility, Controls and Audit Systems, etc. is annexed forming part of this Report.

Corporate Governance:

A detailed report on Corporate Governance along with Certificate issued by M/s. TNT & Associates., Practicing Company Secretaries, Vadodara (CP No. 3123) is annexed forming part of this Report.

Business Responsibility Report (BRR):

A detailed Report on Business Responsibility, as applicable under regulation 34(2)(f) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is annexed forming part of this Report.

Risk Management:

Pursuant to the applicable provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Second Amendment), 2021, effective from 5th May, 2021, the Company is required to frame Risk Management Policy and constitute a Risk Management Committee of Directors.



However, the Board of Directors of the Company has been reviewing the Report on Risk Management and Risk Minimization on quarterly basis much before the mandatory applicability of provisions of said Regulation of (Listing Obligations and Disclosure Requirements) Regulations (Second Amendment), 2021 becoming effective, The Company has constituted an Internal Risk Management Committee consisting of Sr. Officials of the Company which has well laid down system and procedure of regular monitoring of various kinds of risks that are inherent to the nature of its business and operations. The Internal Risk Management Committee submits its Report to the Risk Management Committee of Directors and regular reporting on quarterly basis is done to the Board of Directors on Risk assessment and steps taken to mitigate/minimize the same.

Internal Financial Controls:

The Company has designed and implemented a process driven framework for Internal Financial Controls ('IFC') within the meaning of the explanation to section 134(5)(e) of the Companies Act, 2013. For the FY 2021-22, the Board is of the opinion that the Company has in all material respects a sound Internal Financial Control System in place, commensurate with the size, scale and complexity of its business operations and the said Internal Financial Control System is operating effectively. The Company has, in place, a process to continuously monitor the same and identify gaps, if any, and implement new and / or improved Internal Controls whenever the effect of such gaps would have a material effect on the Company's operations.

Credit Rating:

M/s. CARE Ratings Limited has awarded/reaffirmed i) "CARE AA-; Stable" rating in respect of Long-term Bank facilities of Rs.919.37 crores, ii) "CARE AA-; Stable / CARE A1 +" rating in respect of Long Term / Short Term Bank Facilities of Rs.421.34 crores and iii) "CARE A1 +" rating in respect of Short-Term Bank Facilities of Rs.735.00 crores during FY 2021-22.

Compliance with Secretarial Standards:

The Secretarial Standards issued and notified by the Institute of Company Secretaries of India have been generally complied with by the Company during the Financial Year 2021-22.

Key Managerial Personnel:

There was no change in the Key Managerial Personnel (KMP) during the year under review. Consequent upon resignation by CS Achal S Thakkar, as Company Secretary and Compliance Officer of the Company w.e.f. 09/05/2022, the following are the KMPs as on date of this Report:

Sr.	Name	Designation
1	Smt. Vatsala Vasudeva, IAS	Managing Director
2	CA K K Bhatt	General Manager (Finance) & Chief Financial Officer
3	CS Shalin Patel	Company Secretary & Compliance Officer

Directors:

The following changes have taken place in the Board of Directors of the Company since the 36th Annual General Meeting held last year on 23/09/2021:

Consequent to Finance Department (FD), Government of Gujarat (GoG) Office Order dated 17/08/2021 and pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) and other applicable provisions of the Act and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Article 89 of the Articles of Association of the Company, and as recommended by the Nomination & Remuneration Committee of Directors, the Board of Directors appointed Smt. Manisha Chandra, IAS (DIN: 07557312), Secretary, Finance Department (Expenditure), Nominee of GoG, as a Director of the Company w.e.f. 12/11/2021, liable to retire by rotation vice Shri Roopwant Singh, IAS, (DIN:06717937), transferred.

The Board places on record its sincere appreciation for the valuable guidance provided by Shri Roopwant Singh, IAS, during his tenure as Director of the Company.

Pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) and any other applicable provisions of the Act and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Articles 88 and 94 of the Articles of Association of the Company, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee w.e.f. 03/03/2022 appointed Shri Mukesh Puri, IAS (DIN: 03582870) as an Additional Director and Chairman of the Company, Nominee of Government of Gujarat (GoG), subject to approval of the shareholders at the 37th AGM.

Thereafter, pursuant to Article 88 of the Articles of Association of the Company and Energy & Petrochemicals Dept., GoG Resolution dated 26/04/2022, the Board of Directors, subject to approval of the Members, appointed Shri A K Rakesh, IAS (DIN:00063819) as a Director and a Chairman of the Company w.e.f. 02/05/2022 vice Shri Mukesh Puri, IAS,



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transferred. The Members of the Company have approved the requisite resolution proposed vide Postal Ballot Notice dated 15/06/2022.

Further, during the year, pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as recommended by the Nomination & Remuneration Committee, the Board of Directors appointed Shri Nitin Chandrashanker Shukla (DIN:00041433), Dr. Ravindra Harshadrai Shukla (DIN:00069396) and Smt. Mamata Biswal (DIN:07156141) as Additional Directors (Independent) for a period of five years with effect from 07/02/2022, not liable to retire by rotation, subject to approval of members of the Company.

Pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) and any other applicable provisions of the Act and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Article 93 and 89 of the Articles of Association of the Company respectively, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee w.e.f. 15/03/2022 appointed Shri Harshadkumar Ratilal Patel, IAS (DIN:08101424) as an Additional Director of the Company, Nominee of Gujarat Alkalies and Chemicals Limited (GACL) and Shri Jai Prakash Shivahare, IAS (DIN:07162392) as an Additional Director of the Company, Nominee of Gujarat Urja Vikas Nigam Limited (GUVNL) respectively, subject to approval of the Shareholders of the Company.

The Members of the Company have by Postal Ballot, approved on 30/04/2022 (deemed date of approval), the appointment of Shri Nitin Chandrashanker Shukla (DIN:00041433), Dr. Ravindra Harshadrai Shukla (DIN:00069396) and Smt. Mamata Biswal (DIN:07156141) as Independent Directors and Shri Harshadkumar Ratilal Patel, IAS (DIN:08101424) and Shri Jai Prakash Shivahare, IAS (DIN:07162392) as Nominee Directors respectively.

Resolution seeking approval of the shareholders was proposed by Postal Ballot dated 17/03/2022 in respect of appointment of Shri Mukesh Puri, IAS (DIN:03582870) as Additional Director (Nominee of Government of Gujarat) and a Chairman of the Company. However, consequent upon transfer and pursuant to Government of Gujarat, Energy & Petrochemicals Department Resolution No. GUV-1108-1336-K dated April 26, 2022, Shri Mukesh Puri, IAS (DIN:03582870) tendered resignation as the Director of the Company with immediate effect. In view of the same, the Resolution proposed by Postal Ballot at Item No.4 was rendered infructuous and invalid.

Consequent upon his transfer, Shri Harshadkumar Ratilal Patel, IAS (DIN: 08101424), has tendered his resignation as Nominee Director of Gujarat Alkalies & Chemicals Limited (GACL) on the Board of GIPCL, w.e.f. 28/07/2022.

The Board places on record its sincere appreciation for the valuable guidance and support extended by Shri Harshadkumar Ratilal Patel, IAS (DIN: 08101424) during his tenure as Director of the Company.

Thereafter, pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013, read with Article 93 of the Articles of Association of the Company and vide Letter of Gujarat Alkalies and Chemicals Ltd. (GACL) dated 12th August, 2022, Shri Swaroop P, IAS (DIN:08103838) was appointed as a Nominee Director of GACL on the Board of GIPCL vide Circular Resolution dated 18/08/2022.

Further, consequent upon completion of one year's term of appointment, Prof. Shekhar Chaudhuri (DIN:00052904), Dr. K M Joshi (DIN:00501563) and Shri S B Dangayach (DIN:01572754) ceased as Independent Directors of the Company w.e.f. 31/03/2022.

The Board places on record its sincere appreciation for the valuable guidance provided by Prof. Shekhar Chaudhuri (DIN: 00052904), Dr. K M Joshi (DIN:00501563) and Shri S B Dangayach (DIN:01572754) during their respective tenures as Independent Director of the Company.

CS V V Vachhrajani (DIN:00091677) and Shri J P Shivahare, IAS (DIN:07162392) Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

Your Directors recommend for your approval resolution at Sr. No. 05 of the Notice convening the 37th Annual General Meeting (AGM) for the appointment of Smt. Manisha Chandra, (IAS) (DIN:07557312) as a Director of the Company.

Your Directors recommend for your approval resolution at Sr. No. 06 of the Notice convening the 37th Annual General Meeting (AGM) for the appointment of Shri Swaroop P, IAS (DIN:08103838) as a Director of the Company.

Further, your Directors also recommend for your approval resolutions at Sr. 03 and 04, of the Notice convening the 37th AGM for the re-appointment of CS V V Vachhrajani (DIN: 00091677) and Shri J P Shivahare, IAS (DIN:07162392) respectively as Directors of the Company, liable to retire by rotation.

Number of Board Meetings:

The Company has complied with the provisions for holding Board Meetings and the gap between any two meetings did not exceed 120 days. Four (04) Meetings of the Board of Directors of the Company were held during the year under review on 27/05/2021, 07/08/2021, 12/11/2021 and 07/02/2022.



Policy on Directors' Appointment and Remuneration:

The Company has formulated and adopted a Policy on Directors' Appointment and Remuneration and the same is accessible on the website of the Company www.gipl.com

Performance Evaluation of Board, Committees and Directors:

Pursuant to the provisions of Section 178(2) of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted a Nomination & Remuneration (NR) Committee of Directors to, inter alia; evaluate the performance of Directors, including Independent Directors, Executive Director, Chairperson, the Board and various Committees of the Board.

The Nomination & Remuneration Committee evaluates the performance of each member of the Board of Directors as per the Nomination and Remuneration Policy of the Company framed in accordance with the provisions of Section 178 of the Act and as per the evaluation criteria defined by the NR Committee.

The Evaluation of the Board and its Committees is carried out by the Board. The Evaluation of Independent Directors is also carried out by the entire Board except the Director being evaluated, in the same manner as it is done for other Directors of the Company.

The Evaluation of the Executive Director and the Chairperson of the Company are carried out by the entire Board except the Director being evaluated. The meeting for the purpose of evaluation of performance of Board Members is held at least once in a financial year. The Company has disclosed the criteria laid down by the Nomination & Remuneration Committee for performance evaluation, on its website for reference and also in the Annual Report of the Company.

Appraisal of each Director of the Company is based on the skills matrix identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board, are Strategic Leadership, Financial Expertise, General Management, Governance Practices, Corporate Practices and Professional/Technical Expertise.

Particulars of Employees:

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, is not applicable as no Employee was paid remuneration during the year in excess of ₹ 1.02 Crores when employed throughout the year and ₹ 8.50 Lakhs 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 2021-22.

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company, will be provided upon request.

The details of top ten employees in terms of remuneration drawn during the year 2021-22 is given at **Annexure 'E'** to this Board's Report.

In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company between 10:00 a.m. to 12:00 noon on all working days of the Company up to the date of the ensuing 37th AGM. None of such employees is a relative of any Director of the Company.

None of such employees hold [by themselves or along with their spouse and dependent children(s)] more than two percent of the equity shares of the Company.

AUDITORS:

(i) Internal Auditors:

M/s.K N Mehta & Company, Chartered Accountants, Vadodara, (ICAI Firm Reg. No.:0106242W) were appointed as Internal Auditors of the Company for the Financial Year 2021-22 and they have submitted their Report to the Audit Committee of Directors.

M/s. Parikh Mehta & Associates, Chartered Accountants, Vadodara, (ICAI Firm Reg. No.:0112832W) have been appointed as Internal Auditors of the Company for the Financial Year 2022-23.

The Audit Committee of Directors periodically reviews the reports of Internal Auditors.

(ii) Statutory Auditors:

As recommended by the Audit Committee and the Board of Directors, the share holders at their 35th AGM, have appointed M/s. CNK & Associates LLP, Chartered Accountants, Vadodara (ICAI Firm Registration No.101961W/W-100036) as Statutory Auditors of the Company for a period of five consecutive Financial Years i.e. from FY 2020-21 to FY 2024-25 to hold office from the conclusion of 35th AGM to the conclusion of the 40th AGM.

(iii) Cost Auditors:

Cost records as specified by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013, have been maintained by your Company during the year under review.



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M/s. Diwanji & Company, Cost Auditors, Vadodara (Firm Registration No.:000339) were appointed as Cost Auditors of the Company for the Financial Year 2021-22.

The Board of Directors has appointed M/s. Dalwadi & Associates (Firm Registration No.000338) as Cost Auditors of the Company for the Financial Year 2022-23, subject to shareholders' ratification to the remuneration payable to the Cost Auditors.

Resolution at Sr. No. 07 of the Notice of 37th AGM is recommended for ratification of the Members for the remuneration payable to Cost Auditors for the Financial Year 2022-23.

(iv) Secretarial:

The Board of Directors had appointed M/s. TNT & Associates, Practicing Company Secretaries, Vadodara, (CP No.3123) as Secretarial Auditors of the Company for the financial year 2021-22. Secretarial Audit Report of M/s. TNT & Associates for the Financial Year 2021-22 ended on 31st March, 2022 in the prescribed Form-MR 3 is annexed to this Report as **Annexure 'B'**.

The Board of Directors have appointed M/s. TNT & Associates, Practicing Company Secretaries, Vadodara (CP No.10443), as Secretarial Auditors of the Company for the Financial Year 2022-23.

Qualifications / Adverse Observations of Auditors:

The Statutory Auditors have not reported any qualifications / adverse observations.

The observations of the Secretarial Auditors have been mentioned in their Secretarial Audit Report, forming part of the Board's Report, enclosed at Annexure B. The responses against the said observations are as under:

The Company has represented before National Stock Exchange of India Limited (NSE) with necessary justification in this regard.

Investor Education and Protection Fund (IEPF)

Transfer of Dividend and corresponding Equity Shares to the Investor Education and Protection Fund.

During the Financial Year 2021-22, unclaimed dividend for the Financial Year 2013-14 aggregating ₹25,81,493/- was transferred to Investor Education and Protection Fund (IEPF).

The Company has also transferred ₹12,34,817.70 to the bank account of the IEPF towards dividend declared by the Company for the Financial Year 2020-21 for such shares which were transferred to the IEPF earlier.

During the Financial Year 2021-22, the Company has also transferred 45460 Equity Shares to the IEPF in respect of which dividends remained unclaimed for seven consecutive years,

pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended.

Shareholders may claim their unclaimed dividend for the years prior to and including the Financial Year 2014-15 and the corresponding shares, if any, from the IEPF Authority by applying in the prescribed Form No. IEPF-5.

This form can be downloaded from the website of the IEPF Authority at www.iepf.gov.in, the access link of which is also available on the Company's website at www.gipcl.com under the section 'Investors'.

Attention of the Members is drawn that the unclaimed dividend for the Financial Year 2014-15 and the corresponding shares will be due for transfer to the IEPF on **20th October, 2022**, for which purpose communication has been sent to the concerned Shareholders advising them to claim their dividends. Notices in this regard have also been published in newspapers. Details of such shares are available on the Company's website under the section 'Investors'.

Details of Nodal Officer

In accordance with Rule 7(2A) of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the details of Nodal Officer of the Company, for the purpose of coordination with Investor Education and Protection Fund Authority are as under:

Name : CS Shalin Patel
Designation : Company Secretary & Compliance Officer
and Nodal Officer
Postal Address : P.O.: Ranoli: 391 350,
Dist.: Vadodara (Gujarat)
Telephone No. : 0265 - 2232768 Mobile 63518 33448
E-mail ID : investors@gipcl.com

The Company has also displayed the above details of Nodal Officer on its website at www.gipcl.com

Dividend Distribution Policy

As per the recent amendment in the SEBI Listing Regulations, the Dividend Distribution Policy has been made applicable to Top 1000 companies as per Market Capitalization as on 31/03/2021. Accordingly, the Board of Directors of the Company at its Meeting held on 07/08/2021 has adopted "Dividend Distribution Policy" effective from 07/08/2021, which is available on the Company's weblink : <https://www.gipcl.com/writereaddata/Portal/Images/Dividend%20Distribution%20Policy.pdf>



Risk Management Policy

The Company has constituted the Risk Management Committee of Directors w.e.f. 07/08/2021. The Members of the Risk Management Committee are as follows:

1.	Shri N N Misra	Member
2.	Shri V V Vachharajani	Member
3.	Smt. Vatsala Vasudeva, IAS	Member

Pursuant to provisions of Regulations 17 & 21 of SEBI Listing Regulations and Sections 134 & 177 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the SEBI Listing Regulations and the Act, the Board of Directors of the Company has also approved and framed "Risk Management Policy" of the Company, which is available on the website of the Company i.e. www.gipcl.com.

Annual Return and Extract of Annual Return:

The details forming part of the extract of Annual Return in prescribed Form MGT-9 is available on the website of the Company at www.gipcl.com

The Annual Return for the Financial Year 2020-21 in prescribed Form No. MGT-7, as required under Section 92(1) of the Companies Act, 2013 read with Rule 11 of the Companies (Management and Administration) Rules, 2014 is placed on the Company's website at www.gipcl.com. The same was filed with the Registrar of Companies, Gujarat (RoC) on Ministry of Corporate Affairs (MCA) portal within prescribed time limit.

Anti-Sexual Harassment Policy:

The Company has formulated and implemented a policy as well as constituted an Internal Complaints Committee on prevention of sexual harassment at workplace as required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, there were no cases filed under the Sexual Harassment of Women under Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Material Changes and Commitments:

No material changes and commitments affecting the financial position of the Company have occurred between the end of financial year, to which, this financial statement relates and the date of this Report, hence not reported.

General Disclosures:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Details relating to deposits covered under Chapter V of the Act.
- Details of remained, unpaid or unclaimed dividend at the end of year.
- Issue of equity shares with differential right as to dividend, voting or otherwise.
- Issue of shares (including Sweat Equity Shares) to employees of the Company under any scheme.
- Neither the Managing Director nor the Whole Time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- No significant or material order, is passed by the Regulators or Courts or Tribunals, which impact the going concern status and Company's operations in future.

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

Sd/-
A K Rakesh, IAS
Chairman
(DIN: 00063819)

Date : 24/08/2022
Place : Gandhinagar



ANNEXURE 'A' TO BOARD'S REPORT REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

As a part of its CSR initiatives, the Company has undertaken projects in the areas of Health, Education, Women Empowerment (Livelihood), Village Infrastructure Development, etc. These projects are in accordance with Schedule VII to the Companies Act, 2013.

Report on CSR activities is annexed to this Report as Annexure 'A' & 'All' below.

ANNEXURE A - I TO BOARD'S REPORT

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs and the CSR Policy is stated herein below:

Major Corporate Social Responsibility (CSR) initiatives by your Company revolve around building community infrastructure, focus on women's empowerment and their role in development. Interventions include Health, Education, Women Empowerment (Livelihood), Village Infrastructure Development like roads, culvert, multi-purpose shed, sanitation, crematorium etc. in surrounding villages.

The CSR Policy is accessible on the following link of the website of the Company: www.gipcl.com

2. Composition of the CSR Committee as on 31st March, 2022:
Smt. Vatsala Vasudeva, IAS, Chairperson
Shri S B Dangayach, Member (upto 30/03/2022)
Shri Prabhat Singh, Member
CS V V Vachharajani, Member
3. Average net profit of the Company before tax & exceptional item for last three Financial Years:
₹34,716.11 Lakhs.
4. Prescribed CSR Expenditure (two percent of the amount as at Sr.3 above):
The Company is required to spend ₹ 694.32 Lakhs towards CSR.
5. Details of CSR amount spent for the Financial Year 2021-22:
 - a. Total amount spent for the Financial Year: ₹ 697.86 Lakhs.
 - b. Amount unspent, if any: Not Applicable.
 - c. Manner in which the amount spent during the Financial Year 2021-22 is detailed below:

(₹ in Lakhs)

Sr. No.	Project / activity identified	Sector in which project is covered	Program Location/ Area	Amount of Outlay (Budget)	Amount spent on the Projects under - Direct expenditure & Overheads	Cumulative expenditure up to reporting period	Amount spent Direct or through implementing agencies DEEP and SVADES
1.	Drinking Water, Sanitation, Bathroom, Covid Equipment & CHC, Medical Camps, Mobile Medical Unit.	Health	Vadodara	27.00	Direct-33.41 Overheads-NIL	33.41	12.25 Direct 21.16 SVADES
			Renewable Energy	65.00	Direct-62.59 Overheads-NIL	62.59	62.59 SVADES
			SLPP	119.89	Direct-140.36 Overheads-NIL	140.36	140.36 DEEP
2.	Infrastructure Support, Resource & Empowerment, Educational Activities	Education	Vadodara	32.75	Direct-58.67 Overheads-NIL	58.67	58.67 SVADES
			Renewable Energy	39.50	Direct-41.21 Overheads-NIL	41.21	6.05 Direct 35.16 SVADES
			SLPP	117.34	Direct-117.76 Overheads-NIL	117.76	117.76 DEEP



(₹ in Lakhs)

Sr. No.	Project / activity identified	Sector in which project is covered	Program Location/ Area	Amount of Outlay (Budget)	Amount spent on the Projects under - Direct expenditure & Overheads	Cumulative expenditure up to reporting period	Amount spent Direct or through implementing agencies DEEP and SVADES
3.	Self Help Groups, Skill enhancement Training, Nutritional Improvement Project (Kitchen Garden)	Women Empowerment (Livelihood)	SLPP	35.56	Direct-35.73 Overheads-NIL	35.73	35.73 DEEP
4.	Roads, Culverts & Infrastructures	Village Infrastructure Development	Vadodara	3.00	Direct-3.00 Overheads-NIL	3.00	3.00 SVADES
			SLPP	181.60	Direct-175.60 Overheads-NIL	175.60	175.60 DEEP
5.	Resource Centre for Training	Resource Centre	SLPP	4.72	Direct-2.29 Overheads-NIL	2.29	2.29 DEEP
6.	-	Contingency	Vadodara	0.00	Direct-7.49 Overheads-NIL	7.49	6.49 Direct 1.00 SVADES
			Renewable Energy	0.00	Direct-2.30 Overheads-NIL	2.30	2.30 Peace & Equality Cell, Ahmedabad
			SLPP	2.50	Direct-3.02 Overheads-NIL	3.02	2.40 Direct 0.62 DEEP
7.	Program Designing, Implementation, Monitoring & Evaluation Expenses	Program Management Expenses	SLPP	48.17	Direct-14.43 Overheads- NIL	14.43	14.43 DEEP
Sub-Total			Vadodara	62.75	Direct 102.57 Overheads-NIL	102.57	18.74 Direct SVADES 83.83
			Renewable Energy	104.50	Direct 106.10 Overheads-NIL	106.10	6.05 Direct, 97.75 SVADES 2.30 Peace & Equality Cell, Ahmedabad
			SLPP	509.78	Direct 489.19 Overheads-NIL	489.19	2.40 Direct, 486.79 DEEP
			TOTAL	677.03	697.86	697.86	697.86
8.	Administrative & Capital	Administrative Expenses	SLPP	19.45	Direct-NIL Overheads - NIL	0.00	
GRAND TOTAL				696.48	697.86	697.86	697.86



ANNEXURE A-II TO THE ANNUAL REPORT ON CSR ACTIVITIES FY 2021-22

1. Brief outline on CSR Policy of the Company:

A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs and the CSR Policy is stated herein below:

Major Corporate Social Responsibility (CSR) initiatives by your Company revolve around building community

infrastructure, focus on women's empowerment and their role in development. Interventions include Health, Education, Women Empowerment (Livelihood), Village Infrastructure Development like roads, culvert, multi-purpose shed, sanitation, crematorium etc. in surrounding villages.

The CSR Policy is accessible on the following link of the website of the Company: www.gipcl.com

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Smt.Vatsala Vasudeva, IAS	Managing Director, Chairperson of the Committee	4	4
3	Shri S B Dangayach (Up to 30/03/2022)	Independent Director	4	2
4	Shri Prabhat Singh	Independent Director	4	4
5	Shri V V Vachrajani	Nominee Director	4	4

3. Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the company: www.gipcl.com

4. Impact Assessment of CSR Projects is not required to be carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 as Company's CSR obligation is below Rs. 10 Crore.

5. Details of the amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the Financial Year, if any;

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1	2018-19	NIL	NIL
2	2019-20	NIL	NIL
3	2020-21	NIL	NIL
	TOTAL	NIL	NIL

6. Average net profit of the Company as per Section 135(5) : ₹34,716.11 lakhs

7. (a) Two percent of average net profit of the Company as per Section 135(5) : ₹694.32 lakhs
 (b) Surplus arising out of the CSR projects or programs or activities of the previous Financial Years: NIL
 (c) Amount required to be set off for the Financial Year, if any: NIL
 (d) Total CSR obligation for the Financial Year (7a + 7b-7c): ₹694.32 lakhs

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (₹ in lakh)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
697.86	NIL	-	-	NIL	-

(b) Details of CSR amount spent against ongoing projects for the financial year: NIL

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No.)	Location of the project		Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of implementation-Direct (Yes/ No.)	Mode of implementation Through implementing Agency	
				State	District						Name	CSR Registration number
1	NIL											

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)			
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No.)	Location of the project		Amount spent for the Project (₹ in lakh)	Mode of implementation on Direct (Yes/No)	Mode of implementation Through implementing Agency			
				State	District			Name	CSR Registration number		
1.	Drinking Water, Sanitation, Bathroom, Covid Equipment & CHC, Medical Camps, Mobile Medical Unit	Health	Yes	Gujarat	Vadodara	21.16 12.25	No Yes	SVADES	Drinking Water, Sanitation, Bathroom, Covid Equipment & CHC, Medical Camps, Mobile Medical Unit		
				Gujarat	Amreli Rajkot	62.59	No			SVADES	CSR00002452
				Gujarat	Surat Bharuch	140.36	No			DEEP	CSR00002766
2.	Infrastructure Support, Resource & Empowerment, Educational Activities	Education	Yes	Gujarat	Vadodara	58.67	No	SVADES	Infrastructure Support, Resource & Empowerment, Educational Activities		
				Gujarat	Patan Botad Rajkot	35.16 6.05	No Yes			SVADES	-
				Gujarat	Surat Bharuch	117.76	No				



Gujarat Industries Power Company Limited

(1) Sr. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes / No.)	(5) Location of the project		(6) Amount spent for the Project (₹ in lakh)	(7) Mode of implementation on Direct (Yes/No)	(8) Mode of implementation Through implementing Agency	
				State	District			Name	CSR Registration number
3.	Self Help Groups, Skill enhancement Training, Nutritional Improvement Project (Kitchen Garden)	Women Empowerment (Livelihood)	Yes	Gujarat	Surat Bharuch	35.73	No	DEEP	Self Help Groups, Skill enhancement Training, Nutritional Improvement Project (Kitchen Garden)
4.	Roads, Culverts & Infrastructures	Village Infrastructure Development	Yes	Gujarat	Vadodara	3.00	No	SVADES	Roads, Culverts & Infrastructures
				Gujarat	Surat Bharuch	175.60	No	DEEP	CSR00002766
5.	Resource Centre for Training	Resource Centre	Yes	Gujarat	Surat	2.29	No	DEEP	Resource Centre for Training
6.	Contribution to SVADES for Mahila Utsav	Contingency	Yes	Gujarat	Vadodara	1.00	No	SVADES	Contribution to SVADES for Mahila Utsav
	Donate Vehicle to National Rail & Training Institute, Vadodara					6.49	Yes	-	Donate Vehicle to National Rail & Training Institute, Vadodara
	Donation to Peace & Equality Cell, Vadodara					2.30	No	Peace & Equality Cell	Donation to Peace & Equality Cell, Vadodara
	Vehicle provided under Government Dhanvantari Rath Program					2.40 0.62	Yes No	- DEEP	Vehicle provided under Government Dhanvantari Rath Program
7.	Program Designing, Implementation, Monitoring & Evaluation Expenses	Program Management Expenses	Yes	Gujarat	Surat Bharuch	14.43	No	DEEP	Program Designing, Implementation, Monitoring & Evaluation Expenses
Total						697.86			

Amount spent in Administrative Overheads : NIL
Amount spent on Impact Assessment, if applicable : NIL
Total amount spent for the Financial Year (8b+8c+8d+8e) : ₹ 697.86 lakhs
Excess amount for set off, if any



Sr. No.	Particulars	Amount (₹ in lakh)
(i)	Two percent of average net profit of the Company as per section 135(5)	694.32
(ii)	Total amount spent for the Financial Year	697.86
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	3.54
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	0
(v)	Amount available for set off in succeeding Financial Years[(iii)-(iv)]	3.54

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
1.	2020-21	NIL	-	-	-	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹ Lakh)	Amount spent on the project in the reporting financial year (in ₹ Lakh)	Cumulative amount spent at the end of reporting financial year (in ₹ Lakh)	Status of the project completed/ Ongoing
1.	-	-	-	-	-	-	-	-

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year:
(asset-wise details).

- (a) Date of creation or acquisition of the capital asset(s): Nil
(b) Amount of CSR spent for creation or acquisition of capital asset: Nil

- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not applicable

Sd/-
(K K Bhatt)
Chief Financial Officer

Sd/-
(Smt. Vatsala Vasudeva, IAS)
Managing Director and
Chairperson of CSR Committee

RESPONSIBILITY STATEMENT

The Responsibility Statement of the Corporate Social Responsibility Committee of the Board of Directors of the Company is reproduced below:

'The implementation and monitoring of Corporate Social Responsibility (CSR) Policy of the Company, is in compliance with CSR Objectives and Policy of the Company'.

Date : 25/06/2022
Place : Vadodara

Sd/-
Vatsala Vasudeva, IAS
Managing Director and
Chairperson of CSR Committee
(DIN:07017455)



Gujarat Industries Power Company Limited

ANNEXURE 'B' TO BOARD'S REPORT FORM NO. MR-3 SECRETARIAL AUDIT REPORT For the financial year ended on 31st March, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members
M/s. GUJARAT INDUSTRIES POWER COMPANY LTD.
CIN:- L99999GJ1985PLC007868
P. O. RANOLI,
Vadodara,
Gujarat - 391350

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. GUJARAT INDUSTRIES POWER COMPANY LTD. (hereinafter called "the Company")**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit and considering the relaxations granted by the Ministry of Corporate Affairs ("the MCA") warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the **Financial Year ended on 31st March, 2022** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force):
 - I. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - II. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - III. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not Applicable for the period under review;
 - IV. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not applicable for the year under review;
 - V. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable for the year under review;
 - VI. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - VII. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not applicable for the year under review;
 - VIII. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable for the year under review; and
- (vi) Other applicable laws: Based on the information provided and the representation made by the Company and its officers and also on the review of the compliance reports taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes exist in the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations as applicable to the Company.



