GUJARAT INDUSTRIES POWER COMPANY LTD.

Regd. Office: P.O. Ranoli – 391 350, Dist. Vadodara, Gujarat – INDIA
CIN: L99999GJ1985PLC007868

SEC/ST.EXCH/REG.34(1)/AR2020-21: 31st August, 2021

The General Manager Corporate Relations Department BSE Ltd. 1st Floor, New Trading Ring Sir Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai: 400 001.	The General Manager Listing Department National Stock Exchange of India Ltd. "Exchange Plaza", C-I, Block 'G', Bandra-Kurla Complex, Bandra (East) Mumbai: 400 051.051.
Scrip Code: 517300	Scrip Symbol: GIPCL.

Ref.:Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sub.: Submission of 36th Annual Report of the Company for FY 2020-21.

Dear Sir / Madam,

Pursuant to the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith 36th Annual Report of the Company for the FY 2020-21 containing, inter alia, the following:

1. Notice convening 36th Annual General Meeting together with Explanatory Statement;
2. Board's Report for FY 2020-21 together with its Annexures, Management Discussion and Analysis Report (MDA), Corporate Governance Report (CGR) and Business Responsibility Report(BRR); and
3. Audited Financial Statements for the FY 2020-21 i.e. Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity, Cash Flow Statement and Notes annexed thereto and forming part of the Audited Financial Statements; together with Auditor's Report thereon.

The said Annual Report (as web link) is being sent by e'mail to all those shareholders whose valid email IDs are registered with the Company / Registrar and Transfer Agent (RTA).

The said Annual Report including Notice of Annual General Meeting (AGM) is also available on the website of the Company at www.gipcl.com.

Kindly take the above on records and acknowledge the receipt.

Thanking You,

Yours faithfully,
For Gujarat Industries Power Company Ltd.

CS Achal S Thakkar
Company Secretary & Compliance Officer

Encl.: As above

36th Annual Report 2020-21









GUJARAT INDUSTRIES POWER CO. LTD.

GUJARAT INDUSTRIES POWER COMPANY LIMITED

Awards

F.Y. 2020-21



National Efficiency Award 2021





Environment Excellence Award 2020


CII

21st National Award for
Excellence in Energy Management 2020

This is to certify that

Gujarat Industries Power Company Limited,
Surat Lignite Power Plant

has been recognized as

"Energy Efficient Unit"

This acknowledgement is based on the evaluation by panel of judges at the "National Award for Excellence in Energy Management" held during 23 - 28 August 2020.

National Energy Management Award 2020

THIRTY SIXTH (36TH) ANNUAL GENERAL MEETING
GUJARAT INDUSTRIES POWER COMPANY LIMITED

DAY & DATE : THURSDAY, 23RD SEPTEMBER, 2021
TIME : 3:00 P.M.
Through Video Conferencing or Other Audio Visual Means
Registered Office:
P.O.: Ranoli - 391 350, Dist.: Vadodara, Gujarat, India.

Registered Office & Works:
P.O.: Ranoli - 391 350,
Dist.: Vadodara, Gujarat, India.
(Tel.) (0265) 2232768. (Fax) (0265) 2230029.
Email : genbaroda@gipcl.com
CIN:L99999GJ1985PLC007868.

Surat Lignite Power Plant:
At & Post: Nani Naroli, Taluka Mangrol,
Dist.: Surat - 394 110, Gujarat, India.
(Tel.) (02629) 261063 to 261072, (Fax) (02629) 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:
Canara Bank (erstwhile Syndicate Bank)
Central Bank of India
Punjab National Bank (erstwhile OBC)
State Bank of India
Bank of Baroda
Union Bank of India
Kotak Mahindra Bank Limited
Karur Vysya Bank Limited
Indian Overseas Bank

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. J J Gandhi & Co.
Practicing Company Secretaries, Vadodara.
(CP No.: 2515)

Board of Directors (As on 07/08/2021):

Smt. Sunaina Tomar, IAS	Chairperson (upto 14/06/2021)
Smt. Shahmeena Husain, IAS	Director
Shri Milind Torawane, IAS	Director (from 30/01/2021)
Shri Roopwant Singh, IAS	Director
Dr. Manjula Subramaniam, IAS (Retd.)	Director (from 18/08/2020)
Shri P K Gera, IAS (Retd.)	Director (upto 30/11/2020)
Shri N N Misra	Director
CS V V Vachhrajani	Director
Shri Prabhat Singh	Director
Prof. Shekhar Chaudhuri	Director (upto 15/12/2020 & from 31/03/2021)
Dr. K M Joshi	Director (upto 15/12/2020 & from 31/03/2021)
Shri S B Dangayach	Director (upto 15/12/2020 & from 31/03/2021)
Smt. Vatsala Vasudeva, IAS	Managing Director

Company Secretary & Compliance Officer:
CS Achal S Thakkar

Chief Financial Officer & General Manager (Finance and HR&A):
CA K K Bhatt

Senior Executives:

Shri S N Purohit	Chief General Manager (RE & BO)
Shri N K Singh	General Manager (SLPP)
Shri A K Vaishnav	General Manager (RE & IT)
Shri P C Goyal	General Manager (Mines)
CMA K R Mishra	General Manager (Commercial, Finance & Legal)
Shri P S Goyal	General Manager (RE & O&M)

CONTENTS

Particulars	Page No.
Board of Directors	1
Notice & Instructions for e-Voting & VC AGM	3
Board's Report	23
Management Discussion and Analysis	50
Corporate Governance Report	57
Business Responsibility Report	73
Independent Auditors' Report	81
Balance Sheet	89
Statement of Profit & Loss	90
Statement of Changes in Equity	91
Statement of Cash Flows	92
Notes to the Financial Statements	94

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 17th September, 2021 to Thursday, the 23rd September, 2021 (both days inclusive).**
2. (a) Pursuant to SEBI (Fourth Amendment) Regulations, 2018 notified on 8th June, 2018 effective from 5th 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.
   In view of same, Shareholders are requested to get their shares dematted 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 5th 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 (LIIPL) at **https://www.linkintime.co.in/EmailReg/Email_Register.html** and upload the documents required therein.

   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, LIIPL 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. Members may visit the Shareholders' Service page on the Company website www.gipcl.com to submit their queries, if any or to download forms / format to get unclaimed dividend, for issue of duplicate share certificate, for nomination, for NECS mandate for registration of E-mail Address for "Go Green" initiatives, etc.
6. 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.
7. Members attending the Meeting are requested to bring with them the Attendance Slip and hand over the same at the entrance of the Meeting hall, failing which admission to the Meeting will not be permitted. [Not Applicable at this meeting being held through Video Conferencing (VC) / Other Audio Visual Means (OAVM)]
8. Pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014, the shareholder(s) of a Company may nominate any individual as his / her / their Nominee, who shall be entitled to receive the shares thereof in the event of death of the sole / joint shareholder(s) without producing documents like Will / Probate of Will / Succession Certificate / Letter of Administration etc., as the case may be.
   To enable shareholders to easily register their Nomination request through electronic mode, the Company has set up a designated web portal which can be accessed at following link: http://27.54.171.132:8080/web/nomineeregi.html?act=createFolioformClick .
   (a) Shareholders holding shares in physical form may register their nominees -
   - by filling up the basic details through the above web-link; and
   - by attaching copy of duly filled up and signed Form SH-13 at the said web-link. The said Form is available on the Company's website at following link: http://www.gipcl.com/writereaddata/ Portal/Images/pdf/Form-SH-13.PDF .

   (b) Shareholders holding shares in dematerialized form may register their Nomination with their respective Depository Participant (DP), where they have their Demat Account.
9. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, companies are required to transfer its unpaid / unclaimed dividend after 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 2012-13 have been transferred to the Central Government Account / IEPF.

Members are requested to note that the unclaimed dividends for FY 2013-14 to 2019-20 shall be due for transfer to "IEPF" as follows:-

Particulars	FY	Due For Transfer To Fund
19th Dividend	2013-2014	September, 2021
20th Dividend	2014-2015	September, 2022
21st Dividend	2015-2016	September, 2023
22nd Dividend	2016-2017	September, 2024
23rd Dividend	2017-2018	September, 2025
24th Dividend	2018-2019	September, 2026
25th Dividend	2019-2020	December, 2027

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

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Thirty Sixth (36th) Annual General Meeting of the Members of Gujarat Industries Power Company Limited will be held on Thursday, the 23rd September, 2021 at 3:00 p.m. 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, 2021 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 Smt. Shahmeena Husain, IAS (DIN: 03584560), who retires by rotation and being eligible, offers herself 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 Shri Milind Torawane, IAS (DIN:03632394) Nominee of Gujarat Alkalies & 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, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any modification(s) or re-enactment(s) thereof for the time being in force) read with Article 89 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 at their respective Meetings held on 30/01/2021, Shri Milind Torawane, IAS (DIN: 03632394), who was appointed as an Additional Director, Nominee of Gujarat Alkalies & Chemicals Limited (GACL), w.e.f. 30/01/2021 vice Shri P K Gera, IAS (Retd.) (DIN:05323992), and who holds office up to the date of this Annual General Meeting (AGM) and who is eligible for appointment and in respect of whom the Company has received a notice in writing 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 & Chemicals Limited (GACL) on the Board of the Company and shall be liable to retire by rotation."

6. **To appoint Prof. Shekhar Chaudhuri (DIN: 00052904), as an Independent Director of the Company:**

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

   "RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 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 Schedule IV to the Companies Act, 2013, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) and Articles 86 and 98 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 on 31/03/2021, Prof. Shekhar Chaudhuri (DIN:00052904), who was appointed as an Additional Director w.e.f. 31/03/2021, and who holds office up to the date of this Annual General Meeting (AGM) and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member pursuant to Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of one (01) year with effect from 31/03/2021 and shall not be liable to retire by rotation."

7. **To appoint Dr. K M Joshi (DIN:00501563) as an Independent Director of the Company:**

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

   "RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 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 Schedule IV to the Companies Act, 2013, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) and Articles 86 and 98 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 on 31/03/2021, Dr. K. M. Joshi (DIN:00501563), who was appointed as an Additional Director w.e.f. 31/03/2021, and who holds office up to the date of this Annual General Meeting (AGM) and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member pursuant to Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for

a period of one (01) year with effect from 31/03/2021 and shall not be liable to retire by rotation."

8. To appoint Shri S B Dangayach (DIN:01572754) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 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 Schedule IV to the Companies Act, 2013, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) and Articles 86 and 98 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 on 31/03/2021, Shri S B Dangayach (DIN:01572754), who was appointed as an Additional Director w.e.f. 31/03/2021, and who holds office up to the date of this Annual General Meeting (AGM) and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member pursuant to Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of one (01) year with effect from 31/03/2021 and shall not be liable to retire by rotation."

9. To re-appoint Shri N N Misra, (DIN: 00575501), as an Independent Director for a second consecutive term of five (5) years.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 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 Schedule IV to the Companies Act, 2013, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) and Articles 86 and 98 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, Shri N N Misra (DIN: 00575501), Director of the Company, who holds office up to the date of this Annual General Meeting (AGM) and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a Member pursuant to Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of five years from conclusion of this 36th AGM till the conclusion of 41st AGM of the Company and shall not be liable to retire by rotation."

10. To approve material Transactions with Related Parties:

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 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 2020-21, as recommended and approved by the Audit Committee and the Board of Directors respectively in their respective Meetings held on 27th May, 2021:

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)
	(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		Smt. Sunaina Tomar, IAS, (up to 14/06/2021)			

	(1)	(2)	(3)	(4)	(5)	(6)
1	(iii) 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.	Gujarat Urja Vikas Nigam Limited (GUVNL)	Shri Milind Torawane, IAS, (from 30/01/2021) Smt. Shahmeena Husain, IAS,	Promoter	Sale of Electricity (net of rebate on sales)	96,516.90
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 P K Gera, IAS (Retd.) (upto 30/11/2020) Shri Milind Torawane, IAS (from 30/01/2021)	Promoter	Sale of Electricity	16,206.36
					Purchase of Chemicals Spares, Etc.	14.74
					Recovery for Water Charges	479.86
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	14,872.56
					Payment for Water Charges, Purchase of Chemicals & O & M spares	146.37

"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 2021-22, as recommended and approved by the Audit Committee and the Board of Directors respectively in their respective meetings held on 30/01/2021:

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 2021-22 (₹ 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) 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)	1. Smt. Sunaina Tomar, IAS (up to 14/06/2021) 2. Shri Roopwant Singh, IAS 3. Smt. Shahmeena Husain, IAS	Promoter	Sale of Electricity (net of rebate on sales)	145,000.00
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 Milind Torawane, IAS (from 30/01/2021)	Promoter	Sale of Electricity & Purchase of Chemicals	18,500.00
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

11. To ratify the remuneration payable to Cost Auditors for the financial year 2021-22 ending on 31st March, 2022:

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 ₹1,50,000/- (Rupees One Lakh Fifty Thousand) plus applicable taxes, reimbursement of reasonable out of pocket expenses for FY 2021-22, payable to Diwanji & Company, Vadodara, (Firm Registration No.:000339), 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, 2022, 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

(CS Achal S Thakkar)
Company Secretary & Compliance Officer

Place : Vadodara.
Date : 7th August, 2021.

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

NOTES:

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

Voting through electronic means:

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

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 and Circular No. 20/2020 dated May 05, 2020 & Circular No. 02/2021 dated 02/01/2021.The forthcoming AGM / EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM / EGM 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, May 05, 2020 and Circular dated January 13, 2021, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM / EGM. 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 EGM / AGM will be provided by CDSL.
3. The Members can join the EGM / AGM in the VC / OAVM mode 30 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 EGM / AGM through VC / OAVM will be made available to atleast 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 EGM / AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM / EGM 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 / EGM. 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 / EGM 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 / EGM has been uploaded on the website of the Company at www.gipcl.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 / EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM / EGM) i.e. www.evotingindia.com.
7. The AGM / EGM 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 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 02/2021 dated 13th January, 2021.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow Companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31/12/2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA Circular no. 02/2021 dated January,13,2021.

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

(i) The voting period begins on **Monday, the 20th September, 2021 at 9:00 a.m. and ends on Wednesday, the 22nd September, 2021 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 16th September, 2021** 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 venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09/12/2020, 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 9, 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	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, link is also 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. 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 evoting is in progress and also be 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	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. 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 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 held 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 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	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 abovementioned 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 022- 23058738 and 22-23058542-43.
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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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)	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. • If both the details are not recorded with the 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 **210827053** 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.

(xvi) Facility for Non-Individual Shareholders and Custodians - Remote Voting

a) 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.

b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

c) 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.

d) 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.

e) 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.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM / EGM 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 / EGM.
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 atleast **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 (company email id). 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 present in the AGM / EGM 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 EGM / AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM / 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 necessary 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) by email to **Company / RTA email ID.**
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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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 on 022-23058542/43.

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
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.5:

Pursuant to the provisions of Section 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment(s) 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 has appointed Shri Milind Torawane, IAS (DIN:03632394) as an Additional Director (Nominee of Gujarat Alakalies and Chemicals Limited). He holds the office of Director up to this Annual General Meeting.

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 Milind Torawane, IAS (DIN: 03632394) as a Nominee Director of the Company, liable to retire by rotation.

Shri Milind Torawane, IAS (DIN: 03632394) 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. 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 required declarations / disclosures (MBP-1 / DIR-8, etc.) from Shri Milind Torawane, IAS (DIN: 03632394).

Brief resume of Shri Milind Torawane, IAS (DIN: 03632394), 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 Shri Milind Torawane, IAS (DIN: 03632394) is / are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No.5 of the Notice.

Item No. 6:

Pursuant to the provisions of Section 149, 150, 152 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 Schedule IV to the Companies Act, 2013, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) and Articles 86 and 98 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. 31/03/2021, has appointed Prof. Shekhar Chaudhuri (DIN: 00052904) as an Additional Director (Independent), for a period of one year from the date of appointment and who holds the office of Director up to this Annual General Meeting.

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 Prof. Shekhar Chaudhuri (DIN: 00052904) as an Independent Director of the Company, not liable to retire by rotation.

Prof. Shekhar Chaudhuri (DIN: 00052904) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as 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 Director (DIR-2) and required declarations / disclosures (MBP-1 / DIR-8, etc.) from Prof. Shekhar Chaudhuri (DIN: 00052904). The Company has also received a Declaration from him confirming that he meets with the criteria as prescribed both under Section 149(7) of the Act, Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Prof. Shekhar Chaudhuri (DIN: 00052904) fulfills the conditions for appointment as an Independent Director and is independent of the management and possess appropriate skills, experience and knowledge.

Brief resume of Prof. Shekhar Chaudhuri (DIN:00052904) 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. 6 as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Prof. Shekhar Chaudhuri (DIN: 00052904) is / are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No.6 of the Notice.

Item No. 7:

Pursuant to the provisions of Section 149, 150, 152 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 Schedule IV to the Companies Act, 2013, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) and Articles 86 and 98 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. 31/03/2021, has appointed Dr. K M Joshi (DIN:00501563) as an Additional Director (Independent), for a period of one year from the date of appointment and who holds the office of Director up to this Annual General Meeting.

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 Dr. K M Joshi (DIN: 00501563) as an Independent Director of the Company, not liable to retire by rotation.

Dr. K M Joshi (DIN: 00501563) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as 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 Director (DIR-2) and required declarations / disclosures (MBP-1 / DIR-8, etc.) from Dr. K M Joshi (DIN: 00501563). The Company has also received a Declaration from him confirming that he meets with the criteria as prescribed both under Section 149(7) of the Act, Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Dr. K M Joshi (DIN: 00501563) fulfills the conditions for appointment as an Independent Director and is independent of the management and possess appropriate skills, experience and knowledge.

Brief resume of Dr. K M Joshi (DIN: 00501563) 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. 7 as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Dr. K M Joshi (DIN: 00501563) is / are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No.7 of the Notice.

Item No. 8:

Pursuant to the provisions of Section 149, 150, 152 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 Schedule IV to the Companies Act, 2013, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) and Articles 86 and 98 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. 31/03/2021, has appointed Shri S B Dangayach (DIN: 01572754) as an Additional Director (Independent) for a period of one year from the date of appointment and who holds the office of Director up to this Annual General Meeting.

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 S B Dangayach (DIN: 01572754) as an Independent Director of the Company, not liable to retire by rotation.

Shri S B Dangayach (DIN: 01572754) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as 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 Director (DIR-2) and required declarations / disclosures (MBP-1 / DIR-8, etc.) from Shri S B Dangayach (DIN: 01572754). The Company has also received a Declaration from him confirming that he meets with the criteria as prescribed both under Section 149(7) of the Act, Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Shri S B Dangayach (DIN: 01572754) fulfills the conditions for appointment as an Independent Director and is independent of the management and possess appropriate skills, experience and knowledge.

Brief resume of Shri S B Dangayach (DIN: 01572754) 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. 8 as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Shri S B Dangayach (DIN: 01572754) is / are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No.8 of the Notice.

Item No.9:

In accordance with the provisions of Section 149, 152 read with Schedule IV of the Companies Act, 2013 (the Act), appointment, including reappointment, of an Independent Director requires approval of the members.

Pursuant to the provisions of Section 149, 150, 152 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 Schedule IV to the Companies Act, 2013, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) and Articles 86 and 98 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, proposed re-appointment of Shri N N Misra (DIN: 00575501), as an Independent Director of the Company for a second consecutive term of five (5) years.

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 N N Misra (DIN: 00575501) as an Independent Director of the Company, not liable to retire by rotation.

Shri N N Misra (DIN: 00575501) 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 Director (DIR-2) and required declarations / disclosures (MBP-1 / DIR-8, etc.) from Shri N N Misra (DIN: 00575501). The Company has also received a Declaration from him confirming that he meets with the criteria as prescribed both under Section 149(7) of the Act, Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Shri N N Misra (DIN: 00575501) fulfills the conditions for re-appointment as an Independent Director and is independent of the management and possess appropriate skills, experience and knowledge.

Brief resume of Shri N N Misra (DIN: 00575501) 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 Resolutions at Item No. 9 as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except the director under reappointment viz. Shri N N Misra (DIN: 00575501), is / are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No.9 of the Notice.

Item No.10:

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 2020-21 of ₹1335.35 crore 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 2021-22.

Your Directors recommend the Resolutions at Item Nos. 10 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 P K Gera, IAS (Retd.) (upto 30/11/2020), Smt. Shahmeena Husain, IAS, Shri Milind Torawane, IAS (from 30/01/2021), Shri Roopwant Singh, IAS, Shri S B Dangayach (upto 15/12/2020 and w.e.f. 31/03/2021) 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.10 of the Notice.

Item No. 11:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Diwanji & Company (Firm Registration No.: 000339), Vadodara, Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2022.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹1,50,000/- (Rupees One Lakh Fifty Thousand) plus applicable Taxes on Services (by whatever name called), reimbursement of reasonable out of pocket expenses, 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. 11 of this Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending on March 31, 2022.

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.11 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

(CS Achal S Thakkar)
Company Secretary & Compliance Officer

Place : Vadodara.
Date : 7th August, 2021.

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	Smt. Shahmeena Husain, IAS	CS V V Vachharajani
DIN	03584560	00091677
Date of Birth	06/03/1972	01/10/1969
Date of Appointment	11/11/2019	28/03/2016
Qualifications	B. Sc. (Zoology, Botany), M. Sc with Zoology.	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	Smt. Shahmeena Husain, IAS is an IAS Officer of 1997 batch. She has held important positions in various Departments of Government of Gujarat. At present she is Managing Director of Gujarat Urja Vikas Nigam Limited (GUVNL) and Gujarat Green Revolution Company Limited (GGRCL) (holding additional charge) and is Chairperson of four group Companies of GUVNL.	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. Presently, he is a Company Secretary and Sr. Vice President (Legal) in Gujarat State Fertilizers and Chemicals Ltd. (GSFC).
Names of other Companies in which Directorship is held	1. Gujarat Urja Vikas Nigam Limited 2. Gujarat Green Revolution Company Limited 3. Gujarat State Electricity Corporation Limited 4. Gujarat Energy Transmission Corporation Limited 5. Dakshin Gujarat Vij Company Limited 6. Paschim Gujarat Vij Company Limited 7. Uttar Gujarat Vij Company Limited 8. Madhya Gujarat Vij Company Limited 9. Gujarat Industrial Development Corporation	NIL
Name of the Private Companies in which, Directorship held thro' relatives	NONE	NONE
Membership / Chairmanship of Committee(s) of other Company.	1. Chairperson of CSR Committee of Gujarat Energy Transmission Corporation Limited (GETCO) 2. Chairperson of CSR Committee of Gujarat Urja Vikas Nigam Limited (GUVNL)	NONE
No. of Shares held	NIL	NIL
No. of Board Meeting(s) attended.	FOUR	THREE
Relationship with other Directors / KMP.	NONE	NONE

B) Details of Independent Directors seeking Appointment / Reappointment at the AGM:

Name of Director	Prof. Shekhar Chaudhuri	Dr. K. M. Joshi
DIN	00052904	00501563
Date of Birth	04/08/1951	24/10/1956
Date of Appointment	31/03/2021	31/03/2021
Qualifications	Prof. Chaudhuri graduated from Indian Institute of Technology (IIT) Kharagpur, in 1972 with a B.Tech. (Hons.) in Mechanical Engineering and did his doctoral programme in Management-with specialization in Business Policy - from the Indian Institute of Management (IIM), Ahmedabad, and was awarded the title of Fellow in 1980.	B.Com & M.A. (Economics) from M S University, Baroda and did his doctoral program in Economics from Gujarat University, Ahmedabad.
Nature of Expertise / Experience	He was associated with IIM, Ahmedabad, as a faculty member for about twenty seven (27) years, from March 1981 to January 2008. Then he joined IIM, Calcutta (IIMC) as Director for a period of 10 years. On completion of his tenure as Director, IIMC, he joined the Shiv Nadar University, Greater Noida (UP) as the Founding Director of the School of Management and Entrepreneurship in May 2013. In 2015, he returned to IIM, Calcutta as Professor in the Strategic Management Group. He superannuated from IIM Calcutta in August 2016 and subsequently joined Calcutta Business School as the Director and Chair Professor of Strategic Management for a period of three years. Prof. Chaudhuri has been honoured with several awards during his long career. He has been a recipient of a Senior Fulbright Fellowship at the University of California, Berkeley in 1988 and taught at the Southern Illinois University at Carbondale in Illinois, USA for a period of two years during August 1989 to August 1991. He was conferred the MIT, Pune's "Bharat Asmita Acharya Shrestha Award 2009" in the field of management education by H.E. Vice President of India on February 3, 2009 and the Ravi Matthai National Fellow Award by the Association of Indian Management Schools in August 2012.	Dr. K M Joshi was associated with M.S. University, Vadodara as faculty member of Faculty of Management Studies, Department of Business Economics and Department of Banking and Business and as Research Associate with IIM, Ahmedabad during his career as academician with rich and varied experience for a period of more than 37 years. He has published several research articles on topics of economics, inflation, Monetary Policy, Trade negotiation etc. Dr. K M Joshi has to his credit Research Projects completed under the aegis of MS University, Vadodara, University Grants Commission (UGC) and Govt. of Gujarat. He has attended several seminars and workshop and presented papers at renowned academic institutions and organizations like M S University, Sardar Patel University, NIBM- Pune, etc. He has been invited to deliver Talks by premier institutions like Indian Institute of Bankers, State Bank of India, Institute of Rural Management, Anand (IRMA), Bhavnagar University, Saurashtra University and Sardar Patel University. He has conducted Training Programs at Corporates like Gujarat State Fertilizer & Chemicals Ltd. (GSFC), National Dairy Development Board (NDDB), Indian Petrochemicals Corporation Limited (IPCL), Gujarat Urja Vikas Nigam Limited (GUVNL). He has served as guide for doctoral programs of several eminent personalities on varied topics like Power Sector reforms in India and restructuring of Gujarat Electricity Board, Macro Economics, Unemployment, Fertilizer Industry, Public Expenditure, Public Health Management.

