



GUJARAT INDUSTRIES POWER COMPANY LIMITED

Regd. Office: P.O. Petrochemicals – 391 346, Dist. Vadodara (Gujarat).

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

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

CIN – L99999GJ1985PLC007868.

SEC/ST.EXCH/REG.34(1)/AR2019-20:

23rd November, 2020.

BSE Ltd. (Listing Dept.) Sir Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. Scrip Code: 517300	National Stock Exchange of India Ltd. Exchange Plaza, 5 th floor, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051. Scrip Symbol: GIPCL.
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Ref.: Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sub.: Submission of 35th Annual Report of the Company for FY 2019-20.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith 35th Annual Report of the Company for the FY 2019-20 containing, inter alia, the following:

1. Notice convening 35th Annual General Meeting together with Explanatory Statement;
2. Board's Report for FY 2019-20 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 2019-20 i.e. Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity, Cash Flow Statement and Notes to 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

35th

**Annual Report
2019-2020**



**GUJARAT INDUSTRIES
POWER COMPANY
LIMITED**

Award

F.Y. 2019-20




Power Plant Performance
Award - Lignite - 2019




Fly Ash Utilization
Award-2020




Excellence in Energy
Management Award - 2019



THIRTY FIFTH ANNUAL GENERAL MEETING

DAY & DATE : TUESDAY, THE 15TH DECEMBER, 2020
TIME : 04:00 P.M.
PLACE : REGISTERED OFFICE:
P.O.: PETROCHEMICALS - 391 346,
DIST.: VADODARA, GUJARAT.
Through Video Conferencing or Other Audio Visual Means

Registered Office: P.O.: Petrochemicals - 391 346,
& Works Dist.: Vadodara, Gujarat, India.
 (Tel.) (0265) 2232768
 (Fax) (0265) 2230029.
 Email : investors@gipcl.com
 Website : www.gipcl.com
 CIN:L99999GJ1985PLC007868

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

Registrar & Transfer Agent (RTA) : Link Intime India Private Limited
 B-102 & 103, Shangrila Complex,
 First Floor, Opp. HDFC Bank,
 Near Radhakrishna Char Rasta,
 Akota, Vadodara – 390 020.
 (Tel.) (0265) 2356573
 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. K. C. Mehta & Co.,
 Chartered Accountants, Vadodara.
 (FRN : 106237W)

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

Secretarial Auditors: M/s. Samdani Shah & Kabra,
 Practicing Company Secretaries, Vadodara.
 (CP No.: 9927)

Board of Directors (As on 09/11/2020):

Smt. Sunaina Tomar, IAS	Chairperson (from 10/01/2020)
Prof. Shekhar Chaudhuri	Director
Dr. K M Joshi	Director
Shri P K Gera, IAS (Retd.)	Director
Shri Pankaj Joshi, IAS	Director (upto 16/12/2019)
Shri Roopwant Singh, IAS	Director (from 11/11/2019)
Smt. Shahmeena Husain, IAS	Director (from 11/11/2019)
Shri Milind Torawane, IAS	Director (upto 04/10/2019)
Shri S B Dangayach	Director
Dr. B A Prajapati	Director
Shri N N Misra	Director
CS V V Vachhrajani	Director
Shri Prabhat Singh	Director
Dr. Manjula Subramaniam, IAS (Retd.)	Director (from 18/08/2020)
Smt. Vatsala Vasudeva, IAS	Managing Director

Company Secretary & Compliance Officer CS Udaykumar K Tanna
 (upto 23/09/2019)
 CS Achal S Thakkar
 (from 24/09/2019)

Chief Financial Officer & General Manager (Finance & 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)
Shri P C Goyal	General Manager (Mines)
Smt. K R Mishra	General Manager (Commercial, Finance & Legal)
Shri P S Goyal	General Manager (RE & OM)

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Gujarat Industries Power Company Limited

ATTENTION

1. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain close from **Saturday, the 5th December, 2020 to Tuesday, the 15th December, 2020 (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 Vide MCA General Circular No. 20/2020 dated 5th May, 2020 listed companies have been directed to record the **PAN** of all the shareholders and **Bank Account** and **email ID** details of registered shareholder. The shareholders who have not yet registered their email address or bank account details, are requested to register the same in respect of shares held in demat form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by visiting on the website of Company's Registrar & Transfer Agent (RTA), M/s. Link Intime India Private Limited (LIPL) at https://www.linkintime.co.in/EmailReg/Email_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, LIPL at <https://www.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> and upload the documents required therein, i.e. 15G / 15H / 10F/PAN Card as the case may be, if applicable.

3. The Companies Act, 2013 and the Listing Regulations require 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's website at 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. The new Nomination Form No. SH-13 (to register Nominee), Form SH-14 (to change / cancel the Nominee) and Form SH-4 (Share Transfer Form) as prescribed under the Companies Act, 2013 are available on the website of the Company viz. www.gipcl.com.

8. 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 2011-12 have been transferred to the Central Government Account / IEPF.

Members are requested to note that the dividends for FY 2012-13 to 2019-20 shall be due for transfer to "IEPF" as follows:-

Particulars	FY	Due for Transfer To Fund
18th Dividend	2012-2013	November, 2020
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

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 Fifth (35th) Annual General Meeting of the Members of Gujarat Industries Power Company Limited will be held through Video Conferencing (VC)/Other Audio Visual Means (OAVM) on Tuesday, the 15th day of December, 2020 at 04:00 p.m. at the Registered Office of the Company at P.O.: Petrochemicals – 391 346, District: Vadodara, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the financial year ended March 31, 2020 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Shri P K Gera, IAS (Retd.) (DIN: 05323992), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of CS V V Vachharajani (DIN: 00091677) who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration, to hold office from the conclusion of this Annual General Meeting till the conclusion of Fortieth (40th) Annual General Meeting and in this regard, to consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 of the Companies Act read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. CNK & Associates LLP, Chartered Accountants, Vadodara (Firm Registration No.101961W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Fortieth (40th) AGM of the Company, i.e. for a period of five (5) consecutive years on such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

6. **To appoint Smt. Sunaina Tomar, IAS (DIN: 03435543), Nominee of Government of Gujarat (GoG), as a Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 88, 89 and 94 of the Articles of Association of the Company (AoA) and Energy & Petrochemicals Department, Government of Gujarat (GoG) Resolution No.GUV-1108-1336-K dated 10th January, 2020 and as recommended by the Nomination and Remuneration Committee of Directors and the Board of Directors, Smt. Sunaina Tomar, IAS, (DIN: 03435543), who was appointed as an Additional Director, Nominee of

Government of Gujarat, w.e.f. 10/01/2020, and who holds office of Director up to the date of this Annual General Meeting and being 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 her candidature for the office of Director, be and is hereby appointed as a Nominee Director of Government of Gujarat of the Company and shall not be liable to retire by rotation.”

7. **To appoint Shri Roopwanti Singh, IAS (DIN: 06717937), Nominee of Government of Gujarat (GoG), as a Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 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 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 11/11/2019, Shri Roopwanti Singh, IAS (DIN: 06717937), who was appointed as an Additional Director, Nominee of Government of Gujarat, w.e.f. 11/11/2019, 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 Government of Gujarat of the Company and shall be liable to retire by rotation.”

8. **To appoint Smt. Shahmeena Husain, IAS (DIN: 03584560) Nominee of Gujarat Urja Vikas Nigam Limited Ltd. (GUVNL), 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 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), and as recommended by the Nomination and Remuneration Committee of Directors and the Board of Directors at their respective meetings held on 11/11/2019, Smt. Shahmeena Husain, IAS (DIN: 03584560), who was appointed as an Additional Director, Nominee of Gujarat Urja Vikas Nigam Limited, and who holds office upto 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 her candidature for the office of Director, be and



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is hereby appointed as a Nominee Director of Gujarat Urja Vikas Nigam Limited of the Company and shall be liable to retire by rotation."

9. To appoint Dr. (Ms.) Manjula Subramaniam (DIN:00085783), IAS (Retd.) as an Woman Independent 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 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, and as recommended by the Nomination and Remuneration Committee of Directors and the Board of Directors at their respective meetings held on 17/08/2020 and 18/08/2020 respectively, Dr. (Ms.) Manjula Subramaniam (DIN:00085783), IAS (Retd.), who was appointed as an Additional Director w.e.f. 18/08/2020, and who holds office

upto 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 along with requisite deposit from a Member pursuant to Section 160 (1) of the Act, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director (Woman Director) of the Company for a period of three (3) years from this 35th AGM till the conclusion of 38th AGM of the Company and that she shall not be liable to retire by rotation."

10. To approve material Transactions with Related Parties:

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded to the following material Related Party Transactions (RPTs), entered into, in the ordinary course of business at arm's length price, for the Financial Year 2019-20, as recommended and approved by the Audit Committee and the Board of Directors respectively in their respective Meetings held on 15th June 2020:

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 2019-20 (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. (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.	Gujarat Urja Vikas Nigam Limited. (GUVNL)	1. Shri Pankaj Joshi, IAS, as Director (upto 06/11/2019) and as Chairman (from 07/11/2019 to 16/12/2019). 2. Smt. Sunaina Tomar, IAS, Chairperson (from 10.01.2020). 2. Shri Milind Torawane, IAS (upto 04/10/2019). 3. Shri Roopwant Singh, IAS (from 11/11/2019).	Promoter	Sale of Electricity (net of rebate on sales)	99,677.83



	(1)	(2)	(3)	(4)	(5)	(6)
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.)	Promoter	Sale of Electricity & Purchase of Chemicals	15896.13
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 Vachhrajani.	Promoter	Sale of Electricity, Water Charges & Purchase of Chemicals	14205.14

“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 2020-21, as recommended and approved by the Audit Committee and the Board of Directors respectively in their respective meetings held on 13th February, 2020:

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	Estimated Amount of contract or arrangement 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) PPA dated April 15, 1997 for 250 MW Surat Lignite Power Plant (SLPP Phase-I). (iii) PPAs dated October 1, 2009 and August 13, 2013 for 250 MW Surat Lignite Power Plant (SLPP Phase-II). (iv) PPA dated December 18, 2010 for 5 MW Solar Power Plant. (v) PPAs dated April 28, 2015 and January 27, 2016 for 15 MW Wind Farm. (vi) PPAs dated September 2, 2016 and December 16, 2016 for 26 MW Wind Farm. (vii) PPAs dated September 20, 2016, December 03, 2016 and December 30, 2016 for 71.4 MW Wind Farms.	Gujarat Urja Vikas Nigam Limited. (GUVNL)	1. Smt. Sunaina Tomar, IAS. 2. Shri Roopwant Singh, IAS. 3. Smt. Shahmeena Husain, IAS	Promoter	Sale of Electricity (net of rebate on sales)	115000
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.)	Promoter	Sale of Electricity & Purchase of Chemicals	15000
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 Vachhrajani.	Promoter	Sale of Electricity, Water Charges & Purchase of Chemicals	17500



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11. To ratify the remuneration payable to Cost Auditors for the financial year 2020-21 ending on 31st March, 2021:

To consider and, if thought fit, to pass 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 2020-21, 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, 2021, 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: 9th November, 2020.

Registered Office:

P.O.: Petrochemicals – 391 346,

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 Chairman.

Voting through electronic means:**CDSL e-Voting System – e-voting during AGM**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.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 Notice is also disseminated on the website of CDSL (agency for providing the e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins on Saturday, the 12th December, 2020 at 9:00 a.m. (IST) and ends on Monday, the 14th December, 2020 at 5:00 p.m. (IST). 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 Tuesday, the 8th December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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.

OR

Alternatively, if you are registered for CDSL's EASI/ EASIEST e-services, you can log-in at <https://>



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www.cdslindia.com from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN **201119001** for GUJARAT INDUSTRIES POWER COMPANY LIMITED on which you choose to vote.

- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 the **Company/RTA email id**.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to the **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



4. 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.
 5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request at least **07 days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number to investors@gipcl.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries at least **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number to investors@gipcl.com. These queries will be replied to by the company suitably by e'mail.
 6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**
1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
 2. Only those shareholders, who are present in the AGM through VC/OAVM facility shall be eligible to vote through e-Voting system available during the AGM.
 3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- 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.
 - f) 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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.: Petrochemicals – 391 346,
 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. Ltd.
 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 ID: vadodara@linkintime.co.in
- E-Voting Agency** : Central Depository Services (India) Ltd.
 E-mail ID: helpdesk.evoting@cdslindia.com
- Scrutinizer** : CS Shalin Patel
 (Membership No. 82108 CP No. 17070)



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 5:

The Members of the Company at their 30th Annual General Meeting (AGM) held on 19th September, 2015, had approved appointment of M/s. K C Mehta & Co., Chartered Accountants, Vadodara (Firm Registration No. 106237W) as the Statutory Auditors of the Company to hold office for a period of five (5) consecutive years from conclusion of 30th Annual General Meeting (AGM) till the conclusion of this 35th AGM. M/s. K C Mehta & Co., Chartered Accountants, Vadodara would complete their present term on conclusion of this 35th AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014. The present remuneration of M/s. K C Mehta & Co., Chartered Accountants, Vadodara for the Financial Year 2019-20 was ₹ 12.75 Lakhs for conducting the audit excluding tax as applicable. The Board of Directors of the Company, on the recommendation of the Audit Committee at their respective Meetings held on 9th November, 2020 approved, subject to the approval of Shareholders at this AGM, the appointment of M/s. CNK & Associates LLP, Chartered Accountants, Vadodara (Firm Registration No.101961W) as Statutory Auditors to carry out Statutory Audit and Limited Review of quarterly & Annual Financial Results of the Company for a term of five consecutive years from the conclusion of this 35th AGM up to the conclusion of 40th AGM. The remuneration of the Statutory Auditors would be decided by the Board of Directors, for the said term of five years.

The Company had considered various parameters for evaluation of potential statutory auditor. These parameters include number of years in practice, number of partners in such firm, total number of qualified chartered accountants, number of audits in listed companies, number of audits in unlisted companies and other audits carried out in last five years, branch in Vadodara, Peer Review Certificate and past association, if any, with the Company. Based on the said overall evaluation, the Company found M/s CNK & Associates LLP, Chartered Accountants, Vadodara to be eligible for re-appointment. The Company has received a consent letter from M/s. CNK & Associates LLP, Chartered Accountants, Vadodara to the effect that their appointment if made, would be in accordance with the conditions prescribed under Section 139 (1) of the Companies Act, 2013 read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014, and they are not disqualified for such appointment within the meaning of Section 141 of the said Act.

This Statement may also be regarded as a disclosure under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the Resolution at Item No.5 of the Notice for your approval.

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.5 of the Notice.

Item No. 6:

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, the Board of Directors of the Company has appointed Smt. Sunaina Tomar, IAS (DIN: 03435543) as a Director, Nominee of Government of Gujarat. She 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 Smt. Sunaina Tomar, IAS (DIN: 03435543) as Nominee Director of the Company, not liable to retire by rotation.

Smt. Sunaina Tomar, IAS (DIN: 03435543) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. She is not related to any of the Directors of the Company and she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Brief Resume of Smt. Sunaina Tomar, IAS (DIN: 03435543):

Smt. Sunaina Tomar is a senior IAS Officer, with academic background of M.A. (Psychology). Having joined the Indian Administrative Service in 1989, she has held various important positions in the Government of Gujarat in various departments for about 20 years.

Presently Smt. Sunaina Tomar, IAS (Retd.) has been appointed as Additional Chief Secretary to Energy & Petrochemicals Department, Government of Gujarat.

Currently, she is also a Director on the Board of Directors of:

Torrent Power Limited
Gujarat State Petronet Limited
Gujarat Gas Limited
Gujarat State Fertilizers & Chemicals Limited
Gujarat State Petroleum Corporation Limited
Gujarat Power Corporation Limited
Gujarat State Electricity Corporation Limited
Gujarat Energy Transmission Corporation Limited
Gujarat Urja Vikas Nigam Limited

This Statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the Resolution at Item No. 6 as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Smt. Sunaina Tomar, IAS (DIN: 03435543) 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 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, the Board of Directors of the Company has appointed Shri Roopwant Singh, IAS (DIN: 06717937) as a Director, Nominee of Government of Gujarat. 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 Roopwant Singh, IAS (DIN: 06717937) as Nominee Director of the Company, liable to retire by rotation.

Shri Roopwant Singh, IAS (DIN: 06717937) 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.

Brief Resume of Shri Roopwant Singh, IAS (DIN: 06717937):

Shri Roopwant Singh, IAS, (DIN: 06717937) is MA with Political Science from Punjab University, Chandigarh and is an IAS Officer of 2003 batch. He has held important positions in various Departments of Govt. of Gujarat and most recent being as the Commissioner of Geology and Mining, Gujarat State and previously as the Collector of Bharuch, Valsad & Ahmedabad.

Presently, Shri Roopwant Singh, IAS is serving as Secretary (Expenditure), Finance Department in the Govt. of Gujarat and as the I/C Secretary of Gujarat Electricity Regulatory Commission (GERC).

Currently he is also a Director on the Board of Directors of:

GSPC Pipavav Power Company Ltd.
Gujarat Energy Transmission Corporation Ltd.
Gujarat Water Infrastructure Limited
Gujarat Urban Development Company Limited
Gujarat State Police Housing Corporation Ltd.
Gujarat Student Startup and Innovation Hub

This Statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the Resolution at Item No. 7 as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Shri Roopwant Singh, IAS (DIN: 06717937) 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 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, the Board of Directors of the Company has appointed Smt. Shahmeena Husain, IAS (DIN: 03584560) as Director, Nominee of Gujarat Urja Vikas Nigam Ltd. She 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 Smt. Shahmeena Husain, IAS (DIN: 03584560) as Nominee Director of the Company, liable to retire by rotation.

Smt. Shahmeena Husain, IAS (DIN: 03584560) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. She is not related to any of the Directors of the Company and she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Brief resume of Smt. Shahmeena Husain, IAS (DIN: 03584560):

Smt. Shahmeena Husain, IAS, (DIN: 03584560) is M.Sc. with Zoology) and a senior IAS Officer of 1997 batch. She has held important positions in various Departments of Govt. of Gujarat and also as Chairman of Dakshin Gujarat Vij Company Ltd. (DGVCL) and Madhya Gujarat Vij Company Ltd. (MGVCL) from September, 2014 to October, 2016. She was also Director of Gujarat Urja Vikas Nigam Ltd. (GUVNL), Madhya Gujarat Vij Company Ltd. (MGVCL), Gujarat State Electricity Corporation Ltd. (GSECL), Gujarat Energy Transmission Corporation Ltd. (GETCO) and a Director of Mahaguj Collieries Ltd. She has also held position as Managing Director, of Bhavnagar Energy Company Limited (BECL) and of Gujarat Industries Power Company Limited (GIPCL).

Presently, Smt. Shahmeena Husain, IAS is Managing Director of Gujarat Urja Vikas Nigam Limited and Gujarat Green Revolution Company Limited

Currently she is also a Director on the Board of Directors of:

Bhavnagar Energy Company Limited
Gujarat Energy Transmission Corporation Ltd.
Gujarat Urja Vikas Nigam Ltd.
Gujarat Green Revolution Company Ltd.
Uttar Gujarat Vij Company Ltd.
Dakshin Gujarat Vij Company Ltd.
Paschim Gujarat Vij Company Ltd.
Gujarat State Electricity Corporation Ltd.
Madhya Gujarat Vij Company Ltd.

Your Directors recommend the Resolution at Item No. 8 as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Smt. Shahmeena Husain, IAS (DIN: 03584560) is/are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No.8 of the Notice.



Gujarat Industries Power Company Limited

Item No.9:

Pursuant to the SEBI (LODR) Amendment Regulations, 2018, it is required that at least 1 (one) Woman Independent Director is appointed on the Board of Directors of the top 1,000 (one thousand) listed companies by market capitalization by April 1, 2020. In view of above, being amongst the top 1000 listed entities by market capitalization as on 31st December, 2019, GIPCL is required to have at least one Woman Independent Director on its Board of Directors.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors had appointed Dr. (Ms.) Manjula Subramaniam, IAS (Retd.) (DIN: 00085783) as an Additional Director and as Woman Independent Director, not liable to retire by rotation, to hold the office till the conclusion of this 35th Annual General Meeting of the Company.

Dr. (Ms.) Manjula Subramaniam possesses the requisite skill, knowledge and relevant experience and is eligible for appointment as an Independent Director. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has also received consent to act as Director (DIR-2), Declaration of Directorships in other companies (DIR-8) from Dr. (Ms.) Manjula Subramaniam, IAS (Retd.) and Declaration of Independence.

Brief Profile of Dr. (Ms.) Manjula Subramaniam (DIN:00085783)

Dr. (Ms.) Manjula Subramaniam, IAS (Retd.) is a Master of Science (M.Sc.) in Physics from Delhi University and has done Doctorate (Ph.D) in Commerce from Sardar Patel University, Vallabh Vidyanagar and Master of Public Administration (MPA) from Harvard University. She was a senior IAS Officer of 1972 batch of Gujarat Cadre and has vast experience of more than 45 years in the fields of Administration and Management and has occupied various key positions in different departments of the Govt. of Gujarat like Chief Vigilance Commissioner, Chief Secretary of Govt. of Gujarat, Principal Secretary, Energy & Petrochemicals Dept, etc. The Govt. of Gujarat had also appointed her as its nominee on the Board of well known companies including as Chairperson, GIPCL from 07/02/2002 to 08/09/2004. Presently, Dr. (Ms.) Manjula Subramaniam holds Directorships in the following Companies:

Span Divergent Limited
Gujarat State Petroleum Corporation Limited
J.C. Flowers Asset Reconstruction Pvt. Ltd.
Gujarat Gas Company Limited

Your Directors recommend for approval the appointment of Dr. (Ms.) Manjula Subramaniam, IAS (Retd.) (DIN: 00085783) as an Additional Director and as Woman Independent Director, not liable to retire by rotation, for a period of three years from the conclusion of this 35th Annual General Meeting (AGM) of the Company till the conclusion of 38th AGM.

This Statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Your Directors recommend the Resolution at Item No. 9 as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Dr. (Ms.) Manjula Subramaniam, IAS

(Retd.) (DIN: 00085783) 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 there under, 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 require 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 Consolidated Turnover of the Company for FY 2019-20 of ₹ 137882.82 Lakh 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 Consolidated Turnover of the Company as per the Last Audited Financial Statements of the Company (Regulation 23 of the SEBI (LODR) Regulations, 2015), the transactions with 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 at their respective Meetings held on 15th June, 2020.

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 Consolidated Turnover of the Company during the FY 2019-20.

Your Directors recommend, for your approval, the Resolution at Item No.10 as an Ordinary Resolution.

None of the Directors, except above mentioned Directors, is in any way interested or concerned in the said Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Smt. Sunaina Tomar, IAS, Shri Roopwanti Singh, IAS, Shri P K Gera, IAS (Retd.), Smt. Shahmeena Husain IAS, 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 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, 2021.

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 only) 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, 2021.

Your Directors recommend the Resolution at Item No. 11 as an Ordinary Resolution.

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 9.30 a.m. and 12:30 p.m. 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: 9th November, 2020.

Registered Office:

P.O.: Petrochemicals – 391 346,

Dist.: Vadodara, Gujarat.

CIN – L99999GJ1985PLC007868



Gujarat Industries Power Company Limited

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

Name of Director	Shri P K Gera, IAS (Retd.)	CS Vishvesh V Vachhrajani
DIN	05323992	00091677
Date of Birth	26.11.1959	01.10.1969
Date of Appointment	01.03.2016	28.03.2016
Qualifications	B.Sc.(Elec. Engg.) (Hons.), M.Sc. (Public Economy Management), M.Phil.	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	<p>He is a senior IAS Officer of 1985 - batch having experience of more than thirty two (32) years in the Central and State Government holding various positions in Land Revenue Management, Rural Development, District Administration, Agriculture, Finance, Training, Personnel & General Administration, Textiles, etc. His postings under Government of India and Government of Gujarat include:</p> <ol style="list-style-type: none"> 1. Registrar and Joint Secretary, Central information Commission, New Delhi. 2. Director General, Sardar Patel Institute of Public Administration (SPIPA) & Ex.-Officio, Secretariat, Government of Gujarat (Administrative Reforms and Training), Gandhinagar, Gujarat. 3. Resident Commissioner, Government of Gujarat, New Delhi. 4. Joint Director, Lal Bahadur Shastri National Academy of Administration (LBSNAA). 5. Director General, National Institute of Fashion Technology, New Delhi. 6. Managing Director, Gujarat Mineral Development Corporation Ltd. (GMDC). <p>Presently, he is Managing Director, Gujarat Alkalies & Chemicals Limited (GACL).</p>	<p>He is a Professional having rich and varied experience of more than two and half decades in the field of Company Secretarial, Board Governance, Investor Relations, Legal, Corporate Communication and Industrial Relations.</p> <p>Presently, he is Company Secretary and Sr. Vice President (Legal) in Gujarat State Fertilizers and Chemicals Ltd. (GSFC).</p>
Names of other Companies in which Directorship is held	<ol style="list-style-type: none"> 1. Gujarat Alkalies and Chemicals Limited 2. GACL – NALCO Alkalies & Chemicals Pvt. Ltd. 	None
Name of the Private Companies in which, Directorship held through relatives	<ol style="list-style-type: none"> 3. Gujarat Guardian Limited. <p>None</p>	None
Membership / Chairmanship of Committee(s) of other Company	<p>Gujarat Alkalies & Chemicals Limited (GACL)</p> <p>Member:</p> <ol style="list-style-type: none"> 1. Audit Committee 2. Stakeholders' Relationship-cum-Investors' Grievance Committee 3. Corporate Social Responsibility Committee 4. Risk Management cum Safety Committee 5. Project Committee 6. Personnel Committee 7. Selection Committee 	None
No. of Shares held	None	None
No. of Board meeting attended	Three	Five
Relationship with other Directors / KMP	None	None



BOARD'S REPORT

To
The Members,

Your Directors are pleased to present the Thirty Fifth Annual Report of your Company together with the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020.