We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a) Under SEBI (Listing Obligations and Disclosure Requirements), 2015 and Act, Regulations, Rules, Guidelines, Notifications, Circulars etc. are: -

Delay in submission of disclosure of Related Party Transactions for the Half year ended on 30th September, 2021 only with National Stock Exchange ("NSE") by 30 days, which was duly complied by the Company on 12th January, 2022 and necessary justification in this regard has been made before NSE.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors (including Woman Independent Director). The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were carried through on the basis of majority and there were no dissenting views.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has not taken any actions or entered into events having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

FORTNT & ASSOCIATES

Signature	: Sd/-	
Name of PCS	: NIRAJ TRIVEDI -PARTNER	
C. P. NO.	: 3123	
FCS	: 3844	
PR. No.	: 1394/2021	Date : 25/06/2022
UDIN	: F003844D000529611	Place : Vadodara



Gujarat Industries Power Company Limited

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

Annexure to Secretarial Audit Report

To,
The Members,
M/s. GUJARAT INDUSTRIES POWER COMPANY LTD.
CIN: - L99999GJ1985PLC007868
P. O. Ranoli,
Vadodara,
Gujarat - 391350

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

FOR TNT & ASSOCIATES

SIGNATURE : Sd/-
NAME OF PCS : **NIRAJ TRIVEDI -PARTNER**
C. P. NO. : 3123
FCS : 3844
P R. No. : 1394/2021
UDIN : F003844D000529611

Date : 25/06/2022
Place : Vadodara



ANNEXURE 'C' TO BOARD'S REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

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:

- 120 KW Roof top- 50 KW roof top on STG1, 50 KW roof top on STG2 and 20 KW roof top on Admn bldg. commissioned in the May 2021 to substitute consumption of equal energy from fossil fuel generation.
- STG - 1 Condenser: - Chemical cleaning done. for Heat Rate Improvement.

At SLPP:

Several energy conservation measures taken during the year helped to conserve about 20.60 MUs Electrical energy and 0.71 Lakh MT Lignite amounting to total savings of around ₹ 14.54 Crores. Following are some of the major measures taken for conservation of energy:

- Unit-2 Annual Overhauling helped to improve Unit heat rate by approx. 44.06 kCal/kWh. This has resulted in saving of about 15,696 MT Lignite during the year.
- Unit-3 Annual Overhauling helped to improve Unit heat rate by approx. 51.74 kCal/kWh. This has resulted in saving of about 18,432 MT Lignite during the year.
- Unit-1 consolidated Energy saving in Boiler Draft power due to plugging of air ingress at different sections of flue gas path / ESP casing / Tubular Air preheater (TAPH) leaking tubes blocking during the year was approx. 1.48 MUs and saving in Lignite was approx. 1613 MT.
- Unit-2 consolidated Energy saving in Boiler Draft power due to plugging of air ingress at different sections of flue gas path / ESP casing / Tubular Air preheater (TAPH) leaking tubes blocking during the year was approx. 6.39 MUs and saving in Lignite was approx. 6981 MT.
- Unit-3 consolidated Energy saving in Boiler Draft power due to plugging of air ingress at different sections of flue gas path / ESP casing / Tubular Air preheater (TAPH) leaking tubes blocking during the year was approx. 7.82 MUs and saving in Lignite was approx. 8545 MT.

- Unit-4 consolidated Energy saving in Boiler Draft power due to plugging of air ingress at different sections of flue gas path / ESP casing / Tubular Air preheater (TAPH) leaking tubes blocking during the year was approx. 2.95 MUs and saving in Lignite was approx. 3218 MT.
- Total 2787 nos. Old HPSV Lamps, Choke coils, CFL lamps, Fluorescent tube-lights of different capacities were replaced by LED lamps of different & suitable capacities helped to conserve about 7,24,511 kWh electrical energy and 791 MT Lignite during the year.
- Pneumatic positioners in instrument air system were replaced with smart positioners (4 nos.) which helped to reduce consumption of instrument air and resulted into saving of about 5,280 kWh electrical energy and 5 MT Lignite during the year.
- Phase-II Cooling Tower fans-3/1, 4/1 and 3/3 fan blades were replaced by energy efficient blades resulted in saving of 0.25 MU and 276 MT lignite in a year.
- Improvement in Specific Power Consumption of Lignite Handling System from 3.37 kWh/Ton to 3.06 kWh/Ton helped to reduce electrical power consumption by approx. 986375 kWh and save Lignite by 1077 MT.
- Improvement in Specific Power Consumption of Bed Ash Handling System from 9.94 kWh/Ton to 8.84 kWh/Ton helped to reduce electrical power consumption by approx. 56245 kWh and save Lignite by 61 MT.
- Unit-4 Cooling Tower (CT) Fills replacement work was done. After completion of work, 6.1 deg.C improvement was achieved in CT outlet temperature. This has resulted in improvement of about 42.7 kCal/kWh in Unit-4 Gross Turbine Heat rate which will save approx. 15212 MT lignite in a year.

Energy Conservation Proposals:

At Vadodara:

- STG - 1 Condenser cleaning for Station - 1 for Heat Rate Improvement.
- Periodic Water Washing of Gas Turbine for Heat Rate Improvement.
- 120 KW; Roof-top Solar at estimated CUF of 20% equivalent to 0.22776 MUs to substitute consumption of equal energy from fossil fuel generation.



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At SLPP:

1. Arresting air ingress at different sections of flue gas path in all the four Boilers. This would help to reduce loading of ID fans and annual saving of approx. 10 to 15 MU electrical energy is expected.
2. In instrument air system, replacement of 05 nos. pneumatic positioners with smart positioners is planned. This will help to reduce consumption of instrument air and annual saving of about 0.066 Lakh kWh electrical energy & 7 MT Lignite is expected.
3. Overhauling of Raw Water Pump - 3 is planned by which saving of about 0.065 MU electrical energy per annum is expected.
4. Phase-I Air Compressor Auxiliary Cooling Water (ACW) circuit modification is planned by which annual saving of about 68,672 kWh electrical energy and 72 MT Lignite is expected.
5. Stage reduction in three (3) nos. Condensate Extraction Pumps (CEP) of Phase-II Units is planned by which saving of about 2,73,312 kWh electrical energy per annum is expected.
6. Providing Energy Saver in Phase-II Instrument Air System which will cut artificial demand by applying Demand Side Management and reduce pressure fluctuation in range of + 1 psi. Expected saving is 1.5% or 0.93 MU in a year.
7. Replacement of remaining two CT fan blades of Phase-II Cooling tower with new energy efficient blades by which energy saving of approx. 0.17 MU is expected.
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:

RESEARCH & DEVELOPMENT (R & D)

1. Specific Area in which R&D carried out by the Company: NIL
2. Benefits derived as a result of the above R&D: N.A.
3. Future plan of action: NIL
4. Expenditure on R & D: NIL
 - (a) Capital
 - (b) Recurring

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Foreign Exchange Earned / Outgo during the year was as follows:

₹ in Lakhs

Particulars	2021-22	2020-21
Foreign Exchange Earned	Nil	Nil
Foreign Exchange Outgo in terms of Actual Outflows	0.49	18.53

TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION

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

At SLPP:

1. Unit-2 Boiler Economizer Support Beams replaced with modified design Economizer Support Beams i.e. separate supports for economizer coils as well as economizer casing duct, "I" shaped beams replaced with box type beams of higher-grade material with natural air-cooling provision along with improved slide bearing plates and Expansion joint.
2. In Unit-2 Seal pot-2, grate panel bed material / ash draining provision made for draining hot or cold ash in case of water tube leakage in seal pot area.
3. In Unit-2 cyclone cone bottom area, scaffolding nozzles (16 nos.) provided for erection of scaffolding for working in cyclone and seal pot area.
4. Upgradation of total 6 nos. existing ESP fields from two phase Transformer-Rectifier (TR) set to three phase TR set.
5. Replacement of GM 150 blower (of Phase-I) with K 150 blower (of Phase-II).
6. In-house servicing and repair of 8 nos. Turbine drain (MAL) valves seat in Unit-3.
7. In-house manufacturing of Pump sleeves and gland follower of Condenser On Line Tube Cleaning System (COLTCS) pump of Unit-3.
8. Unit-3 Condenser tubes hydro-jet cleaning carried out during Annual Overhauling.
9. Cleaning of Unit-3 Vacuum Pump Cooler.
10. In Unit-3, individual Boiler Feed Pump (BFP) Auxiliary Cooling Water (ACW) supply & return header isolation valve provided to isolate each BFP ACW system during running of unit.
11. In Unit-3, Vacuum pump duplex strainer inlet & outlet line isolation valve provided for changeover of each strainer during running of unit.
12. Unit-3 HP Heater-5 inspection and repair of partition plate to avoid short circuit of feed water.
13. Vent line is extended to floor level from height in Feed water line at Feed Control Station in Unit 3.



14. In-house repair of BFP Booster pump-3B casing.
15. In-house refurbishment of Oil vapor exhaust fan impeller by replacing riveted joints by nut bolt arrangement in Unit-4.
16. Remote operation of plough feeders of BCN-7C & 7D provided from lignite control room.
17. Utilization of 1.6 MVA spare transformer of Mines end External Lignite Handling System (ELHS) in Lignite Handling Transformer-A of 2 MVA by doing modification in base and duct of transformer.
18. Motorized valve (150 NB) is provided in fire line of old Secondary Crusher House (SCH) with remote operation from control room.
19. Replacement of Kirloskar make old analog D.C. drive panel with Siemens make digital D.C. drive panel for controlling slewing operation in Lignite Handling System Stacker-Reclaimer.
20. Breaker control (on/off) panel provided in Bunker-MCC, new Secondary Crusher House (SCH) & Primary Crusher House (PCH) MCC, Ash handling MCC, Limestone Mill-D MCC & shah feeder MCC for remote operation of HT & LT breakers.
21. Upgradation of ID fan Siemens make Variable Frequency Drive in phased manner to reduce tripping and avoid problem of unavailability of old spares.
22. Replacement of old 300 AH battery set of 220 Volt Switchyard system with 300 AH Tubular battery set.
23. Replacement of 100 nos. conventional street light fixture (180 W) with energy efficient LED street light fixture of 90 W.
24. Replacement of 1000 nos. various type of conventional fixtures (40 W to 80 W) with energy efficient LED fixtures/bulbs.
25. Retrofitting of 2 nos. 415V, Siemens make old breakers with advanced compact breakers.
26. Replacement of old transducers with programmable multi-function transducers (10 nos.).
27. Vendor development for procurement and servicing of ABB & GEC breakers.
28. Replacement of Porcelain Insulators with Silicon Rubber Insulators in entire 220 kV switchyard in phased manner.
29. Lignite Gate Valve DC motor replaced with AC motor in Phase-II Units.
30. Replacement of isolator marshalling box in Phase-I 220 kV switchyard in phased manner to establish smooth operation of isolators.
31. Energy Monitoring System expansion including installation and commissioning.
32. New fire hydrant system provided at warehouse, Oil Godown, Raw water chlorination system, Industrial Canteen and Administrative Building.
33. Fire spray system provided for lignite conveyor galleries of BCN-1A. Operating valve of spray system provided outside of gallery.
34. In Unit-4 Hot-well make up Pump-B, Mechanical Seals installed at DE & NDE side of pump for avoiding frequent water leakages from glands.
35. In Unit-2 Cooling Tower Cell No. 8, light weight composite carbon fiber drive shaft assembly installed and commissioned successfully replacing metallic drive shaft.
36. In Unit-3 Cooling Tower Cell No. 3, Encon make energy efficient fan assembly installed and commissioned.
37. In-situ refurbishment of Lignite Handling System two no. galleries of Belt Conveyor BCN-6A/B.
38. Replacement of corroded structure and painting of structures with application of durable paints (Epoxy) on around 80 k sqM in material handling area.
39. Procurement of secondary crusher rotor considering utilization of existing spares to minimize the procurement cost.
40. Remote operation of plough feeders of Lignite Handling System Belt Conveyor BCN-7C & BCN-7D.
41. Changing of drive orientation of Lignite Handling System Belt Conveyor BCN-7A & BCN-8A.
42. Changing of MOC from MS to SS at receiving area stringers of BCN-6A tail end & BCN-4B tail end.
43. Fixing of SS grill in place of MS grill in Phase-II bunker floor and modification in Phase-I bunker grill with more safety provision and increasing holding area on the floor.
44. Conveyor length shortening of SFD-4A2 for bunker capacity optimization & changing of drive orientation for better monitoring & housekeeping.
45. Installation of winch arrangement at Junction Tower (JNT)-1 for laying of conveyor belts in BCN-7C/D & BCN-7A/B. The arrangement made from existing available hoists of screen houses.
46. Replacement of existing counter boxes in BCN-7A & BCN-7B with shorter length counter box to make provision of more conveyor length that can be utilized in case of re-jointing.



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47. Procurement of Limestone cooling tower gear box from alternate vendor (Non-OEM).
48. Procurement and installation of oil filtering unit in apron feeder hydraulic power pack.
49. Installation of dust sweeping pipe from BCN-7C/D take-up floor to ground floor.
50. Construction of limestone shed for monsoon stock of limestone.
51. Limestone Screen A/B first number deck (impact zone) modified with half punch deck.
52. Online Compressor water jacket chemical cleaning. Cleaning done in total 8 nos. compressors.
53. Limestone Mill A/B/C HAG tripping temperature logic modification.
54. In all Limestone Mill compressor and both instrument air compressor, loading unloading mechanical valve replaced with instrument solenoid valve.
55. Limestone Mill A/B/C compressor receiver tank pressure display given at control room.
56. Bunker area lime powder bunker vent filter pressure reading display given at control room.
57. Upgradation of Phase-II AC Plant GE make HMI SCADA from Windows XP based operating system to Windows 10 based.
58. Upgradation of Phase-II DM Plant GE make HMI SCADA from Windows XP based operating system to Windows 10 based.
59. Upgradation of Lignite Handling System Siemens make HMI SCADA from Windows XP based operating system to Windows 10 based.
60. Replacement of imported Thyristor reversing units of Auma Germany make to indigenous.
61. SLPP Phase-I & II: Installation of smart positioners (4 Nos.) for the pneumatic Control valves.
62. Recycling, vendor development, inhouse and external repair of various instruments and electronic cards.
63. Conversion of approximately 11 nos. of local electromechanical type instruments into digital indication type.
64. Replacement of 200 nos. mechanical lever type limit switches by non-contact type proximity switches.
2. Smooth evacuation of bed material slurry from the seal pot in case of water tube leakage. This would help in saving time for attending shutdown work and reduce Unit down time.
3. Increased safety for working in seal pot area and more stable scaffolding for work in cyclones.
4. Technological up-gradation. This has improved the collection efficiency of ESP fields and maintain the SPM emission through stack to meet new environmental norms. Also, there is saving in energy consumption.
5. Use of K 150 blowers will help to improve availability of equipment.
6. Due to servicing and seat repair work, passing of valves arrested and resulted in increased steam heat utilization.
7. In-house development of sleeve and gland follower resulted in saving of maintenance and spare cost.
8. Condenser tube hydro-jet cleaning has helped to improve heat transfer across condenser tubes. This has helped to improve condenser vacuum and plant efficiency.
9. Unit-3 Vacuum pump cooler cleaning has helped to improve heat transfer which has helped to improve vacuum pump efficiency, improvement in condenser vacuum and plant efficiency.
10. Provision of isolation valves would help to improve operational and maintenance flexibility.
11. Provision of isolation valves would help to improve operational and maintenance flexibility.
12. Feed water temperature at HP Heater-5 outlet increased. This has helped to improve HP Heater-5 efficiency and Turbine heat rate.
13. Vent line extension to floor level has resulted in better and safe approach for vent valve operation.
14. Due to in-house casing repair, further damage of casing is prevented. It resulted into maintenance and spare cost saving.
15. In-house refurbishment of impeller resulted in saving of maintenance and spare cost.
16. Now lignite feeding changeover can be done from control room without field assistant. This has helped to reduce change over time.
17. Reduced down time and has helped to reduce procurement/ repair cost for Transformer.
18. Reduction in time required for firefighting and has helped to improve safety.

Benefits derived as a result of the above efforts:

At SLPP:

1. Smooth, free and separate expansion movement of Economizer Support Beams and Economizer casing would help to minimize stresses on Beams.



19. Old analog type drive was having many cards for operation of drive and spares were also not available as OEM (Kirloskar) has stopped supplying drives and its spares. Siemens make new digital drive is advanced, programming is simple & easy and drive is compact due to less number of cards. This has helped to increase reliability and availability of system.
20. With remote operation of breaker, safety of operating person improved.
21. By upgradation of 690 V 850 kW VFD drives, stability of VFD drive will increase and will help to reduce spurious tripping and generation loss.
22. Helped in reducing energy loss and DM water loss due to technical advantage of Tubular battery over HDP battery resulting in less float charging energy loss and less maintenance cost every year.
23. Better life of LED lights, less maintenance and energy saving of about 38,000 Units per year achieved.
24. Better life of LED lights, less maintenance and energy saving of about 1,80,700 Units per year achieved.
25. Robust and trouble-free operation which has helped to increase reliability of equipment and reduction in generation loss.
26. Multifunction transducer can be programmed for any analog input so that same transducer can be used for all applications; hence, more flexibility, accuracy and reduced inventory cost.
27. Vendor development and reduced cost of procurement and servicing.
28. Silicon Rubber Insulators are having excellent insulation performance, not susceptible to explosion, high resistance to breakage and economical as compared to porcelain insulators.
29. Reduction in down time and failure. Cost reduction achieved and imported spare has been replaced by indigenous spare.
30. Replacement of isolator marshalling box would increase safety and result in smooth operation and less maintenance.
31. Expansion of EMS system has helped to monitor and identify less efficient equipment / system and take corrective action to save energy.
32. This arrangement facilitates quenching of fire immediately and reduces the possibility of major loss.
33. In case of fire any person can open the valve without entering into gallery and without putting life into danger. Moreover, the spray header covers complete belt in a single stroke and quench the fire in least possible time. This reduces the possibility of major loss and injury of human being. Thus, this arrangement addresses the safety of personnel as well as equipment together.
34. After erection of mechanical seals at DE & NDE side of Hot well-make up Pump-B, gland leakage eliminated and DM water saved.
35. After commissioning of light weight composite carbon fiber drive shaft in Unit-2 CT Fan-8, vibration level at motor drive end reduced drastically.
36. After erection and commissioning of Encon make fan in Unit-3 CT fan-3, 6.5 kW/h energy saving achieved and fan reliability improved.
37. This has helped to increase life and stability of the gallery. Further, this has helped in reducing risk and huge cost saving achieved due to refurbishment.
38. Increased stability and life of the plant structure.
39. Utilization of existing spares to minimize the procurement cost.
40. Plough feeders can be operated from LHS control room, which is quite useful to maintain bunker level by changing the same remotely. This has helped to reduce human dependency for bunker filling.
41. Spare became interchangeable after changing the drive orientation. Reduction in the dependency on OEM due to longer delivery lead time during repairing at OEM workshop.
42. This would help to increase life and reduce replacement frequency. Also, hot permit would reduce due to lesser failure frequency.
43. Enhanced life of SS grill would help to eliminate passing of oversize material inside grill due to breakage of the MS grill. This would also help to reduce replacement frequency and cost. Improved safety and stability of grill on the bunker floor due to more wide flanges of the grills.
44. Bunker capacity optimization and changing of drive orientation for better equipment checking, monitoring and housekeeping.
45. Reduction in downtime of conveyor belt for replacement due to mechanization. Improved safety due to minimization of human involvement and increased productivity by utilizing the manpower in other works.
46. More length is available in take-up area and it is useful for joint revival of the belt. This would help to eliminate laying of new belt piece in case of joint issue, reduce the no. of joints in the belt and save the cost.



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47. Cost saving due to procurement from Non-OEM vendor.
48. Installation of filtering unit to maintain the quality of oil (NAS value). It would help to increase life of hydraulic motor and pump.
49. It helps to keep better housekeeping and make area lignite free (combustible material).
50. This will prevent wet / high moisture limestone entering to Handling and Milling system. Due to this, choke-up problem will be minimized that will result in higher system efficiency and less choke-up manpower (safety point of view) engagement to de-choke critical equipment like hoppers, crushers, screens, discharge chutes and raw bunkers.
51. This modification helped to reduce Screen deck breakdown from five to zero incident during last year. This helped to increase availability of system to feed limestone to main plant. Also, there is saving in spare consumption.
52. This will help in speedy & effective cleaning of water jacket of compressor as well as after cooler. Further, this will help to reduce equipment outage time and improve efficiency of compressors.
53. This will help to reduce furnace oil consumption and increase life of HAG refractory and main bag filter bags.
54. This will help to reduce equipment breakdown and reduce spare consumption.
55. This will help in better monitoring of compressor loading unloading system and help to reduce compressor breakdown.
56. This will help in better monitoring of purging system of vent filter and avoid any vent filter related bunker pressurization. Also increased life of vent filter bags & cages, will reduce spare consumption.
57. System improvisation, spares availability and compliance with cyber security laws.
58. System improvisation, spares availability and compliance with cyber security laws.
59. System improvisation, spares availability and compliance with cyber security laws.
60. Cost reduction and imported equipment has been converted by replacing with indigenous. This will also support make in India movement initiated by our Prime Minister.
61. This will reduce the consumption of compressed air and spares and will ease maintenance.
62. Cost benefit of Rs. 30 Lakhs achieved by recycling the electronic modules and instruments by repairing/vendor development. This also helped to save environment by recycling of electronics parts.
63. Improved accuracy and reliability of field instruments.
64. Enhanced life, Improved system reliability, better field monitoring and reduction in breakdown defects.

Imported Technology:

No new Technology was imported during the year under review.



ANNEXURE 'D' TO BOARD'S REPORT

Form No. AOC-2 (Pursuant to clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with Related Parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: **NIL.**
 - a. Name(s) of the related party and nature of relationship: **N.A.**
 - b. Nature of contracts/arrangements/transactions: **N.A.**
 - c. Duration of the contracts/arrangements/transactions: **N.A.**
 - d. Salient terms of the contracts or arrangements or transactions including the value, if any: **N.A.**
 - e. Justification for entering into such contracts or arrangements or transactions: **N.A.**
 - f. Date(s) of approval by the Board: **N.A.**
 - g. Amount paid as advances, if any: **N.A.**
 - h. Date on which the special resolution was passed in general meetings required under first proviso to section 188: **N.A.**

2. Details of material contracts or arrangement or transactions at arm's length basis

- (a) Name(s) of the related party and nature of relationship : **As per Table below**
- (b) Nature of contracts/arrangements/ transactions : **As per Table below**
- (c) Date(s) of approval by the Board, if any : **20/05/2022**
- (d) Duration of the contracts/ arrangements/transactions : **Long Term/Short Term**
- (e) Salient terms of the contracts or arrangements or transactions including the value, if any : **Sale of Electrical Energy, Purchase of Chemicals, O & M spares and Water charges.**

Sr.	Date of contract / arrangement	Name of the party	Name(s) of the interested Director(s)	Relation with Director/ Company/ Nature of concern or interest	Principal terms and conditions	FY 2020-21 Amount (₹ in Lakhs)
	(1)	(2)	(3)	(4)	(5)	(6)
1.	(i) Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Gas based Power Station. (ii) Short Term Open Access arrangement for 165 MW Gas based Power Station (iii) Power Purchase Agreement (PPA) dated April 15, 1997 for 250 MW Surat Lignite Power Plant (SLPP Phase-I). (iv) PPAs dated October 1, 2009 and August 13, 2013 for 250 MW Surat Lignite Power Plant (SLPP Phase-II). (v) PPA dated December 18, 2010 for 5 MW Solar Power Plant. (vi) PPAs dated April 28, 2015 and January 27, 2016 for 15 MW Wind Farm.	Gujarat Urja Vikas Nigam Limited (GUVNL)	Smt. Sunaina Tomar, IAS, (up to 14/06/2021) Shri Milind Torawane, IAS, (up to 06/02/2022) Smt. Shahmeena Husain, IAS, (up to 25/02/2022) Shri Jai Prakash Shivahare, IAS (from 15/03/2022)	Promoter	Sale of Electricity (Net of rebates on sales)	100,026.44



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Sr.	Date of contract / arrangement	Name of the party	Name(s) of the interested Director(s)	Relation with Director/ Company/ Nature of concern or interest	Principal terms and conditions	FY 2020-21 Amount (₹ in Lakhs)
	(1)	(2)	(3)	(4)	(5)	(6)
	(vii) PPAs dated September 2, 2016 and December 16, 2016 for 26 MW Wind Farm. (viii) PPAs dated September 20, 2016, December 03, 2016 and December 30, 2016 for 71.4 MW Wind Farms. (ix) PPA dated October 24, 2017 for 75 MW Solar Power Plant. (x) PPA dated August 26, 2019 for 100 MW Solar Power Plant.					
2.	Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Gas based Power Station and other Agreements / Contracts.	Gujarat Alkalies & Chemicals Limited (GACL)	Shri Harshadkumar Ratilal Patel, IAS (from 15/03/2022) Shri Milind Torawane, IAS (up to 06/02/2022)	Promoter	Sale of Electricity Purchase of Chemical, Spares, Etc. Recovery for Water Charges	6852.22 16.02 682.25
3.	Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Gas based Power Station and other Agreements / Contracts.	Gujarat State Fertilizers & Chemicals Limited (GSFC)	CS V V Vachharajani	Promoter	Sale of Electricity Payment for Water Charges, Purchase of Chemicals & O & M spares	5548.42 75.60

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

Note: Form shall be signed by the persons who have signed the Board's Report.

For and on behalf of the Board

Sd/-

A K Rakesh, IAS
Chairman
(DIN:00063819)

Date : 24/08/2022
Place : Gandhinagar



ANNEXURE 'E' TO BOARD'S REPORT

List of Top Ten Employees in terms of Remuneration drawn during FY 2021-22

(₹ in Lakhs)

Emp. No.	Name	Designation	Amount
0549	SHRI N K SINGH	General Manager (SLPP)	46.95
0299	SHRI C N PAGHDAR	Addl. General Manager (IMD)	42.91
1059	SHRI P C GOYAL	General Manager (Mines)	40.51
0376	SHRI A V GUPTA	Deputy General Manager (P&P)	39.75
0289	SHRI K K BHATT	General Manager (Fin., HR&A) & CFO	39.56
0243	SMT. K R MISHRA	General Manager (Comm., Fin. & Legal)	39.47
0027	SHRI A K VAISHNAV	General Manager (RE-Projects & IT)	39.07
0304	SHRI K H MISTRY	Addl. General Manager (Civil)	38.44
0293	SHRI R N SINGH	Addl. General Manager (EM & EC-SLPP)	38.27
0034	SHRI P S GOYAL	General Manager (RE - O&M)	37.66



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MANAGEMENT DISCUSSION AND ANALYSIS 2021-22

Your Company, jointly promoted by Gujarat Electricity Board (GEB) [now Gujarat Urja Vikas Nigam Limited (GUVNL)], Gujarat Alkalies and Chemicals Limited (GACL), Gujarat State Fertilizers and Chemicals Limited (GSFC) and Petrofils Co-operative Limited (PCL) to cater to their captive power requirements, has completed ThirtySevenyears on 1st June, 2022, since its establishment in the year 1985.

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 1184.4 MW.

SECTOR OVERVIEW

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

Electricity Generation (MUs) Target vis-à-vis Achievement for FY 2021-22:

	Thermal	Hydro	Nuclear	Bhutan (Import)	Total
Target * (MUs)	1155200	149544	43020	8236	1356000
Achievement (in MW)**	1114691	151628	47064	7497.17	1320881
Achievement (in %)	96.49	101.39	109.40	91.03	97.41

* Figures are rounded off to nearest digit. ** Provisional based on Actual cum-Assessment.

Installed Generation Capacity (As on 31/03/2022)

All India	Thermal				Nuclear	Hydro	RES@ (MNRE)	Grand Total
	Coal/Lignite	Gas	Diesel	Total				
MW*	210699	24900	510	236109	6780	46723	109885	399497
%	52.74	6.23	0.13	59.10	1.70	11.69	27.50	100

*Figures are rounded off to nearest digit. [Source: Central Electricity Authority (CEA)]

The installed generation capacity in the country, as on 31st March, 2022 was 399497 MW. Coal, with around 53% share, continued to be the primary source of fuel for power generation in India, whereas Renewable Energy Sources (RES) accounted for around 27.50% of the Installed Generation Capacity as on 31st March, 2022.

Electricity - Capacity Addition and Generation

Target vis-à-vis Achievement:

The Indian power sector has historically been characterized by demand-supply gap which has been increasing over the years. The capacity addition and electricity generation for previous year i.e. FY 2020-21 shown below amplifies the same:

(a) Generation Capacity Addition vis-a-vis Achievement for 2020-21:

The Generation Capacity Addition for FY 2020-21 was 11197 MW as shown below against which fresh capacity of 5436 MW was added till 31st December, 2022.

	Thermal	Hydro	Nuclear	Total
Target Addition (in MW) *	10591	606	-	11197
Achievement (in MW)*	4926	510	-	5436
Achievement (in %)*	46.51	84.15	-	48.54

*Figures are rounded off to nearest digit. [Source: Ministry of Power Annual Report 2020-21].

(b) Electricity Generation (MUs) Target vis-à-vis Achievement for FY 2020-21:

	Thermal	Hydro	Nuclear	Bhutan (Import)	Total
Target * (MUs)	1138533	140357	43880	7230	1330000
Achievement (in MW)**	1032395	150305	42949	8791	1234440
Achievement (in %)	90.68	107.09	97.88	121.59	92.82

*Figures are rounded off to nearest digit. ** Provisional based on Actual cum-Assessment.

[Source: Central Electricity Authority (CEA)]

(c) Electricity Generation Target of conventional sources for FY 2021-22:

The electricity generation target of conventional sources for the year 2021-22 was fixed as 1356 Billion Units (BUs) i.e. growth of around 9.00% over actual conventional generation of 1234.44 BU for the previous year (2020-21). The conventional generation during 2021-22 was 1320.88 BU as compared to 1234.414 BU generated during 2020-21, representing a growth of around 7.00%.

