



VADODARA GAS LIMITED

(A Joint Venture of GAIL Gas Limited & Vadodara Municipal Corporation)

ANNUAL REPORT 2021-2022



SAFE
RELIABLE
EFFICIENT
AFFORDABLE
ECO-FRIENDLY



Corporate Information

REGISTERED OFFICE

Shri Muni Commi Gas Office,
Gas Office Building,
Dandia Bazar, Vadodara - 390001

CORPORATE OFFICE

1st Floor, Riddhi Tower,
Nr. Manisha Circle.
O. P. Road, Vadodara - 390015

Present

BOARD OF DIRECTORS

Ms. Shalini Agarwal (IAS)	-	Nominee Director
Shri Hitendra Kumar Garg	-	Managing Director
Shri Shailesh Naik	-	Director (Commercial)
Shri Dhirenbbhai Talpada	-	Nominee Director
Shri Kapil Kumar Jain	-	Nominee Director
Shri Yougesh Kumar	-	Nominee Director
Shri Rajeev Singhal	-	Independent Director

COMPANY SECRETARY

Ms. Palak Shah

CHIEF FINANCIAL OFFICER

Ms. Ritu Thakkar

STATUTORY AUDITORS

M/s. K. C. Mehta & Co. LLP
Chartered Accountants

COST AUDITORS

M/s. Y. S. Thakar & Co.,
Cost Accountants

SECRETARIAL AUDITORS

M/s. Swati Bhatt & Co.,
Company Secretaries

INTERNAL AUDITORS

M/s. ASM & Co.,
Chartered Accountants

REGISTRAR & SHARE TRANSFER AGENT

M/s. MCS Share Transfer Agent Limited
1st Floor, 88 Neelam Apartment,
Sampatrao Colony, Vadodara – 390007

BANKERS

Bank of Baroda | ICICI Bank Limited | Axis Bank Limited



Company Operations





Our CSR Initiatives



Supply of Medical Oxygen Plant of 20Nm³/hr capacity to Urban Primary Health Centre of Vadodara Municipal Corporation in order to extend support during the second wave of COVID-19 pandemic in the year 2021.



Company Events





NOTICE OF AGM

Notice is hereby given that the NINTH ANNUAL GENERAL MEETING of the Members of Vadodara Gas Limited will be held on Friday, 30th September, 2022 at 3:00 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business(es):-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2022, Board’s Report including annexures thereto and Independent Auditors’ Report thereon and to pass the following resolution as an *Ordinary Resolution*:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2022, Board’s Report including annexures thereto and Independent Auditors’ Report thereon be and are hereby received, considered and adopted.”

2. To appoint a Director in place of Ms. Shalini Agarwal, IAS (DIN: 08172014) who retires by rotation, and being eligible, offers herself for re-appointment and to pass the following resolution as an *Ordinary Resolution*:

“RESOLVED THAT Ms. Shalini Agarwal, IAS (DIN: 08172014) be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

3. To appoint a Director in place of Shri Dhirenbbhai Talpada (DIN: 09170428) who retires by rotation, and being eligible, offers himself for re-appointment and to pass the following resolution as an *Ordinary Resolution*:

“RESOLVED THAT Shri Dhirenbbhai Talpada (DIN: 09170428) be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

4. **Appointment of Shri Hitendra Kumar Garg (DIN: 09497695) as Managing Director**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a *Special Resolution*:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder [including any statutory modification or re-enactment(s) thereof] and the Articles of Association of the Company and GAIL Office Order No. GAIL\CO\TRF\01\2022 dated 24.01.2022 and based on the recommendation of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors at its respective Meetings held on 28.03.2022, approval of the shareholders of the Company be and is hereby accorded for appointment of Shri Hitendra Kumar Garg (DIN: 09497695) as the Managing Director of the Company with effect from 28th March, 2022 for a period of three (3) years or any instructions / directions received from GAIL / GAIL Gas Limited in this regard, whichever is earlier.



RESOLVED FURTHER THAT the Company shall reimburse the remuneration of Shri Hitendra Kumar Garg as per the terms and conditions of his appointment by GAIL.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, matters, deeds and things as may be ancillary or incidental thereto so as to give effect to this resolution including signing and filing of necessary e-forms with the Registrar of Companies, Gujarat.”

5. Ratification of Remuneration of Cost Auditors for the financial year 2022-23

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) plus applicable taxes and out-of-pocket expenses at actuals, payable to M/s. Y. S. Thakar & Co., Cost Accountants, Vadodara [Firm Registration No.: 000318], appointed by the Board of Directors of the Company as the Cost Auditors to carry out the audit of Cost Records maintained by the Company and submit the Cost Audit Report thereon for the financial year 2022-23, be and is hereby ratified and confirmed.

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

By Order of the Board of Directors
For Vadodara Gas Limited

sd/-
(Palak Shah)
Company Secretary

Date: 06.09.2022

Place: Vadodara

Registered Office:

Shri Muni Commi Gas Office,

Gas Office Building, Dandia Bazar,

Vadodara - 390001

CIN: U40106GJ2013PLC076828 | Website: www.vgl.co.in



NOTES

1. In view of the outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020, in relation to “*Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19*” and General Circular No. 20/ 2020 dated 5th May 2020, General Circular No. 02/2021 dated 13th January, 2021 and General Circular No. 2/2022 dated 05th May, 2022, in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) have permitted, until 31st December 2022, the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue, and also send notice of the Meeting and other correspondences related thereto, through electronic mode.

In compliance with the applicable provisions of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof for the time being in force), as amended from time to time, read with the MCA Circulars, the Annual General Meeting (“AGM”) of the Company is scheduled to be held on Friday, 30th September, 2022 at 3:00 p.m. through VC/OAVM and the voting for items to be transacted in the Notice to this AGM shall be through show of hands.

2. In compliance with the requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2022 consisting of financial statements including Board’s Report, Auditors’ Report and other documents required to be attached therewith (Collectively referred to as “Notice”) have been only sent to those members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means, unless any Member has requested for a physical copy of the same. The Notice has also been hosted on the website of the Company.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

The members who have not yet registered their e-mail ids with the company may contact the Company Secretary on e-mail cs@vgl.co.in for registering their email IDs.

3. Members holding shares in physical form are requested to consider converting their holding to dematerialized form.
4. As per the provisions of Clause 3.B.IV. of the General Circular No. 20/ 2020 dated 5th May 2020, the matters of Special Business as appearing at Item Nos. 4 and 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.



5. The relative Explanatory Statement pursuant to Section 102 of the Act, in regard to the business as set out in Item Nos. 4 and 5 above and the relevant details of the Director(s) seeking re-appointment as set out in Item Nos. 2 and 3 as per Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, is annexed hereto.
6. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
7. Corporate Members are requested to send to the Company, a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The VC facility shall be made available through Microsoft Teams or any other alternative platform. The link of the Meeting will be shared on the registered e-mail IDs before the Meeting commences. The facility for joining the Meeting is kept 15 minutes before the time scheduled to start the Meeting and will be closed after expiry of 15 minutes after such scheduled time.