Financial Performance:

	(₹ in Lakhs)	
	2019-20	2018-19
Revenue from Operations	140735	135384
Revenue from Operations	137883	140735
Other Income	4189	11691
Total Expenditure	142072	86022
Gross Profit :	54554	66404
(before deducting any of the following)		
(a) Finance Cost	5073	5032
(b) Depreciation	18943	16736
(c) Provision for Deferred Tax	279	(4134)
(d) Provision for Current Income Tax (including MAT credit entitlement)	5461	9322
(e) Other Comprehensive Income (Net Of Tax)	(1777)	(1568)
Exceptional Item	-	(21808)
Net Profit(including other comprehensive income):	23021	16072
Add : Balance brought forward from Previous Year (including other Comprehensive Income)	13806	20657
Surplus available for Appropriation	36827	36729
Less: Appropriations:		
i. General Reserve	9000	9000
ii. Expansion Reserve	9000	9000
iii. Dividend On Equity Shares (including Dividend Tax)paid	5288	4923
iv. Carried to Balance Sheet	13539	13806
TOTAL	36827	36729

Dividend:

Your Directors are happy to recommend a Dividend of ₹ 2.90 (Rupees Two & Paise Ninety) per share on 15,12,51,188 Equity Shares of ₹ 10/- each fully paid up, for the year ended on 31st March, 2020 (Previous year ₹ 2.90 per share). The Dividend, if approved by the Shareholders at the ensuing 35th Annual General Meeting (AGM), shall be paid to those

Members, whose names appear in the Register of Members of the Company as on 15th December, 2020. In respect of Shares held in dematerialized form, it will be paid to Shareholders whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as beneficial owners as on 15th December, 2020.

OPERATIONS:

Surat Lignite Power Plant (SLPP):

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

During the year under review, Phase-I generated 1614.523 Million Units (MUs) with 73.52% Plant Load Factor (PLF) against the Budgeted target of 1657.980 MUs with 75.50% PLF. Plant availability was 84.51% against the Budgeted target of 85.71%. Commercial availability was 73.53% against the Budgeted target of 75.00%. The main reason for variance with respect to Budget are increase in partial loading owing to heavy and continuous rain during monsoon and extended monsoon (up to first week of November, 2019), Quality of Lignite and outage of Unit owing to non-availability of Lignite and increase in Unit forced outages. Further, scheduled COH (Capital Overhauling) of Unit-2 was carried out, after a gap of 11 years of Unit's operation, resulting in lower Plant Availability and performance.

During the FY 2019-20, the Unit-1 achieved Highest Generation (850.497 MUs) in last 7 years.

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

During the year under review, Phase-II generated 1745.244 MUs with 79.47% PLF against the Budgeted target of 1734.840 MUs with 79.00% PLF. Plant availability was 87.30% against the Budgeted target of 88.63%. Commercial availability was 80.44% against the Budgeted target of 80.00%. Further, scheduled COH(Capital Overhauling)of Unit-3 was carried out after gap of 9 years of Unit's operation.

The Unit-4 created a new record of Highest ever Generation (949.716 MUs), PLF (86.73%) and Availability (94.00%) respectively during Calendar year 2019. Further, the Phase-II (Unit-3 & 4 together) created a new record of continuous running for 84 days (01/03/2019 to 25/05/2019) since commissioning.

Your Directors are pleased to inform that during the year under review, SLPP Station achieved the Second Highest Generation (3359.767 MUs with 76.50% PLF) of last 7 years. Further, the SLPP has successfully completed reportable accident free operations for the entire year under review i.e. FY 2019-20.

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 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 699.91 Million Units (MUs) at the Plant Load Factor (PLF) of 54.96% as against generation of 698.400 MUs at PLF of 54.98% during the preceding year. The Plant Availability Factor (PAF) was at 87.36% during the year under review due to planned shutdown as against 94.26% during the preceding year.

The front two rows of Condensate Pre Heater of HRSG-1 were replaced due to ageing during Planned Shutdown, which has resulted in overall improvement in efficiency of Combined Cycle operation.

Your Directors are glad to inform that successful Black Start Mock Drill Operation was demonstrated on 16th January'2020 in compliance with Indian Electricity GRID Code under intimation and monitoring to the State Load Dispatch Center - Gujarat Energy Transmission Co. Ltd.

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 qualified and injected total 3.23225 MUs of electrical energy in open access through Indian Energy Exchange and received net amount of 200.54 Lakhs from Indian Energy Exchange.

Station – II (165 MW):

Your Directors are glad to inform that your company signed Power Purchase Agreement (PPA) dated 09th October, 2019 with Gujarat Urja Vikas Nigam Ltd. (GUVNL) for the period of five years for power procurement on "As and When required basis, for 06 hours to 10 hours and more than 10 hours of operation" from GIPCL's 165 MW Station – II, duly approved by Gujarat Electricity Regulatory Commission (GERC) to mitigate challenges and balancing the GRID due to infirm nature Renewable Energy penetration in GRID.

Total energy of 12.935 MUs were scheduled from November, 2019 to March, 2020, with total 15 numbers of successful Start-up on different days for minimum 06 hours and maximum 12 hours of Combined Cycle operation.

The Company has also provided services of Energy Audit in association with M/s Electrical Research and Development Association, Vadodara, to energy intensive sectors.

Mining:

During the year under review, Valia Lignite Mine recorded the highest ever lignite production of 30.63 Lakh Te as against 30.27 Lakh Te during the preceding year and also the highest ever monthly lignite production of 4.76 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 largest ever Lignite Stock of 10.91 Lakh Te was created on 30/06/2019 as against the previous year's stock of 10.40 Lakh Te on 30/06/2018.

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

Your Directors are pleased to inform that during the year under review, your Company has successfully commissioned 75 MW Solar Project at Gujarat Solar Park, Charanka (25 MW on 29.03.2019, 30 MW on 26.04.2019 and last phase - 20 MW on 04.06.2019). During the year under review, 75 MW Solar Plant has generated 119.499 MUs with 19.59% Capacity Utilization Factor (CUF) against Budgeted target of 119.768 MUs with 19.63% CUF. Less Generation/ CUF was mainly due to extended monsoon and pending DC addition work by BHEL. Balance DC addition work was completed by BHEL on 08.01.2020.

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

During the year under review, Plot-1 (40 MW) has generated 69.697 MUs with 19.84% CUF against Budgeted target of 67.670 MUs with 19.26% CUF.

During the year under review, Plot-3 (40 MW) has generated 75.521 MUs with 21.49% CUF against Budgeted target of 73.212 MUs with 20.84% CUF.

5 MW Solar Power Plant:

During the year under review, 5 MW Solar Power Plant at SLPP generated 6.041 MUs with 13.75% CUF against Budgeted target of 6.305 MUs with 14.36% CUF.

Less generation/CUF during the year under review was mainly due to heavy and continuous rain during monsoon and extended monsoon (up to first week of November, 2019), lower Solar radiation and degradation of PV modules over a period of time.

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 15.60% and 1 MW Vastan DSPP generated 1.267 MU at a CUF of 14.42% respectively.

Agricultural activities like cultivation of wheat, mung, soyabean 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 across State of Gujarat.

During the year under review, the 112.4 MW Wind farms have generated 262.10 MUs at a CUF of 26.55% as against 261.68 MUs generated at a CUF of 26.58% during the preceding year.

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 equipment 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 2019-20.

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 end your Company has adopted appropriate technology for control of pollutants at source.

Vadodara Plant:

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

Surat Lignite Power Plant (SLPP):

During the year under review, your Company replaced internals of total three nos. fields of Unit-1 Electrostatic Precipitator (ESP) & three nos. fields of Unit-3 ESP and revived two nos. dummy ESP fields of Unit-3 at total expenditure of ₹ 484.25 Lakhs to reduce suspended particulate matter (SPM) emission through stack / chimney to meet new Environmental norms of Ministry of Environment, Forest & Climate Change (MoEF&CC), Govt. of India.

Your Company planted 932 nos. of saplings (90% survival rate) in the Plant and Colony premises for better green coverage.

Growth Plans:

100 MW Solar Power Project at Raghnesda Solar Park:

Your Directors are pleased to inform that your Company has emerged as successful Bidder for 100 MW Solar Power Project at Raghnesda Solar Park, Dist. Patan, Gujarat, during reverse e-auction for 700 MW Solar Power Project held by Gujarat Urja Vikas Nigam Limited (GUVNL). The project is under implementation stage.

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

Your Directors are pleased to inform that during the year under review, your Company has successfully Recertified for Integrated Management System (IMS) with Renewal of ISO 9001:2015, ISO 14001:2015, OHSAS 18001:2007 & ISO 50001:2011 certifications for further three (3) years, on basis of audit result/findings and commitment from Top Management.

Awards and Accolades:

Your Directors are glad to inform that during the year under review, Valia Lignite Mine won the Overall Second Prize for its Overall Performance among the lignite mines of Gujarat State, from the Director General of Mining Safety during Gujarat Lignite Mines Safety & Swachhata Week 2019-20. Sh. P. C. Goyal (GM-Mines) was awarded the Best Manager of the Year, Lignite Open Cast Mines. Valia Lignite Mine also won prizes for 'Health, First Aid & Vocational Training', 'Gazette Notifications under CMR, 2017', 'Mine Workings and General Safety' and 'Record Maintenance'. Vastan Lignite Mine won prizes for 'Thrust Area (Welfare and Occupational Health Surveillance of Contractual Employees)', 'Health, First Aid & Vocational Training' and 'Publicity, Propaganda & Housekeeping'.

Vastan Limestone Mine won prizes for the 'Overall Performance', 'Mine Working, Haul road, Maintenance & Transportation' and 'Safety, Welfare & Occupational Health Check up facilities, Fire Fighting & Vocational Training' among the 22 Limestone Mines (Chemical and Soda Ash Group) of Gujarat State during 9th Gujarat Metalliferous Mines Safety, Swachhata & Silicosis Awareness Week-2019.

Your Directors are pleased to inform that during the year under review, the Surat Lignite Power Plant (SLPP) of your Company was conferred National Award, as the "Winner" (third consecutive year) of "Fly Ash Utilization Award – 2020" for Efficient Management of Fly Ash (100% Ash utilization) in the category of Thermal Power Stations <= 500 MW at 9th Fly Ash Utilization, Conference-Expo-Awards-2020, Organized by Mission Energy Foundation, supported by



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Ministry of Environment & Forest, Ministry of Power, Ministry of Coal, Ministry of Road Transport and Highways, Ministry of Steel and Ministry of Urban Development, on 28th February, 2020 at Goa.

SLPP received National Energy Management Award - 2019 for Outstanding Performance in Energy Conservation (for third consecutive year) conferred by Confederation of Indian Industry (CII), Hyderabad and recognized as 'Energy Efficient Unit'. The award was received on 18th September, 2019 in a function organized by CII at Hyderabad.

GIPCL-SLPP received "Power Plant Performance Award - 2019" in "Power Plant Performer - 2019 < 500 MW Lignite" category consecutively for second year in "Thermal Power O&M Conference – Award" function organized by Mission Energy Foundation at New Delhi on 28th June, 2019.

Subsidiary:

During the previous financial year, the process of voluntary liquidation of GIPCL Projects & Consultancy Company Limited (GIPCO), a wholly owned subsidiary, was initiated and the affairs of GIPCO were handed over to the Liquidator. The winding up of GIPCO by the Liquidator was closed on 20th March 2019 and the final report submitted by the Liquidator to National Company Law Tribunal (NCLT), Ahmedabad for the dissolution of the Company after realising all assets and discharging all liabilities including contributories and hence, no consolidated financial results are presented by the Company.

NCLT has disposed GIPCO's petition and ordered the dissolution of the Company vide its Order dated 6th January 2020.

Public Deposits:

During the year 2019-20, your Company has not accepted/renewed any Fixed Deposit. As at the date of this Report, there is no Deposit either unpaid / unclaimed or due for transfer to 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 2020-21 have been paid.

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 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 40.50 MWh in Station-I of Vadodara Power Plant and saving at SLPP of about 18.24 Million Units (MUs) electrical energy and 117124 MT Lignite aggregating to total saving of. ₹ 17.11 Crores approx.

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 as also the Board for approval. 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 'E'** 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:

- that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departure;
- that the selected accounting policies were applied consistently and the Directors made judgment and



- estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2020 and of the profit of the Company for the year ended on that date;
- that proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
 - that the Annual Accounts have been prepared on a going concern basis;
 - internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and operating effectively; and
 - Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Management Discussion and Analysis:

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

Corporate Governance:

A detailed report on Corporate Governance along with draft 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, as amended, 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 are not presently applicable to the Company.

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 Act. For the FY 2019-20, 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 ₹ 1281.68 crores, ii) "CARE AA-;Stable / CARE A1+" rating in respect of Long Term/Short Term Bank Facilities of ₹ 384.03 crores and iii) "CARE A1+" rating in respect of Short Term Bank Facilities of ₹ 410.00 crores during FY 2019-20.

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 2019-20.

Key Managerial Personnel

The details of Key Managerial Personnel (KMP) including change in the KMPs during the year under review are as under:

Sr.	Name	Designation
1	Smt. Vatsala Vasudeva, IAS	Managing Director
2	Shri K K Bhatt	General Manager (Finance & HR&A) & Chief Financial Officer
3	Shri Udaykumar Tanna	Company Secretary & Compliance Officer (from 24 th April, 2019 to 23 rd September, 2019)
4	Shri Achal S Thakkar	Company Secretary & Compliance Officer (w.e.f. 24 th September, 2019)

Directors:

Consequent upon transfer as Principal Secretary, Energy & Petrochemicals Department (EPD), Government of Gujarat (GoG) Shri Pankaj Joshi, IAS (DIN:01532892) was appointed as the Chairman of your Company vide EPD, GoG Resolution No. GUV-1108-1336-K dated 02-11-2019.

The Board places on record its sincere appreciation for the leadership, valuable guidance and support extended by Shri Pankaj Joshi, IAS during his tenure as Chairman of the Company.

Pursuant to the provisions of Section 152, 161 and all other applicable provisions of the Companies Act, 2013 (the Act)



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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 88, 89 and 94 of the Articles of Association of the Company and Energy & Petrochemicals Department, Government of Gujarat (GoG) Resolution No.GUV-1108-1336-K dated 10th January, 2020, Smt. Sunaina Tomar, IAS, (DIN: 03435543), was appointed as Additional Director and as Chairperson of the Company with effect from 10th January, 2020. Smt. Sunaina Tomar, IAS shall not be liable to retire by rotation and shall hold office up to the date of ensuing 35th Annual General Meeting (AGM).

Subsequently, Gujarat Urja Vikas Nigam Limited (GUVNL) had nominated Smt. Shahmeena Husain, IAS (DIN: 03584560), Managing Director, GUVNL as a Nominee Director of GUVNL on the Board of GIPCL vice Shri Pankaj Joshi, IAS transferred.

Consequent upon transfer of Shri Roopwant Singh, IAS, (DIN: 06717937) as Secretary (Expenditure), vice Shri Milind Torawane, IAS, (DIN:03632394), the Govt. of Gujarat (GoG) vide Finance Department Office Order dated 11/11/2019 nominated Shri Roopwant Singh, IAS, Secretary (Expenditure), Govt. of Gujarat, on the Board of Directors of the Company vice Shri Milind Torawane, IAS. Your Board of Directors appointed Shri Roopwant Singh, IAS, as an Additional Director (Nominee of GoG) w.e.f 11/11/2019. Shri Milind Torawane tendered resignation from the Board of Directors of the Company and ceased to be a Director w.e.f. 01/10/2019.

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

Prof. Shekhar Chaudhuri (DIN:00052904), Dr. K M Joshi (DIN:0050563), Shri S B Dangayach (DIN:0157254) and Dr. B A Prajapati, Independent Directors of the Company were appointed for a period of five years to hold office from the conclusion of 30th AGM held in 2015 to the conclusion of ensuing 35th AGM.

Pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Amendment Regulation, 2018, the Board of Directors have appointed Dr. (Ms.) Manjula Subramaniam (DIN:00085783), IAS (Retd.) as Additional Director and Independent Director.

Shri P K Gera, IAS (Retd.) (DIN: 05323992) and CS Vishvesh V. Vachhrajani (DIN: 00091677) 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. Nos. 06 to 08 for the appointment of Smt. Sunaina Tomar, IAS (DIN: 03435543), Shri Roopwant Singh, IAS, (DIN:

06717937) and Smt. Shahmeena Husain, IAS (DIN:03584560) as Directors of the Company.

Your Directors recommend for your approval resolution at Sr. No.09 for the appointment of Dr. (Ms.) Manjula Subramaniam (DIN:00085783), IAS (Retd.) as Independent Director of the Company for a period of three years from the conclusion of this 35th AGM to conclusion of 38th AGM.

Your Directors recommend for your approval resolutions at Sr.03 and 04, for the re-appointment of Shri P K Gera, IAS (DIN: 05323992) and CS Vishvesh V. Vachhrajani (DIN: 00091677) as Directors of the Company, liable to retire by rotation, as stated in the Notice of the 35th AGM.

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. Seven (07) Meetings of the Board of Directors of the Company were held during the year under review on 24/04/2019, 17/05/2019, 26/06/2019, 08/08/2019, 20/09/2019, 11/11/2019 and 13/02/2020.

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, Chairman, 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 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, as under :

1. Strategic Leadership
2. Industry Experience & Operations knowledge
3. Financial Expertise
4. General Management - Functional, Admin. & Managerial Expertise
5. Corporate Governance / CSR, and
6. Technical / Professional Skills with specialized knowledge

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 2019-20.

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 2019-20 is given at **Annexure 'F'** 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 09:30 a.m. to 12:30 p.m. on all working days of the Company up to the date of the ensuing 35th 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 2019-20 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 2020-21.

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, the Board of Directors, subject to approval of shareholders, has appointed M/s. CNK & Associates LLP, Chartered Accountants, Vadodara (ICAI Firm Registration No.101961W) 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.

Resolution at Sr. No.05 of the Notice of 35th AGM is recommended for approval of the Members for the appointment of Statutory Auditors for a period of five consecutive Financial Years i.e. 2020-21 to 2024-25.

(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 2019-20.

The Board of Directors has re-appointed Diwanji & Company (Firm Registration No.:000339) as Cost Auditors of the Company for the Financial Year 2020-21, subject to shareholders' ratification to the remuneration payable to the Cost Auditors.

Resolution at Sr.No.11 of the Notice of 35th AGM is recommended for ratification of the Members for the remuneration payable to Cost Auditors for the Financial Year 2020-21.



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(iv) **Secretarial:**

M/s. Samdani Shah & Kabra, Practising Company Secretaries, Vadodara, (CP No.9927) have been appointed as Secretarial Auditors of the Company for the year 2019-20. Report of Samdani Shah & Kabra for the Financial Year 2019-20 ended on 31st March, 2020 in the prescribed Form-MR 3 is annexed to this Report as **Annexure 'B'**.

The Board of Directors has appointed M/s. J. J. Gandhi & Co., Practising Company Secretaries, Vadodara (CP No.2515) as Secretarial Auditors of the Company for FY 2020-21.

Qualifications / Adverse Observations of Auditors:

Neither the Statutory Auditors nor the Secretarial Auditors have, in their report, reported any qualifications / adverse observations.

Extract of Annual Return:

The details forming part of the extract of Annual Return in prescribed Form MGT-9 is annexed to this Report as **Annexure 'D'**.

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 and 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

Date: 09/11/2020
Place: Gandhinagar

Sunaina Tomar, IAS
Chairperson
(DIN:03543553)



ANNEXURE 'A' TO BOARD'S REPORT

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

- A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes 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, Livelihood Development and Village Infrastructure Development like roads, culvert, multi-purpose shed, sanitation etc. in surrounding villages.
The CSR Policy is accessible on the following link of the website of the Company: www.gipcl.com
- Composition of the CSR Committee as on 31st March, 2020:
Smt. Vatsala Vasudeva, IAS, Chairperson
Dr. K M Joshi, Member
Shri S B Dangayach, Member
- Average net profit of the Company before tax & exceptional item for last three financial years:
₹ 36049.78 Lakhs.
- Prescribed CSR Expenditure (two percent of the amount as at Sr.3 above):
The Company is required to spend ₹ 721.00 Lakhs towards CSR.
- Details of CSR spend for the financial year 2019-20:
a. Total amount spent for the financial year: ₹ 724.10 Lakhs.
b. Amount unspent, if any: Not Applicable.
c. Manner in which the amount spent during the financial year 2019-20 is detailed below:

(₹ in Lakhs)

Sr. No.	Project / activity identified	Sector in which project is covered	Program Location / Area	Amount of Outlay (Budget)	Amount spent on the Projects under - Direct expenditure & Overheads	Cumulative expenditure upto reporting period	Amount spent Direct or through implementing agencies DEEP and SVADES
1.	Drinking Water, Sanitation, Support to CHC, Medical Camps, Mobile Medical Unit	Health	Vadodara	30.78	Direct-28.04 Overheads-NIL	28.04	28.04 SVADES
			SLPP	97.23	Direct 106.74 Overheads-NIL	106.74	106.74 DEEP
2.	Infrastructure Support, Resource & Empowerment, Education Activities	Education	Vadodara	35.36	Direct 31.88 Overheads-NIL	31.88	31.88 Direct
			SLPP	143.45	Direct 137.45 Overheads-NIL	137.45	137.45 DEEP
3.	Self Help Groups, Skill enhancement Training	Livelihood	SLPP	19.08	Direct 19.56 Overheads-NIL	19.56	19.56 DEEP
4.	Roads, Culverts & Infrastructures	Village Infrastructure Development	Vadodara	3.00	Direct 3.00 Overheads-NIL	3.00	3.00 SVADES
			Renewable Energy	94.86	Direct 101.07 Overheads-NIL	101.07	101.07 Direct
			SLPP	235.29	Direct 229.87 Overheads-NIL	229.87	229.87 DEEP
5.	Maintenance & Protection, Nursery & Vermicompost	Resource Centre for Training	SLPP	4.32	Direct 4.31 Overheads-NIL	4.31	4.31 DEEP
6.		Contingency	SLPP	0.00	Direct 2.11 Overheads-NIL-	2.11	2.11 Direct
			Sub-Total	Vadodara	69.14	Direct 62.92 Overheads-NIL	62.92
		Renewable Energy		94.86	Direct 101.07 Overheads-NIL	101.07	101.07 Direct
		SLPP		499.37	Direct 500.04 Overheads-NIL	500.04	2.11 Direct 497.93 DEEP
		TOTAL	663.37	664.03	664.03	664.03	
7.	Administrative & Capital	Administrative Expenses	SLPP	58.27	Direct-NIL Overheads 60.07	60.07	60.07 DEEP
GRAND TOTAL				721.64	724.10	724.10	724.10

RESPONSIBILITY STATEMENT

The Responsibility Statement of the Corporate Social Responsibility Committee of the Board of Directors of the Company is reproduced below: 'The implementation and monitoring of Corporate Social Responsibility (CSR) Policy of the Company, is in compliance with CSR Objectives and Policy of the Company'.

Date: 09/11/2020
Place: Vadodara

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



ANNEXURE 'B' TO BOARD'S REPORT FORM NO. MR-3 Secretarial Audit Report

For the Financial Year ended March 31, 2020

[Pursuant to Section 204(1) of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]

The Members,
Gujarat Industries Power Company Limited
P.O.: Petrochemicals – 391 346,
Dist. Vadodara,
Gujarat, India.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Gujarat Industries Power Company Limited** (hereinafter referred to as '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, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2020, 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 March 31, 2020, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (As reported to us there were no FDI, ODI and ECB transactions in the Company during Audit period);
- v. 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

We report that, there were no actions/events in pursuance of the following regulations requiring compliance thereof by the Company during the period of this report: -

- a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - b. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- vi. Other sector specific laws:
- 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;
- a. The Electricity Act, 2003;
 - b. The Mines Act, 1952;
 - c. The Mines & Minerals (Development Regulations) Act, 1957;
 - d. The Land Acquisition Act, 2013 (Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013);
 - e. The Environment (Protection) Act, 1986;
 - f. The Air (Prevention and Control of Pollution) Act, 1981;
 - g. The Water (Prevention and Control of Pollution) Act, 1974.

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



- i. Secretarial Standards issued by The Institute of Company Secretaries of India; and
- ii. The Listing Agreements entered into by the Company with BSE Ltd. and National Stock Exchange of India Ltd. read with 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, etc. mentioned above.