Thermal Plant Load Factor (PLF):

The growth in generation reflected improvement in the PLF. The average All India Thermal PLF (%) stood at 58.9% for FY 2021-22 as compared to 53.37% for FY 2020-21. (Source: Centre for Monitoring India Economy (CMIE) Report).

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 210699 MW i.e. 52.74% of the installed capacity of 399497 MW as on 31st March, 2022 being contributed by Coal based Power Plants, Coal continues to remain a key fuel for power generation.

As per Energy Generation Programme of Central Electricity Authority (CEA), Coal-based generation is expected to continue to be the predominant source of electricity during the year 2022-23.

The total coal requirement in the year 2021-22 was estimated at 735 MW and for 2026-27 it has been estimated as 877 MT including imported coal of 50 MT which have been worked out considering 30% reduction in Hydro generation due to failure of monsoon and being supplemented by coal-based generation. (Source: National Electricity Plan-Central Electricity Authority-Annual Report 2018).

Gas:

Owing to the 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 very marginal growth of 0.26% (in PLF%) during FY 2019-20 as compared to corresponding period last year. The installed capacity has marginally declined to 24900 MW as against 24924 MW (declined by 0.096% in installed capacity terms).

Nationally, 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.

Renewable Energy:

Considering the ever increasing electricity demand and inadequate availability of fuel required under conventional methods, there has been 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 continue to remain important to India's Energy Sector.

The Jawaharlal Nehru National Solar Mission (JNNSM) now named National Solar Mission (NSM) launched in January, 2010 had set a target for development and deployment of 20 GW Solar Power by the year 2022. Thereafter, the GoI revised the target under NSM from 20 GW to 100 GW. (Source: MNRE Annual Report 2019-20).

Renewable Energy accounted for 27.50%, i.e. 109885 MW of the total installed capacity as on 31/03/2022. [Source: Central Electricity Authority (CEA)].

During the year 2021-22, a total of 94.43 GW cumulative installed renewable energy capacity has been achieved as on 31/03/2022 as follows:



Sector	Cumulative up to 31/03/2022(GW)
Wind Power	39.24
Solar Power	40.09
Small Hydro Power	4.49
Bio Power	10.31
Total	94.43

(Source: MNRE Annual Report 2020-21)

The Renewable Energy Generation is estimated to contribute about 20.1% and 24.4 % of the total energy in 2021- 22 and 2026-27 respectively. **(Source : National Electricity Plan - Central Electricity Authority)**

Strategy for enhancing renewable energy capacity

With fuel shortage becoming a reality in the last couple of years, it is imperative for India to have a focused strategy for enhancing its renewable energy capacity.

The Ministry of New and Renewable Energy (MNRE) has taken several steps to fructify Prime Minister's dream of a clean energy future for the 'New India'. The largest renewable capacity expansion programme in the world is being taken up by India. The Government is aiming to increase share of clean energy through massive thrust in renewables. Core drivers for development and deployment of new and renewable energy in India have been Energy security, Electricity shortages, Energy Access, Climate change etc.

In order to achieve the renewable energy target of 175 GW, including 100 GW Solar and 60 GW Wind Power, by year 2022, major programs/schemes on implementation of Solar Park, Solar Roof Top Scheme, Solar Defense Scheme, Solar scheme for CPUs, Solar PV power plants on Canal Bank and Canal Tops, Solar Pump, Solar Rooftop etc. have been launched during the last few years. National Wind-Solar Hybrid Policy was issued on 14/05/2018 to provide a framework for promotion of large and connected Wind Solar PV Hybrid System.

Various policy measures have been initiated and special steps taken in addition to providing financial support to various schemes being implemented by the MNRE for achieving the target of renewable energy capacity to 175 GW by the year 2022. These include, inter alia, suitable amendments to the Electricity Act and Tariff Policy for strong enforcement of Renewable Purchase Obligation (RPO) and for providing Renewable Generation Obligation (RGO); setting up of exclusive Solar / Solar & Wind Hybrid Parks; development of power transmission network through Green Energy Corridor

project; guidelines for procurement of Solar and Wind Power through tariff based competitive bidding process, National Offshore Wind Energy Policy notified, Repowering of Wind Power Projects, Standards for Deployment of Solar Photovoltaic systems/devices, orders for waiving the Inter State Transmission System charges and losses for interstate sale of Solar and Wind power for projects commissioned by March 2019; identification of large government complexes/buildings for rooftop solar projects; provision of roof top solar and 10 percent renewable energy as mandatory under Mission Statement and Guidelines for development of smart cities; incorporating measures in Integrated Power Development Scheme (IPDS) for encouraging distribution companies and making net-metering compulsory and raising funds from bilateral and international donors as also the Green Climate Fund to achieve the target etc. Reserve Bank of India has included renewable energy projects under priority sector lending upto Rs.15.00 crores including lending for grid connected solar rooftop systems.

MNRE had issued the National Wind Solar Policy in May, 2018 with main objective to provide a framework for promotion of large-scale grid connected Wind-Solar PV Hybrid systems for optimal and efficient utilization of wind and solar resources. The policy also aims to encourage new technologies, methods and way outs involving combined operation of Wind and Solar PV Plants.

Potential for Solar and Wind Power based Renewable Energy

Based on availability of land and solar radiation, the potential for Solar Power is assessed to be around 750 GWp, out of which Gujarat with estimated potential of around 36 GWp (i.e. around 5%) has added cumulative capacity of 3918.48 MW. **(Source: MNRE Annual Report 2020-21).**

Further, as per MNRE assessment, the gross Wind Power potential of 302.25 GW at 100 meter and 695.50 GW at 120 meter respectively out of which Gujarat has estimated potential of 84.43 GW at 100 meter and 142.56 at 120 meter respectively. **(Source: MNRE Annual Report 2020-21).**

As a result, India has achieved a cumulative installed renewable energy capacity (excluding large hydro) of 92.54 GW out of which 5.47 GW was added in the period April, 2020 to January, 2021 constituting more than 24.53 per cent of the total installed capacity. India has 4th and 5th global positions in the wind and solar power deployment respectively. The installed RE capacity has increased by two and half times and the installed Solar energy capacity has increased 15 times during the period from April 2014 to January 2021. **(Source: MNRE Annual Report 2020-21).**



OPPORTUNITIES AND CONCERNS

Opportunities:

Gross Generation Programme- 2022-23:

The Ministry of Power has approved the Gross Generation Programme for the year 2022-23 as follows:

Fuel / Source	Generation Programme (Billion Units)
Coal	1180.00
Lignite	36.00
Natural Gas	42.00
Diesel	0.00
High Speed Diesel (HSD)	0.00
Naphtha	0.00
Thermal Total	1258.00
Nuclear	43.33
Hydro	150.67
Bhutan Imports	8.00
Total	1460.00
Renewables	184.00
Grand Total	1644.00

[Source : Central Electricity Authority LGBR 2022-23]

Power supply position during 2021-22

The anticipated power supply position during 2021-22 is presented in the table as follows:

Power Supply Position in the Country during 2021-22

Particulars	Energy (Million Units)	Peak (MW)
Requirement.	1375143	203014
Supplied/Availability.	1368809	200539
Surplus(+)/Shortage(-).	-6334	-2475
%Surplus(+)/Shortage(-).	-0.5	-1.2

[Source: Website of Ministry of Power (MoP) www.powermin.nic.in]

The Electricity Generation Target from conventional sources fixed by Ministry of Power (MoP) for FY 2021-22 was as follows:

Electricity Generation Target for FY 2021-22:

	Thermal	Hydro	Nuclear	Bhutan (Import)	Total
Target (MUs)	1155200	149544	43020	8236	1356000

[Source: Central Electricity Authority (CEA)].

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

India is endowed with huge renewable sources for energy. 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.

Your Company has approached various Govt. authorities like MNRE, SECI, NTPC, Port Trust, GoG Departments, etc. to explore opportunities to enhance its Solar and Wind based Power Generation Capacity.

Your Company has been allotted land at Great Rann of Kutch near Khavda to set up 2375 MW of Renewable Energy (RE) Park. This Park will be developed as a part of prestigious 30 GW RE Park planned near International Border in Great Rann of Kutch. The preparation of Detailed Project Report, application for connectivity and power evacuation and other pre-project activities have already been taken up. The entire RE park capacity is expected to be completed in next 5 years.

The Company is also exploring business opportunities in the following areas:

- Solar Park
- Solar Projects
- Wind Projects
- Energy Audit
- Micro Grid

A dedicated Business Development Cell has been set up to look for new business 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 macro economic 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



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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 the State of Gujarat and the entire revenue of the Company is derived from the domestic market. These factors may potentially expose the Company's business to risks of a significant nature pertaining to the state of the 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 natural Gas from domestic gas fields, high cost of R-LNG, lignite/fuel, grid disturbances, load management in the grid, lower off-take by Participating Units. 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 Plants. To remain unaffected by the grid disturbances, your Company has developed systems to isolate its Power Stations from the grid. To mitigate the concerns, the external environment is monitored and the internal environment is managed on a continuous basis.

REVIEW OF COMPANY'S BUSINESS:

The Company at present has a combined installed capacity of 1184.4 MW at various locations in Gujarat as follows:

Power Plants	Installed capacity (MW)
A. Non- Renewable	
Vadodara Station - I.	145
Vadodara Station - II.	165
Surat Lignite Power Plant (SLPP), Village Nani Naroli, Taluka Mangrol, Dist. Surat - Phase I & II.	500
Sub Total (A)	810

Power Plants	Installed capacity (MW)
B. Renewable	
262 MW Solar	
Vastan, Taluka Mangrol, Dist. Surat.	05
1 MW Distributed Solar Power Plants at Amrol, Dist. Anand and Vastan, Dist. Surat.	02
Gujarat Solar Park, Charanka, Dist. Banaskantha.	80
	75
Raghanesda Solar Park, Dist. Banaskantha.	100
112.4 MW Wind Farms	
Kotadapitha, Dist. Amreli.	15
Nakhatrana, Dist. Kutch.	21
Rojmal, Dist. Botad.	26
Kuchhdi, Dist. Porbandar.	50.4
Sub Total (B)	374.4
GRAND TOTAL (A + B)	1184.4

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.

Few recent initiatives in that direction are given below:

1. Implementation of an Enterprise Resource Planning (ERP) System developed by SAP for better control on cash flows, costs, automation of procurement processes and digital office after a comprehensive study of various functionalities. This System has control processes designed to take care of various audit requirements;
2. Technical up gradation of servers and functional modules of SAP ERP;
3. Central Data Monitoring Cell has been set up for monitoring of operations data for plants and projects under Solar and Wind at various locations;
4. Centralization of processes wherever feasible, with IT support, to reduce cycle time and avoid repetition of activities.

In addition, the Company has a system of Internal Audit and Review through external independent firm of Chartered Accountants. Pre-audit of payments is being carried out by an internal team of Accountants as well as by external Agencies which oversee 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:

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) except in so far as the said provisions are inconsistent with the provision of the Electricity Act, 2003 and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Your Company's total income for the year ended 31st March, 2022 was ₹119354 Lakhs as compared to ₹136563 Lakhs in the previous year.

The total income of the current year includes earnings from sale of electrical energy of ₹116685 Lakhs as compared to ₹133328 Lakhs recorded in the previous year.

The Profit Before Tax was ₹24729 Lakhs as compared to ₹26850 Lakhs in the previous year.

The Net Profit of ₹17131 Lakhs has been arrived at after taking into account the Current Income Tax expense of ₹4367 Lakhs and Deferred Tax expense of ₹3231 Lakhs.

During the year, Gross Block has increased by ₹56148 Lakhs. The increase was mainly due to commissioning and capitalization of 100 MW Solar Power Plant at Raghnesda and capitalization of plant and machinery at Surat Lignite Power Plants.

The total dividend payout (proposed) for the year @ ₹2.50 per Equity Share is ₹3781 Lakhs.

As on 31st March 2022, the net worth of the Company stood at ₹304441 Lakhs as against ₹285501 Lakhs as at the end of previous financial year ended on 31st March, 2021.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS:

Key Ratios	2021-22	2020-21	% Variance*	Explanation
Trade receivables turnover ratio (in times)	3.76	5.46	31.14	The change is mainly due to increase in receivable from customers (GUVNL, GSFC, GACL and Solar Energy Corporation of India Limited) in the previous year.
Inventory Turnover ratio (in times)	5.26	6.98	24.72	The change is mainly due to reduction in turnover for the Financial Year ended on 31-03-2022.
Interest Coverage Ratio (%)	8.28	8.12	-1.93	
Debt Equity Ratio (%)	17.06	16.63	2.55	
Operating Profit Margin (%)	26.96	24.78	8.78	
Net Profit Margin (%)	14.68	13.48	8.88	
Return on Net Worth (%)	5.63	6.30	-10.64	As a result of lower operation and increase in equity by 6% during F.Y 2021-22 the net profit reduced by 4%.

* Positive Figure indicates Favorable Variance.

SUBSIDIARY COMPANY:

The Company has no Subsidiary Company.

HUMAN RESOURCE & INDUSTRIAL RELATIONS:

Human Resources are considered as one of the most critical resource in the business which can be continuously improved 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 2021-22, 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 their skills 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.



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With the objective of motivating the workforce and to increase their skill sets to meet future business requirements various initiatives have been undertaken.

The industrial relations remained cordial throughout the year both at Vadodara and at 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) at Vadodara and through Company promoted NGO - Development Efforts for Rural Economy and People (DEEP) at SLPP. Your Company has also undertaken CSR initiatives in and around the Villages where its Renewable Energy Projects, both Wind and Solar are situated.

The Company has several CSR initiatives and has undertaken projects in the areas of Health, Education, Livelihood / Women Empowerment, Development of Village Infrastructure, etc.

The Company's CSR approach is focused on the development of communities around the vicinity of its plants / facilities.

Major Corporate Social Responsibility (CSR) initiatives by your Company revolve around building community infrastructure, focus on women empowerment and their role in development.

Interventions include Health, Education, Livelihood Development and Village Infrastructure Development like roads, culvert, multi-purpose shed, class rooms, sanitation etc. in surrounding villages.

ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their appreciation for the co-operation and assistance received from the Promoters, Government, Local Government Bodies, Financial Institution, the Company's Bankers, Electricity Companies, Employees, Customers, Suppliers, Investors and all other stakeholders. Your Directors express gratitude to the investors for their confidence reposed in the Company.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis forming part of the Board's 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 pursuant to Listing Regulations as amended is set out below:

A. MANDATORY REQUIREMENTS

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Philosophy:

At Gujarat Industries Power Company Limited ("GIPCL"), the Corporate Governance is aimed primarily to present the management with tools essential for business practices required for legal and ethical conduct and fair financial reporting in tune with its commitment to the values of on transparency, accountability and integrity. It is also aimed at 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 comprised total Twelve (12) Directors as on 31st March, 2022, out of which Six (06) are Non-Independent Directors and Six (06) are Independent Directors. Managing Director is an Executive Director, all other Directors are Non-Executive Directors. In Non-Independent Category following are the nominee Director

- (1) Smt. Manisha Chandra, IAS - Finance Department, Government of Gujarat;
- (2) Mr. Jai Prakash Shivahare, IAS - Gujarat Urja Vikas Nigam Limited;
- (3) Mr. Harshadkumar Ratilal Patel, IAS - Gujarat Alkalies & Chemicals Limited, and;
- (4) CS V V Vachharajani - Gujarat State Fertilizers & Chemicals Limited.

(2) Brief Resume of Directors:

a) Reappointment of Non-Executive Directors retiring by rotation:

The resumes of Shri Jai Prakash Shivahare, IAS (DIN: 07162392) and CS V V Vachharajani (DIN:00091677) are given in the Explanatory Statement annexed to the Notice convening the 37th Annual General Meeting (AGM) of the Company, forming part of this Board's Report.

b) Appointment of Independent Directors:

Shri Nitin Chandrashanker Shukla (DIN:00041433), Dr. Ravindra Harshadrai Dholakia (DIN:00069396) and Dr. (Ms.) Mamata Biswal (DIN:07156141) were appointed as Additional Directors (Independent, Non-Executive) w.e.f. 07/02/2022 and their appointment has been ratified by the members of the Company by way of special resolutions through Postal Ballot on 30/04/2022.

c) Declaration by Independent Directors:

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013, Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors has at its Meeting held on 20/05/2022 noted the said declarations of Independent Directors.

After assessment, in the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are Independent of the Management.

(3) Number of Board Meetings held and dates thereof:

During the year 2021-22, Four (04) Board Meetings were held viz.

Quarter	Date(s) of Meeting
1 st Quarter - From April to June, 2021.	27 th May, 2021.
2 nd Quarter - From July to September, 2021.	07 th August, 2021.
3 rd Quarter - From October to December, 2021.	12 th November, 2021.
4 th Quarter - From January to March, 2022.	07 th February, 2022.



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(4)(a) 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 23/09/2021	Directorships in other Companies / entities	Audit Committee and Stakeholders' Relationship Committee	
				Membership	Chairpersonship
As on 31/03/2022					
Shri Mukesh Puri, IAS* Nominee Director - Chairman (from 03/03/2022)	0	No	4	1	0
Shri Jai Prakash Shivahare, IAS Nominee Director (from 15/03/2022)	0	No	6	0	0
Smt. Manisha Chandra, IAS Nominee Director (from 12/11/2021)	0	No	8	0	0
Shri Harshadkumar Ratilal Patel, IAS Nominee Director (from 15/03/2022)	0	No	4	2	0
Dr. Manjula Subramaniam, IAS (Retd.) Independent Director	3	No	3	1	1
Shri N N Misra Independent Director	4	Yes	3	1	1
CS V V Vachharajani Nominee Director	2	Yes	0	1	0
Shri Prabhat Singh Independent Director	4	Yes	1	1	0
Shri Nitin Chandrashanker Shukla Independent Director (from 07/02/2022)	0	No	4	3	0
Dr. Ravindra Harshadrai Dholakia Independent Director (from 07/02/2022)	0	No	3	3	1
Dr. Mamata Biswal Independent Director (from 07/02/2022)	0	No	4	0	0
Smt. Vatsala Vasudeva, IAS Managing Director	4	Yes	0	2	0
Directors ceased during FY 2021-22					
Smt. Sunaina Tomar, IAS Nominee Director - Chairperson (up to 14/06/2021)	1	No	10	1	0
Smt. Shahmeena Husain, IAS Nominee Director (up to 25/02/2022)	2	No	9	0	0
Shri Milind Torawane, IAS Nominee Director (up to 06/02/2022)	2	No	9	6	0
Shri Roopwant Singh, IAS Nominee Director (up to 17/08/2021)	1	No	10	1	0
Prof. Shekhar Chaudhuri Independent Director (up to 30/03/2022)	4	Yes	1	1	0
Dr. K M Joshi Independent Director (up to 30/03/2022)	4	Yes	1	1	0
Shri S B Dangayach Independent Director (up to 30/03/2022)	4	Yes	4	3	2



***Note:** Shri Mukesh Puri, IAS, Nominee Director - Chairman has ceased to hold office due to nomination withdrawn by the appointing authority by the Order of Government of Gujarat dated 26th April, 2022.

- Shareholding of Directors and their relatives as on 31st March, 2022 was NIL. None of the Directors are inter related.
- In accordance with Regulation 26(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, Membership / Chairpersonships of only Audit and Stakeholders' Relationship Committees in all public limited companies have been considered.
- The details of familiarization program imparted to Independent Directors of the Company is available on the website of the Company <http://www.gipcl.com/familiarization-program-for-independent-directors.html>

(4) (b) Directors holding directorship in other listed entities:

Following Directors held directorship in listed entities other than GIPCL as on 31/03/2022:

Director	Listed Entity and Category of Directorship
Shri Mukesh Puri, IAS	<ul style="list-style-type: none"> • Gujarat Narmada Valley Fertilizers & Chemicals Limited (Non-Executive - Nominee Director) • Gujarat State Fertilizers & Chemicals Limited (Executive Director - Managing Director)
Shri Harshadkumar Ratilal Patel, IAS	<ul style="list-style-type: none"> • Gujarat Alkalies & Chemicals Limited (Executive Director- Managing Director)
Dr. Manjula Subramaniam, IAS (Retd.)	<ul style="list-style-type: none"> • Span Divergent Limited (Non Executive - Independent Director)
Shri Nitin Chandrashanker Shukla	<ul style="list-style-type: none"> • Gujarat Mineral Development Corporation Limited (Non Executive - Independent Director) • Gujarat Alkalies and Chemical Limited (Non Executive - Independent Director)
Dr. Ravindra Harshadrai Dholakia	<ul style="list-style-type: none"> • Adani Transmission Limited (Non Executive - Independent Director) • Gujarat State Fertilizers & Chemicals Limited (Non Executive - Independent Director)

Note: Directors not holding directorship in listed entities (other than GIPCL) are not listed above.

(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 the documents, it is tabled before the Board with specific mention of same in the Agenda. Additional and supplementary items on the Agenda are permitted in certain circumstances with the permission of the Chairperson and consent of majority of Directors. The Board had accepted the recommendations of the Committees (which are mandatory) of the Board during the year under review.

The Company Secretary records Minutes of proceedings of each Board Meeting. In terms of Secretarial Standards (SS-1), draft Minutes are circulated to Directors for their suggestions/comments before submitting to the Chairperson for finalization and also for confirmation after it is finalized and approved by the Chairperson. The minutes are entered in the Minutes Book within thirty (30) days from the conclusion of the Meeting.



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3. GENERAL BODY MEETINGS:

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

DATE AND NO. OF AGM	TIME	VENUE OF AGMs	SPECIAL RESOLUTION(s) PASSED AT AGMs
20/09/2019 (34 th AGM)	12:00 P.M.	Registered Office of the Company at P.O.: Petrochemicals - 391 346, District: Vadodara.	NIL
15/12/2020 (35 th AGM)	04:00 P.M.	Registered Office of the Company at P.O.: Petrochemicals - 391 346, District: Vadodara (through Video Conferencing)	NIL
23/09/2021 (36 th AGM)	03:00 P.M.	Registered Office of the Company at P.O.: Ranoli - 391 350, District: Vadodara (through Video Conferencing)	1. To appoint Prof. Shekhar Chaudhuri (DIN: 00052904), as an Independent Director of the Company 2. To appoint Dr. K M Joshi (DIN:00501563) as an Independent Director of the Company 3. To appoint Shri S B Dangayach (DIN:01572754) as an Independent Director of the Company 4. To re-appoint Shri N N Misra, (DIN: 0575501), as an Independent Director for a second consecutive term of five (5) years

Postal Ballot:

During the FY 2021-22 ended on 31/03/2022, the Company has not passed any Special Resolution by Postal Ballot.

4. BOARD COMMITTEES:

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

Statutory

- (A) Audit Committee.
- (B) Stakeholders' Relationship Committee (SRC).
- (C) Nomination and Remuneration (NR) Committee.
- (D) Corporate Social Responsibility (CSR) Committee.
- (E) Risk Management (RM) Committee

Non-Statutory

- (F) Personnel Committee.
- (G) Project Committee.

The Company Secretary acts as Secretary to all the Statutory Committees of Directors.

(ii) Committee Meeting Minutes:

Minutes of all Committee Meetings are circulated to the Members as per the requirements of Secretarial Standards and approved by the Chairperson of the Committee/Meeting.

**(A) Audit Committee:****(a) Composition, Meetings and Attendance**

As on 31st March, 2022, Audit Committee comprised three (03) Directors viz:

Shri N N Misra	Non-Executive Independent Director, Chairman of the Committee
Dr. K M Joshi	Non-Executive Independent Director, Chairman of the Committee (from 07/08/2021 to 30/03/2022)
Shri Prabhat Singh	Non Executive Independent Director
Smt. Vatsala Vasudeva, IAS	Executive Director Managing Director

(b) Terms of Reference

The terms of reference of the Audit Committee are commensurate with the requirements of the Schedule II (Part C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the provisions of Section 177 of the Companies Act, 2013. It includes review and recommendation for approval to the Board, quarterly and annual unaudited / audited financial results, adequacy of internal control system and procedures, appointment of Statutory Auditors, Cost Auditors and Internal Auditors, Related Party Transactions ("RPTs"), Revenue and Capital Budgets, Cost Audit Report, reports and performance of Internal Auditors and action taken by respective Departments on the matters reported by Internal Auditors etc. The terms of reference of Audit Committee have been appropriately amended in line with the requirements of Sub-Regulation 4 of Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

(c) Meetings and Attendance

During the financial year 2021-22, four (04) Meetings of the Committee were held viz.:

27/05/2021	07/08/2021	12/11/2021	07/02/2022
------------	------------	------------	------------

Details of Attendance:

Name	No. of Meetings attended
Shri N N Misra	04
Shri Prabhat Singh	04
Dr. K M Joshi (from 07/08/2021 to 30/03/2022)	02
Smt. Vatsala Vasudeva, IAS	04

(B) Stakeholders' Relationship Committee:**(a) Composition**

As on 31st March, 2022, the Stakeholders' Relationship Committee comprised three (03) Directors viz.:

Dr. Manjula Subramaniam, IAS (Retd.)	Non Executive-Independent Director, Chairperson of the Committee
CSV V Vachharajani	Nominee - Non Executive Director
Prof. Shekhar Chaudhuri (from 07/08/2021 to 30/03/2022)	Non Executive - Independent Director
Smt. Vatsala Vasudeva, IAS	Managing Director



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(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 in line with statutory framework of applicable laws.

The role of the Committee has been amended in line with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, by the Board of Directors at its Meeting held on 24/04/2019.

The Chief Financial Officer of the Company is the Authorized signatory, whose contact details are as follows:

Gujarat Industries Power Company Ltd.,

P.O.: Ranoli - 391 350, Dist.: Vadodara.

Ph No.:0265- 2232768, Fax No: 0265-2230029.

Email: investors@gipcl.com Website: www.gipcl.com

(c) Meetings and Attendance

During the financial year 2021-22, one (01) Meeting of the Committee was held on 24/12/2021.

Details of Attendance:

Name	No. of Meetings attended
Dr. Manjula Subramaniam, IAS (Retd.)	01
CS V V Vachharajani	01
Prof. Shekhar Chaudhuri (from 07/08/2021 to 30/03/2022)	01
Smt. Vatsala Vasudeva, IAS	01

To facilitate timely approval/registration of securities related transactions up to 1000 Equity shares each, powers have been delegated to a Sub-Committee comprising the Managing Director, Chief Financial Officer and Company Secretary, to process and approve all types of Securities related transactions.

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

During 2021-22, Seven (07) Complaints were received and same were attended and resolved to the satisfaction of shareholders. No Shareholders' Complaint nor any Shares related transaction was pending as on March 31, 2022.

(C) Nomination and Remuneration (NR) Committee:

(a) Composition

As on 31st March, 2022, the Nomination and Remuneration Committee comprised three (03) Directors viz.:

Dr. Manjula Subramaniam, IAS (Retd.)	Non-Executive-Independent Director, Chairperson of the Committee
Shri N N Misra	Non Executive - Independent Director
CS V V Vachharajani	Nominee - Non Executive Director
Dr. K M Joshi (from 07/08/2021 to 30/03/2022)	Non-Executive - Independent Director

(b) Terms of Reference

Pursuant to Section 178 of the Companies Act, 2013 (the Act) and the applicable provision of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Gujarat Industries Power Company Limited (GIPCL/ the Company) is required to constitute Nomination & Remuneration Committee of Directors of the Company (N & R Committee). In due compliance with the same, the Board of Directors of the Company, at its Meeting dated 13th May, 2014 constituted the N&R Committee to:



- Formulate the criteria for determining qualification, positive attributes and independence of Directors and recommend to the Board, Policy relating to the remuneration of Directors, Key Managerial Personnel (KMP) & other employees;
- Formulate the criteria for evaluation of Directors including Independent Directors and the Board;
- Devise a policy on diversity of the Board of Directors;
- Identify persons who are qualified to become Directors including Managing Directors and /or Whole Time Directors and who may be appointed in Senior Management in accordance with the criteria laid down;
- Recommend to the Board, appointment and removal of Directors, KMP and Senior Management Personnel (SMP).

(c) **Meetings and Attendance**

During 2021-22, Four (04) meetings of the Committee were held viz.:

27/05/2021	07/08/2021	12/11/2021	07/02/2022
------------	------------	------------	------------

Details of Attendance:

Name	No. of Meetings attended
Dr. Manjula Subramaniam, IAS (Retd.)	03
Shri N N Misra	04
CS V V Vachharajani	04
Dr. K M Joshi (from 07/08/2021 to 30/03/2022)	02

(d) **Skills Matrix**

Pursuant to the Policy for Evaluation of Board Performance and based on the broad criteria as per the provisions of Section 134(3)(p) of the Companies Act, 2013 ("the Act"), the list of core skills/expertise/competencies of Directors as on 31/03/2022, identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board, is as given in the Skills Matrix as follows:

Name of Director	Skills / Expertise / Competencies					
	Strategic Leadership	Financial Expertise	General Management - Functional, Admin. & Managerial Expertise	Governance Practices	Corporate Practices	Professional / Technical Expertise with specialized knowledge
Dr. Manjula Subramaniam, IAS (Retd.)	✓	✓	✓	✓	✓	✓
Shri N N Misra	✓	-	✓	✓	✓	✓
CS V V Vachharajani	-	✓	✓	✓	✓	✓
Shri Prabhat Singh	✓	-	✓	✓	✓	✓
Smt. Vatsala Vasudeva, IAS, Managing Director	✓	✓	✓	✓	✓	-

The Skills/ Expertise/ Competence of other Directors, who having been recently appointed shall be considered for identification and their Skills Matrix shall be formulated at the forthcoming Meetings of the Nomination & Remuneration Committee and Board of Directors respectively.



Gujarat Industries Power Company Limited

(e) **Performance Evaluation of Directors.**

The Committee evaluates the performance of each member of the Board of Director with reference to the authority under the Nomination and Remuneration Policy and Policy for Evaluation of the Board Performance in accordance with the provisions of Section 178 of the Act and the skills identified for each Director.

Performance Evaluation of Non-Executive Directors, Independent Directors and Executive Director are done by the entire Board of Directors, excluding the Director being evaluated.