Names of other Companies in which Directorship is held	West Bengal Electronics Industry Development Corporation Ltd. (WEBEL)	NONE
Name of the Private Companies in which, Directorship held through relatives	NONE	NONE
Membership / Chairmanship of Committee(s) of other Company	West Bengal Electronics Industry Development Corporation Ltd. (WEBEL) 1. Member of Audit Committee and 2. Member of CSR Committee	NONE
No. of Share held	NIL	NIL
No. of Board Meeting attended	TWO	THREE
Relationship with other Directors / KMP	NONE	NONE

Name of Director	**Shri S. B. Dangayach**	**Shri N. N. Misra**
DIN	01572754	00575501
Date of Birth	21/08/1952	29/10/1954
Date of Appointment	31/03/2021	31/03/2021
Qualifications	B.Sc. (Physics) from Bombay University and alumnus of IIM, Ahmedabad, with focus on social, economic and technological spheres.	B.E. (Electrical) from NIT Rourkela
Nature of Expertise / Experience	Shri Dangayach is a passionate proponent of green, clean and sustainable development and has devoted all his efforts to evolve products and solutions in domains of water, waste water, affordable housing, social infrastructure, renewable energy, waste management and health. With proven record of innovation and entrepreneurship, he has the ability to ideate, strategize and implement projects, programmes and plans by proper inter disciplinary coordination and leadership. During his long career of over 43 years in leadership position including over a decade as Managing Director of Sintex Limited and also as founder Chairman of Healwell International Ltd, a pioneer in field of Homoeopathy.	Shri Misra is a former Director (Operations) of NTPC Ltd, a Maharatna Company and having 37 years of experience with NTPC. He joined NTPC as an Executive Trainee in 1977 and worked in various areas and become Member of the Board in the year 2010. In which he got in depth experience in all facet of Power Sector like Design, Engineering, Contracts & Procurement, Human Resources and Operational Services. Shri Misra also played significant role and was responsible for successful implementation and commissioning of India's first 765KV Substations at NTPC -Sipat. Shri Misra actively associated with BIS and was a member of Electro- Technical Division Council (ETDC) of BIS.

	Shri Dangayach has been felicitated with "Best Manager" award by the Ahmedabad Management Association (AMA) in 1998. Mr. Dangayach has been part of many foreign delegations of Prime Minister and Chief Minister of Gujarat. **Some of his other noteworthy milestones are:** Regular speaker at many symposia, seminars and conferences relating to plastics, environment, affordable housing, Homoeopathy, renewable energy, waste management, water, sustainable building materials and technologies etc. Conceptualized and anchored popular series of lectures at AMA under title of "New Paradigm in Health - Illness to Wellness and Beyond". Ex-Chairman of National Advisory Board of Plastindia Foundation. Member of Advisory Committee on Vibrant Gujarat since inception. Created and delivered a course on "Waste Business Management" at IIM, Ahmedabad to highlight immense business opportunities in the domain of waste. Created and delivered a course on "Doing Business with Government & PSUs" at Entrepreneurship Development Institute, Gandhinagar. Member of Board of Governors of IIM, Udaipur and Auro University, Surat.	He was also part-time Chairman of NSPCL (Joint venture of NTPC & SAIL) and part-time Director in number of JVs & Subsidiaries of NTPC engaged in Generation, Power Trading and Manufacturing. Shri Misra has represented India in CIGRE (International Conference on Large High Voltage Electrical System) and has contributed in many study Committees and Working Groups of CIGRE. In addition to this, Shri Misra also worked on various committees and Boards as follows • Consultant Power (Thermal) in State Bank of India on non- exclusive basis • Member Governing Board NTPC School of Business • Vice Chairman (Technical) CIGRE- India (World Body of Power System Experts) • Member of enquiry Committee for Mumbai Grid Failure of 12/10/2020 • Member of Committee to select MD of Gujarat Genco. (GSECL).
Names of other Companies in which Directorship is held	1. Gujarat Mineral Development Corporation Limited 2. Gujarat Alkalies & Chemicals Limited 3. Narita Trade Links Private Limited 4. Gujarat Foundation For Entrepreneurial Excellence 5. GVFL Advisory Services Limited	1. Prayagraj Power Generation Company Limited 2. M.P. Power Management Company Limited 3. Feedback Energy Distribution Company Limited 4. Feedback Power Operations & Maintenance Services Private Limited
Name of the Private Companies in which, Directorship held through relatives	NONE	NONE
Membership / Chairmanship of Committee(s) of other Company	1. Chairmanship of Audit, Stakeholders Relationship and Nomination & Remuneration Committees and Membership under CSR & Risk Management Committee of Gujarat Mineral Development Corporation Limited	1. Member of Audit and Nomination & Remuneration Committee of Prayagraj Power Generation Company Limited 2. Member of Audit and Nomination & Remuneration Committee of M.P. Power Management Company Limited

	2. Membership of Audit, CSR, Nomination & Remuneration and Risk Management Committees of Gujarat Alkalies & Chemicals Limited	3. Member of Audit and Nomination & Remuneration Committee of Feedback Energy Distribution Company Limited 4. Member of Audit and Nomination & Remuneration Committee of Feedback Power Operations & Maintenance Services Private Limited
No. of Shares held	NIL	NIL
No. of Board meeting attended	THREE	FOUR
Relationship with other Directors/KMP	NONE	NONE

C) Details of Director seeking Appointment as a Nominee Director:

Name of Director	Shri Milind Torawane, IAS
DIN	03632394
Date of Birth	30/08/1972
Date of Appointment	30/01/2021
Qualifications	Bachelor of Engineering (Electronics & Telecommunication) and Master in Public Administration at Maxwell School of Syracuse University, USA.
Nature of Expertise / Experience	Shri Milind Torawane, IAS (DIN: 03632394) is an IAS Officer of 2000 batch. He is presently Secretary (Economic Affairs) to Government, Finance Department, Government of Gujarat. He has held various important positions in Government of Gujarat (GoG) like Municipal Commissioner - Surat Municipal Corporation, Secretary-Housing & Nirmal Gujarat, Additional Chief Executive-Gujarat Urban Development Mission, Managing Director-Diamond Research & Mercantile City Limited, etc. He had also served as the Managing Director of Gujarat Urban Development Company Limited and Managing Director of Gujarat State Investment Limited. Presently, he is Managing Director of Gujarat Alkalies & Chemicals Limited. Shri Milind Torawane, IAS was awarded the best District Development Officer [District - Narmada (Rajpipla)] in the year 2004-05. He was also declared the best Collector and District Magistrate in the year 2007-08 and 2009-10 by the Government of Gujarat.
Names of other Companies in which Directorship is held	1. Gujarat Mineral Development Corporation Limited 2. Gujarat Alkalies And Chemicals Limited 3. Gujarat Gas Limited 4. GSPC LNG Limited 5. GACL-NALCO Alkalies & Chemicals Private Limited 6. Gujarat State Electricity Corporation Limited 7. Gujarat Urja Vikas Nigam Limited 8. Gujarat State Investment Limited 9. Gujarat State Financial Services Limited

Name of the Private Companies in which, Directorship held through relatives	NONE
Membership / Chairmanship of Committee(s) of other Company.	1. Member of Audit Committee, Stakeholders' Relationship Committee, CSR Committee and Risk Management Committee of Gujarat Alkalies And Chemicals Limited. 2. Member of Audit Committee, Stakeholders' Relationship Committee, CSR Committee and Nomination & Remuneration Committee of Gujarat Mineral Development Corporation Limited. 3. Member of Audit Committee, Stakeholders' Relationship Committee and Risk Management Committee of Gujarat Gas Limited.
No. of Shares held	NONE
No. of Board Meeting(s) attended.	NIL
Relationship with other Directors / KMP.	NONE

BOARD'S REPORT 2020-21

To

The Members,

Your Directors are pleased to present the Thirty Sixth Annual Report of your Company together with the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021.

Financial Performance:

(₹ in Lakhs)

Particulars	2020-21	2019-20
Revenue from Operations	**133535**	137883
Other Income	**3028**	4189
Total Income	**136563**	142072
Total Expenditure	**88959**	87385
Gross Profit (before deducting any of the following)	**47604**	54687
(a) Finance Cost	**4220**	5073
(b) Depreciation	**16186**	19076
(c) Provision for Deferred Tax	**3961**	279
(d) Provision for Current Income Tax (including MAT credit entitlement)	**4911**	5461
	18326	24798
Add: (a) Other Comprehensive Income (Net of Tax)	**2367**	(1777)
Gross Profit	**20693**	23021
Exceptional Item	**-**	-
Net Profit (including other comprehensive income):	**20693**	23021
Add : Balance brought forward from Previous Year (including other Comprehensive Income)	**13539**	13806
Surplus available for Appropriation	**34232**	36827
Less: Appropriations:		
i. General Reserve	**9000**	9000
ii. Expansion Reserve	**9000**	9000
iii. Dividend on Equity Shares (including Dividend Tax) paid	**4386**	5288
iv. Carried to Balance Sheet	**11846**	13539
TOTAL	**34232**	36827

Dividend:

Your Directors are happy to recommend a Dividend of ₹ 2.70 (Rupees Two & Paise Seventy) per share on 15,12,51,188 Equity Shares of ₹ 10/- each fully paid up, for the year ended on 31st March, 2021 (Previous year ₹ 2.90 per share). The Dividend, if approved by the Shareholders at the ensuing 36th Annual General Meeting (AGM), shall be paid to those Members, whose names appear in the Register of Members of the Company as on 23rd September, 2021. 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 16th September, 2021.

OPERATIONS:

Surat Lignite Power Plant (SLPP):

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

During the year under review, Phase-I generated 1322.727 Million Units (MUs) with 60.40% Plant Load Factor (PLF) against the Budgeted target of 1436.582 MUs with 65.60% PLF. Plant availability was 70.65% against the Budgeted target of 74.78%. Commercial availability was 60.98% against the Budgeted target of 65.65%. Unit-2, 125 MW is under Forced Outage since 16/12/2020 due to major deformation of Economizer Beams. Purchase Order was placed to M/s BHEL for procurement of new Beams in November'2019 with delivery schedule of October'2020. However, due to COVID-19 pandemic, there was delay in supply of Economizer Beams due to non-availability of required imported material to BHEL, the OEM.

The main reason for variance with respect to Budget is mainly due to delay in supply of Unit-2 Economizer Beams by BHEL due to COVID-19 pandemic.

First, Second and Third new Economizer Beams received at SLPP site on 19/04/2021, 27/04/2021 and 13/05/2021 respectively.

After completion of replacement of Economizer Beams and other associated works, Unit-2 has been synchronized on 01/07/2021.

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

During the year under review, Phase-II generated 1652.925 MUs with 75.48% PLF against the Budgeted target of 1721.073 MUs with 78.59% PLF. Plant availability was 82.35% against the Budgeted target of 84.75%. Commercial availability was 79.76% against the Budgeted target of 80.30%. Lower Plant Performance w.r.t. Budget is mainly due to COVID-19 pandemic as this had affected Annual Overhauling (AOH) works of Unit-4 and increase in Forced Outages of Units.

SLPP has successfully completed reportable accident free operations for the entire year under review i.e. FY 2020-21.

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.

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

Vadodara Gas based Stations:

Station - I (145 MW):

During the year under review, the Station generated 713.938 Million Units (MUs) at the Plant Load Factor (PLF) of 56.21% as against budgeted generation of 698.61 MUs at PLF of 55.00%.

The Plant Availability Factor (PAF) was at 80.97% during the year under review due to planned shutdown as against 87.36% during the preceding year.

Major Overhauling of Gas Turbine # 2 was carried out from 10th December, 2020 to 8th January, 2021. Machine output increased by 7% to 8% and efficiency improved by 1.5% to 2%.

Continuous efforts are being made to maintain optimum available supply of gas at competitive price for commercially viable operation of the Station.

Your Directors are glad to inform that the Company has injected total 1.05608 MUs of electrical energy in open access through Indian Energy Exchange.

Station - II (165 MW):

Total energy of 17.6725 MUs were scheduled during the year under review, with total 17 numbers of successful start-up on different days for minimum 06 hours and maximum 12 hours of Combined Cycle Operation.

Mining:

During the year under review, Valia Lignite Mine has recorded the highest lignite production of 30.75 Lakh Te as against 30.63 Lakh Te during the preceding year and also the highest monthly lignite production of 4.45 Lakh Te.

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 12.19 Lakh Te was created on 30/06/2020 as against the previous year's stock of 10.91 Lakh Te on 30/06/2019.

Approval of Mining Plan and Mine Closure Plan:

Mining Plan (3rd Revision) (including Mine Closure Plan) for 5.40 MTPA of Mangrol-Valia Lignite Mine has been approved by the Ministry of Coal, GoI vide their letter dated 28/09/2020 (Expansion of Production Capacity from 4.20 MTPA to 5.40 MTPA).

Achieved Zero Accident Level:

Because of 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 the "Zero Accident Level" during the FY 2020-21 by maintaining and meeting the highest standards of safety norms in its mines.

75 MW Solar Power Projects at Gujarat Solar Park, Charanka:

During the year under review, 75 MW Solar Power Project at Charanka has generated 155.85 MUs with 23.72% Capacity Utilization Factor (CUF) against budgeted target of 156.59 MUs with 23.83% CUF.

Further, FY-2020-21 was the first full year of plant operation after commissioning in June-2019. Total generation from 75 MW Solar Plant is as per expected design parameters and performance test of Plant successfully completed.

2 x 40 MW Solar Power Projects at Gujarat Solar Park, Charanka:

During the year under review, Plot-1 (40 MW) has generated 76.00 MUs with 21.69% CUF against Budgeted target of 75.90 MUs with 21.66% CUF.

During the year under review, Plot-3 (40 MW) has generated 76.66 MUs with 21.88% CUF against Budgeted target of 75.87 MUs with 21.65% CUF.

5 MW Solar Power Plant:

During the year under review, 5 MW Solar Power Plant at SLPP generated 6.05 MUs with 13.82% CUF against Budgeted target of 6.17 MUs with 14.09% CUF.

2 x 1 MW Distributed Solar Power Plants (DSPP):

During the year under review, 1 MW Amrol DSPP generated 1.370 MUs at a CUF of 15.69% and 1 MW Vastan DSPP generated 1.327 MUs at a CUF of 15.14% respectively.

Agricultural activities like cultivation of wheat, turmeric, cotton, castor and vegetables, based on season and in consultation with and under the guidance of Anand and Navsari Agricultural Universities, were carried out during the year under review.

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 216.47 MUs at a CUF of 21.99% as against 227.35 MUs generated at a CUF of 23.09% during the preceding year.

Wind Power generation was relatively less during the year under review mainly due to low wind velocity compared to previous years across wind project sites / locations in Gujarat.

100 MW Solar Power Project at Raghanesda

Your Directors are pleased to inform that 100 MW Solar Power Plant at Raghanesda has been commissioned successfully on 10/08/2021.

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 is making sincere and committed efforts to maintain the safety of Plant equipments and creating 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. FY 2020-21.

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.

Vadodara Plant:

Your Company had also imposed total ban on using thermocol and plastic below 40 micron 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 two (2) fields of Unit-1 Electrostatic Precipitator (ESP), five (5) fields of Unit-2 ESP & four (4) fields including revival of two (2) dummy fields of Unit-4 ESP at total expenditure of ₹ 935.01 Lakhs to reduce suspended particulate matter (SPM) emission through stack / chimney to meet new Environmental norms of Ministry of Environment, Forest & Climate Change (MoE, F & CC), Govt. of India.

Your Company has planted 127 nos. of saplings (100% survival rate) 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 Surat Lignite Power Plant (SLPP) of your Company has received National Award for Excellence in Energy Management-2020 for Outstanding Performance in Energy Conservation (for fourth consecutive year) conferred by Confederation of Indian Industry (CII), Hyderabad and recognized as 'Energy Efficient Unit'. The award was received on 28th August, 2020.

SLPP has received Environment Excellence Award-2020 under "Clean Generator of the Year - Lignite" category, conferred by Mission Energy Foundation. The Award was received on 28th September, 2020.

SLPP has received National Efficiency Award-2021 under "Best Energy Efficient Plant - Lignite" category, conferred by Mission Energy Foundation. The Award was received on 19th February, 2021.

Subsidiary:

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

Public Deposits:

During the year 2020-21, 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 2021-22 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.

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 of Auxiliary Consumption of 0.466 MUs in Station-I of Vadodara Power Plant and saving on account of GT 2 Overhaul is 8515.6 Mkcal aggregating to total saving of ₹1.98 Crores approx. and saving at SLPP of about 21.82 Million Units (MUs) Electrical Energy and 84,655 MT Lignite aggregating to total saving of around ₹ 16.20 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.gipcl.com:

None of the Directors has pecuniary relationships or transactions vis-à-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.gipcl.com.

Directors' Responsibility Statement:

The Board of Directors of the Company confirms:

a. that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departure;

b. 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, 2021 and of the profit of the Company for the year ended on that date;

c. 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;

d. that the Annual Accounts have been prepared on a going concern basis;

e. 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

f. 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. J J Gandhi & Co., Practicing Company Secretaries, Vadodara (CP No. 2515) is annexed forming part of this Report.

Business Responsibility Report (BRR):

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

Risk Management:

The Board of Directors reviews the Report on Risk Management and Risk Minimization on quarterly basis. The provisions of Listing Regulations relating to Risk Management were not applicable to the Company, during the year under review.

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 2020-21, 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 ₹1003.31 crores, ii) "CARE AA-; Stable / CARE A1+" rating in respect of for Long Term/Short Term Bank Facilities of ₹412.40 crores and iii) "CARE A1+" rating in respect of Short Term Bank Facilities of ₹ 660.00 crores during FY 2020-21.

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 2020-21.

Key Managerial Personnel:

There was no change in the Key Managerial Personnel (KMP) during the year under review. The details of KMP are as under:

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

Directors:

During the year, Shri P K Gera, IAS (Retd.) (DIN:05323992) upon completion of his tenure of appointment as Managing Director of Gujarat Alkalies & Chemicals Limited (GACL), has tendered his resignation as Nominee Director of Gujarat Alkalies & Chemicals Limited (GACL) on the Board of GIPCL, and in view of the same, ceased to be the Director w.e.f. 01/12/2020.

The Board places on record its sincere appreciation for the valuable guidance and support extended by Shri P K Gera, IAS (Retd.) (DIN:05323992) 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 (AoA) and Letter of Gujarat Alkalies and Chemicals Ltd. (GACL) dated 13th January, 2021, Shri Milind Torawane, IAS (DIN: 03632394) was appointed as an Additional Director (Nominee) of GACL on the Board of GIPCL, w.e.f 30/01/2021 vice Shri P K Gera, IAS (Retd.) (DIN: 05323992), subject to approval of shareholders.

Further, during the year, pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have appointed Prof. Shekhar Chaudhuri (DIN: 00052904), Dr. K M Joshi (DIN: 00501563) and Shri S B Dangayach (DIN: 01572754) as Additional Directors (Independent) for a period of one year with effect from 31st March, 2021, subject to approval of shareholders.

Consequent upon transfer as Additional Chief Secretary, Energy & Petrochemicals Department (EPD), Government of Gujarat (GoG) to Additional Chief Secretary, Social Justice & Empowerment, Government of Gujarat, Smt. Sunaina Tomar, IAS (DIN:03435543), Chairperson of the Company has tendered resignation from the Board of Directors of the Company and in view of the same, ceased to be the Director / Chairperson w.e.f. 15/06/2021.

The Board places on record the sincere appreciation for the valuable guidance and support extended by Smt. Sunaina Tomar, IAS (DIN:03435543) during her tenure as a Chairperson of the Company.

Shri N N Misra (DIN:00575501) was appointed as an Independent Director for a period of five years at the 31st Annual General Meeting and his tenure of appointment shall expire at the ensuing 36th Annual General Meeting. The Board of Directors, on recommendation of the Nomination and Remuneration Committee, have recommended re-appointment of Shri N N Misra (DIN:00575501) for a second term of five years commencing from the conclusion of 36th AGM to the conclusion of 41st AGM.

CS V V Vachhrajani (DIN:00091677) and Smt. Shahmeena Husain, IAS (DIN: 03584560) 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 36th Annual General Meeting (AGM) for the appointment of Shri Milind Torawane, (IAS) (DIN: 03632394) as a Director of the Company.

Your Directors recommend for your approval resolution at Sr. Nos. 06 to 08 of the Notice convening the 36th AGM for the appointment of Prof. Shekhar Chaudhuri (DIN:00052904), Dr. K M Joshi (DIN:00501563) and Shri S B Dangayach (DIN:01572754) respectively as Independent Directors for a period of one year with effect from 31st March, 2021.

Your Directors recommend for your approval resolutions at Sr.03 and 04, of the Notice convening the 36th AGM for the re-appointment of CS V V Vachhrajani (DIN: 00091677) and Smt. Shahmeena Husain, IAS (DIN: 03584560) respectively as Directors of the Company, liable to retire by rotation.

Your Directors recommend for your approval resolution at Sr. No. 09 of the Notice convening the 36th AGM for the appointment of Shri N N Misra (DIN: 00575501) as an Independent Director of the Company for a second term of five years.

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 15/06/2020, 18/08/2020, 09/11/2020 and 30/01/2021.

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.gipcl.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 2020-21.

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 2020-21 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 during 10:00 a.m. to 12:00 noon on all working days of the Company up to the date of the ensuing 36th 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.:106242W) were appointed as Internal Auditors of the Company for the Financial Year 2020-21 and they have submitted their Report to the Audit Committee of Directors.

M/s. K N Mehta & Company, Chartered Accountants, Vadodara, (ICAI Firm Reg. No.:106242W) have been reappointed as Internal Auditors of the Company for the Financial Year 2021-22.

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

(ii) Statutory Auditors:

The Members at their 30th AGM had appointed K C Mehta & Co., Chartered Accountants, Vadodara (ICAI Firm Reg. No.:106237W) as Statutory Auditors of the Company, for a period of five consecutive Financial Years i.e. from FY 2015-16 to FY 2019-20 to hold office from the conclusion of 30th AGM to the conclusion of the 35th AGM.

As recommended by the Audit Committee and the Board of Directors, at their 35th AGM of the shareholders, 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.

M/s Diwanji & Company, Cost Auditors, Vadodara (Firm Registration No.:000339) were appointed as Cost Auditors of the Company for the Financial Year 2020-21.