We further report that;

- A. The Board of directors of the Company is duly constituted with proper balance of executive directors, non-executive directors and independent directors. The changes in the composition of the Board of Directors that took place during the period under review, if any, were carried out in compliance with the provisions of the Act.
- B. Adequate notice is given to all the Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the Agenda items before the meeting and for meaningful participation at the meeting.
- C. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.
- D. There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with all the applicable laws, rules, regulations and guidelines.
- E. During the audit period, there were no specific instances / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

Suresh Kumar Kabra
Partner
Samdani Shah & Kabra
Company Secretaries
ACS No. 9711; CP No. 9927

UDIN: A009711B000588861
Vadodara, 18th August, 2020

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

Appendix A

The Members,
Gujarat Industries Power Company Limited
P.O.: Petrochemicals – 391 346,
Dist. Vadodara,
Gujarat, India.

Our Secretarial Audit report of even date is to be read along with this letter, that:

- i. Maintenance of Secretarial records and compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management of the Company. Our examination was limited to the verification and audit of procedures and records on test basis. Our responsibility is to express an opinion on these secretarial records and compliances based on such verification and audit.
- ii. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- iii. Wherever required, we have obtained the management representation about the Compliance of laws, rules and regulations and happening of events etc.
- iv. 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.

Suresh Kumar Kabra
Partner
Samdani Shah & Kabra
Company Secretaries
ACS No. 9711; CP No. 9927

UDIN: A009711B000588861
Vadodara, 18th August, 2020



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. 30 KW, Station-I, Control Building Roof-top Solar annual generation of 40.50 MWh substituted approximately 80% of One day auxiliary consumption of Station - I
2. 12 nos of 5 HP conventional Roof extraction fan in GT#4 Building replaced with Turbo air ventilator fan to reduce noise pollution and auxiliary power consumption.

At SLPP:

Several energy conservation measures taken during the year helped to conserve about 18.24 MUs Electrical energy and 117124 MT Lignite amounting to total saving of approx. ₹ 17.11 Crores. Following are some of the major measures taken for conservation of energy:

- Unit-2 Turbine Capital Overhauling helped to improve Turbine heat rate by approx. 30.80kCal/kWh.
- Unit-3 Turbine Capital Overhauling helped to improve Turbine heat rate by approx. 51.29 kCal/kWh.
- Unit-1 Consolidated Energy Saving in Boiler Draft Power due to plugging of air ingress at different sections of Flue gas path / ESP Casing / TAPH Leaking Tubes blocking during the year was approx. 1.26 MUs and 1338MT Lignite.
- Unit-2 Consolidated Energy Saving in Boiler Draft Power due to plugging of air ingress at different sections of Flue gas path / ESP Casing / TAPH Leaking Tubes blocking during the year was approx. 3.52 MUs and 3745 MT Lignite.
- Unit-3 Consolidated Energy Saving in Boiler Draft Power due to plugging of air ingress at different sections of Flue gas path / ESP Casing / TAPH Leaking Tubes blocking during the year was approx. 7.08 MUs and 7523 MT Lignite.
- Unit-4 Consolidated Energy Saving in Boiler Draft Power due to plugging of air ingress at different sections of Flue gas path / ESP Casing / TAPH Leaking Tubes blocking during the year was approx. 3.89 MUs and 4137 MT Lignite.
- Phase-II Unit-3 Cooling Tower fills replacement helped to reduce Unit-3 heat rate by 79 kCal/kWh (equal to 39 kCal/kWh reduction in Phase-II Units heat rate). This has resulted into saving of about 54958MT Lignite.
- Condenser Cleaning was carried out in Unit-2 & Unit-3 by Bullet shot cleaning method & various other supportive works like attending air ingress and nozzle repair jobs in Cooling Towers resulted in total 80kW & 240kW load improvement and 11.57 kCal/kWh improvement in heat rate

which is equivalent to saving of about 2383 MT Lignite in a year.

- Unit-3 HPH-6 parting plane & tube leakage attending work helped to improve Gross Turbine Heat Rate by 22.55kCal/kWh.
- Relocation of Lignite Handling System Belt Conveyor BCN-5B tail pulley by 32 meter resulted in shortening of belt length by 64 meter. This has helped to reduce loading of conveyor which is equivalent to saving of about 28373 kWh electrical energy and 30 MT Lignite per annum.
- Replacement of 120 nos. 150 W HPSV Lamps by 70 W LED Fixtures, 25 nos. 80 W Lamps & choke coils by 15 W LED Lamps, 75 nos. 80 W Lamps & choke coils by 23 W LED Lamps and 100 nos. 40 W Lamps & choke coils by 20 W LED Lamps helped to conserve about 191441 kWh electrical energy and 203 MT lignite during the year.
- Improved Capacity Utilization of Bed Ash Transportation system resulted into reduction of Specific Power Consumption from 9.53 kWh/MT to 9.37 kWh/MT. This helped to save about 12680 kWh electrical energy and 13 MT Lignite during the year.
- Pneumatic positioners in instrument air system were replaced with smart positioners (08 nos.) which helped to reduce consumption of instrument air and resulted into saving of about 10561 kWh electrical energy and 11 MT Lignite during the year.

Energy Conservation Proposals:

At Vadodara:

- 130 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:

- Stage reduction in three Condensate Extraction Pumps (CEP) of Phase-II Units is planned by which saving of 273312 kWh electrical energy per annum is expected.
- 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 10 to 15 MUs electrical energy is expected.
- 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 0.132 Lakh kWh electrical energy & 14 MT Lignite is expected.
- Overhauling of Raw Water Pump - 3 is planned by which saving of 65000 kWh electrical energy per annum is expected.
- Overhauling Unit-4 CW Pump-3 is planned and annual saving of 876355 kWh electrical energy per annum is expected.
- Phase-I Air Compressor Auxiliary Cooling Water (ACW)



circuit modification is planned by which annual saving of 68672 kWh electrical energy and 72MT Lignite is expected.

- Unit-4 Cooling Tower Fills replacement work is planned. After completion of work, 5°C improvement is expected in CT outlet temp or 2.5°C in Forebay CW Temp. It is estimated that there will be improvement of 37.5 kCal/kWh in Unit-4 GTHR.

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:

During the year there was no earning or outgo in Foreign Exchange (₹ NIL during preceding year).

TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION Efforts, in brief, made towards technology absorption, adaptation and innovation:

At Vadodara:

1. Stage#1 Shroud in GT#3 replaced with abraidable coating resulting in improvement in efficiency.
2. Antifriction and anti corrosive ceramic coating applied during overhauling of CW –B Pump in Station pump as renovation and efficiency improvement measure.
3. Station-1 Old Centralized AC system with Reciprocating Technology and R-22 refrigerant, replaced with state of art Screw Chiller with environment friendly R-410 refrigerant gas.
4. CPH Tubes of HRSG-# 3 replaced with improved modified higher thickness tubes to improve reliability.
5. Metallic expansion bellows in HRSG #1,2&3 replaced with non metallic Fabric expansion bellow to eliminate flue gas leakages and reduce heat loss.
6. Implemented a customized and cost effective solution for effective monitoring of Renewable & Thermal Assets of GIPCL centrally at Baroda. There is now a clear visibility of all the operating assets on Realm Time Basis.

At SLPP:

1. Phase-I Tubular Air Pre-heater (TAPH) bottom block tubesthickness increased from 2.08 mm to 3.00 mm and incorporated in three blocks out of four bottom blocks.
2. Air sealing carried out in combustor penthouse of Unit-2 and Unit-3.

3. Erection of new vortex finders along with modified eccentric sleeve in Unit-3.
4. Up-gradation of MoC of Back-pass steam cooled wall Roof tube from SA 210 Gr. A1 to SA 213 T11 to withstand higher flue gas temperature.
5. Up-gradation of MoC of seal pot panels from SA 209 Gr. T1 to SA 213 T11 riffle tubes.
6. Installation of Riffle tubes in FBHE-4 Evaporator coil in place of plain tubes in bottom & middle loop to eliminate phenomenon of Caustic Gauging in plain tubes.
7. Installation of cooling pipe in Unit-3 Cyclone bull nose area.
8. Unit 3 ESP: 2 nos. dummy ESP fields revived with 3-Phase Transformer Rectifier (TR) set.
9. PA Fan coupling bush replaced with higher grade material.
10. Replacement of Cyclone down comer sleeve.
11. Modification in HFO coolers vent line.
12. Boiler economizer bank to bank weld joint re-welding during AOH of Unit-2 &Unit-3.
13. Economizer inlet header stub joints checking and replacement.
14. Re-RLA (Residual Life Assessment) study of Unit-2 Boiler.
15. Capital overhauling of Unit-2 & 3 Turbine.
16. Implemented new technique for turbine insulation (ceramic blanket insulation instead of spray insulation) in Unit-2 & Unit-3.
17. Unit-3 HPH-6 inspection and repair of partition plate to avoid short circuiting of feed water.
18. Unit-2 HPH-6 inspection & repair of partition plate & tube leakage attending work.
19. HP Bypass spray water BD & BPE valve servicing to avoid passing & In-house refurbishment of HPBP spray water BD & BPE valve.
20. In-house repair of Booster pump-2B & 2C casing.
21. Unit-2 &Unit-3 Condenser tube Hydro-jet cleaning during Capital Overhauling.
22. Unit-3 Vacuum Pump Cooler cleaning.
23. Erection and commissioning of strainer By-pass line & valve in Unit-3 Circulating Cooling Water (CCW) pumps.
24. Unit-3& Unit-4 Generator Liquid Level Detector (LLD)modification.
25. In-house manufacturing of Pump sleeves and gland follower of Condenser On Line Tube Cleaning System (COLTCS) pump.
26. Replacement of choked Unit-3 Cooling Tower PVC fills with energy efficient PVC fills.
27. Replacement of old Cooling Tower fan assembly with energy efficient fan assembly in Unit-3 Cooling Tower cell no.1.
28. Use of Poly-chem corrugated hose instead of Cotton braded PVC hose for Chemical unloading.



29. Use of (Polypropylene) level gauge instead of SS level gauge in Phase-I Bulk acid storage tank.
30. In-house successful up-gradation of old electromagnetic busbar protection system with latest numerical based GE make busbar protection system for 11 nos. of bays of 220 kV switchyard for Phase-I.
31. Replacement of old 2000 AH HDP battery set of 415V UPS system with 1395 AH PLANTE battery by in-house re-sizing calculations for optimization of size & cost in Unit-1.
32. Replacement of 120 nos. conventional street light fixture (180W) with energy efficient LED street light fixture of 90W.
33. Replacement of 650 nos. various type of conventional fixtures (40W to 80 W) with energy efficient LED fixtures / bulbs for energy saving purpose.
34. 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 Karjan & 220 kV Gavasad-4 lines.
35. Generator Residual Life Analysis (RLA) study during Capital Overhauling (COH) of Unit-2 & Unit-3.
36. Procurement of Tan delta kit for carrying out in-house testing of all 220 kV switchyard equipments e.g. Current Transformers (CT), Capacitive Voltage Transformer (CVT), Electromagnetic Voltage Transformer (EMVT) etc., 220 kV Generator Transformers, 220 kV Station Transformers and 10.5 kV Unit Auxiliary Transformers.
37. Replacement of old transducers with programmable multi function transducers (25 nos.).
38. Modification & provision made in-house for locking of ABB make HT panels & breakers for Lock Out Tag Out (LOTO) system for full proof safety during maintenance of connected equipments.
39. Replacement of 250 nos. old single ball bearing ceiling fan with 5 star energy efficient ceiling fan in colony.
40. Vendor development for procurement & servicing of actuators to save cost and reduce dependency on OEM.
41. 5 MW Solar Power Plant: 34 nos. arrays/ tables connected through "Y" connector.
42. 1C X 630 sq.mm Aluminum cables replaced with available 1CX150 sq.mm copper cable in Phase-II ID fan Variable Frequency Drive (VFD).
43. Phase-II SA fan and Air compressor motors NDE side bearing housing was made insulated.
44. In Phase-II ID fan motors, internal copper lead size was changed from 95 sq.mm to 120 sq.mm.
45. Phase-II Vacuum pump LT feeders were made fixed type from draw-out type.
46. Replacement of imported positioner in Unit-2 ID fan-2A Hydraulic Coupling with smart positioner.
47. Phase-I: Provision of remote access for operation of Vastan Feeder Breaker.
48. SLPP Phase-I& Phase-II: Installation of smart positioners (8 Nos.) for the pneumatic Control valves.
49. Recycling, vendor development, in-house and external repair of various instruments and electronic cards.
50. Replacement of imported Thyristor reversing units of Auma (Germany) make with indigenous.
51. Conversion of approximately 25 nos. local electromechanical type instruments into digital indication type.
52. Provision/ Installation of 14 nos. metal temperature thermocouples in Boiler tubes and headers.
53. Relocation of Lignite Handling System Belt Conveyor BCN-5B tail pulley.
54. In situ refurbishment of Lignite Handling System Belt Conveyor Gallery of Belt Conveyor BCN-4A/B.
55. Modification of External Lignite Handling System(ELHS)Stacker Reclaimer Boom Conveyor tail pulley from fixed shaft type to rotating shaft type.
56. Alternate vendor development for Feeder Breaker chain sprocket imported item.
57. Lignite Handling System Belt Conveyor BCN-M6 vibration reduction by strengthening of base.
58. Installation of Telescopic Spout (Bulk Loading spout) with Rotary Feeder and in-line Compact Filter Module (CFM) at Fly Ash Silo no. 4, in Ash Handling System.
59. Phase-I Instrument Air Compressor-B: Strengthening of base foundation by removing loose & cracked grouting, anchoring with new rebar steel inserted in main RCC foundation, welding of reinforcement bars thoroughly surrounding to base plate of compressor legs and carrying out fresh epoxy grouting to resolve the issue of vibrations in Phase-I Compressor-B.
60. Unit-1 & Unit-2 Condensate Extraction Pumps (CEP) RCC pits: Heavy underground water seepages through expansion joints of CEP pits were attended through systematic implementation of treatment by cement & specialized grouting through drilled nipples at various identified seepage locations.
61. To avoid frequent detachment and damage to Acid Resistant (AR) brick lining in RCC effluent discharge drain of DM Plant as well as dyke wall & floors of acid tank areas, top coat of acid resistant epoxy lining over AR brick lining was carried out.

Benefits derived as a result of the above efforts:

At SLPP:

1. By increasing the thickness, service life of the tubes is expected to be about three to four years as compared to earlier life of 2 years. This will help to reduce spares and service cost associated with replacement of the Air Preheater (APH) tubes.
2. This has helped to avoid bed material leakages in the pent house and hence helped to avoid heat loss and resulted into better housekeeping inside pent house for any maintenance work.
3. This has helped to improve ash collection efficiency of cyclone and to minimize cyclone outlet (back-pass inlet) flue gas temperature, which reduces partial loading of Unit due



- to higher flue gas temperature and minimizes back-pass steam cooled roof tube leakages.
4. This will help to prevent overheating of tubes and subsequent roof tube leakages and reduce unit outages.
 5. This will help to withstand higher fluegas temperature, increase the flow and reduce Boiler Tube Leakages in this area.
 6. This modification will help to prevent evaporator tube leakage owing to caustic gauging/ overheating of tubes.
 7. This modification will help to avoid excessive thermal stress in the zone and damage to the refractory.
 8. These has improved the collection efficiency of ESP fields and maintain the SPM emission through stack to meet new environmental norms.
 9. Due to better life of bush, maintenance and equipment down time is reduced.
 10. This gives better support to the refractory and helps to get better refractory life.
 11. This helps to avoid steam leakages and corrosion in the surrounding area.
 12. This helps to avoid the frequent leakages in the Economizer.
 13. This helps to find out flow accelerated corrosion area and avoid leakages.
 14. This study helps to find out remaining life of boiler and take necessary corrective actions/ remedial measures.
 15. Turbine heat rate improved by 30.80 kcal/ kWh and 51.29 kcal/ kWh in Unit-2 & Unit-3 respectively which was deteriorated over a period of time due to continuous long operation/ ageing of the machines.
 16. This has resulted in saving of 2-3 days time required in case of Spray insulation in each unit. Further, there is reduction in heat loss due to convection/radiation as these insulation blankets are having high temperature withstand capacity and can be applied properly on all surface.
 17. Feed water Temp at HPH-6 outlet is increased to 240 Deg.C from 220 Deg.C. This has helped to improve Turbine Heat Rate by 22.55 kcal/ kWh in Unit-3.
 18. After inspection & repair of partition plate and tube leakage attending work, feed water Temp at HPH-6 outlet is increased to 236 Deg. C from 183 Deg. C. This has helped to improve Turbine Heat Rate by approx. 55 kcal/ kWh in Unit-2.
 19. Servicing of valve BD & BPE helped to eliminate passing of spray water. This has helped to maintain CRH temperature within range. This has resulted into 2 kcal/ kWh heat rate improvement. Further, by in-house refurbishment of HPBP spray water BD & BPE valve, new valve body cost of ₹ 7.61 Lakh was saved.
 20. Due to in house repair of Booster pumps casing, further damage of casing and mixing of suction & discharge water is prevented. It resulted into saving of maintenance & spare cost.
 21. Heat transfer across condenser tubes got improved. This has helped to improve condenser vacuum and subsequently plant efficiency.
 22. Heat transfer across Vacuum pump Cooler tubes got improved. This has helped to improve vacuum Pump efficiency. Improvement in Vacuum pump efficiency will result in improvement in Condenser vacuum and subsequently plant efficiency.
 23. This has helped to improve safety and operation & maintenance flexibility of CCW Pumps.
 24. Modification in Generator LLD system has resulted into improvement in equipment & plant safety.
 25. In-house development of sleeve and gland follower resulted in saving of maintenance & spare cost.
 26. Phase-II Unit-3 Cooling Tower fills replacement helped to reduce Unit-3 heat rate by 79 kCal/kWh. This has resulted into saving of about 54958 MT Lignite.
 27. After erection of energy efficient fan assembly in Unit-3 CT Fan-1, 25.40% energy savings achieved.
 28. Operational safety & reliability improved during unloading of sulphuric acid chemical.
 29. After modification no leakage is observed in Bulk acid storage tank. Tank availability, reliability and safety is improved.
 30. More accurate and reliable protection & monitoring, easy and proper post fault analysis. Cost benefit of more than ₹ 3 Lakh achieved towards erection & commissioning.
 31. Direct cost benefit of around ₹ 72.0 Lakh in battery procurement due to re-sizing. Helped in reducing energy loss and DM water loss due to technical advantage of PLANTE battery over HDP battery resulting in less float charging energy loss and less maintenance cost every year.
 32. Better life of LED lights, less maintenance and energy saving of about 40,000 Units per year.
 33. Better life of LED lights, less maintenance and energy saving of about 1,50,000 Units per year.
 34. More accurate and reliable protection & monitoring, easy post fault analysis. Cost benefit of more than ₹ 0.6 Lakh achieved.
 35. Generator RLA study helps to identify/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.
 36. In-house testing of EHV equipments will help to save the testing charges of external agency. Also, this helps to reduce dependency on external agency and time of testing of equipments, hence help to increase availability of equipments.



37. Multifunction transducer can be programmed for any analog input so that same transducer can be used for all applications; hence more flexibility, accuracy & reduced inventory cost.
38. This has helped to increase safety for person working and also reduce wear & tear of breakers.
39. This has helped to optimize energy consumption by approx. 25500 units per year.
40. Vendor development and reduced cost of procurement & servicing.
41. This has helped to reduce cable quantity and voltage drop which also helped to reduce heat loss. Cost saving is approx. ₹ 1.0 Lakh.
42. It will reduce frequent cable heating problem and reduce time to attend which will result into saving in loss of generation, increased equipment availability and reduction in breakdown time.
43. Insulated bearing housing will avoid bearing failures due to leakage/ shaft current through bearings which will help to increase equipment availability and reduce down time.
44. ID fan Motor internal copper lead size changed from 95 sq.mm to 120 sq.mm. This will help to reduce cable lead overheating inside motor terminal box, increase equipment availability and reduce down time.
45. Fixed type vacuum motor feeder will reduce overheating and failure of jaw contacts which will help to increase equipment availability and reduce down time.
46. Cost saving worth ₹ 16.66 Lakh and imported equipment has been converted by replacing indigenous.
47. Local operation and local manpower intervention not required for feeder breaker.
48. This will reduce the consumption of compressed air, spares and ease in maintenance.
49. Cost benefit of ₹ 36 Lakh has been achieved by recycling the electronic modules and instruments by repairing/vendor development. This also helped to save environment on recycling of electronics parts.
50. Cost reduction and imported equipment has been converted by replacing indigenous.
51. Improved accuracy and reliability of field instruments.
52. Improved diagnosis of Boiler tube/bend failure, better monitoring and control of metal temperature for reduction of tube failure.
53. Helped in reducing the power consumption and maintenance cost.
54. This has helped to improve structural stability and life of BCN 4AB conveyor Gallery critical structure.
55. Helped in reducing down time due to increase in bearing life and subsequently reducing the maintenance cost.
56. Helped in reducing the procurement cost for critical item of Feeder Breaker chain sprocket.
57. Helped in reducing down time and maintenance cost of BCN-M6 conveyor.
58. Helped in minimizing fugitive dust emission in the working region, reduced spillage and minimized waste with better material flow control in Fly Ash Silo.
59. Enhanced strengthening has been taken care during fresh grouting of compressor to avoid similar failure in future which has eliminated possibility of any suspected generation loss.
60. Eliminated constant need of dewatering pump operations in Condensate Extraction Pumps (CEP) RCC pits. Thus saving in Auxiliary Power Consumption.
61. Providing top coat of AR epoxy lining over AR bricks in DM Plant effluent discharge drain has found more effective in terms of longevity of treatment after rectification.

Imported Technology.

No new Technology was imported during the year under review.



**ANNEXURE 'D' TO BOARD'S REPORT
EXTRACT OF ANNUAL RETURN**

as on the financial year ended 31.03.2020

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

FORM NO. MGT – 9

I. REGISTRATION AND OTHER DETAILS	
CIN	L99999GJ1985PLC007868
Registration Date	1 st June, 1985
Name of the Company	GUJARAT INDUSTRIES POWER COMPANY LIMITED
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered Office and contact details	P.O. Petrochemicals – 391 346, Dist.: Vadodara. Tele No.: 0265-2232768 Email:investors@gipcl.com
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited B/102-103, Shangrila Complex, First Floor, Near Radhakrishna Char Rasta , Opp. HDFC Bank Akota, Vadodara – 390 020. Tele No.: 0265-2356573 Email: vadodara@linkintime.com
II. PRINCIPAL BUSINESS OF THE COMPANY	
	Generation of Electricity.

III. DETAILS OF HOLDING / SUBSIDIARY / ASSOCIATE COMPANY

Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NIL	NIL	NIL	NIL	NIL



Gujarat Industries Power Company Limited

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)									
i. Category wise Shareholding									
Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Shareholding of Promoter and Promoter Group									
[1] Indian									
(a) Individuals / Hindu Undivided Family	0	0	0	0	0	0	0	0	0
(b) Central Government / State Government(s)	0	0	0	0	0	0	0	0	0
(c) Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
(d) Any Other (Specify)									
Bodies Corporate	84236161	0	84236161	55.6929	84236161	0	84236161	55.6929	0
Sub Total (A)(1)	84236161	0	84236161	55.6929	84236161	0	84236161	55.6929	0
[2] Foreign									
(a) Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0	0	0	0	0	0
(b) Government	0	0	0	0	0	0	0	0	0
(c) Institutions	0	0	0	0	0	0	0	0	0
(d) Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0
(e) Any Other (Specify)									
Sub Total (A)(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	84236161	0	84236161	55.6929	84236161	0	84236161	55.6929	0
(B) Public Shareholding									
[1] Institutions									
(a) Mutual Funds / UTI	13469757	1300	13471057	8.9064	13425202	1300	13426502	8.877	-0.0294
(b) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(c) Alternate Investment Funds	0	0	0	0	0	0	0	0	0
(d) Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(e) Foreign Portfolio Investor	4343491	0	4343491	2.8717	1443497	0	1443497	0.9544	-1.9173
(f) Financial Institutions / Banks	3953368	3300	3956668	2.616	3594107	0	3594107	2.3763	-0.2397
(g) Insurance Companies	5886105	0	5886105	3.8916	5478350	0	5478350	3.622	-0.2696
(h) Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0
(i) Any Other (Specify)									
Foreign Bank	200	0	200	0.0001	200	0	200	0.0001	0
UTI	0	300	300	0.0002	0	0	0	0	-0.0002
Sub Total (B)(1)	27652921	4900	27657821	18.286	23941356	1300	23942656	15.8297	-2.4563



Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
[2] Central Government / State Government(s)/ President of India									
Central Government / State Government(s)	11525973	28333	11554306	7.6392	11525973	28333	11554306	7.6392	0
Sub Total (B)(2)	11525973	28333	11554306	7.6392	11525973	28333	11554306	7.6392	0
[3] Non-Institutions									
(a) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh.	13083335	934147	14017482	9.2677	14329338	846306	15175644	10.0334	0.7657
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	7294960	0	7294960	4.8231	10429666	0	10429666	6.8956	2.0725
(b) NBFCs registered with RBI	19034	0	19034	0.0126	12090	0	12090	0.008	-0.0046
(d) Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0	0	0	0
(e) Any Other (Specify)									
IEPF	371293	0	371293	0.2455	418912	0	418912	0.277	0.0315
Trusts	8400	0	8400	0.0056	8400	0	8400	0.0056	0
Foreign Nationals	0	0	0	0	100	0	100	0.0001	0.0001
Hindu Undivided Family	1102198	0	1102198	0.7287	1389284	0	1389284	0.9185	0.1898
Non Resident Indians (Non Repat)	181228	0	181228	0.1198	233577	0	233577	0.1544	0.0346
Non Resident Indians (Repat)	473397	0	473397	0.313	755459	0	755459	0.4995	0.1865
Unclaimed Shares	1208	0	1208	0.0008	1208	0	1208	0.0008	0
Clearing Member	703052	0	703052	0.4648	177839	0	177839	0.1176	-0.3472
Bodies Corporate	3626398	4250	3630648	2.4004	2911836	4050	2915886	1.9278	-0.4726
Sub Total (B)(3)	26864503	938397	27802900	18.3819	30667709	850356	31518065	20.8382	2.4563
Total Public Shareholding (B) = (B)(1) + (B)(2) + (B)(3)	66043397	971630	67015027	44.3071	66135038	879989	67015027	44.3071	0
Total (A) + (B)	150279558	971630	151251188	100	150371199	879989	151251188	100	0
(C) Non Promoter - Non Public									
[1] Custodian/DR Holder	0	0	0	0	0	0	0	0	0
[2] Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0	0	0	0
Total (A) + (B) + (C)	150279558	971630	151251188	100	150371199	879989	151251188	100	0



Gujarat Industries Power Company Limited

ii. Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year 2019-20			Shareholding at the end of the year 2019-20			% change in shareholding during the year
	No. of Shares held	% of total shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares held of the Company	% of total shares to total shares	% of Shares Pledged/ encumbered	
Gujarat Urja Vikas Nigam Limited	38384397	25.38	0.00	38384397	25.38	0.00	0.00
Gujarat Alkalies & Chemicals Limited	23088980	15.27	0.00	23088980	15.27	0.00	0.00
Gujarat State Fertilizers and Chemicals Limited	22362784	14.79	0.00	22362784	14.79	0.00	0.00
Liquidator Petrofils Co-operative Limited	400000	0.26	0.00	400000	0.26	0.00	0.00
Total	84236161	55.69	0.00	84236161	55.69	0.00	0.00
Total	88040261	58.21	0.00	84236161	55.69	0.00	2.52

iii. Change in Promoters Shareholding (Please specify if there is no change).