The major Evaluation Criteria for Non-Executive Directors / Independent were subject knowledge / skills, Diligence & Participation, Leadership quality, personal attributes, ethical standards of integrity and professional Conduct, fulfillment of the criteria for qualification / independence. The major Evaluation Criteria for the Executive Director/s were Leadership, strategy formulation, strategy execution, financial planning / performance, External Relations, Human Resources Management/Relations, succession, Product / Service Knowledge and Personal Qualities.

The Directors expressed their satisfaction with the evaluation process.

(D) **Corporate Social Responsibility (CSR) Committee:**

(a) **Composition**

As on 31st March, 2022, the CSR Committee comprised three (03) Directors viz.:

Smt. Vatsala Vasudeva, IAS	Executive Director- Managing Director, Chairperson of the Committee
Shri Prabhat Singh	Non Executive-Independent Director
CS V V Vachharajani	Nominee - Non Executive Director
Shri S B Dangayach (from 07/08/2021 to 30/03/2022)	Non Executive - Independent Director

(b) **Terms of Reference**

To design, review and recommend for approval of the Board of Directors, CSR Policy for socio economic development of people, particularly in the areas where GIPCL's facilities are located by taking up projects and activities that aim at raising their Human Development Index including but not limited to projects or programs listed out in the Schedule VII to the Companies Act, 2013 as amended. To involve all the stakeholders by following participatory approach to address their concerns, priorities, needs and aspirations and take up activities that contribute to - promotion of social harmony, increasing opportunities for socially and economically challenged sections of the society and to mitigate environmental degradation.

(c) **Meetings and Attendance**

During 2021-22, four (04) Meetings of the Committee were held viz.:

27/05/2021	07/08/2021	12/11/2021	07/02/2022
------------	------------	------------	------------

Details of Attendance:

Name	No. of Meetings attended
Smt. Vatsala Vasudeva, IAS	04
Shri Prabhat Singh	04
CS V V Vachharajani	04
Shri S B Dangayach (from 07/08/2021 to 30/03/2022)	02

(E) **Risk Management Committee:**

(a) **Composition**

As on 31st March, 2022, the Risk Management Committee comprised three (03) Directors viz.:

Shri S B Dangayach (up to 30/03/2022)	Non Executive- Independent Director, Chairman of the Committee
Shri N N Misra	Non Executive- Independent Director
CS V V Vachharajani	Nominee - Non Executive Director
Smt. Vatsala Vasudeva, IAS	Managing Director

**(b) Terms of Reference**

The terms of reference of the Risk Management Committee are commensurate with the requirements of the Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Second Amendment), 2021. It includes review and recommendation for approval to the Board, quarterly and annual Risk Management Plan of the Company.

(c) Meeting and Attendance

During 2021-22, two (02) Meetings of the Committee were held viz.:

12/11/2021	07/02/2022
------------	------------

Details of Attendance:

Name	No. of Meetings attended
Shri S B Dangayach (up to 30/03/2022)	02
Shri N N Misra	02
CS V V Vachharajani	02
Smt. Vatsala Vasudeva, IAS	02

(F) Personnel Committee:**(a) Composition**

As on 31st March, 2022 the Personnel Committee comprised three (03) Directors viz.:

Shri N N Misra	Independent Director, Chairman of the Committee
CS V V Vachharajani	Nominee - Non-Executive Director
Smt. Vatsala Vasudeva, IAS	Managing Director

(b) Terms of Reference

1. Recruitment, promotion and salary fixation / revision pertaining to present and future Personnel of the Company;
2. To review and recommend to the Board of Directors, revision in the Powers delegated to the Managing Director, from time to time;
3. To review and recommend to the Board of Directors about change in the Organization structure including creation/deletion/revision of position/grades;
4. To review the various Human Resources Policies of the Company and recommend / suggest changes, if any, thereof to the Board, for its approval;
5. To convene and hold Meetings as and when required to consider and approve various Agenda Items;
6. To keep the Board of Directors informed about the decisions of the Committee by circulating the approved Minutes of Meetings of the Committee;
7. The quorum of the Committee shall be minimum 03 (three) Members, present in person.

(c) Meetings and Attendance

During 2021-22, one (01) Meeting of the Committee was held on 17/05/2021.

Details of Attendance:

Name	No. of Meetings attended
Shri N N Misra	01
CS V V Vachharajani	01
Smt. Vatsala Vasudeva, IAS	01

All the recommendations made by various Committees of Directors from time to time have been accepted by the Board and there was no instance of non-acceptance of any recommendation during the year.



Gujarat Industries Power Company Limited

Remuneration Policy

The Company has formulated a Remuneration Policy for its Directors and the same is available on its website at www.gipcl.com.

The criterion for making payments to Non-Executive Directors of the Company is posted on the Company's website at www.gipcl.com.

Details of Remuneration paid to Directors:

Executive Director:

Following remuneration was paid during the FY 2021-22 to Smt. Vatsala Vasudeva, IAS, Managing Director of the Company:

Particulars of remuneration paid to Smt. Vatsala Vasudeva, IAS	Amount (₹ in Lakhs)
Salary	33.23
Value of perquisites	05.39
Total	38.62

Non-Executive Directors:

Name	Sitting Fees paid (in ₹)		
	Board Meetings	Committee Meetings	Total
Shri Mukesh Puri, IAS Chairman* (from 03/03/2022)	0	0	0
Smt. Sunaina Tomar, IAS Chairperson* (upto 14/06/2021)	10000	0	10000
Shri Jai Prakash Shivahare, IAS*	0	0	0
Smt. Shahmeena Husain, IAS*	20000	0	20000
Shri Harshadkumar Ratilal Patel, IAS*	0	0	0
Shri Milind Torawane, IAS*	20000	0	20000
Smt. Manisha Chandra, IAS*	0	0	0
Shri Roopwant Singh, IAS*	10000	0	10000
Dr. Manjula Subramaniam, IAS (Retd.)*	30000	50000	80000
Shri N N Misra	40000	140000	180000
CS V V Vachharajani	20000	120000	140000
Shri Prabhat Singh	40000	110000	150000
Prof. Shekhar Chaudhuri	40000	20000	60000
Dr. K M Joshi	40000	70000	110000
Shri S B Dangayach	40000	50000	90000
Shri Nitin Chandrashanker Shukla	0	0	0
Dr. Ravindra Harshadrai Dholakia	0	0	0
Dr. Mamata Biswal	0	0	0
Total	310000	560000	870000

*Fees Deposited in Govt. Treasury.

None of the Directors had business relationship with the Company or have relationship with Other Directors.



5. DISCLOSURES:

a) 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, including with promoters / promoter group which hold 10% or more shareholding are set out in the Note No. 47 of the Standalone Financial Statements, forming part of this Annual Report.

b) The 'Policy on Related Party Transactions (RPT)' and 'Policy Statement on Material Subsidiary' is accessible on the Company's website www.gipcl.com.

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 2021-22.

c) The Company has complied with the requirements of regulatory authorities on capital markets viz. SEBI, Stock Exchanges, MCA and no penalties or strictures have been imposed against the Company during last three years, except a) for delayed compliance of appointment of one (01) Woman Independent Director for a period of 139 days from 01/04/2020 to 17/08/2020; b) For delayed compliance of appointment of three (03) Independent Directors for a period of 16 days from 15/03/2021 to 30/03/2021, and c) delay in intimation regarding incorporation of Vadodara Jal Sanchay Pvt. Ltd. (VJSPL) in which the Company has subscribed 15% of the total Equity paid up capital.

Upon receipt of Letter of fine from the Stock Exchanges, the Company has paid fine to the Stock Exchanges as applicable respectively, within prescribed timelines for matter mentioned at Sr. (a) & (b) above, whereas in respect of matter mentioned at Sr. (c) above, though not mandatorily required, but as a good Corporate Governance practice, the Company has intimated about incorporation of (VJSPL) on 04/06/2021;

d) All the mandatory requirements under Listing Regulations, including compliances with Corporate Governance requirements specified in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, have been complied with during the Financial Year 2021-22, except with respect to

matters mentioned in the Secretarial Audit Report in Form MR-3 annexed to the Board's Report for FY 2021-22.

e) The Company has a Whistle Blower Policy and Vigil Mechanism in place and the same is accessible on its website www.gipcl.com. No person has been denied access to the Audit Committee during the year under review.

f) In respect of adoption of other non-mandatory requirements as specified in Part E of Schedule II of the SEBI (LODR) Regulations, 2015, the Company will review its implementation at appropriate time.

g) Disclosure pursuant to Schedule V of the SEBI Listing Regulations in respect of unclaimed shares in demat mode lying in a separate Demat suspense account:

Particulars	Shareholders (Nos.)	Outstanding Shares (Nos.)
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	10	1208
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	0	0
Number of shareholders to whom shares were transferred from suspense account during the year	0	0
Number of shareholders whose shares were transferred to the Investor Education and Protection Fund	0	0
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	10	1208

This is to further state that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

h) No funds were raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A);

i) Details of Fees paid to Statutory Auditors during FY 2021-22:

Sr.	Particulars of Fees (excluding Tax) *	Amount (Rs. In Lakhs)
1	Audit Fees	9.75
2	Taxation Services	0.45
3	Other services	0.23
	Total	10.43



Gujarat Industries Power Company Limited

- j) No complaints were received or were pending as on 31st March, 2022 in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- k) The Company has not lent or advanced any 'Loans and Advances' in the nature of Loans to firm/Companies in which directors are interested.
- m) The policy for determining 'Material Subsidiaries' and 'Policy on dealing with Related Party Transactions (RPTs)' are available on the Company's website at: <http://www.gipcl.com/corporate-policies.htm>

Quarterly Compliance Report:

The Company has submitted Corporate Governance Compliance Report in the prescribed format within prescribed time limit for each Quarter of FY 2021-22 to the Stock Exchanges where the equity shares of the Company are listed viz. BSE and NSE as follows:

Quarter ended on	Submitted to BSE on	Submitted to NSE on
30/06/2021	13/07/2021	13/07/2021
30/09/2021	13/10/2021	13/10/2021
31/12/2021	21/01/2022	18/01/2022
31/03/2022	20/04/2022	20/04/2022

Code of Conduct:

The Board of Directors of the Company has adopted 'Code of Conduct' including duties of Independent Directors for its members and senior executives of the Company. The said Code of Conduct has been placed on the website of the Company accessible on its website www.gipcl.com

Directors and senior executives have affirmed compliance with the 'Code of Conduct' during the financial year 2021-22. A declaration by Managing Director to this effect is attached to and forms 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, 2015, as amended. It is applicable to all Directors and designated employees of the Company. Trading Window would remain closed for them during the period when price sensitive information is unpublished. The Trading Window closure period shall commence from the end of respective quarter up to 48 hours from the date of the publication of financial results.

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

Risk Management:

Pursuant to Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Second Amendment), 2021, the Company is required to frame Risk Management Policy, which is now applicable to Top-1000 Listed Entity, determined on the basis of market capitalisation, as at the end of the immediate previous financial year, effective from 05th May, 2021.

The Company has constituted an Internal Risk Management Committee consisting of Sr. Officials of the Company which has well laid down system and procedure of regular monitoring of various kinds of risks that are inherent to the nature of its business and operations. The Internal Risk Management Committee submits its Report to the Risk Management Committee of Directors and 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, 2013 in the preparation of its Annual Financial Statements.

Credit Rating:

M/s. CARE Ratings Limited has awarded/reaffirmed i) "CARE AA-; Stable" rating in respect of Long-term Bank facilities of Rs.919.37 crores, ii) "CARE AA-; Stable / CARE A1 +" rating in respect of Long Term / Short Term Bank Facilities of Rs.421.34 crores and iii) "CARE A1 +" rating in respect of Short-Term Bank Facilities of Rs.735.00 crores during FY 2021-22.

CEO and CFO Certification:

Pursuant to the requirements of Listing Regulations, Chief Executive Officer (CEO) / Managing Director (MD) and Chief Financial Officer (CFO) have issued Certificate which is annexed to and forms part of this Report.

Certification by Practicing Company Secretary:

Certificate from M/s. Devesh Pathak & Associates, Practicing Company Secretary, Vadodara has been obtained confirming that none of the Directors on the Board of Directors of the Company have been debarred or are disqualified from being appointed or continuing as a Director.

6. MEANS OF COMMUNICATION:

Apart from furnishing the copies of the Unaudited Quarterly & 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 statutory information pertaining to the Company are also available on the Company's website. The Company also sends Annual Report to shareholder at the address registered with the Company/Depositories. As a part of green governance, the Company has started sending Annual Report and other correspondence by e-mail to those shareholders who have furnished e-mail address to their Depository Participants (DPs) or to the Company.

Financial Results of the Company were published as follows:

Period FY 2020-21	Date of Approval by Board	Date of publication	Newspapers
Q1 UFR*	07/08/2021	07/08/2021	Financial Express (All editions) Loksatta-Vadodara (Gujarati) edition
Q2 UFR*	12/11/2021	12/11/2021	
Q3 UFR*	08/02/2022	08/02/2022	
Full year AFR**	20/05/2022	22/05/2022	

* 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 www.gipcl.com immediately on release of the same.

The company has started practice of Institutional Investors/ Analysts' Meet through Conference Calls half yearly, after publication of results and the transcript of the same has been submitted to the Stock Exchanges and the same has also been uploaded on the website of the Company at www.gipcl.com.

Subsidiary Company:

The Company has no Subsidiary Company as on 31st March, 2022.

7. GENERAL INFORMATION FOR SHAREHOLDERS:

Particulars	Details
Financial Year of the Company	1st April to 31st March
Power Plant Locations	
145 MW Station I 165 MW Station II	P. O.: - Ranoli- 391 350, District Vadodara.
500 MW Surat Lignite Power Plant 5 MW PV based Solar Power Plant	At & P.O.: Village Nani Naroli, Taluka: Mangrol, District: Surat - 394 110.
1 MW Distributed Solar Power Plants each	1. Village: Amrol, District: Anand - 388 510. 2. Village: Vastan, Taluka: Mangrol, District: Surat - 394 110.
15 MW Wind Power Project 26 MW Wind Power Project 50.4 MW Wind Power Project 21 MW Wind Power Project 80 MW Solar Power Project 75 MW Solar Power Project 100 MW Solar Power Project	Village: Kotadapitha, Ta.: Babra, Dist.: Amreli. Village: Rojmal, Ta.: Botad, Dist.: Rajkot. Village: Kuchhdi, Ta.: & Dist.: Porbandar. Village: Nakhatrana, Ta.: & Dist.: Kutch. Village: Charanka, Ta.: & Dist.: Patan. Village: Charanka, Ta.: & Dist.: Patan. Village: Radhanesda, Ta.:Vav & Dist. Banaskantha
Listing on Stock Exchanges with Scrip Code / Symbol and confirmation of Listing Fees paid for FY 2022-23.	1. BSE Ltd. (BSE) Scrip Code: 517300 Sir Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. 2. National Stock Exchange of India Ltd.(NSE) Scrip Symbol : GIPCL Exchange Plaza, 5th floor, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai-400 051. Listing Fees for FY 2022-23 has been electronically paid to NSE on 18/04/2022 and to BSE on 22/04/2022, both by RTGS.



Gujarat Industries Power Company Limited

Particulars	Details
Books Closure Dates	From Friday, the 16 th September, 2022 to Thursday, the 22 nd September, 2022. (both days inclusive).
Day, Date, Time and Venue of 37 th Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM)	The 37 th AGM of the Company will be held on Thursday, the 22 nd September, 2022 at 03:30 p.m. [Through Video Conference (VC)/ other Audio-Visual Means (OAVM)].
Corporate Identification Number (CIN)	L99999GJ1985PLC007868
ISIN No. allotted by NSDL and CDSL to Equity Shares	INE162A01010
Time taken for processing of physical share transmission requests and dispatch thereof	Within 15 days
Time taken for processing of dematerialization requests	Within 30 days
Dividend Payment date	Dividend shall be paid, subject to approval of the Shareholders, on or after 27 th September, 2022.
Name and Address of Compliance Officer of the Company	CS Shalin Patel, Company Secretary & Compliance Officer P.O. Ranoli - 391 350, Dist.: Vadodara. Ph No.:0265-2232768 Fax No : 0265-2230029 E-mail: investors@gipcl.com
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) 6136000/ 2356 573 E-mail: vadodara@linkintime.co.in
No. of Employees	482

8. DATA OF SHARE PRICE ON BSE AND NSE:

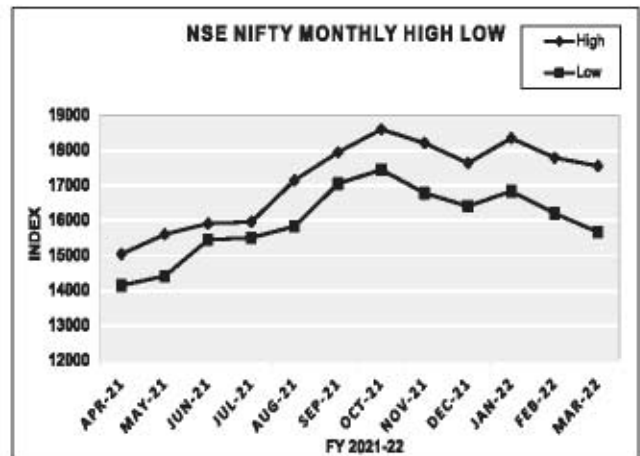
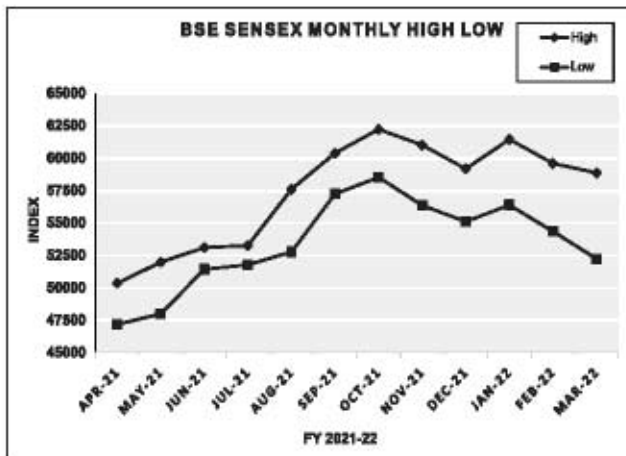
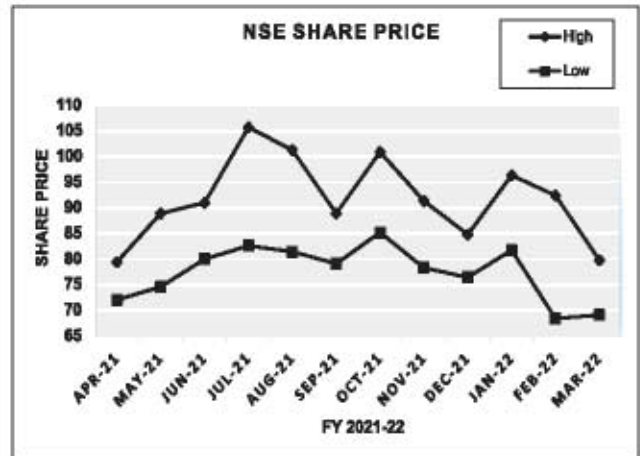
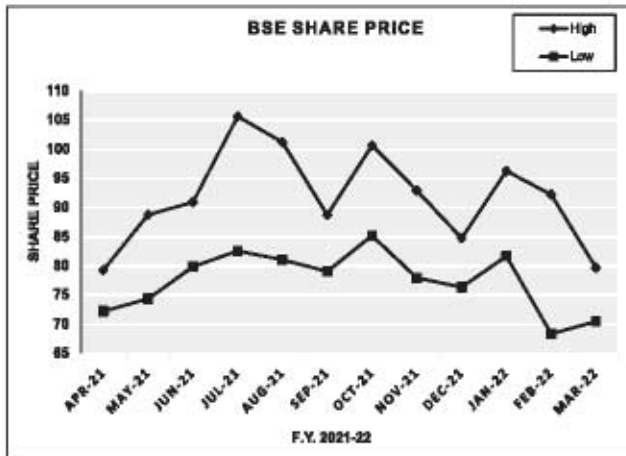
Monthly High and Low market price of the Company's Equity shares traded on BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE) during April 2021 to March 2022 are:

Month	BSE		NSE	
	High	Low	High	Low
APRIL 2021	79.3	72.25	79.40	72.05
MAY 2021	88.8	74.4	88.90	74.60
JUNE 2021	90.95	79.9	91.00	80.00
JULY 2021	105.65	82.6	105.70	82.60
AUGUST 2021	101.25	81.1	101.30	81.45
SEPTEMBER 2021	88.75	79.1	88.90	79.10
OCTOBER 2021	100.7	85.2	100.90	85.20
NOVEMBER 2021	92.95	78	91.35	78.30
DECEMBER 2021	84.8	76.4	84.80	76.45
JANUARY 2022	96.3	81.7	96.35	81.75
FEBRUARY 2022	92.25	68.4	92.40	68.40
MARCH 2022	79.7	70.5	79.80	69.10



Performance in comparison to broad based indices

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, 2021 to March, 2022:



Share Transactions related System:

To ensure expeditious and timely approval and registration of securities related each transaction up to 1000 Equity Shares, powers have been delegated to a Sub-Committee of Senior Officials of the Company under the Chairpersonship of Managing Director. Requests of more than 1000 shares and issue of duplicate share certificates are considered and ratified / approved by Stakeholders' Relationship Committee of Directors. Duly endorsed share certificates are normally returned within a period of fifteen (15) days from the date of receipt of the same, provided all the required documents and attachments are in order.



Gujarat Industries Power Company Limited

Pattern of Shareholding as on 31/03/2022:

Category	No. of Shares held	(%) to Share Capital
Promoters	84236161	55.69
Central/State Govt. Bodies Corporate	14001460	9.26
Institutional Investors	10913779	7.22
Foreign Institutional Investors/ NRI	6408815	4.24
Indian Public	35174382	23.26
NBFC registered with RBI	12090	0.01
IEPF	504501	0.33
GRAND TOTAL	151251188	100.00

Distribution of Shareholding as on 31/03/2022:

Category (No. of Shares)	No. of Shareholders	% of Total No. of Shareholders	No. of Shares	% of Total No. of Shares
Upto 5000 Shares	79023	98.9668	21262671	14.0579
5001 - 10000	436	0.546	3204570	2.1187
10001 - 20000	178	0.2229	2511284	1.6603
20001 - 30000	76	0.0952	1890280	1.2498
30001 - 40000	28	0.0351	996008	0.6585
40001 - 50000	19	0.0238	865412	0.5722
50001 - 100000	35	0.0438	2534678	1.6758
100001 and above	53	0.0664	117986285	78.0068
TOTAL	79848	100	151251188	100

Summary of Shareholders & Shares held in Physical & Demat mode as on 31/03/2022:

Particulars	Physical	Demat NSDL	Demat CDSL	Total
Total Shareholders (Nos.)	6393	34151	39304	79848
Percentage to Total Shareholders (%)	8.0065	42.77	49.2235	100
Total shares (Nos.)	778834	131031866	19440488	151251188
Percentage to Total Share Capital (%)	0.5149	86.632	12.8531	100

Commodity price risk or foreign exchange risk and hedging activities.

The Company has not carried out any commodity price risk or foreign exchange risk and hedging activities during the year 2021-22.

The Securities of the Company were not suspended from trading on any Stock Exchange during the period under review.

The Company's equity shares are available for trading on BSE & 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 2021-22.



CEO AND CFO CERTIFICATION

We, Smt. Vatsala Vasudeva, IAS, Managing Director and CA K K Bhatt, General Manager (Finance, HR & A) & Chief Financial Officer, responsible for the finance function certify that:

- a) We have reviewed the financial statements and Cash Flow Statement for the year ended March 31, 2022 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 March 31, 2022 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, where ever applicable, to the Auditors and the Audit Committee of:
 - i) significant changes, if any, in internal control over financial reporting during the year under reference;
 - ii) significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii) instances, 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 : 25/06/2022
Place : Vadodara.

Sd/-
CA K K Bhatt
General Manager (Fin. & HR&A)
& Chief Financial Officer

Sd/-
Vatsala Vasudeva, IAS
Managing Director
(DIN: 07017455)

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

This is to certify that the Members of the Board and Senior Management have furnished affirmation that they have complied with the Code of Conduct for the financial year 2021-22.

For Gujarat Industries Power Company Limited

Date : 25/06/2022
Place : Vadodara.

Sd/-
Vatsala Vasudeva, IAS
Managing Director
(DIN: 07017455)



Gujarat Industries Power Company Limited

CERTIFICATE ON CORPORATE GOVERNANCE

(Pursuant to Regulation 34 (3) and Schedule V Para E of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
GUJARAT INDUSTRIES POWER COMPANY LTD.
(CIN: L99999GJ1985PLC007868)
P O Ranoli, Vadodara,
Gujarat - 391350.

Dear Sir / Madam,

We have examined the compliance of the conditions of Corporate Governance by **GUJARAT INDUSTRIES POWER COMPANY LTD.**, CIN: L99999GJ1985PLC007868, having Registered Office situated at P O Ranoli, Vadodara, Gujarat - 391350 (hereinafter referred to as "the Company"), for the Financial Year ended on 31st March 2022, as stipulated in Regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (collectively referred to as "SEBI Listing Regulations, 2015") except that the Company has submitted with some delay disclosure of Related Party Transactions for the Half year ended on 30th September, 2021 only with National Stock Exchange ("NSE").

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

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

In our opinion and to the best of our information and according to the explanations given to us, and representation made by the management and considering the relaxation granted by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI"), we certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, 2015 for the year ended on March 31, 2022.

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.

FOR, TNT & ASSOCIATES
PRACTICING COMPANY SECRETARIES
P. R. NO.: - 1394/2021

Sd/-
NIRAJ TRIVEDI
PARTNER
FCS NO.: 3844 CP NO.: 3123
UDIN: F003844D000529666

Date : 25/06/2022
Place : Vadodara



ANNEXURE I

BUSINESS RESPONSIBILITY REPORT

[See Regulation 34(2)(f)]

SECTION A: GENERAL INFORMATION

ABOUT THE COMPANY

1. Corporate Identity Number (CIN) of the Company: **L99999GJ1985PLC007868**
2. Name of the Company: **GUJARAT INDUSTRIES POWER COMPANY LIMITED**
3. Registered Office address: **P.O. Ranoli- 391 350, District Vadodara.**
4. Website: **www.gipcl.com**
5. E-mail id: **investors@gipcl.com**
6. Financial Year reported: **2021-22**
7. Sector(s) that the Company is engaged in (industrial activity code-wise): **Generation of Electricity**
8. List three key products / services that the Company manufactures / provides(as in balance sheet) - **Electric Power**
9. Total number of locations where business activity is undertaken by the Company:
 - (a) Number of International Locations (Provide details of major 5): **None.**
 - (b) Number of National Locations: Ten (10) viz. **Vadodara, Nani Naroli** - Dist. Surat, **Vastan**-District Surat, **Amrol** - Dist. Anand, **Charanka** - Dist. Patan, **Raghnesda** - Dist.: Banaskantha, **Kotadapitha** - Dist. Amreli, **Nakhatrana** - Dist. Kutch, **Rojmal** - Dist. Botad, **Kuchhdi** - Dist. Porbandar.
10. Markets served by the Company -: **State of Gujarat.**

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid up Capital (INR): **₹151,25,11,880.00**
2. Total Turnover (INR): **₹ 1,17,240.53 Lakhs**
3. Total profit after taxes (INR): **₹17,131.09 lakhs**
4. Total Spending on Corporate Social Responsibility (CSR) as percentage (%) of Profit After Tax : **4.07%**
5. List of activities in which CSR expenditure mentioned at Sr. 4 above has been incurred:-
 - (a) Health: Drinking Water, Sanitation, COVID Equipment & Support to CHC, Medical Camps & Aids, Mobile Medical Unit (MMU);
 - (b) Education: Infrastructure Support, Resource & Equipment, Education Activities, Empowering Education;
 - (c) Livelihood / Women Empowerment: Self Help Groups, Skill enhancement Training;

- (d) Village Infrastructure Development: Roads, Culverts & Infrastructures;
- (e) Resource Centre Campus: Maintenance & Protection, Talim Bhavan Premise;
- (f) Administrative.

SECTION C: OTHER DETAILS

1. Does the Company have any Subsidiary Company/ Companies? **No.**
2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the Parent Company? **Not applicable.**
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, the indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%] - **No.**

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR
 - (a) Details of the Director responsible for implementation of the BR policy/policies
 1. DIN Number : **07017455**
 2. Name : **Smt. Vatsala Vasudeva, IAS**
 3. Designation : **Managing Director**
 - (b) Details of the BR head

No.	Particulars	Details
1	DIN Number (if applicable)	N.A.
2	Name	CS Achal S Thakkar
3	Designation	Company Secretary
4	Telephone number	0265-2234291
5	e-mail id	asthakkar@gipcl.com

2. Principle-wise (as per NVGs) BR Policy/policies

The National Voluntary Guidelines provide the following nine principles:

- Principle 1: Ethics, Transparency and Accountability [P1]
 Principle 2: Products Lifecycle Sustainability [P2]
 Principle 3: Employees' Well-being [P3]
 Principle 4: Stakeholder Engagement [P4]
 Principle 5: Human Rights [P5]
 Principle 6: Environment [P6]
 Principle 7: Policy Advocacy [P7]
 Principle 8: Inclusive Growth [P8]
 Principle 9: Customer Value [P9]



Gujarat Industries Power Company Limited

(a) Details of compliance (Reply in Y/N)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy / policy for - (Please refer relevant Notes below table)	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Is the policy formulated in consultation with the relevant stakeholders?	Yes. While there may not be formal consultation with all stakeholders, relevant policies / procedures have evolved over a period of time by taking inputs from concerned stakeholders.								
3.	Does the policy conform to any national / international standards? If yes, specify? (in brief)	The spirit and contents of policies, laws and standards are based on and are in compliance with applicable regulatory requirements.								
4.	Is the policy approved by the Board ? If yes, has it been signed by MD / owner / CEO / appropriate Board Director?	Yes. The policies which are statutorily required to be approved by the Board have been approved by the Board. The Company's Internal Policies like Safety, Environment, etc., are either approved by the Managing Director or authorized signatories.								
5.	Does the Company have a specified committee of the Board / Director / Official to oversee the implementation of the policy?	The Board has constituted specified Committees to review /oversee the implementation of statutory policies. The Company's officials / concerned department(s) review / monitor implementation of internal policies.								
6.	Indicate the link for the policy to be viewed online?	All the statutory policies of the Company can be viewed on website - www.gipcl.com								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	During the course of business discussions / negotiations / dialogues with internal and external stakeholders, the contents of the policies are discussed. Communication of statutory policies is done through display on Company's website / Notice Boards.								
8.	Does the Company have in - house structure to implement the policy / policies.	Adequate in-house structure is available for implementation of policies.								
9.	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies?	Yes. For redressal of stakeholders' grievance, the Company has a designated e-mail ID: investors@gipcl.com . The contact details of concerned officials are displayed on Company's website.								
10.	Has the Company carried out independent audit / evaluation of the working of this policy by an internal or external agency?	Yes. Independent Audit / evaluation for some policies viz. Safety and Environmental Audit, are carried out by external Agency under Integrated Management System (IMS) covering ISO:9001:2015 (QMS - Quality Management System), ISO:14001:2015 (EnMS - Environment Management System), ISO:45001:2018 (OHSMS - Occupational Health & Safety Management System) and ISO:50001:2018 (EMS - Energy Management System).								