ANNEXURE TO NOTICE

Details of Directors seeking appointment / re-appointment at the 9th AGM of the Company

Name of Director	Ms. Shalini Agarwal (IAS)	Shri Dhirenbhai Talpada	Shri Hitendra Kumar Garg
DIN	08172014	09170428	09497695
Date of Birth	28.10.1980	16.03.1966	18.11.1970
Qualification	B.E. (Electrical), IAS	B.E. (Civil)	B.Tech (Chemical)
Overall Experience	More than 14 years	More than 28 years	More than 30 years
No. of shares held in the Company	NIL	NIL	NIL
Directorship in other companies	1. Vadodara Smart City Development Limited 2. Vadodara Sports Promotion Foundation 3. Vadodara Jal Sanchay Private Limited	NIL	NIL
Chairman / Member of the Statutory Committees of the Board of Directors of the Company	NIL	NIL	Chairman of Audit Committee, Member of Nomination & Remuneration Committee & Corporate Social Responsibility Committee
Chairman / Member of the Statutory Committees of the Board of Directors of other Companies in which he / she is a Director	NIL	NIL	NIL



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

Item No. 4

As per GAIL's Office Order Nos. GAIL\CO\TRF\01\2022 dated 24.01.2022, Shri Hitendra Kumar Garg (Emp. No. 1808) was deputed to Vadodara Gas Limited (VGL) on secondment basis for a period of 3 years as per secondment policy of GAIL and re-designated as Managing Director – VGL.

Shri H K Garg is a B.Tech in Chemical Engineering from IIT Kharagpur with around 30 years of rich experience in the gas business value chain. He joined GAIL as a GET in the year 1991. Thereafter he has worked in GAIL in various technical functions such as LPG plant commissioning and O&M, Technical Services, ISO Certifications etc. He also has wide management function experience at Corporate level and worked in various important departments like Business Development involving job responsibilities like preparation of Corporate Plan & Strategy, Benchmarking with Global Companies, Preparing DFRs and Financial appraisals, Joint Venture Formation & Monitoring, Change management, Development and execution of Training Management System etc. One of the major achievements during his 7 year tenure in JV of GAIL and NTPC was the pivotal role in successful commissioning of Dabhol LNG Terminal Project which was abandoned by Enron. He takes pride in pioneering various initiatives like setting up LNG based CGD stations, developing LNG as transport fuel and Compressed Bio Gas (CBG) projects. He was Zonal In-charge of GAIL Bhopal Marketing office for around 2 years before moving to Vadodara Gas Limited.

In view thereof, the Board of Directors of VGL passed circular resolution on 04.02.2022 for appointing Shri Garg as Nominee Director and acting Managing Director with effect from 08.02.2022 i.e. the Date of Allotment of his Director Identification Number (DIN) in place of Shri Ashok Kumar Das, previous Managing Director of VGL, who was repatriated to GAIL vide Office Order No. GAIL\CO\TRF\01\2022 dated 24.01.2022 and ceased to be Director in VGL w.e.f. 29.01.2022.

The terms and conditions of appointment and remuneration of Shri H K Garg, who is on deputation / secondment to VGL, shall be as governed by his appointment terms and conditions with his parent company, i.e. GAIL (India) Limited.

In addition to salary, some of the following perquisites are provided as per relevant applicable rules of GAIL:-

1	Housing	HRA/ Company Leased Accommodation as per applicable rules of GAIL
2	PF Contribution	Contribution to Provident Fund, Superannuation Benefit Fund Scheme in accordance with the Rules of GAIL
3	Gratuity	Gratuity as per the applicable rules of GAIL
4	Conveyance	Car with driver at the place of posting, presently Vadodara
5	Business expenses	Reimbursement of travelling and other expenses incurred for the business of the Company.
6	Leave	Leave as per the Rules of GAIL
7	Other allowances, benefits and perquisites	Other allowances, benefits and perquisites etc. as per the Rules of GAIL

As per Section 197(1) of the Act, the total managerial remuneration payable by a public company, to its directors, including Managing Director and Whole Time Director and its manager in respect of any financial year shall not exceed 11% of net profits of the Company. Further, as per Section 197(3) of the Act, if any financial year, company has no profits or its profits are inadequate, managerial remuneration payable to managing director and whole time director shall be as per the limits specified in Section II of Part II of Schedule V of the Act.



However, the terms and conditions of appointment and remuneration of Shri H K Garg, who is on deputation / secondment to VGL, shall be governed as per his appointment terms and conditions with his parent company, i.e. GAIL (India) Limited. As a regular practice, GAIL / GGL raises debit note on VGL towards remuneration, perquisites and all such other payments made by them to their deputed personnel which is then reimbursed by VGL. Hence, VGL does not directly pay remuneration to any deputed personnel of GAIL / GGL including Shri Garg.

Based on the recommendation of the Nomination & Remuneration Committee at its Meeting held on 28th March, 2022, the Board of Directors of the Company at their Meeting held on 28th March, 2022 approved, subject to the approval of the shareholders of the Company, the appointment of Shri H K Garg as the Managing Director and Key Managerial Personnel of the Company with effect from 28th March, 2022 for a period of 3 years or any instructions / directions received from GAIL / GAIL Gas Limited in this regard, whichever is earlier.

The Board of Directors recommends the Special Resolution for the approval of the shareholders. Except Shri Hitendra Kumar Garg, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 4 of the Notice.

Item No. 5

Pursuant to section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records for specified products conducted by a Cost Accountant. Based on the recommendation of the Audit Committee, the Board of Directors at their Meeting held on 30th June, 2022 approved the re-appointment of M/s. Y.S. Thakar & Co., Cost Accountants, as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year 2022-23 at a remuneration of Rs. 60,000/- (Rupees Sixty Thousand only). M/s. Y.S. Thakar & Co. have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors for the financial year 2022-23 by way of an Ordinary Resolution is being sought from the Members as set out at Item no. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders. None of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board of Directors
For Vadodara Gas Limited

Sd/-
(Palak Shah)
Company Secretary

Date: 06.09.2022
Place: Vadodara
Registered Office:
Shri Muni Commi Gas Office,
Gas Office Building, Dandia Bazar,
Vadodara - 390001
CIN: U40106GJ2013PLC076828 | Website: www.vgl.co.in



BOARD'S REPORT

To
The Members of
Vadodara Gas Limited

The Board of Directors present the Ninth Annual Report of the Company and the Audited Financial Statements for the Financial Year ended 31st March, 2022.

FINANCIAL HIGHLIGHTS:

The audited financial statements of the company as on 31st March, 2022 are prepared in accordance with the relevant applicable Ind AS issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and the provisions of the Companies Act, 2013.

The summarized financial highlight is depicted below:

(Rs. in Lakhs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Revenue from operations		
(a) Sale of products	22,318.14	15,087.33
(b) Other operating Revenues	1,165.94	1,634.94
Less: Excise Duty	1,657.54	1,019.26
	21,826.54	15,703.01
Other income	115.87	134.86
Total Revenue	21,942.41	15,837.86
EXPENSES		
Gas consumed	12,108.37	7,671.28
Other Operating Expenses	3,711.42	3,043.93
Employee benefits expenses	519.17	483.49
Other expenses	1,975.52	2,069.26
Total expenses	18,314.48	13,267.95
Earnings Before Interest, Taxation, Depreciation, and Amortization (EBITDA)	3,627.93	2,569.91
Finance costs	493.57	506.10
Depreciation and amortization expense	907.70	977.58
Profit/(loss) Before Tax and Prior Period & Extraordinary Items	2,226.66	1,086.24
Less: Prior Period Expense	-	-
Profit/(loss) before Tax	2,226.66	1,086.24
Less: Tax expense:		
Current tax	-	-



Deferred Tax	626.84	804.10
Profit/(Loss) for the period	1,599.82	282.14
Other Comprehensive Income	0.21	-
Total Comprehensive Income	1,600.03	282.14
Earnings per equity share:		
Basic & Diluted	0.67	0.12

The key aspects of your Company's performance during FY 2021-22 are as follows:

- In FY 2021-22, the company has registered **annual turnover** of Rs.22,318.14 lakhs vis-à-vis Rs. 15,087.33 lakhs in FY 2020-21. The Company has registered increase in Revenue by 48%.
- The company has earned **revenue** of Rs.13061.345 lakhs as against Rs.8076.97 lakhs in FY 2020-21 from sale of CNG. The company has earned a revenue of Rs.9256.79 lakhs in current financial year as compared to Rs.7010.36 lakhs in FY 20-21 from sale of PNG.
- The **other operating revenues** during the current year are Rs.1165.94 lakhs as compared to last year revenue of Rs.1634.94 lakhs.
- During the current financial year, **EBITDA** is Rs.3627.93 lakhs as compared to Rs.2569.91 lakhs in FY 2020-21.
- The company registered increase in **Profit Before Tax** from Rs.1086.24 lakhs to Rs.2226.66 lakhs in FY 2021-22.
- **Earnings Per Share (EPS)** has increased from 0.12 in last year to 0.67 in current financial year.
- The closing balance of **retained earnings** of the Company after appropriation for the financial year 2021-22 was Rs.4208.99 lakhs.