NIL

iv. Shareholding of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr.	Name	Shareholding at the beginning of the year 2019-20		Transactions during the year		Cumulative Shareholding at the end of the year 2019-2020	
		No. of shares held	% of total shares of the company	Date of transaction	No. of shares	No. of shares held	% of total shares of the company
1.	HDFC Trustee Company Limited-A/c HDFC Balanced Advantage Fund	6765000	4.4727			6765000	4.4727
	AT THE END OF THE YEAR					6765000	4.4727
2	ICICI PRUDENTIAL EQUITY & DEBT FUND	6704557	4.4327			6704557	4.4327
	Transfer			31 Jan 2020	(44555)	6660002	4.4033
	AT THE END OF THE YEAR					6660002	4.4033
3	GUJARAT POWER CORPORATION LIMITED	4977491	3.2909			4977491	3.2909
	AT THE END OF THE YEAR					4977491	3.2909
4	LIFE INSURANCE CORPORATION OF INDIA	5258204	3.4765			5258204	3.4765
	Transfer			10 Jan 2020	(30000)	5228204	3.4566
	Transfer			17 Jan 2020	(66778)	5161426	3.4125
	Transfer			24 Jan 2020	(106882)	5054544	3.3418
	Transfer			31 Jan 2020	(84480)	4970064	3.2860
	Transfer			07 Feb 2020	(107113)	4862951	3.2151
	Transfer			14 Feb 2020	(12502)	4850449	3.2069
	AT THE END OF THE YEAR					4850449	3.2069
5	GUJARAT STATE PETROLEUM CORPORATION LTD	3697000	2.4443			3697000	2.4443
	AT THE END OF THE YEAR					3697000	2.4443
6	THE MEHSANA DIST CENTRAL COOP BANK LTD	3804100	2.5151			3804100	2.5151
	Transfer			03 Jan 2020	(93500)	3710600	2.4533
	Transfer			24 Jan 2020	(35600)	3675000	2.4297
	Transfer			31 Jan 2020	(45000)	3630000	2.4000
	Transfer			07 Feb 2020	(11834)	3618166	2.3922
	Transfer			14 Feb 2020	(47136)	3571030	2.3610
	Transfer			21 Feb 2020	(61030)	3510000	2.3206
	Transfer			28 Feb 2020	(12097)	3497903	2.3126
	AT THE END OF THE YEAR					3497903	2.3126
7	GUJARAT STATE ELECTRICITY CORPORATION LIMITED	2205882	1.4584			2205882	1.4584
	AT THE END OF THE YEAR					2205882	1.4584
8	GAIL (INDIA) LTD	570600	0.3773			570600	0.3773
	AT THE END OF THE YEAR					570600	0.3773
9	RAJU OMPRAKASH AGRAWAL	0	0.0000			0	0.0000
	Transfer			02 Aug 2019	51400	51400	0.0340
	Transfer			09 Aug 2019	63815	115215	0.0762
	Transfer			23 Aug 2019	54785	170000	0.1124
	Transfer			30 Aug 2019	13000	183000	0.1210

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Sr.	Name	Shareholding at the beginning of the year 2019-20		Transactions during the year		Cumulative Shareholding at the end of the year 2019-2020	
		No. of shares held	% of total shares of the company	Date of transaction	No. of shares	No. of shares held	% of total shares of the company
	Transfer			06 Sep 2019	(30327)	152673	0.1009
	Transfer			27 Sep 2019	(10000)	142673	0.0943
	Transfer			17 Jan 2020	40325	182998	0.1210
	Transfer			24 Jan 2020	435	183433	0.1213
	Transfer			07 Feb 2020	284237	467670	0.3092
	Transfer			20 Mar2020	41960	509630	0.3369
	AT THE END OF THE YEAR					509630	0.3369
10	ASHOK KUMAR JAIN	303359	0.2006			303359	0.2006
	Transfer			05 Apr 2019	270	303629	0.2007
	Transfer			26 Apr 2019	15919	319548	0.2113
	Transfer			03 May2019	23730	343278	0.2270
	Transfer			10 May2019	11092	354370	0.2343
	Transfer			17 May2019	2700	357070	0.2361
	Transfer			24 May2019	67728	424798	0.2809
	Transfer			31 May2019	91053	515851	0.3411
	Transfer			07 Jun 2019	27180	543031	0.3590
	Transfer			14 Jun 2019	2250	545281	0.3605
	Transfer			21 Jun 2019	2700	547981	0.3623
	Transfer			12 Jul 2019	5490	553471	0.3659
	Transfer			19 Jul 2019	4879	558350	0.3692
	Transfer			26 Jul 2019	7200	565550	0.3739
	Transfer			02 Aug 2019	2250	567800	0.3754
	Transfer			09 Aug 2019	(10350)	557450	0.3686
	Transfer			16 Aug 2019	(3600)	553850	0.3662
	Transfer			27 Sep 2019	(17785)	536065	0.3544
	Transfer			04 Oct 2019	5706	541771	0.3582
	Transfer			22 Nov2019	3600	545371	0.3606
	Transfer			06 Dec 2019	(3600)	541771	0.3582
	Transfer			13 Dec 2019	(9000)	532771	0.3522
	Transfer			20 Dec 2019	(4500)	528271	0.3493
	Transfer			31 Jan 2020	(85500)	442771	0.2927
	Transfer			07 Feb 2020	(9000)	433771	0.2868
	AT THE END OF THE YEAR					433771	0.2868
11	GOVERNMENT OF SINGAPORE - E	2100000	1.3884			2100000	1.3884
	Transfer			02 Aug 2019	(111078)	1988922	1.3150
	Transfer			09 Aug 2019	(5303)	1983619	1.3115
	Transfer			16 Aug 2019	(98900)	1884719	1.2461
	Transfer			23 Aug 2019	(197071)	1687648	1.1158
	Transfer			30 Aug 2019	(103963)	1583685	1.0471
	Transfer			06 Sep 2019	(19094)	1564591	1.0344
	Transfer			13 Sep 2019	(321271)	1243320	0.8220
	Transfer			20 Sep 2019	(181882)	1061438	0.7018
	Transfer			27 Sep 2019	(206088)	855350	0.5655
	Transfer			25 Oct 2019	(4816)	850534	0.5623
	Transfer			01 Nov2019	(355552)	494982	0.3273
	Transfer			08 Nov2019	(228069)	266913	0.1765
	Transfer			15 Nov2019	(147175)	119738	0.0792
	Transfer			29 Nov2019	(119738)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
12	COMGEST GROWTH PLC - COMGEST GROWTH INDIA	1000932	0.6618			1000932	0.6618
	Transfer			24 May2019	(40000)	960932	0.6353
	Transfer			31 May2019	(433000)	527932	0.3490
	Transfer			07 Jun 2019	(90000)	437932	0.2895
	Transfer			14 Jun 2019	(71512)	366420	0.2423
	Transfer			21 Jun 2019	(56000)	310420	0.2052
	Transfer			29 Jun 2019	(126000)	184420	0.1219
	Transfer			05 Jul 2019	(100000)	84420	0.0558
	Transfer			12 Jul 2019	(84420)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000



Gujarat Industries Power Company Limited

v. Shareholding of Directors and Key Managerial Personnel.

Sr.	Name	Shareholding at the beginning of the year 2019-20		Cumulative Shareholding during the year 2019-20	
		No. of Shares held	%	No. of Shares held	%
	Director				
1.	Smt. Sunaina Tomar, IAS (from 10/01/2020)	NIL	-	NIL	-
2.	Shri Pankaj Joshi, IAS (upto 16/12/2019)	NIL	-	NIL	-
3.	Prof. Shekhar Chaudhuri	NIL	-	NIL	-
4.	Dr. K M Joshi	NIL	-	NIL	-
5.	Shri P K Gera, IAS (Retd.)	NIL	-	NIL	-
6.	Shri Milind Torawane, IAS (upto 04/10/2019)	NIL	-	NIL	-
7.	Shri Roopwant Singh, IAS (from 11/11/2019)	NIL	-	NIL	-
8.	Smt. Shahmeena Husain, IAS (from 11/11/2019)	NIL	-	NIL	-
9.	Shri S B Dangayach	NIL	-	NIL	-
10.	Dr. B A Prajapati	NIL	-	NIL	-
11.	Shri N N Misra	NIL	-	NIL	-
12.	CS V V Vachharajani	NIL	-	NA	-
13.	Shri Prabhat Singh	NIL	-	NA	-
14.	Smt. Vatsala Vasudeva, IAS	NIL	-	NIL	-
	Key Managerial Personnel				
1.	CA K K Bhatt, GM (Finance & HR&A) & CFO	NIL	-	NIL	-
2.	CS Udaykumar K Tanna Company Secretary (from 24/04/2019 to 23/09/2019)	NIL	-	NIL	-
3.	CS Achal S Thakkar Company Secretary (from 24/09/2019)	NIL	-	NIL	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	57,278.02	-	-	57,278.02
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.33	-	-	0.33
Total (i+ii+iii)	57,278.35			57,278.35
Change in Indebtedness during the financial year				
● Addition	7,750.12	-	-	7,750.12
● Reduction	20,295.90	-	-	20,295.90
Net Change	12,545.78			12,545.78
Indebtedness at the end of the financial year				
i) Principal Amount	44,732.45	-	-	44,732.45
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.12	-	-	0.12
Total (i+ii+iii)	44,732.57			44,732.57



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Smt. Vatsala Vasudeva, IAS, Managing Director

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Total
1	Gross salary	26.02
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4.07
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	-
	- as % of profit	-
	- other, specify...	
5	Others, please specify	
	Total (A)	30.09
	Ceiling as per the Act	

B. Remuneration to other Directors:

(in ₹)

Name	Sitting Fees		
	Board Meetings	Committee Meetings	Total
Independent Directors			
Prof. Shekhar Chaudhuri	60000	60000	120000
Dr. K M Joshi	70000	200000	270000
Shri S B Dangayach	60000	100000	160000
Dr. B A Prajapati	50000	90000	140000
Shri N N Misra	60000	20000	80000
Total (1)	300000	470000	770000
Other Non Executive Directors			
Smt. Sunaina Tomar, IAS, Chairman* (from 10/01/2020)	10000	0	10000
Shri Pankaj Joshi, IAS* (upto 16/12/2019)	60000	0	60000
Shri P K Gera, IAS (Retd.)*	30000	20000	50000
Smt. Shahameena Husain, IAS* (from 11/11/2019)	10000	0	10000
Shri Roopwant Singh, IAS* (from 11/11/2019)	0	0	0
Shri Milind Torawane, IAS* (upto 04/10/2019)	10000	0	10000
CS V V Vachharajani	50000	60000	110000
Total (2)	170000	80000	250000
Grand Total(1) + (2)	470000	550000	1020000

* Fees Deposited in Govt. Treasury



Gujarat Industries Power Company Limited

C. Remuneration to Key Managerial Personnel other than MD/WTD/Manager (₹ in Lakhs)

Sr. No.	Particulars of Remuneration	CA K K Bhatt, General Manager (Finance) & Chief Financial Officer	CS U K Tanna, Company Secretary & Compliance Officer (from 24/04/2019 to 23/09/2019)	CS Achal S Thakkar, Company Secretary & Compliance Officer (from 24/09/2019)	Total Amount
1	Gross salary	42.58	3.07	6.15	51.80
(a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	-	-	-
(b)	Value of perquisites u/s 17(2) Income Tax Act, 1961	-	-	-	-
(c)	Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- other, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	42.58	3.07	6.15	51.80
	Ceiling as per the Act				

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES : NIL. (Amount in ₹)

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
N.A.	N.A.	N.A.	NIL	N.A.	N.A.



ANNEXURE E

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 arm's 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. : **:15/06/2020**
 - (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 2019-20 (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. (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.	Gujarat Urja Vikas Nigam Limited (GUVNL)	1. Smt. Sunaina Tomar, IAS, Chairperson. (from 10.01.2020) 2. Shri Pankaj Joshi, IAS, Chairperson. (upto 16.12.2019) 3. Shri Milind Torawane, IAS, Director (upto 4.10.2019) 4. Smt. Shahmeena Husain, IAS, Director (from 07.11.2019)	Promoter	Sale of Electricity (net of rebate on sales)	99,677.83
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.).	Promoter	Sale of Electricity & Purchase of Chemicals	15896.13
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 Vachhrajani.	Promoter	Sale of Electricity, Water Charges, Purchase of Chemicals & O & M spares	14205.14

(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

Date: 09/11/2020
Place: Gandhinagar.

Sunaina Tomar, IAS
Chairperson
(DIN: 03543553)



ANNEXURE F

List of Top Ten Employees in terms of Remuneration drawn during FY 2019-20

(₹ in Lakhs)

Emp. No.	Name	Designation	Amount
95	S. N. PUROHIT	GENERAL MANAGER (BD & BO)	53.23
549	N.K. SINGH	GENERAL MANAGER (SLPP)	51.33
237	S. S. MULEY	ADDL. GEN. MANAGER (EMD)	50.61
971	NARESH KUMAR PUROHIT	CHIEF GENERAL MANAGER (MINES)	50.24
675	N.K. CHAUHAN	ADDL. GENERAL MANAGER (MINES)	47.91
152	B. D. VANAR	ADDL. GEN. MANAGER (H,S & E)	47.87
299	C. N. PAGHDAR	ADDL. GEN. MANAGER (IMD)	46.57
292	D. M. CHANDARANA	DY.GENERAL MANAGER (OPERATIONS)	46.21
304	K. H. MISTRY	ADDL.GEN.MANAGER (CIVIL)	43.67
352	B. J. BHATT	ADDL.GENERAL MANAGER (OPERATIONS)	43.18



MANAGEMENT DISCUSSION AND ANALYSIS 2019-20

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 1084.4 MW.

SECTOR OVERVIEW

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

The total power generation from conventional sources in the country during FY 2019-20 was 1252.61 Billion Units (BUs) (Previous Year 1249.33 BUs) as against the target of 1330.00 BUs for the year i.e. about 94.18% of the target for the year. The annual growth in the energy generation during the FY 2019-20 was marginally higher @ 0.26 % of the generation for same period during last year i.e. FY 2018-19.

The installed generation capacity in the country, as on 31st March, 2020 was 370107 MW. Coal, with around 56% share, continued to be the primary source of fuel for power generation in India.

Installed Generation Capacity (As on 31/03/2020)

All India	Thermal				Nuclear	Hydro (Renewable)	RES@ (MNRE)	Grand Total
	Coal / Lignite	Gas	Diesel	Total				
MW*	205135	24955	510	230600	6780	45699	87028	370107
%	55.43	6.74	0.14	62.31	1.83	12.35	23.51	100

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

Electricity - Capacity Addition and Generation

Target Vs. Achievement (2018-19):

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 12th Plan (Year: 2012-17) as under:

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

[Source: Central Electricity Authority (CEA)]

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 / Achievement for XIIth Plan:

Type/Sector	Target Addition (in MW)*				Achievement	
	Central	State	Private	Total	(in MW)*	%
Thermal	14878	13922	43540	72340	91730	126.80
Hydro	6004	1608	3285	10897	5479	50.28
Nuclear	5300	-	-	5300	2000	37.73
Total*	26182	15530	46825	88537	99209	112.05

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

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

Type/Sector	Target (in MW)			Achievement	
	2017-18	2018-19	Total	(in MW)	%
Thermal	11366	7266	18632	14492	77.78
Hydro	1305	840	2145	809	37.71
Nuclear	500	-	500	-	-
Total*	13171	8106	21277	15301	

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



(b) Electricity Generation (MUs) Target Vs. Achievement for FY 2019-20:

	Thermal	Hydro	Nuclear	Bhutan (Import)	Total
Target*	1142130	136932	44720	6218	1330000
Achievement up to March, 2019 (MU)*	1044476	155970	46381	5814	1252611
% Ach.	91.45	113.90	103.71	93.50	94.18

* Figures are rounded off to nearest digit. ** Provisional based on Actual cum-Assessment. [Source: Central Electricity Authority (CEA)]

Thermal Plant Load Factor (PLF):

The average All India Thermal PLF (%) (Coal and Lignite based) was 56.08% for FY 2019-20 as compared to 61.07% for FY 2018-19.

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 198525 MW i.e. 53.64% of the installed capacity of 370107 MW as on 31st March, 2020 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 2020-21.

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)

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 FY2019-20 as compared to corresponding period last year. The installed capacity has been reduced to 24897.46 MW as against 25329.38 MW (reduced by 1.7%- in installed capacity terms).

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 23.51%, i.e. 87028 MW, of the total installed capacity as on 31-03-2020. [Source: Central Electricity Authority (CEA)].

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)

During the year 2019-20, a total of 7591.99 MW grid connected renewable energy capacity has been achieved during and up to 31.12.2019 as follows:

SECTOR	APRIL-DECEMBER 2019 (MW)	CUMULATIVE UPTO 31.12.2019(MW)
Wind Power	1879.21	37505.18
Solar Power	5013.00	31379.30
Solar Roof Top	536.88	2333.23
Small Hydro Power	78.40	4671.55
Bio Power	83.00	9861.31
Waste to Power	1.50	139.80
Total	7591.99	85908.37

(Source: MNRE Annual Report 2019-20)



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

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

As a result, a capacity addition of 85.90 GW was set up by December 2019 constituting more than 23 per cent of the total installed capacity. India has 4th and 5th global positions in the wind and solar power deployment respectively. Solar Power

capacity has increased by more than 14 times in the last five years from 2630 MW to 37505 MW in December 2019.

(Source: MNRE Annual Report 2019-20)

OPPORTUNITIES AND CONCERNS

Opportunities:

The anticipated power supply position during 2019-20 is presented in the table below:

Power Supply Position in the Country during 2019-20

Particulars	Energy (MU)	Peak (MW)
Requirement.	1290247	183804
Availability.	1283690	182533
Surplus(+)/Shortage(-).	-6557	-1271
%Surplus(+)/Shortage(-).	-0.5%	-0.7%

[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 (BUs)	1138.53	140.36	43.88	7.23	1330.000

[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.

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

- Solar Park
- Solar Roof Top
- Wind Farms
- Energy Audit
- Micro Grid
- Consultancy Services

A dedicated Business Development Cell has been set up to look for new business opportunities.



Gujarat Industries Power Company Limited

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 to risks of a significant nature to the state of economy. Adverse changes in the Government policies or regulations, the taxes levied by the central or state Governments or removal of tax concessions, exemptions or incentives, or claims by tax authorities may affect the financial condition and operational results of the Company.

Generation of Power at the Company's Power Stations can be adversely affected due to various factors including non-availability of 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, Dist. Banaskantha.	80
	75
Wind Farms	
Kotadapitha, Dist. Amreli.	15
Nakhatrana, Dist. Kutch.	21
Rojmal, Dist. Botad	26
Kuchhdi, Dist. Porbandar	50.4
Sub Total (B)	274.4
GRAND TOTAL (A+B)	1084.4

*100 MW Solar Power Project under implementation at Raghanesda, Dist. Patan.

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, 2020 was ₹ 142072 Lakhs as compared to ₹ 152427 Lakhs in the previous year.

The total income of the current year includes earnings from sale of electrical energy of ₹ 137350 Lakhs as compared to ₹ 140056 Lakhs recorded in the previous year.

The Profit Before Tax was ₹ 30538 Lakhs as compared to ₹ 22828 Lakhs (after exceptional item) in the previous year.

The Net Profit of ₹ 24798 Lakhs has been arrived at after taking into account the Current Income Tax expense ₹ 5461 Lakhs and Deferred Tax expense of ₹ 279 Lakhs.

During the year, Gross Block has increased by ₹ 23238 Lakhs. The increase was mainly due to capitalization of balance 50 MW Solar Power Plant at Charanka.

The total dividend payout (proposed) for the year @ ₹ 2.90 per Equity Share is ₹ 4386 Lakhs.

As on 31st March 2020, the net worth of the Company stood at ₹ 274807 Lakhs as against ₹ 257074 Lakhs as at the end of previous financial year ended on 31st March, 2019.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS:

Key Ratios	2019-20	2018-19	% Variance*	Explanation
Debtors Turnover	0.14	0.15	8%	
Inventory Turnover	0.12	0.12	0%	
Interest Coverage Ratio	8.26	11.53	28%	As against reduction in interest cost by 1%, there was a 29% decrease in EBIT.
Debt Equity Ratio	0.16	0.20	19%	The Ratio has reduced as net reduction in long term borrowings is by 2.75 times as compared to previous year.
Operating Profit Margin (%)	31%	33%	-7%	
Net Profit Margin (%)	22%	16%	37%	During the preceding previous year 2018-19, there was a loss on extinguishment of investment in Associate, which has resulted in lower profits. (Refer note 43 to financial statements).
Return on Net Worth	11%	9%	25%	During the preceding previous year 2018-19, there was a loss on extinguishment of investment in Associate, which has resulted in lower profits. (refer note 43 to financial statements)

* 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.

HUMAN RESOURCE & INDUSTRIAL RELATIONS:

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

The strength of your Company lies in its team of highly competent and highly motivated personnel. This has made it possible for your Company to make significant improvements and progress in all areas of activities.

During the year 2019-2020, 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 an 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.

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 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, 2020, 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 Shri P K Gera, IAS (Retd.) (DIN: 05323992) and CS Vishvesh V. Vachhrajani (DIN: 00091677) are given in the Explanatory Statement annexed to the Notice convening the 35th Annual General Meeting (AGM) of the Company, forming part of this Board's Report.

b) 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 15th June, 2020 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 2019-20, Seven (07) Board Meetings were held viz.

Quarter	Date(s) of Meeting
1 st Quarter - From April to June, 2019.	24 th April, 17 th May and 26 th June, 2019.
2 nd Quarter - From July to September, 2019.	08 th August and 20 th September, 2019.
3 rd Quarter - From October to December, 2019.	11 th November, 2019.
4 th Quarter - From January to March, 2020.	13 th February, 2020.