(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The Company has not understood the Principles	-	-	-	-	-	-	-	-	-
2.	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	-	-	-	-	-	-	-	-	-
3.	The Company does not have financial or manpower resources available for the task	-	-	-	-	-	-	-	-	-
4.	It is planned to be done within next six months	-	-	-	-	-	-	-	-	-
5.	It is planned to be done within the next 1 year	-	-	-	-	-	-	-	-	-
6.	Any other reason (please specify)	-	-	-	-	-	-	-	-	-

3. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.

The Board of Directors of your Company, either directly or through its Committees, assesses various initiatives forming part of the BR performance of the Company annually. The CSR Committee meets on quarterly basis to review implementation of the programmes / projects / activities to be undertaken in the field of CSR. Risk Management Report is also reviewed by the Risk Management Committee of Directors and thereafter by the Board on quarterly basis. Other supporting heads of Department meet on a periodic basis to assess the BR performance.

(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

The information on BR being applicable w.e.f. the financial year 2019-20 and the BR for respective year, forms part of the respective Annual Report of the Company and the same shall be uploaded on the website of the Company at www.gipcl.com.



SECTION E : PRINCIPLE-WISE PERFORMANCE

Principle 1

1. Does the policy relating to ethics, bribery and corruption cover only the Company? - **Yes.**

Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others? - **No.**

The Company's various policies / procedures relating to ethics, transparency and accountability cover only the Company and it does not extend to joint ventures / suppliers / contractors / others etc. The details of some of the policies are summarized below:

- The Company has in place a Vigil Mechanism-cum-Whistleblower Policy to provide a formal mechanism to the Directors and Employees of the Company to report their genuine concerns about the unethical behavior, actual or suspected fraud, etc. The mechanism provides for adequate safeguards against victimization of employees who use such mechanism.
- The Company has also in place a Code of Conduct for Board Members and Senior Management Personnel which sets ethical standards and provides guidance and help in recognizing and dealing with ethical issues, provides mechanism to report unethical conduct and to help foster a culture of honesty and accountability.
- In order to further strengthen internal controls for prevention of insider trading, there exists a code of conduct for prevention of insider trading in the Company's shares, which not only satisfies the regulatory requirements but also instills a sense of responsibility among the designated persons.
- The Company has also a Code of Practices and Procedures for fair disclosure of unpublished price sensitive information [UPSI] with the main object of ensuring timely and fair disclosure of UPSI, events, occurrence that could impact price discovery in the market for its shares.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in brief.

During the year 2021-22 under report, seven (07) Complaints were received from Shareholders and same were attended to and resolved to their satisfaction. No Shareholders' complaint nor any Shares related transaction was pending as on March 31, 2022.

Principle 2

1. List up to 3 of your products or services, whose design has incorporated social or environmental concerns, risks and/or opportunities.

- (a) Electricity Generation from Lignite based Thermal Power Plant through environment friendly CFBC Technology based Boilers;
- (b) Electricity generation through Solar PV based Power Plants;
- (c) Electricity generation through Wind Power - a Clean energy source; and
- (d) Lignite Mining.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

- (a) Reduction during sourcing / production / distribution achieved since the previous year throughout the value chain.
- (b) Reduction during usage by consumers (energy, water) achieved since the previous year.

The details as to energy conservation, saving and utilization of alternative source of energy, technology absorption, etc. is given in Annexure - C to the Directors' Report forming part of this Annual Report.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)?

- (a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in brief.

Lignite requirement for the Surat Lignite power Plant is sourced from own captive Lignite Mines. The Company has entered into long term contract with the Mining Contractors for sourcing its major raw materials requirements such as Lignite and Limestone.

The Company is continuously initiating various measures towards sustainable sourcing which has significant impact on social and environmental aspects.

For procurement of materials like spares, consumables, chemicals, tools & tackles, etc., the Company has a system in place for on-line registration of Vendors, Suppliers and based on their capabilities and credentials, the parties are shortlisted for procurement of materials.

The Company has a well-established procedure for selection of agencies for Annual Maintenance Contract / Annual Rate Contract for sustainable business operations. The Company has a pool of trained and well experienced manpower for sustainable business operations.



The Company has long term agreements for Water supply to its Power Plants.

GIPCL is committed, along with the State, to shoulder the responsibility for the noble cause of socio-economic upliftment of the people in the surrounding Villages / Area of its Mines at Surat and Bharuch focusing on multiple thematic sectors such as health, education, livelihood, infrastructure development, environment and land losers-oriented development.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work ? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Yes. The O & M activities of the assets of the Company are heavily dependent on services like transport, security, local labours which are locally sourced / deployed.

The Company has taken various steps to procure goods and services for Plant operations from local agencies, contractors, service provider, workmen, etc.

The Company engages Workmen in and around Surat Lignite Power Plant (SLPP) area for availing labour / services and in turn for the development of local communities and to improve their capabilities.

GIPCL, under its various initiatives, is focused on raising awareness and organizing of communities so as to involve them in the process of ecological restoration, regeneration and development of innovative entrepreneurship schemes.

The Company is also providing employment to the local people and land losers by hiring their passenger vehicles. Hiring of Heavy vehicles for lignite transportation has been prioritized for land losers. These vehicles are engaged through mining contractors.

Fly Ash is provided to local people. It is used for value addition to the manufacturing of bricks / other Ash based products.

5. Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as < 5%, 5 - 10%, > 10%). Also, provide brief details thereof.

The Company is maintaining zero waste water discharge system. Effluent Treatment Plant's discharge water is used for internal Plant water consumption. Clear water generated after treatment is used for internal consumption.

Keeping in mind the environmental concerns in disposal of fly ash, the Company utilizes 100% of fly ash generated from thermal power stations by promoting it for making fly ash bricks, Paver blocks, Asbestos sheets & roofing accessories, Autoclaved Aerated Concrete (AAC) blocks and other fly ash based products and the remaining for internal use in various Plant / Mines works.

GIPCL - SLPP has been awarded for the fourth consecutive time with "National Fly Ash Utilization Award-2021" for Fly Ash utilization in Thermal Power Stations, Category Efficient Management of Fly Ash ≤ 500 MW at 10th Fly Ash Utilization 2021 - Conference - EXPO - Awards Organized by Mission Energy Foundation, supported by Ministry of Coal, Ministry of Power, Ministry of Steel, Ministry of Road Transport and Highways, Ministry of Science & Technology, Ministry of Environment & Forest and Ministry of Urban Development on 10th April, 2021.

The Company uses in-house produced organic fertilizer by processing waste generated in its Canteen, Colony, Plant and STP sludge under Vermi - Compost project. This compost is utilized as a fertilizer for Green Belt development and in the garden to enhance fertility of soil as well as growth of the plants.

The Company takes care of the mineral conservation and hence the Overburden generated / produced during the mining operations of lignite / limestone is properly stacked and reclaimed again after lignite excavation.

Principle 3

1. Please indicate the Total number of employees: **482.**
2. Please indicate the Total number of employees hired on temporary / contractual / casual basis : **2127.**
3. Please indicate the Number of permanent women employees: **09.**
4. Please indicate the Number of permanent employees with disabilities : **03.**
5. Do you have an employee association that is recognized by Management: **Yes, GIPCL Employees' Union.**
6. What percentage of your permanent employees is member of this recognized employee Association? : **37.34%**
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as at the end of the financial year. - **NIL**



Gujarat Industries Power Company Limited

No.	Category	No of complaints filed during the financial year	No of complaints pending as at end of the financial year
1	Child Labour/ Forced Labour/ Involuntary Labour	NIL	NIL
2	Sexual harassment	NIL	NIL
3	Discriminatory employment	NIL	NIL

8. What percentage of your under mentioned employees were given safety & skill upgradation training in the last year?
- Permanent Employees: **22.06%**
 - Permanent Women Employees: **24%**
 - Casual / Temporary / Contractual Employees: **20.27%**
 - Employees with Disabilities - **NIL**

Principle 4

1. Has the Company mapped its internal and external stakeholders? Yes.

The Company has identified and mapped its stakeholders for engagement.

- The Company has embarked on the journey towards sustainability with the objective of building a sustainable business while generating long term value for its stakeholders since its inception. The Company believes that its corporate strategy is inspired by the opportunity to contribute to a more secure and sustainable future through stakeholders' engagement. The Company continues its engagement with them through various mechanisms like consultation, meetings, customer / employee satisfaction, investment forums, etc., as and when required.
- The Company believes that Employees are the assets of the Company. The Company values their dedication and the sincere efforts put in by them. It always endeavors to provide a safe, healthy, cultured environment and acknowledges their strength and loyalty towards the Company.
- Customers / Consumers are the life blood of the Company's business and the Company provides quality goods / products and valued services to them.

2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders?

Yes. The Company proactively engages with its external stakeholders through different modes in order to understand their issues and concerns.

The Company has undertaken several CSR projects in the areas of Health, Education, Livelihood / Women Empowerment, Development of Village Infrastructure, etc.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders, If so, provide details thereof, in brief.

GIPCL's CSR approach focuses on the development of communities around the vicinity of its plants / facilities.

Keeping in view that the Surat Lignite Power Plant is located in the very backward and tribal pocket of Mangrol Taluka, Dist. Surat, and most of the Wind and Solar Power Plants of the Company are also located in backward areas, while developing its CSR strategy, the Company has ensured that all communities benefit from its CSR activities, with special focus on groups that are socially and economically marginalized, including rural unemployed youth, women, scheduled tribes and castes.

The Company has in place a policy for providing employment to the land losers whose land was acquired by the Company. As per the said policy, the Company is giving priority for employment to the candidates of land losers, directly or indirectly, subject to compliance with the Company's rules, regulations and most importantly its requirement of definite skill set which may be skilled, semi-skilled and unskilled.

Moreover, the Company has introduced a Scheme for land losers for their income generation activity, in which a land loser may select one activity from any of following three schemes viz. (1) Hiring of four-wheeler passenger vehicle; (2) Providing fly ash and bed ash for bricks manufacturing or (3) Animal Husbandry. Besides the said Scheme, the Company has been giving priority for imparting free education to wards of land losers, including school fees, uniform and book sets, in its CBSE affiliated English medium School Bharatiya Vidya Bhavan's GIPCL Academy. Wards of Contractual workmen are also provided free education at this School.

The Company carried out following Health & Sanitation related CSR activities during the year under report:

- Providing medical items and medicines to Sir Sayajirao General (SSG) Hospital, Vadodara and Chief District (CDHO), Vadodara to help counter the Covid-19 pandemic situation;
- Two (02) Vehicles of the Company were deployed under Government Program of Dhanvantri Rath;



3. Supplied medical instruments like Blood Pressure monitor machine, labor bed, hub cutter machine and trash cart trolley to Primary Health Centre (PHC) at Village Koyali, District Vadodara.
4. Organized World Yoga Day, Veterinary Service through Cattle Camp, General Medical Camp, Eye Camp at SLPP location.
5. Arranged for services of Specialist visiting Doctorat Community Health Centre (CHC), Mangrol. Services of Gynaecologist and Physician doctors were also made available at SLPP location during the year.
6. Provided free diagnostic and medicines services through Mobile Medical Unit at 24 Villages (30 locations) at SLPP location.
7. Provided Infrastructure support for drinking water in village as per request.
8. Construction of bathrooms as a part of its CSR activity as per requests from locals especially from women, apart from the construction of individual household toilets under Swachh Bharat Mission.

GIPCL has also undertaken construction of Class rooms, multi-purpose sheds, sanitation units, overhead water tank, compound wall, renovation of schools, etc. The Company had also provided Solar Roof Top, LED TV and play equipment's, smart classes, activity-based learning kits, mini science lab materials, cultural program materials and computer sets including upgrading computer sets at various locations. The Company had given free education support to wards of land losers as well as contractual workmen.

The Company is monitoring already established Self Help Groups (SHGs) including organizing various trainings for their benefit at SLPP location.

The Company had also implemented Kitchen Garden Project at SLPP aimed at nutrition improvement for the benefits of local peoples especially tribal population. Further, nutritional saplings of Amla, Sitafal and Moringa were also distributed for planting in backyard.

The Company also helped organize Jewellery making, Candle making and cooking classes to create entrepreneurs to develop startup initiatives.

Under the village infrastructure program the Company had constructed cement concrete, Water Bound Macadam (WBM), Asphalt roads, provided and fixed paver blocks for crematoriums, constructed multi-purpose sheds etc at SLPP location.

Principle 5

1. Does the policy of the Company on human rights cover only the Company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

This forms part of Board approved Establishment Manual. The Company is committed to uphold human rights which are evident from the Code of Conduct for Senior Executives, policies relating to Human Resources (HR) and Wage Settlement arrived at with the Employees' Union on various matters relating to employment and the transparent procedures adopted in material procurement & contracts.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

NIL (Except complaints from Shareholders, which have been reported earlier in this Report)

Principle 6

1. Does the policy related to Principle 6 cover only the Company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others.

The Company's Environment Policy is applicable to all the agencies connected to business with GIPCL and extends to the Suppliers, Contractors, etc. GIPCL practices Quality, Environmental, Occupational Health and Safety Standards (OHSMS) Policy to ensure safe working environment for the employees & affiliated people.

2. Does the Company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc.? If yes, please give hyperlink for web page etc.

Yes. The Company's business operations and future growth is in line with Government of India (GoI) mission to set up 175 GW of Renewable Energy (RE) by 2022 and it has strategized its growth plan based on Renewable Energy (RE) Projects since last few years. The total installed capacity of GIPCL's RE projects is 374.4 MW as on date comprising 112.4 MW Wind Power and 262 MW Solar Power capacities respectively. This would directly help to reduce fossil fuel consumption and global warming.

3. Does the Company identify and assess potential environmental risks? Y/N.

Yes. The Company has identified and assessed potential environmental risks in Register of Environmental Aspect and Impact under ISO 14001 System and consistently managed and improved the environmental performance. The Company is sensitive to its role both as a user of



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natural resources and as a responsible producer of Electrical Energy. The Company has installed Online round the clock monitoring facility for stack air emissions (SO_x, NO_x and SPM), ambient air and effluent discharge for efficient and better control of pollution. The manufacturing facilities have established ISO 14001 based Environment Management System so deviations from laid down policies and procedures are tracked and reviewed by effective procedures of Corrective Action.

GIPCL - SLPP received "Environment Excellence Award-2021" in "Clean Generator of the Year-Lignite" category, for second consecutive year in "SO_x - NO_x Conference-Expo-Award" program, organized by Mission Energy Foundation. The Award was received on 27th August, 2021. Further, GIPCL - SLPP received "Water Optimisation Award-2021" in Best Water Efficient Plant = < 500MW" category in "Water Optimization Conference-Expo-Award" program, organized by Mission Energy Foundation. The Award was received on 27th August, 2021.

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in brief. Also, if Yes, whether any environmental compliance report is filed?

The Company does not have a project related to Clean Development Mechanism.

5. Has the Company undertaken any other initiatives on - clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

The Company's core business comprises generation of electricity using environment friendly Circulating Fluidized Bed Combustion (CFBC) Boiler technology at its 500 MW Surat Lignite Power Plant (SLPP) and also has total installed capacity of 374.4 MW Wind and Solar based Renewable Energy.

The Company has implemented Energy Policy (Amalgamated in / as IMS System comprising of Quality, Health & Safety, Environment Management and Energy Management Standards) and has set-up Energy Management Cell (EM Cell) in 2010 Company for promoting, assessing, monitoring and implementation of energy saving proposals as well as keeping accounting of energy saving aspects of routine / non-routine jobs being done in the plant.

GIPCL - SLPP received National Excellence Award-2021 for 'Outstanding Performance in Energy Conservation & Management' for Fifth consecutive year. The award was

conferred by Confederation of Indian Industry (CII), Hyderabad and identified as 'Energy Efficient Unit'. The Award was received on 27th August, 2021.

6. Are the Emissions / Waste generated by the Company within the permissible limits given by CPCB / SPCB for the financial year being reported?

The emission and the waste generated by the Company were within permissible limit given by CPCB / SPCB in the financial year 2021-22 and the same are complied with as per guideline of CPCB.

7. Number of show cause / legal notices received from CPCB / SPCB which are pending (i.e. not resolved to satisfaction) as at end of Financial Year.

There is no pending or unresolved show cause / legal notices received from CPCB / SPCB in the financial year 2021-22.

Principle 7

1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

- (a) GUJMIN Industries Association; and
- (b) Indian Wind Power Association (IWPA)

2. Have you advocated / lobbied through above associations for the advancement or improvement of public good? if yes, specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others):
No.

Principle 8

1. Does the Company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? If yes details thereof.

Yes. The Company has well defined Corporate Social Responsibility (CSR) Policy, which provides guidelines of the methodologies and areas for identifying and implementing the Company's CSR projects. The major sectors covered under the said policy include - Health, Education, Livelihood / Women Empowerment, Rural Infrastructure and Resource Centre for Training.

CSR Committee, constituted as per law specifically review CSR Projects / initiatives implemented / to be implemented and provides adequate budget provision for the same.



2. Are the programmes / projects undertaken through in-house team/own foundation/external NGO/government structures/ any other organization?

Yes. The Company has undertaken programs / projects through in-house team, its own organization viz. Development Efforts for Rural Economy and People (DEEP), an external NGO.

3. Have you done any impact assessment of your initiative?

Yes. The Company has periodically carried out impact assessment of its initiatives, through in-house team as well as reputed external agency.

4. What is your Company's direct contribution to community development projects-Amount in INR and the details of the projects undertaken?

During FY 2021-22, the Company has spent Rs. 697.86 lakh as CSR expenditure for undertaking various CSR projects / activities such as Health, Education, Livelihood / Women Empowerment, Development of Village Infrastructure and Resource Centre campus maintenance.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in brief.

Yes. For all related projects appropriate training and hand holding is ensured for its sustainability. Under Sanitation program, On-site counseling for better usage of toilet facility was kept. Similarly, for women empowerment a

major thrust is on the Self Help Groups (SHGs) for inculcating financial discipline through training on membership awareness, accounting and internal credit.

Principle 9

1. What percentage of customer complaints / consumer cases are pending as on the end of financial year.

NIL.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information)

Not Applicable.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behavior during the last five years and pending as on end of the financial year. If so, provide details thereof, in brief.

No.

4. Did your Company carry out any consumer survey / consumer satisfaction trends?

Yes.



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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GUJARAT INDUSTRIES POWER COMPANY LIMITED Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of Gujarat Industries Power Company Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the

independence requirements that are relevant to our audit of the Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Financial Statements.

Emphasis of Matter

We draw attention to Note 52 of the financial statements, whereby the company has provided explanation for change in accounting policy with respect to accounting for provision for decommissioning cost of mines and disclosed its related impact on financial statement of the company. Further, the company has restated the financial statement of the earlier year presented and the impact for change in such accounting policy have been duly disclosed in accordance with Ind AS - 8 "Accounting Policies, Changes in Accounting Estimates and Errors". The Impact of changes on the restated financial results, due to change in above accounting policy has been audited by us.

Our Opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p>Litigations and Claims (Refer to note 3(xvii), 4(i) and 45 to the financial statements)</p> <p>Litigation and claims are pending with multiple tax and regulatory authorities and there are claims from vendors/suppliers and employees which have not been acknowledged as debt by the Company.</p> <p>In the normal course of business, financial exposures may arise from pending legal/regulatory proceedings and from above referred claims not acknowledged as debt by the Company. Whether a claim needs to be recognized as liability or disclosed as contingent liability in the financial statements is dependent on a number of significant assumptions and judgments. The amounts involved are potentially significant and determining the amount, if any, to be recognised or disclosed in the financial statements, is inherently subjective.</p> <p>We have considered Litigations and claims as Key Audit Matter as it requires significant management judgement, including accounting estimates that involves high estimation uncertainty.</p>	<p>Principal Audit Procedures</p> <ul style="list-style-type: none"> • Our audit procedures included understanding the current status of disputed tax matters and other litigations and claims and discussing selected matters with the entity's management. • Evaluation and testing of the design of internal controls followed by the Company relating to litigations and claims , open tax positions and process followed to decide provisioning or disclosure as Contingent Liabilities; • Critically assessing the entity assumptions and estimates in respect of claims, included in the contingent liabilities disclosed in the financial statements. Assessment of the probability of negative result of litigation and the reliability of estimates of related obligation.



Information other than the Financial Statement and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in Board's Report including Annexure to that Board's Report, Corporate Governance, and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon.

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

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

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

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error;

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

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

Auditor's Responsibilities for the Audit of Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and



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whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation;

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow

Statement dealt with by this Report are in agreement with the relevant books of account;

- (d) In our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 45 to the Financial Statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; except a sum of ₹ 0.29 lakhs as on date, which is held in abeyance due to pending legal cases.
 - iv. i. The Management has represented that, to the best of its knowledge and belief, as disclosed in note no. 53 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including



- foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- ii. The Management has represented that , to the best of it's knowledge and belief, as disclosed in note no. 54 to the financial statements, that no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- iii. Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing
- has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.
- v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.
- As stated in note 20(h) to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

For CNK & Associates LLP

Chartered Accountants

Firm Registration No. 101961W/W-100036

Pareen Shah

Partner

Membership No.125011

Place: Vadodara

Date: 20th May, 2022

UDIN:22125011AJNJAL5360



ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Para 1 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report to the members of the Company on the Financial Statements for the year ended 31st March, 2022.

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- I. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The Company has maintained proper records showing full particulars of Intangible Assets;
- (b) The company has a phased programme of physical verification of its Property, Plant and Equipment so as to cover all assets once in three years. In accordance with this programme, certain Property, Plant and Equipment were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets;
- (c) Based on our verification of the documents provided to us and according to the information and explanations given by the Management, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in the financial statements, are held in the name of the Company as at the Balance Sheet date;
- (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year;
- (e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder;
- II. (A) As per the information and explanations given to us, the inventories held by the company have been physically verified by the management. In our opinion, having regard to the nature and location of stocks, the frequency of the physical verification is reasonable and no discrepancies of 10% or more in aggregate for each class of inventory were noticed on physical verification;
- (B) Based on our examination of the records provided by the management, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets and the quarterly returns and statements filed by the company with such banks are in agreement with the books of account of the company
- III. During the year, the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence the requirements of paragraph 3(iii) of the Companies (Auditor's Report) Order, 2020 ("the Order") are not applicable to the Company.
- IV. In our opinion and according to the information and explanations given to us, provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and securities have been complied with;
- V. The Company has not accepted any deposits or amounts which are deemed to be deposits during the year and therefore, the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder are not applicable to the Company.
- VI. We have broadly reviewed the cost records maintained by the Company as prescribed by the Central Government under sub section (1) of Section 148 of the Companies Act and are of the opinion that prima facie the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete;
- VII. (a) In our opinion, the company is regular in depositing undisputed statutory dues including Goods and Service tax, provident fund, employee state insurance, income-tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues as applicable to the appropriate authorities. There were no undisputed amounts payable with respect to above statutory dues in arrears as at March 31, 2022 for a period of six months from the date they became payable;
- (b) According to the information and explanations given to us and the records examined by us, the particulars of statutory dues as at March 31, 2022 which have not been deposited on account of a dispute, are as follows:



Name of Stature	Nature of Dues	Amount (₹ In lakhs)	Period to which the amounts relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	93.04	F.Y. 2013-14	Commissioner of Income Tax of Appeals
Income Tax Act, 1961	Income Tax	15.58	F.Y. 2015-16	Commissioner of Income Tax of Appeals
Finance Act, 1994	Service Tax	824.72	F.Y. 2016-17	CESTAT

- VIII. There were no transactions which were not recorded in the books of account, have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);
- IX. (a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year;
- (b) The company is not a declared wilful defaulter by any bank or financial institution or other lender;
- (c) The company has utilised the fund of term loan for the purpose for which the loans were obtained;
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) According to the information and explanations given to us, and the records examined by us, the company has no subsidiaries, associates or joint ventures. Accordingly, reporting under the clause 3 (ix) (e) and (f) is not applicable.
- X. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable;
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- XI. (a) During the course of our examination of the books of account and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any incidence of fraud on or by the Company noticed or reported during the year, nor we have been informed of any such case by the management;
- (b) According to the information and explanations given to us, and based on our examination of the records no fraud on or by the Company noticed or reported during the course of audit. Accordingly reporting under this clause is not applicable.
- (c) According to the information and explanations provided to us, no whistle-blower complaints have been received during the year by the Company.
- XII. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable;
- XIII. In our opinion, all the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards;
- XIV. (a) In our opinion and the records examined by us, the company has an internal audit system commensurate with the size and nature of its business;
- (b) We have considered report of the internal auditors for the period under audit;
- XV. According to the information and explanation given to us and based on our examination of the records, the Company has not entered into non-cash transactions with the directors or persons connected with them. Hence, the provisions of Section 192 of the Act are not applicable;
- XVI. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable;
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable;
- XVII. The company has not incurred cash losses in the financial year and in the immediately preceding financial year;
- XVIII. There has been no resignation of the statutory auditors during the year;



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- XIX. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due;
- XX. (a) Based on our verification of the documents provided to us and according to the information and explanations given by the Management, there are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (b) The company does not have any amount remaining unspent under section 135(5) of the companies act pursuant to any ongoing project, and hence has not been required to transfer any amount to special account in compliance with the provision of section 135(6) of the said Act
- XXI. According to the information and explanations provided by the management, the company has no subsidiary, associates or joint venture and the company is not required to prepare Consolidated Financial Statements as per the section 129 of the Companies Act. Accordingly reporting under clause 3(xxi) is not applicable to the Company.