The Board of Directors has re-appointed M/s Diwanji & Company (Firm Registration No.:000339) as Cost Auditors of the Company for the Financial Year 2021-22, subject to shareholders' ratification to the remuneration payable to the Cost Auditors.

Resolution at Sr.No. 11 of the Notice of 36th AGM is recommended for ratification of the Members for the remuneration payable to Cost Auditors for the Financial Year 2021-22.

(iv) Secretarial:

The Board of Directors had appointed M/s J J Gandhi & Co, Practicing Company Secretaries, Vadodara (CP No.2515) as Secretarial Auditors of the Company for the financial year 2020-21. Secretarial Audit Report of M/s J J Gandhi & Co. for the Financial Year 2020-21 ended on 31st March, 2021 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 2021-22.

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 initiated the process timely and made necessary efforts for appointment of woman Independent Director and for appointment of three Independent Directors towards compliance of Regulation 17(1) and has complied with the same with some delay, which was mainly due to unfortunate and unforeseen Covid-19 pandemic prevailing since March 2020 and for the delay, the fine imposed / confirmed by the Stock Exchanges have been paid by the Company.

M/s. Vadodara Jal Sanchay Private Limited (VJSPL), a Special Purpose Vehicle (SPV) Company has been incorporated by subscribing to the Memorandum & Articles of Association (MoA / AoA) and equity shares, which was 1) in compliance with the notification of Policy of Government of Gujarat, Ministry of Power, reg. Policy for Reuse of Treated Waste Water (TWW), mandatory to all Thermal Power Plants (including of GIPCL having 310 MW Power Plant); and 2) in compliance with the approach made by Vadodara Municipal Corporation with an object of catering their water demand and providing appropriate quality & adequate quantity of TWW. Since the participation by GIPCL in VJSPL was under the directive of the Government of Gujarat and under a policy and also since the same is not pertaining to its core business, no disclosure to Stock Exchanges were required to be made. Further, as per the requirements of Regulation 30(2) read with respective circular of SEBI, the disclosure shall be made upon "acquisition" of 5% or more shares in a listed target entity and VJSPL being unlisted and the subscription of MoA / AoA and shares while incorporating VJSPL would not attract the referred provisions. The Project Cost and the Joint Venture / Shareholders' Agreement are still not finalized and therefore, being not mandatorily required, the Company did not submit the disclosure. Despite the fact that the said intimation is not mandatorily required to be submitted, as advised by the Secretarial Auditors, considering the good governance practices, the Company has intimated to the stock exchange/s about the said participation for information on 04/06/2021.

Investor Education and Protection Fund (IEPF)

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

During the Financial Year 2020-21, unclaimed dividend for the Financial Year 2012-13 aggregating ₹ 22,94,758 had been transferred to Investor Education and Protection Fund (IEPF).

The Company has also transferred ₹12,09,461.8 to the bank account of the IEPF towards dividend declared by the Company for the Financial Year 2019-20, for such shares which were transferred to the IEPF earlier.

During the Financial Year 2020-21, the Company has also transferred 40,829 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 2012-13 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 2013-14 and the corresponding shares will be due for transfer to the IEPF on 21st October, 2021, 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 Achal S Thakkar
Designation	:	Company Secretary & Nodal Officer
Postal Address	:	P.O.: Ranoli: 391 350,
		Dist.: Vadodara (Gujarat)
Telephone No.	:	0265 - 2232768
Mobile No.	:	6359530900
E-mail ID	:	investors@gipcl.com

The Company has also displayed the details of Nodal Officer at 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 Website at www.gipcl.com.

Risk Management Policy

The Company has constituted the Risk Management Committee of Directors w.e.f. 07/08/2021 and Shri S B Dangayach (DIN:01572754) has been appointed as the Chairman of the said Committee.

The Members of the Risk Management Committee are as follow:

1. Shri S B Dangayach - Chairman of the Committee;
2. Shri N N Misra - Member;
3. Shri V V Vachharajani - Member;
4. 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:

a) Details relating to deposits covered under Chapter V of the Act.

b) Details of remained, unpaid or unclaimed dividend at the end of year.

c) Issue of equity shares with differential right as to dividend, voting or otherwise.

d) Issue of shares (including Sweat Equity Shares) to employees of the Company under any scheme.

e) Neither the Managing Director nor the Whole Time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

f) 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

Smt. Vatsala Vasudeva, IAS	**Dr. Manjula Subramaniam, IAS (Retd.)**
Managing Director	**Director**
(DIN : 07017455)	**(DIN : 00085783)**

Date : 7th August, 2021
Place : Vadodara

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 'I' and 'II'.**

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, 2021:

   Smt. Vatsala Vasudeva, IAS, Chairperson

   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:

   ₹ 36,265.86 Lakhs.

4. Prescribed CSR Expenditure (two percent of the amount as at Sr.3 above):

   The Company is required to spend ₹725.32 Lakhs towards CSR.

5. Details of CSR amount spent for the Financial Year 2020-21:

   a. Total amount spent for the Financial Year: ₹726.08 Lakhs.

   b. Amount unspent, if any: Not Applicable.

   c. Manner in which the amount spent during the Financial Year 2020-21 is detailed below:

ANNEXURE 'I' TO THE ANNUAL REPORT ON CSR ACTIVITIES

(₹ 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, Support to CHC, Medical Camps, Mobile Medical Unit, Women & Child Health Improvement	Health	Vadodara	27.00	Direct-25.83 Overheads-NIL	25.83	25.83 SVADES
			Renewable Energy	51.00	Direct-44.19 Overheads-NIL	44.19	44.19 SVADES
			SLPP	151.84	Direct-197.76 Overheads-NIL	197.76	197.76 DEEP
2.	Infrastructure Support, Resource & Empowerment, Educational Activities	Education	Vadodara	30.00	Direct-28.54 Overheads-NIL	28.54	28.54 Direct
			Renewable Energy	48.00	Direct-43.34 Overheads-NIL	43.34	43.34 Direct
			SLPP	167.18	Direct-169.40 Overheads-NIL	169.40	169.40 DEEP
3.	Self Help Groups, Skill enhancement Training, Nutritional Improvement Project (Kitchen Garden)	Women Empowerment (Livelihood)	SLPP	27.84	Direct-19.72 Overheads-NIL	19.72	19.72 DEEP

4.	Roads, Culverts & Infrastructures	Village Infrastructure Development	Vadodara	3.00	Direct-3.00 Overheads-NIL	3.00	3.00 SVADES
			SLPP	107.53	Direct-68.57 Overheads-NIL	68.57	68.57 DEEP
5.	Resource Centre for Training	Resource Centre	SLPP	28.84	Direct-29.94 Overheads-NIL	29.94	29.94 DEEP
6.	-	Contingency	Vadodara	5.00	Direct-7.73 Overheads-NIL	7.73	0.18 Direct, 2.50 Akshyapatra Foundation, 1.50 United Orphanage 0.30 MS University, 3.25 DFO, Vadodara
			Renewable Energy	10.00	Direct-21.48 Overheads-NIL	21.48	2.54 Direct, 18.94 Heartfulness Organisation
			SLPP	5.00	Direct-2.52 Overheads-NIL	2.52	2.52 Direct
7.	Program Designing, Implementation, Monitoring & Evaluation Expenses	Program Management Expenses	SLPP	44.50	Direct-45.34 Overheads- NIL	45.34	45.34 DEEP
	Sub-Total		**Vadodara**	**65.00**	**Direct 65.10 Overheads-NIL**	**65.10**	**28.72 Direct, 28.83 SVADES 2.50 Akshyapatra Foundation, 1.50 United Orphanage 0.30 MS University, 3.25 DFO, Vadodara**
			Renewable Energy	**109.00**	**Direct 109.01 Overheads-NIL**	**109.01**	**45.88 Direct, 44.19 SVADES, 18.94 Heartfulness Organisation**
			SLPP	**532.73**	**Direct 533.25 Overheads-NIL**	**533.25**	**2.52 Direct, 530.73 DEEP**
			TOTAL	**706.73**	**707.36**	**707.36**	**707.36**
8.	Administrative & Capital	Administrative Expenses	SLPP	18.89	Direct-NIL Overheads 18.71	18.71	18.71 DEEP
	GRAND TOTAL			**725.62**	**726.08**	**726.08**	**726.08**

ANNEXURE -II TO THE ANNUAL REPORT ON CSR ACTIVITIES FY 2020-21

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
2	Dr. K M Joshi (Up to 15/12/2020)	Independent Director	4	3
3	Shri S B Dangayach (Up to 15/12/2020)	Independent Director	4	3
4	Shri Prabhat Singh (From 02/01/2021)	Independent Director	4	1
5	Shri V V Vachhrajani (From 02/01/2021)	Nominee Director	4	1

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 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 ₹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	2017-18	NIL	NIL
2	2018-19	NIL	NIL
3	2019-20	NIL	NIL
	TOTAL	NIL	NIL

6. Average net profit of the Company as per Section 135(5): ₹36,265.86 lakhs

7. (a) Two percent of average net profit of the Company as per section 135(5) : ₹725.32 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) : ₹ 725.32 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
726.08	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 implementa-on-Direct (Yes/ No.)	Mode of implementa-on Through implementing Agency	
				State	District						Name	CSR Registra-tion 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 VIII to the Act	Local area (Yes / No.)	Location of the project		Amount spent for the (₹ in lakh)	Mode of implemen-tation on Direct (Yes/No)	Mode of implementation Through implementing Agency	
				State	District			Name	CSR Registration number
1.	Drinking Water, Sanitation, Bathroom, Support to CHC, Medical Camps, Mobile Medical Unit, Women & Child Health Improvement	Health	Yes	Gujarat	Vadodara	25.83	No	SVADES	-
				Gujarat	Amreli Rajkot	44.19	No	SVADES	-
				Gujarat	Surat Bharuch	197.76	No	DEEP	-
2.	Infrastructure Support, Resource & Empowerment, Educational Activities	Education	Yes	Gujarat	Vadodara Anand	28.54	Yes	-	-
				Gujarat	Amreli Rajkot	43.34	Yes	-	-
				Gujarat	Surat Bharuch	169.40	No	DEEP	-
3.	Self Help Groups, Skill enhancement Training, Nutritional Improvement Project (Kitchen Garden)	Women Empower-ment (Livelihood)	Yes	Gujarat	Surat Bharuch	19.72	No	DEEP	-

4.	Roads, Culverts & Infrastructures	Village Infrastructure Development	Yes	Gujarat	Vadodara	3.00	No	SVADES	-
				Gujarat	Surat Bharuch	68.57	No	DEEP	-
5.	Resource Centre for Training	Resource Centre	Yes	Gujarat	Surat	29.94	No	DEEP	-
6.	Providing Mask - Covid -19	Contingency	Yes	Gujarat	Vadodara	0.18	Yes	-	-
	Mid - Day Meal Scheme					2.50	No	Akshaya Patra Foundation	-
	Grant for disabled					1.50	No	United Orphanage	-
	Sponsoring Workshop on Tech application in HR faculty					0.30	No	M S University	-
	For Viral Transport kit - Covid-19					3.25	No	DFO, Vadodara	-
	Providing Food Packet - Covid-19				Patan	2.54	Yes	-	-
	Education Quality program & Medical Research				Gujarat	18.94	No	Heartfulness Organisation	
	Providing Food Packet - Covid -19				Surat	2.52	Yes	-	-
7.	Program Designing, Implementation, Monitoring & Evaluation Expenses	Program Management Expenses	Yes	Gujarat	Surat Bharuch	45.34	No	DEEP	-
		Total				**707.37**			

Amount spent in Administrative Overheads : ₹ 18.71 lakhs

Amount spent on Impact Assessment, if applicable : NIL

Total amount spent for the Financial Year (8b+8c+8d+8e) : ₹ 726.08 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)	725.32
(ii)	Total amount spent for the Financial Year	726.08
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.76
(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 Year [(iii)-(iv)]	0

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 ₹)	Amount spent on the project in the reporting financial year (in ₹)	Cumulative amount spent at the end of reporting Financial year (in ₹)	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) : 27/03/2021

    (b) Amount of CSR spent for creation or acquisition of capital asset : ₹ 0.23 lakh

    (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

    DEEP-Development Efforts For Rural Economy And People

    Above GIPCL Medical Centre, Opposite. SLPP Main Gate, Nani Naroli - 394 110, Taluka : Mangrol, District : Surat (Gujarat)

    (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

    Purchase of Camera for monitoring & documentation.

    DEEP-Development Efforts For Rural Economy And People

    Above GIPCL Medical Centre, Opposite. SLPP Main Gate, Nani Naroli - 394 110, Taluka : Mangrol, District : Surat (Gujarat)

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/-
(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'.

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

Date : 7th August, 2021
Place : Vadodara

ANNEXURE 'B' TO BOARD'S REPORT
FORM NO. MR-3
Secretarial Audit Report
(For the Financial year ended on 31st March, 2021)

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Gujarat Industries Power Company Limited
P.O. Ranoli -391350
Dist. Vadodara Gujarat

Dear Sirs,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **Gujarat Industries Power Company Limited** (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 our opinion thereon.

Based on our verification of the Company's books, papers, minutes 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2021,** 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, 2021,** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB). - As reported to us there were no FDI, ODI and ECB transactions in the Company during the financial year under review.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
   A. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
   B. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
   C. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not Applicable as the Company did not issue any security during the financial year under review.
   D. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - Not Applicable as the Company has not granted any options to its employees during the financial year under review.
   E. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable as the Company neither issue nor listed any debt securities during the financial year under review.
   F. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 - The Company is not registered as Registrar to Issue and Share Transfer Agent.
   G. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review.
   H. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not Applicable as the Company did not buy back any security during the financial year under review.
6. Considering representation of management and products, process and location of the Company, following laws are applicable specifically to the Company. Having regard to the compliance system prevailing in the Company and on examination of the relevant records on test check basis, we further report that the Company has complied with the following laws;

1. The Electricity Act, 2003
2. The Mines Act, 1952
3. The Mines & Minerals (Development Regulations) Act, 1957
4. The Land Acquisition Act, 1894 (The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 1986
5. The Environment (Protection) Act, 1986
6. The Air (Prevention and Control of Pollution) Act, 1981
7. The Water (Prevention and Control of Pollution) Act, 1974

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) The Securities and Exchange Board of India (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 mentioned above except following;

Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were not complied with in respect of appointment of woman Independent Director during the period 1st April, 2020 to 17th August, 2020 and in respect of appointment of three Independent Directors during the period 15th March, 2021 to 30th March, 2021.The fine imposed by the Stock Exchange have already been paid by the Company.

The Company has incorporated Vadodara Jal Sanchay Pvt. Ltd. a deemed public company, in which the company has subscribed 15% of the total paid up equity capital. As per Regulation 30(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part A of Schedule III, there was delay in intimation of acquiring more than 5% voting power to the Stock Exchanges. The necessary compliance of making such investments has not verified as it pertains to previous Audit period.

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 (subject to above comment). The changes in the composition of the Board of Directors that took place during the year 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 atleast 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.

We further report that as per the minutes of the meetings duly recorded and signed by the Chairman, the decisions were carried at meetings without any dissent.

Based on the Compliance mechanism established by the Company and on the basis of certificates placed before the Board and taken on record by the Directors at their meetings, we are of the opinion 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.

for J. J. Gandhi & Co.
Practising Company Secretaries

(J. J. Gandhi)
Proprietor
FCS No. 3519 and CP No. 2515 **Place: Vadodara**
UDIN number F003519C000649945 **Date : 17th July, 2021**

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

Annexure to Secretarial Audit Report

Date: 17th July, 2021

To,
The Members,
Gujarat Industries Power Company Limited
P.O. Ranoli-391350
Dist. Vadodara Gujarat

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 the 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 the practices, we followed provided 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. The Compliance of applicable financial laws like direct and indirect laws have not been reviewed in this Audit since the same have been subject to review by Statutory Financial Audit and Other designated professionals.
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.
6. 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 J. J. Gandhi & Co.
Practising Company Secretaries

(J. J. Gandhi)
Proprietor
FCS No. 3519 and CP No. 2515

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:

1. Modification in STG 2 Lube oil cooler cooling line used during barring which will save 0.42 MU annually aggregating ₹11 lakhs.
2. 30 KW, Station-I, Control Building Roof-top Solar annual generation of 41.56 MWh substituted approximately 82% of One day auxiliary consumption of Station - I.
3. Major Overhauling of Gas Turbine # 2 was carried out from 10th December, 2020 to 8th January, 2021. Output of machine is increased by 7% to 8% and improvement in efficiency by 1.5% to 2% - saves around 8515.6 Mkcal of heat.

At SLPP:

Several energy conservation measures have been taken during the year helped to conserve about 21.82 MUs Electrical energy and 84,655 MT Lignite amounting to total savings of around ₹16.20 Crores. Following are some of the major measures taken for conservation of energy:

1. Unit-1 Turbine Annual Overhauling helped to improve Unit heat rate by approx. 45.93 kCal / kWh. This has resulted in saving of about 30,988 MT Lignite during the year.
2. Unit-4 Turbine Annual Overhauling helped to improve Unit heat rate by approx. 46.42 kCal / kWh. This has resulted in saving of about 31,319 MT Lignite during the year.
3. 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. 4.254 MUs and saving in Lignite was approx. 4,356 MT.
4. 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. 4.290 MUs and saving in Lignite was approx. 4,394 MT.
5. 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 MUs and saving in Lignite was approx. 7,170 MT.
6. 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. 4.179 MUs and saving in Lignite was approx. 4,280 MT.
7. Relocation of Lignite Handling System Belt Conveyor BCN-7C & BCN-7D tail pulley resulted in shortening of belt length by approx. 64 meters. This has helped to reduce loading of conveyor which has helped to conserve about 51,950 kWh electrical energy and 53 MT Lignite per annum.
8. Replacement of 120 nos. 165 W HPSV Lamps by 90 W LED Fixtures, 35 nos. 60 W Lamps & choke coils by 24 W LED Lamps, 70 nos. 80 W Lamps & choke coils by 40 W LED Lamps, 30 nos. 80 W Lamps & choke coils by 45 W LED Lamps, 30 nos. 20 W Lamps & choke coils by 5 W LED Lamps, 25 nos. 165 W Lamps & choke coils by 80 W LED Lamps, 200 nos. 80 W Lamps & choke coils by 23 W LED Lamps and 877 nos. 40 W Lamps & choke coils by 20 W LED lamps helped to conserve about 2,88,007 kWh electrical energy and 295 MT Lignite during the year.
9. Raw Water Pump-1 was overhauled in which 4.8 kW power saving is achieved. Annual Saving is approx. 26,280 kWh electrical energy and 27 MT Lignite.
10. 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.
11. Improvement in Specific Power Consumption of Lignite Handling System from 3.70 kWh/Ton to 3.63 kWh/Ton helped to reduce electrical power consumption by approx. 2,21,287 kWh and save Lignite by 227 MT.
12. Improvement in Specific Power Consumption of Limestone Handling System from 0.65 kWh/Ton to 0.59 kWh/Ton helped to reduce electrical power consumption by approx. 15,590 kWh and save Lignite by 16 MT.

13. Improvement in Specific Power Consumption of Limestone Milling System from 23.85 kWh/Ton to 20.10 kWh/Ton helped to reduce electrical power consumption by approx. 9,40,636 kWh and save Lignite by 963 MT.
14. Improvement in Specific Power Consumption of Limestone Conveying System from 11.08 kWh/Ton to 9.75 kWh/Ton helped to reduce electrical power consumption by approx. 3,33,312 kWh and save Lignite by 341 MT.
15. Improvement in Specific Power Consumption of Fly Ash Handling System from 8.78 kWh/Ton to 8.28 kWh/Ton helped to reduce electrical power consumption by approx. 2,15,210 kWh and save Lignite by 220 MT.

Energy Conservation Proposals:

At Vadodara:

1. STG - 1 Condenser cleaning for Station - 1 for Heat Rate Improvement.
2. Periodic Water Washing of Gas Turbine for Heat Rate Improvement
3. 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.

At SLPP:

1. Unit-4 Cooling Tower (CT) Fills replacement work is planned. After completion of work, 5°C improvement is expected in CT outlet temperature or 2.5°C improvement in Fore-bay CW Temp. It is estimated that there will be improvement of about 37.5 kCal/kWh in Unit-4 GTHR.
2. 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 MUs electrical energy is expected.
3. In instrument air system, replacement of 10 nos. pneumatic positioners with smart positioners is planned. This will help to reduce consumption of instrument air and annual saving of about 0.132 Lakh kWh electrical energy & 14 MT Lignite is expected.
4. Overhauling of Raw Water Pump - 3 is planned by which saving of about 65,000 kWh electrical energy per annum is expected.
5. 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.
6. 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.

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 (₹ NIL during the preceding year) is as follow:

Particulars	Amount ₹ in Lakhs
Foreign Exchange Earned	NIL
Foreign Exchange Outgo in terms of Actual Outflows for purchase of Spares	18.53

TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION

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

At SLPP:

1. Emptying of Lignite Bunker through Industrial vacuum machine.
2. Emptying of HFO storage tank with the help of vacuum machine.
3. Replacement of MS casing plate of Lignite Rotary Air Lock Feeder (RALF) by SS plate.
4. Replacement of Unit-4 Tubular Air Pre-heater (TAPH) Secondary Air (SA) bottom bank tubes.
5. Unit-4 PA fan Motor DE bearing lubrication oil return line was provided with additional draining arrangement.
6. Provision of Safety platforms at various locations in Boiler.
7. Replacement of SA Fan-4B Rotor assembly with new one and setting up of all the clearances as per requirement.
8. Use of RFET (Remote Frequency Electromagnetic Testing) for tube thickness measurement of Combustor water wall tubes for trial purpose.
9. Application of refractory having high thermal conductivity in identified Combustor area to prevent bed material erosion of combustor tubes.

10. Revival of 2 nos. dummy ESP fields of Unit-4 with 3-Phase Transformer Rectifier (TR) set including new panel/ latest controller.
11. Upgradation of 2 nos. existing ESP fields in Unit 4 with 3-Phase Transformer Rectifier (TR) set including new panel/latest controller.
12. Installation of "G" clamps in addition to existing "U" clamps.
13. Adoption of finger plate arrangement in between ESP first & second field and last & second last field in each pass for controlled diversion of the gas above fastener area of collecting plate & shock bar.
14. Procurement of readymade / pre-fabricated casing manhole doors (MHD), Emitting Rapping Mechanism (ERM) MHDs, bottom hoppers/ hopper MHDs and ducts bends.
15. In-situ replacement of hopper bottom portion along with electrical and ash handling accessories.
16. Temperature mapping of various support insulator heating chambers and shaft insulator heating chambers.
17. Plate patch up work inside hopper by preparing scaffolding from hopper bottom portion and use of small transaction window for material lifting.
18. Replacement of Unit-2 ESP bottom most / second bottom most tier of inner plate / original plate installed between horizontal channel / vertical Beam from ESP inside.
19. Replacement of GM 130 blower with GM 150 blower along with preparation of new legs and transmission system for utilization of same bed.
20. In-house repair of HP Bypass System isolation and spray valves (BD & BPE valves) body in Unit-1.
21. In-house servicing and repair of 8 nos. Turbine drain (MAL) valves seat in Unit-4.
22. In-house manufacturing of Pump sleeves and gland follower of Condenser on Line Tube Cleaning System (COLTCS) pump.
23. Unit-1 & Unit-4 Condenser tubes hydro-jet cleaning during Annual Overhauling.
24. Cleaning of Unit-4 Vacuum Pump Cooler.
25. Replacement of cotton braded PVC flexible hose for Sulphuric acid unloading in Phase-I CW Pump House by poly-chem corrugated hose.
26. Replacement of approx. 150 meters HDPE pipe line and HDPE flange joints & metallic CS reducers at DM Plant neutralizing pit pump discharge line with UPVC pipe line and PP (polypropylene) reducers.
27. Relocation of Lignite Handling System Belt Conveyor BCN-7C & 7D drive for direct Lignite feeding in Unit-4 Lignite bunker-1 (last bunker).
28. Installation of CCTV cameras at various locations in Lignite Handling System.
29. In situ refurbishment of Limestone vibrating screen-A body.
30. Modification of Limestone crusher-B drive base frame to utilize spare HT motor available for Mines end ELHS system.
31. Emergency exit arrangement is provided from Lignite Handling System Junction Tower (JNT)-1 to Boiler area Lignite chain conveyor floor for better safety management.
32. In house development of Air blaster system for Lignite Handling System Belt Conveyors BCN-M5 and BCN-M6.
33. Triangular type hood arrangement with SS plate for Lignite Handling System Belt Conveyor BCN-6AB, BCN-7B, BCN-7C & BCN-8B.
34. Lifting arrangement provided at Belt Conveyor BCN-7A/B drive floor by providing hoist.
35. Epoxy painting of critical structure of Lignite and Limestone Handling System (LLHS).
36. Replacement of Analog type Thyristor control board (TCB) with Digital type in 690 Volt 850 kW drives in Unit-4 ID fan Variable Frequency Drive (VFD)-4A rectifier section.
37. Replacement of old 250 AH battery set of 110 Volt UPS system with 250 AH Tubular battery set in Unit-2.
38. Replacement of 120 nos. conventional street light fixture (180 W) with energy efficient LED street light fixture of 90 W.
39. Replacement of 1265 nos. various type of conventional fixtures (40 W to 80 W) with energy efficient LED fixtures / bulbs.
40. Retrofitting of 5 nos. 6.6 kV, SF6 ABB make HA2 type breaker with HPA type breaker.
41. In-house successful up-gradation of two (02) nos. of old static distance protection relays with latest Siemens make numerical based distance protection relays in relay panel of 220 kV Zagadia line 1 & 2.
42. Generator Transformer-2 Overhauling, complete oil replacement and Residual Life Assessment (RLA) study.
43. Replacement of 4 nos. numerical relay in ID fans which provide real time thermal loading in control room.
44. Replacement of 9 nos. annunciator with energy efficient annunciator in 220 kV switchyard control panels.
45. Replacement of old transducers with programmable multi function transducers (20 nos.).
46. Vendor development for procurement and servicing of actuators.