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

Name	No. of Board Meetings attended	Attendance at last AGM held on 27.09.2019	Directorships in other Companies / entities	Audit Committee and Stakeholders' Relationship Committee	
				Membership	Chairmanship
Smt. Sunaina Tomar, IAS, Chairperson (from 10/01/2020)	01	-	09	-	-
Shri Pankaj Joshi, IAS, Chairman (from 07/11/2019 to 16/12/2019)	06	YES	NA	NA	NA
Prof. Shekhar Chaudhuri	06	YES	01	01	
Dr. K M Joshi	07	YES	01	-	-
Shri P K Gera, IAS (Retd.)	03	-	03	02	-
Shri Roopwant Singh, IAS (from 01/11/2019)	00	NA	04	03	-
Smt. Shahmeena Husain, IAS (from 07/11/2019)	01	NA	10	-	-
Shri Milind Torawane, IAS (upto 04/10/2019)	01	-	NA	NA	NA
Shri S B Dangayach	06	YES	04	-	-
Dr. B A Prajapati	05	YES	01	01	-
Shri N N Misra	06	YES	07	05	01
CS V V Vachharajani	05	YES	-	-	-
Shri Prabhat Singh	01	-	04	-	-
Smt. Vatsala Vasudeva, IAS, Managing Director	07	YES	-	-	-

- Shareholding of Directors and their relatives as on 31st March, 2020 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 / Chairmanships 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 www.gipcl.com

(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 Director - Nominee Gujarat Gas Limited Non Executive – Nominee Director
Shri P K Gera, IAS (Retd.)	Gujarat Alkalies & Chemicals Limited, Executive Director - Managing Director
Shri S B Dangayach	Gujarat Mineral Development Corporation Limited, Independent Director Gujarat Alkalies & Chemicals Limited, Independent Director
Shri Prabhat Singh	Petronet LNG Limited, Executive Director - Managing 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 Chairman and consent of majority of Directors.



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 Chairman for finalization and also for confirmation after it is finalized and approved by the Chairman. 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
18.09.2017 32 nd AGM	11:00 A.M.	Registered Office of the Company at P.O.: Petrochemicals-391 346, District: Vadodara.	Approval of Material Transactions with Related Parties for the Financial Year 2016-17 and omnibus approval for material Related Party Transactions during FY 2017-18.
27.09.2018 33 rd AGM	3:00 P.M.		NIL
20.09.2019 34 th AGM	12:05 P.M.		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, 2020, Audit Committee comprised five (05) Directors viz:

Dr. K M Joshi	Independent Director, Chairman of the Committee
Prof. Shekhar Chaudhuri	Independent Director
Dr. B A Prajapati	Independent Director
Shri S B Dangayach	Independent Director
Smt. Vatsala Vasudeva, IAS (from 17/05/2019)	Managing 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



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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 2019-20, five (05) Meetings of the Committee were held viz.:

24.04.2019	17.05.2019	08.08.2019	11.11.2019	13.02.2020
------------	------------	------------	------------	------------

Details of Attendance:

Name	No. of Meetings attended
Dr. K M Joshi	05
Prof. Shekhar Chaudhuri	05
Dr. B A Prajapati	03
Shri S B Dangayach	04
Smt. Vatsala Vasudeva, IAS(from 17/05/2019)	03

(B) Stakeholders' Relationship Committee:

(a) Composition

As on March 31, 2020, the Stakeholders' Relationship Committee comprised three (03) Directors viz.:

Dr. K M Joshi	Independent Director, Chairman of the Committee
CS V V Vachharajani(from 24/04/2019)	Nominee - Non Executive Director
Smt. Vatsala Vasudeva, IAS	Managing Director

(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.: Petrochemicals - 391 346,

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 2019-20, one (01) Meeting of the Committee was held on 02/01/2020.

Details of Attendance:

Name	No. of Meetings attended
Dr. K M Joshi	01
CS V V Vachharajani (from 24/04/2019)	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 2019-20, Three (03) Complaints were received and same were attended and resolved to the satisfaction of shareholder. No Shareholders' Complaint nor Share Transfer Request was pending as on March 31, 2020.

(C) Nomination and Remuneration (NR) Committee:**(a) Composition**

As on March 31, 2020, the Nomination and Remuneration Committee comprised four (04) Directors viz.:

Dr. K M Joshi	Independent Director, Chairman of the Committee
Shri P K Gera, IAS (Retd.)	Nominee - Non Executive Director
Dr. B A Prajapati	Independent Director
CS V V Vachharajani	Nominee - Non Executive 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:

Name of Director	Skills / Expertise / Competencies					
	Strategic Leadership	Industry Experience & Operations knowledge	Financial Expertise	General Management - Functional, Admin. & Managerial Expertise	Corporate Gov. / CSR	Technical / Professional Skills with specialized knowledge
Smt. Sunaina Tomar, IAS	√	√	-	√	√	√
Prof. Shekhar Chaudhuri	√	-	-	√	√	√
Dr. K M Joshi	-	-	√	√	√	√
Shri P K Gera, IAS (Retd.)	√	√	√	√	√	√
Smt. Shahmeena Husain, IAS	√	√	√	√	√	√
Shri Roopwant Singh, IAS	-	-	√	√	√	√
Shri S B Dangayach	√	√	√	√	√	√
Dr. B A Prajapati	-	-	√	√	√	√
Shri N N Misra	√	√	-	√	√	√
CS V V Vachharajani	-	-	√	√	√	√
Shri Prabhat Singh	√	√	-	√	√	√
Smt. Vatsala Vasudeva, IAS	√	√	-	√	√	√

(d) Meetings and Attendance

During 2019-20, five (05) meetings of the Committee were held viz.:

11.04.2019	17.05.2019	17.09.2019	11.11.2019	13.02.2020
------------	------------	------------	------------	------------



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Details of Attendance:

Name	No. of Meetings attended
Dr. K M Joshi	05
Shri P K Gera, IAS (Retd.)	02
Dr. B A Prajapati	03
CS V V Vachharajani(from 26/06/2019)	02

(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, 2020, the CSR Committee comprised three (03) Directors viz.:

Smt. Vatsala Vasudeva, IAS	Managing Director, Chairperson of the Committee
Dr. K M Joshi	Independent Director
Shri S B Dangayach	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 2019-20, four (04) Meetings of the Committee were held viz.:

17.05.2019	08.08.2019	11.11.2019	13.02.2020	
------------	------------	------------	------------	--

Details of Attendance:

Name	No. of Meetings attended
Smt. Vatsala Vasudeva, IAS	04
Dr. K M Joshi	04
Shri S B Dangayach	03

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

As on March 31, 2020, the Personnel Committee comprised four (04) Directors viz.:

Dr. K M Joshi	Independent Director, Chairman of the Committee
Dr. B A Prajapati	Independent Director
CS V V Vachharajani	Nominee 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 2019-20, three (03) Meetings of the Committee were held viz.:

14.05.2019	31.08.2019	11-03-2020
------------	------------	------------

Details of Attendance:

Name	No. of Meetings attended
Dr. K M Joshi	03
Dr. B A Prajapati	02
CS V V Vachharajani	03
Smt. Vatsala Vasudeva, IAS	03

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 criteria 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 2019-20 to Smt. Vatsala Vasudeva, IAS, Managing Director of the Company:

Particulars of remuneration paid to Smt. Vatsala Vasudeva, IAS	Amount (₹ in Lakhs)
Salary	26.02
Value of perquisites	4.07
Total	30.09



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Non-Executive Directors:

Name	Relationship with other Directors	Business relationship with the Company, if any	Sitting Fees (in ₹)		
			Board Meetings	Committee Meetings	Total
Smt. Sunaina Tomar, IAS*Chairperson (from 10/01/2020)	No	No	10000	0	10000
Shri Pankaj Joshi, IAS*Chairman (from 11/11/2019 to 16/12/2019)	No	No	60000	0	60000
Prof. Shekhar Chaudhuri	No	No	60000	60000	120000
Dr. K M Joshi	No	No	70000	200000	270000
Shri P K Gera, IAS (Retd.)*	No	No	30000	20000	50000
Shri Roopwant Singh , IAS*(from 11/11/2019)	No	No	0	0	0
Smt. Shahmeena Husain, IAS* (from 11/11/2019)	No	No	10000	0	10000
Shri Milind Torawane, IAS*(upto 04/10/2019)	No	No	10000	0	10000
Shri S B Dangayach	No	No	60000	100000	160000
Dr. B A Prajapati	No	No	50000	90000	140000
Shri N N Misra	No	No	60000	20000	80000
CS V V Vachharajani	No	No	50000	60000	110000
Shri Prabhat Singh	No	No	0	0	0
Total			470000	550000	1020000

*Fees Deposited in Govt. Treasury.

5. DISCLOSURES:

- The Company does not have any materially significant related party transactions i.e. transactions material in nature, with its promoters, Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. Transactions with related parties, 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.
- 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 2019-20.
- 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.
- 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.
- 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. 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.



- f) 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.

- g) No funds were raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A);
- h) Details of Fees paid to Statutory Auditors during FY 2019-20:

Sr.	Particulars of Fees	Amount (₹ In Lakhs)
1	Audit Fees	12.75
2	Taxation Services	2.59
3	Other services	0.15
4	Reimbursement of expenses	0.03
	Total	15.52

- j) No complaints were received or were pending as on 31st March, 2020 in relation to the Sexual Harrassment 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 2019-20 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
30.06.2019	11/07/2019	11/07/2019
30.09.2019	15/10/2019	15/10/2019
31.12.2019	15/01/2020	15/01/2020
31.03.2020	15/05/2020	15/05/2020

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 2019-20. 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



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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 ₹ 1281.68 crores, ii) "CARE AA-;Stable / CARE A1+" rating in respect of for Long Term/Short Term Bank Facilities of ₹ 384.03 crores and iii) "CARE A1+" rating in respect of Short Term Bank Facilities of ₹ 410.00 crores during FY 2019-20.

CEO and CFO Certification:

Pursuant to the requirements of Listing Regulations, Chief Executive Officer (CEO) 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 2019-20	Date of Approval by Board	Date of publication	Newspapers
Q1 UFR*	08.08.2019	09.08.2019	Business Standard (All editions) Loksatta-Vadodara (Gujarati) edition
Q2 UFR*	11.11.2019	13.11.2019	
Q3 UFR*	13.02.2020	14.02.2020	
Full year AFR**	15.06.2020	17.06.2020	

* 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.

Subsidiary Company:

The Company had promoted a wholly owned non material unlisted Indian subsidiary Company viz. GIPCL Projects and Consultancy Company Ltd. (GIPCO) incorporated on 30th August, 2012 having CIN U74999GJ2012PLC071761. The Board of Directors of GIPCL and GIPCO on 21st December, 2017 and 22nd December, 2017 respectively approved Voluntary Liquidation of GIPCO under Section 59 of The Insolvency and Bankruptcy Code, 2016 and Regulations made there under. Accordingly,



Liquidator, GIPCO was appointed on 03/01/2019 and the Company effectively ceased to be a subsidiary from the said date. Thereafter Liquidator, GIPCO submitted its Final Report and Application was moved to National Company Law Tribunal (NCLT) on 26/04/2019 for Voluntary Liquidation of GIPCO.

Pursuant to the Order passed by the Hon'ble NCLT on 6th January, 2020, the said subsidiary GIPCO stands dissolved.

7. GENERAL INFORMATION FOR SHAREHOLDERS:

Financial Year of the Company	1 st April to 31 st March
Power Plant Locations	
145 MW Station I 165 MW Station II	P. O. : Petrochemicals - 391 346, District Vadodara.
500 MW Surat Lignite Power Plant 5 MW PV based Solar Power Plant	At & P.O.: Village Nani Naroli, Taluka: Mangrol, District: Surat – 394 110.
1 MW Distributed Solar Power Plants each	1. Village: Amrol, District: Anand – 388 510. 2. Village: Vastan, Taluka: Mangrol, District: Surat - 394 110.
15 MW Wind Power Project 26 MW Wind Power Project 50.4 MW Wind Power Project 21 MW Wind Power Project 80 MW Solar Power Project 75 MW Solar Power Project	Village: Kotadapitha, Taluka: Babra, Dist.: Amreli. Village: Rojmal, Ta.: Botad, Dist.: Rakjot. Village: Kuchhdi, Ta.: & Dist.: Porbandar. Village: Nakhatrana, Ta.: & Dist.: Kutch. Village Charanka, Ta.: & Dist.: Patan. Village Charanka, Ta.: & Dist.: Patan.
Listing on Stock Exchanges with Scrip Code / Symbol and confirmation of Listing Fees paid for FY 2019-20.	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- EQ Exchange Plaza, 5 th floor, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051. Listing Fees for FY 2020-21 has been electronically paid to BSE and NSE on 28/04/2020, both by RTGS.
Books Closure Dates	From Saturday, the 5 th December, 2020 to Tuesday, the 15 th December, 2020 (both days inclusive).
Day, Date, Time and Venue of 35 th Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM)	The 35 th AGM of the Company will be held on Tuesday, the 15 th December, 2020 at 4.00 pm at the Registered Office of the Company at P.O.: Petrochemicals – 391 346, Dist.: Vadodara.
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 before 19-12-2020.
Name and Address of Compliance Officer of the Company	CS Achal S Thakkar, Company Secretary P.O.: Petrochemicals - 391 346, 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) 2356791/2356794 E-mail: vadodara@linkintime.co.in
No. of Employees	517



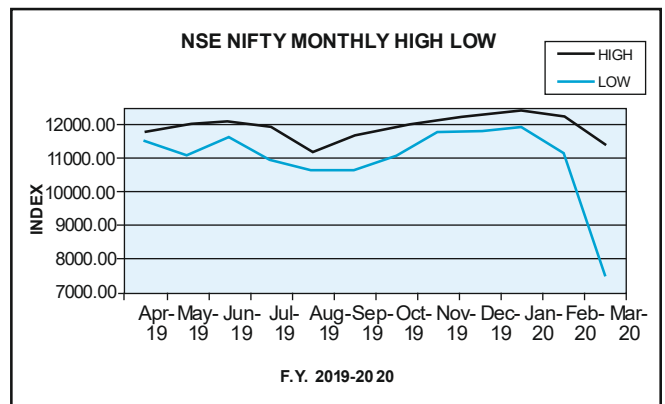
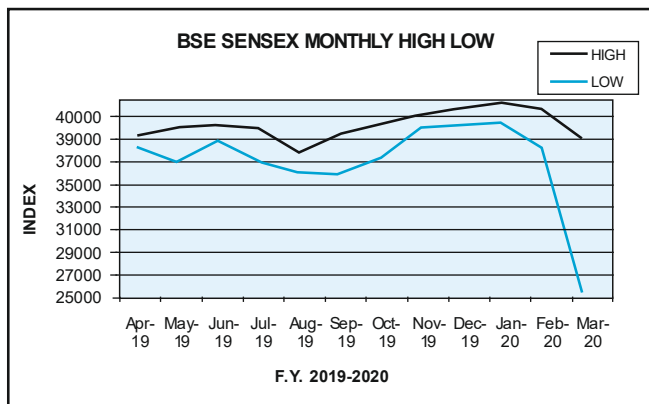
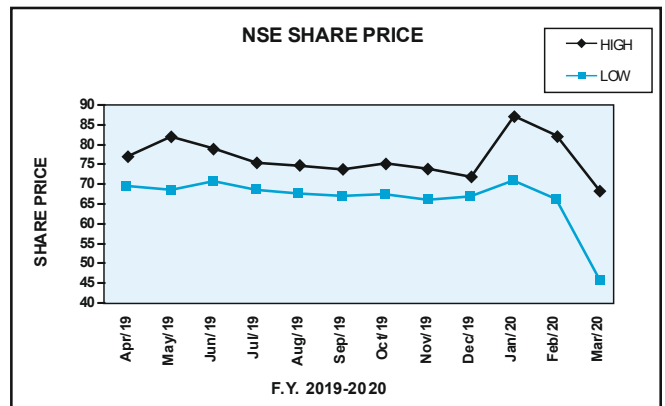
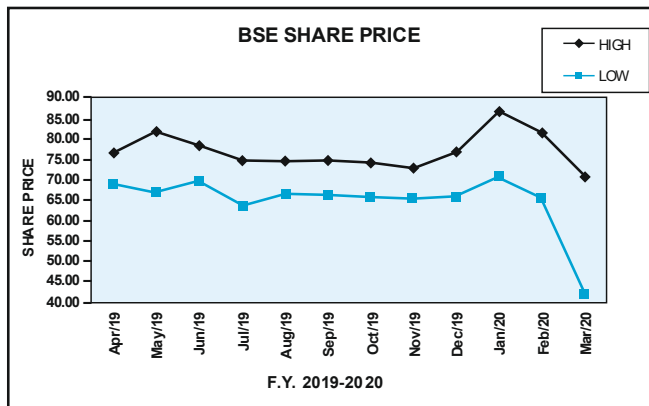
Gujarat Industries Power Company Limited

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 2019 to March 2020 are:

Month	BSE		NSE	
	High	Low	High	Low
APRIL 2019	76.90	69.25	76.80	69.00
MAY 2019	82.00	67.10	81.90	67.90
JUNE 2019	78.60	70.00	78.60	70.15
JULY 2019	75.00	64.00	74.90	68.00
AUGUST 2019	74.80	66.75	74.25	66.95
SEPTEMBER 2019	75.00	66.60	73.25	66.30
OCTOBER 2019	74.40	66.05	74.80	66.75
NOVEMBER 2019	73.00	65.80	73.40	65.60
DECEMBER 2019	77.00	66.05	71.50	66.25
JANUARY 2020	87.00	71.05	86.90	70.50
FEBRUARY 2020	81.75	65.60	81.90	65.50
MARCH 2020	71.00	42.50	67.60	44.25

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 2019 to March 2020:





Share Transfer 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, 2020:

Category	No. of Shares held	(%) to Share Capital
Promoters	84236161	55.69
Central/State Govt. Bodies Corporate	14470192	9.57
Institutional Investors	22498959	14.87
Foreign Institutional Investors/ NRI	2432833	1.61
Indian Public	27182041	17.97
NBFC registered with RBI	12090	0.01
IEPF	418912	0.28
Transferred to IEPF		
GRAND TOTAL	151251188	100

Distribution of Shareholding as on March 31, 2020:

Category (No. of Shares)	No. of Shareholders	% of Total No. of Shareholders	No. of Shares	% of Total No. of Shareholders
From To				
Upto 5000 Shares	53282	98.71	14593836	9.65
5001 – 10000	338	0.62	2511247	1.67
10001 – 20000	156	0.29	2229946	1.47
20001 – 30000	71	0.13	1746570	1.15
30001 – 40000	25	0.05	8893414	0.59
40001 – 50000	25	0.05	1090425	0.72
50001 – 100000	29	0.05	2099877	1.39
100001 and above	54	0.10	126089873	83.36
TOTAL	53980	100	151251188	100

Summary of Shareholders and Shares held in Physical and Demat mode as on March 31, 2020:

Particulars	Physical	Demat NSDL	Demat CDSL	Total
Total Shareholders (Nos.)	7,264	29,488	17,228	53,980
Percentage to Total Shareholders (%)	13.46	54.63	31.91	100.00
Total shares (Nos.)	8,79,989	13,64,60,352	1,39,10,847	15,12,51,188
Percentage to Total Share Capital (%)	0.58	90.22	9.20	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 2019-20.



Gujarat Industries Power Company Limited

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, 2020 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, 2020 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 :
 - 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 General Manager (Finance & HR&A) & Chief Financial Officer	Smt. Vatsala Vasudeva, IAS Managing Director (DIN: 07017455)
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Date: 18th August, 2020
Place: Vadodara.

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 2019-20.

For Gujarat Industries Power Company Limited

Date: 18th August, 2020
Place: Vadodara.

Smt. Vatsala Vasudeva, IAS
Managing Director
(DIN: 07017455)

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Gujarat Industries Power Company Limited
P.O. Petrochemicals - 391346
Dist. Vadodara.

We have examined the compliance of the conditions of Corporate Governance by **Gujarat Industries Power Company Limited** (hereinafter referred to as the Company), for the financial year ended **March 31, 2020** 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

Date: 18th August, 2020
Place: Vadodara

(J. J. Gandhi)
Proprietor
CP No. 2515
UDIN: F003519B000588972



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. Petrochemicals – 391 346, District Vadodara.
4.	Website:	www.gipcl.com
5.	E-mail id:	investors@gipcl.com
6.	Financial Year reported :	2019-20
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. 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):	₹ 137882.82 Lakhs
3.	Total profit after taxes (INR):	₹ 24798.38 Lakhs
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	- 3.14%
5.	List of activities in which expenditure in 4 above has been incurred:-	
	(a) Drinking Water, Sanitation, Support to CHC, Medical Camps, Mobile Medical Unit	
	(b) Infrastructure Support, Resource & Empowerment, Education Activities	
	(c) Self Help Groups, Skill enhancement Training	
	(d) Roads, Culverts & Infrastructures	
	(e) Maintenance & Protection, Nursery & Vermicompost	
	(f) Contingency & Other Administrative	

SECTION C: OTHER DETAILS

- Does the Company have any Subsidiary Company/ Companies? **No.**
- Do the Subsidiary Company/Companies participate in the BR Initiatives of the Parent Company? **Not applicable.**
- 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	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	Do you have a policy/policies for - (Please refer relevant Notes below)	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 are carried out by external Agency e.g. Safety and Environmental Audit, Audit of ISO 14001:2004 and OHSAS 18001:2007 for Occupational Health & Safety Assessment Series, ISO 9001:2008 and ISO 50001:2011 for 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 projects / programmes / 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 from the financial year 2019-20 and which forms part of this Annual Report of the Company shall be uploaded on the website of the Company - 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:



Gujarat Industries Power Company Limited

- 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.
 - (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 Limestone and Lignite.
- 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.

National Award was conferred to GIPCL-SLPP, as the "Winner" of "Fly Ash Utilization Award-2020" for Efficient Management of Fly Ash (100% Ash utilization) for third consecutive year in the category of Thermal Power Stations < = 500 MW at 9th Fly Ash utilization, conference-Expo-Awards-2020, Organized by Mission Energy Foundation, supported by Ministry of Environment & Forest, Ministry of Power, Ministry of Coal, Ministry of Road Transport and Highways, Ministry of Steel and Ministry of Urban Development, on 28th February 2020 at Goa.

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: **517**.
2. Please indicate the Total number of employees hired on temporary / contractual /casual basis : **1141**.
3. Please indicate the Number of permanent women employees : **8**.
4. Please indicate the Number of permanent employees with disabilities – **3**.
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? – **41%**
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?
- Permanent Employees: **40.81%**
 - Permanent Women Employees: **37.5%**
 - Casual/Temporary/Contractual Employees: **40.67%**
 - 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, 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, 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.

GIPCL initiated a demonstrative project for providing training at a centre for competitive exams at Taluka place. Here, the Company provides services of free online submission of application for various government jobs as well as provides guidance towards preparation for competitive exam along with facility of related library.

The Company has also been organizing Clean Home, Street & Village Competitions since 2007-08, in which Self Help Group members participate in the said competition and price distribution is also organized under the extension part of Swachhh Bharat Abhiyan.

The Company has also provided physiotherapist facility for Divyang children at Block Resource Centre (BRC), Mangrol, District Surat.

The Company has also 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.



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 (OHSAS) 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 (SO_x, NO_x and SPM), ambient air and effluent discharge for efficient and better control of pollution. The manufacturing facilities have established ISO 14001 based Environment Management System so deviations from laid down policies and procedures are tracked and reviewed by effective procedures of Corrective Action.

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 (The 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 Energy Management Award-2019 for Outstanding Performance in Energy Conservation (for third consecutive year) conferred by Confederation of Indian Industry (CII), Hyderabad and recognized as 'Energy Efficient Unit'. The award was received on 18th Sep'2019 in a function organized by CII at HICC, Hyderabad.

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 2019-20 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 2019-20.

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:
- Federation of Indian Mineral Industries
 - GUJMIN Industries Association
 - 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, Environment Sustainability 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 2019-20, the Company has spent ₹ 724.11 lakh as CSR expenditure for undertaking various CSR projects / activities such as Health, Education, Livelihood, Development of Village Infrastructure and Women Empowerment.
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 at the core and awareness 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 March 31, 2020, 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 specified 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 March 31, 2020, and total comprehensive income (comprising of profit and other 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 Auditors' 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 ethical 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 audit opinion.

Emphasis of Matter

We draw your attention to the Note No. 58 to the Financial Statements, which describes the impact of Coronavirus disease 2019 (COVID-19) on the operations and financials of the Company.

Our opinion not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of these 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	How our audit addressed the matter
1.	<p>Provision for Mine Decommissioning Cost and corresponding Asset for Mine Closure (Refer to note 3(iv), 4(iii) (a), 6 and 26 (a) and (b) to the financial statements)</p> <p>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.</p> <p>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.</p> <p>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.</p>	<p>Principal Audit Procedures</p> <p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • 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.