For CNK & Associates LLP

Chartered Accountants

Firm Registration No. 101961W/W-100036

Pareen Shah

Partner

Membership No.125011

Place: Vadodara

Date: 20th May, 2022

UDIN:22125011AJNJAL5360



ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **GUJARAT INDUSTRIES POWER COMPANY LIMITED** ("the Company") as of 31st March, 2022 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements of the company were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements of the company and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the

risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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



Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an internal financial controls with reference to financial statements of the Company and such internal financial controls over financial reporting were operating effectively as at 31st March, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For CNK & Associates LLP

Chartered Accountants

Firm Registration No. 101961W/W-100036

Pareen Shah

Partner

Membership No.125011

Place: Vadodara

Date: 20th May, 2022

UDIN:22125011AJNJAL5360

BALANCE SHEET AS AT 31ST MARCH 2022

(₹ in Lakhs)

Particulars	Note No.	As at 31 st March 2022	As at 31 st March 2021 [^]	As at 1 st April 2020 [^]
I ASSETS				
1 Non-current assets				
(a) Property, Plant and Equipment	5	2,88,279.65	2,48,028.18	2,61,589.44
(b) Mine Development Assets	6	1,487.97	1,782.04	2,082.11
(c) Capital work-in-progress	7	4,127.62	29,246.57	467.28
(d) Right of Use Assets	8	15,410.51	12,658.12	12,997.44
(e) Intangible assets	5	374.39	313.01	406.64
(f) Financial Assets				
(i) Investments	9	14,801.40	8,749.80	5,980.58
(ii) Loans		-	-	4.00
(iii) Others	10	19,925.78	17,784.26	12,654.67
(g) Other non-current assets	11	7,495.05	9,309.00	8,397.29
Total Non-current Assets		3,51,902.37	3,27,870.98	3,04,579.45
2 Current assets				
(a) Inventories	12	22,254.52	22,150.88	16,047.39
(b) Financial Assets				
(i) Trade receivables	13	32,480.58	29,546.84	19,256.39
(ii) Cash and cash equivalents	14	28,234.35	28,463.10	37,004.89
(iii) Bank balances other than (ii) above	15	169.50	171.01	171.69
(iv) Others	16	3,105.58	2,299.49	1,752.80
(c) Current Tax Assets (Net)	17	-	78.35	323.67
(d) Other current assets	18	2,179.69	2,293.19	2,589.93
Total Current Assets		88,424.22	85,002.86	77,146.76
TOTAL ASSETS		4,40,326.59	4,12,873.84	3,81,726.21
II EQUITY AND LIABILITIES				
1 Equity				
(a) Equity Share capital	19	15,125.12	15,125.12	15,125.12
(b) Other Equity	20	2,89,315.80	2,70,375.34	2,54,417.09
Total Equity		3,04,440.92	2,85,500.46	2,69,542.21
2 Deferred Government Grant LIABILITIES	21	4,893.40	5,236.01	5,578.64
3 Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings	22	39,987.14	39,471.42	38,355.71
(ii) Lease Liabilities	23	871.65	423.72	368.22
(iii) Other financial liabilities	24	1,078.83	1,016.44	1,204.45
(b) Provisions	25	23,494.47	21,065.25	19,019.23
(c) Deferred tax liabilities (Net)	26	30,560.65	27,171.90	23,092.44
(d) Other non-current liabilities	27	274.33	336.72	8.20
Total Non-current Liabilities		96,267.07	89,485.45	82,048.25
4 Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	28	11,945.15	8,019.82	6,376.74
(ii) Lease Liabilities	23	68.26	41.98	41.29
(iii) Trade payables	29			
- Micro and Small Enterprises		125.66	90.80	38.69
- Other than Micro and Small Enterprises		8,607.00	7,829.99	8,164.08
(iv) Other financial liabilities	30	10,491.15	13,015.25	7,216.07
(b) Other current liabilities	31	2,145.71	2,313.32	2,188.35
(c) Provisions	32	1,235.79	1,340.76	531.89
(d) Current Tax Liabilities (Net)	33	106.48	-	-
Total Current Liabilities		34,725.20	32,651.92	24,557.11
TOTAL EQUITY AND LIABILITIES		4,40,326.59	4,12,873.84	3,81,726.21
See accompanying notes to the financial statements	1-58			

[^] Restated - Refer note no. 52

As per our report of even date attached

For CNK & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036

Pareen Shah
Partner
Membership No. 125011

Place : Vadodara
Date : 20th May 2022

For and on behalf of the Board

A. K. Rakesh
Chairman
DIN:00063819

K. K. Bhatt
GM (Finance) & CFO

Place : Gandhinagar
Date : 20th May 2022

Vatsala Vasudeva
Managing Director
DIN:07017455



Gujarat Industries Power Company Limited

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2022

		(₹ in Lakhs)		
Particulars	Note No.	For the year ended 31 st March 2022	For the year ended 31 st March 2021 [^]	
I	Revenue from Operations	34	1,17,240.53	1,33,534.85
II	Other Income	35	2,113.40	3,027.63
III	TOTAL INCOME (I + II)		1,19,353.93	1,36,562.48
IV	EXPENSES :			
	Cost of Material Consumed	36	47,818.11	63,245.26
	Generation Expenses	37	14,988.87	13,631.56
	Employee Benefits Expense	38	9,847.03	10,606.73
	Finance Cost	39	2,875.80	3,104.25
	Depreciation and Amortisation Expenses	40	15,093.84	15,504.82
	Other Expenses	41	4,001.04	3,619.76
	TOTAL EXPENSES (IV)		94,624.69	1,09,712.38
V	Profit before Tax (III-IV)		24,729.24	26,850.10
VI	Tax Expenses	42a & b		
	Current Tax		4,367.13	4,911.30
	Deferred Tax		3,231.02	3,961.35
VII	Profit For the year (V-VI)		17,131.09	17,977.45
VIII	Other Comprehensive Income			
a)	Remeasurement of Defined benefit obligations		(0.73)	(255.55)
b)	Equity instruments through OCI		6,051.61	2,739.22
	Items that will not be reclassified to profit or loss		6,050.88	2,483.67
c)	Income tax on above	42c	(157.73)	(116.59)
	Total Other Comprehensive Income (net of tax)		5,893.15	2,367.08
IX	Total Comprehensive Income for the year (VII + VIII) (Comprising Profit and Other Comprehensive Income for the year)		23,024.24	20,344.53
X	Earning per share (Basic and Diluted)	43	11.33	11.89
	See accompanying notes to the financial statements	1 - 58		

[^] Restated - Refer note no. 52

As per our report of even date attached

For CNK & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036

Pareen Shah
Partner
Membership No. 125011

Place : Vadodara
Date : 20th May 2022

For and on behalf of the Board

A. K. Rakesh
Chairman
DIN:00063819

K. K. Bhatt
GM (Finance) & CFO

Place : Gandhinagar
Date : 20th May 2022

Vatsala Vasudeva
Managing Director
DIN:07017455

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2022

I. Equity Share Capital

Particulars	(₹ in Lakhs)
As at 1 st April 2020	15,125.12
Additions / (Reductions)	-
As at 31 st March 2021	15,125.12
As at 1 st April 2021	15,125.12
Additions / (Reductions)	-
As at 31 st March 2022	15,125.12

II. Other Equity

(₹ in Lakhs)

Particulars	Reserve and Surplus					Equity instruments through other comprehensive income	Total
	Capital Redemption Reserve	Expansion Reserve	Securities Premium	General Reserve	Retained earnings		
As at 1 st April 2020	3,455.88	1,07,000.00	33,316.97	1,02,370.00	10,176.65	3,362.53	2,59,682.03
Impact of change in accounting policy (refer note no. 52)	-	-	-	-	(5,264.94)	-	(5,264.94)
Restated balances as at 1st April 2020	3,455.88	1,07,000.00	33,316.97	1,02,370.00	4,911.71	3,362.53	2,54,417.09
Profit for the year	-	-	-	-	17,977.45	-	17,977.45
Other Comprehensive Income for the year (net of tax)	-	-	-	-	-	2,542.36	2,542.36
Re-measurement of Defined Benefit Plans (net of tax)	-	-	-	-	(175.28)	-	(175.28)
Total comprehensive income for the year	3,455.88	1,07,000.00	33,316.97	1,02,370.00	22,713.88	5,904.89	2,74,761.62
Payment of dividends	-	-	-	-	(4,386.28)	-	(4,386.28)
Tax on dividends	-	-	-	-	-	-	-
Transferred from retained earning	-	9,000.00	-	9,000.00	(18,000.00)	-	-
As at 31 st March 2021	3,455.88	1,16,000.00	33,316.97	1,11,370.00	327.60	5,904.89	2,70,375.34
Profit for the year	-	-	-	-	17,131.09	-	17,131.09
Other Comprehensive Income for the year (net of tax)	-	-	-	-	-	5,920.90	5,920.90
Re-measurement of Defined Benefit Plans (net of tax)	-	-	-	-	(27.75)	-	(27.75)
Total comprehensive income for the year	3,455.88	1,16,000.00	33,316.97	1,11,370.00	17,430.94	11,825.79	2,93,399.58
Payment of dividends	-	-	-	-	(4,083.78)	-	(4,083.78)
Tax on dividends	-	-	-	-	-	-	-
Transferred from retained earning	-	-	-	9,000.00	(9,000.00)	-	-
As at 31 st March 2022	3,455.88	1,16,000.00	33,316.97	1,20,370.00	4,347.16	11,825.79	2,89,315.80

As per our report of even date attached

For CNK & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036

Pareen Shah
Partner

Membership No. 125011
Place : Vadodara
Date : 20th May 2022

For and on behalf of the Board

A. K. Rakesh
Chairman
DIN:00063819

K. K. Bhatt
GM (Finance) & CFO

Place : Gandhinagar
Date : 20th May 2022

Vatsala Vasudeva
Managing Director
DIN:07017455



Gujarat Industries Power Company Limited

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH 2022

(₹ in Lakhs)

Particulars	For the year ended 31 st March 2022	For the year ended 31 st March 2021 [^]
[A] CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	24,729.24	26,850.10
Adjustments for:		
Depreciation	15,093.84	15,504.82
Amortisation of Initial Mines Development Expenditure	294.07	300.07
Amortisation of Government Grant	(342.61)	(342.61)
Amortisation of Deferred Income on Security deposits	(62.39)	(58.78)
Unwinding of Lease Liabilities	60.95	40.20
Unwinding of Security deposits	62.39	58.78
Finance Cost	2,752.46	3,005.27
Dividend Income	(98.93)	(94.93)
Interest Income	(1,208.40)	(2,160.32)
(Profit)/Loss on sale of Property, Plant and Equipment (Net)	(198.62)	14.76
Operating Profit/(Loss) before changes in working capital	41,082.00	43,117.36
Adjustment for (Increase)/Decrease in Operating Assets		
Inventories	(103.64)	(6,103.49)
Trade Receivables	(2,933.74)	(10,290.45)
Loans and Advances	-	4.00
Other Assets	(611.67)	(5,229.01)
Adjustment for Increase/(Decrease) in Operating Liabilities		
Trade Payables	811.87	(654.15)
Other Liabilities and Provisions	2,218.32	3,334.41
Cash flow from operations after changes in working capital	40,463.14	24,178.67
Net Direct Taxes (Paid)/Refunded	(4,260.46)	(4,853.42)
Net Cash Flow from/(used in) Operating Activities	36,202.68	19,325.25
[B] CASH FLOW FROM INVESTING ACTIVITIES		
Acquisition of PPE (including CWIP & Capital Advances)	(34,074.46)	(23,905.38)
Sale of Property, Plant and Equipment	1,062.48	0.25
Payment for ROU Assets	(258.31)	(88.00)
Purchase of Investment	-	(30.00)
Interest Received	1,118.45	2,554.91
Dividend Received	98.93	94.93
Bank Balances not considered as Cash and Cash Equivalents	(1,925.49)	(1,757.47)
Net Cash Flow from/(used in) Investing Activities	(33,978.40)	(23,130.76)

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH 2022

(₹ in Lakhs)

Particulars	For the year ended 31 st March 2022	For the year ended 31 st March 2021 [^]
[C] CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowings	8,950.00	6,050.00
Repayment of Borrowings	(4,934.28)	(6,052.79)
Net Increase/(Decrease) in Working Capital Borrowings	425.33	2,761.58
Payment of Lease Liabilities	(57.84)	(44.62)
Finance Cost Paid	(2,752.46)	(3,064.17)
Dividend paid on Equity Shares	(4,083.78)	(4,386.28)
Net Cash Flow from/(used in) Financing Activities	(2,453.03)	(4,736.28)
Net Increase/ (Decrease) in Cash and Cash Equivalents	(228.75)	(8,541.79)
Cash & Cash Equivalents at beginning of the year	28,463.10	37,004.89
Cash and Cash Equivalents at end of the year	28,234.35	28,463.10
Notes		
i. Cash and Cash equivalents comprise of:		
Cash on Hands	0.62	1.13
Balance with Banks	28,233.73	28,461.97
Cash and Cash equivalents	28,234.35	28,463.10
ii. Reconciliation of Liabilities from financial activities:		
Long-term Borrowings		
Opening Balance	44,405.71	44,408.50
Cash Flows	4,015.72	(2.79)
Closing Balance	48,421.43	44,405.71
Short-term Borrowings		
Opening Balance	3,085.53	323.95
Cash Flows	425.33	2,761.58
Closing Balance	3,510.86	3,085.53
Lease Liabilities		
Opening Balance	465.70	409.51
Addition during the year	471.10	60.61
Finance Cost	60.95	40.20
Cash Flows	(57.84)	(44.62)
Closing Balance	939.91	465.70

iii. The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard 7 - "Statement of Cash Flows".

[^] Restated - Refer note no. 52

As per our report of even date attached

For CNK & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036

Pareen Shah
Partner
Membership No. 125011

Place : Vadodara
Date : 20th May 2022

For and on behalf of the Board

A. K. Rakesh
Chairman
DIN:00063819

K. K. Bhatt
GM (Finance) & CFO

Place : Gandhinagar
Date : 20th May 2022

Vatsala Vasudeva
Managing Director
DIN:07017455



NOTES TO THE FINANCIAL STATEMENTS

1. Corporate Information

Gujarat Industries Power Company Limited ('GIPCL' or 'the Company') is a public limited company domiciled and incorporated in India having its registered office at P.O.: Ranoli - 391 350, Dist.: Vadodara (CIN: L99999GJ1985PLC007868). The Company's equity shares are listed and traded on Indian Stock Exchanges (National Stock Exchange and Bombay Stock Exchange). The Company is engaged in generation of power from gas, lignite, wind and solar. The Principal places of business are located in Gujarat, India.

2. Application of Indian Accounting Standard

All the Indian Accounting Standards issued under section 133 of the Companies Act, 2013 and notified by the Ministry of Corporate Affairs (MCA) under the Companies (Indian Accounting Standards) Rules, 2015, as amended till the financial statements are approved have been considered in preparation of these Financial Statements.

Recent Accounting Pronouncements:

i. Ind AS 16 - Property Plant and Equipment

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any significant impact in its recognition of its property, plant and equipment in its financial statements.

ii. Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

iii. Ind AS 103 - Business Combinations

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company expect that the amendment will have no impact in its financial statements.

iv. Ind AS 106 - Exploration for and Evaluation of Mineral Resources

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company expect that the amendment will have no impact in its financial statements.

v. Ind AS 109 - Financial Instruments

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

3. Significant Accounting Policies

i. Statement of compliance

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) except in so far as the said provisions are inconsistent with the provision of the Electricity Act, 2003. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended.

ii. Basis of Preparation

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.



NOTES TO THE FINANCIAL STATEMENTS

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

As the operating cycle cannot be identified in normal course due to the special nature of industry, the same has been assumed to have duration of 12 months. Accordingly, all assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Ind AS-1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

The Financial Statements are presented in Indian Rupees and all values are rounded off to the nearest two decimals of lakhs, unless otherwise stated.

Fair value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- Level 3 inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or company's assumptions about pricing by market participants.

iii. Property, Plant & Equipment

The Company had elected to continue with the carrying value of its other Property Plant & Equipment (PPE) recognised as of 1st April, 2015 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101 except for decommissioning liabilities included in the cost of other Property Plant & Equipment (PPE) which has been adjusted in terms of para D 21 of Ind AS 101 'First -time Adoption of Indian Accounting Standards'.

Property, Plant & Equipment (PPE) comprises of Tangible assets and Capital Work in progress. PPE are stated at cost, net of tax / duty credit availed, if any, after reducing accumulated depreciation and accumulated impairment loss until the date of the Balance Sheet. The cost of PPE comprises of its purchase price or its construction cost (net of applicable tax credit, if any), any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the management and decommissioning costs. Direct costs are capitalized until the asset is ready for use and includes borrowing cost capitalised in accordance with the Company's accounting policy.

Works under erection / installation / execution (including such work pertaining to a new project) are shown as Capital Work in Progress.

Capital Spares which can be used only in connection with an item of tangible assets and whose use is not of regular nature are capitalized at cost.

Subsequent expenditure is recognised as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

Expenditure on capital overhauling and major inspection is capitalised, when it meets the asset recognition criteria.

An item of PPE is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the PPE. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the PPE and is recognised in the Statement of Profit and Loss.

Freehold Land is not depreciated. Depreciation of the PPE other than Freehold Land commences when the assets are ready for their intended use. Depreciation on all PPE (except capital spares) is provided on straight line method as per rates and methodology notified by the Central Electricity Regulatory Commission (Terms and Conditions of Tariff) Regulations, 2014 for Thermal Power Plants and Central Electricity Regulatory Commission (Terms and Conditions for Tariff determination from Renewable Energy Sources) Regulations, 2017 for Renewable Power Plants.



NOTES TO THE FINANCIAL STATEMENTS

Capital Spares are depreciated over the useful life of such Spares but not exceeding the remaining useful life of related tangible asset. In case of fully depreciated tangible asset, remaining useful life is considered as technically evaluated by the management.

Cost of capital overhauling and major inspection which have been capitalised are depreciated over the period until the next scheduled or actual major inspection and capital overhauling occurs, whichever is earlier.

Depreciation on additions / deletions to PPE during the year is provided for on a pro-rata basis with reference to the date of additions / deletions except low value items not exceeding ₹ 5,000/- which are fully depreciated at the time of addition. Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

Assets are identified with power generating units / power plants. The useful life of PPE is considered based on the period of Power Purchase Agreement for the respective plants or life prescribed under Central Electricity Regulatory Commission (Terms and condition of Tariff) Regulation, 2014 for Thermal Power Plants or Central Electricity Regulatory Commission (Terms and Conditions for Tariff determination from Renewable Energy Sources) Regulations, 2017 for Renewable Power Plants, whichever is higher.

The estimated useful lives, residual values and depreciation method are reviewed on an annual basis and if necessary, changes in estimates are accounted for prospectively.

iv. **Mine Development Asset**

Mine Development asset comprises of initial expenditure for lignite mines and expenditure for removal of overburden. It is amortized as per the provisions of Fuel Price Mechanism agreed by the Company with the Buyer. Such amortization is based either on quantity of Lignite actually extracted during the year or period based fixed amortization on a yearly basis as per the respective provisions of the Fuel Price Agreement referred above. However, the Amortization method, in case of any mine, once agreed under the Fuel Price Mechanism, is consistently applied over the life of mine.

v. **Intangible Assets**

The Company had elected to continue with the carrying value of all of its Intangible Assets recognised as of 1st April, 2015 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101 'First-time Adoption of Indian Accounting Standards'.

Intangible assets with finite useful life acquired separately, are recognized only if it is probable that future economic benefits that are attributable to the assets will flow to the enterprise and the cost of assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible Assets under development includes the cost of assets.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in the Statement of Profit and Loss when the asset is derecognized.

Depreciation on all intangible assets is provided on straight line method as per rates and methodology notified by the Central Electricity Regulatory Commission (Terms and Conditions of Tariff) Regulations, 2014 for Thermal Power Plants and Central Electricity Regulatory Commission (Terms and Conditions for Tariff determination from Renewable Energy Sources) Regulations, 2017 for Renewable Power Plants.

vi. **Impairment of Assets**

The Company reviews at the end of each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit & Loss. If at the end of reporting period, there is an indication that there is reversal of the previously assessed impairment loss, the recoverable amount is reassessed and the asset is reflected at the recoverable amount, such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss was recognised for the asset or cash generating unit in prior years. A reversal of an impairment loss is recognised in the Statement of Profit & Loss.



NOTES TO THE FINANCIAL STATEMENTS

vii. Non-current Assets held for Sale

Non-current assets or disposal groups classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Non-current assets or disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification as held for sale and actions required to complete the plan of sale should indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, Plant and Equipment and Intangible Assets are not depreciated or amortized once classified as held for sale.

viii. Government Grant

Government grants, including non-monetary grants at fair value are not recognized until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.

Specifically, Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets and non-monetary grants are recognized and disclosed as Deferred Income in the Balance Sheet and transferred to the Statement of Profit and Loss on a systematic and rational basis over the useful lives of the related assets.

ix. Inventories

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

a. Raw Materials- Fuel (other than Lignite from Captive Mines)

Weighted Average Cost

b. Lignite

Absorption costing

c. Stores and Spares

Weighted Average Cost

x. Mine Closure Expenditure

Progressive mine closure expenses are accounted as and when incurred. Annual cost of mine closure is provided as per the guidelines for preparation of mine closure plan issued by Ministry of Coal from time to time.

xi. Revenue Recognition

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

Revenue is measured at the transaction price of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

Contract assets are recognized when there is right to consideration in exchange for goods or services that are transferred to a customer and when that right is conditioned on something other than the passage of time.

Revenue from Operation:

- a. Revenue from sale of power is recognized when no significant uncertainty as to the measurability or ultimate collection exists.
- b. Delayed payment charges under Power Purchase Agreements are recognized, on grounds of prudence, as and when recovered.



NOTES TO THE FINANCIAL STATEMENTS

Other Income:

- a. Interest on investment is booked on a time proportion basis taking into account the amounts invested and the rate of interest.
- b. Dividend income is recognized when the right to receive payment is established.
- c. Claims lodged with insurance company in respect of risk insured are accounted on admittance basis.
- d. Other income is recognized on accrual basis except when realization of such income is uncertain.
- e. Liquidated damages / penalties deducted from suppliers / contractors are recognized as income or credited to the cost of assets at the time of final settlement. Till such time, they are shown under liabilities.

xii. Leases

As a lessee

The Company's leased assets primarily consist of leases for land. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases and corresponding Right-of-use Asset. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The Right-of-use Assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses and adjusted for any remeasurement of the lease liability.

Right-of-use Assets are depreciated on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

xiii. Foreign Exchange Transactions

The functional currency of the Company is Indian Rupees which represents the currency of the primary economic environment in which it operates. Transactions in currencies other than the Company's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated using closing exchange rate prevailing on the last day of the reporting period. Exchange differences on monetary items are recognized in the Statement of Profit and Loss in the period in which they arise.

xiv. Employee Benefits

Employee benefits include salaries, wages, provident fund, gratuity, leave encashment, compensated absences and post-retirement medical benefits.

a. Short-term employee benefits

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



NOTES TO THE FINANCIAL STATEMENTS

b. Defined contribution plans

Employee Benefit under defined contribution plans comprising of provident fund, superannuation fund and pension scheme are recognized based on the undiscounted amount of obligations of the Company to contribute to the plan. Company's contribution is paid to a fund administered through a separate trust.

c. Defined benefit plans

Defined Benefit plans comprising of gratuity and post-retirement medical benefits are recognized based on the present value of defined benefit obligation which is computed using the projected unit credit method, with actuarial valuations being carried out by an Independent Actuary.

Net interest on the net defined liability is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset and is recognised in the Statement of Profit and Loss.

Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest as defined above), are recognized in other comprehensive income in the period in which they occur and are not subsequently reclassified to profit and loss.

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

d. Other long-term employee benefits

Other long-term employee benefit comprises of leave encashment, these are recognized based on the present value of defined obligation which is computed using the projected unit credit method, with actuarial valuations being carried out by an Independent Actuary. These are accounted either as current employee cost or included in cost of assets as permitted.

xv. Taxes on Income

Income tax expense represents the sum of the current tax expense and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in current / other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax assets in the Balance Sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.



NOTES TO THE FINANCIAL STATEMENTS

Current and deferred tax for the year

Current and deferred tax are recognized in Statement of Profit or Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

xvi. Borrowing Costs

Borrowing Cost specifically identified to the acquisition or construction of qualifying assets is capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

xvii. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent liabilities are disclosed in the financial statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

Contingent assets are not recognized but disclosed in the financial statements when an inflow of economic benefits is probable.

xviii. Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

xix. Financial Assets

a. Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

b. Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost using the effective interest method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.



NOTES TO THE FINANCIAL STATEMENTS

- c. Financial assets at fair value through other comprehensive income**
 Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
 The Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of equity investments not held for trading.
- d. Financial assets at fair value through profit or loss**
 Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition.
- e. Impairment of Financial assets**
 The Company assesses at each Balance Sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 months expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.
- f. Derecognition of financial assets**
 The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expires, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.
 On derecognition of a financial asset in its entirety, (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in Statement of Profit and Loss.
- xx. Financial liabilities and equity instruments**
- a. Financial liabilities are measured at amortized cost using the effective interest method.**
- b. Effective interest method**
 The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.
- c. Equity instruments**
 An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.
- d. Derecognition of financial liabilities**
 The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of Profit or Loss.
- e. The Company designates certain hedging instruments, such as derivatives, such as forward contracts, as either fair value hedges or cash flow hedges. Hedges of foreign exchange risk on firm commitments are accounted as cash flow hedges.**
 Cash flow hedges: In case of transaction related hedges, the effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated in equity as 'hedging reserve'. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss. Amounts previously recognised in other comprehensive income and accumulated



NOTES TO THE FINANCIAL STATEMENTS

in equity relating to the effective portion, are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same head as the hedged item. The effective portion of the hedge is determined at the lower of the cumulative gain or loss on the hedging instrument from inception of the hedge and the cumulative change in the fair value of the hedged item from the inception of the hedge and the remaining gain or loss on the hedging instrument is treated as ineffective portion.

xxi. Statement of Cash Flows

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

4. i. Critical Accounting Judgments and Key Sources of Estimation Uncertainty

Inherent in the application of many of the accounting policies used in preparing the Financial Statements is the need for GIPCL Management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Actual outcomes could differ from the estimates and assumptions used.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

ii. Critical judgments in applying accounting policies

The following is the critical judgment, apart from those involving estimations (Refer note 4.iii), that the Management has made in the process of applying the Company's accounting policies and that has the significant effect on the amounts recognized in the Financial Statements.

Evaluation of indicators for impairment of Property, Plant and Equipment

The evaluation of applicability of indicators of impairment of assets requires assessment of external factors (significant decline in asset's value, economic or legal environment, market interest rates etc.) and internal factors (obsolescence or physical damage of an asset, poor economic performance of the asset etc.) which could result in significant change in recoverable amount of the Property, Plant and Equipment.

iii. Assumption and key sources of estimation uncertainty

Information about estimates and assumptions that have the significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may differ from these estimates.

a. Defined Benefit Obligation (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

b. Investments in Unquoted Equity Instruments

The unquoted investments of the Company are measured at fair value for financial reporting purposes. In estimating the fair value of the investment, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party valuers, where required, to perform the valuation.

NOTES TO THE FINANCIAL STATEMENTS

5 Property, Plant & Equipment and Intangible Assets

(₹ in Lakhs)

Particular	Tangible Assets						Intangible Assets		TOTAL	
	Freehold Land*	Building	Plant and Machinery	Capital Spares	Furniture and Fixture	Office Equipments	Vehicles	Total		Computer Software
Gross Block										
As at 1 st April 2020	20,554.98	34,495.93	2,77,005.22	1,389.73	330.97	1,907.27	81.17	3,35,765.26	1,055.37	3,36,820.63
Additions during the year	-	58.13	1,320.04	-	13.68	145.04	-	1,536.89	21.71	1,558.60
Deductions/ adjustment during the year	(181.55)	-	-	-	(2.92)	(19.04)	-	(203.51)	(0.41)	(203.92)
As at 31 st March 2021	20,373.43	34,554.06	2,78,325.26	1,389.73	341.73	2,033.27	81.17	3,37,098.64	1,076.67	3,38,175.31
Additions during the year	-	992.89	54,854.36	-	14.72	120.21	-	55,982.18	165.90	56,148.08
Deductions/ adjustment during the year	(450.59)	-	(1,100.27)	-	-	(3.72)	-	(1,554.58)	-	(1,554.58)
As at 31 st March 2022	19,922.84	35,546.95	3,32,079.35	1,389.73	356.45	2,149.76	81.17	3,91,526.24	1,242.57	3,92,768.81
Impairment										
As at 1 st April 2020	-	-	172.28	-	-	-	-	172.28	-	172.28
Addition / Disposal	-	-	-	-	-	-	-	-	-	-
As at 31 st March 2021	-	-	172.28	-	-	-	-	172.28	-	172.28
Addition / Disposal	-	-	-	-	-	-	-	-	-	-
As at 31 st March 2022	-	-	172.28	-	-	-	-	172.28	-	172.28
Accumulated Depreciation										
As at 1 st April 2020	-	8,701.52	63,153.11	1,016.99	125.02	983.57	23.33	74,003.54	648.73	74,652.27
Depreciation during the year	-	1,757.35	12,901.13	55.86	22.74	156.54	7.98	14,901.60	115.33	15,016.93
Deductions/ adjustment during the year	-	-	-	-	(0.36)	(6.59)	-	(6.95)	(0.41)	(7.36)
As at 31 st March 2021	-	10,458.87	76,054.24	1,072.85	147.40	1,133.52	31.31	88,898.19	763.66	89,661.84
Depreciation during the year	-	1,296.09	12,928.78	51.26	14.48	121.01	4.64	14,416.26	104.53	14,520.79
Deductions/ adjustment during the year	-	-	(238.04)	-	-	(2.09)	-	(240.13)	-	(240.13)
As at 31 st March 2022	-	11,754.96	88,744.98	1,124.11	161.88	1,252.44	35.95	1,03,074.32	868.18	1,03,942.50
Net Block As at 31 st March 2021	20,373.43	24,095.19	2,02,098.74	316.88	194.33	899.75	49.86	2,40,028.18	313.01	2,40,341.19
Net Block as at 31 st March 2022	19,922.84	23,791.99	2,43,162.09	265.62	194.57	897.32	45.22	2,88,279.65	374.39	2,88,654.04

* Title deeds are held in the name of the Company

Notes:

- In accordance with the Indian Accounting Standard (Ind AS 36) on "Impairment of Assets", the Company had carried out an exercise to identify the assets that were required to be impaired in respect of cash generating unit in accordance with the said Indian Accounting Standard. Based on the exercise, provision for impairment of Assets had been made. Primary reason for impairment was expiry of Power Purchase Agreement (PPA) with GUVNL and there being no other significant cash flows in the near future for the respective assets. Though the PPA has been renewed by GUVNL for a medium term; it is expected that cash flows for the respective assets envisaged are not significant; and hence no reversal of impairment is done.
- The Company had elected to continue with the carrying value of its Property Plant & Equipment (PPE) and Intangible Assets recognised as of 1st April, 2015 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101 except for decommissioning liabilities included in the cost of Property Plant & Equipment (PPE) which has been adjusted in terms of para D 21 of Ind AS 101 'First-time Adoption of Indian Accounting Standards'.



NOTES TO THE FINANCIAL STATEMENTS

		(₹ in Lakhs)	
6	Mine Development Assets*	As at 31 st March 2022	As at 31 st March 2021
	Initial Development Expenditure	1,487.97	1,782.04
	TOTAL	1,487.97	1,782.04

*Refer note no. 52

		(₹ in Lakhs)	
		As at 31 st March 2022	As at 31 st March 2021
	Initial Development Expenditure		
	Gross Block		
	Opening Balance	5,756.56	5,756.56
	Addition/(Deduction) during the year	-	-
	Closing Balance	5,756.56	5,756.56
	Accumulated Amortisation		
	Opening Balance	3,974.52	3,674.45
	Amortised during the year	294.07	300.07
	Closing Balance	4,268.59	3,974.52
	Net Block	1,487.97	1,782.04

		(₹ in Lakhs)	
7.	Capital Work in Progress	As at 31 st March 2022	As at 31 st March 2021
a.	Opening Balance	29,246.57	467.28
	Addition/(Deduction) during the year*	28,137.49	28,807.01
	Capitalised during the year	(53,256.44)	(27.72)
	Closing Balance	4,127.62	29,246.57

* It includes borrowing cost of ₹ 152.38 lakhs (P.Y. ₹ 91.52 lakhs).