47. Conversion of 6.6 kV BCN-6A breaker controlled feeder to contactor controlled feeder.
48. 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 Out Plant Stacker-Reclaimer.
49. Replacement of Displacer type level transmitters of HP Heaters by DP type level transmitters.
50. Unit-3 and Unit-4 Chimney Suspended Particulate Matter (SPM) Analyzer of Lands make replaced with upgraded version.
51. Installation of smart positioners (4 Nos.) for the pneumatic control valves in SLPP Phase-I &II.
52. Recycling, vendor development, in-house and external repair of various instruments and electronic cards.
53. Replacement of imported Igniter tubes of Durag (Germany) make with indigenous developed Power care India make.
54. Imported items of Nova Weigh make bunker load cell transmitter and Atlas Copco make auto drain trap were replaced with indigenous equipments (Pyrotech and Trident make).
55. Provision of 35 nos. of additional process parameters related signals in control room.
56. Provision of 25 nos. of metal temperature thermocouples in Boiler Fluidized Bed Heat Exchanger (FBHE) tubes and headers.
57. Conventional false ceiling in all SWAS Rooms were replaced with cement board panels laminated with polymerized fiberglass mesh on both sides.
58. MS plate section roof gutters & MS down take rain water pipe lines provided for ESP Unit-1, Unit-2 & Unit-4 were replaced with new aluminum roof gutters along with U-PVC pipes.
59. Belt Conveyor BCN-5A/ 5B length was reduced as it is not getting fed from presently obsolete old screen house hopper. The foundation for supporting vibratory belt tail pulley was casted in-house with rich mix concrete by exposing existing floor reinforcement, anchoring heavy duty anchor bolts and welding heavy duty pedestal reinforcement with existing floor re-bar.

Benefits derived as a result of the above efforts:

At SLPP:

1. Saving in time and environment friendly process with no dust nuisance.
2. Saving in time and environment friendly process with no oil spillage.
3. This has helped to reduce casing leakage problem below Lignite Rotary Air Lock Feeder.
4. This has helped to improve loading of the fan and reduce Auxiliary Power Consumption.
5. This has helped to improve lubrication oil flow in the Bearing and temperature. This has also helped to resolve issue of oil leakage from the Bearing.
6. Proper approach and improvement in the safety during work at site.
7. This has helped to improve performance of the Fan.
8. RFET being a fast technique, a large extent of boiler tubes can be scanned in less time. RFET is a non-contact technique and doesn't require couplant. RFET is equally sensitive to inside and outside surface discontinuities. Defects like wall loss, internal and external pitting can be detected by RFET.
9. This will help to reduce Combustor tube leakage due to bed material erosion.
10. Technological upgradation for better ESP field strength i.e. instantaneous field voltage ranges between 25 kV to 40 kV in single phase Transformer Rectifier (TR) sets while in three phase TR sets, the same remains 50 kV to 60 kV. This will help to improve ESP fields collection efficiency for the same specific collecting area (SCA). This will help to maintain the SPM emission through stack to meet new environmental norms.
11. Technological upgradation for better ESP field strength i.e. instantaneous field voltage ranges between 25 kV to 40 kV in single phase Transformer Rectifier (TR) sets while in three phase TR sets, the same remains 50 kV to 60 kV. This will help to improve ESP fields collection efficiency for the same specific collecting area (SCA). This will help to maintain the SPM emission through stack to meet new environmental norms.
12. These shall clamp collecting electrode at its position and restrict its lateral movement which will help to reduce ESP field outage.
13. Cathodic corrosion between HT Bolts and collecting electrodes (made of corten steel) will be reduced.
14. Immediate replacement will be possible whenever required.
15. Replacement of damaged hopper lower assembly will help to reduce air ingress in ESP, increased effectiveness of ash evacuation and improved performance of electrical hopper heaters as ash leakage to heating chamber will be eliminated.
16. It has helped to verify effectiveness of heating element which is imperative for performance of individual ESP fields.
17. Ease in approach for carrying out maintenance work at ESP hopper ridges from inside.

18. Instead of attending air ingress points / ESP casing leakage from outside, same was replaced from inside which will have more effectiveness and possibility of air ingress is reduced. This will help to improve loading of ID Fans and reliability and life of ESP fields.
19. Use of two nos. GM 150 blowers (were already available in spare) will help to improve availability of equipment as failure rate of GM 130 was found on higher side. Further, this has helped to keep two nos. GM 130 blowers as spare blowers and there will not be need of procurement of GM 130 blowers in near future.
20. In-house repair of BD & BPE valve body resulted in saving of maintenance and spare / valve cost.
21. In-house repair of MAL valves seats resulted in saving of maintenance and spare / valve cost. Due to servicing and seat repair work, passing of valves arrested and resulted in increased steam heat utilization.
22. In-house development of sleeve and gland follower resulted in saving of maintenance and spare cost.
23. Condenser tube hydro-jet cleaning has helped to improve heat transfer across condenser tubes. This has helped to improve condenser vacuum and plant efficiency.
24. Unit-4 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.
25. Improved operational safety & reliability during unloading of sulphuric acid.
26. No leakage observed in the modified piping of neutralizing pit pump discharge after this modification.
27. Operation of travelling tripper for bunker changeover has been eliminated resulting in reduction in the system running hours, power consumption and maintenance cost.
28. Continuous monitoring has helped to get real time information. Early identification and continuous monitoring has helped in smooth operation of Lignite Handling System.
29. Increased availability of system and helped to maintain uninterrupted supply of Limestone to Boilers.
30. Reduced down time and helped in reducing the procurement / repair cost for HT motor.
31. This has helped to improve Plant safety and will help in early evacuation during any emergency condition.
32. This has helped to minimize choke up removal and associated problems during monsoon season.
33. This has helped to reduce dust emission and maintain housekeeping of the system.
34. This has helped to reduce down time of BCN-7A & BCN-7B and improve availability of the system.
35. This will help to improve structure stability and life of critical structures of LLHS.
36. On replacing analog TCB to digital TCB in 690 V 850 kW VFD drives, stability of VFD drive increased and avoided tripping of the drives on spurious faults.
37. 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.
38. Better life of LED lights, less maintenance and energy saving of about 40,000 Units per year achieved.
39. Better life of LED lights, less maintenance and energy saving of about 2,24,800 Units per year achieved.
40. Robust and trouble free operation which has helped to increase reliability of equipment and reduction in generation loss.
41. More accurate and reliable monitoring & protection and easy post fault analysis. Cost benefit of more than ₹ 0.6 Lakh achieved.
42. Generator Transformer Overhauling, oil replacement and RLA study helps to indentify / detect / improve:
    - Deterioration in performance of machine.
    - Improve the availability, reliability, efficiency and safety of equipment.
    - Regain lost capacity of machine.
    - Extend useful life beyond design life and save investment on new equipment.
43. More accurate and reliable loading of ID fans to increase generation of Units.
44. Energy saving and quick identification of faults to act faster for isolation / restoration.
45. 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.
46. Vendor development and reduced cost of procurement and servicing.
47. As vacuum contactor is designed for higher number of start / stops, breaker mechanism related problems are eliminated. This has helped to reduce downtime of drive and generation loss with increased safety.
48. 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.

49. Cost saving of ₹ 4.30 Lakh achieved and imported spare has been replaced with indigenous spare.
50. Technological up-gradation for better environmental parameter monitoring and has also helped to reduce downtime for online continuous data submission to statutory authority.
51. Helped to reduce consumption of compressed air and spares and also there is ease in maintenance.
52. Cost benefit of ₹ 46 Lakh has been achieved by recycling the electronic modules and instruments by repairing / vendor development. Further, it has helped to save environment by recycling of electronic parts.
53. Cost reduction achieved and imported spare has been replaced by indigenous spare. Cost benefit of ₹ 8.42 Lakh has been achieved. Further, this will support the 'Make in India' campaign.
54. Replacement of imported instrument with indigenous make instruments to boost 'Make in India' campaign.
55. Improvisation in remote monitoring of critical parameters for better analysis / diagnosis.
56. Improved diagnosis of Boiler tube / bend failure, better monitoring and control of metal temperature which would help to reduce Boiler tube failure.
57. Frequent replacement of conventional false ceiling was required in all SWAS rooms. Newly provided false ceiling shall not require replacement in a long run and is cost effective.
58. Frequent corrosion problem with MS pipes and roof gutters have been eliminated. Newly provided Aluminum roof gutters and U-PVC down take pipes are maintenance free which has helped to eliminate frequent maintenance requirement and also unsafe work conditions.
59. Reduction of about 32 meter belt length has helped to save about ₹ 1,26,616/- in power cost and there is saving in maintenance cost for replacement of belt, roller & frame.

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 meeting as 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. : **27/05/2021**
   (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) 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, Chairperson. Shri Milind Torawane, IAS, Director (from 30/01/2021) Smt.Shahmeena Husain, IAS, Director	Promoter	Sale of Electricity (Net of rebates on sales)	96,516.90

	(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.					
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 P K Gera, IAS (Retd.) (upto 30/11/2020) Shri Milind Torawane, IAS (from 30/01/2021)	Promoter	Sale of Electricity	16206.36
					Purchase of Chemical, Spares, Etc.	14.74
					Recovery for Water Charges	479.86
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	14872.56
					Payment for Water Charges, Purchase of Chemicals & O & M spares	146.37

(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

	Vatsala Vasudeva, IAS	**Dr. Manjula Subramaniam, IAS (Retd.)**
Date : 7th August, 2021	Managing Director	Director
Place : Vadodara	(DIN:07017455)	(DIN:00085783)

ANNEXURE 'E' TO BOARD'S REPORT

List of Top Ten Employees in terms of Remuneration drawn during FY 2020-21

(₹ in Lakhs)

Emp. No.	Name	Designation	Amount
95	SHRI S. N. PUROHIT	CHIEF GENERAL MANAGER (RE & BO)	47.95
549	SHRI N.K. SINGH	GENERAL MANAGER (SLPP)	45.48
237	SHRI S. S. MULEY	GENERAL MANAGER (EMD)	44.93
43	SHRI B. C. SHAH	ADDL. GENERAL MANAGER (M&C)	42.05
289	SHRI K. K. BHATT	GENERAL MANAGER (FIN., H R & A) & CFO	40.29
292	SHRI D. M. CHANDARANA	ADDL. GENERAL MANAGER (OPERATIONS)	40.02
299	SHRI C. N. PAGHDAR	ADDL. GENERAL MANAGER (IMD)	39.35
293	SHRI RAJESH SINGH	ADDL. GENERAL MANAGER (OPERATIONS-SLPP)	38.49
27	SHRI A. K. VAISHNAV	GENERAL MANAGER (RE- PROJECTS & IT)	37.03
1059	SHRI P. C. GOYAL	GENERAL MANAGER (MINES)	36.89

MANAGEMENT DISCUSSION AND ANALYSIS 2020-21

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 thirty five years on 1st June, 2020, 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)]***

The total power generation from conventional sources in the country during FY 2020-21 was 1234.44 Billion Units (BUs) (Previous Year 1252.61 BUs) as against the target of 1330.00 BUs for the year i.e. about 92.82% of the target for the year. The energy generation during the FY 2020-21 was lower by 1.45% as compared to corresponding period during last year i.e. FY 2019-20.

Installed Generation Capacity (As on 31/03/2021)

All India	Thermal				Nuclear	Hydro	RES@	Grand
	Coal/Lignite	Gas	Diesel	**Total**			(MNRE)	**Total**
MW*	209295	24924	510	**234729**	6780	46209	94434	**382152**
%	54.76	6.52	0.13	**61.42**	1.77	12.09	24.71	**100.00**

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

The installed generation capacity in the country, as on 31st March, 2021 was 382152 MW. Coal, with around 55% share, continued to be the primary source of fuel for power generation in India, whereas Renewable Energy Sources (RES) accounted for around 25% of the Installed Generation Capacity as on 31/03/2021.

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 National Electricity Plan (NEP) 2007, had projected total capacity addition of 88537 MW, for the XIIth Plan (Year: 2012-17) as under:

(a) Generation Capacity Addition vis-à-vis Achievement for XIIth Plan:

	Thermal	Hydro	Nuclear	Total
Target Addition (in MW) *	72340	10897	5300	**88537**
Achievement (in MW)*	91730	5479	2000	**99209**
Achievement (in %)*	126.80	50.28	37.73	**112.05**

*Figures are rounded off to nearest digit. ***[Source : Ministry of Power Annual Report 2018-19].***

(b) The Fuel wise capacity addition and achievement beyond XIIth Plan (i.e. for FYs 2017-18 and 2018-19) was as follows:

	Thermal	Hydro	Nuclear	Total
2017-18				
Target Addition (in MW) *	11366	1305	500	**13171**
Achievement (in MW)*	8710	795	-	**9505**
Achievement (in %)*	76.63	60.92	-	**72.16**
2018-19				
Target Addition (in MW) *	7266	840	-	**8106**
Achievement (in MW)*	5782	140	-	**5922**
Achievement (in %)*	79.58	16.67	-	**73.05**

*Figures are rounded off to nearest digit. ***[Source: MNRE Annual Report]***

(c) Generation Capacity Addition vis-à-vis Achievement for 2019-20:

	Thermal	Hydro	Nuclear	Bhutan (Import)	Total
Target (in MUs) *	1142130	136932	44720	6218	**1330000**
Achievement (in MUs)**	1044476	155970	46381	5814	**1252611**
Achievement (in %)*	91.45	113.90	103.71	93.50	**94.18**

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

[Source: Ministry of Power Annual Report 2018-19].

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

The "Tentative Schedule of Generation Capacity Addition for FY 2020-21 was 11197 MW as shown below against which fresh capacity of 5436 MW was added till 31/12/2020.

	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].***

(e) 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)]

The electricity generation through Renewable Energy sources (RES) for the FY 2020-21 (upto 31/12/2020) was 111.90 Billion Units (BUs). ***(Source: Ministry of Power Annual Report 2020-21)***

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

The electricity generation target of conventional sources for the year 2021-22 has been 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 2020-21 was 1234.44 BU as compared to 1252.61 BU generated during 2019-20, representing a negative growth of around 1.47%.

Thermal Plant Load Factor (PLF):

The average All India Thermal PLF (%) (Coal and Lignite based) was 53.37% for FY 2020-21 as compared to 55.99% for FY 2019-20. The provisional all India PLF up to April 2021 was 66.69%. ***(Source: Ministry of Power website).***

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 209295 MW i.e. 54.76% of the installed capacity of 382152 MW as on 31st March, 2021 being contributed by Coal based Power Plants, Coal remains 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 2021-22.

The total coal requirement in the year 2021-22 and 2026-27 has been estimated as 735 MT and 877 MT respectively 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 been marginally enhanced to 24924 MW as against 24897 MW (increased by 0.11% 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 24.71%, i.e. 94434 MW, of the total installed capacity as on 31/03/2021. ***[Source: Central Electricity Authority (CEA)].***

During the year 2020-21, a total of 94.43 GW cumulative installed renewable energy capacity has been achieved as on 31/03/2021 as follows:

Sector	Cumulative upto 31/03/2021 (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 the year 2022, major programmes / 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 though 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 ₹15.00 crores including lending for grid connected solar rooftop systems.

The Ministry of New and Renewable Energy (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:

The anticipated power supply position during 2020-21 is presented in the table below:

Power Supply Position in the Country during 2020-21

Particulars	Energy (Million Units)	Peak (MW)
Requirement.	1275534	190198
Availability.	1270663	189395
Surplus(+)/Shortage(-).	-4871	-802
%Surplus(+)/Shortage(-).	-0.38%	-0.42%

[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 2020-21 was as follows:

Electricity Generation Target For FY 2020-21

	Thermal	Hydro	Nuclear	Bhutan (Import)	Total
Target (MUs)	1138533	140357	43880	7230	**1330000**

[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 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 1084.4 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**
B. Renewable	
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,	80
Dist. Banaskantha.	75
Raghanesda Solar Park, Dist. Banaskantha	100
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, 2021 was ₹136562 Lakhs as compared to ₹142072 Lakhs in the previous year.

The total income of the current year includes earnings from sale of electrical energy of ₹133328 Lakhs as compared to ₹137350 Lakhs recorded in the previous year.

The Profit Before Tax was ₹27198 Lakhs as compared to ₹30538 Lakhs (after exceptional item) in the previous year.

The Net Profit of ₹18326 Lakhs has been arrived at after taking into account the Current Income Tax expense ₹4911 Lakhs and Deferred Tax expense of ₹3961 Lakhs.

During the year, Gross Block has increased by ₹1559 Lakhs. The increase was mainly due to capitalization of plant and machinery at Surat Lignite Power Plants.

The total dividend payout (proposed) for the year @ ₹2.70 per Equity Share is ₹4084 Lakhs.

As on 31st March 2021, the net worth of the Company stood at ₹291114 Lakhs as against ₹274807 Lakhs as at the end of previous financial year ended on 31st March, 2020.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS:

Key Ratios	2020-21	2019-20	% Variance*	Explanation
Debtors Turnover	0.22	0.14	-58%	Out of the total increase in the ratio, 49% rise is due to increase in receivables from customers mainly GUVNL, GSFC, GACL and Solar Energy Corporation of India Limited.
Inventory Turnover	0.17	0.12	-43%	The Ratio has increased mainly due to increase in stock of lignite at the end of the year; accumulated due to force shutdown of Unit 2 at SLPP and higher stock of lignite for monsoon requirement.
Interest Coverage Ratio	10.24	8.26	-24%	As against reduction in interest cost by 30%, there was a 13% decrease in EBIT.
Debt Equity Ratio	0.15	0.16	6%	
Operating Profit Margin (%)	27%	28%	-6%	
Net Profit Margin (%)	20%	22%	-8%	
Return on Net Worth	9%	11%	-16%	As a result of lower operations, the net profit reduced by 11% as against increase in equity by 6%
* Positive Figure indicates Favorable Variance.				

SUBSIDIARY COMPANY:

As approved by the Board of Directors of your Company the process of Voluntary Liquidation of GIPCL Projects & Consultancy Company Limited (GIPCO) was initiated under the Insolvency and Bankruptcy Code, 2016 by making an application to the Ahmedabad Bench of National Company Law Tribunal (NCLT) and after hearing in the matter, the Hon'ble NCLT passed an Order dated 06th January, 2020 ordering the dissolution of GIPCO. Hence, there is no subsidiary Company of GIPCL during the year under review.

HUMAN RESOURCE & INDUSTRIAL RELATIONS:

Humans 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 2020-2021, 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.

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 GIPCL, 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, 2021, 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.

(2) Brief Resume of Directors:

a) Reappointment of Non Executive Directors retiring by rotation:

The resumes of Smt. Shahmeena Husain, IAS (DIN: 03584560) and Shri V V Vachharajani (DIN: 00091677) are given in the Explanatory Statement annexed to the Notice convening the 36th Annual General Meeting (AGM) of the Company, forming part of this Board's Report.

b) Appointment of Independent Directors:

Prof. Shekhar Chaudhuri (DIN:00052904), Dr. K M Joshi (DIN: 00501563) and Shri S B Dangayach (DIN:01572754) were appointed as Additional Directors (Independent) w.e.f. 31/03/2021 and their brief resumes are given in the Explanatory Statement for respective Resolution Nos. 06 to 08 annexed to the Notice convening the 36th Annual General Meeting (AGM) of the Company, forming part of this Board's Report.

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 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 27/05/2021 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 2020-21, Four (04) Board Meetings were held viz.

Quarter	Date(s) of Meeting
1st Quarter - From April to June, 2020.	15th June, 2020.
2nd Quarter - From July to September, 2020.	18th August, 2020.
3rd Quarter - From October to December, 2020.	09th November, 2020.
4th Quarter - From January to March, 2021.	30th January, 2021.

(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 15/12/2020	Directorships in other Companies / entities	Audit Committee and Stakeholders' Relationship Committee	
				Member-ship	Chair-personship
Smt. Sunaina Tomar, IAS Nominee Director - Chairperson	4	No	09	01	-
Smt. Shahmeena Husain, IAS Nominee Director	4	No	09	-	-
Shri Milind Torawane, IAS Nominee Director (from 30/01/2021)	0	-	09	06	-
Shri Roopwant Singh, IAS Nominee Director	2	No	04	-	-
Dr. Manjula Subramaniam, IAS (Retd.) Independent Director (from 18/08/2020)	2	Yes	04	-	-
Shri P K Gera, IAS (Retd.) Nominee Director (upto 30/11/2020)	3	-	-	-	-
Shri N N Misra Independent Director	4	No	04	04	-
CS V V Vachharajani Nominee Director	3	Yes	-	-	-
Shri Prabhat Singh Independent Director	3	Yes	01	-	-
Prof. Shekhar Chaudhuri, Independent Director (upto 15/12/2020 and appointed again w.e.f. 31/03/2021)	2	Yes	01	01	-
Dr. K M Joshi Independent Director (upto 15/12/2020 and appointed again w.e.f. 31/03/2021)	3	Yes	-	-	-
Shri S B Dangayach Independent Director (upto 15/12/2020 and appointed again w.e.f. 31/03/2021)	3	Yes	04	01	02
Dr. B A Prajapati Independent Director (upto 15/12/2020)	3	No	01	01	-
Smt . Vatsala Vasudeva, IAS Managing Director	4	No	-	-	-

- Shareholding of Directors and their relatives as on 31st March, 2021 was NIL. None of the Directors are inter related.
- In accordance with Regulation 26 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 hold directorship in listed entities other than GIPCL:

Director	Listed Entity and Category of Directorship
Smt. Sunaina Tomar, IAS	• Gujarat State Fertilizers & Chemicals Limited (Non Executive - Nominee Director) • Gujarat State Petronet Limited (Non Executive - Nominee Director) • Torrent Power Limited (Non Executive - Nominee Director) • Gujarat Gas Limited (Non Executive - Nominee Director)
Shri Milind Torawane, IAS	• Gujarat Alkalies & Chemicals Limited (Executive Director- Managing Director) • Gujarat Mineral Development Corporation Limited (Non Executive - Nominee Director) • Gujarat Gas Limited (Non Executive - Nominee Director)
Dr. Manjula Subramaniam, IAS (Retd.)	• Gujarat Gas Limited (Non Executive - Independent Director) • Span Divergent Limited (Non Executive - Independent Director)
Shri S.B. Dangayach	• Gujarat Mineral Development Corporation Limited (Non Executive - Independent Director) • Gujarat Alkalies & Chemicals Limited (Non Executive - Independent Director)

(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.