Gujarat Industries Power Company Limited

Sr. No.	Key Audit Matter	How our audit addressed the matter
		<p>Conclusion: Based on the procedures described above, we did not identify any material exceptions to the management's estimation process, methodology and disclosure of the subject matter in financial statements.</p>
2.	<p>Litigations and Claims (Refer to note 3 (xvii), 4(i) and 47 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.</p>	<p>Principal Audit Procedures Our audit procedures included the following:</p> <ul style="list-style-type: none"> • Understanding the current status of disputed tax matters and other litigations and claims and discussing selected matters with the entity's management. • 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. <p>Conclusion: Based on the procedures described above, we did not identify any material exceptions to the management's assertions and treatment, presentation and disclosure of the subject matter in financial statements.</p>
3.	<p>Adoption of Ind AS 116 - Leases (Refer to note 3 (xii), 4 (ii)(a), 8, 25, 31, 40, 41 and 57 to the financial statements) The Company has adopted Ind AS 116 - Leases w.e.f April 1, 2019. The application and transition to this Ind AS is complex and is an area of focus in our audit since the Company has a number of leases with different contractual terms. Ind AS 116 introduces a new lease accounting model, wherein lessees are required to recognize a right-of-use (ROU) asset and a lease liability arising from a lease on the balance sheet. The lease liabilities are initially measured by discounting future lease payments during the lease term as per the contract/arrangement. Adoption of the standard involves significant judgements and estimates including, determination of the discount rates and the lease term. Additionally, the standard mandates detailed disclosures in respect of transition.</p>	<p>Principal Audit Procedures Our audit procedures on adoption of Ind AS 116 include:</p> <ul style="list-style-type: none"> • Assessing the Company's evaluation on the identification of leases based on the contractual agreements and our knowledge of the business; • Evaluating the method of transition and related adjustments; the reasonableness of the discount rates applied in determining the lease liabilities; • Assessing the key terms and conditions of each lease with the underlying lease contracts • Assuring completeness of the lease data by reconciling the Company's operating lease commitments to data used in computing ROU assets and the lease liabilities. • Assessed and tested the presentation and disclosures relating to Ind AS 116 including, disclosures relating to transition. <p>Conclusion: Based on the procedures described above, we did not identify any material exceptions to the management's assertions and treatment, presentation and disclosure of the subject matter in financial statements.</p>

Information Other than the Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Corporate Governance Report and Shareholder's Information but does not include the financial statements and our auditors' 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 accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the 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 auditors' 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 skepticism 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 with reference to financial statements 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 auditors' 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 auditors' 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.

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 and are therefore the key audit matters. We describe



these matters in our auditors' report unless law or regulation precludes public disclosure about the matters 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 Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flows 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;
 - e. on the basis of the written representations received from the directors as on March 31, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, 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 Auditors' Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
 - h. with respect to the other matters to be included in the Auditors' 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 47 to the financial statements;
 - ii. the Company did not have any long-term contracts including derivative contracts as at March 31, 2020;
 - 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 ₹ 0.05 Lakhs which is held in abeyance due to pending legal cases.

For K. C. Mehta & Co.
Chartered Accountants
Firm's Registration No.106237W

Vishal P. Doshi
Partner
Membership No. 101533
UDIN: 20101553AAAABH8744

Place: Vadodara
Date: June 15, 2020



ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of **Gujarat Industries Power Company Limited**)

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. (Property, Plant & Equipment).
- (b) The fixed assets (Property, Plant & Equipment) of the Company are physically verified by the management according to a phased programme designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets (Property, Plant & Equipment) has been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
- (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 March 31, 2020	Net Block as at March 31, 2020
Freehold land	8	112.05	112.05

- ii. In our opinion, the inventories have been physically verified by the management at reasonable interval during the year. In certain cases, the stocks have been verified on the basis of visual survey/estimates. In our opinion and according to the information and explanations given to us, discrepancies noticed on physical verification of inventories were not material and have been properly dealt with in the books of account.
- iii. The Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 and therefore, reporting under clause (iii) of the Order is not applicable to the Company.
- iv. The Company has not given any loan or guarantee or security under section 185 of the Act. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 186 of the Act in respect of the Investments made.
- v. According to the information and explanations given to us, the Company has not accepted any deposits during the year from the public within the meaning of provisions of section 73 to 76 of the Act and the rules framed thereunder or under the directives issued by the Reserve Bank of India and therefore, reporting under clause (v) of the Order is not applicable to the Company.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the order of the Central Government for maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 and are

of the opinion that prima facie the prescribed records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete.

- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has been regular in depositing with appropriate authorities undisputed statutory dues, including provident fund, employee's state insurance, income-tax, sales tax, duty of customs, value added tax, goods and service tax, cess and other statutory dues applicable to it. Further, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2020 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no disputed dues in respect of value added tax, goods and service tax, excise duty and duty of customs which have not been deposited. The following are the particulars of income tax and service tax as at March 31, 2020 which have not been deposited on account of dispute:

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

- viii. In our opinion and 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.
- ix. In our opinion and according to the information and explanations given to us, the term loans raised during the year have been applied for the purpose for which they were raised. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.
- x. To the best of our knowledge and according to information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.



Gujarat Industries Power Company Limited

- xii. In our opinion and according to information and explanations given to us, the Company is not a Nidhi Company and therefore, reporting under clause (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and therefore, reporting under clause (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions specified under section 192 of the

Act with directors or persons connected with directors and therefore, reporting under clause (xv) of the Order is not applicable to the Company.

- xvi. In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For K. C. Mehta & Co.
Chartered Accountants
Firm's Registration No.106237W

Vishal P. Doshi
Partner
Membership No. 101533
UDIN: 20101553AAAABH8744

Place: Vadodara
Date: June 15, 2020



ANNEXURE B TO THE INDEPENDENT AUDITORS' 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** on the financial statements of even date)

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act.

We have audited the internal financial controls with reference to financial statements of **Gujarat Industries Power Company Limited** ("the Company") as of March 31, 2020 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 Company's management 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 ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements 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, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

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

Meaning of Internal Financial Controls with reference to financial statements

A Company's internal financial controls with reference to financial statements 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 controls with reference to financial statements 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 with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements 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, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, 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 K. C. Mehta & Co.
Chartered Accountants
Firm's Registration No. 106237W

Vishal P. Doshi
Partner
Membership No. 101533
UDIN: 20101553AAAABH8744

Place: Vadodara
Date: June 15, 2020



Gujarat Industries Power Company Limited

BALANCE SHEET AS AT 31ST MARCH, 2020

(₹ in Lakhs)

Particulars	Note No.	As at 31 st March, 2020	As at 31 st March, 2019
I ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipment	5	2,61,589.44	2,56,923.24
(b) Mine Development Assets	6	13,336.73	5,921.99
(c) Capital work-in-progress	7	467.28	16,626.53
(d) Right-of-use Assets	8	12,997.44	-
(e) Intangible assets	5	406.64	390.04
(f) Intangible assets under development	9	-	105.80
(g) Financial Assets			
(i) Investments	10	5,980.58	8,955.42
(ii) Loans	11	4.00	4.00
(iii) Others	12	12,654.67	10,317.17
(h) Other non-current assets	13	8,397.29	17,046.75
Total Non-current Assets		3,15,834.07	3,16,290.94
2 Current assets			
(a) Inventories	14	16,047.39	16,557.13
(b) Financial Assets			
(i) Trade receivables	15	19,256.39	21,441.22
(ii) Cash and cash equivalents	16	37,004.89	26,060.34
(iii) Bank balances other than (ii) above	17	171.69	170.06
(iv) Others	18	1,752.80	1,093.37
(c) Current Tax Assets (Net)	19	323.67	-
(d) Other current assets	20	2,589.93	1,524.84
Total Current Assets		77,146.76	66,846.96
TOTAL ASSETS		3,92,980.83	3,83,137.90
II EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share capital	21	15,125.12	15,125.12
(b) Other Equity	22	2,59,682.03	2,41,948.80
Total Equity		2,74,807.15	2,57,073.92
2 Deferred Government Grant	23	5,578.64	5,921.25
LIABILITIES			
3 Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	24	38,355.71	36,658.50
(ii) Other financial liabilities	25	1,572.67	791.66
(b) Provisions	26	23,892.34	14,649.37
(c) Deferred tax liabilities (Net)	27	23,092.44	24,258.93
(d) Other non-current liabilities	28	8.20	16.74
Total Non-current Liabilities		86,921.36	76,375.20
4 Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	29	323.95	5,887.52
(ii) Trade payables	30		
- Micro and Small Enterprises		38.69	77.98
- Other than Micro and Small Enterprises		10,918.33	14,336.85
(iii) Other financial liabilities	31	10,555.90	21,647.70
(b) Other current liabilities	32	2,188.35	1,081.61
(c) Provisions	33	1,648.46	372.42
(d) Current Tax Liabilities (Net)	34	-	363.45
Total Current Liabilities		25,673.68	43,767.53
TOTAL EQUITY AND LIABILITIES		3,92,980.83	3,83,137.90

See accompanying notes to the financial statements

1-60

As per our report of even date attached

For **K.C.Mehta & Co.**
Chartered Accountants

Vishal P Doshi
Partner
Membership No. 101533

Place: Vadodara
Date: 15th June, 2020

For and on behalf of the Board

Sunaina Tomar
Chairperson
DIN: 03435543

K.K.Bhatt
GM (Finance) & CFO

Place: Vadodara
Date: 15th June, 2020

Vatsala Vasudeva
Managing Director
DIN: 07017455

Achal S. Thakkar
Company Secretary



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in Lakhs)

Particulars	Note No.	For the Year ended 31 st March, 2020	For the Year ended 31 st March, 2019
I Revenue from Operations	35	1,37,882.82	1,40,735.26
II Other Income	36	4,188.93	11,691.28
III TOTAL (I+II)		1,42,071.75	1,52,426.54
IV EXPENDITURE :			
Cost of Material Consumed	37	58,958.41	61,994.88
Generation Expenses	38	13,090.95	11,228.94
Employee Benefits Expense	39	10,841.00	8,757.16
Finance Cost	40	5,072.99	5,031.63
Depreciation and Amortisation Expenses	41	19,075.50	16,840.18
Other Expenses	42	4,494.91	3,937.32
TOTAL (IV)		1,11,533.76	1,07,790.11
V Profit before exceptional item & Tax (III-IV)		30,537.99	44,636.43
VI Exceptional Items	43	-	21,808.00
VII Profit before Tax (V-VI)		30,537.99	22,828.43
VIII Tax Expenses	44a & b		
Current Tax		5,460.96	9,321.56
Deferred Tax		278.65	(4,133.56)
IX Profit For the year (VII-VIII)		24,798.38	17,640.43
X Other Comprehensive Income			
a) Remeasurement of Defined benefit obligations		(380.81)	(54.61)
b) Equity instruments through OCI		(2,974.84)	(1,992.60)
Items that will not be reclassified to profit or loss		(3,355.65)	(2,047.21)
c) Income tax on above	44c	1,578.39	478.86
Total Other Comprehensive Income (net of tax)		(1,777.26)	(1,568.35)
XI Total Comprehensive Income for the year (IX+X) (Comprising Profit and Other Comprehensive Income for the year)		23,021.12	16,072.08
XII Earning per share (Basic and Diluted)	45	16.40	11.66
See accompanying notes to the financial statements	1-60		

As per our report of even date attached

For **K.C.Mehta & Co.**
Chartered Accountants**Vishal P Doshi**
Partner
Membership No. 101533Place: Vadodara
Date: 15th June, 2020

For and on behalf of the Board

Sunaina Tomar
Chairperson
DIN: 03435543**K.K.Bhatt**
GM (Finance) & CFO**Vatsala Vasudeva**
Managing Director
DIN: 07017455**Achal S. Thakkar**
Company SecretaryPlace: Vadodara
Date: 15th June, 2020



Gujarat Industries Power Company Limited

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020

(i) Equity Share Capital

Particulars	(₹ in Lakhs)
As at 1 st April, 2018	15,125.12
Additions/(Reductions)	-
As at 31 st March, 2019	15,125.12
As at 1 st April, 2019	15,125.12
Additions/(Reductions)	-
As at 31 st March, 2020	15,125.12

(ii) Other Equity

(₹ in Lakhs)

Particulars	Reserve and Surplus						Item of Other Comprehensive Income Equity instruments through other comprehensive income	Total
	Capital Redemption Reserve	Expansion Reserve	Securities Premium Reserve	General Reserve	Cash Flow Hedge Reserve	Retained earnings		
As at 1st April 2018	3,455.88	89,000.00	33,316.97	84,370.00	(22.72)	14,232.21	6,424.87	2,30,777.21
Profit for the year	-	-	-	-	-	17,640.43	-	17,640.43
Other Comprehensive Income for the year (net of tax)	-	-	-	-	-	-	(1,532.82)	(1,532.82)
Re-measurement of Defined Benefit Plans (net of tax)	-	-	-	-	-	(35.53)	-	(35.53)
Total comprehensive income for the year	3,455.88	89,000.00	33,316.97	84,370.00	(22.72)	31,837.11	4,892.05	2,46,849.29
Payment of dividends	-	-	-	-	-	(4,083.78)	-	(4,083.78)
Tax on dividends	-	-	-	-	-	(839.43)	-	(839.43)
Impact of changes in fair value of derivatives	-	-	-	-	22.72	-	-	22.72
Transferred from retained earning	-	9,000.00	-	9,000.00	-	(18,000.00)	-	-
As at 31st March 2019	3,455.88	98,000.00	33,316.97	93,370.00	-	8,913.90	4,892.05	2,41,948.80
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	2,64,969.92
Payment of dividends	-	-	-	-	-	(4,386.28)	-	(4,386.28)
Tax on dividends	-	-	-	-	-	(901.61)	-	(901.61)
Impact of changes in fair value of derivatives	-	-	-	-	-	-	-	-
Transferred from retained earning	-	9,000.00	-	9,000.00	-	(18,000.00)	-	-
As at 31st March 2020	3,455.88	1,07,000.00	33,316.97	1,02,370.00	-	10,176.65	3,362.53	2,59,682.03

As per our report of even date attached

For **K.C.Mehta & Co.**
Chartered Accountants

Vishal P Doshi
Partner
Membership No. 101533

Place: Vadodara
Date: 15th June, 2020

For and on behalf of the Board

Sunaina Tomar
Chairperson
DIN: 03435543

K.K.Bhatt
GM (Finance) & CFO

Place: Vadodara
Date: 15th June, 2020

Vatsala Vasudeva
Managing Director
DIN: 07017455

Achal S. Thakkar
Company Secretary


STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in Lakhs)

Particulars	For the Year ended 31 st March, 2020	For the Year ended 31 st March, 2019
[A] CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax after exception items	30,537.99	22,828.43
Adjustments for:		
Depreciation	18,943.28	16,735.65
Amortisation of Mines Development Assets	132.22	104.53
Amortisation of Initial Mines Development Expenditure	671.23	673.46
Finance Cost	4,319.88	4,413.18
Unwinding of Decommissioning Liabilities	718.15	618.45
Amortisation of Government Grant	(342.61)	(342.30)
Loss on Extinguishment of Investment in Associate	-	21,808.00
Unwinding of Lease Liabilities	34.96	-
Dividend Income	(93.60)	(75.98)
Interest Income	(2,681.99)	(1,213.10)
Profit on Liquidation of Subsidiary	-	(12.50)
(Profit)/Loss on sale of Property, Plant and Equipments (Net)	74.70	3.11
Operating Profit/(Loss) before changes in working capital	52,314.21	65,540.93
Adjustment for (Increase)/Decrease in Operating Assets		
Inventories	509.74	(1,397.23)
Trade Receivables	2,184.83	4,556.46
Loans and Advances	-	0.05
Other Assets	(1,882.52)	579.60
Adjustment for Increase/(Decrease) in Operating Liabilities		
Trade Payables	(3,457.81)	4,275.71
Other Liabilities and Provisions	1,241.80	(7,499.09)
Cash flow from operations after changes in working capital	50,910.25	66,056.43
Net Direct Taxes (Paid)/Refunded	(5,920.84)	(4,965.58)
Net Cash Flow from/(used in) Operating Activities	44,989.41	61,090.85
[B] CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets including CWIP & Capital Advances	(11,442.20)	(25,280.89)
Sale of Property, Plant and Equipment	9.70	11.22
Mining actual expenditure	(528.91)	-
Sale of Investments	-	37.50
Interest Received	2,343.71	1,159.54
Dividend Received	93.60	75.98
Bank Balances not considered as Cash and Cash Equivalents	(2,332.74)	(2,488.06)
Net Cash Flow from/(used in) Investing Activities	(11,856.84)	(26,484.71)



STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in Lakhs)

Particulars	For the Year ended 31 st March, 2020	For the Year ended 31 st March, 2019
[C] CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowings	7,750.00	13,600.00
Repayment of Borrowings	(14,732.00)	(15,462.98)
Net Increase/(Decrease) in Working Capital Borrowings	(5,563.57)	(2,490.42)
Payment of Lease Liabilities	(34.47)	-
Finance Cost Paid	(4,320.09)	(4,449.37)
Dividend on Equity Paid	(4,386.28)	(4,083.78)
Tax on Dividend Paid	(901.61)	(839.43)
Net Cash Flow from/(used in) Financing Activities	(22,188.02)	(13,725.98)
Net Increase/ (Decrease) in Cash and Cash Equivalents	10,944.55	20,880.16
Cash & Cash Equivalents at beginning of period	26,060.34	5,180.18
Cash and Cash Equivalents at end of period	37,004.89	26,060.34
Notes:		
i. Cash and Cash equivalents comprise of:		
Cash on Hands	1.40	1.66
Balance with Banks	37,003.49	26,058.68
Cash and Cash equivalents	37,004.89	26,060.34
ii. Reconciliation of Liabilities from financial activities:		
Long-term Borrowings		
Opening Balance	51,390.50	51,003.48
Cash Flows	(6,982.00)	387.02
Closing Balance	44,408.50	51,390.50
Short-term Borrowings		
Opening Balance	5,887.52	10,659.03
Cash Flows	(5,563.57)	(4,740.42)
Foreign exchange movement	-	(31.09)
Closing Balance	323.95	5,887.52
Lease Liabilities		
Opening Balance	-	-
Addition during the year	409.02	-
Finance Cost	34.96	-
Cash Flows	(34.47)	-
Closing Balance	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 **K.C.Mehta & Co.**
Chartered Accountants

Vishal P Doshi
Partner
Membership No. 101533

Place : Vadodara
Date : 15th June, 2020

For and on behalf of the Board

Sunaina Tomar
Chairperson
DIN: 03435543

K.K.Bhatt
GM (Finance) & CFO

Place : Vadodara
Date : 15th June, 2020

Vatsala Vasudeva
Managing Director
DIN: 07017455

Achal S. Thakkar
Company Secretary



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.: Petrochemicals – 391346, 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 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.



NOTES TO THE FINANCIAL STATEMENTS

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 of Tariff) 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.

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.

Assets are identified with power generating units/power plants. As per Central Electricity Regulatory Commission (Terms and condition of Tariff) Regulation, 2014 useful life of Gas/Lignite based power plant is 25 Years and as per Central Electricity Regulatory Commission (Terms and condition of Tariff) Regulation, 2017 useful life of solar and wind power generating units is also 25 years.

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 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.



NOTES TO THE FINANCIAL STATEMENTS

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 and for renewable energy Central Electricity Regulatory Commission (Terms and Conditions of Tariff) 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.

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.



NOTES TO THE FINANCIAL STATEMENTS

ix) Investments in subsidiary and associate

An associate in an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over the policies. Investments in Subsidiaries and Associates are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of investment is assessed and written down immediately to its recoverable amount. On disposal of investments in Subsidiaries and Associate, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

x) 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

xi) Revenue Recognition

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

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

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

- a. Revenue from sale of power is recognized when no significant uncertainty as to the measurability or ultimate collection exists.
- b. Interest on investment is booked on a time proportion basis taking into account the amounts invested and the rate of interest.
- c. Dividend income is recognized when the right to receive payment is established.
- d. Claims lodged with insurance company in respect of risk insured are accounted on admittance basis.
- e. Delayed payment charges under Power Purchase Agreements are recognized, on grounds of prudence, as and when recovered.
- f. Other income is recognized on accrual basis except when realization of such income is uncertain.
- g. Deviation Settlement Mechanism (DSM) charges receivable/payable is accounted as and when notified by State Load Dispatch Center (SLDC)
- h. Liquidated damages/penalties deducted from suppliers / contractors are recognized as income or credited to the cost of assets at the time of final settlement. Till such time, they are shown under liabilities.

xii) Leases

As a lessee

The Company's 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 if whether it will exercise an extension or a termination option.

xiii) Foreign Exchange Transactions

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

xiv) Employee Benefits

Employee benefits include salaries, wages, provident fund, gratuity, leave encashment, compensated absences and post-retirement medical benefits.

a. Short-term employee benefits.

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

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 recognised in the Statement of Profit and Loss.

Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest as defined above), are recognized in other comprehensive income in the period in which they occur and are not subsequently reclassified to profit and loss.

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



NOTES TO THE FINANCIAL STATEMENTS

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 .

xv) Taxes on Income

Income tax expense represents the sum of the current tax expense and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in current/ other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability, Accordingly, MAT is recognised as deferred tax assets in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

Current and deferred tax for the year

Current and deferred tax are recognized in Statement of profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

xvi) Borrowing Costs

Borrowing Cost specifically identified to the acquisition or construction of qualifying assets is capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

xvii) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).



NOTES TO THE FINANCIAL STATEMENTS

Contingent liabilities are disclosed in the financial statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

Contingent assets are not recognized but disclosed in the financial statements when an inflow of economic benefits is probable.

xviii) Financial instruments

Financial assets and financial liabilities are recognized when Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

xix) Financial assets

a. Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

b. Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost using the effective interest method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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.



NOTES TO THE FINANCIAL STATEMENTS

On derecognition of a financial asset in its entirety, (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in Statement of Profit and Loss.

xx) Financial liabilities and equity instruments

a. Financial liabilities are measured at amortized cost using the effective interest method.

b. Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

c. Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs.

d. Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in statement of profit or loss.

e. The Company designates certain hedging instruments, such as derivatives, such as forward contracts, as either fair value hedges or cash flow hedges. Hedges of foreign exchange risk on firm commitments are accounted as cash flow hedges.

Cash flow hedges: In case of transaction related hedges, the effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated in equity as 'hedging reserve'. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss. Amounts previously recognised in other comprehensive income and accumulated in equity relating to the effective portion, are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same head as the hedged item. The effective portion of the hedge is determined at the lower of the cumulative gain or loss on the hedging instrument from inception of the hedge and the cumulative change in the fair value of the hedged item from the inception of the hedge and the remaining gain or loss on the hedging instrument is treated as ineffective portion.

xxi) Statement of Cash Flows

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

4 i) Critical Accounting Judgments and Key Sources of Estimation Uncertainty

Inherent in the application of many of the accounting policies used in preparing the Financial Statements is the need for GIPCL Management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Actual outcomes could differ from the estimates and assumptions used.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

ii) Critical judgments in applying accounting policies

The following are 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.



NOTES TO THE FINANCIAL STATEMENTS

a. Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease and to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

b. 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 (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 General Wholesale Price Index (WPI) for inflation i.e. 2.67% (Previous year 1.32%) 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 6.14%(Previous year 7.35%), which is the risk free government bond rate with 10 year yield. As a result of the changes in estimates, there is an increase in the decommissioning liability (Refer Note 26) and corresponding mine development asset (Refer Note 6) by ₹ 8218.19 Lakhs during the 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 an 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.