BUSINESS AND OPERATIONS:

Natural Gas is the cleanest fossil fuel among the available fossil fuels. It is used as a feedstock in the manufacture of fertilizers, plastics and other commercially important organic chemicals as well as used as a fuel for electricity generation, heating purpose in industrial and commercial units. Natural gas is also used for cooking in domestic households and a transportation fuel for vehicles. The Government of India (GOI) is focusing on increasing the share of natural gas to 15% by 2030 in the energy basket from the present level of approximately 6.2% and make India a gas-based economy. The Government has taken various steps and initiatives in order to promote the expansion of City Gas Networks and enhance the usage of natural gas in cities.

Your Company is a City Gas Distribution (CGD) company which is engaged in the business of supplying Piped Natural Gas (PNG) to domestic households, industrial and commercial customers and Compressed Natural Gas (CNG) to vehicles in Vadodara Geographical Area (GA) including



Chhotaudepur. Your Company also supplies PNG to industrial units in and around Waghodia on Liquefied Natural Gas (LNG) terminal based methodology.

CNG Operations:

During the FY 2021-22, your Company has successfully added 08 new CNG stations which have led to an increase in compression capacity by around 35820.88 Kgs/day. As on March 31, 2022, the Company is operating 34 Nos. CNG stations in Vadodara GA i.e. 04 Mother Stations, 02 Online Station and 28 Daughter Booster Stations with total compression capacity of 326641.36 Kgs per day. The Company has achieved average sales of 71196.40 Kgs/day in the FY 2021-22 compared to 49659.00 Kgs/day during the FY 2020-21.

Your Company successfully completed revamping of Nizampura CNG Station. Further, your Company completed hook-up and commissioning job of 10" Steel Pipeline (12.73 kms) section from Soma Talav to Bank of India during FY 2021-22.

PNG Operations

In FY 2021-22, the Company has provided additional Domestic PNG connections to 19273 households, Commercial PNG connections to 80 establishments and Industrial PNG connections to 9 industries. The cumulative Domestic PNG connections, Commercial PNG connections and Industrial PNG connections are 197392 (previous year 178119), 2715 (previous year 2635) and 16 (previous year 7) respectively as on 31st March, 2022. Further, the Company has laid 391 kms of PE Pipeline network in FY 2021-22, leading to 3181 kms of PE gas pipeline extending its footprint to new areas such as Bhayli, Gorwa, Undera, Kapurai, Chhani, Makarpura, Maneja, Atladara and Tarsali.

VGL signed Gas Sales Agreement (GSA) with LNG Express (M.P.) Pvt. Ltd. on 19.11.2021 for supplying re-gasified LNG to industrial customers in and around Manjusar GIDC, and the project is likely to be commissioned by March 2023.

VGL also signed an agreement for regasification and LNG dispensing facility for automotive fuel at Por under the aegis of MoPNG and facility is likely to be commissioned by end of Q3 of FY 2023.

SHARE CAPITAL

Presently, the paid-up equity share capital of the Company stands at Rs. 2,402,935,480/- consisting of 24,02,93,548 equity shares of Rs. 10/- each. GAIL Gas Limited (along with nominee shareholders) holds 17.07% (4,10,08,943 equity shares), GAIL (India) Limited holds 32.93% (7,91,37,831 equity shares) and Vadodara Mahanagar Seva Sadan / Vadodara Municipal Corporation (along with nominee shareholders) holds 50.00% (12,01,46,774 equity shares) in your Company.

Your Company has secured International Security Identification Number (ISIN) for its equity shares from the National Securities Depository Limited (NSDL) and has appointed M/s. MCS Share Transfer Agent Limited as its Registrar and Transfer Agent (RTA) for facilitating dematerialisation of the Company's shares in accordance with Rule 9A of the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018.



SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

There are no subsidiary companies, associate companies or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ('the Act').

DIVIDEND

The company has not declared any dividend during the financial year 2021-22.

DEPOSITS

During the year under review, your company has not accepted any deposits under Section 73 to 76 of the Companies Act, 2013 and the rules made there under.

TRANSFER TO RESERVES

The Company has transferred the Profit After Tax for the year of Rs. 1600.03 lakhs to Other Equity in the Balance sheet comprising of Retained Earnings.

AUDITORS

Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 ("the Act") and the rules made there under, M/s. K. C. Mehta & Co., Chartered Accountants (Firm Registration no. 106237W) were appointed as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years to hold office from the conclusion of the 6th (Sixth) Annual General Meeting until the conclusion of the 11th (Eleventh) Annual General Meeting in the financial year 2023-24 and their remuneration was approved by the shareholders of the Company.

The Notes to Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The statutory audit report for the financial year 2021-22 does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditor.

Cost Auditors

In accordance with the provisions of Section 148(1) of the Act, read with the Companies (Cost Records and Audit) Rules, 2014, the Company has made and maintained cost accounts and records. The Board has appointed M/s. Y.S. Thakar & Co., Cost Accountants (Firm Registration No. 000318) as the Cost Auditors for conducting Cost Audit relating to the products of the Company i.e. CNG and PNG for the financial year 2022-23. The necessary resolution has been included in the Notice convening this AGM, seeking ratification by Members for the remuneration proposed to be paid to the Cost Auditors for the financial year 2022-23.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rules made there under, M/s. Swati Bhatt & Co., Practising Company Secretaries, were appointed as the Secretarial Auditors to carry out the Secretarial Audit of the Company for the financial year 2021-22 and



submit the Secretarial Audit Report thereon. The secretarial audit report for the financial year 2021-22 which is given as an Annexure forming part of this Report does not contain any qualification, reservation or adverse remark or disclaimer made by secretarial auditor. The report is self-explanatory and does not call for any comments.

Internal Auditors

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the rules made thereunder, the Board of Directors appointed M/s. ASM & Co., Chartered Accountants (Firm Registration No.: 131591W) as the Internal Auditors to carry out the Internal Audit of the Company for the financial year 2021-22 and submit the Internal Audit Reports thereon as per the agreed scope / terms of reference.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, none of the auditors of the Company have reported any instances of fraud committed against the Company by its officers or employees, the details of which would otherwise need to be mentioned in the Board's report under Section 143(12) of the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, the Board of Directors of your Company confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2022 and the profit of the company for the year ended on that date;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis;
- (e) the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUT GO

The particulars regarding conservation of energy, technology absorption, foreign exchange earnings and outgo etc., as required to be disclosed under the Act, are given in an Annexure which forms part of this Report.



EXTRACT OF ANNUAL RETURN:

As per the requirements of Section 92(3) of the Act and Rules framed thereunder, the extract of the annual return for FY 2021-22 is given as an Annexure, in the prescribed Form No. MGT-9, which is a part of this report. The same is available on www.vgl.co.in.