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
27/09/2018 (33rd AGM)	03:00 P.M.	Registered Office of the Company at P.O.: Petrochemicals - 391 346, District: Vadodara.	NIL
20/09/2019 (34th AGM)	12:05 P.M.		NIL
15/12/2020 (35th AGM)	04:00 P.M.	Through Video Conferencing or Other Audio Visual Means	NIL

Postal Ballot:

During last year, 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.

Non Statutory

(E) Personnel Committee.

(F) 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 March 31, 2021, Audit Committee comprised three (03) Directors viz:

Shri N N Misra (from 02/01/2021)	Independent Director, Chairman of the Committee
Shri Prabhat Singh (from 02/01/2021)	Independent Director
Smt. Vatsala Vasudeva, IAS	Managing Director
Dr. K M Joshi (upto 15/12/2020)	Independent Director, Chairman of the Committee
Prof. Shekhar Chaudhuri (upto 15/12/2020)	Independent Director
Dr. B A Prajapati (upto 15/12/2020)	Independent Director
Shri S B Dangayach (upto 15/12/2020)	Independent Director

(b) Terms of Reference

The terms of reference of the Audit Committee are commensurate with the requirements of the 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.

(c) Meetings and Attendance

During the year 2020-21, four (04) Meetings of the Committee were held viz.:

15/06/2020	18/08/2020	09/11/2020	30/01/2021

Details of Attendance:

Name	No. of Meetings attended
Shri N N Misra (from 02/01/2021)	01
Shri Prabhat Singh (from 02/01/2021)	01
Smt. Vatsala Vasudeva, IAS	01
Dr. K M Joshi (upto 15/12/2020)	03
Prof. Shekhar Chaudhuri (upto 15/12/2020)	02
Dr. B A Prajapati (upto 15/12/2020)	03
Shri S B Dangayach (upto 15/12/2020)	03

(B) Stakeholders' Relationship Committee:

(a) Composition

As on March 31, 2021, the Stakeholders' Relationship Committee comprised three (03) Directors viz.:

Dr. Manjula Subramaniam, IAS (Retd.) (from 02/01/2021)	Independent Director, Chairperson of the Committee
CS V V Vachharajani	Nominee - Non Executive Director
Smt. Vatsala Vasudeva, IAS	Managing Director
Dr. K M Joshi (upto 15/12/2020)	Independent Director, Chairman of the Committee

(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 Board has designated CS Achal S Thakkar, Company Secretary as the Compliance Officer, 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 year 2020-21, one (01) Meeting of the Committee was held on 12/02/2021.

Details of Attendance:

Name	No. of Meetings attended
Dr. Manjula Subramaniam, IAS (Retd.) (from 02/01/2021)	01
CS V V Vachharajani	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 2020-21, Three (03) Complaints were received and same were attended and resolved to the satisfaction of shareholder. No Shareholders' Complaint nor any Shares related transaction was pending as on March 31, 2021.

(C) Nomination and Remuneration (NR) Committee:

(a) Composition

As on March 31, 2021, the Nomination and Remuneration Committee comprised three (03) Directors viz.:

Dr. Manjula Subramaniam, IAS (Retd.) (from 02/01/2021)	Independent Director, Chairperson of the Committee
Shri N N Misra (from 02/01/2021)	Independent Director
CS V V Vachharajani	Nominee - Non Executive Director
Dr. K M Joshi (upto 15/12/2020)	Independent Director, Chairman
Shri P K Gera, IAS (upto 30/11/2020)	Independent Director
Dr. B A Prajapati (upto 15/12/2020)	Independent Director

(b) Terms of Reference

- To consider and approve appointments and promotion of senior executives and to make recommendations to the Board regarding Personnel and HR matters and Policies.
- To consider and recommend to the Board for appointment, remuneration and evaluation of performance of Directors.

(c) 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 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 follows:

Smt. Shahmeena Husain, IAS	Strategic Leadership, Financial Expertise, General Management, Governance Practices, Corporate Practices and Professional / Technical Expertise.
Shri Milind Torawane, IAS	Strategic Leadership, Financial Expertise, General Management, Governance Practices, Corporate Practices and Professional / Technical Expertise.
Shri Roopwant Singh, IAS	Strategic Leadership, Financial Expertise, General Management, Governance Practices, Corporate Practices and Professional / Technical Expertise.
Dr. Manjula Subramaniam, IAS (Retd.)	Strategic Leadership, Financial Expertise, General Management, Governance Practices, Corporate Practices and Professional / Technical Expertise.
Shri N N Misra	Strategic Leadership, Financial Expertise, General Management, Governance Practices, Corporate Practices and Professional / Technical Expertise.
Shri V V Vachharajani	Financial Expertise, General Management, Governance Practices, Corporate Practices and Professional / Technical Expertise.
Shri Prabhat Singh	Strategic Leadership, Financial Expertise, General Management, Governance Practices, Corporate Practices and Professional / Technical Expertise.
Prof. Shekhar Chaudhuri	Strategic Leadership, General Management, Governance Practices, Corporate Practices and Professional / Technical Expertise.
Dr. K M Joshi	Financial Expertise, General Management, Governance Practices, Corporate Practices and Professional / Technical Expertise.
Shri S B Dangayach	Strategic Leadership, Financial Expertise, General Management, Governance Practices, Corporate Practices and Professional / Technical Expertise.
Smt. Vatsala Vasudeva, IAS, Managing Director	Strategic Leadership, Financial Expertise, General Management, Governance Practices, Corporate Practices and Professional / Technical Expertise.

(d) Meetings and Attendance

During 2020-21, (02) meetings of the Committee were held viz.:

17/08/2020	30/01/2021

Details of Attendance:

Name	No. of Meetings attended
Dr. Manjula Subramaniam, IAS (Retd.) (from 02/01/2021)	01
Shri N N Misra (from 02/01/2021)	01
CS V V Vachharajani	02
Dr. K M Joshi (upto 15/12/2020)	01
Shri P K Gera, IAS (Retd.) (upto 30/11/2020)	01
Dr. B A Prajapati (upto 15/12/2020)	01

(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 March 31, 2021, the CSR Committee comprised three (03) Directors viz.:

Smt. Vatsala Vasudeva, IAS	Managing Director, Chairperson of the Committee
Shri Prabhat Singh (from 02/01/2021)	Independent Director
CS V V Vachharajani (from 02/01/2021)	Nominee - Non Executive Director
Dr. K M Joshi (upto 15/12/2020)	Independent Director
Shri S B Dangayach (upto 15/12/2020)	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 2020-21, four (04) Meetings of the Committee were held viz.:

15/06/2020	18/08/2020	09/11/2020	30/01/2021

Details of Attendance:

Name	No. of Meetings attended
Smt. Vatsala Vasudeva, IAS	04
Shri Prabhat Singh (from 02/01/2021)	01
CS V V Vachharajani (from 02/01/2021)	01
Dr. K M Joshi (upto 15/12/2020)	03
Shri S B Dangayach (upto 15/12/2020)	03

(E) Personnel Committee:

(a) Composition

As on March 31, 2021, 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 FY 2020-21 no Meetings of the Committee were held.

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.

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 2020-21 to Smt. Vatsala Vasudeva, IAS, Managing Director of the Company:

Particulars of remuneration paid to Smt. Vatsala Vasudeva, IAS	Amount (₹ in Lakhs)
Salary	29.48
Value of perquisites	4.47
Total	**33.95**

Non-Executive Directors:

Name	Relationship with other Directors	Business relationship with the Company, if any	Sitting Fees paid (in ₹)		
			Board Meetings	Committee Meetings	Total
Smt. Sunaina Tomar, IAS* Chairperson	No	No	40000	-	**40000**
Smt. Shahmeena Husain, IAS*	No	No	40000	-	**40000**
Shri Milind Torawane, IAS* (from 30/01/2021)	No	No	-	-	**-**
Shri Roopwant Singh, IAS*	No	No	20000	-	**20000**
Dr. Manjula Subramaniam, IAS (Retd.) (from 18/08/2020)	No	No	20000	20000	**40000**
Shri P K Gera, IAS (Retd.)* (upto 30/11/2020)	No	No	30000	10000	**40000**
Shri N N Misra	No	No	40000	30000	**70000**
CS V V Vachharajani	No	No	30000	40000	**70000**
Shri Prabhat Singh	No	No	10000	30000	**40000**
Prof. Shekhar Chaudhuri (upto 15/12/2020 and appointed again w.e.f. 31/03/2021)	No	No	20000	20000	**40000**
Dr. K M Joshi (upto 15/12/2020 and appointed again w.e.f. 31/03/2021)	No	No	30000	70000	**100000**
Shri S B Dangayach (upto 15/12/2020 and appointed again w.e.f. 31/03/2021)	No	No	30000	60000	**90000**
Dr. B A Prajapati (upto 15/12/2020)	No	No	30000	40000	**70000**
Total			**340000**	**320000**	**660000**

**Fees Deposited in Govt. Treasury.*

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. 44 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 2020-21.

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, the Stock Exchanges had sought clarification / explanation thereof for consideration of waiver of fine and the same had been submitted to the Stock Exchanges by the Company to both the Stock Exchanges, respectively. However, NSE did not

favorably consider the Company's request for waiver of fine and hence, the Company has paid the fine levied, within prescribed timelines. For BSE, the Company is yet to get revert from BSE, after its consideration against the letter requesting waiver of fine; and b) For delayed compliance of appointment of three (03) Independent Directors, on the receipt of letter of fine from the Stock Exchanges, the Company has paid fine to both the Stock Exchanges respectively, within prescribed timelines.

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, except with respect to the appointment of three (03) Independent Directors for a period of 16 days from 15/03/2021 to 30/03/2021 and with respect to appointment of one (01) Woman Independent Director for a period of 139 days from 01/04/2020 to 17/08/2020.

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 2020-21:

Sr.	Particulars of Fees(excluding Tax)*	Amount (₹ In Lakhs)
1	Audit Fees	9.75
2	Taxation Services	2.60
3	Other services	0.10
4	Reimbursement of expenses	0.01
	Total	**12.46**

*Includes Audit Fees paid to existing auditors as well as previous auditors who held office upto 35th AGM, i.e. upto 15/12/2020.

j) No complaints were received or were pending as on 31st March, 2021 in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Quarterly Compliance Report:

The Company has submitted Corporate Governance Compliance Report in the prescribed format within prescribed time limit for each Quarter of FY 2020-21 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
30/06/2020	15/07/2020	15/07/2020
30/09/2020	15/10/2020	15/10/2020
31/12/2020	12/01/2021	12/01/2021
31/03/2021	14/04/2021	14/04/2021

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 2020-21. 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:

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

Accounting Treatment Related Disclosure:

The Company has followed uniform accounting practices and has adhered to all the applicable accounting standards under the Companies Act, 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 ₹1003.31 crores, ii) "CARE AA-; Stable / CARE A1+" rating in respect of Long Term / Short Term Bank Facilities of ₹412.40 crores and iii) "CARE A1+" rating in respect of Short Term Bank Facilities of ₹ 660.00 crores during FY 2020-21.

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*	18/08/2020	20/08/2020	Business Standard (All editions) Loksatta Vadodara (Gujarati) edition
Q2 UFR*	09/11/2020	11/11/2020	
Q3 UFR*	30/01/2021	01/02/2021	
Full year AFR**	27/05/2021	29/05/2021	

* 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.

No presentations were made to institutional investors or to analysts during the year under review. However, the company has started practice of Institutional Investors / Analysts' Meet through Conference Calls for the Annual Financial Results for the FY 2020-21 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, 2021.

7. GENERAL INFORMATION FOR SHAREHOLDERS:

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. Consequent to merger of 'Post Office Petrochemicals' with 'Post Office, Ranoli'.
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, Taluka: 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 Raghanesda, Ta.: Vav, Dist. Banaskantha
Listing on Stock Exchanges with Scrip Code / Symbol and confirmation of Listing Fees paid for FY 2020-21.	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 2021-22 has been electronically paid to BSE and NSE on 19/04/2021, both by RTGS.
Books Closure Dates	From Friday, the 17th September, 2021 to Thursday, the 23rd September, 2021. **(both days inclusive).**
Day, Date, Time and Venue of 36th Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM)	The 36th AGM of the Company will be held on Thursday, the 23rd September, 2021 at 3:00 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 share transmission requests and dispatch thereof	Within 21 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 27th September, 2021.
Name and Address of Compliance Officer of the Company	CS Achal S Thakkar, Company Secretary 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) 2356791/6136000-01 E-mail: vadodara@linkintime.co.in
No. of Employees	564

8. DATA OF SHARE PRICE ON BSE AND NSE:

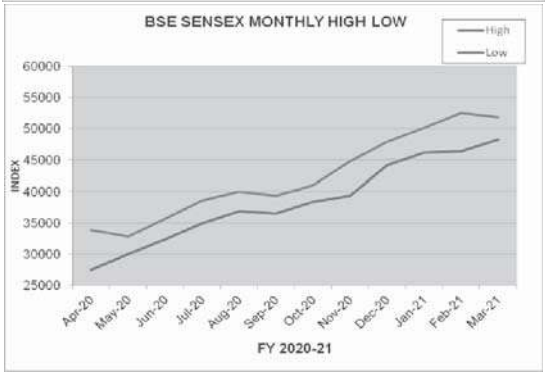
Monthly High and Low market price of the Company's Equity shares traded on BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE) during April 2020 to March 2021 are:

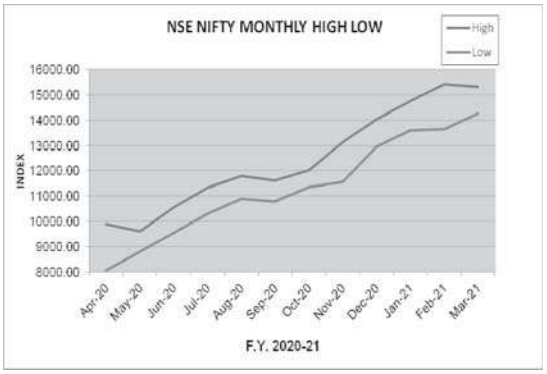
Month	BSE		NSE	
	High	Low	High	Low
APRIL 2020	61.25	48.10	63.70	48.10
MAY 2020	59.45	52.55	58.50	52.90
JUNE 2020	82.90	56.80	82.40	56.45
JULY 2020	79.35	65.00	79.40	67.10
AUGUST 2020	82.70	68.90	82.70	68.60
SEPTEMBER 2020	75.50	67.50	75.50	67.20
OCTOBER 2020	72.75	65.15	73.10	65.05
NOVEMBER 2020	76.85	65.00	76.80	65.00
DECEMBER 2020	94.50	75.60	94.70	75.30
JANUARY 2021	88.00	75.25	87.90	75.10
FEBRUARY 2021	81.50	72.30	81.70	72.25
MARCH 2021	92.45	73.60	92.50	73.50

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 2020 to March 2021:









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.

Pattern of Shareholding as on March 31, 2021:

Category	No. of Shares held	(%) to Share Capital
Promoters	84236161	55.69
Central / State Govt. Bodies Corporate	13675247	9.04
Institutional Investors	17702234	11.70
Foreign Institutional Investors / NRI	3530908	2.34
Indian Public	31635207	20.92
NBFC registered with RBI	12090	0.01
IEPF	459341	0.30
GRAND TOTAL	**151251188**	**100.00**

Distribution of Shareholding as on March 31, 2021:

Category (No. of Shares) From To	No. of Shareholders	% of Total No. of Shareholders	No. of Shares	% of Total No. of Shares
Upto 5000 Shares	67845	98.96	18505635	12.24
5001 - 10000	354	0.52	2650224	1.75
10001 - 20000	159	0.23	2276043	1.50
20001 - 30000	65	0.09	1609414	1.06
30001 - 40000	29	0.04	1025420	0.68
40001 - 50000	20	0.03	913224	0.60
50001 - 100000	25	0.04	1872580	1.24
100001 and above	58	0.08	122398648	80.92
TOTAL	**68555**	**100.00**	**151251188**	**100.00**

Summary of Shareholders and Shares held in Physical and Demat mode as on March 31, 2021:

Particulars	Physical	Demat NSDL	Demat CDSL	Total
Total Shareholders (Nos.)	6870	32947	28738	68555
Percentage to Total Shareholders (%)	10.02	48.06	41.92	100.00
Total shares (Nos.)	835034	133389805	17026349	151251188
Percentage to Total Share Capital (%)	0.55	88.19	11.26	100.00

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 2020-21.

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, 2021 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, 2021 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

	CA K K Bhatt	**Vatsala Vasudeva, IAS**
Date: 26/07/2021.	**General Manager (Fin. & HR&A)**	**Managing Director**
Place: Vadodara.	**& Chief Financial Officer**	**(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 2020-21.

For Gujarat Industries Power Company Limited

Date: 26/07/2021.
Place: Vadodara.

Vatsala Vasudeva, IAS
Managing Director
(DIN: 07017455)

Certificate on Corporate Governance

To,
The Members,
Gujarat Industries Power Company Limited
P.O. Ranoli - 391350
Dist. Vadodara Gujarat

We have examined the compliance of the conditions of Corporate Governance by **Gujarat Industries Power Company Ltd.** (hereinafter referred to as the Company), for the financial year ended **March 31, 2021** as prescribed in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V to the Securities and exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as the Listing Regulations).

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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 J. J. Gandhi & Co.

Practising Company Secretaries

(J. J. Gandhi)

Proprietor

FCS 3519 - CP No. 2515 **Date : 7th August, 2021**

UDIN No. : F003519C000748230 **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. Web site: **www.gipcl.com.**
5. E-mail id: **investors@gipcl.com**
6. Financial Year reported: **2020-21**
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: Nine (09) viz. **Vadodara, Nani Naroli** - Dist. Surat, **Vastan**-District Surat, **Amrol** - Dist. Anand, **Charanka** - Dist. Patan, **Raghanesda** - 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): **₹1512511880.00**
2. Total Turnover (INR): **₹ 133534.85 Lakhs**
3. Total profit after taxes (INR): **₹ 18325.52 lakhs**
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of Profit After Tax (%) : **- 3.96%**
5. List of activities in which expenditure in 4 above has been incurred:-
   (a) Health: Drinking Water, Sanitation, Support to CHC, Medical Camps & Aids, Mobile Medical Unit, Women & Child Health Improvement
   (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, Taleem 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, then 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]

(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/policies 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	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
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 to 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 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 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, provide 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 satisfy 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 under report, no complaints, other than three (3) Complaints from shareholders of the Company were received and all (i.e.100%) were resolved satisfactorily.

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 Thermal Power Plant through environment friendly CFBC

   (b) Technology based Boilers;

   (c) Electricity generation through Solar PV based Power Plants;

   (d) Electricity generation through Wind Power - a Clean energy source; and

   (e) 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 alternate 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 well established procedure for selection of agencies for Annual Maintenance Contract /Annual Rate Contract for sustainable business operations. The company has 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 to shoulder the responsibility along with the State 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 engaged Workmen in and around Surat Lignite Power Plant (SLPP) area for availing labour / services for the development of local communities and improve their capabilities.

   GIPCL, under its various Corporate Social Responsibility (CSR) initiatives focused on awareness raising 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 on priority basis to land losers per land block acquired in the range of 30-200 tonne per month depending on availability of Fly Ash. It is used for value addition to the manufacturing of bricks.

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.

   The Company is using organic fertilizer which is being produced in-house by processing canteen waste, colony household waste, plant waste 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: **509.**
2. Please indicate the Total number of employees hired on temporary / contractual /casual basis : **1171.**
3. Please indicate the Number of permanent women employees **: 08.**
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? **: 40.86%**
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**

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 up- gradation training in the last year?
   (a) Permanent Employees: **19.06%**
   (b) Permanent Women Employees: **25%**
   (c) Casual / Temporary / Contractual Employees: **20.27%**
   (d) 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 secured 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 acknowledge 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 several CSR initiatives and has undertaken 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.

   Our CSR approach focuses on the development of communities around the vicinity of our plants / facilities.

   Looking at our Surat Lignite Power Plant, being located in the very backward and tribal pocket of Mangrol Taluka, Dist. Surat, and various Wind Plants & various Solar Plants, located in a backward areas, while developing our CSR strategy, the Company has ensured that all communities benefit from our 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 company's requirement of definite skill set which may be skilled, semi-skilled and un-skilled.

   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 menu of three schemes i.e. 1) Hiring of four wheeler passenger vehicle; 2) Providing fly ash and bed ash for bricks manufacturing; or 3) Animal Husbandry. Over and above, the Company has been giving priority for free education including school fees, uniform and book sets to wards of land losers for their education in our CBSE affiliated English medium School namely Bharatiya Vidya Bhavan's GIPCL Academy. Parallely, wards of Contractual workmen are also given free education at this school.

   The Company has extended funding for education quality program "Heart" in The Kasturba Gandhi Balika Vidyalaya (KGBV) for 67 Schools Teachers & Students across Gujarat. The program provides an activity based structured curriculum for students to imbibe the United Nations espoused nine core human values to become loving, caring and responsible human beings. The Company has also provided funds to Heartfulness Institute (HFN) organisation for Medical Research.

   The Company has constructed Bathrooms. This activities initiated from FY 2020-21 as per requests from local especially from women looking at their hygiene, privacy and cleanliness concept apart of construction of individual household toilet under Swachhchh Bharat Mission.

   Looking at the Covid-19 pandemic situation, the Company had given donation of ₹50 Lakhs to New Civil Hospital, Surat on request for purchase of BiPAP ventilator and other ancillary services like autoclave machine for Sterilization also funded for 5000 Nos. Viral Transport Media (VTM) Kit to District Health Officer, Vadodara. The Company has distributed food packet kits at renewable energy location as well as at SLPP location through local administration. Moreover, the company has distributed masks at Vadodara location as well as SLPP location for the benefits of CORONA warriors as well as local villagers.

   Project initiated on Women & Child Health Improvement for working towards mother, Adolescents and Child Health at SLPP.

   Kitchen Garden Project initiated at SLPP for nutrition improvement for the benefits of local peoples especially tribal population.

Organized Jewellery & Candle making classes to create entrepreneurs to develop startup initiators.

Provided Solar roof top scheme to gram panchayat at SLPP location to create awareness towards energy conservation, cost reduction & greater contribution to environment.

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 HR and settlement arrived on various matters relating to employment with Union 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 webpage etc.

   Yes. The Company's business operations and future growth is in line with GoI mission to set up 175 GW of Renewable Energy by 2022, has strategized its growth plan based on Renewable Energy (RE) Projects since last few years. The total installed capacity of RE projects as on date is around 275 MW and another 100 MW is in pipeline and under execution. This would directly help to reduce fossil fuel consumption and global warming.

   Further, the Company has made consistent and effective endeavors for creating better environmental conditions through abatement of pollution and adopting sustainable development practices.

   Environmental issues affecting global warming are being addressed in Register of Environmental Aspect and Impact under ISO 14001 System.

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 natural resources and as a responsible producer of Electrical Energy. The Company has installed Online round the clock monitoring facility for stack air emissions (SOx, NOx 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 has received Environment Excellence Award-2020 under "Clean Generator of the Year - Lignite" category, conferred by Mission Energy Foundation. The Award was received on 28th September, 2020.

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 has implemented Energy policy (Amalgamated in / as IMS System comprising of Quality, Health & Safety, Environment Management and Energy Management Standards) and in 2010 Company has set-up Energy Management Cell (EM Cell) 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 has received National Award for Excellence in Energy Management-2020 for Outstanding Performance in Energy Conservation (for fourth consecutive year) conferred by Confederation of Indian Industry (CII), Hyderabad and recognized as 'Energy Efficient Unit'. The award was received on 28th August, 2020. Further, GIPCL - SLPP has received National Efficiency Award-2021 under

"Best Energy Efficient Plant - Lignite" category, conferred by Mission Energy Foundation. The Award was received on 19th February, 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 2020-21 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 2020-21.

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, own organization namely DEEP-Development Efforts for Rural Economy and People, External NGO.