Gujarat Industries Power Company Limited

NOTES TO THE FINANCIAL STATEMENTS

5. Property, Plant and Equipment and Intangible Assets

Particulars	Tangible Assets						Intangible Assets			TOTAL
	Freehold Land	Building	Plant and Machinery	Capital Spares	Furniture and Fixture	Office Equipments	Vehicles	Total	Computer Software	
Gross Block										
As at 1st April 2018	20,435.96	33,959.90	2,42,877.49	1,389.73	301.89	1,792.66	32.10	3,00,789.73	873.53	3,01,663.26
Additions during the year	-	238.57	11,684.29	-	3.39	42.29	62.73	12,031.27	36.90	12,068.16
Deductions/adjustment during the year	-	-	(10.84)	-	-	(2.16)	(7.51)	(20.51)	-	(20.51)
As at 31 March 2019	20,435.96	34,198.47	2,54,550.94	1,389.73	305.28	1,832.79	87.33	3,12,800.49	910.43	3,13,710.92
Additions during the year	119.02	297.46	22,575.13	-	25.69	75.77	-	23,093.07	144.94	23,238.01
Deductions/adjustment during the year	-	-	(120.85)	-	-	(1.29)	(6.16)	(128.30)	-	(128.30)
As at 31 March 2020	20,554.98	34,495.93	2,77,005.22	1,389.73	330.97	1,907.27	81.17	3,35,765.26	1,055.37	3,36,820.63
Impairment										
As at 1st April 2018	-	-	172.28	-	-	-	-	172.28	-	172.28
Addition / Disposal	-	-	-	-	-	-	-	-	-	-
Impairment As at 31 March 2019	-	-	172.28	-	-	-	-	172.28	-	172.28
Addition / Disposal	-	-	-	-	-	-	-	-	-	-
Impairment As at 31 March 2020	-	-	172.28	-	-	-	-	172.28	-	172.28
Accumulated Depreciation										
As at 1st April 2018	-	5,099.78	32,633.37	716.37	71.69	569.62	12.83	39,103.66	392.23	39,495.89
Depreciation during the year	-	1,793.25	14,405.48	159.98	26.64	213.85	8.29	16,607.49	128.16	16,735.65
Deductions/adjustment during the year	-	-	(1.24)	(0.00)	-	(0.67)	(4.26)	(6.17)	-	(6.17)
As at 31 March 2019	-	6,893.03	47,037.61	876.35	98.33	782.80	16.86	55,704.98	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	18,470.80
Deductions/adjustment during the year	-	-	(40.09)	-	-	(0.23)	(3.58)	(43.90)	-	(43.90)
As at 31 March 2020	-	8,701.52	63,153.11	1,016.99	125.02	983.57	23.33	74,003.54	648.73	74,652.27
Net Block As at 31 March 2019	20,435.96	27,305.44	2,07,341.05	513.38	206.95	1,049.99	70.47	2,56,923.23	390.04	2,57,313.27
Net Block as at 31 March 2020	20,554.98	25,794.41	2,13,679.83	372.74	205.95	923.70	57.84	2,61,589.44	406.64	2,61,996.08

Notes:

- The conveyance of title for 2.80 hectares (P.Y. 3.93 hectares) of free hold land of value ₹ 112.05 Lakhs (P.Y. ₹ 157.30 Lakhs) in favour of the Company are awaiting completion of legal formalities.
- In accordance with the Indian Accounting Standard (Ind AS) 36 on "Impairment of Assets", the Company had carried out an exercise to identify the assets that were required to be impaired in respect of cash generating unit in accordance with the said Indian Accounting Standard. Based on the exercise, provision for impairment of Assets had been made. Primary reason for impairment was expiry of Power Purchase Agreement (PPA) with GUVNL and there being no other significant cash flows in the near future for the respective assets. Though the PPA has been renewed by GUVNL for a medium term, it is expected that cash flows for the respective assets envisaged are not significant; and hence no reversal of impairment is done.
- The Company has successfully commissioned 50 MW Solar Projects at Charanka location in the state of Gujarat for the year ended on 31st March 2020.
- Plant & Machinery includes borrowing cost of ₹ 13.80 lakhs (P.Y. ₹ 12.43 lakhs).
- 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 31 st March, 2020	As at 31 st March, 2019
Initial Development Expenditure	2,082.11	2,753.34
Asset For Decommissioning Liability *	11,254.62	3,168.65
TOTAL	13,336.73	5,921.99

Mine Development Assets	(₹ in lakhs)	
	Initial Development Expenditure	Decommissioning Liabilities
Gross Block		
As at 01st April 2018	5,756.56	3,420.93
Effect of change in estimates (refer note 4(iii)(a))	-	738.87
As at 31st March 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
Accumulated Amortisation/Depreciation		
As at 01st April 2018	2,329.76	886.62
Amortisation/depreciation charged during the year	673.46	104.53
As at 31st March 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
Net Block		
As at 31st March 2019	2,753.34	3,168.65
As at 31st March 2020	2,082.11	11,254.62

*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 31 st March, 2020	As at 31 st March, 2019
Opening Balance	16,626.53	475.66
Addition during the year	4,906.52	27,223.09
Capitalised during the year	(21,065.77)	(11,072.22)
Closing Balance	467.28	16,626.53



NOTES TO THE FINANCIAL STATEMENTS

8 Right-of-use Assets	(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019
Leasehold Land (refer note no. 57)		
Reclassified on account of adoption of Ind AS 116	13,071.65	-
Addition during the year	409.02	-
Depreciation charged during the year	(483.23)	-
Closing Balance	12,997.44	-
9 Intangible Assets under Development	(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019
Opening Balance	105.80	138.92
Addition during the year	34.22	3.78
Capitalised during the year	(140.02)	(36.90)
Closing Balance	-	105.80
10 Non- Current Investments	(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019
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)	2,464.91	5,447.29
5,32,890 (P.Y. 5,32,890) Equity Shares of Gujarat Gas Limited of ₹ 2/- each (Fully paid)	1,239.50	790.01
Total	3,704.41	6,237.30
UNQUOTED		
In Subsidiary *		
Nil (P.Y. Nil) Equity Shares of GIPCL Project & Consultancy Company Limited of ₹ 10/- each (Fully paid) (refer note no. 56)	-	-
In Others		
97,18,181 (P.Y. 97,18,181) Equity Shares of Gujarat State Energy Generation Limited of ₹ 10/- each (Fully paid)	994.17	513.12
1,00,00,000 (P.Y. 1,00,00,000) Equity Shares of GSPC LNG Limited of ₹ 10/- each (Fully paid)	1,282.00	2,205.00
Nil (P.Y. 1) Equity Shares of Gujarat State Electricity Company Limited of ₹ 10/- each (Fully paid)	-	0.00
Total	2,276.17	2,718.12
TOTAL	5,980.58	8,955.42

*Refer note3(ix) for method followed for accounting of investments.



NOTES TO THE FINANCIAL STATEMENTS

a.	(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019
Aggregate cost of quoted investments	561.68	561.68
Aggregate market value of quoted investments	3,704.41	6,237.30
Aggregate carrying value of unquoted investments	2,276.17	2,718.12

b. The Company had elected to continue with the carrying value of its investments in subsidiary, measured as per the Previous GAAP and used that carrying value on the transition date 1st April 2015 in terms of Para D15(b)(ii) of Ind AS 101.

c. Details of Subsidiary	Principal activity	Place of incorporation	Principal place of business
GIPCL Projects & Consultancy Company Limited	Consultancy services to new or existing projects, plants, facilities, in the fields of designing, engineering and management	Vadodara, Gujarat	Vadodara, Gujarat

Proportion of ownership interest/voting rights held by the Company

GIPCL Projects & Consultancy Company Limited

Refer note no. 56

d Other investments

Financial assets carried at fair value through other comprehensive income

Investment in equity instruments

	As at 31 st March, 2020	As at 31 st March, 2019
- Gujarat Alkalies and Chemicals Limited	2,464.91	5,447.29
- Gujarat Gas Limited	1,239.50	790.01
- Gujarat State Energy Generation Limited	994.17	513.12
- GSPC LNG Limited	1,282.00	2,205.00
- Gujarat State Electricity Company Limited	-	0.00
TOTAL	5,980.58	8,955.42

11 Loans

Unsecured Considered good

Other loans & Advances

	As at 31 st March, 2020	As at 31 st March, 2019
TOTAL	4.00	4.00



NOTES TO THE FINANCIAL STATEMENTS

12 Other Financial Assets	(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019
Unsecured Considered good		
Escrow Account (Mines Closure)	12,540.36	10,207.63
Security Deposits	114.31	109.54
TOTAL	12,654.67	10,317.17
13 Other Non Current Assets	(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019
Secured (Considered good)		
Capital Advance	4,684.29	593.61
Unsecured (Considered good)		
Capital Advance	716.11	782.13
Prepayments (refer note no. 57)	-	12,662.97
Others	148.77	148.77
Advance tax (net of provisions)	2,848.12	2,859.27
TOTAL	8,397.29	17,046.75
14 Inventories	(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019
Raw Materials (Fuel)	4,725.98	5,446.21
Stores and Spares	11,321.41	11,110.92
TOTAL	16,047.39	16,557.13
Refer note 3(x) for valuation policy		
15 Trade Receivables	(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019
Unsecured (Considered good)	19,256.39	21,441.22
TOTAL	19,256.39	21,441.22

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 2020, the Company had two (P.Y. two) customers having outstanding more than 5% of total trade receivables that accounted for @ 86.57% (P.Y. 83.88%) 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.



NOTES TO THE FINANCIAL STATEMENTS

16 Cash And Cash Equivalents	(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019
Cash on hand	1.40	1.66
Balances with Banks:		
- In current account	19.49	10.68
- In deposit account	36,984.00	26,048.00
TOTAL	37,004.89	26,060.34

The deposits maintained by the Company with banks comprise time deposit, which can be withdrawn by the Company at any point without prior notice or penalty on the principal.

17 Other Bank Balances	(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019
Earmarked bank balances*	171.69	170.06
TOTAL	171.69	170.06

* These balances pertain to amount deposited in unclaimed dividend account which is earmarked for payment of dividend and cannot be used for any other purpose.

18 Other Financial Assets	(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019
Unsecured (Considered good)		
Other Receivables	474.05	152.90
Contract Assets	768.00	768.00
Interest Accrued	510.75	172.47
TOTAL	1,752.80	1,093.37

19 Current Tax Assets (Net)	(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019
Advance tax (net of provisions)	323.67	-
TOTAL	323.67	-



NOTES TO THE FINANCIAL STATEMENTS

20 Other Current Assets

(₹ in lakhs)

	As at 31 st March, 2020	As at 31 st March, 2019
Unsecured (Considered good)		
Prepayments (refer note no. 57)	-	408.68
Prepaid Expenses	471.42	335.93
Balance with Govt. Authorities	729.78	498.70
Other loans & Advances	1,388.73	281.53
Unsecured (Considered doubtful)		
Other loans & Advances	37.50	37.50
Less: Provision for Impairment	(37.50)	(37.50)
TOTAL	2,589.93	1,524.84

Movement of Impairment :

(₹ in lakhs)

	As at 31 st March, 2020	As at 31 st March, 2019
Opening Balance	37.50	37.50
Provision during the year	-	-
Closing Balance	37.50	37.50

21 Equity Share Capital

(₹ in lakhs)

	As at 31 st March, 2020	As at 31 st March, 2019
Authorised		
32,50,00,000 Equity Shares of ₹ 10/-each	32,500.00	32,500.00
61,00,000 Cumulative Redeemable Preference Shares (With dividend not exceeding 15% p.a.) of ₹ 100/- each	6,100.00	6,100.00
TOTAL	38,600.00	38,600.00
Issued, Subscribed and Paid Up		
15,12,51,188 Equity Shares of ₹ 10/-each fully paid	15,125.12	15,125.12
TOTAL	15,125.12	15,125.12

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 2018	15,12,51,188	15,125.12
Additions/(Reductions)	-	-
As at 31st March 2019	15,12,51,188	15,125.12
As at 1st April 2019	15,12,51,188	15,125.12
Additions/(Reductions)	-	-
As at 31st March 2020	15,12,51,188	15,125.12



NOTES TO THE FINANCIAL STATEMENTS

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

Name of Share Holders	As at 31 st March, 2020		As at 31 st March, 2019	
	%	No. of shares	%	No. of shares
Gujarat Urja Vikas Nigam Limited	25.38	3,83,84,397	25.38	3,83,84,397
Gujarat Alkalies & Chemicals Limited	15.27	2,30,88,980	15.27	2,30,88,980
Gujarat State Fertilizers & Company Limited	14.79	2,23,62,784	14.79	2,23,62,784

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.

22 Other Equity

	As at		(₹ in lakhs)	
	31 st March, 2020	31 st March, 2019	As at 31 st March, 2020	As at 31 st March, 2019
Capital Redemption Reserve	3,455.88	3,455.88	3,455.88	3,455.88
Expansion Reserve	1,07,000.00	98,000.00	1,07,000.00	98,000.00
Securities Premium	33,316.97	33,316.97	33,316.97	33,316.97
General Reserve	1,02,370.00	93,370.00	1,02,370.00	93,370.00
Cash Flow Hedge Reserve	-	-	-	-
Retained earnings	10,176.65	8,913.90	10,176.65	8,913.90
Equity instruments through other comprehensive income	3,362.53	4,892.05	3,362.53	4,892.05
TOTAL	2,59,682.03	2,41,948.80	2,59,682.03	2,41,948.80
Capital Redemption Reserve (Refer note 22a)				
Opening Balance	3,455.88	3,455.88	3,455.88	3,455.88
Addition/(Deduction) during the year	-	-	-	-
Closing Balance	3,455.88	3,455.88	3,455.88	3,455.88
Expansion Reserve (Refer note 22b)				
Opening Balance	98,000.00	89,000.00	98,000.00	89,000.00
Transfer from Retained Earnings	9,000.00	9,000.00	9,000.00	9,000.00
Closing Balance	1,07,000.00	98,000.00	1,07,000.00	98,000.00
Securities Premium (Refer note 22c)				
Opening Balance	33,316.97	33,316.97	33,316.97	33,316.97
Addition/(Deduction) during the year	-	-	-	-
Closing Balance	33,316.97	33,316.97	33,316.97	33,316.97



NOTES TO THE FINANCIAL STATEMENTS

	As at 31 st March, 2020	As at 31 st March, 2019
(₹ in lakhs)		
General Reserve (Refer note 22d)		
Opening Balance	93,370.00	84,370.00
Transfer from Retained Earnings	9,000.00	9,000.00
Closing Balance	1,02,370.00	93,370.00
Cash Flow Hedge Reserve (Refer note 22e)		
Opening Balance	-	(22.72)
Addition/(Deduction) during the year	-	22.72
Closing Balance	-	-
Retained earnings		
Opening Balance	8,913.90	14,232.21
Profit for the year	24,798.38	17,640.43
Remeasurement of Defined benefit plans	(247.74)	(35.53)
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. 22h)	(4,386.28)	(4,083.78)
Corporate Dividend Tax paid	(901.61)	(839.43)
Closing Balance	10,176.65	8,913.90
Equity instruments through other comprehensive income (Refer note 22f)		
Opening Balance	4,892.05	6,424.87
Changes in Fair value of investment	(1,529.52)	(1,532.82)
Closing Balance	3,362.53	4,892.05
TOTAL	2,59,682.03	2,41,948.80

- a. Capital Redemption Reserve represents reserve created initially at the time of redemption of 13% Cumulative Redeemable Preference Shares amounting to ₹ 5,005 lakhs and at the time of redemption of 13.5% Cumulative Redeemable Preference shares amounting to ₹ 2,495 lakhs. It was thereafter reduced by ₹ 4,044.12 lakhs upon subsequent issue in October 2005 of 40,441,176 equity shares of ₹ 10 each.
- b. Expansion reserve represents the amount kept aside for future expansion before distributing dividend from the distributable profit.
- c. Securities premium reserve is used to record the premium on issue of equity shares. The reserve is utilised in accordance with the provisions of the Companies Act 2013.
- d. The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General Reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve is not reclassified subsequently to the Statement of profit and loss.



NOTES TO THE FINANCIAL STATEMENTS

- e. The Company had taken a Foreign currency Non-repatriable (FCNR) loan during the previous year which exposed the Company to Foreign currency rate movements. In order to hedge the risk of foreign currency fluctuation; the Company had entered into foreign currency forward contracts on back to back basis. These hedge relationship was designated as cash flow hedge and the movements in both the hedged item – FCNR Loan and the hedging instruments – forward contracts was reflected in cash flow hedge per Company's accounting policy.
- f. 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.
- g. 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.
- h. 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. On 27th September, 2018, a dividend of ₹ 2.70 per share (Total dividend ₹ 4,083.78 lakhs) was paid to holders of fully paid equity shares.
- i. In respect of the year ended 31st March 2020, the Board of Directors has proposed a final dividend of ₹ 2.90 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 ₹ 4,386.28 lakhs

23 Deferred Government Grant

	(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019
Government Grant towards Capital Assets	5,578.64	5,921.25
TOTAL	5,578.64	5,921.25
Deferred Government Grant		
Opening balance	5,921.25	6,263.55
Amortised during the year	(342.61)	(342.30)
Closing Balance	5,578.64	5,921.25

24 Non- Current Financial Liabilities

	(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019
Borrowings - Secured		
Term Loan From Banks	38,355.71	36,658.50
TOTAL	38,355.71	36,658.50

- 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 (SLPP Phase II - Unit 3 and 4, 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 (SLPP Phase II - Unit 3 and 4, Wind projects and Solar Projects).



NOTES TO THE FINANCIAL STATEMENTS

b. Term Loans from Banks consists of the following: (₹ in lakhs)

Name of Banks	As at 31 st March, 2020	Current Maturities of Loan	As at 31 st March, 2019	Current Maturities of Loan
Axis Bank ¹	8,690.00	1,520.00	10,210.00	1,520.00
Bank of Baroda	250.00	250.00	1,250.00	1,000.00
Central Bank of India (i)	-	-	1,000.00	1,000.00
Central Bank of India (ii)	10,000.00	714.29	2,250.00	-
State Bank of India (erstwhile State Bank of Bikaner & Jaipur)	125.00	125.00	625.00	500.00
State Bank of India (iii)	118.50	118.50	5,630.50	5,512.00
State Bank of India (erstwhile State Bank of Saurashtra)	125.00	125.00	625.00	500.00
State Bank of India ¹ (iv)	24,600.00	2,700.00	27,300.00	2,700.00
Union Bank of India	500.00	500.00	2,500.00	2,000.00
TOTAL	44,408.50	6,052.79	51,390.50	14,732.00

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 31.03.2020	Date of Maturity
Axis Bank	7.6% (8.35%)	380.00	22 (26)	31 December 2025
		330.00	1 (1)	
Bank of Baroda	7.40% (8.30%)	250.00	1 (5)	30 June 2020
Central Bank of India (i)	- (8.20%)	250.00	0 (4)	31 March 2020
Central Bank of India (ii)	7.05% (8.20%)	178.57	55 (59)	31 March 2035
		178.54	1 (1)	
State Bank of India (erstwhile State Bank of Saurashtra)	8.45% (8.25%)	125.00	1 (5)	30 June 2020
State Bank of India (iii)	7.90% (8.55%)	1378.00	0 (4)	30 June 2020
		118.50	1 (1)	
State Bank of India (erstwhile State Bank of Bikaner & Jaipur)	8.40% (8.25%)	125.00	1 (5)	30 June 2020
State Bank of India (iv)	8.03% (8.38%)	675.00	16 (20)	31 March 2028
		825.00	8 (8)	
		900.00	8 (8)	
Union Bank of India	7.80% (8.50%)	500.00	1 (5)	30 June 2020

Previous years figures are in brackets.



NOTES TO THE FINANCIAL STATEMENTS

25 Other Non-current Financial Liabilities		(₹ in lakhs)	
a. Particulars	As at 31 st March, 2020	As at 31 st March, 2019	
Security deposits	1,204.45	791.66	
Lease Liabilities (refer note no. 25b & 57)	368.22	-	
TOTAL	1,572.67	791.66	

b. Movement of Lease Liabilities are as under:		(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019	
Addition during the year	409.02	-	
Finance Cost	34.96	-	
Payment made during the year	(34.47)	-	
Closing Balance	409.51	-	
Current Liabilities	41.29	-	
Non-current Liabilities	368.22	-	

26 Long Term Provisions		(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019	
Employee Benefits (Refer note no. 50)	6,825.31	4,873.20	
Provision for decommissioning of Mines	17,067.03	9,776.17	
TOTAL	23,892.34	14,649.37	

a. Movement of Provision for decommissioning of Mines are as under:		(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019	
Opening Balance	9,776.17	8,418.87	
Unwinding of Interest	718.15	618.45	
Effect of change in estimates (refer note 4(iii)(a))	8,218.19	738.87	
Actual expenses incurred	(528.91)	-	
Closing Balance	18,183.60	9,776.17	
Short-term Provisions	1,116.57	-	
Long-term Provisions	17,067.03	9,776.17	

- 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

27 Deferred Tax Liabilities (Net)

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

Particulars	(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019
Deferred tax assets	2,515.31	1,779.12
Deferred tax liabilities	(25,607.75)	(26,038.05)
TOTAL	(23,092.44)	(24,258.93)

b. Major Components of Deferred Tax Assets and Liabilities :

(₹ in lakhs)					
As at 31st March, 2020	Opening balance	Recognised in profit or loss	Recognised in other comprehensive income	Others	Closing balance
Deferred Tax Assets in relation to:					
Defined benefit obligation	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)

(₹ in lakhs)					
As at 31st March, 2019	Opening balance	Recognised in profit or loss	Recognised in other comprehensive income	Others	Closing balance
Deferred Tax Assets in relation to:					
Defined benefit obligation	1,620.50	139.54	19.08	-	1,779.12
MAT Credit Entitlement /(Utilisation)	-	4,601.70	-	(4,601.70)	-
Total Deferred Tax Assets	1,620.50	4,741.24	19.08	(4,601.70)	1,779.12
Deferred Tax Liabilities in relation to:					
Property, Plant and Equipment	23,620.16	622.51	-	-	24,242.66
Equity Instruments through FVTOCI	1,942.46	-	(459.78)	-	1,482.68
Expenses/Provisions allowable on payment basis	327.54	(14.83)	-	-	312.71
Total Deferred Tax Liabilities	25,890.15	607.68	(459.78)	-	26,038.05
Net Deferred Tax Liabilities	(24,269.65)	4,133.56	478.86	(4,601.70)	(24,258.93)



NOTES TO THE FINANCIAL STATEMENTS

c. Unused Tax Credit (MAT Credit) for which no deferred tax asset is recognised is as follows:

Assessment year (A.Y.) to which MAT credit pertains	Year of Expiry (A Y)	As at	
		31 st March 2020	31 st March 2019
2013-14	2028-29	1,383.42	1,516.70
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
Total		6,343.49	6,476.77

In absence of reasonable certainty, the Management does not recognise the MAT credit entitlement.

28 Other Non-Current Liabilities

	As at	
	31 st March, 2020	31 st March, 2019
Advance From Customers	-	8.54
Provision for tax (net of advances)	8.20	8.20
TOTAL	8.20	16.74

29 Current Financial Liabilities - Borrowings

	As at	
	31 st March, 2020	31 st March, 2019
Secured Loans :		
Working Capital Loans from Banks	323.95	5,887.52
TOTAL	323.95	5,887.52

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.

30 Trade Payable

a.	As at	
	31 st March, 2020	31 st March, 2019
Micro and Small Enterprises	38.69	77.98
Other than Micro and Small Enterprises	10,918.33	14,336.85
TOTAL	10,957.02	14,414.83



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:-

Trade payables -Total outstanding dues of Micro & Small enterprises*	(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019
(a) Principal & Interest amount remaining unpaid but not due as at year end		
- Principal	38.69	77.98
- 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	-	-

31 Other Financial Liabilities

	(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019
Current Maturities of long term debts	6,052.79	14,732.00
Interest Accrued but not due on borrowings	0.12	0.33
Items covered by IEPF		
- Unclaimed Dividends	171.68	170.06
Security Deposits	450.57	730.65
Lease Liabilities (refer note no. 25 & 57)	41.29	-
Other Payables	206.22	1,926.10
Contract Liabilities	768.00	768.00
Liability for Capital Goods	2,865.23	3,320.56
TOTAL	10,555.90	21,647.70

32 Other Current Liabilities

	(₹ in lakhs)	
	As at 31 st March, 2020	As at 31 st March, 2019
Statutory Dues	566.95	352.43
Liquidated Damages Payable	1,601.32	701.83
Advance from customer	20.08	27.35
TOTAL	2,188.35	1,081.61



NOTES TO THE FINANCIAL STATEMENTS

33 Short Term Provisions

	As at 31 st March, 2020	As at 31 st March, 2019
Employee Benefits (refer note no. 50)	531.89	372.42
Provision for decommissioning of Mines (refer note no. 26a)	1,116.57	-
TOTAL	1,648.46	372.42

34 Current-tax Liabilities (net)

	As at 31 st March, 2020	As at 31 st March, 2019
Provision for tax (net of advance tax)	-	363.45
TOTAL	-	363.45

35 Revenue From Operations

a. Particulars

	For the year ended 31 st March 2020	For the year ended 31 st March 2019
Sale of Electrical Energy	1,37,350.26	1,40,055.85
Sale of services	15.27	25.15
Other operating Revenues	517.29	654.26
TOTAL	1,37,882.82	1,40,735.26

b. Disaggregation of revenue from contracts with customers

(₹ in lakhs)				
For the Year ended 31 st March 2020	Non-Renewable	Renewable	Others	Total
Sale of Electrical Energy	1,15,135.59	22,214.67	-	1,37,350.26
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	1,15,135.59	22,214.67	-	1,37,350.26
(₹ in lakhs)				
For the Year ended 31 st March 2019	Non-Renewable	Renewable	Others	Total
Sale of Electrical Energy	1,20,433.45	19,622.40	-	1,40,055.85
Sale of services	-	-	25.15	25.15
Other operating Revenues	-	-	654.26	654.26
Timing of revenue recognition				
At a point in time	-	-	679.41	679.41
Over time	1,20,433.45	19,622.40	-	1,40,055.85



NOTES TO THE FINANCIAL STATEMENTS

36 Other Income

	(₹ in lakhs)	
	For the year ended 31st March 2020	For the year ended 31st March 2019
Interest on Deposits with Banks	2,681.91	1,197.15
Dividend	93.60	75.98
Other Interest	0.08	15.95
Interest on Income Tax Refund	10.65	152.77
Liquidated Damages	369.11	9,765.29
Insurance Claims Received	632.74	0.08
Profit on Liquidation of Subsidiary	-	12.50
Miscellaneous Income	400.84	471.56
TOTAL	4,188.93	11,691.28

37 Cost Of Material Consumed

	(₹ in lakhs)	
	For the year ended 31st March 2020	For the year ended 31st March 2019
Consumption of		
- Gas	28,950.30	31,577.23
- Lignite	36,646.37	38,832.35
- Lime Stone	1,032.36	1,140.03
- Furnace oil	1,114.42	1,217.07
Lignite Extraction Expenses	23,194.87	21,352.15
Less : Inter Division transfer	31,979.91	32,123.95
TOTAL	58,958.41	61,994.88

38 Generation Expenses

	(₹ in lakhs)	
	For the year ended 31st March 2020	For the year ended 31st March 2019
Consumption of Stores and Spares	3,233.45	2,956.18
Water Charges	2,119.30	1,951.84
Electricity Charges	1,070.46	1,059.49
Insurance	1,066.37	1,082.71
Operation Expenses	4,351.97	3,220.80
Repairs and Maintenance to Plant and Machinery	1,249.40	957.92
TOTAL	13,090.95	11,228.94

39 Employees Benefit Expenses

	(₹ in lakhs)	
	For the year ended 31st March 2020	For the year ended 31st March 2019
Salary and Wages	6,532.88	6,331.95
Contribution to Provident , Pension and Superannuation Fund	910.14	471.61
Welfare Expenses and Other Benefits	3,397.98	1,953.60
TOTAL	10,841.00	8,757.16



NOTES TO THE FINANCIAL STATEMENTS

40 Finance Cost

(₹ in lakhs)

	For the year ended 31st March 2020	For the year ended 31st March 2019
Interest on		
- Term Loans	4,193.84	4,179.89
- Working Capital Loans	10.05	58.26
- Others	0.15	1.06
- Unwinding of discount on Decommissioning liability	718.15	618.45
- Unwinding of discount on Lease Liabilities	34.96	-
Bank Charges and Commission	115.84	173.97
TOTAL	5,072.99	5,031.63

41 Depreciation and Amortisation Expenses

(₹ in lakhs)

	For the year ended 31st March 2020	For the year ended 31st March 2019
Depreciation on PPE	18,342.46	16,607.47
Depreciation on Right-of-use Assets	472.48	-
Amortisation of Intangible Assets	128.34	128.18
Amortisation of Mine Development Assets	132.22	104.53
TOTAL	19,075.50	16,840.18

42 Other Expenses

(₹ in lakhs)

	For the year ended 31st March 2020	For the year ended 31st March 2019
Repairs and Maintenance		
- Buildings	268.69	366.98
- Others	109.63	134.04
Rent, Rates and Taxes	240.51	603.41
Communication Expenses	61.08	44.00
Travelling & Conveyance Expenses	349.15	354.23
Legal, Professional and Consultancy Fees	128.38	131.83
CSR Expenditure (Refer a below)	724.11	590.07
Donation	500.48	5.55
Liquidated Damages	287.47	-
Miscellaneous Expenses *	1,825.41	1,707.21
TOTAL	4,494.91	3,937.32

*None of the items individually account for more than 1% of Revenue from operation.