PARTICULARS OF EMPLOYEES

During the year under review, there were no employees in receipt of remuneration exceeding the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Shri Dhirenbhai Talpada (DIN: 09170428), Nominee of Vadodara Municipal Corporation, was appointed as Nominee Director on the Board of the Company w.e.f. 11th May, 2021.

Shri Ashok Kumar Das (DIN: 07209092) ceased to be Managing Director & Key Managerial Personnel and Director of the Company w.e.f. 29th January, 2022. Further, Shri Hitendra Kumar Garg (DIN: 09497695) was appointed by the Board as Nominee Director of the Company with effect from 8th February 2022 and thereafter re-designated as the Managing Director and Key Managerial Personnel effective from 28th March, 2022 for a period of 3 years or any instructions / directions received from GAIL / GAIL Gas Limited in this regard, whichever is earlier. The Board recommends his appointment to the shareholders. The Details regarding his appointment are set forward in the Notice of the ensuing Annual General Meeting

Ms. Shalini Agarwal, IAS (DIN: 08172014) Municipal Commissioner of Vadodara, was appointed as Nominee Director of Vadodara Municipal Corporation on the Board of the Company and designated as the Chairperson of the Board w.e.f. 13th December, 2021 in place of outgoing Municipal Commissioner Shri Swaroop P., IAS (DIN: 08103838), who ceased to be Director of the Company w.e.f. 14th June, 2021 on account of his transfer vide Government of Gujarat Notification No. AIS/35.2021/09/G dated 9th June, 2021.

Shri Manmohan Sutaria (DIN: 07506763) ceased to be Independent Director of the Company w.e.f. 16th July, 2022 on account of completion of his tenure.

Shri Bhaskar Debnath (DIN: 09247177), Nominee of GAIL Gas Limited, was appointed as Nominee Director on the Board of the Company w.e.f. 1st July, 2021 in place of Shri Pankaj Walia (DIN: 07862980), Nominee Director, who ceased to be Director w.e.f. 30th June, 2021. Shri Bhaskar Debnath ceased to be Director w.e.f. 30th May, 2022 and in his place Shri Kapil Kumar Jain was appointed as Nominee Director of GAIL Gas Limited on the Board of the Company w.e.f. 30th May, 2022.

Shri Ajay Sinha (DIN: 08585727) ceased to be Director w.e.f. 30th May, 2022 and in his place Shri Yougesh Kumar (DIN: 09655483) was appointed as Nominee Director of GAIL Gas Limited on the Board of the Company w.e.f. 28th June, 2022.



The Board places on record its sincere thanks and appreciation for the invaluable counsel and contribution of Shri Swaroop P. (IAS), Shri Ashok Kumar Das, Shri Pankaj Walia, Shri Bhaskar Debnath, Shri Ajay Sinha and Shri Manmohan Sutaria towards the Company's growth during their tenure as Board Members.

In accordance with the provisions of the Companies Act, 2013, independent directors are not liable to retire by rotation. As per Article 146 (iii) of the Articles of Association of the Company, the Managing Director and Director (Commercial) of the Company are not liable to retire by rotation. Pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Shri Kapil Kumar Jain (DIN: 05244878) and Shri Dhirenchai Talpada (DIN: 09170428) retire by rotation at this Annual General Meeting and being eligible, have offered themselves for re-appointment. The notice convening the ensuing 9th Annual General Meeting of the Company sets out the details.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, a total of 4 (Four) Board Meetings were held i.e. on 4th September, 2021, 23rd December, 2021, 24th January, 2022 and 28th March, 2022. The intervening gap between two Board Meetings was within the period prescribed by the Companies Act, 2013.

The attendance of Directors is as under:

Sr. No.	Name of the Director	Designation	No. of Board Meetings held during the year	No. of Board Meetings attended
1.	Shri Swaroop P., IAS (ceased to be director w.e.f. 14 th June 2021)	Nominee Director	4	0
2.	Smt. Shalini Agarwal, IAS	Nominee Director	4	3
3.	Shri Ashok Kumar Das	Nominee Director, Managing Director & KMP	4	3
4.	Shri Hitendra Kumar Garg (appointed w.e.f. 8 th February 2022)	Nominee Director, Managing Director & KMP	4	1
5.	Shri Bhaskar Debnath	Nominee Director	4	4
6.	Shri Shailesh Naik	Nominee Director, Director (Commercial)	4	4
7.	Shri Dhirenchai Talpada	Nominee Director	4	4
8.	Shri Ajay Sinha	Nominee Director	4	4
9.	Shri Manmohan Sutaria	Independent Director	4	4
10.	Shri Rajeev Singhal	Independent Director	4	4

Notes –

1. Shri Swaroop P., IAS ceased to be Director w.e.f. 14.06.2021.
2. Smt. Shalini Agarwal, IAS was appointed as Nominee Director w.e.f. 13.12.2021.
3. Shri Ashok Kumar Das ceased to be Managing Director and Director of the Company w.e.f. 29.01.2022 on account of his retirement.
4. Shri Hitendra Kumar Garg was appointed as Director w.e.f. 08.02.2022 and re-designated as Managing Director w.e.f. 28th March 2022.
5. Shri Bhaskar Debnath ceased to be Nominee Director w.e.f. 30.05.2022.



6. Shri Ajay Sinha ceased to be Nominee Director w.e.f. 30.05.2022.
7. Shri Manmohan Sutaria ceased to be Independent Director w.e.f. 16.07.2022 on account of completion of his tenure as Independent Director

COMMITTEES OF THE BOARD

Audit Committee

During the year, the Audit Committee comprised of following members as per details in the following table:

Sr. No.	Name	Role
1	Shri Manmohan Sutaria	Chairperson
2	Shri Ashok Kumar Das	Member
3	Shri Shailesh Naik	Member
4	Shri Pankaj Walia	Member

Notes –

1. Shri Manmohan Sutaria ceased to be Independent Director w.e.f. 16.07.2022 on account of completion of his tenure as Independent Director.
2. Shri Pankaj Walia ceased to be Member of the Committee on account of his cessation as Director w.e.f. 30.06 2021.

The Company Secretary acts as the Secretary of the Audit Committee.

Nomination and Remuneration Committee

During the year, the Nomination and Remuneration Committee is comprised of following members as per details in the following table:

Sr. No.	Name	Role
1	Shri Rajeev Singhal	Chairperson
2	Shri Ashok Kumar Das	Member
3	Shri Shailesh Naik	Member
4	Shri Pankaj Walia	Member

Notes –

1. Shri Manmohan Sutaria ceased to be Independent Director w.e.f. 16.07.2022 on account of completion of his tenure as Independent Director.
2. Shri Pankaj Walia ceased to be Member of the Committee on account of his cessation as Director w.e.f. 30.06 2021.

The Company Secretary acts as the Secretary of the Nomination and Remuneration Committee.

The Board has formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.



Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility (CSR) Committee is comprised of following members as per details in the following table:

Sr. No.	Name	Role
1	Shri Manmohan Sutaria	Chairperson
2	Shri Rajeev Singhal	Member
3	Shri Ashok Kumar Das	Member
4	Shri Shailesh Naik	Member

The Company Secretary acts as the Secretary of the CSR Committee.

POLICY ON CSR INITIATIVES

The provisions of Section 135 of the Companies Act, 2013 and the rules made thereunder relating to Corporate Social Responsibility were applicable to the Company during the year under review. During the year under review, the Company's CSR efforts were focussed towards extending support to battle the COVID-19 pandemic. A copy of the CSR policy is placed on the website of the Company at www.vgl.co.in. The Annual Report on CSR activities carried out by the Company during the financial year under review is given as an Annexure which forms part of this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review, your Company has not given any loan, guarantee, or provided security under Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

None of the related party transactions of the Company fall under the scope of Section 188 of the Companies Act, 2013 as all related party transactions of the Company during the financial year were in the ordinary course of business and at arm's length. The particulars of contracts or arrangements with related parties referred to in the applicable provisions of the Companies Act, 2013, during the financial year under review, are furnished in Form AOC-2 which forms part of this Report. Members may refer Note 38 to the Financial Statements which sets out related party disclosures pursuant to Ind AS.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENT RELATE AND THE DATE OF REPORT

During the period from the end of the financial year to the date of this Report, there were no material changes and commitments that have affected the financial position of the Company.