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

   Yes. The Company has carried out periodically 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 2020-21, the Company has spent ₹726.08 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 ensured for its sustainability. Under Sanitation program onsite counseling for better usage of toilet facility was kept. Further, awareness was extended through Puppet shows and Bhavai (local folk dance). 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 behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in brief.

   No.

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

   Yes.

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, 2021, 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 (hereinafter referred to as "the financial statements").

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, 2021, 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 Act. 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 Act and the Rules made 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.

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	**Provision for Mine Decommissioning Cost and corresponding Asset for Mine Closure** (Refer to note 3 (iv), 4(iii)(a), 6 and 25(a) and (b) to the financial statements) The Company has an obligation to restore and rehabilitate the mining sites operated upon by the Company at the end of mine operation closure. This decommissioning liability is recorded based on estimates of the costs required to fulfill this obligation. The provision is based upon current cost estimates and has been determined on a discounted basis with reference to current legal requirements and technology. At each reporting date the decommissioning liability is reviewed and re-measured in line with changes in observable assumptions, timing and the latest estimates of the costs to be incurred at reporting date. We have considered the measurement of decommissioning costs as Key Audit Matter as it requires significant management judgement, including complex accounting calculations and estimates that involves high estimation uncertainty.	**Principal Audit Procedures** • Our audit procedures included Evaluating the approach adopted by the management in determining the expected costs of decommissioning of the concerned mines, through review of the cost elements and comparison to previous provision made. • Comparing current estimates of costs with actual decommissioning and restoration costs previously incurred. • Reviewing the unwinding of interest as well as understanding if any restoration was undertaken during the year. • Considering the inputs into the calculation including the discount and inflation rates for comparison to external sources as well as the expected timing of cash flows. • Confirming whether the decommissioning dates are consistent with the Company's business plans • Assessing the appropriateness of the disclosures made in the financial statements.

Sr. No.	Key Audit Matter	Auditor's Response
2.	**Litigations and Claims** (Refer to note 3(xvi), 4(i) and 44 to the financial statements) 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. 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. We have considered Litigations and claims as Key Audit Matter as it requires significant management judgement, including accounting estimates that involves high estimation uncertainty.	**Principal Audit Procedures** • 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 Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. The above referred information is expected to be made available to us after the date of this audit report.

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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions necessitated by the circumstances and the applicable laws and regulations.

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 Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total 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.

Those 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 Act, 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 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 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, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure 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, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
   (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   (e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on

record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 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 with reference to financial statements 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.

(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 44 to the financial statements.

ii. The Company did not have any long-term contracts including derivatives 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 ₹ 0.22 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 it's knowledge and belief, 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, 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 that we have 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) contain any material mis-statement.

v. The dividend declared or paid during the year by the Company is in compliance with Section 123 of the Act.

For, C N K & Associates LLP
Chartered Accountants
Firm Registration No. 101961W/W-100036

Pareen Shah
Partner
Membership No.125011
Place: Vadodara
Date: 27th May, 2021
UDIN: 21125011AAAABS2555

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, 2021.

On the basis of such checks as considered appropriate and in terms of the information and explanations given to us, we state as under:

1(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment;

1(b) As informed to us, 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;

1(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company, except for the following cases (which are awaiting legal formalities) as on date of report:

(₹ In Lakhs)

Category of Assets	Total No. of Cases	Gross Block as at 31st March, 2021	Net Block as at 31st March, 2021
Freehold Land	8	112.05	112.05

2 According to the information and explanations given to us, the inventories have been physically verified during the year by the management at reasonable intervals. In certain cases, the stocks have been verified on the basis of visual survey / estimates. In our opinion, having regard to the nature and location of stocks, the frequency of the physical verification is reasonable;

In our opinion and according to the information and explanations given to us, the discrepancies noticed on physical verification of the same were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account;

3 According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnership or any other parties covered in the register maintained under Section 189 of the Act. Accordingly, clause 3(a), 3(b) and 3(c) are not applicable for the year;

4 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;

5 The Company has not accepted any deposits within the meaning of Section 73 to 76 of the Act and the Companies (Acceptance of Deposit) Rules, 2014 (as amended). Accordingly, the provisions of this clause of the Order are not applicable;

6 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 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;

7(a) According to the information and explanations given to us and the records examined by us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, goods and service tax (GST), service tax, custom duty, excise-duty, value added tax (VAT), cess and other statutory dues and there are no undisputed statutory dues outstanding as at 31st March 2021, for a period of more than six months from the date they became payable;

7(b) According to the information and explanation given to us, there are no disputed statutory dues payable in respect of provident fund, employees' state insurance, income tax, sales tax, goods and service tax (GST), custom duty, excise duty, service tax, value added tax (VAT) cess or any other statutory dues that has not been deposited on account of disputes except the following:

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

8 According to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks. The Company does not have any loans or borrowings from any financial institutions or government nor has issued any debentures;

9 According to the information and explanations given to us, no moneys during the year were raised by way of initial public offer or further public offer (including debt instruments) and term loans raised during the year were applied for the purpose for which the loans were obtained;

10 During the course of our examination of the books of account and records of the Company, carried out in accordance with 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 by the Company or any fraud on the Company by its officers or employees noticed or reported during the year, nor have we been informed of any such case by the management;

11 According to the information and explanations given to us and based on our examination of the records of the Company, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act;

12 In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, this clause of the Order is not applicable;

13 According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards;

14 According to the information and explanations given to us and based on our examination of the records of the Company , the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures. Accordingly hence reporting under this clause is not applicable to the Company;

15 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. Accordingly , the provisions of Section 192 of the Act are not applicable;

16 The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934;

For, C N K & Associates LLP
Chartered Accountants
Firm Registration No. 101961W/W-100036

Pareen Shah
Partner
Membership No.125011
Place: Vadodara
Date: 27th May, 2021
UDIN: 21125011AAAABS2555

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Gujarat Industries Power Company Limited of even date]

Report on the Internal Financial Controls 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 March 31, 2021 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 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, 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 Act.

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 Act, 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 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 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, 2021, 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, C N K & Associates LLP
Chartered Accountants
Firm Registration No. 101961W/W-100036

Pareen Shah
Partner
Membership No.125011
Place: Vadodara
Date: 27th May, 2021
UDIN: 21125011AAAABS2555

BALANCE SHEET AS AT 31ST MARCH 2021

(₹ in Lakhs)

	Particulars	Note No.	As at 31st March 2021	As at 31st March 2020
I	**ASSETS**			
1	**Non-current assets**			
	(a) Property, Plant and Equipment	5	**248,028.18**	261,589.44
	(b) Mine Development Assets	6	**11,482.93**	13,336.73
	(c) Capital work-in-progress	7	**29,246.57**	467.28
	(d) Right of Use Assets	8	**12,658.12**	12,997.44
	(e) Intangible assets	5	**313.01**	406.64
	(f) Financial Assets			
	(i) Investments	9	**8,749.80**	5,980.58
	(ii) Loans	10	**-**	4.00
	(iii) Others	11	**17,784.26**	12,654.67
	(g) Other non-current assets	12	**9,309.00**	8,397.29
	Total Non-current Assets		**337,571.87**	**315,834.07**
2	**Current assets**			
	(a) Inventories	13	**22,150.88**	16,047.39
	(b) Financial Assets			
	(i) Trade receivables	14	**29,546.84**	19,256.39
	(ii) Cash and cash equivalents	15	**28,463.10**	37,004.89
	(iii) Bank balances other than (ii) above	16	**171.01**	171.69
	(iv) Others	17	**2,299.49**	1,752.80
	(c) Current Tax Assets (Net)	18	**78.35**	323.67
	(d) Other current assets	19	**2,293.19**	2,589.93
	Total Current Assets		**85,002.86**	**77,146.76**
	TOTAL ASSETS		**422,574.73**	**392,980.83**
II	**EQUITY AND LIABILITIES**			
1	**Equity**			
	(a) Equity Share capital	20	**15,125.12**	15,125.12
	(b) Other Equity	21	**275,988.35**	259,682.03
	Total Equity		**291,113.47**	**274,807.15**
2	**DEFERRED GOVERNMENT GRANT**	22	**5,236.01**	5,578.64
	LIABILITIES			
3	**Non-current liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	23	**39,471.42**	38,355.71
	(ii) Other financial liabilities	24	**1,440.16**	1,572.67
	(b) Provisions	25	**23,844.05**	23,892.34
	(c) Deferred tax liabilities (Net)	26	**27,171.90**	23,092.44
	(d) Other non-current liabilities	27	**336.72**	8.20
	Total Non-current Liabilities		**92,264.25**	**86,921.36**
4	**Current liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	28	**3,085.53**	323.95
	(ii) Trade payables	29		
	- Micro and Small Enterprises		**90.80**	38.69
	- Other than Micro and Small Enterprises		**10,212.07**	10,918.33
	(iii) Other financial liabilities	30	**14,963.95**	10,349.68
	(b) Other current liabilities	31	**2,958.81**	2,394.57
	(c) Provisions	32	**2,649.84**	1,648.46
	Total Current Liabilities		**33,961.00**	**25,673.68**
	TOTAL EQUITY AND LIABILITIES		**422,574.73**	**392,980.83**
	See accompanying notes to the financial statements	**1 - 54**		

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 : 27th May 2021

For and on behalf of the Board

Sunaina Tomar
Chairperson
DIN:03435543

Vatsala Vasudeva
Managing Director
DIN:07017455

K. K. Bhatt
GM (Finance) & CFO

Achal S. Thakkar
Company Secretary

Place : Vadodara
Date : 27th May 2021

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2021

(₹ in Lakhs)

	Particulars	Note No.	For the year ended 31st March 2021	For the year ended 31st March 2020
I	Revenue from Operations	33	**133,534.85**	137,882.82
II	Other Income	34	**3,027.63**	4,188.93
III	**TOTAL (I + II)**		**136,562.48**	**142,071.75**
IV	**EXPENDITURE :**			
	Cost of Material Consumed	35	**61,100.45**	58,958.41
	Generation Expenses	36	**13,633.06**	13,090.95
	Employee Benefits Expense	37	**10,606.73**	10,841.00
	Finance Cost	38	**4,220.36**	5,072.99
	Depreciation and Amortisation Expenses	39	**16,185.45**	19,075.50
	Other Expenses	40	**3,618.26**	4,494.91
	TOTAL (IV)		**109,364.31**	**111,533.76**
V	**Profit before Tax (III-IV)**		**27,198.17**	30,537.99
VI	**Tax Expenses**	41a &b		
	Current Tax		**4,911.30**	5,460.96
	Deferred Tax		**3,961.35**	278.65
VII	**Profit For the year (V-VI)**		**18,325.52**	24,798.38
VIII	**Other Comprehensive Income**			
	a) Remeasurement of Defined benefit obligations		**(255.55)**	(380.81)
	b) Equity instruments through OCI		**2,739.22**	(2,974.84)
	Items that will not be reclassified to profit or loss		**2,483.67**	(3,355.65)
	c) Income tax on above	41c	**(116.59)**	1,578.39
	Total Other Comprehensive Income (net of tax)		**2,367.08**	**(1,777.26)**
IX	**Total Comprehensive Income for the year (VII + VIII) (Comprising Profit and Other Comprehensive Income for the year)**		**20,692.60**	23,021.12
X	**Earning per share (Basic and Diluted)**	42	**12.12**	16.40
	See accompanying notes to the financial statements	1 - 54		

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 : 27th May 2021

For and on behalf of the Board

Sunaina Tomar
Chairperson
DIN:03435543

Vatsala Vasudeva
Managing Director
DIN:07017455

K. K. Bhatt
GM (Finance) & CFO

Achal S. Thakkar
Company Secretary

Place : Vadodara
Date : 27th May 2021

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2021

I. Equity Share Capital

Particulars	(₹ in Lakhs)
As at 1st April 2019	15,125.12
Additions / (Reductions)	-
As at 31st March 2020	15,125.12
As at 1st April 2020	**15,125.12**
Additions / (Reductions)	-
As at 31st March 2021	**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 1st April 2019	**3,455.88**	**98,000.00**	**33,316.97**	**93,370.00**	**8,913.90**	**4,892.05**	**241,948.80**
Profit for the year	-	-	-	-	24,798.38	-	24,798.38
Other Comprehensive Income for the year (net of tax)	-	-	-	-	-	(1,529.52)	(1,529.52)
Re-measurement of Defined Benefit Plans (net of tax)	-	-	-	-	(247.74)	-	(247.74)
Total comprehensive income for the year	**3,455.88**	**98,000.00**	**33,316.97**	**93,370.00**	**33,464.54**	**3,362.53**	**264,969.92**
Payment of dividends	-	-	-	-	(4,386.28)	-	(4,386.28)
Tax on dividends	-	-	-	-	(901.61)	-	(901.61)
Transferred from retained earning	-	9,000.00	-	9,000.00	(18,000.00)	-	-
As at 31st March 2020	**3,455.88**	**107,000.00**	**33,316.97**	**102,370.00**	**10,176.65**	**3,362.53**	**259,682.03**
Profit for the year	-	-	-	-	18,325.52	-	18,325.52
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**	**107,000.00**	**33,316.97**	**102,370.00**	**28,326.89**	**5,904.89**	**280,374.63**
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 31st March 2021	**3,455.88**	**116,000.00**	**33,316.97**	**111,370.00**	**5,940.61**	**5,904.89**	**275,988.35**

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 : 27th May 2021

For and on behalf of the Board

Sunaina Tomar
Chairperson
DIN:03435543

Vatsala Vasudeva
Managing Director
DIN:07017455

K. K. Bhatt
GM (Finance) & CFO

Achal S. Thakkar
Company Secretary

Place : Vadodara
Date : 27th May 2021

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH 2021

(₹ in Lakhs)

	Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
[A]	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit before tax	**27,198.17**	30,537.99
	Adjustments for:		
	Depreciation	**15,504.82**	18,943.28
	Amortisation of Mines Development Assets	**680.63**	132.22
	Amortisation of Initial Mines Development Expenditure	**300.07**	671.23
	Amortisation of Government Grant	**(342.61)**	(342.61)
	Amortisation of Deferred Income on Security deposits	**(58.78)**	-
	Finance Cost	**3,064.05**	4,319.88
	Unwinding of Decommissioning Liabilities	**1,116.11**	718.15
	Unwinding of Lease Liabilities	**40.20**	34.96
	Unwinding of Security deposits	**58.78**	-
	Dividend Income	**(94.93)**	(93.60)
	Interest Income	**(2,160.32)**	(2,681.99)
	(Profit) / Loss on sale of Property, Plant and Equipments (Net)	**14.76**	74.70
	Operating Profit / (Loss) before changes in working capital	**45,320.95**	**52,314.21**
	Adjustment for (Increase) / Decrease in Operating Assets		
	Inventories	**(6,103.49)**	509.74
	Trade Receivables	**(10,290.45)**	2,184.83
	Loans and Advances	**4.00**	-
	Other Assets	**(5,229.01)**	(1,882.52)
	Adjustment for Increase / (Decrease) in Operating Liabilities		
	Trade Payables	**(654.15)**	(3,457.81)
	Other Liabilities and Provisions	**1,130.82**	712.89
	Cash flow from operations after changes in working capital	**24,178.67**	**50,381.34**
	Net Direct Taxes (Paid) / Refunded	**(4,853.42)**	(5,920.84)
	Net Cash Flow from / (used in) Operating Activities	**19,325.25**	**44,460.50**
[B]	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Fixed Assets including CWIP & Capital Advances	**(23,905.38)**	(11,442.20)
	Sale of Property, Plant and Equipment	**0.25**	9.70
	Payment for ROU Assets	**(88.00)**	-
	Purchase of Investment	**(30.00)**	-
	Interest Received	**2,554.91**	2,343.71
	Dividend Received	**94.93**	93.60
	Bank Balances not considered as Cash and Cash Equivalents	**(1,757.47)**	(2,332.74)
	Net Cash Flow from / (used in) Investing Activities	**(23,130.76)**	**(11,327.93)**

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH 2021

(₹ in Lakhs)

	Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
[C]	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from Borrowings	**6,050.00**	7,750.00
	Repayment of Borrowings	**(6,052.79)**	(14,732.00)
	Net Increase / (Decrease) in Working Capital Borrowings	**2,761.58**	(5,563.57)
	Payment of Lease Liabilities	**(44.62)**	(34.47)
	Finance Cost Paid	**(3,064.17)**	(4,320.09)
	Dividend on Equity Paid	**(4,386.28)**	(4,386.28)
	Tax on Dividend Paid	**-**	(901.61)
	Net Cash Flow from / (used in) Financing Activities	**(4,736.28)**	(22,188.02)
	Net Increase / (Decrease) in Cash and Cash Equivalents	**(8,541.79)**	10,944.55
	Cash & Cash Equivalents at beginning of period	**37,004.89**	26,060.34
	Cash and Cash Equivalents at end of period	**28,463.10**	37,004.89
	Notes:		
i.	**Cash and Cash equivalents comprise of:**		
	Cash on Hands	**1.13**	1.40
	Balance with Banks	**28,461.97**	37,003.49
	Cash and Cash equivalents	**28,463.10**	**37,004.89**
ii.	**Reconciliation of Liabilities from financial activities:**		
	Long-term Borrowings		
	Opening Balance	**44,408.50**	51,390.50
	Cash Flows	**(2.79)**	(6,982.00)
	Closing Balance	**44,405.71**	44,408.50
	Short-term Borrowings		
	Opening Balance	**323.95**	5,887.52
	Cash Flows	**2,761.58**	(5,563.57)
	Closing Balance	**3,085.53**	323.95
	Lease Liabilities		
	Opening Balance	**409.51**	-
	Addition during the year	**60.61**	409.02
	Finance Cost	**40.20**	34.96
	Cash Flows	**(44.62)**	(34.47)
	Closing Balance	**465.70**	409.51

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".

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 : 27th May 2021

For and on behalf of the Board

Sunaina Tomar
Chairperson
DIN:03435543

Vatsala Vasudeva
Managing Director
DIN:07017455

K. K. Bhatt
GM (Finance) & CFO

Achal S. Thakkar
Company Secretary

Place : Vadodara
Date : 27th May 2021

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.

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.

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 decimal 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

NOTES TO THE FINANCIAL STATEMENTS

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 and for renewable energy, Central Electricity Regulatory Commission (Terms and Conditions for Tariff determination from Renewable Energy Sources) Regulations, 2017.

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 Gas / Lignite based power plant 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 removal of overburden and estimated future decommissioning costs.

"Decommissioning cost includes cost of restoration. Provisions for decommissioning costs are recognized when the Company has a legal or constructive obligation to restore mines, dismantle and remove a facility or an item of property, plant & equipment and to restore the site on which it is located. The full eventual estimated liability towards costs relating to dismantling and restoring mines and allied facilities are recognized in respective mine development asset. The amount recognized is the present value of the estimated future expenditure determined at current prices and escalated using appropriate inflation rate till the expected date of decommissioning and discounted up to the reporting date using the appropriate risk free discount rate. "

Any change in the present value of the estimated decommissioning expenditure other than the periodic unwinding of discount is adjusted to the decommissioning provision and the carrying value of the corresponding asset. In case reversal

NOTES TO THE FINANCIAL STATEMENTS

of provision exceeds the carrying amount of the related asset, the excess amount is recognized in the Statement of Profit and Loss. The unwinding of discount on provision is charged in the Statement of Profit and Loss as finance cost.

Mine development asset including decommissioning costs 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 gas / lignite based power plant and for renewable energy Central Electricity Regulatory Commission (Terms and Conditions for Tariff determination from Renewable Energy Sources) Regulations, 2017.

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.

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.

NOTES TO THE FINANCIAL STATEMENTS

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. Cost Includes Extraction Cost, Mining overheads including amortized cost as per 3(iv) above.

c. Stores and Spares

Weighted Average Cost

x) 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.

c. Deviation Settlement Mechanism (DSM) charges receivable / payable is accounted as and when notified by State Load Dispatch Center (SLDC)

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.

xi) Leases

As a lessee

The Company's lease 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.

NOTES TO THE FINANCIAL STATEMENTS

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 whether it will exercise an extension or a termination option.

xii) 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.

xiii) 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.

b. Defined contribution plans

Employee Benefit under defined contribution plans comprising 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

For 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 at the end of each annual reporting period.

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 recognized 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 at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted .

NOTES TO THE FINANCIAL STATEMENTS

xiv) 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.

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.

xv) 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.

xvi) 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.

NOTES TO THE FINANCIAL STATEMENTS

xvii) 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.

xviii) 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.

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 expire, 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.

NOTES TO THE FINANCIAL STATEMENTS

xix) 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 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.

xx) 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 judgments, apart from those involving estimations (Refer note 4.iii), that the Management have made in the process of applying the Company's accounting policies and that have the significant effect on the amounts recognized in the Financial Statements.

a. 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 asset's value, economic or legal environment, market interest rates etc.) and internal factors

NOTES TO THE FINANCIAL STATEMENTS

(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. Estimation of provision for decommissioning

The Company estimates provision for decommissioning as per the principles of Ind AS 37 'Provisions, Contingent Liabilities and Contingent Assets' for the future decommissioning of Mines at the end of their economic lives. Most of these decommissioning activities would be in the future, the exact requirements that may have to be met when the removal events occur are uncertain. Technologies and costs for decommissioning are constantly changing. The timing and amounts of future cash flows are subject to significant uncertainty.

The timing and amount of future expenditures are reviewed at the end of each reporting period, together with rate of inflation for escalation of current cost estimates and the interest rate used in discounting the cash flows. The economic life of the Mines is estimated on the basis of long term production profile of the relevant Mines. The average of General Wholesale Price Index (WPI) for inflation i.e. 2.52% (Previous year 2.67%) has been used for escalation of the current cost estimates and discounting rate used to determine the balance sheet obligation as at the end of the year is 6.18%(Previous year 6.14%), which is the risk free government bond rate with 10 year yield. As a result of the changes in estimates, there is an decrease in the decommissioning liability (Refer Note 25) and corresponding mine development asset (Refer Note 6) by ₹ 873.10 Lakhs during the year (Increase by ₹ 8,218.19 Lakhs in Previous year).

b. 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.

c. 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	Total	
Gross Block											
As at 1st April 2019	**20,435.96**	**34,198.47**	**254,550.94**	**1,389.73**	**305.28**	**1,832.79**	**87.33**	**312,800.50**	**910.43**	**910.43**	**313,710.93**
Additions during the year	119.02	297.46	22,575.13	-	25.69	75.77	-	23,093.07	144.94	144.94	23,238.01
Deductions / adjustment during the year	-	-	(120.85)	-	-	(1.29)	(6.16)	(128.30)	-	-	(128.30)
As at 31st March 2020	**20,554.98**	**34,495.93**	**277,005.22**	**1,389.73**	**330.97**	**1,907.27**	**81.17**	**335,765.26**	**1,055.37**	**1,055.37**	**336,820.64**
Additions during the year	-	58.13	1,320.04	-	13.68	145.04	-	1,536.89	21.71	21.71	1,558.60
Deductions / adjustment during the year	(181.55)	-	-	-	(2.92)	(19.04)	-	(203.51)	(0.41)	(0.41)	(203.92)
As at 31st March 2021	**20,373.43**	**34,554.06**	**278,325.26**	**1,389.73**	**341.73**	**2,033.27**	**81.17**	**337,098.64**	**1,076.67**	**1,076.67**	**338,175.31**
Impairment											
As at 1st April 2019	**-**	**-**	**172.28**	**-**	**-**	**-**	**-**	**172.28**	**-**	**-**	**172.28**
Addition / Disposal	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2020	**-**	**-**	**172.28**	**-**	**-**	**-**	**-**	**172.28**	**-**	**-**	**172.28**
Addition / Disposal	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2021	**-**	**-**	**172.28**	**-**	**-**	**-**	**-**	**172.28**	**-**	**-**	**172.28**
Accumulated Depreciation										-	
As at 1st April 2019	**-**	**6,893.03**	**47,037.61**	**876.35**	**98.33**	**782.80**	**16.86**	**55,704.98**	**520.39**	**520.39**	**56,225.37**
Depreciation during the year	-	1,808.49	16,155.59	140.64	26.69	201.00	10.05	18,342.46	128.34	128.34	18,470.80
Deductions / adjustment during the year	-	-	(40.09)	-	-	(0.23)	(3.58)	(43.90)	-	-	(43.90)
As at 31st March 2020	**-**	**8,701.52**	**63,153.11**	**1,016.99**	**125.02**	**983.57**	**23.33**	**74,003.54**	**648.73**	**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	115.33	15,016.93
Deductions / adjustment during the year	-	-	-	-	(0.36)	(6.59)	-	(6.95)	(0.41)	(0.41)	(7.36)
As at 31st March 2021	**-**	**10,458.87**	**76,054.24**	**1,072.85**	**147.40**	**1,133.52**	**31.31**	**88,898.19**	**763.66**	**763.66**	**89,661.84**
Net Block As at 31st March 2020	20,554.98	25,794.41	213,679.83	372.74	205.95	923.70	57.84	261,589.44	406.64	406.64	261,996.08
Net Block as at 31st March 2021	**20,373.43**	**24,095.19**	**202,098.74**	**316.88**	**194.33**	**899.75**	**49.86**	**248,028.18**	**313.01**	**313.01**	**248,341.19**

Notes:

1 The conveyance of title for 2.80 hectares (P.Y. 2.80 hectares) of free hold land of value ₹ 112.05 Lakhs (P.Y. ₹ 112.05 Lakhs) in favour of the Company are awaiting completion of legal formalities.