NOTES TO THE FINANCIAL STATEMENTS

a. Details of CSR Expenditure are as under:

	(₹ in lakhs)	
	For the year ended 31st March 2020	For the year ended 31st March 2019
Gross Amount required to be spent	721.00	590.39
Amount Spent		
i) Construction/acquisition of any Asset		
- in Cash	-	-
- yet to be paid in Cash	-	-
TOTAL	-	-
ii) On purposes other than (i) above		
- in Cash	724.11	590.07
- yet to be paid in Cash	-	-
TOTAL	724.11	590.07
TOTAL	724.11	590.07

43 Exceptional Items

	(₹ in lakhs)	
	For the year ended 31st March 2020	For the year ended 31st March 2019
Loss on Extinguishment of Investment in Associate	-	21,808.00
TOTAL	-	21,808.00

During the previous financial year, the Company's investment in equity shares of Bhavnagar Energy Company Limited (BECL) was extinguished as BECL had been merged with Gujarat State Electricity Corporation Ltd. (GSECL), a wholly owned subsidiary of Gujarat Urja Vikas Nigam Ltd. vide a Scheme notified by GOG on 27 August 2018; with effect from 1 April 2018. As per this Scheme, each shareholder of BECL, including our Company, was entitled to receive 1 equity share of GSECL as consideration for transfer / merger and in extinguishment of their rights as shareholder of BECL. As a consequence of the aforesaid Scheme, the Company's shareholding in BECL was extinguished and hence the carrying value of investment in BECL of ₹ 21,808 lakhs as on the date of notification was recognized as a loss in the value of investment and reflected as an exceptional item.

44 Tax Expense

a. Particulars

	(₹ in lakhs)	
	For the year ended 31st March 2020	For the year ended 31st March 2019
Current tax in relation to		
- current year	5,358.54	9,481.81
- earlier year	102.42	(160.25)
Deferred tax in relation to		
- current year	276.53	(4,133.56)
- earlier year	2.12	-
TOTAL	5,739.61	5,188.00



NOTES TO THE FINANCIAL STATEMENTS

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 2020	For the year ended 31st March 2019
Profit before tax after exceptional items	30,537.99	22,828.43
Income tax expense at 34.944% (P.Y. 34.944%)	10,671.20	7,977.17
Tax effect due to exempt income	(32.71)	(26.55)
Tax Incentives (80-IA Deductions)	(6,565.56)	(6,908.56)
Tax effect due to non-deductible expenses	133.84	7,730.87
Tax effect due to tax holiday period	1,541.88	1,177.02
Tax adjustment of earlier years	124.25	(160.25)
Benefit of previously unrecognised unused tax credits		
- current year	(113.57)	(4,601.70)
- earlier year	(19.71)	-
Income tax expense recognized in statement of profit or loss	5,739.62	5,188.00

*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 ₹ 133.28 lakhs (P.Y. ₹ 4,601.70 lakhs).

c. Income tax recognised in other comprehensive income (OCI):-	(₹ in lakhs)	
	For the year ended 31st March 2020	For the year ended 31st March 2019
Deferred tax arising on income/(expense) recognised in OCI		
Remeasurement of Defined benefit plans	(133.07)	(19.08)
Equity instruments through Other comprehensive income	(1,445.32)	(459.78)
TOTAL Income tax recognised in OCI	(1,578.39)	(478.86)

45 Earning per Share (EPS)	(₹ in lakhs)	
	For the year ended 31st March 2020	For the year ended 31st March 2019
Profit available to equity shareholders (₹ in lakhs)	24,798.38	17,640.43
Weighted Average number of equity shares	15,12,51,188	15,12,51,188
Earning Per Share of ₹ 10/- each		
Basic (₹)	16.40	11.66
Diluted (₹)	16.40	11.66

46 Commitments:	(₹ in lakhs)	
	As at 31st March, 2020	As at 31st March, 2019
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances).	43,201.72	4,024.07
(b) Other Commitments	640.92	-



NOTES TO THE FINANCIAL STATEMENTS

47 Contingent Liabilities not provided for:

	As at 31 st March, 2020	(₹ in lakhs) As at 31 st March, 2019
(a) Claims against the company not acknowledged as debt under:		
- Contractual claims from vendors	5,653.00	13,346.92
- 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	881.06	879.90
- Recovery of notice period by Ex-employee	-	1.02
- Property tax - Demand by local authority under discussion	180.50	164.00
(b) Claims pending against the Company in case of Land	421.99	483.28
(c) Others for which the company is contingently liable		
- Income Tax	2,651.61	2,651.61
- Service tax	856.84	856.84
- Excise Duty	-	387.97

48 Payment to Auditors (Fees excluding tax)

	For the year ended 31 st March 2020	(₹ in lakhs) For the year ended 31 st March 2019
Statutory Auditors		
- As Auditor	12.75	12.75
- For Taxation Service	2.59	3.15
- Certification	0.15	0.35
- Reimbursement of Expenses	0.03	0.14
Total	15.52	16.39
Cost Auditors		
- As Auditor	1.50	1.25
- Other Services	0.21	0.21
Total	1.71	1.46



NOTES TO THE FINANCIAL STATEMENTS

49 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
Bhavnagar Energy Corporation Limited	Associate Company upto 01st April 2018
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 Green Revolution Company Limited	Enterprise over which KMP is having Significant Influence upto 20th August 2018
Gujarat Industries Power Company Limited Employee's Credit Co-operative Society Limited	Enterprise over which KMP is having Significant Influence

Key Management Personnel

Shri Sujit Gulati, IAS	Chairman upto 16th July 2018
Shri Raj Gopal, IAS	Chairman w.e.f. 7th August 2018 to 31st January 2019
Smt. Sunaina Tomar, IAS	Chairperson and Director w.e.f. 10th January 2020
Smt. Shahmeena Hussain, IAS	Managing Director up 20th August 2018 Director w.e.f. 11th November 2019
Smt. Vatsala Vasudeva, IAS	Managing Director w.e.f. 20th August 2018
Shri Pankaj Joshi, IAS	Director
Shri P K Gera, IAS (Retd.)	Director
Prof. Shekhar Chaudhari	Director
Dr. K M Joshi	Director
Shri S B Dangayach	Director
Shri B A Prajapati	Director
Shri Milind Torawane, IAS	Director
Shri N N Mishra	Director
Shri V V Vachhrajani	Director
Shri Jankiraman	Director upto 10th May 2018
Shri Prabhat Singh	Director w.e.f. 30th September 2018
Shri Roopwant Singh, IAS	Director w.e.f. 11th November 2019
Shri K K Bhatt	Chief Financial Officer
Smt. Swati Desai	Company Secretary upto 26th October 2018
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)	-	-	1,00,648.32	1,00,648.32
	-	-	(99,427.42)	(99,427.42)
Gujarat Urja Vikas Nigam Limited	-	-	1,00,648.32	1,00,648.32
	-	-	(99,427.42)	(99,427.42)
Bill Discounting Charges Recovered	-	-	370.16	370.16
	-	-	(346.64)	(346.64)
Gujarat Urja Vikas Nigam Limited	-	-	370.16	370.16
	-	-	(346.64)	(346.64)
Rebate on Sales	-	-	970.49	970.49
	-	-	(1,008.03)	(1,008.03)
Gujarat Urja Vikas Nigam Limited	-	-	970.49	970.49
	-	-	(1,008.03)	(1,008.03)
Dividend Paid	-	-	1,113.15	1,113.15
	-	-	(1,036.38)	(1,036.38)
Gujarat Urja Vikas Nigam Limited	-	-	1,113.15	1,113.15
	-	-	(1,036.38)	(1,036.38)
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
	-	-	-	-
Remuneration	77.82	-	-	77.82
	(61.62)	-	-	(61.62)
Smt Shahmeena Hussain	-	-	-	-
	(0.48)	-	-	(0.48)
Smt Vatsala Vasudeva	26.02	-	-	26.02
	(17.11)	-	-	(17.11)
Shri K K Bhatt**	42.58	-	-	42.58
	(29.52)	-	-	(29.52)
Smt. Swati Desai	-	-	-	-
	(14.51)	-	-	(14.51)
Shri Udaykumar Tanna	3.07	-	-	3.07
	-	-	-	-
Shri Achal Thakkar	6.15	-	-	6.15
	-	-	-	-
Perquisites	4.07	-	-	4.07
	(1.75)	-	-	(1.75)



NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lakhs)

Nature of Transaction	KMP	Enterprise over which KMP is having Significant Influence	Entity having Significant Influence	Total
Smt Vatsala Vasudeva, IAS	4.07 (1.75)	- -	- -	4.07 (1.75)
Contribution made by Company	-	387.06 (349.11)	-	387.06 (349.11)
GIPCL Provident Fund Trust	-	387.06 (349.11)	-	387.06 (349.11)
Contribution Towards CSR Activities	-	558.00 (475.05)	-	558.00 (475.05)
Development Efforts for Rural Economy and People (DEEP) – NGO promoted by the company	-	558.00 (475.05)	-	558.00 (475.05)
Sitting Fees Paid To Directors	10.20 (8.60)	-	-	10.20 (8.60)
Shri Sujit Gulati, IAS*	- (0.30)	- -	- -	- (0.30)
Shri Pankaj Joshi, IAS*	0.60 (0.50)	- -	- -	0.60 (0.50)
Shri P K Gera, IAS (Retd.)*	0.50 (0.10)	- -	- -	0.50 (0.10)
Prof. Shekhar Chaudhari	1.20 (0.40)	- -	- -	1.20 (0.40)
Dr. K M Joshi	2.70 (2.40)	- -	- -	2.70 (2.40)
Shri S B Dangyach	1.60 (1.50)	- -	- -	1.60 (1.50)
Shri B A Prajapati	1.40 (1.70)	- -	- -	1.40 (1.70)
Shri Milind Torawane, IAS*	0.10 (0.40)	- -	- -	0.10 (0.40)
Smt. Sunaina Tomar, IAS*	0.10 -	- -	- -	0.10 -
Shri N N Mishra	0.80 (0.50)	- -	- -	0.80 (0.50)
Shri Raj Gopal, IAS*	- (0.30)	- -	- -	- (0.30)
Smt Shahmeena Hussain, IAS*	0.10 -	- -	- -	0.10 -
Shri V V Vachhrajani	1.10 (0.50)	- -	- -	1.10 (0.50)

*Deposited to Government Treasury

** It includes arrears of pay revision from the FY 2017-18

Previous year figures are in bracket.



NOTES TO THE FINANCIAL STATEMENTS

Balance as at:		(₹ in Lakhs)	
Receivable	Relationship	As at 31 st March, 2020	As at 31 st March, 2019
Gujarat Urja Vikas Nigam Limited	Entity having Significant Influence	15,578.28	15,456.83
GIPCL Provident Fund Trust	Enterprise over which KMP is having Significant Influence	310.50	129.92
Gujarat Industries Power Company Limited Employee's Credit Co-operative Society Limited	Enterprise over which KMP is having Significant Influence	4.00	4.00
Payable			
Gujarat Urja Vikas Nigam Limited	Entity having Significant Influence	25.00	0.00

50 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 ₹ 387.06 lakhs (P.Y. ₹ 349.11 lakhs) for Provident Fund contributions and ₹ 74.64 lakhs (P.Y. ₹ 76.41 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.

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 ₹ 447.55 lakhs (P.Y. ₹ 46.10 lakhs) for Superannuation Fund contributions in the Statement of Profit and Loss.

b. Defined Benefit plans:

Earned Leave (EL) Benefit

Accrual – 30 days per year

Encashment while in service – Earned Leave balance subject to a minimum available 45 days per calendar year. Encashment on retirement – maximum 300 days

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 ₹ 748.54 lakhs (P.Y. ₹ 461.21 lakhs) towards Leave encashment (including Earned Leave and Sick Leave) in the Statement of Profit and Loss.



NOTES TO THE FINANCIAL STATEMENTS

The provision towards the Leave Encashment is as under.

(₹ in Lakhs)

Particulars	As at	As at
	31 st March, 2020	31 st March, 2019
Current	282.55	223.40
Non-Current	2,714.09	2,220.67
Total	2,996.64	2,444.07

Gratuity

The gratuity policy has been amended during the year 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 of previous years of ₹ 950.30 Lakhs is disclosed as past service cost 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 Company has Post-Retirement Medical benefit (PRMB), under which the retired employees and their spouses are provided with reimbursement of Insurance Premium restricted to ₹ 10,000/-. The liability for the same is recognised annually on the basis of actuarial valuation. An employee should have put in a minimum of 10 years of service rendered in continuity in GIPCL at the time of superannuation to be eligible for availing post-retirement medical facilities.

These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

i. Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. When there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit. Currently, for these plans, investments are made in government securities, debt instruments, Short term debt instruments, Equity instruments and Asset Backed, Trust Structured securities as per notification of Ministry of Finance.

ii. Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's investments.

iii. Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

iv. Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

No other post-retirement benefits are provided to these employees.

In respect of the above plans, the most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as at 31st March 2020 by Actuaries. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.



NOTES TO THE FINANCIAL STATEMENTS

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

Particulars	For the year ended 31 st March	
	2020	2019
Type of Benefit	Gratuity	Gratuity
Country	India	India
Reporting Currency	INR	INR
Reporting Standard	Indian Accounting Standard 19 (Ind AS 19)	
Funding Status	Unfunded	Unfunded
Starting Period	1 st April, 2019	1 st April, 2018
Date of Reporting	31 st March, 2020	31 st March, 2019
Period of Reporting	12 Months	12 Months

Assumptions (Current Period)

Expected Return on Plan Assets	N.A.	N.A.
Rate of Discounting	6.83%	7.76%
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.	N.A.

(₹ in Lakhs)

Particulars	Gratuity (Non Funded)		Post Retirement Medical Benefit Plan (Non Funded)	
	For the year ended 31 st March		For the year ended 31 st March	
	2020	2019	2020	2019
I. Reconciliation of the present value of the Defined Benefit obligation				
Opening Balance	2,647.30	2,410.24	154.25	145.12
Current Service Cost	140.39	132.95	7.87	11.48
Past Service Cost (refer note 50b)	950.30	-	-	-
Interest Cost	205.43	187.51	-	-
Actuarial (gain)/loss	380.81	54.61	-	-
Benefits paid	(122.72)	(138.02)	(3.07)	(2.35)
Closing Balance	4,201.51	2,647.30	159.05	154.25
Liabilities recognized in Balance Sheet	4,201.51	2,647.30	159.05	154.25



NOTES TO THE FINANCIAL STATEMENTS

Particulars	(₹ in Lakhs)			
	Gratuity (Non Funded)		Post Retirement Medical Benefit Plan (Non Funded)	
	For the year ended 31 st March		For the year ended 31 st March	
	2020	2019	2020	2019
II. Expense recognized during the year				
Current Service Cost	140.39	132.95	7.87	11.48
Past Service Cost	950.30	-	-	-
Interest Cost	205.43	187.51	-	-
Actuarial (gain)/loss	380.81	54.61	-	-
Expected return on plan assets	N.A.	N.A.	N.A.	N.A.
Total Expenses/(Gain) recognized in Statement of Profit and loss	1,676.93	375.07	7.87	11.48
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)	6.83%	7.76%	6.83%	7.78%
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	4,201.51	2,647.30	159.05	154.25
Experience loss(gain) on plan liabilities	131.45	50.88	NA	NA

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

Gratuity	As at 31 st March, 2020	As at 31 st March, 2019
Projected Benefits Payable in Future Years From the Date of Reporting		
1st Following Year	245.30	144.83
2nd Following Year	344.25	103.15
3rd Following Year	409.10	300.41
4th Following Year	363.97	275.42
5th Following Year	496.96	246.25
6th to 10th Year	2,425.99	1,687.84
11th and Above	3,219.94	2,555.42

Sensitivity Analysis are as under: (₹ in Lakhs)

Gratuity	As at 31 st March, 2020	As at 31 st March, 2019
Projected Benefit Obligation on Current Assumptions	4,201.51	2,647.30
Delta Effect of + 1% Change in Rate of Discounting	(268.41)	(175.74)
Delta Effect of -1% Change in Rate of Discounting	304.51	199.11
Delta Effect of + 1% Change in Rate of Salary Increase	303.99	200.62
Delta Effect of -1% Change in Rate of Salary Increase	(272.81)	(180.08)
Delta Effect of + 1% Change in Rate of Employee Turnover	14.30	23.86
Delta Effect of -1% Change in Rate of Employee Turnover	(16.20)	(26.51)



NOTES TO THE FINANCIAL STATEMENTS

The sensitivity analysis presented above may not be representation of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

51 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 ₹ 99,677.83 lakhs (P.Y. ₹ 98,419.39 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. 35 of the Financial Statements.

52 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.

	As at 31 st March, 2020	As at 31 st March, 2019
Debt	44,732.45	57,278.02
Total Equity	2,74,807.15	2,57,073.92
Debt to Equity Ratio	0.16	0.22

- 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 31 st March, 2020	As at 31 st March, 2019
Financial assets		
Measured at amortised cost		
(a) Trade and other receivables	19,256.39	21,441.22
(b) Cash and cash equivalents	37,004.89	26,060.34
(c) Other bank balances	171.69	170.06
(d) Loans	4.00	4.00
(e) Other financial assets	14,407.47	11,410.54
Measured at FVTOCI		
(a) Investments in equity instruments	5,980.58	8,955.42
Financial liabilities		
Measured at amortised cost		
(a) Borrowings	38,679.66	42,546.02
(b) Trade payables	10,957.02	14,414.83
(c) Other financial liabilities	12,128.57	22,439.36

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 4.50% - 6.50% 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:

Other comprehensive income for the year ended 31st March 2020 would increase / decrease by ₹ 299.03 lakhs (P.Y. ₹ 447.77 lakhs) as a result of 5% changes in fair value of equity investments measured at FVTOCI.



NOTES TO THE FINANCIAL STATEMENTS

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.

Particulars	(₹ in Lakhs)			Total
	Less than 1 year	1 year – 3 years	More than 3 years	
As at 31 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	4,461.82	1,204.45	-	5,666.27
Total	21,836.87	16,124.87	24,455.34	62,417.08
As at 31 March 2019				
Long-term Borrowings	14,732.00	25,719.08	10,939.42	51,390.50
Short-term Borrowings	5,887.52	-	-	5,887.52
Trade Payable	14,414.83	-	-	14,414.83
Lease Liabilities	-	-	-	-
Other financial liabilities	6,915.70	791.66	-	7,707.36
Total	41,950.05	26,510.74	10,939.42	79,400.21



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 2020	As at 31st March 2019
Amount used	323.95	5,887.52
Amount unused	22,951.05	17,387.48

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, 2020	As at 31st March, 2019
Investment in equity instruments (quoted)	Level 1	Quoted bid prices from BSE	3,704.41	6,237.30
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	2,276.17	2,718.12

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. 10 approximate their fair values.

- 53 The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- 54 The value of realization of Assets other than Fixed Assets and Non Current Investments in the ordinary course of business will not be less than the value at which they are stated in the Balance Sheet.
- 55 The balances of Trade Receivables and Trade Payables are subject to adjustments, if any, on reconciliation / settlement.
- 56 During the previous financial year, the process of voluntary liquidation of GIPCL Projects & Consultancy Company Limited (GIPCO), a wholly owned subsidiary, was initiated and the affairs of GIPCO were handed over to the Liquidator. The winding up of GIPCO by the Liquidator was closed on 20th March 2019 and the final report submitted by the Liquidator to National Company Law Tribunal (NCLT), Ahmedabad for the dissolution of the Company after realising all assets and discharging all liabilities including contributories and hence, no consolidated financial results are presented by the Company. NCLT has disposed GIPCO's petition and ordered the dissolution of the Company vide its Order dated 6th January 2020.



NOTES TO THE FINANCIAL STATEMENTS

57 Effective 1st April 2019, the Company has adopted Indian Accounting Standards (Ind AS) 116 - "Leases" using the "Modified Retrospective Approach" where at the date of initial application, the Lease Liability is 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 has been recognised at an amount equal to the lease liability. Accordingly, the Company recognised Lease liabilities of ₹ 409.02 lakhs and corresponding Right-of-use Assets at an amount equal to the lease liability. Further, there is no impact on the retained earnings as at 1st April 2019 and insignificant impact on the profit and earning per share of the Company for the year ended 31st March 2020.

Comparatives as at and for the year ended 31st March 2019 has not been adjusted retrospectively and therefore, continue to be reported under Ind AS 17 - "Leases". Prepayments of ₹ 12,662.97 Lakhs (Refer note no. 13) and of ₹ 408.68 Lakhs (Refer note no. 20) have been reclassified to Right-of-use Asset (Refer note no. 8) pursuant to transition to Ind AS 116.

58 Due to outbreak of COVID-19 globally and in India, the Company has made initial assessment of likely adverse impact on economic environment in general and financial risks on account of COVID-19. The Company is in the business of generation of electricity which is an essential service as notified by the Ministry of Home Affairs, Government of India vide order no. 40-3/2020-DM-I (A) dated 24.03.2020. The Company has long term / medium term Power Purchase Agreement (PPA) and Memorandum of Undertaking (MOU) with the Customers and generates the electricity as per PPA and terms & conditions of MOU during the lockdown period.

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.

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

60 Approval of Financials Statements

The Financial Statements were approved for issue by the Board of Directors on 15th June, 2020.

As per our report of even date attached

For **K.C.Mehta & Co.**
Chartered Accountants

Vishal P Doshi
Partner
Membership No. 101533

Place: Vadodara
Date : 15th June, 2020

For and on behalf of the Board

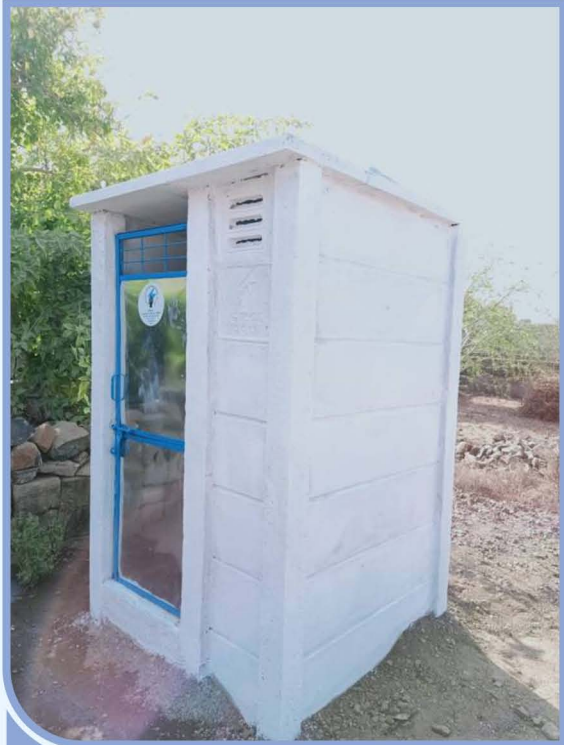
Sunaina Tomar
Chairperson
DIN: 03435543

K.K.Bhatt
GM (Finance) & CFO

Place : Vadodara
Date : 15th June, 2020

Vatsala Vasudeva
Managing Director
DIN: 07017455

Achal S. Thakkar
Company Secretary



Construction of Household Toilet, Village Sukvada, Taluka Babra, Dist. Amreli (RE site)



Support to KGBV Education Program (Inspire Workshop for Teachers at Meditation Centre, Adalaj)



Construction of Multi purpose shed at Saraswatinagar, Primary School Village Amrol, Taluka Anand



Support to KGBV Education Program ('The Heartfulness Way' - Students Session at Sadadvera)

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