DISCLOSURE OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS / COURTS / TRIBUNAL

During the financial year under review, no orders were passed by the regulators / courts / tribunal impacting the going concern status and company's operations.

DISCLOSURE OF ESTABLISHMENT OF VIGIL MECHANISM POLICY

The Company has established a Whistle Blower (Vigilance Mechanism) Policy with a view to encourage its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The policy also aims to provide an avenue for employees and other stakeholders to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. The Policy is available on the Company's website at www.vgl.co.in.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has framed a Policy in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 (POSH Act) and has constituted an Internal Complaints Committee (ICC) in line with the provisions of the POSH Act to redress the complaints received regarding sexual harassment. During the financial year, there were no complaints received by the Company under the POSH Act.

RISK MANAGEMENT POLICY

Your Company has appointed an external agency to develop a comprehensive enterprise risk management framework including the risk management policy in line with the business activities of the Company, which is in preparation stage and likely to be in place in the current financial year.

INTERNAL FINANCIAL CONTROLS

Your Company has in all material respects, an adequate Internal Financial Controls system over financial reporting and the same were operating effectively as at 31st March, 2022. This is as per the requirement in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

SECRETARIAL STANDARDS

The Company has followed the Secretarial Standards issued by the Institute of Company Secretaries of India, wherever applicable.

DECLARATION BY INDEPENDENT DIRECTORS

In compliance of Section 149(6) of the Act, the Company has received the declaration from Independent Directors, Shri Rajeev Singhal and Shri Manmohan Sutaria confirming that –



- (a) they meet the criteria of independence as laid down under section u/s, 149(6) of the Companies Act, 2013 and have complied with Schedule IV of the Act.
- (b) they have registered their names in the Independent Directors' Databank.

In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Act for their appointment as Directors.

OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

There are two Independent Directors on the Board of the Company i.e. Shri Manmohan Sutaria and Shri Rajeev Singhal. In the opinion of the Board, both the Independent Directors hold high standards of integrity and relevant proficiency. They are qualified and have vast experience. They are professionals who bring value to the Board and the Company and add to the diversity on the Board.

DISCLOSURE OF APPLICATION MADE OR PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, there were no applications made or proceedings pending in the name of the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

DISCLOSURE OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOANS FROM BANKS AND FINANCIAL INSTITUTIONS

During the year under review, there is no One Time Settlement of Loans taken from Banks.

ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the Ministry of Petroleum and Natural Gas, Petroleum Natural Gas Regulatory Board, the Government of Gujarat, our Bankers, customers, consultants, suppliers, employees and all stakeholders of the Company for their continued support and encouragement to the Company during the year. Your Directors also gratefully acknowledge the shareholders for their support and confidence reposed in the Company.

**For and on behalf of Board of Directors
of Vadodara Gas Limited**

sd/-
Hitendra Kumar Garg
Managing Director
DIN: 09497695
Date: 06.09.2022
Place: Vadodara

sd/-
Shailesh Naik
Director (Commercial)
DIN: 06546482



Annexure to Board's Report

DISCLOSURE PURSUANT TO SECTION 134(3)(m) OF THE COMPANIES ACT 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014

I] Conservation of energy -

Your Company is exploring ways to reduce the energy consumption by optimization of logistic operations and higher cascade load on CNG vehicles.

II] Technology absorption-

- (i) the efforts made towards technology absorption - NIL
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution - NIL
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - N.A.
- (a) the details of technology imported;
- (b) the year of import;
- (c) whether the technology been fully absorbed;
- (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- (iv) the expenditure incurred on Research and Development – NIL

III] Foreign Exchange Earnings/ Outgo:

Particulars	FY 2021-22 (Rs.)	FY 2020-21 (Rs.)
Foreign Exchange Earnings	-	-
Foreign Exchange Outgo	-	-

**For and on behalf of Board of Directors
of Vadodara Gas Limited**

sd/-

Hitendra Kumar Garg
Managing Director
DIN: 09497695

sd/-

Shailesh Naik
Director (Commercial)
DIN: 06546482

Date: 06.09.2022

Place: Vadodara



FORM NO. MGT.9 EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2022

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

I. REGISTRATION AND OTHER DETAILS:

CIN	U40106GJ2013PLC076828
Registration Date	13/09/2013
Name of the Company	Vadodara Gas Limited
Category / Sub-Category of the Company	Company limited by shares/Non-Government Company
Address of the Registered office and contact details	Shri Muni Commi Gas Office, Gas Office Building, Dandia Bazar, Vadodara-390001
Whether listed company Yes / No	No
Name, Address and Contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agent Limited 1 st Floor, 88 Neelam Apartment, Sampatrao Colony, Vadodara – 390007 Tel: 0265-2314757

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1.	Natural Gas	D2	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – N.A.

Sl. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ASSOCIATE	% of shares held	Applicable Section



IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):

i) Category-wise Share Holding:

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. Promoters									
(1) Indian									
a) Individual	-	8	8	0.00	-	8	8	0.00	-
b) Central Govt (Govt. Companies)	120146770	-	120146770	50.00	120146770	-	120146770	50.00	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other (Municipal Corporation)	-	120146770	120146770	50.00	-	120146770	120146770	50.00	-
Sub-total (A)(1)	120146770	120146778	240293548	100.00	120146770	120146778	240293548	100.00	-
(2) Foreign									
a) NRIS-Individual	-	-	-	-	-	-	-	-	-
b) Others-Individual	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
l) Any other	-	-	-	-	-	-	-	-	-
Sub Total(A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of promoter(A)=(A)(1)+(A)(2)	120146770	120146778	240293548	100.00	120146770	120146778	240293548	100.00	-
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-



b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Cos.	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-									
2. Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	120146770	120146778	240293548	100.00	120146770	120146778	240293548	100.00	-

Note: The dematerialization of shares of the Company held by Vadodara Municipal Corporation and its joint holders is in process, as on date.



(ii) Shareholding of Promoters:

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	GAIL Gas Limited	41008939	17.07	-	41008939	17.07	-	-
2.	Vadodara Mahanagar Seva Sadan ("VMSS") or (Vadodara Municipal Corporation)	120146770	50.00	-	120146770	50.00	-	-
3.	GAIL (India) Limited	79137831	32.93	-	79137831	32.93	-	-
4.	Mr. Pravin Patel (Nominee of VMSS)	1	0.000	-	1	0.00	-	-
5.	Mr. Shailesh Naik (Nominee of VMSS)	1	0.000	-	1	0.00	-	-
6.	Mr. Ravindra Sugoora (Nominee of VMSS)	1	0.000	-	1	0.00	-	-
7.	Pankaj Walia j/w. GAIL Gas Ltd.	1	0.00	-	1	0.00	-	-
8.	Mr. Kunal Kumar Ghosh J/w. GAIL Gas Ltd.	1	0.00	-	1	0.00	-	-
9.	Shri Ajay Bhadoo (Nominee of VMSS)	1	0.00	-	1	0.00	-	-
10.	Mr. A K Das J/w. GAIL Gas Ltd.	1	0.00	-	1	0.00	-	-
11.	Mr. Saurabh Saxena J/w. GAIL Gas Ltd.	1	0.000	-	1	0.00	-	-

Note: There were no transfer of shares during the FY 2021-22



(iii) **Change in Promoters' Shareholding (please specify, if there is no change):**

There is no change in the shareholding during the year.