2 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.

3 Plant & Machinery for the year includes borrowing cost of ₹ Nil (P.Y. ₹ 13.80 lakhs).

4 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

6 Mine Development Assets

(₹ in Lakhs)

	As at 31st March 2021	As at 31st March 2020
Initial Development Expenditure	**1,782.04**	2,082.11
Asset For Decommissioning Liability *	**9,700.89**	11,254.62
TOTAL	**11,482.93**	13,336.73

(₹ in Lakhs)

Mine Development Assets	Initial Development Expenditure	Decommissioning Liabilities
Gross Block		
As at 01st April 2019	**5,756.56**	4,159.80
Effect of change in estimates (refer note 4(iii)(a))	**-**	8,218.19
As at 31st March 2020	**5,756.56**	12,377.99
Effect of change in estimates (refer note 4(iii)(a))	**-**	(873.10)
As at 31st March 2021	**5,756.56**	11,504.89
Accumulated Amortisation / Depreciation		
As at 01st April 2019	**3,003.22**	991.15
Amortisation/depreciation charged during the year	**671.23**	132.22
As at 31st March 2020	**3,674.45**	1,123.37
Amortisation/depreciation charged during the year	**300.07**	680.63
As at 31st March 2021	**3,974.52**	1,804.00
Net Block		
As at 31st March 2020	**2,082.11**	11,254.62
As at 31st March 2021	**1,782.04**	9,700.89

*The Government of Gujarat vide its various orders have granted mining lease for lignite for 30 years from respective dates covering the area of 3565 hectares. The said lease provides to use all lignite excavated from the above area for captive use in existing / proposed power plants of the company. The said areas include 80 hectares of land for lime stone also.

7 Capital Work in Progress

(₹ in Lakhs)

	As at 31st March 2021	As at 31st March 2020
Opening Balance	**467.28**	16,626.53
Addition during the year*	**28,807.01**	4,906.52
Capitalised during the year	**(27.72)**	(21,065.77)
Closing Balance	**29,246.57**	467.28

* It includes borrowing cost of ₹ 91.52 lakhs (P.Y. ₹ Nil) at capitalization rate of 7.10%.

NOTES TO THE FINANCIAL STATEMENTS

8	Right-of-use Assets	As at 31st March 2021	As at 31st March 2020
		(₹ in Lakhs)	
	Leasehold Land (refer note 24c)		
	Opening Balance	**12,997.44**	-
	Reclassified on account of adoption of Ind AS 116	**-**	13,071.65
	Addition during the year	**148.57**	409.02
	Depreciation charged during the year	**(487.89)**	(483.23)
	Closing Balance	**12,658.12**	12,997.44

9 Non- Current Investments **(₹ in Lakhs)**

a.	As at 31st March 2021	As at 31st March 2020
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)	**3,802.18**	2,464.91
5,32,890 (P.Y. 5,32,890) Equity Shares of Gujarat Gas Limited of ₹ 2/- each (Fully paid)	**2,929.56**	1,239.50
Total	**6,731.74**	3,704.41
UNQUOTED		
In Others		
97,18,181 (P.Y. 97,18,181) Equity Shares of Gujarat State Energy Generation Limited of ₹ 10/- each (Fully paid)	**1,136.06**	994.17
1,00,00,000 (P.Y. 1,00,00,000) Equity Shares of GSPC LNG Limited of ₹ 10/- each (Fully paid)	**852.00**	1,282.00
3,00,000 (P.Y. Nil) Equity Shares of Vadodara Jal Sanchay Private Limited of ₹ 10 each (fully paid)	**30.00**	-
Total	**2,018.06**	2,276.17
TOTAL	**8,749.80**	5,980.58

(₹ in Lakhs)

b.	As at 31st March 2021	As at 31st March 2020
Aggregate cost of quoted investments	**561.68**	561.68
Aggregate market value of quoted investments	**6,731.74**	3,704.41
Aggregate carrying value of unquoted investments	**2,018.06**	2,276.17

NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lakhs)

c. Other investments

	As at 31st March 2021	As at 31st March 2020
Financial assets carried at fair value through other comprehensive income		
Investment in equity instruments		
- Gujarat Alkalies and Chemicals Limited	**3,802.18**	2,464.91
- Gujarat Gas Limited	**2,929.56**	1,239.50
- Gujarat State Energy Generation Limited	**1,136.06**	994.17
- GSPC LNG Limited	**852.00**	1,282.00
- Vadodara Jal Sanchay Private Limited	**30.00**	-
TOTAL	**8,749.80**	5,980.58

10. Loans (₹ in Lakhs)

	As at 31st March 2021	As at 31st March 2020
Unsecured Considered good		
Other loans & Advances	**-**	4.00
TOTAL	**-**	4.00

11 Other Financial Assets (₹ in Lakhs)

	As at 31st March 2021	As at 31st March 2020
Unsecured Considered good		
Escrow Account*	**14,297.85**	12,540.36
Security Deposits	**3,486.41**	114.31
TOTAL	**17,784.26**	12,654.67

* Mines Closure deposits consist of ₹ 11,948.74 Lakhs (P.Y. ₹12,540.36 lakhs)

12 Other Non Current Assets (₹ in Lakhs)

	As at 31st March 2021	As at 31st March 2020
Secured (Considered good)		
Capital Advance	**-**	4,134.29
Unsecured (Considered good)		
Capital Advance	**4,745.47**	1,266.11
Others	**148.77**	148.77
Prepaid Expenses - Security Deposit	**1,377.68**	-
Advance tax (net of provisions)	**3,037.08**	2,848.12
TOTAL	**9,309.00**	8,397.29

NOTES TO THE FINANCIAL STATEMENTS

13. Inventories **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Raw Materials (Fuel)	**10,012.60**	4,725.98
Stores and Spares	**12,138.28**	11,321.41
TOTAL	**22,150.88**	16,047.39

Refer note 3(ix) for valuation policy

14 Trade Receivables **(₹ in Lakhs)**

a.	As at 31st March 2021	As at 31st March 2020
Secured (Considered good)	**-**	**-**
Unsecured		
- Considered good	**29,546.84**	19,256.39
TOTAL	**29,546.84**	19,256.39

b. 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 2021, the Company had four (P.Y. three) customers having outstanding more than 5% of total trade receivables that accounted for @ 96.66% (P.Y. 92.38%) 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.

15 Cash And Cash Equivalents **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Cash on hand	**1.13**	1.40
Balances with Banks:		
- In current account	**31.97**	19.49
- In deposit account	**28,430.00**	36,984.00
TOTAL	**28,463.10**	37,004.89

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.

16 Other Bank Balances **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Earmarked bank balances*	**171.01**	171.69
TOTAL	**171.01**	171.69

* These balances pertains 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

17. Other Financial Assets **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Unsecured (Considered good)		
Other Receivables	**1,165.33**	474.05
Contract Assets	**768.00**	768.00
Security Deposit	**250.00**	-
Interest Accrued	**116.16**	510.75
TOTAL	**2,299.49**	1,752.80

18. Current Tax Assets (Net) **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Advance tax (net of provisions)	**78.35**	323.67
TOTAL	**78.35**	323.67

19. Other Current Assets **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Unsecured (Considered good)		
Prepaid Expenses	**517.56**	471.42
Balance with Govt. Authorities	**733.76**	729.78
Advances to suppliers and others	**1,041.87**	1,388.73
Unsecured (Considered doubtful)		
Other Advances	**37.50**	37.50
Less: Provision for Impairment	**(37.50)**	(37.50)
TOTAL	**2,293.19**	2,589.93

Movement of Impairment : **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Opening Balance	**37.50**	37.50
Provision during the year	**-**	-
Closing Balance	**37.50**	37.50

20. Equity Share Capital **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Authorised		
32,50,00,000 Equity Shares of ₹10/-each	**32,500.00**	32,500.00
61,00,000 Cumulative Redeemable Preference Shares	**6,100.00**	6,100.00
(With dividend not exceeding 15% p.a.) of ₹ 100/- each		
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

(₹ in Lakhs)

a) A reconciliation of number of shares outstanding at the beginning and at the end of reporting period is as under:

Particulars	No. of shares	₹ in lakhs
As at 1st April 2019	**151,251,188**	15,125.12
Additions / (Reductions)	**-**	-
As at 31st March 2020	**151,251,188**	15,125.12
As at 1st April 2020	**151,251,188**	15,125.12
Additions / (Reductions)	**-**	-
As at 31st March 2021	**151,251,188**	15,125.12

b) List of share holders holding more than 5% shares

Name of Share Holders	As at 31st March 2021		As at 31st March 2020	
	%	No. of shares	%	No. of shares
Gujarat Urja Vikas Nigam Limited	**25.38**	**38,384,397**	25.38	38,384,397
Gujarat Alkalies & Chemicals Limited	**15.27**	**23,088,980**	15.27	23,088,980
Gujarat State Fertilizers & Company Limited	**14.79**	**22,362,784**	14.79	22,362,784

c) 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.

21 Other Equity

(₹ in Lakhs)

	As at 31st March 2021	As at 31st March 2020
Capital Redemption Reserve	**3,455.88**	3,455.88
Expansion Reserve	**116,000.00**	107,000.00
Securities Premium	**33,316.97**	33,316.97
General Reserve	**111,370.00**	102,370.00
Retained earnings	**5,940.61**	10,176.65
Equity instruments through other comprehensive income	**5,904.89**	3,362.53
TOTAL	**275,988.35**	259,682.03

	As at 31st March 2021	As at 31st March 2020
Capital Redemption Reserve (Refer note 21 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

NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lakhs)

	As at 31st March 2021	As at 31st March 2020
Expansion Reserve (Refer note 21 b)		
Balance at the beginning of the year	**107,000.00**	98,000.00
Addition / (Deduction) during the year	**9,000.00**	9,000.00
Balance at the end of the year	**116,000.00**	107,000.00
Securities Premium (Refer note 21 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 21 d)		
Balance at the beginning of the year	**102,370.00**	93,370.00
Addition / (Deduction) during the year	**9,000.00**	9,000.00
Balance at the end of the year	**111,370.00**	102,370.00
Retained earnings		
Opening Balance	**10,176.65**	8,913.90
Profit for the year	**18,325.52**	24,798.38
Remeasurement of Defined benefit plans	**(175.28)**	(247.74)
Transfer to Expansion Reserve	**(9,000.00)**	(9,000.00)
Transfer to General Reserve	**(9,000.00)**	(9,000.00)
Dividend paid (Refer note no. 21h)	**(4,386.28)**	(4,386.28)
Corporate Dividend Tax paid	**-**	(901.61)
Balance at the end of the year	**5,940.61**	10,176.65
Equity instruments through other comprehensive income (Refer note 21 e)		
Balance at the beginning of the year	**3,362.53**	4,892.05
Add / (Less): Changes in Fair value of investment	**2,542.36**	(1,529.52)
Balance at the end of the year	**5,904.89**	3,362.53
TOTAL	**275,988.35**	259,682.03

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 Rs 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.

NOTES TO THE FINANCIAL STATEMENTS

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.

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. Thus, the amount reported above are not distributable entirely.

g. 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. On 23rd September 2019, a dividend of ₹ 2.90 per share (Total dividend ₹ 4,386.28 lakhs) was paid to holders of fully paid equity shares.

h. In respect of the year ended 31st March 2021, the Board of Directors has proposed a final dividend of ₹ 2.70 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 ₹ 4,083.78 lakhs.

22 Deferred Government Grant **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Government Grant towards Capital Assets	**5,236.01**	5,578.64
TOTAL	**5,236.01**	5,578.64

Deferred Government Grant **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Opening balance	**5,578.64**	5,921.25
Amortised during the year	**(342.61)**	(342.61)
Closing Balance	**5,236.03**	5,578.64

23 Non- Current Financial Liabilities **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Borrowings - Secured		
Term Loan From Banks	**39,471.42**	38,355.71
TOTAL	**39,471.42**	38,355.71

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 31st March 2021	Current Maturities of Loan	As at 31st March 2020	Current Maturities of Loan
Axis Bank [1]		**7,170.00**	1,520.00	8,690.00	1,520.00
Bank of Baroda	(i)	**-**	-	250.00	250.00
Bank of Baroda[1]	(ii)	**6,050.00**	-	-	-
Central Bank of India		**9,285.71**	714.29	10,000.00	714.29
State Bank of India (erstwhile State Bank of Bikaner & Jaipur)		**-**	-	125.00	125.00
State Bank of India	(i)	**-**	-	118.50	118.50
State Bank of India (erstwhile State Bank of Saurashtra)		**-**	-	125.00	125.00
State Bank of India[1]	(ii)	**21,900.00**	2,700.00	24,600.00	2,700.00
Union Bank of India[1]		**-**	-	500.00	500.00
	TOTAL	**44,405.71**	**4,934.29**	**44,408.50**	**6,052.79**

[1] Current Maturity based on sanctioned terms

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 31-03-2021	Date of Maturity
Axis Bank		**7.20%** (7.60%)	380.00	**18** (22)	31st December 2025
			330.00	1 (1)	
Bank of Baroda	(i)	**-** (7.40%)	250.00	**0** (1)	30th June 2020
Bank of Baroda	(ii)	**7.10%**	875.00	**40**	31st March 2032
Central Bank of India		**6.55%** (7.05%)	178.57	**51** (55)	31st March 2034
			178.54	**1** (1)	
State Bank of India (erstwhile State Bank of Saurashtra)		**8.45%** (8.45%)	125.00	**0** (1)	30th June 2020
State bank of India	(i)	**7.90%** (7.90%)	118.50	**0** (1)	30th June 2020
State Bank of India (erstwhile State Bank of Bikaner & Jaipur)		**8.40%** (8.40%)	125.00	**0** (1)	30th June 2020
State Bank of India	(ii)	**6.65%** (8.03%)	675.00	**12** (16)	31st March 2028
			825.00	**8** (8)	
			900.00	**8** (8)	
Union Bank of India		**-** (7.80%)	500.00	**0** (1)	30th June 2020

Previous years figures are in brackets.

NOTES TO THE FINANCIAL STATEMENTS

24 Other Non-current Financial Liabilities **(₹ in Lakhs)**

a.

	As at 31st March 2021	As at 31st March 2020
Security deposits	**1,016.44**	1,204.45
Lease Liabilities (refer note no. 24b)	**423.72**	368.22
TOTAL	**1,440.16**	1,572.67

b. Movement of Lease Liabilities are as under: **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Opening Balance	**409.51**	-
Addition during the year	**60.61**	409.02
Finance Cost	**40.20**	34.96
Payment made during the year	**(44.62)**	(34.47)
Closing Balance	**465.70**	409.51
Current Liabilities	**41.98**	41.29
Non-current Liabilities	**423.72**	368.22

c. The Lease Liability was measured at the present value of remaining lease payments discounted at the incremental borrowing rate i.e. 8.55% at the date of initial application and Right-of-use Asset had been recognised at an amount equal to the lease liability.

25 Long Term Provisions **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Employee Benefits (Refer note no. 47)	**7,624.18**	6,825.31
Provision for decommissioning of Mines	**16,219.87**	17,067.03
TOTAL	**23,844.05**	23,892.34

a. Movement of Provision for decommissioning of Mines are as under: **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Opening Balance	**18,183.60**	9,776.17
Unwinding of Interest	**1,116.11**	718.15
Effect of change in estimates (refer note 4(iii)(a))	**(873.10)**	8,218.19
Actual expenses incurred	**(897.66)**	(528.91)
Closing Balance	**17,528.95**	18,183.60
Short-term Provisions	**1,309.08**	1,116.57
Long-term Provisions	**16,219.87**	17,067.03

b. The Company estimates provision for decommissioning as per the principles of Ind AS 37 for the future closure of Mines at the end of their economic lives. Most of these decommissioning activities would be in the future, the exact requirements that may have to be met when the closure events occur which are uncertain. Costs for decommissioning are changing. The timing and amounts of future cash flows are subject to significant uncertainty. The economic life of the Mines is estimated on the basis of lignite reserve available in the Mining Lease area allocated. The timing and amount of future expenditures are reviewed annually, together with rate of inflation for escalation of current cost estimates and the interest rate used in discounting the cash flows.

NOTES TO THE FINANCIAL STATEMENTS

26 Deferred Tax Liabilities (Net)

a. The following is the analysis of deferred tax assets/(liabilities) presented in the Balance Sheet: **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Deferred tax assets	2,962.82	2,515.31
Deferred tax liabilities	(30,134.72)	(25,607.75)
TOTAL	(27,171.90)	(23,092.44)

b. Major Components of Deferred Tax Assets and Liabilities : **(₹ in Lakhs)**

As at 31st 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)**

(₹ in Lakhs)

As at 31st March 2020	Opening balance	Recognised in profit or loss	Recognised in OCI	Others	Closing balance
Deferred Tax Assets in relation to:					
Employee Benefits	1,779.12	603.12	133.07	-	2,515.31
MAT Credit Entitlement / (Utilisation)	-	133.28	-	(133.28)	-
Total Deferred Tax Assets	**1,779.12**	**736.40**	**133.07**	**(133.28)**	**2,515.31**
Deferred Tax Liabilities in relation to:					
Property, Plant and Equipment	24,242.66	1,029.52	-	-	25,272.18
Equity Instruments through FVTOCI	1,482.68	-	(1,445.32)	-	37.36
Expenses / Provisions allowable on payment basis	312.71	(14.50)	-	-	298.21
Total Deferred Tax Liabilities	**26,038.05**	**1,015.02**	**(1,445.32)**	**-**	**25,607.75**
Net Deferred Tax Liabilities	**(24,258.93)**	**(278.62)**	**1,578.39**	**(133.28)**	**(23,092.44)**

NOTES TO THE FINANCIAL STATEMENTS

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 31st March 2021	As at 31st March 2020
2013-14	2028-29	1,381.93	1,383.42
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	414.57	-
Total		**6,756.57**	**6,343.49**

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 31st March 2021	As at 31st March 2020
2019-20	2027-28	11.95	11.95
2020-21	2028-29	27,704.11	-
Total		**27,716.06**	**11.95**

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 31st March 2021	As at 31st March 2020
Deferred Income on Security Deposits	328.52	-
Provision for tax (net of advances)	8.20	8.20
TOTAL	336.72	8.20

28. Current Financial Liabilities - Borrowings **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Secured Loans :		
Working Capital Loans from Banks	3,085.53	323.95
TOTAL	3,085.53	323.95

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

29 Trade Payable **(₹ in Lakhs)**

a.	As at 31st March 2021	As at 31st March 2020
Micro and Small Enterprises	90.80	38.69
Other than Micro and Small Enterprises	10,212.07	10,918.33
TOTAL	10,302.87	10,957.02

NOTES TO THE FINANCIAL STATEMENTS

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:-

(₹ in Lakhs)

	Trade payables -Total outstanding dues of Micro & Small enterprises*	**As at 31st March 2021**	As at 31st March 2020
(a)	Principal & Interest amount remaining unpaid but not due as at year end		
	- Principal	**90.80**	38.69
	- 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	**-**	-

30. Other Financial Liabilities **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Current Maturities of long term debts	**4,934.29**	6,052.79
Interest Accrued but not due on borrowings	**-**	0.12
Items covered by IEPF		
- Unclaimed Dividends	**171.02**	171.68
Security Deposits	**422.11**	450.57
Lease Liabilities	**41.98**	41.29
Contract Liabilities	**768.00**	768.00
Liability for Capital Goods	**8,626.55**	2,865.23
TOTAL	**14,963.95**	10,349.68

31. Other Current Liabilities **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Statutory Dues	**599.52**	566.95
Liquidated Damage Payable	**1,604.87**	1,601.32
Salary and Other Related Payables	**645.49**	206.22
Advance from customer	**108.93**	20.08
TOTAL	**2,958.81**	2,394.57

NOTES TO THE FINANCIAL STATEMENTS

32 Short Term Provisions **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Employee Benefits (refer note no. 47)	**1,340.76**	531.89
Provision for decommissioning of Mines (refer note no. 25a)	**1,309.08**	1,116.57
TOTAL	**2,649.84**	1,648.46

33 Revenue From Operations **(₹ in Lakhs)**

a.

	For the year ended 31st March 2021	For the year ended 31st March 2020
Sale of Electrical Energy	**133,327.85**	137,350.26
Sale of services	**0.63**	15.27
Other operating Revenues	**206.37**	517.29
TOTAL	**133,534.85**	137,882.82

b. Disaggregation of revenue from contracts with customers **(₹ in Lakhs)**

For the Year ended 31st March 2021	Non-Renewable	Renewable	Others	Total
Sale of Electrical Energy	112,017.32	21,310.53	-	**133,327.85**
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	112,017.32	21,310.53	-	**133,327.85**

(₹ in Lakhs)

For the Year ended 31st March 2020	Non-Renewable	Renewable	Others	Total
Sale of Electrical Energy	115,135.59	22,214.67	-	**137,350.26**
Sale of services	-	-	15.27	**15.27**
Other operating Revenues	-	-	517.29	**517.29**
Timing of revenue recognition				
At a point in time	-	-	532.56	**532.56**
Over time	115,135.59	22,214.67	-	**137,350.26**

34 Other Income **(₹ in Lakhs)**

a.