		(₹ in Lakhs)	
b.	Ageing Schedule	As at 31 st March 2022	As at 31 st March 2021
	Projects in progress		
	less than 1 year	2,438.90	28,807.01
	1-2 years	1,688.72	51.98
	2-3 years	-	-
	more than 3 years	-	387.58
	TOTAL	4,127.62	29,246.57



NOTES TO THE FINANCIAL STATEMENTS

8	Right-of-use Assets	(₹ in Lakhs)	
		As at 31 st March 2022	As at 31 st March 2021
	Leasehold Land (refer note 23b)		
	Opening Balance	12,658.12	12,997.44
	Addition during the year	3,325.44	148.57
	Depreciation charged during the year	(573.05)	(487.89)
	Closing Balance	15,410.51	12,658.12
9.	Non- Current Investments	(₹ in Lakhs)	
a.		As at 31 st March 2022	As at 31 st March 2021
	Investments in Equity Instruments		
	QUOTED		
	11,03,360 (P.Y. 11,03,360) Equity Shares of Gujarat Alkalies and Chemicals Limited of ₹ 10/- each (Fully paid)	9,885.00	3,802.18
	5,32,890 (P.Y. 5,32,890) Equity Shares of Gujarat Gas Limited of ₹ 2/- each (Fully paid)	2,678.57	2,929.56
	Total	12,563.57	6,731.74
	UNQUOTED		
	In Others		
	97,18,181 (P.Y. 97,18,181) Equity Shares of Gujarat State Energy Generation Limited of Rs. 10/- each (Fully paid)	1,281.83	1,136.06
	1,00,00,000 (P.Y. 1,00,00,000) Equity Shares of GSPC LNG Limited of ₹ 10/- each (Fully paid)	926.00	852.00
	3,00,000 (P.Y. 3,00,000) Equity Shares of Vadodara Jal Sanchay Private Limited of ₹ 10 each (fully paid)	30.00	30.00
	Total	2,237.83	2,018.06
	TOTAL	14,801.40	8,749.80
	Refer note no. 50 (IV)		
b.		As at 31 st March 2022	As at 31 st March 2021
	Aggregate cost of quoted investments	561.68	561.68
	Aggregate market value of quoted investments	12,563.57	6,731.74
	Aggregate carrying value of unquoted investments	2,237.83	2,018.06



NOTES TO THE FINANCIAL STATEMENTS

		(₹ in Lakhs)	
		As at 31 st March 2022	As at 31 st March 2021
c. Other investments			
	Financial assets carried at fair value through other comprehensive income		
	Investment in equity instruments		
	- Gujarat Alkalies and Chemicals Limited	9,885.00	3,802.18
	- Gujarat Gas Limited	2,678.57	2,929.56
	- Gujarat State Energy Generation Limited	1,281.83	1,136.06
	- GSPC LNG Limited	926.00	852.00
	- Vadodara Jal Sanchay Private Limited	30.00	30.00
	TOTAL	14,801.40	8,749.80
10. Other Financial Assets			(₹ in Lakhs)
		As at 31 st March 2022	As at 31 st March 2021
	Unsecured Considered good		
	Escrow Account*	16,223.35	14,297.85
	Security Deposits	3,702.43	3,486.41
	TOTAL	19,925.78	17,784.26
	* Mines Closure deposits consist of ₹14,135.25 Lakhs (P.Y. ₹11,948.74 lakhs)		
11. Other Non-Current Assets			(₹ in Lakhs)
		As at 31 st March 2022	As at 31 st March 2021
	Unsecured (Considered good)		
	Capital Advance	3,060.35	4,745.47
	Others	148.77	148.77
	Prepaid Expenses - Security Deposit	1,170.69	1,377.68
	Advance tax (net of provisions)	3,115.24	3,037.08
	TOTAL	7,495.05	9,309.00
12. Inventories			(₹ in Lakhs)
		As at 31 st March 2022	As at 31 st March 2021
	Raw Materials (Fuel)	9,377.50	10,012.60
	Stores and Spares	12,877.02	12,138.28
	TOTAL	22,254.52	22,150.88
	Refer note 3(ix) for valuation policy		
13. Trade Receivables			(₹ in Lakhs)
a.		As at 31 st March 2022	As at 31 st March 2021
	Considered good - Unsecured	32,480.58	29,546.84
	TOTAL	32,480.58	29,546.84



NOTES TO THE FINANCIAL STATEMENTS

b. Ageing Schedule

	(₹ in Lakhs)	
	As at 31 st March 2022	As at 31 st March 2021
Undisputed Trade receivables - considered good		
- not due	21,680.25	18,815.91
- less than 6 months	5,617.93	9,328.17
- 6 months - 1 year	1,127.96	1,258.94
- 1-2 years	3,990.23	99.96
- 2-3 years	64.21	43.86
TOTAL	32,480.58	29,546.84

- c. Generally, the Company enters into long-term electrical energy sales arrangement with its customers. The credit period on sales of electrical energy is normally 30 to 60 days. Interest is charged at agreed rate as per contract terms on the overdue balance.

As at 31st March 2022, the Company had 2 (P.Y. 4) customers having outstanding more than 5% of total trade receivables that accounted for at 96.26% (P.Y. 96.66%) of total trade receivables outstanding.

Accordingly, the Company assesses impairment loss on dues from its customers based on facts and circumstances relevant to each transaction. Usually, Company collects all its receivables from its customers within due date.

The Company has concentration of credit risk due to the fact that the Company has significant receivables from Public Sector Undertakings which are reputed and creditworthy undertaking.

14. Cash and Cash Equivalents

	(₹ in Lakhs)	
	As at 31 st March 2022	As at 31 st March 2021
Cash on hand	0.62	1.13
Balances with Banks:		
- In current account	9.73	31.97
- In deposit account	28,224.00	28,430.00
TOTAL	28,234.35	28,463.10

The deposits maintained by the Company with banks comprises of time deposit, which can be withdrawn by the Company at any point without prior notice or penalty on the principal.

15. Other Bank Balances

	(₹ in Lakhs)	
	As at 31 st March 2022	As at 31 st March 2021
Earmarked bank balances*	169.50	171.01
TOTAL	169.50	171.01

* These balances pertain to amount deposited in unclaimed dividend account which is earmarked for payment of dividend and cannot be used for any other purpose.



NOTES TO THE FINANCIAL STATEMENTS

16. Other Financial Assets		(₹ in Lakhs)	
		As at 31 st March 2022	As at 31 st March 2021
Unsecured (Considered good)			
Other Receivables		2,131.47	1,165.33
Contract Assets		768.00	768.00
Security Deposit		-	250.00
Interest Accrued		206.11	116.16
	TOTAL	3,105.58	2,299.49
17. Current Tax Assets (Net)		(₹ in Lakhs)	
		As at 31 st March 2022	As at 31 st March 2021
Advance tax (net of provisions)		-	78.35
	TOTAL	-	78.35
18. Other Current Assets		(₹ in Lakhs)	
		As at 31 st March 2022	As at 31 st March 2021
Unsecured (Considered good)			
Prepaid Expenses		559.24	517.56
Balance with Govt. Authorities		918.92	733.76
Advances to suppliers and others		701.53	1,041.87
Unsecured (Considered doubtful)			
Other Advances		37.50	37.50
Less: Provision for Impairment		(37.50)	(37.50)
	TOTAL	2,179.69	2,293.19
Movement of Impairment:		(₹ in Lakhs)	
		As at 31 st March 2022	As at 31 st March 2021
Opening Balance		37.50	37.50
Provision during the year		-	-
Closing Balance		37.50	37.50
19. Equity Share Capital		(₹ in Lakhs)	
		As at 31 st March 2022	As at 31 st March 2021
Authorised			
32,50,00,000 Equity Shares of ₹10/- each		32,500.00	32,500.00
61,00,000 Cumulative Redeemable Preference Shares (With dividend not exceeding 15% p.a.) of ₹100/- each		6,100.00	6,100.00
	TOTAL	38,600.00	38,600.00
Issued, Subscribed and Paid Up			
15,12,51,188 Equity Shares of ₹10/- each fully paid		15,125.12	15,125.12
	TOTAL	15,125.12	15,125.12



NOTES TO THE FINANCIAL STATEMENTS

- a) A reconciliation of number of shares outstanding at the beginning and at the end of reporting period is as under:

	No. of shares	₹ in lakhs
As at 1 st April 2020	15,12,51,188	15,125.12
Additions/(Reductions)	-	-
As at 31 st March 2021	15,12,51,188	15,125.12
As at 1 st April 2021	15,12,51,188	15,125.12
Additions/(Reductions)	-	-
As at 31 st March 2022	15,12,51,188	15,125.12

- b) List of share holders holding more than 5% shares

Name of Share Holders	As at 31 st March 2022		As at 31 st March 2021	
	No. of shares	%	No. of shares	%
Gujarat Urja Vikas Nigam Limited	3,83,84,397	25.38	3,83,84,397	25.38
Gujarat Alkalies & Chemicals Limited	2,30,88,980	15.27	2,30,88,980	15.27
Gujarat State Fertilizers & Company Limited	2,23,62,784	14.79	2,23,62,784	14.79

- c) Shareholding of Promoters

Name of Share Holders	As at 31 st March 2022		As at 31 st March 2021	
	No. of shares	%	No. of shares	%
Gujarat Urja Vikas Nigam Limited	3,83,84,397	25.38	3,83,84,397	25.38
Gujarat Alkalies & Chemicals Limited	2,30,88,980	15.27	2,30,88,980	15.27
Gujarat State Fertilizers & Company Limited	2,23,62,784	14.79	2,23,62,784	14.79
Liquidator Petrofils Co Operative Limited	4,00,000	0.26	4,00,000	0.26
TOTAL	8,42,36,161	55.69	8,42,36,161	55.69

- d) Right, preferences and restrictions attached to Equity shares :

For all matters submitted to vote in a shareholders meeting of the Company every holder of an equity share as reflected in the records of the Company on the date of the shareholders meeting shall have one vote in respect of each share held. Any dividend declared by the company shall be paid to each holder of Equity shares in proportion to the number of shares held to total equity shares outstanding as on that date. In the event of liquidation of the Company all preferential amounts, if any, shall be discharged by the Company. The remaining assets of the Company shall be distributed to the holders of equity shares in proportion to the number of shares held to the total equity shares outstanding as on that date.

20. Other Equity

	(₹ in Lakhs)	
	As at 31 st March 2022	As at 31 st March 2021
Capital Redemption Reserve	3,455.88	3,455.88
Expansion Reserve	1,16,000.00	1,16,000.00
Securities Premium	33,316.97	33,316.97
General Reserve	1,20,370.00	1,11,370.00
Retained earnings	4,347.16	327.60
Equity instruments through other comprehensive income	11,825.79	5,904.89
TOTAL	2,89,315.80	2,70,375.34



NOTES TO THE FINANCIAL STATEMENTS

	(₹ in Lakhs)	
	As at 31 st March 2022	As at 31 st March 2021
Capital Redemption Reserve (Refer note 20 a)		
Balance at the beginning of the year	3,455.88	3,455.88
Addition/(Deduction) during the year	-	-
Balance at the end of the year	3,455.88	3,455.88
Expansion Reserve (Refer note 20 b)		
Balance at the beginning of the year	1,16,000.00	1,07,000.00
Addition/(Deduction) during the year	-	9,000.00
Balance at the end of the year	1,16,000.00	1,16,000.00
Securities Premium (Refer note 20 c)		
Balance at the beginning of the year	33,316.97	33,316.97
Addition/(Deduction) during the year	-	-
Balance at the end of the year	33,316.97	33,316.97
General Reserve (Refer note 20 d)		
Balance at the beginning of the year	1,11,370.00	1,02,370.00
Addition/(Deduction) during the year	9,000.00	9,000.00
Balance at the end of the year	1,20,370.00	1,11,370.00
Retained earnings (Refer note no. 52)		
Balance at the beginning of the year	327.60	4,911.71
Profit for the year	17,131.09	17,977.45
Remeasurement of Defined benefit plans	(27.75)	(175.28)
Transfer to Expansion Reserve	-	(9,000.00)
Transfer to General Reserve	(9,000.00)	(9,000.00)
Dividend paid (Refer note no. 20f)	(4,083.78)	(4,386.28)
Balance at the end of the year	4,347.16	327.60
Equity instruments through other comprehensive income (Refer note 20 e)		
Balance at the beginning of the year	5,904.89	3,362.53
Changes in Fair value of investment	5,920.90	2,542.36
Balance at the end of the year	11,825.79	5,904.89
TOTAL	2,89,315.80	2,70,375.34

- a. Capital Redemption Reserve represents reserve created initially at the time of redemption of 13% Cumulative Redeemable Preference Shares amounting to ₹ 5,005 Lakhs and at the time of redemption of 13.5% Cumulative Redeemable Preference shares amounting to ₹2,495 Lakhs. It was thereafter reduced by ₹ 4,044.12 Lakhs upon subsequent issue in October 2005 of 40,441,176 equity shares of ₹ 10 each.
- b. Expansion reserve represents the amount kept aside for future expansion before distributing dividend from the distributable profit.
- c. Securities premium reserve is used to record the premium on issue of equity shares. The reserve is utilised in accordance with the provisions of the Companies Act 2013.
- d. The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General Reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve is not reclassified subsequently to the Statement of profit and loss.



NOTES TO THE FINANCIAL STATEMENTS

- e. The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. This reserve represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income. The company transfers amounts from this reserve to retained earnings when the relevant equity securities are disposed.
- f. The amount that can be distributed by the Company as dividends to its equity shareholders is determined considering the requirements of the Companies Act, 2013.
On 23rd September 2021, a dividend of ₹ 2.70 per share (Total dividend ₹ 4,083.78 lakhs) was paid to holders of fully paid equity shares. On 15th December 2020, a dividend of ₹ 2.90 per share (Total dividend ₹ 4,386.28 lakhs) was paid to holders of fully paid equity shares.
- g. In respect of the year ended 31st March 2022, the Board of Directors has proposed a final dividend of ₹ 2.50 per share be paid on fully paid equity shares. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares. The total estimated equity dividend would result in total cash outflow of ₹ 3,781.28 lakhs.

21. Deferred Government Grant	(₹ in Lakhs)	
	As at 31 st March 2022	As at 31 st March 2021
Government Grant towards Capital Assets	4,893.40	5,236.01
TOTAL	4,893.40	5,236.01
Movement of Deferred Government Grant	(₹ in Lakhs)	
	As at 31 st March 2022	As at 31 st March 2021
Opening balance	5,236.01	5,578.62
Amortised during the year	(342.61)	(342.61)
Closing Balance	4,893.40	5,236.01
22. Non- Current Financial Liabilities	(₹ in Lakhs)	
	As at 31 st March 2022	As at 31 st March 2021
Borrowings - Secured		
Term Loan from Banks	39,987.14	39,471.42
TOTAL	39,987.14	39,471.42

- 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 (Wind projects and Solar Projects). Further, the Term Loan from Banks are secured by a first charge by way of hypothecation of all the movable (save and except Book Debts) including tangible movable machinery, spares, tools and accessories, both present and future, ranking pari passu, subject to prior charge created/to be created on current assets and receivables in favour of Company's Bankers for working capital arrangement, pertaining to the Company's Plants (Wind projects and Solar Projects).



NOTES TO THE FINANCIAL STATEMENTS

b. Term Loans from Banks consists of the following: (₹ in Lakhs)

Name of Bank	As at 31 st March 2022	Current Maturities of Loan	As at 31 st March 2021	Current Maturities of Loan
Axis Bank - Solar Power Plants	5,650.00	1,520.00	7,170.00	1,520.00
Bank of Baroda*- Solar Power Plant	15,000.00	3,500.00	6,050.00	-
Central Bank of India - Solar Power Plant	8,571.43	714.29	9,285.71	714.29
State Bank of India- Wind Power Plants	19,200.00	2,700.00	21,900.00	2,700.00
TOTAL	48,421.43	8,434.29	44,405.71	4,934.29

c. The terms of repayment of the above loans are as follows:

Name of Banks	Rate of Interest (based on MCLR)	Amount of Installments per quarter (₹ in lakhs)	No of quarterly Installments outstanding after 31-03-2022	Date of Maturity
Axis Bank	7.15% (7.20%)	380.00	14 (18)	31 st December 2025
		330.00	1 (1)	
Bank of Baroda*	6.90% (7.10%)	875.00	40 (40)	31 st March 2032
Central Bank of India	6.60% (6.55%)	178.57	47 (51)	31 st March 2034
		178.54	1 (1)	
State Bank of India	6.65% (6.65%)	675.00	8 (12)	31 st March 2028
		825.00	8 (8)	
		900.00	8 (8)	

* Sanctioned limit Rs.35,000 Lakhs; repayment of loan details is as per sanctioned terms
Previous year's figures are in brackets.

23. Lease Liabilities (₹ in Lakhs)

a.	As at 31 st March 2022	As at 31 st March 2021
Opening Balance	465.70	409.51
Addition during the year	471.10	60.61
Finance Cost	60.95	40.20
Payment made during the year	(57.84)	(44.62)
Closing Balance	939.91	465.70
Current Liabilities	68.26	41.98
Non-current Liabilities	871.65	423.72

b. The Lease Liability was measured at the present value of remaining lease payments discounted at the incremental borrowing rate i.e. 7% - 8.55% at the date of initial application and Right-of-use Asset had been recognised at an amount equal to the lease liability.



NOTES TO THE FINANCIAL STATEMENTS

24 Other Non-current Financial Liabilities		(₹ in Lakhs)	
		As at 31 st March 2022	As at 31 st March 2021
Security deposits		1,078.83	1,016.44
	TOTAL	1,078.83	1,016.44

25. Long Term Provisions		(₹ in Lakhs)	
a.		As at 31 st March 2022	As at 31 st March 2021
Employee Benefits (Refer note no. 48)		8,001.25	7,624.18
Provision for decommissioning of Mines (Refer note no. 52)		15,493.22	13,441.07
	TOTAL	23,494.47	21,065.25

b. Movement of Provision for decommissioning of Mines are as under:		(₹ in Lakhs)	
		As at 31 st March 2022	As at 31 st March 2021
Opening Balance		13,441.07	12,193.92
Provision for the year		2,229.27	2,144.81
Actual expenses incurred		(177.12)	(897.66)
Closing Balance		15,493.22	13,441.07

26. Deferred Tax Liabilities (Net)		(₹ in Lakhs)	
a.	The following is the analysis of deferred tax assets/(liabilities) presented in the Balance Sheet:	As at 31 st March 2022	As at 31 st March 2021
Deferred tax assets		3,015.66	2,962.82
Deferred tax liabilities		(33,576.31)	(30,134.72)
	TOTAL	(30,560.65)	(27,171.90)

b. Major Components of Deferred Tax Assets and Liabilities :		(₹ in Lakhs)				
As at 31 st March 2022	Opening balance	Recognised in profit or loss	Recognised in OCI	Others	Closing balance	
Deferred Tax Assets in relation to:						
Employee Benefits	2,962.82	79.86	(27.02)	-	3,015.66	
Total Deferred Tax Assets	2,962.82	79.86	(27.02)	-	3,015.66	
Deferred Tax Liabilities in relation to:						
Property, Plant and Equipment	29,655.13	3,364.42	-	-	33,019.55	
Equity Instruments through FVTOCI	234.22	-	130.71	-	364.93	
Expenses/ Provisions allowable on payment basis	245.37	(53.54)	-	-	191.83	
Total Deferred Tax Liabilities	30,134.72	3,310.88	130.71	-	33,576.31	
Net Deferred Tax Liabilities	(27,171.90)	(3,231.02)	(157.73)	-	(30,560.65)	



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NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lakhs)

As at 31 st March 2021	Opening balance	Recognised in profit or loss	Recognised in OCI	Others	Closing balance
Deferred Tax Assets in relation to:					
Employee Benefits	2,515.31	367.24	80.27	-	2,962.82
MAT Credit Entitlement /(Utilisation)	-	1.52	-	(1.52)	-
Total Deferred Tax Assets	2,515.31	368.76	80.27	(1.52)	2,962.82
Deferred Tax Liabilities in relation to:					
Property, Plant and Equipment	25,272.18	4,382.95	-	-	29,655.13
Equity Instruments through FVTOCI	37.36	-	196.86	-	234.22
Expenses/ Provisions allowable on payment basis	298.21	(52.84)	-	-	245.37
Total Deferred Tax Liabilities	25,607.75	4,330.11	196.86	-	30,134.72
Net Deferred Tax Liabilities	(23,092.44)	(3,961.35)	(116.59)	(1.52)	(27,171.90)

c. **Unused Tax Credit (MAT Credit) for which no deferred tax asset is recognised is as follows:** (₹ in Lakhs)

Assessment year (A.Y.) to which MAT credit pertains	Year of Expiry (A.Y.)	As at 31 st March 2022	As at 31 st March 2021
2013-14	2028-29	1,381.93	1,381.93
2014-15	2029-30	832.01	832.01
2016-17	2031-32	1,700.33	1,700.33
2017-18	2032-33	1,228.83	1,228.83
2018-19	2033-34	1,198.90	1,198.90
2021-22	2036-37	641.79	414.57
2022-23	2037-38	2,366.76	-
Total		9,350.55	6,756.57

In absence of reasonable certainty, the management does not recognise the MAT credit entitlement.

d. **Unused Long-term Capital Losses for which no deferred tax asset is recognised is as follows:** (₹ in Lakhs)

Assessment year (A.Y.)	Year Of Expiry (A. Y.)	As at 31 st March 2022	As at 31 st March 2021
2019-20	2027-28	11.95	11.95
2020-21	2028-29	27,704.11	27,704.11
Total		27,716.06	27,716.06

In absence of reasonable certainty, the management does not recognise the deferred tax asset on above.

27. **Other Non-Current Liabilities**

(₹ in Lakhs)

	As at 31 st March 2022	As at 31 st March 2021
Deferred Income on Security Deposits	266.13	328.52
Provision for tax (net of advances)	8.20	8.20
TOTAL	274.33	336.72



NOTES TO THE FINANCIAL STATEMENTS

28. Current Financial Liabilities - Borrowings

	(₹ in Lakhs)	
	As at 31 st March 2022	As at 31 st March 2021
Secured Loans :		
Working Capital Loans from Banks	3,510.86	3,085.53
Current Maturities of long-term debts	8,434.29	4,934.29
TOTAL	11,945.15	8,019.82

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 paripassu inter se, the members of the consortium relating to the respective Plants.

Quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts.

29 Trade Payable

a.	(₹ in Lakhs)	
	As at 31 st March 2022	As at 31 st March 2021
Micro and Small Enterprises	125.66	90.80
Other than Micro and Small Enterprises	8,607.00	7,829.99
TOTAL	8,732.66	7,920.79

b. The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the Company. Further information of the same is as follows: -

Trade payables -Total outstanding dues of Micro & Small enterprises*	(₹ in Lakhs)	
	As at 31 st March 2022	As at 31 st March 2021
(a) Principal & Interest amount remaining unpaid but not due as at year end		
- Principal	125.66	90.80
- Interest	-	-
(b) Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
(c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
(d) Interest accrued and remaining unpaid as at year end	-	-
(e) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-



Gujarat Industries Power Company Limited

NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lakhs)

c. Ageing Schedule

Micro and Small Enterprises - Undisputed

- not due

- less than 1 year

Other than Micro and Small Enterprises - Undisputed

- not due

- less than 1 year

- 1-2 years

- 2-3 year

- more than 3 years

Other than Micro and Small Enterprises - Disputed

- less than 1 year

- 1-2 years

- 2-3 years

- more than 3 years

TOTAL

	As at 31 st March 2022	As at 31 st March 2021
	122.58	1.56
	3.08	89.24
	7,483.52	6,324.57
	64.00	378.27
	171.05	51.90
	25.08	5.44
	22.58	229.05
	-	244.88
	244.88	50.97
	354.79	350.59
	241.10	194.33
	8,732.66	7,920.79

30. Other Financial Liabilities

(₹ in Lakhs)

Items covered by IEPF

- Unclaimed Dividends

Security Deposits

Retention Money

Contract Liabilities

Liabilities for employees

Liabilities for Capital Goods

TOTAL

	As at 31 st March 2022	As at 31 st March 2021
	169.52	171.02
	472.68	422.11
	1,933.36	1,782.70
	768.00	768.00
	506.67	645.49
	6,640.92	9,225.93
	10,491.15	13,015.25

31. Other Current Liabilities

(₹ in Lakhs)

Statutory Dues

Liquidated Damage Payable

Advance from customer

TOTAL

	As at 31 st March 2022	As at 31 st March 2021
	514.75	599.52
	1,593.81	1,604.87
	37.15	108.93
	2,145.71	2,313.32

32. Short Term Provisions

(₹ in Lakhs)

Employee Benefits (refer note no. 48)

TOTAL

	As at 31 st March 2022	As at 31 st March 2021
	1,235.79	1,340.76
	1,235.79	1,340.76



NOTES TO THE FINANCIAL STATEMENTS

33. Current-tax Liabilities (net)		(₹ in Lakhs)	
	As at 31 st March 2022	As at 31 st March 2021	
Provision for tax (net of advance tax)	106.48	-	
TOTAL	106.48	-	

34. Revenue from Operations		(₹ in Lakhs)	
a.	For the year ended 31 st March 2022	For the year ended 31 st March 2021	
Sale of Electrical Energy	1,16,685.24	1,33,327.85	
Sale of services	4.50	0.63	
Other operating Revenues	550.79	206.37	
TOTAL	1,17,240.53	1,33,534.85	

b. Disaggregation of revenue from contracts with customers		(₹ in Lakhs)		
For the Year ended 31 st March 2022	Thermal	Renewable	Others	Total
Sale of Electrical Energy	90,505.78	25,560.17	-	1,16,065.95
Sale of services	-	-	4.50	4.50
Other operating Revenues	-	-	550.79	550.79
Timing of revenue recognition				
At a point in time	-	-	555.29	555.29
Over time	90,505.78	25,560.17	-	1,16,065.95

		(₹ in Lakhs)		
For the Year ended 31 st March 2021	Thermal	Renewable	Others	Total
Sale of Electrical Energy	1,12,017.32	21,310.53	-	1,33,327.85
Sale of services	-	-	0.63	0.63
Other operating Revenues	-	-	206.37	206.37
Timing of revenue recognition				
At a point in time	-	-	207.00	207.00
Over time	1,12,017.32	21,310.53	-	1,33,327.85

35. Other Income		(₹ in Lakhs)	
	For the year ended 31 st March 2022	For the year ended 31 st March 2021	
Interest on Deposits with Banks	1,208.40	2,160.24	
Dividend	98.93	94.93	
Liquidated Damages	115.60	5.34	
Insurance Claims Received	4.61	264.26	
Amortisation of Deferred Income on Security Deposits	62.39	58.78	
Miscellaneous Income	623.47	444.08	
TOTAL	2,113.40	3,027.63	



NOTES TO THE FINANCIAL STATEMENTS

36. Cost of Material Consumed	(₹ in Lakhs)	
	For the year ended 31 st March 2022	For the year ended 31 st March 2021
Consumption of		
- Gas	12,572.89	28,663.46
- Lignite	40,049.74	35,618.40
- Lime Stone	971.55	932.95
- Furnace oil	958.59	1,032.06
- Imported Coal	-	5,062.39
Lignite Extraction Expenses	32,605.20	31,068.68
Less : Inter Division transfer	39,339.86	39,132.68
TOTAL	47,818.11	63,245.26
<hr/>		
37. Generation Expenses	(₹ in Lakhs)	
	For the year ended 31 st March 2022	For the year ended 31 st March 2021
Consumption of Stores and Spares	3,214.02	3,479.01
Water Charges	2,262.85	2,193.55
Electricity Charges	970.47	998.32
Insurance	1,628.12	1,134.62
Operation Expenses	5,678.89	4,555.13
Repairs and Maintenance to Plant and Machinery	1,234.52	1,270.93
TOTAL	14,988.87	13,631.56
<hr/>		
38. Employees Benefit Expenses	(₹ in Lakhs)	
	For the year ended 31 st March 2022	For the year ended 31 st March 2021
Salary and Wages	7,930.64	8,261.21
Contribution to Provident, Pension and Superannuation Fund	926.98	1,133.92
Welfare Expenses and Other Benefits	989.41	1,211.60
TOTAL	9,847.03	10,606.73
<hr/>		
39. Finance Cost	(₹ in Lakhs)	
	For the year ended 31 st March 2022	For the year ended 31 st March 2021
Interest on		
- Term Loans	2,657.96	2,936.09
- Working Capital Loans	6.28	6.40
- Others	-	0.55
- Unwinding of discount on Lease Liabilities	60.95	40.20
- Unwinding of discount on Security Deposits	62.39	58.78
Bank Charges and Commission	88.22	62.23
TOTAL	2,875.80	3,104.25



NOTES TO THE FINANCIAL STATEMENTS

40. Depreciation and Amortisation Expenses	(₹ in Lakhs)	
	For the year ended 31 st March 2022	For the year ended 31 st March 2021
Depreciation on Property, Plant and Equipment	14,416.26	14,901.60
Depreciation on Right of Use Assets	573.05	487.89
Amortisation of Intangible Assets	104.53	115.33
TOTAL	15,093.84	15,504.82

41. Other Expenses	(₹ in Lakhs)	
	For the year ended 31 st March 2022	For the year ended 31 st March 2021
Repairs and Maintenance		
- Buildings	183.14	334.59
- Others	131.15	137.27
Rent, Rates and Taxes	289.55	319.06
Communication Expenses	53.35	56.88
Travelling & Conveyance Expenses	333.99	277.97
Legal, Professional and Consultancy Fees	484.52	121.14
CSR Expenditure (Refer a below)	697.86	726.08
Donation	0.24	-
Miscellaneous Expenses*	1,827.24	1,646.77
TOTAL	4,001.04	3,619.76

*None of the items individually account for more than 1% of Revenue from operation.

a. Details of CSR Expenditure are as under:	(₹ in Lakhs)	
	For the year ended 31 st March 2022	For the year ended 31 st March 2021
Gross Amount required to be spent	694.32	723.80
Amount Spent		
a) Construction/acquisition of any Asset		
- in Cash	-	-
- yet to be paid in Cash	-	-
b) On purposes other than (a) above		
- in Cash*	697.86	726.08
- yet to be paid in Cash	-	-
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-

Nature of CSR Expenses: Health, Education, Women Empowerment, Village Infrastructure, etc

* This includes contribution made to the Development Efforts for Rural Economy and People (DEEP) - NGO promoted by the Company which has been disclosed in note no 47.