S.N. 1	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease(e.g.allotment/transfer /bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): Not Applicable**

S. N.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):				
	At the end of the year(or on the date of separation, if separated during the year)				



(iv) Shareholding of Directors and Key Managerial Personnel (during the year):

S.N. 1	Shri Swaroop P., IAS Nominee Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

S.N. 2	Ms. Shalini Agarwal, IAS Nominee Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

S.N. 3	Shri Shailesh Kalidas Naik Director (Commercial)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1	0.000	1	0.000
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	1	0.000
	At the End of the year	1	0.000	1	0.000



S.N. 4	Shri Ashok Kumar Das Managing Director and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1	0.000	1	0.000
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	1	0.000
	At the End of the year	1	0.000	1	0.000

S.N. 5	Shri Hitendra Kumar Garg Managing Director and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

S.N. 6	Shri Manmohan Sutaria Independent Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-



S.N. 7	Shri Pankaj Walia Nominee Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1	0.00	1	0.00
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	1	0.00
	At the End of the year	1	0.00	1	0.00

S.N. 8	Shri Bhaskar Debnath Nominee Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

S.N. 9	Shri Dhirenbhai Talpada Nominee Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-



S.N. 10	Shri Ajay Sinha Nominee Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

S.N. 11	Shri Rajeev Singhal Independent Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

S.N. 12	Smt. Palak Shah Company Secretary & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-



S.N. 13	Smt. Ritu Thakkar Chief Financial Officer & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

V. INDEBTEDNESS:

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

Amount in Rs.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	58,80,59,285	-	-	58,80,59,285
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	58,80,59,285	-	-	58,80,59,285
Change in Indebtedness during the financial year				
* Addition	4,86,05,850	-	-	4,86,05,850
* Reduction	9,04,40,000	-	-	9,04,40,000
Net Change	(4,18,34,150)	-	-	(4,18,34,150)
Indebtedness at the end of the financial year				
i) Principal Amount	54,62,25,135	-	-	54,62,25,135
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	54,62,25,135	-	-	54,62,25,135



I. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount (Rs.)
		<i>Shri Ashok Das - MD</i>	<i>Shri Hitendra Kumar Garg - MD</i>	<i>WTD/ Manager</i>	
1.	Gross salary (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	64,27,582	16,25,960	-	80,53,542
2.	Stock Option	-		-	-
3.	Sweat Equity	-		-	-
4.	Commission - as % of profit - Others, specify...	-		-	-
5.	Others, please specify	-		-	-
6.	Total (A)	64,27,582	16,25,960	-	80,53,542
7.	Ceiling as per the Act				

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors		Total Amount (Rs.)
1.	Independent Directors	<i>Shri Manmohan Sutaria</i>	<i>Shri Rajeev Singhal</i>	-
	• Fee for attending board & committee meetings • Commission • Others, please specify	1,05,000	90,000	1,95,000
	Total (1)	1,05,000	90,000	1,95,000
2.	Other Non-Executive Directors	-	-	-
	• Fee for attending board committee meetings • Commission • Others, please specify	-	-	-
	Total (2)		-	-



Sl. no.	Particulars of Remuneration	Name of Directors		Total Amount (Rs.)
	Total (B) = (1 + 2)	1,05,000	90,000	1,95,000
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	-	-	-

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (in Rs.) (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	-	12,56,158	9,37,132	21,93,290
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total (in Rs.)	-	12,56,158	9,37,132	21,93,290

**PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: - NIL**

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)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For Vadodara Gas Limited

sd/-

Hitendra Kumar Garg
Managing Director
DIN: 09497695

sd/-

Shailesh Naik
Director (Commercial)
DIN: 06546482

Date: 06.09.2022

Place: Vadodara



FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

(For the financial year ended 31st March, 2022)

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

To,
The Members,
M/s. Vadodara Gas Limited
CIN: U40106GJ2013PLC076828
Shri Municipal Commissioner Gas Office,
Gas Office Building, Dandia Bazar,
Vadodara, Gujarat - 390001.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. VADODARA GAS LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provides us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on our verification of the 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 year ended on 31st March, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Vadodara Gas Limited** (“**The Company**”) for the year ended on 31st March, 2022 according to the provisions of:
 - I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
 - II. The Securities Contracts (Regulation) Act, 1956 (**‘SCRA’**) and the Rules made there under;
- As the company is an Unlisted public limited company, hence, the said Act, is not applicable to it.
 - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; - The Company has secured International Security Identification Number (ISIN) for its equity shares from the National Securities Depository Limited (NSDL) and has appointed M/s. MCS Share Transfer Agent Limited as its Registrar and Transfer Agent (RTA) for facilitating dematerialisation of the Company's equity shares. The shares are in the process of being dematerialised. Hence, the said Act is applicable to the Company.



IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; -

It has been observed that during the year, there is no transaction occurred which has come under the purview of the said Act, hence, the Act and the rules and regulations made there under is not applicable to the Company.

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company;

As the company is an Unlisted public limited company, hence, the said Acts, and rules and regulations made thereunder are not applicable to it.

- 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, 1992;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d) 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;
- e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
- g) The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited, National Stock Exchange of India Limited;

VI. The Memorandum and Articles of Association of the Company.

It has been observed that during the year, the Company has complied with necessary clauses of Memorandum and Articles of Association of the Company, wherever required.

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.



- ii) The Listing Agreements entered into by the Company with the BSE Limited, National Stock Exchange of India Limited – As the company is an unlisted public limited company, hence, the said agreement, is not applicable to it.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, ~~Listing Agreements~~ etc as mentioned above.

- 2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Rules made under the said Act and the Memorandum and Articles of Association of the Company, with regard to:
 - a) Maintenance of various statutory registers and documents and making necessary entries therein;
 - b) Closure of the Register of Members;
 - c) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
 - d) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
 - e) Notice of Board meetings and Committee meetings of Directors;
 - f) The meetings of Directors and Committees of Directors including passing of resolutions by circulation;
 - g) The Annual General Meeting held on 30th September, 2021 for the financial year 2020-21;
 - h) Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
 - i) Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
 - j) Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
 - k) Payment of remuneration to Directors including the Managing Director and Whole-time Directors,
 - l) Appointment and remuneration of Auditors and Cost Auditors;



- m) Transfers and transmissions of the Company's shares and make necessary endorsement on the reverse side of the respective Share Certificates;

During the year under review, the Company has not received a single transfer request.

- n) Declaration and payment of dividends;

During the year under review, the Company has not declared and paid any dividend to its members. Therefore, the said provisions of the Companies Act, 2013 is not applicable to the Company.

- o) Transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;

Since, the Company has not declared and paid any dividend since incorporation, there is no transfer of any amount to Investor Education and Protection Fund during the year under review.

- p) Borrowings and registration, modification and satisfaction of charges wherever applicable;
- q) Investment of the Company's funds including investments and loans to others;
- r) Form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
- s) Directors' report;
- t) Contracts, common seal, registered office and publication of name of the Company; and
- u) Generally, all other applicable provisions of the Act and the Rules made under the Act.

3. I 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 were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



- c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
 - d) The Company has obtained all necessary approvals under the various provisions of the Act; and
 - e) There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against on the Company, its Directors and Officers.
 - f) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
4. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.

The Company is an unlisted public limited Company hence, the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under the said Act are not applicable.

5. I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Bye laws framed there under by the Depositories with regard to dematerialization / rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

It has been observed that as the shares of the Company are in process of being dematerialised, hence the provisions of the said Act, is applicable and complied by the Company.

6. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.

It has been observed that during the year, no transaction has occurred which has come under the purview of the said Act, hence the Act and the rules and regulations made there under is not applicable to the Company.