	For the year ended 31st March 2021	For the year ended 31st March 2020
Interest on Deposits with Banks	**2,160.24**	2,681.91
Dividend	**94.93**	93.60
Other Interest	**0.08**	0.08
Interest on Income Tax Refund	**-**	10.65
Liquidated Damages	**5.34**	369.11
Insurance Claims Received	**264.26**	632.74
Amortisation of Deferred Income on Security Deposits	**58.78**	-
Miscellaneous Income	**444.00**	400.84
TOTAL	**3,027.63**	4,188.93

NOTES TO THE FINANCIAL STATEMENTS

35 Cost Of Material Consumed **(₹ in Lakhs)**

	For the year ended 31st March 2021	For the year ended 31st March 2020
Consumption of		
- Gas	**28,663.46**	28,950.30
- Lignite	**35,618.40**	36,646.37
- Lime Stone	**932.95**	1,032.36
- Furnace oil	**1,032.06**	1,114.42
- Imported Coal	**5,062.39**	-
Lignite Extraction Expenses	**28,923.87**	23,194.87
Less : Inter Division transfer	**39,132.68**	31,979.91
TOTAL	**61,100.45**	58,958.41

36 Generation Expenses **(₹ in Lakhs)**

	For the year ended 31st March 2021	For the year ended 31st March 2020
Consumption of Stores and Spares	**3,479.01**	3,233.45
Water Charges	**2,193.55**	2,119.30
Electricity Charges	**999.82**	1,070.46
Insurance	**1,134.62**	1,066.37
Operation Expenses	**4,555.13**	4,351.97
Repairs and Maintenance to Plant and Machinery	**1,270.93**	1,249.40
TOTAL	**13,633.06**	13,090.95

37 Employees Benefit Expenses **(₹ in Lakhs)**

	For the year ended 31st March 2021	For the year ended 31st March 2020
Salary and Wages	**8,578.91**	8,921.31
Contribution to Provident, Pension and Superannuation Fund	**1,133.92**	910.14
Welfare Expenses and Other Benefits	**893.90**	1,009.55
TOTAL	**10,606.73**	10,841.00

38 Finance Cost **(₹ in Lakhs)**

	For the year ended 31st March 2021	For the year ended 31st March 2020
Interest on		
- Term Loans	**2,936.09**	4,193.84
- Working Capital Loans	**6.40**	10.05
- Others	**0.55**	0.15
- Unwinding of discount on Decommissioning liability	**1,116.11**	718.15
- Unwinding of discount on Lease Liabilities	**40.20**	34.96
- Unwinding of discount on Security Deposits	**58.78**	-
Bank Charges and Commission	**62.23**	115.84
TOTAL	**4,220.36**	5,072.99

NOTES TO THE FINANCIAL STATEMENTS

39 Depreciation and Amortisation Expenses **(₹ in Lakhs)**

	For the year ended 31st March 2021	For the year ended 31st March 2020
Depreciation on PPE	**14,901.60**	18,342.46
Depreciation on Right of Use Assets	**487.89**	472.48
Amortisation of Intangible Assets	**115.33**	128.34
Amortisation of Mine Development Assets	**680.63**	132.22
TOTAL	**16,185.45**	19,075.50

40 Other Expenses **(₹ in Lakhs)**

	For the year ended 31st March 2021	For the year ended 31st March 2020
Repairs and Maintenance		
- Buildings	**334.59**	268.69
- Others	**137.27**	109.63
Rent, Rates and Taxes	**319.06**	240.51
Communication Expenses	**56.88**	61.08
Travelling & Conveyance Expenses	**277.97**	349.15
Legal, Professional and Consultancy Fees	**121.14**	128.38
CSR Expenditure (Refer a below)	**726.08**	724.11
Donation	**-**	500.48
Liquidated Damages	**-**	287.47
Miscellaneous Expenses *	**1,645.27**	1,825.41
TOTAL	**3,618.26**	4,494.91

*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 31st March 2021	For the year ended 31st March 2020
Gross Amount required to be spent	**725.32**	721.00
Amount Spent		
a) Construction/acquisition of any Asset		
- in Cash	**-**	-
- yet to be paid in Cash	**-**	-
TOTAL	**-**	-
b) On purposes other than (a) above		
- in Cash*	**726.08**	724.11
- yet to be paid in Cash	**-**	-
TOTAL	**726.08**	724.11

* This includes contribution made to the DEEP Trust promoted by the Company which has been disclosed in note no 46.

NOTES TO THE FINANCIAL STATEMENTS

41 Tax Expense **(₹ in Lakhs)**

a.

	For the year ended 31st March 2021	For the year ended 31st March 2020
Current tax in relation to		
- current year	**4,774.67**	5,358.54
- earlier year	**136.63**	102.42
Deferred tax in relation to		
- current year	**3,959.47**	276.53
- earlier year	**1.88**	2.12
TOTAL	**8,872.65**	5,739.61

b. The income tax expense for the year can be reconciled to the accounting profit as follows: **(₹ in Lakhs)**

	For the year ended 31st March 2021	For the year ended 31st March 2020
Profit before tax	**27,198.17**	30,537.99
Income tax expense at 34.944% (P.Y. 34.944%)	**9,504.13**	10,671.20
Tax effect due to exempt income	**-**	(32.71)
Tax Incentives (80-IA Deductions)	**(5,354.31)**	(6,565.56)
Tax effect due to non-deductible expenses	**127.36**	133.83
Tax effect due to tax holiday period	**4,042.39**	1,541.88
Tax adjustment of earlier years	**140.03**	124.25
Unrecognised MAT credits - current year	**414.57**	-
Benefit of previously unrecognised unused tax credits		
- current year	**-**	(113.57)
- earlier year	**(1.52)**	(19.71)
Income tax expense recognized in statement of profit or loss	**8,872.65**	5,739.61

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 ₹ 1.52 lakhs (P.Y. ₹ 133.28 lakhs).

c. Income tax recognised in other comprehensive income (OCI): **(₹ in Lakhs)**

	For the year ended 31st March 2021	For the year ended 31st March 2020
Deferred tax arising on income and expense recognised in OCI		
Remeasurement of Defined benefit plans	**(80.27)**	(133.07)
Equity instruments through Other comprehensive income	**196.86**	(1,445.32)
TOTAL	**116.59**	(1,578.39)

42 Earning per Share (EPS)

	For the year ended 31st March 2021	For the year ended 31st March 2020
Profit available to equity shareholders (₹ in Lakhs)	**18,325.52**	24,798.38
Weighted Average number of equity shares	**151,251,188.00**	151,251,188.00
Earning Per Share of ₹ 10/- each		
Basic (₹)	**12.12**	16.40
Diluted (₹)	**12.12**	16.40

NOTES TO THE FINANCIAL STATEMENTS

43 Commitments: **(₹ in Lakhs)**

		As at 31st March 2021	As at 31st March 2020
(a)	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances).	**22,447.34**	43,201.72
(b)	Other Commitments	**640.92**	640.92

44 Contingent Liabilities not provided for: **(₹ in Lakhs)**

		As at 31st March 2021	As at 31st March 2020
(a)	Claims against the company not acknowledged as debt under:		
	- Contractual claims from vendors	**5,514.96**	5,653.00
	- 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	**882.22**	881.06
	- Property tax - Demand by local authority under discussion	**197.00**	180.50
(b)	Claims pending against the Company in case of Land	**420.94**	421.99
(c)	Others for which the company is contingently liable		
	- Income Tax	**2,695.83**	2,651.61
	- Service tax	**856.84**	856.84

45 Payment to Auditors (Fees excluding tax) **(₹ in Lakhs)**

	For the year ended 31st March 2021	For the year ended 31st March 2020
Statutory Auditors (Current)		
- As Auditor	**7.75**	-
Total	**7.75**	-
Statutory Auditors (Previous)		
- As Auditor	**2.00**	12.75
- For Taxation Service	**2.60**	2.59
- Certification	**0.10**	0.15
- Reimbursement of Expenses	**0.01**	0.03
Total	**4.71**	15.52
Cost Auditors		
- As Auditor	**1.50**	1.50
- Other Services	**0.17**	0.21
Total	**1.67**	1.71

NOTES TO THE FINANCIAL STATEMENTS

46 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 Projects and Consultancy Company Limited (Under Voluntary Liquidation)	Subsidiary Company upto 06th January 2020
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 KMP 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 22nd July 2020 to 19th January 2021
Key Management Personnel	
Smt. Sunaina Tomar, IAS	Chairperson and Director w.e.f. 10th January 2020
Smt. Vatsala Vasudeva, IAS	Managing Director
Smt. Shahmeena Hussain, IAS	Director w.e.f. 11th November 2019
Shri Pankaj Joshi, IAS	Director upto 16th December 2019
Shri P K Gera, IAS (Retd.)	Director upto 30th November 2020
Prof. Shekhar Chaudhuri	Director upto 15th December 2020 ; again appointed w.e.f. 31st March 2021
Dr. K M Joshi	Director upto 15th December 2020 ; again appointed w.e.f. 31st March 2021
Shri S. B. Dangayach	Director upto 15th December 2020 ; again appointed w.e.f. 31st March 2021
Shri B A Prajapati	Director upto 15th December 2020
Shri Milind Torawane, IAS	Director upto 4th October, 2019; again appointed w.e.f 30th January 2021
Shri N N Misra	Director
Shri V V Vachhrajani	Director
Shri Prabhat Singh	Director
Shri Roopwant Singh, IAS	Director w.e.f. 11th November 2019
Dr. Manjula Subramaniam, IAS (Retd.)	Director w.e.f. 18th August 2020
Shri K K Bhatt	Chief Financial Officer
Shri Udaykumar Tanna	Company Secretary w.e.f. 24th April 2019 to 23rd September 2019
Shri Achal Thakkar	Company Secretary w.e.f. 24th September 2019

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)	**-**	**-**	**97,387.67**	**97,387.67**
	-	-	(100,648.32)	(100,648.32)
Gujarat Urja Vikas Nigam Limited	-	-	**97,387.67**	**97,387.67**
	-	-	(100,648.32)	(100,648.32)
Bill Discounting Charges Recovered	**-**	**-**	**241.25**	**241.25**
	-	-	(370.16)	(370.16)
Gujarat Urja Vikas Nigam Limited	-	-	**241.25**	**241.25**
	-	-	(370.16)	(370.16)
Rebate on Sales	**-**	**-**	**870.78**	**870.78**
	-	-	(970.49)	(970.49)
Gujarat Urja Vikas Nigam Limited	-	-	**870.78**	**870.78**
	-	-	(970.49)	(970.49)
Dividend Paid	**-**	**-**	**1,113.15**	**1,113.15**
	-	-	(1,113.15)	(1,113.15)
Gujarat Urja Vikas Nigam Limited	-	-	**1,113.15**	**1,113.15**
	-	-	(1,113.15)	(1,113.15)
Liquidated Damages Paid	**-**	**-**	**-**	**-**
	-	-	(287.47)	(287.47)
Gujarat Urja Vikas Nigam Limited	-	-	-	-
	-	-	(287.47)	(287.47)
Reimbursement of Expenses	**-**	**-**	**-**	**-**
	-	-	(25.12)	(25.12)
Gujarat Urja Vikas Nigam Limited	-	-	-	-
	-	-	(25.12)	(25.12)
Investment in Shares	**-**	**30.00**	**-**	**30.00**
	-	-	-	-
Vadodara Jal Sanchay Private Limited	-	30.00	-	30.00
	-	-	-	-
Remuneration	**82.21**	**-**	**-**	**82.21**
	(77.82)	-	-	(77.82)
Smt Vatsala Vasudeva, IAS	**29.48**	**-**	**-**	**29.48**
	(26.02)	-	-	(26.02)
Shri K K Bhatt	**40.29**	**-**	**-**	**40.29**
	(42.58)	-	-	(42.58)
Shri Udaykumar Tanna	**-**	**-**	**-**	**-**
	(3.07)	-	-	(3.07)
Shri Achal Thakkar	**12.43**	**-**	**-**	**12.43**
	(6.15)	-	-	(6.15)
Perquisites	**4.47**	**-**	**-**	**4.47**
	(4.07)	-	-	(4.07)
Smt Vatsala Vasudeva, IAS	**4.47**	**-**	**-**	**4.47**
	(4.07)	-	-	(4.07)

NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lakhs)

Nature of Transaction	KMP	Enterprise over which KMP is having Significant Influence	Entity having Significant Influence	Total
Charged to staff welfare	**-**	**4.00**	**-**	**4.00**
Gujarat Industries Power Company Limited	-	-	-	-
Employee's Credit Co-operative Society Limited	-	**4.00**	-	**4.00**
	-	-	-	-
Contribution made by Company	**-**	**414.56**	**-**	**414.56**
	-	(387.06)	-	(387.06)
GIPCL Provident Fund Trust	**-**	**414.56**	**-**	**414.56**
	-	(387.06)	-	(387.06)
Contribution Towards CSR Activities	**-**	**549.44**	**-**	**549.44**
	-	(558.00)	-	(558.00)
Development Efforts for Rural Economy and	-	**549.44**	**-**	**549.44**
People (DEEP)–NGO promoted by the company	-	(558.00)	-	(558.00)
Sitting Fees Paid To Directors	**6.60**	**-**	**-**	**6.60**
	(10.20)	-	-	(10.20)
Shri Pankaj Joshi, IAS*	**-**	**-**	**-**	**-**
	(0.60)	-	-	(0.60)
Shri P K Gera, IAS (Retd.)*	**0.40**	**-**	**-**	**0.40**
	(0.50)	-	-	(0.50)
Prof. Shekhar Chaudhuri	**0.40**	**-**	**-**	**0.40**
	(1.20)	-	-	(1.20)
Dr. K M Joshi	**1.00**	**-**	**-**	**1.00**
	(2.70)	-	-	(2.70)
Shri S B Dangyach	**0.90**	**-**	**-**	**0.90**
	(1.60)	-	-	(1.60)
Shri B A Prajapati	**0.70**	**-**	**-**	**0.70**
	(1.40)	-	-	(1.40)
Shri Milind Torawane,IAS*	**-**	**-**	**-**	**-**
	(0.10)	-	-	(0.10)
Smt. Sunaina Tomar, IAS*	**0.40**	**-**	**-**	**0.40**
	(0.10)	-	-	(0.10)
Shri N N Misra	**0.70**	**-**	**-**	**0.70**
	(0.80)	-	-	(0.80)
Smt Shahmeena Hussain, IAS*	**0.40**	**-**	**-**	**0.40**
	(0.10)	-	-	(0.10)
Shri Roopwant Singh, IAS*	**0.20**	**-**	**-**	**0.20**
	-	**-**	**-**	**-**
Dr. Manjula Subramaniam, IAS (Retd.)	**0.40**	**-**	**-**	**0.40**
	-	-	-	-
Shri Prabhat Singh	**0.40**	**-**	**-**	**0.40**
	-	**-**	**-**	**-**
Shri V V Vachhrajani	**0.70**	**-**	**-**	**0.70**
	(1.10)	-	-	(1.10)

*Deposited to Government Treasury
Previous year figures are in bracket.

NOTES TO THE FINANCIAL STATEMENTS

Balance As at:			(₹ in Lakhs)
Receivable	**Relationship**	**As at 31st March 2021**	As at 31st March 2020
Gujarat Urja Vikas Nigam Limited	Entity having Significant Influence	**23,235.32**	15,553.28
GIPCL Provident Fund Trust	Enterprise over which KMP is having Significant Influence	**650.00**	310.50
Gujarat Industries Power Company Limited Employee's Credit Co-operative Society Limited	Enterprise over which KMP is having Significant Influence	**-**	4.00

47. 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:

i. 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.

ii. Raising of moneys as may be required for the purposes of the fund by sale, hypothecation or pledge of the investment wholly or partially.

iii. 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 ₹ 414.58 lakhs (P.Y. ₹ 387.06 lakhs) for Provident Fund contributions and ₹73.20 lakhs (P.Y. ₹74.64 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 ₹ 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 ₹195.13 lakhs (P.Y. ₹ 447.55 lakhs) for Superannuation Fund contributions in the Statement of Profit and Loss.

NOTES TO THE FINANCIAL STATEMENTS

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

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 ₹682.06 lakhs (P.Y. ₹ 748.54 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 31st March 2021	As at 31st March 2020
Current	**343.60**	282.55
Non-Current	**2,985.96**	2,714.09
Total	**3,329.56**	2,996.64

Gratuity

The gratuity policy had been amended during the FY 2019-20 from "15 days salary for each completed year of service" to a range of 15 to 20 days based on range of completed year of service. The impact of the said amendment in the previous year of ₹ 950.30 Lakhs was disclosed in the FY 2019-20 as past service cost as shown in the below reconciliations.

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, is policy under which the retired employees and their spouses are provided with reimbursement of Insurance Premium. During the year, the Company has revised its premium restriction from "₹10,000/-" to "₹ 30,000/- plus taxes". The impact of said revision is ₹ 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.

NOTES TO THE FINANCIAL STATEMENTS

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 2021 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.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Type of Benefit	Gratuity	
Country	India	
Reporting Currency	INR	
Reporting Standard	Indian Accounting Standard 19 (Ind AS 19)	
Funding Status	Unfunded	
Starting Period	**1st April 2020**	1st April 2019
Date of Reporting	**31st March 2021**	31st March 2020
Period of Reporting	12 Months	
Expected Return on Plan Assets	N.A.	
Rate of Discounting	**6.85%**	6.83%
Rate of Salary Increase	**6.00%**	6.00%
Rate of Employee Turnover	**2.00%**	2.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2006-08)	
Mortality Rate After Employment	N.A.	

(₹ in Lakhs)

	Particulars	Non Funded			
		Gratuity		Post Retirement Medical Benefit Plan (Non Funded)	
		For the year ended 31st March			
		2021	2020	2021	2020
I.	**Reconciliation of the present value of the Defined Benefit obligation**				
	Opening Balance	**4,201.51**	2,647.30	**159.05**	154.25
	Current Service Cost	**216.05**	140.39	**2.65**	7.87
	Past Service Cost (refer note 47b)	**-**	950.30	**296.17**	-
	Interest Cost	**286.96**	205.43	**10.86**	-
	Actuarial (gain)/loss	**229.71**	380.81	**25.84**	-
	Benefits paid	**(233.77)**	(122.72)	**(8.37)**	(3.07)
	Closing Balance	**4,700.46**	**4,201.51**	**486.20**	**159.05**
	Liabilities recognized in Balance Sheet	**4,700.46**	**4,201.51**	**486.20**	**159.05**

NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lakhs)

	Particulars	Non Funded			
		Gratuity		Post Retirement Medical Benefit Plan (Non Funded)	
		For the year ended 31st March			
		2021	2020	2021	2020
II.	**Expense recognized during the year**				
	Current Service Cost	**216.05**	140.39	**2.65**	7.87
	Past Service Cost	**-**	950.30	**296.17**	-
	Interest Cost	**286.96**	205.43	**10.86**	-
	Actuarial (gain)/loss	**229.71**	380.81	**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	**732.72**	1,676.93	**335.52**	7.87
III.	**Actuarial assumptions**				
	Mortality Table (Indian Assured Lives Mortality)	**2006-08 (Ultimate)**	2006-08 (Ultimate)	**2006-08 (Ultimate)**	2006-08 (Ultimate)
	Discount rate (per annum)	**6.85%**	6.83%	**6.90%**	6.83%
	Escalation rate in salary (per annum)	**6.00%**	6.00%	**6.00%**	6.00%
IV.	**Amounts for the current and previous periods**				
	Defined benefit obligation	**4,700.46**	4,201.51	**486.20**	159.05
	Experience loss(gain) on plan liabilities	**235.69**	131.45	**NA**	NA

Maturity Analysis of Projected Benefit Obligation are as under: (₹ in Lakhs)

Gratuity	As at 31st March 2021	As at 31st March 2020
Projected Benefits Payable in Future Years From the Date of Reporting		
1st Following Year	**532.90**	245.30
2nd Following Year	**302.52**	344.25
3rd Following Year	**400.61**	409.10
4th Following Year	**550.13**	363.97
5th Following Year	**625.48**	496.96
6th to 10th Year	**2,406.18**	2,425.99
11th and Above	**3,349.17**	3,219.94

Sensitivity Analysis are as under: (₹ in Lakhs)

Gratuity	As at 31st March 2021	As at 31st March 2020
Projected Benefit Obligation on Current Assumptions	**4,700.46**	4,201.51
Delta Effect of +1% Change in Rate of Discounting	**(280.81)**	(268.41)
Delta Effect of -1% Change in Rate of Discounting	**318.55**	304.51
Delta Effect of +1% Change in Rate of Salary Increase	**318.07**	303.99
Delta Effect of -1% Change in Rate of Salary Increase	**(285.46)**	(272.81)
Delta Effect of +1% Change in Rate of Employee Turnover	**14.88**	14.30
Delta Effect of -1% Change in Rate of Employee Turnover	**(16.89)**	(16.20)

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.

NOTES TO THE FINANCIAL STATEMENTS

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.

48 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 ₹ 96,516.90 lakhs (P.Y. ₹99,677.83 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. 33 of the Financial Statements.

49 Financial instruments disclosure:

I. Capital management

The Company's objective when managing capital is to:

a. 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

b. 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

Gearing Ratio

The gearing ratio at end of the reporting period is as follows:

(₹ in Lakhs)

Gratuity	**As at 31st March 2021**	As at 31st March 2020
Debt	**47,491.24**	44,732.45
Total Equity	**291,113.47**	274,807.15
Debt to Equity Ratio	**0.16**	0.16

- Debt is defined as all Long Term Debt outstanding + Current Maturity outstanding in lieu of Long Term Debt +Short Term Debt outstanding.

- Equity is defined as Equity Share Capital + Other Equity

NOTES TO THE FINANCIAL STATEMENTS

II. **Categories of financial instruments** **(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Financial assets		
Measured at amortised cost		
(a) Trade and other receivables	**29,546.84**	19,256.39
(b) Cash and cash equivalents	**28,463.10**	37,004.89
(c) Other bank balances	**171.01**	171.69
(d) Loans	**-**	4.00
(e) Other financial assets	**20,083.75**	14,407.47
Measured at FVTOCI		
(a) Investments in equity instruments	**8,749.80**	5,980.58
Financial liabilities		
Measured at amortised cost		
(a) Borrowings	**42,556.95**	38,679.66
(b) Trade payables	**10,302.87**	10,957.02
(c) Other financial liabilities	**16,404.11**	11,922.35

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 analyzing 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.

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:

NOTES TO THE FINANCIAL STATEMENTS

Other comprehensive income for the year ended 31st March 2021 would increase / decrease by ₹ 437.49 lakhs (P.Y. ₹299.03 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 counterparty did not exceed 15 % of total monetary assets at any time during the year.

Credit exposure is managed by counterparty 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 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	**10,302.87**	**-**	**-**	**10,302.87**
Lease Liabilities	**41.98**	**128.52**	**1,021.77**	**1,192.27**
Other financial liabilities	**9,987.68**	**-**	**1,344.96**	**11,332.64**
Total	**28,352.35**	**21,581.38**	**20,385.29**	**70,319.02**
As at 31st March 2020				
Long-term Borrowings	6,052.79	14,802.86	23,552.85	44,408.50
Short-term Borrowings	323.95	-	-	323.95
Trade Payable	10,957.02	-	-	10,957.02
Lease Liabilities	41.29	117.56	902.49	1,061.34
Other financial liabilities	4,255.60	1,204.45	-	5,460.05
Total	**21,630.65**	**16,124.87**	**24,455.34**	**62,210.86**

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)

Secured bank overdraft / Cash credit facility, reviewed annually and payable at call:	**As at 31st March 2021**	As at 31st March 2020
Amount used	**3,085.53**	323.95
Amount unused	**19,414.47**	22,951.05

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) (₹ in Lakhs)

Financial assets / financial liabilities	**Fair value hierarchy**	**Valuation technique(s) and key input(s)**	**Fair value**	
			As at 31st March 2021	**As at 31st March 2020**
Investment in equity instruments (quoted)	Level 1	Quoted bid prices from BSE	**6,731.74**	3,704.41
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	**2,018.06**	2,276.17

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.

50 The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

51 The balances of Trade Receivables and Trade Payables are subject to adjustments, if any, on reconciliation / settlement.

52 The Management has, at the time of approving the financial statements, assessed the potential impact of the COVID-19 on the Company. Barring any future COVID-19 related escalations, based on the current assessment, the management is of the view that impact of COVID-19 on the operations of the Company and the carrying value of its assets and liabilities is not likely to be material.

NOTES TO THE FINANCIAL STATEMENTS

53 Previous year's figures have been regrouped, wherever necessary, to confirm to current year's grouping.

54 **Approval of Financials Statements**
The Financial Statements were approved for issue by the Board of Directors on 27th May 2021.

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 : 27th May 2021

For and on behalf of the Board

Sunaina Tomar
Chairperson
DIN:03435543

Vatsala Vasudeva
Managing Director
DIN:07017455

K. K. Bhatt
GM (Finance) & CFO

Achal S. Thakkar
Company Secretary

Place : Vadodara
Date : 27th May 2021

NOTE

NOTE

NOTE

CSR ACTIVITIES

SUPPORT TO FIGHT AGAINST COVID-19 PANDEMIC SITUATION



Autoclave machine for sterilization New Civil Hospital, Surat



Providing food packets at Mangrol, Dist. : Surat-600 Nos.

HEALTH





Primary Health Care facility at community door step through Mobile Medical Unit

EDUCATION / INFRASTRUCTURE



Construction of Classrooms (3 Nos.) for Primary School at Village Shah, Taluka Mangrol, District Surat



Construction of Multipurpose Shed for High School at Village Nani Naroli, Taluka Mangrol, District Surat



Providing Skill Lab, ITI, Dediyapada

LIVELIHOOD



Jewellery making training to members of Self Help Group (SHG)



Nutritional Support through Kitchen Garden Project



If undelivered, please return to :

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CIN : L99999GJ1985PLC007868

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