NOTES TO THE FINANCIAL STATEMENTS

42. Tax Expense	(₹ in Lakhs)	
a.	For the year ended 31 st March 2022	For the year ended 31 st March 2021
Current tax in relation to		
- current year	4,366.33	4,774.67
- earlier years	0.80	136.63
Deferred tax in relation to		
- current year	3,231.33	3,959.47
- earlier years	(0.31)	1.88
TOTAL	7,598.15	8,872.65

b. The income tax expense for the year can be reconciled to the accounting profit as follows:	(₹ in Lakhs)	
	For the year ended 31 st March 2022	For the year ended 31 st March 2021
Profit before tax	24,729.24	26,850.10
Income tax expense at 34.944% (P.Y. 34.944%)	8,641.39	9,382.50
Tax effect due to change in accounting policy - refer note no. 52	-	121.63
Tax Incentives (80-IA/M Deductions)	(4,860.07)	(5,354.31)
Tax effect due to non-deductible expenses	127.31	127.36
Tax effect due to tax holiday period	1,322.27	4,042.39
Tax adjustment of earlier years	0.49	140.03
Unrecognised MAT credits - current year	2,366.76	414.57
Benefit of previously unrecognised unused tax credits		
- earlier years	-	(1.52)
Income tax expense recognized in Statement of Profit and Loss	7,598.15	8,872.65

The Company is entitled to the MAT credit under the provisions of the Income-tax Act, 1961. In absence of reasonable certainty, the management does not recognise the MAT credit entitlement. However, the Company recognises MAT credit as and when utilised, current year MAT credit utilisation is ₹ Nil (P.Y. ₹1.52 lakhs).

c. Income tax recognised in other comprehensive income (OCI):	(₹ in Lakhs)	
	For the year ended 31 st March 2022	For the year ended 31 st March 2021
Deferred tax arising on income and expense recognised in OCI		
Remeasurement of Defined benefit plans	27.02	(80.27)
Equity instruments through Other comprehensive income	130.71	196.86
Total Income tax recognised in OCI	157.73	116.59



NOTES TO THE FINANCIAL STATEMENTS

43. Earnings per Share (EPS)		(₹ in Lakhs)	
		For the year ended 31 st March 2022	For the year ended 31 st March 2021
Profit available to equity shareholders (₹ in Lakhs)		17,131.09	17,977.45
Weighted Average number of equity shares		15,12,51,188	15,12,51,188
Earnings Per Share of ₹ 10/- each			
Basic (₹)		11.33	11.89
Diluted (₹)		11.33	11.89
44. Commitments:		(₹ in Lakhs)	
		As at 31 st March 2022	As at 31 st March 2021
(a)	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances).	3,459.38	22,447.34
(b)	Other Commitments	-	640.92
45. Contingent Liabilities not provided for:		(₹ in Lakhs)	
		As at 31 st March 2022	As at 31 st March 2021
(a)	Claims against the company not acknowledged as debt under:		
-	Contractual claims from vendors	6,047.68	5,514.96
-	Labour Laws - Claims from Employees / Contractual Personnel including ex-employees	Amount not ascertainable	Amount not ascertainable
-	Water reservation charges		
-	Demand due to irregular drawal of water contested	883.47	882.22
-	Property tax - Demand by local authority under discussion	213.50	197.00
(b)	Claims pending against the Company in case of Land	415.41	420.94
(c)	Others for which the company is contingently liable		
-	Income Tax	2,695.83	2,695.83
-	Service tax	856.84	856.84
46. Payment to Auditors (Fees excluding tax)		(₹ in Lakhs)	
		For the year ended 31 st March 2022	For the year ended 31 st March 2021
Statutory Auditors			
-	As Auditor	9.75	7.75
-	For Taxation Service	0.45	-
-	Certification	0.23	-
	Total	10.43	7.75
Cost Auditors			
-	As Auditor	1.50	1.50
-	Other Services	0.17	0.17
	Total	1.67	1.67



NOTES TO THE FINANCIAL STATEMENTS

47. Related Party Disclosures

a. Disclosure with respect to Indian Accounting Standard (Ind AS 24) on Related Parties:

Name of Related Parties	Nature of Relationship
Gujarat Urja Vikas Nigam Limited	Entity having Significant Influence
GIPCL Provident Fund Trust	Enterprise over which KMP is having Significant Influence
Development Efforts for Rural Economy and People (DEEP) - NGO promoted by the Company	Enterprise over which KMP is having Significant Influence
Urja Foundation - Welfare Trust formed by the Company.	Enterprise over which the Company is having Significant Influence
Gujarat Industries Power Company Limited Employee's Credit Co-operative Society Limited	Enterprise over which KMP is having Significant Influence
Vadodara Jal Sanchay Private Limited	Enterprise over which KMP is having Significant Influence from 22/07/2020 to 19/01/2021

Key Management Personnel

Smt. Sunaina Tomar, IAS	Chairperson and Director w.e.f. 10/01/2020 to 14/06/2021
Shri Mukesh Puri, IAS	Chairman and Director w.e.f. 03/03/2022 to 26/04/2022
Shri A K Rakesh, IAS	Chairman and Director w.e.f. 02/05/2022
Smt. Vatsala Vasudeva, IAS	Managing Director
Smt. Shahmeena Hussain, IAS	Director upto 25/02/2022
Shri P K Gera, IAS (Retd.)	Director upto 30/11/2020
Prof. Shekhar Chaudhuri	Director upto 15/12/2020; again appointed w.e.f. 31/03/2021 to 30/03/2022
Dr. K M Joshi	Director upto 15/12/2020; again appointed w.e.f. 31/03/2021 to 30/03/2022
Shri S. B. Dangayach	Director upto 15/12/2020; again appointed w.e.f. 31/03/2021 to 30/03/2022
Shri B A Prajapati	Director upto 15/12/2020
Shri Milind Torawane, IAS	Director w.e.f. 30/01/2021 to 06/02/2022
Shri N NMisra	Director
Shri V V Vachharajani	Director
Shri Prabhat Singh	Director
Shri Roopwanti Singh, IAS	Director upto 16/08/2021
Dr. Manjula Subramaniam, IAS (Retd.)	Director w.e.f. 18/08/2020
Smt. Manisha Chandra, IAS	Director w.e.f. 12/11/2021
Shri Nitin Shukla	Director w.e.f. 07/02/2022
Dr. Ravindra Dholakia	Director w.e.f. 07/02/2022
Dr. Mamata Biswal	Director w.e.f. 07/02/2022
Shri Jai Prakash Shivahare, IAS	Director w.e.f. 15/03/2022
Shri Harshadkumar Patel, IAS	Director w.e.f. 15/03/2022
Shri K K Bhatt	Chief Financial Officer
Shri Achal Thakkar	Company Secretary upto 09/05/2022



NOTES TO THE FINANCIAL STATEMENTS

b The following transactions were carried out with the related parties in ordinary course of business during the year:

(₹ in Lakhs)

Nature of Transaction	KMP	Enterprise over which KMP is having Significant Influence	Entity having Significant Influence	Total
Transactions during the year				
Sale of Electricity Energy (Net of Adjustment)	-	-	1,00,949.79	1,00,949.79
	-	-	(97,387.67)	(97,387.67)
Gujarat Urja Vikas Nigam Limited	-	-	1,00,949.79	1,00,949.79
	-	-	(97,387.67)	(97,387.67)
Bill Discounting Charges Recovered	-	-	-	-
	-	-	(241.25)	(241.25)
Gujarat Urja Vikas Nigam Limited	-	-	-	-
	-	-	(241.25)	(241.25)
Rebate on Sales	-	-	923.35	923.35
	-	-	(870.78)	(870.78)
Gujarat Urja Vikas Nigam Limited	-	-	923.35	923.35
	-	-	(870.78)	(870.78)
Dividend Paid	-	-	1,036.38	1,036.38
	-	-	(1,113.15)	(1,113.15)
Gujarat Urja Vikas Nigam Limited	-	-	1,036.38	1,036.38
	-	-	(1,113.15)	(1,113.15)
Investment in Shares	-	-	-	-
	-	(30.00)	-	(30.00)
Vadodara Jal Sanchay Private Limited	-	-	-	-
	-	(30.00)	-	(30.00)
Remuneration	86.09	-	-	86.09
	(82.20)	-	-	(82.20)
Smt. Vatsala Vasudeva, IAS	33.23	-	-	33.23
	(29.48)	-	-	(29.48)
Shri K K Bhatt	39.56	-	-	39.56
	(40.29)	-	-	(40.29)
Shri Achal Thakkar	13.30	-	-	13.30
	(12.43)	-	-	(12.43)
Perquisites	5.39	-	-	5.39
	(4.47)	-	-	(4.47)
Smt. Vatsala Vasudeva, IAS	5.39	-	-	5.39
	(4.47)	-	-	(4.47)
Charged to staff welfare	-	-	-	-
	-	(4.00)	-	(4.00)
GIPCL Employee's Credit Co-operative Society Limited	-	-	-	-
	-	(4.00)	-	(4.00)



Gujarat Industries Power Company Limited

NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lakhs)

Nature of Transaction	KMP	Enterprise over which KMP is having Significant Influence	Entity having Significant Influence	Total
Contribution made by Company	-	413.96	-	413.96
	-	(414.56)	-	(414.56)
GIPCL Provident Fund Trust	-	413.96	-	413.96
	-	(414.56)	-	(414.56)
Contribution Towards CSR Activities	-	486.79	-	486.79
	-	(549.44)	-	(549.44)
Development Efforts for Rural Economy and People (DEEP) - NGO promoted by the Company	-	486.79	-	486.79
	-	(549.44)	-	(549.44)
Sitting Fees Paid to Directors	8.70	-	-	8.70
	(6.60)	-	-	(6.60)
Shri P K Gera, IAS*	-	-	-	-
	(0.40)	-	-	(0.40)
Prof. Shekhar Chaudhuri	0.60	-	-	0.60
	(0.40)	-	-	(0.40)
Dr. K M Joshi	1.10	-	-	1.10
	(1.00)	-	-	(1.00)
Shri S. B. Dangayach	0.90	-	-	0.90
	(0.90)	-	-	(0.90)
Shri B A Prajapati	-	-	-	-
	(0.70)	-	-	(0.70)
Shri Milind Torawane, IAS*	0.20	-	-	0.20
	-	-	-	-
Smt. Sunaina Tomar, IAS*	0.10	-	-	0.10
	(0.40)	-	-	(0.40)
Shri N N Misra	1.80	-	-	1.80
	(0.70)	-	-	(0.70)
Smt. Shahmeena Hussain, IAS*	0.20	-	-	0.20
	(0.40)	-	-	(0.40)
Shri Roopwant Singh, IAS*	0.10	-	-	0.10
	(0.20)	-	-	(0.20)
Dr. Manjula Subramaniam, IAS (Retd.)	0.80	-	-	0.80
	(0.40)	-	-	(0.40)
Shri Prabhat Singh	1.50	-	-	1.50
	(0.40)	-	-	(0.40)
Shri V V Vachharajani	1.40	-	-	1.40
	(0.70)	-	-	(0.70)

*Deposited to Government Treasury
Previous year figures are in bracket.



NOTES TO THE FINANCIAL STATEMENTS

Balance As at:		₹ in Lakhs)	
Receivable	Relationship	As at 31 st March 2022	As at 31 st March 2021
Gujarat Urja Vikas Nigam Limited	Entity having Significant Influence	30,330.20	23,235.32
GIPCL Provident Fund Trust	Enterprise over which KMP is having Significant Influence	1,000.00	650.00

48. Post Employment Benefits:

a. Defined Contribution plans:

The Company makes contributions towards provident fund, pension scheme and superannuation fund to Defined Contribution retirement benefit plan for qualifying employees.

The Company pays fixed contribution to fund at predetermined rates to a separate trust, which invests the funds in permitted securities. The obligation of the Company is to make such fixed contribution and to ensure a minimum rate of return to the members as specified by Government of India.

Provident Fund is governed through a separate trust. The Board of Trustees of the Trust functions in accordance with any applicable guidelines or directions that may be issued in this behalf from time to time by the Central Government or the Central Provident Fund Commissioner, the board of trustees have the following responsibilities:

- Investments of the surplus as per the pattern notified by the Government in this regard so as to meet the requirements of the fund from time to time.
- Raising of moneys as may be required for the purposes of the fund by sale, hypothecation or pledge of the investment wholly or partially.
- Fixation of rate of interest to be credited to members' accounts.

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 ₹ 406.91 lakhs (P.Y. ₹ 414.58 lakhs) for Provident Fund contributions and ₹ 70.48 lakhs (P.Y. ₹ 73.20 lakhs) for Pension Scheme in the Statement of Profit and Loss.

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.

During the year, in view of uncertainties regarding recoverability of certain investments, the Company has, based on internal estimates, made a provision of ₹ 260.22 lakhs (P.Y. ₹ 448.72 lakhs), towards probable incremental employee benefit liability that may arise on the Company on account of any likely shortfall of the Trust in meeting its obligations. In future Company will make provision looking to the development in the matter.

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 ₹ 187.09 lakhs (P.Y. ₹ 195.13 lakhs) for Superannuation Fund contributions in the Statement of Profit and Loss.

b. Defined Benefit plans:

Earned Leave (EL) Benefit

Accrual - 30 days per year

Encashment while in service - Earned Leave balance subject to a minimum available 45 days per calendar year.
Encashment on retirement - maximum 300 days.



NOTES TO THE FINANCIAL STATEMENTS

Sick Leave (SL) Benefit

Accrual - 10 days per year

The leave is encashable. Leave encashment occurs due to retirement and death. There is no limit on maximum accumulation of leave days.

The Company has recognised ₹ 430.92 lakhs (P.Y. ₹ 682.06 lakhs) towards Leave encashment (including Earned Leave and Sick Leave) in the Statement of Profit and Loss.

The provision towards the Leave Encashment is as under.

(₹ in Lakhs)

	As at 31 st March 2022	As at 31 st March 2021
Current	182.02	343.60
Non-Current	3,053.79	2,985.96
Total	3,235.81	3,329.56

Gratuity

15 to 20 days salary based on range of completed year of service. Vesting period is 5 years and the payment is at actual on superannuation, resignation, termination, disablement or on death.

Scheme is not funded. The liability for gratuity as above is recognised on the basis of actuarial valuation.

Post-Retirement Medical Benefits

The Post-Retirement Medical Benefit (PRMB) policy under which the retired employees and their spouses are provided with reimbursement of Insurance Premium. During the previous year, the Company had revised its premium restriction from "₹10,000/-" to "₹30,000/- plus taxes". The impact of said revision was ₹ 296.17 lakhs and the same is disclosed as past service cost in the below reconciliation.

The liability for the same is recognised annually on the basis of actuarial valuation. An employee should have put in a minimum of 10 years of service rendered in continuity in GIPCL at the time of superannuation to be eligible for availing post-retirement medical facilities.

These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

i. Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on Government bonds. When there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit. Currently, for these plans, investments are made in Government securities, Debt instruments, Short term debt instruments, Equity instruments and Asset Backed, Trust Structured securities as per notification of Ministry of Finance.

ii. Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's investments.

iii. Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

iv. Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

No other post-retirement benefits are provided to these employees.

In respect of the above plans, the most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as at 31st March 2022 by Actuaries. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.



NOTES TO THE FINANCIAL STATEMENTS

Particulars	(₹ in Lakhs)			
	Non Funded			
	Gratuity		Post Retirement Medical Benefit Plan	
	For the year ended 31 st March			
	2022	2021	2022	2021
I. Reconciliation of the present value of the Defined Benefit obligation				
Opening Balance	4,700.46	4,201.51	486.20	159.05
Current Service Cost	221.83	216.05	22.43	2.65
Past Service Cost (refer note 48b)	-	-	-	296.17
Interest Cost	321.98	286.96	33.60	10.86
Actuarial (gain)/loss	(77.33)	229.71	78.05	25.84
Benefits paid	(481.71)	(233.77)	(13.22)	(8.37)
Closing Balance	4,685.23	4,700.46	607.06	486.20
Liabilities recognized in Balance Sheet	4,685.23	4,700.46	607.06	486.20
II. Expense recognized during the year				
Current Service Cost	221.83	216.05	22.43	2.65
Past Service Cost	-	-	-	296.17
Interest Cost	321.98	286.96	33.60	10.86
Actuarial (gain)/loss	(77.33)	229.71	78.05	25.84
Expected return on plan assets	N.A.	N.A.	N.A.	N.A.
Total Expenses/(Gain) recognized in Statement of Profit and loss	466.48	732.72	134.08	335.52
III. Actuarial assumptions				
Mortality Table (Indian Assured Lives Mortality)	2012-14 (Urban)	2006-08 (Ultimate)	2012-14 (Urban)	2006-08 (Ultimate)
Discount rate (per annum)	7.23%	6.85%	7.40%	6.91%
Attrition Rate	2.00%	2.00%	6.00%	6.00%
Escalation rate in salary (per annum)	6.00%	6.00%	N.A.	N.A.
IV. Amounts for the current and previous periods				
Defined benefit obligation	4,685.23	4,700.46	607.06	486.20
Experience loss / (gain) on plan liabilities	37.63	235.69	109.20	29.98

Maturity Analysis of Projected Benefit Obligation are as under:

Gratuity	(₹ in Lakhs)	
	As at 31 st March 2022	As at 31 st March 2021
Projected Benefits Payable in Future Years from the Date of Reporting		
1 st Following Year	323.40	532.90
2 nd Following Year	323.63	302.52
3 rd Following Year	599.21	400.61
4 th Following Year	679.97	550.13
5 th Following Year	445.13	625.48
6 th to 10 th Year	2,696.41	2,406.18
11 th and Above	3,313.56	3,349.17



NOTES TO THE FINANCIAL STATEMENTS

Sensitivity Analysis are as under:	(₹ in Lakhs)	
	As at 31 st March 2022	As at 31 st March 2021
Gratuity		
Projected Benefit Obligation on Current Assumptions	4,685.23	4,700.46
Delta Effect of +1% Change in Rate of Discounting	(278.26)	(280.81)
Delta Effect of -1% Change in Rate of Discounting	314.72	318.55
Delta Effect of +1% Change in Rate of Salary Increase	315.44	318.07
Delta Effect of -1% Change in Rate of Salary Increase	(283.82)	(285.46)
Delta Effect of +1% Change in Rate of Employee Turnover	22.00	14.88
Delta Effect of -1% Change in Rate of Employee Turnover	(24.80)	(16.89)

The sensitivity analysis presented above may not be representation of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the Balance Sheet.

49. Operating Segment

a. The Company's operations fall under single segment namely "Power Generation", taking into account the different risks and returns, the organization structure and the internal reporting systems hence no separate disclosure of Operating Segment is required to be made as required under Ind AS - 108 "Operating Segment".

b. Information about major customers

Revenue from sales (which exceeds 10% of total revenues) amounting to ₹ 1,00,026.44 lakhs (P.Y. ₹ 96,516.90 lakhs) is derived from a single customer which is a state Public Sector Undertaking.

c. Information about geographical areas

Segment revenue from "Sale of Power" represents revenue generated from external customers which is fully attributable to the Company's Country of domicile i.e. India.

All assets are located in the Company's Country of domicile.

d. Information about products and services

The Company derives revenue from sale of power. The information about revenues from external customers is disclosed in Note no. 34 of the Financial Statements.

50. Financial instruments disclosure:

I. Capital management

The Company's objective when managing capital is to:

- Safeguard its ability to continue as going concern so that the Company is able to provide maximum return to stakeholders and benefits for other stakeholders; and
- Maintain an optimal capital structure to reduce the cost of capital.

The Company maintains its financial framework to support the pursuit of value growth for shareholders, while ensuring a secure financial base. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The capital structure of the Company consists of total equity and debt.

Management of the Company reviews the capital structure on a regular basis. As part of this review, the management considers the cost of capital, risks associated with each class of capital requirements and maintenance of adequate liquidity.



NOTES TO THE FINANCIAL STATEMENTS

Gearing Ratio

The gearing ratio at end of the reporting period is as follows:

	(₹ in Lakhs)	
	As at	As at
	31 st March 2022	31 st March 2021
Debt	51,932.29	47,491.24
Total Equity	3,04,440.92	2,85,500.46
Debt to Equity Ratio	17.06%	16.63%

- Debt is defined as all Long-Term Debt outstanding + Current Maturity outstanding in lieu of Long-Term Debt

+ Short Term Debt outstanding.

- Total Equity is defined as Equity Share Capital + Other Equity

II. Categories of financial instruments

	(₹ in Lakhs)	
	As at	As at
	31 st March 2022	31 st March 2021
Financial assets		
Measured at amortised cost		
(a) Trade and other receivables	32,480.58	29,546.84
(b) Cash and cash equivalents	28,234.35	28,463.10
(c) Other bank balances	169.50	171.01
(d) Other financial assets	23,031.36	20,083.75
Measured at FVTOCI		
(a) Investments in equity instruments	14,801.40	8,749.80
Financial liabilities		
Measured at amortised cost		
(a) Borrowings	51,932.29	47,491.24
(b) Trade payables	8,732.66	7,920.79
(c) Lease Liabilities	939.91	465.70
(d) Other financial liabilities	11,569.98	14,031.69

III. Financial risk management objectives

While ensuring liquidity is sufficient to meet Company's operational requirements, the Company's management also monitors and manages key financial risks relating to the operations of the Company by analysing exposures by degree and magnitude of risks. These risks include market risk (including currency risk and price risk), credit risk and liquidity risk.

Market Risk

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of a business. The major components of market risk are commodity price risk and interest rate risk.

Interest rate risk management - Borrowings

The Company's main interest rate risk arises from the long-term borrowings with floating rates.

The Company's floating rates borrowings are carried at amortised cost. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

Interest rate risk management - Investment

The Company invests the surplus fund generated from operations in bank deposits. Bank deposits are made for a period of upto 12 months and carry interest rate of 3.00% - 3.90% as per prevailing market interest rate. Considering these bank deposits are short term in nature, there is no significant interest rate risk.



NOTES TO THE FINANCIAL STATEMENTS

Price risks

The Company's equity securities price risk arises from investments held and classified in the Balance Sheet at fair value through OCI. The Company's equity investments in GACL & Gujarat Gas Ltd are publicly traded.

Price sensitivity analysis

The sensitivity of profit or loss in respect of investments in equity shares at the end of the reporting period for +/-5% change in price and net asset value is presented below:

Other comprehensive income for the year ended 31st March 2022 would increase/decrease by ₹ 740.07 lakhs (P.Y. ₹ 437.49 lakhs) as a result of 5% changes in fair value of equity investments measured at FVTOCI.

Credit risk management

Credit risk arises from cash and cash equivalents, investments carried at amortized cost and deposits with banks as well as customers including receivables. Credit risk management considers available reasonable and supportive forward-looking information including indicators like external credit rating (as far as available), macro-economic information (such as regulatory changes, government directives, market interest rate).

Major customers, being power purchasing companies having highest credit ratings, carry negligible credit risk. Concentration of credit risk to any other counter party did not exceed 15 % of total monetary assets at any time during the year.

Credit exposure is managed by counter party limits for investment of surplus funds which is reviewed by the Management. Investments in liquid plan/schemes are with public sector Asset Management Companies having highest rating. For banks, only high rated banks are considered for placement of deposits.

Bank balances are held with reputed and creditworthy banking institutions.

Liquidity risk management

The Company manages liquidity risk by maintaining sufficient cash and cash equivalents including bank deposits and availability of funding through an adequate amount of committed credit facilities to meet the obligations when due. Management monitors rolling forecasts of liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, liquidity management also involves projecting cash flows considering level of liquid assets necessary to meet obligations by matching the maturity profiles of financial assets & liabilities and monitoring balance sheet liquidity ratios.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The information included in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the Company may be required to pay.

(₹ in Lakhs)

Particulars	Less than 1 year	1 year - 4 years	More than 4 years	Total
As at 31st March 2022				
Long-term Borrowings	8,434.29	26,072.87	13,914.27	48,421.43
Short-term Borrowings	3,510.86	-	-	3,510.86
Trade Payable	8,732.66	-	-	8,732.66
Lease Liabilities	68.26	207.20	2,035.54	2,311.00
Other financial liabilities	10,491.15	1,344.96	-	11,836.11
Total	31,237.22	27,625.03	15,949.81	74,812.06
As at 31st March 2021				
Long-term Borrowings	4,934.29	21,452.86	18,018.56	44,405.71
Short-term Borrowings	3,085.53	-	-	3,085.53
Trade Payable	7,920.79	-	-	7,920.79
Lease Liabilities	41.98	128.52	1,021.77	1,192.27
Other financial liabilities	13,015.25	-	1,344.96	14,360.21
Total	28,997.84	21,581.38	20,385.29	70,964.51



NOTES TO THE FINANCIAL STATEMENTS

The Company has access to committed credit facilities and the details of facilities used are given below. The Company expects to meet its other obligations from operating cash flows and proceeds of maturing financial assets.

	(₹ in Lakhs)	
	As at 31 st March 2022	As at 31 st March 2021
Secured bank overdraft / Cash credit facility, reviewed annually and payable at call:		
Amount used	3,510.86	3,085.53
Amount unused	30,904.14	19,414.47

IV. Fair value measurement

This note provides information about how the Company determines fair values of various financial assets.

Fair value of the Company's financial assets that are measured at fair value on a recurring basis

Some of the Company's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined.

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets/ financial liabilities	Fair value hierarchy	Valuation technique(s) and key input(s)	(₹ in Lakhs)	
			Fair value	
			As at 31 st March 2022	As at 31 st March 2021
Investment in equity instruments (quoted)	Level 1	Quoted bid prices from BSE	12,563.57	6,731.74
Investment in Equity Instruments (unquoted)	Level 3	Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable	2,237.83	2,018.06

Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements except as per note no. 9 approximate their fair values.

51. Financial Ratios

a.	Ratio	FY 2021-22	FY 2020-21	Variance (%)
(a)	Current ratio (in times)	2.55	2.60	-2.19%
(b)	Debt-equity ratio (in percentage)	17.06%	16.63%	2.55%
(c)	Debt service coverage ratio (in times)	4.48	3.98	12.69%
(d)	Return on equity ratio (in percentage)	5.81%	6.48%	-10.35%
(e)	Inventory turnover ratio (in times)	5.26	6.98	-24.72%
(f)	Trade receivables turnover ratio (in times)*	3.76	5.46	-31.14%
(g)	Trade payables turnover ratio (in times)	8.02	9.98	-19.65%
(h)	Net capital turnover ratio (in times)	2.17	2.55	-14.68%
(i)	Net profit ratio (in percentage)	14.68%	13.48%	8.88%
(j)	Return on capital employed (in percentage)	7.37%	8.46%	-12.96%
(k)	Return on investment (in percentage)**	69.87%	47.18%	48.09%

* It is due to increase in receivable from one of the major customer.

** It is due to fluctuation in market value as per stock exchange.



NOTES TO THE FINANCIAL STATEMENTS

b.	Ratio	Numerator	Denominator
(a)	Current ratio	Current Assets	Current Liabilities
(b)	Debt-equity ratio	Total Debt	Shareholder's Equity
(c)	Debt service coverage ratio	Earnings available for debt service	Debt Service
(d)	Return on equity ratio	Profits after taxes	Average Shareholder's Equity
(e)	Inventory turnover ratio	Sale of Electrical Energy	Average Inventory
(f)	Trade receivables turnover ratio	Sale of Electrical Energy	Average Trade Receivable
(g)	Trade payables turnover ratio	Cost of Material Consumed + Generation Expenses + Other Expenses	Average Trade Payable
(h)	Net capital turnover ratio	Sale of Electrical Energy	Working Capital
(i)	Net profit ratio	Profits after taxes	Sale of Electrical Energy
(j)	Return on capital employed	EBIT	Capital Employed
(k)	Return on investment	{MV(T1) - MV(T0) - Sum [C(t)]}	{MV(T0) + Sum [W(t) * C(t)]}

52. The Company has changed its accounting policy w.e.f. 01.04.2021 with respect to accounting of provision for decommissioning cost of mines. Under existing accounting policy, the Company used to create the provision for such obligation with consequential debit to mine development asset and such expenditure was amortised over the life of the mines. Under the new accounting policy, the Company recognises the periodic provisions for such obligations with corresponding debit to cost of production in the Statement of Profit and Loss considering the mining regulations. The aforesaid change, being in line with the Generally Accepted Accounting Principles, will result into reporting for such obligations on more realistic basis and alignment of said policy with that being followed by peer companies.

As required by Ind AS - 8 "Accounting Policies, Changes in Accounting Estimates and Errors" and Ind AS - 1 "Presentation of Financial Statements", the Company has retrospectively restated its Balance Sheet as at 31.03.2021, as at 01.04.2020 and Statement of Profit and Loss for the year ended on 31.03.2021 to give impact for change in accounting policy.

Balance Sheet	₹ in Lakhs		
	As at 31 st March 2022	As at 31 st March 2021	As at 1 st April 2020
Mine Development Assets	(13,924.12)	(9,700.89)	(11,254.62)
Provision for Decommissioning Liabilities	(7,796.68)	(4,087.88)	(5,989.68)
Provision for taxes (Net)	(89.88)	-	-
Other Equity	(6,037.56)	(5,613.01)	(5,264.94)

The aforesaid change has resulted in decrease in asset for decommissioning liabilities with consequential decrease in provision for decommissioning cost of mines, taxes and other equity.

Statement of Profit and Loss	₹ in Lakhs	
	For the year ended 31 st March 2022	For the year ended 31 st March 2021
Cost of Material Consumed	2,229.27	2,144.81
Finance Cost	(1,082.76)	(1,116.11)
Depreciation and Amortisation Expenses	(632.08)	(680.63)
Profit before tax	(514.43)	(348.07)
Tax Expenses	(89.88)	-
Profit for the year	(424.55)	(348.07)
Total Comprehensive Income	(424.55)	(348.07)
Earnings per equity share of ₹ 10/- each: - Basic and Diluted (₹)	(0.28)	(0.23)

The aforesaid change has resulted in decrease in depreciation and amortization expense on mine development asset and finance cost and increase in cost of material consumed.



NOTES TO THE FINANCIAL STATEMENTS

Statement of Cash Flows	(₹ in Lakhs)	
	For the year ended 31 st March 2022	For the year ended 31 st March 2021
Net Profit before tax	(514.43)	(348.07)
Amortisation of Mines Development Assets	(632.08)	(680.63)
Unwinding of Decommissioning Liabilities	(1,082.76)	(1,116.11)
Operating Profit before changes in working capital	(2,229.27)	(2,144.81)
Other Liabilities and Provisions	2,229.27	2,144.81

The aforesaid change has resulted in decrease in depreciation and amortization expense on mine development asset and Unwinding of Decommissioning Liabilities and increase in other liabilities and provisions.

53. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
54. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
55. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
56. The balances of Trade Receivables and Trade Payables are subject to adjustments, if any, on reconciliation/settlement.
57. Previous year's figures have been regrouped, wherever necessary, to confirm to current year's grouping.

58. Approval of Financials Statements

The Financial Statements were approved for issue by the Board of Directors on 20th May 2022.

As per our report of even date attached

For and on behalf of the Board

For CNK & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036

A. K. Rakesh
Chairman
DIN:00063819

Vatsala Vasudeva
Managing Director
DIN:07017455

Pareen Shah
Partner
Membership No. 125011

K. K. Bhatt
GM (Finance) & CFO

Place : Vadodara
Date : 20th May 2022

Place : Gandhinagar
Date : 20th May 2022

CSR ACTIVITIES



Construction of Class Room, Bodhan



Construction of School Shed, Bhadli



**Providing and laying Paver Block,
Nani Naroli**



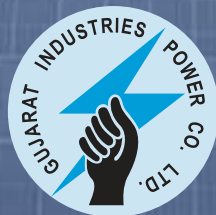
**Van donated to National Rail &
Training Institute (NRTI), Vadodara**



**Livelihood Kitchen Garden Project,
implemented in near by villages at SLPP**



**Health - Mobile Medical Unit for near by
Villages at SLPP**



If undelivered, please return to :

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