7. I further report that:
- a) The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited, National Stock Exchange of India Limited and Calcutta Stock Exchange Limited – As the Company is an unlisted public limited Company, hence, the said requirements are not applicable to the Company.



- b) The Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations - As the Company is an unlisted public limited Company, hence, the said Regulations are not applicable to the Company.
- c) The Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations - As the Company is an unlisted public limited Company, hence, the said Regulations are not applicable to the Company.
8. I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

Place: Vadodara
Date: 07.09.2022

For, Swati Bhatt & Co.

Sd/-

Swati Bhatt
Practicing Company Secretary
M. No. F7323
COP: 8004
Peer review Certificate No: 2448/2022
UDIN : F007323D000936570

Note : This report is to be read with our letter of even date which is annexed as “ANNEXURE A” and forms an integral part of this report.



“ANNEXURE A”

To,
The Members,
M/s. Vadodara Gas Limited
CIN: U40106GJ2013PLC076828
Shri Municipal Commissioner Gas Office,
Gas Office Building, Dandia Bazar,
Vadodara, Gujarat - 390001.

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

1. Maintenance of Secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain responsible 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 follow provide a responsible basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Vadodara
Date: 07.09.2022

For, Swati Bhatt & Co.

Sd/-

Swati Bhatt
Practicing Company Secretary
M. No. F7323
COP: 8004
Peer review Certificate No: 2448/2022
UDIN : F007323D000936570

**ANNUAL REPORT ON CSR ACTIVITIES***[Pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended.]*

1. Brief outline on CSR Policy of the Company:		For VGL, Corporate Social Responsibility (CSR) is the responsibility of the company that integrates social, environmental and ethical concerns into company's business process. A responsible business is expected to not only take care of its stakeholders but also to engage and contribute meaningfully towards improving the quality of life of the communities and environment in which it operates.		
2. Composition of CSR Committee:				
Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
(i)	Shri Manmohan Sutaria	Chairman of the Committee / Independent Director	1	1
(ii)	Shri Rajeev Singhal	Member / Independent Director	1	1
(iii)	Shri Ashok Kumar Das	Member / Managing Director	1	1
(iv)	Shri Shailesh Naik	Member / Director (Commercial)	1	1
3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.		www.vgl.co.in		
4. Provide the details of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).		Not Applicable		



5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any		Not Applicable	
Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1	-	-	-
	TOTAL		
6. Average net profit of the company as per section 135(5)		Rs. 7,96,52,500.89/-	
7. (a) Two percent of average net profit of the company as per section 135(5)		Rs. 15,93,050.02/-	
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.		-	
(c) Amount required to be set off for the financial year, if any		-	
(d) Total CSR obligation for the financial year (7a+7b-7c).		Rs. 15,93,050.02/- (However, during the year, the company spent Rs. 25,93,640/- towards CSR activities)	



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

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount.	Date of transfer.
Rs. 25,93,640.00/-	-	-	-	-	-



8(b). Details of CSR amount spent against **ongoing projects** for the financial year

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



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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation on Direct (Yes/No).	Mode of implementation – Through implementing agency.	
				State.	District.			Name.	CSR Registration number.
1.	Supply of Medical Oxygen Plant of 20Nm3/hr capacity	Promoting Health care [clause (i)]	Yes	Gujarat	Vadodara	25,93,640.00/-	Yes	Not Applicable	Not Applicable
	TOTAL					25,93,640.00/-			



(d) Amount spent in Administrative Overheads	-
(e) Amount spent on Impact Assessment, if applicable	Not Applicable
(f) Total amount spent for the Financial Year (8b+8c+8d+8e)	Rs. 25,93,640.00/-

(g) Excess amount for set off, if any: NIL

Sl. No.	Particulars	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	15,93,050.02/-
(ii)	Total amount spent for the Financial Year	25,93,640.00/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	10,00,589.98/-



(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	10,00,589.98/-

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

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



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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project – Completed / Ongoing.
1.								
	TOTAL							
10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).								
a. Date of creation or acquisition of the capital asset(s).								-
b. Amount of CSR spent for creation or acquisition of capital asset.								-
c. Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.								-
d. Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).								-
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).								Not Applicable

For Vadodara Gas Limited

Sd/-
Hitendra Kumar Garg
Managing Director
DIN: 09497695
Date: 06.09.2022
Place: Vadodara

Sd/-
Shailesh Naik
Director (Commercial) & Chairman of the CSR Committee
DIN: 06546482

**FORM NO. AOC-2***(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto (FY 2021-22)

1	Details of contracts or arrangements or transactions not at arm's length basis							
Sr No	Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL



2	Details of material contracts or arrangement or transactions at ordinary course of business and at arm's length basis					(In Rs.)
Sr No.	Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
1	GAIL (India) Limited-Holding company of Enterprise having significant influence	Purchase of Gas	NA	Purchase of Gas of Rs. 1,36,39,61,382/-		
2	GAIL (India) Limited-Holding company of Enterprise having significant influence	Supervision & Other Charges	NA	Supervision & Other Charges of Rs. 3,46,311/-		
3	Vadodara Mahanagar Seva Sadan-Enterprise having Significant influence	Service Charges paid to	NA	Service Charges paid of Rs. 1,35,15,239/-		
4	Vadodara Mahanagar Seva Sadan-Enterprise having Significant influence	Taxes paid to	NA	Taxes paid of Rs. 92,95,003/-		
5	Vadodara Mahanagar Seva Sadan-Enterprise having Significant influence	Services received - Deputation of manpower and other charges	NA	Services received of Rs. 53,90,240/-		
6	Gail Gas Limited-Enterprise having significant influence	Services received - Deputation of manpower and other charges	NA	Services received of Rs. 2,47,66,057/-		
7	Mr. Ashok Das (GAIL Gas Limited) – Key Managerial Personnel	Reimbursement of Remuneration to Key Managerial Personnel	NA	Reimbursement of Remuneration of Rs. 64,27,582/-		
8	Mr. Hitendra Kumar Garg (GAIL Gas Limited) – Key Managerial Personnel	Reimbursement of Remuneration to Key Managerial Personnel	NA	Reimbursement of Remuneration of Rs. 16,25,960/-		
9	Mr. Shailesh Naik (Vadodara Mahanagar Seva Sadan) – Key Managerial Personnel	Reimbursement of Remuneration to Key Managerial Personnel	NA	Reimbursement of Remuneration of Rs. 9,66,030/-		
10	Ms. Palak Shah (Vadodara Gas Limited) – Key Managerial Personnel	Reimbursement of Remuneration to Key Managerial Personnel	NA	Reimbursement of Remuneration of Rs. 12,56,158/-		



11	Ms. Ritu Thakkar (Vadodara Gas Limited) – Key Managerial Personnel	Reimbursement of Remuneration to Key Managerial Personnel	NA	Reimbursement of Remuneration of Rs. 9,37,132/-		
12	Mr. Ashok Das	Reimbursement of Expenses to	NA	Reimbursement of Expenses of Rs. 2,61,626/-		
13	Mr. Hitendra Kumar Garg	Reimbursement of Expenses to	NA	Reimbursement of Expenses of Rs. 6,62,451/-		
14	Ms. Palak Shah	Reimbursement of Expenses to	NA	Reimbursement of Expenses of Rs. 80,754/-		
15	Ms. Ritu Thakkar	Reimbursement of Expenses to	NA	Reimbursement of Expenses of Rs. 21,844/-		
16	Vadodara Mahanagar Seva Sadan	Payment made by Company on behalf of	NA	Payment made by Company on behalf of VMSS is Rs. 3,72,600/-		
17	Gail Gas Limited	Sitting fees for Directors paid to	NA	Sitting fees for Directors paid Rs. 1,35,000/-		
18	Mr. Manmohan Panubhai Sutaria (Independent Director)	Sitting fees for Directors paid to	NA	Sitting fees for Directors paid Rs. 1,05,000/-		
19	Mr. Rajeev Jagdish Saran Singhal (Independent Director)	Sitting fees for Directors paid to	NA	Sitting fees for Directors paid Rs. 90,000/-		
20	Vadodara Mahanagar Seva Sadan- Enterprise having Significant influence	Rent paid	NA	Rent paid of Rs. 6,92,236/-		

For Vadodara Gas Limited

Sd/-

Hitendra Kumar Garg

Managing Director

DIN: 09497695

Date: 06.09.2022

Place: Vadodara

Sd/-

Shailesh Naik

Director (Commercial)

DIN: 06546482



INDEPENDENT AUDITORS' REPORT

INDEPENDENT AUDITORS' REPORT

To the Members of
VADODARA GAS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **VADODARA GAS LIMITED** (“the Company”), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the financial statements including a summary of significant accounting policies and other explanatory information (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, 2022, 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 Note 43 of the financial statements, which states the balances with parties are subject to confirmation and adjustment, if any, on reconciliation/settlement.

Our opinion is not modified in respect of the above matters.



Information Other than the Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report 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 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the 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 Indian Accounting Standards (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, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, from being appointed as a director in terms of Section 164(2) of the Act;
 - f. with respect to the adequacy of the internal financial controls 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 33 to the financial statements;
- ii. the Company did not have any long-term contracts including derivative contracts for which there were material foreseeable losses as at March 31, 2022;
- iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year.

For K C Mehta & Co LLP
Chartered Accountants
Firm’s Registration No.106237W/W100829

Sd/-
Pritesh Amin
Partner
Membership No. 105926
UDIN: 22105926AREARV7060
Place: Vadodara
Date: September 6, 2022



ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT

The annexure referred to in our Independent Auditors' Report to the members of **VADODARA GAS LIMITED** ("the Company") on the financial statements for the year ended March 31, 2022, we report that:

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(B) The Company has generally maintained proper records showing full particulars of intangible assets.
- (b) The property, plant and equipment and right of use assets have not been physically verified by the management during the year. As the management has not carried out any verification during the year, we are unable to comment whether the discrepancies, if any, are material.
- (c) According to the information and explanations given to us and on the basis of our examination of records of the Company, the title/ lease deeds of the immovable properties (other than properties where the Company is the lessee, and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company except for as provided below:

Description of Property	Gross Carrying Value (₹ in lakh)	Held in the name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in the name of the Company
Land and Building including Roads at Dashrath	96.30	GAIL India Ltd	Promoter	Held since March 21, 2005	Lease transferred by GAIL India Ltd to Vadodara Gas Ltd

- (d) According to the information and explanations given to us, the Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.
- (e) According to the information and explanations given to us, no proceeding has been initiated or is pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- ii. (a) According to the information and explanations given to us, the inventory (excluding inventory lying with third parties and stock in pipelines) has been physically verified by the management during the year and in our opinion, the frequency of verification is reasonable. As explained to us, no discrepancy of 10% or more in the aggregate for each



class of inventory was noticed on physical verification of inventories as compared to the book records.

- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks and financial institutions on the basis of security of current assets. However, as per the information and explanation provided to us from the management, the Company is not required to submit any quarterly statements.
- 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. In our opinion and according to the information and explanations given to us, the Company does not have any loans, investments, guarantees and security, which are subject to the provisions of section 185 and 186 of the Act. Therefore, reporting under clause (iv) of the Order is not applicable to the Company.
- v. According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are considered to be deemed deposits during the year, hence directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules made thereunder are not applicable to the Company. According to information and explanations provided to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
- vi. We have broadly reviewed the records maintained by the Company pursuant to the rules prescribed by 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 of the Company, the Company has been regular in depositing with appropriate authorities undisputed statutory dues, including Excise Duty, Goods and Services Tax, provident fund, employee's state insurance, income-tax, value added tax, cess and other statutory dues applicable to it. Further, no undisputed amounts payable in respect of Excise Duty, Goods and Services Tax, provident fund, employee's state insurance, income tax, value added tax, cess and any other statutory dues were in arrears, as at March 31, 2022, 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 statutory dues as referred to in sub clause (a) above which have not been deposited on account of any dispute.



- viii. According to the information and explanations given to us, there are no transactions which were not recorded in the books of account and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, the company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.
- (d) To the best of our knowledge and belief and according to the information and explanations given to us, the management of the Company is of the view that the Company is able to generate sufficient funds from long term sources either through its operations or other means to meet the working capital requirements arising from the event of short-term sources falling due for payment. On an overall examination of the financial statements of the Company, funds raised on short-term basis have been used during the year for long-term purposes by the Company.
- (e) The Company does not have any investment in subsidiaries, associates or joint ventures and therefore reporting under clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) The Company does not have any investment in subsidiaries, associates or joint ventures and therefore reporting under clause 3(xi)(f) of the Order is not applicable to the Company.
- x. (a) According to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and therefore, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and therefore, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) According to the information and explanations given to us and as represented by the Management and based on our examination of the books and records of the Company and in accordance with generally accepted auditing practices in India, no material case of frauds by the Company or on the Company has been noticed or reported during the year.



- (b) No report has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and upto the date of this report.
- (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- xii. The Company is not a Nidhi Company and therefore, the reporting under Clause 3(xii)(a), 3(xii)(b) & 3(xii)(c) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date, for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors, or persons connected with directors and therefore, reporting under clause (xv) of the Order is not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under Clause 3(xvi) is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly clause 3(xviii) is not applicable.
- xix. In our opinion and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give



any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. (a) In our opinion and according to the information and explanations given to us, in respect to “other than ongoing projects”, there are no unspent amounts that are required to be transferred to the Funds specified in Schedule VII to the Companies Act, 2013 within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (b) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.
- xxi. The Company is not required to prepare consolidated financial statements and therefore, reporting under clause 3(xxi) of the Order is not applicable to the Company.

For K C Mehta & Co LLP

Chartered Accountants

Firm's Registration No.106237W/W100829

Sd/-

Pritesh Amin

Partner

Membership No. 105926

UDIN: 22105926AREARV7060

Place: Vadodara

Date: September 6, 2022



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 **VADODARA GAS LIMITED** on the financial statements of even date)

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

We have audited the internal financial controls over financial reporting of **VADODARA GAS LIMITED** ("the Company") as of March 31, 2022, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements 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 prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls with reference to Financial Statement and both issued by the Institute of Chartered Accountants of India. 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 control 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 the generally accepted accounting principles. A company's internal financial control 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, 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, 2022 based on the internal financial control with reference to financial statements 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 ICAI.

For K C Mehta & Co LLP

Chartered Accountants

Firm's Registration No.106237W/W100829

Sd/-

Pritesh Amin

Partner

Membership No. 105926

UDIN: 22105926AREARV7060

Place: Vadodara

Date: September 6, 2022

VADODARA GAS LIMITED
BALANCE SHEET AS AT 31st MARCH, 2022

(Rs. in Lakhs)

Particulars	Note No	As at 31st March 2022	As at 31st March 2021
ASSETS			
(1) Non Current Assets			
(a) Property, Plant and Equipment	6	22,621.57	18,112.07
(b) Right of Use Assets	6	1,943.10	2,005.53
(c) Capital work-in-progress	7	2,881.87	3,277.67
(d) Goodwill	8	10,606.36	10,606.36
(e) Intangible Assets	8	10.15	12.46
(f) Financial Assets			
(i) Security Deposits	9	82.92	77.27
(g) Other non current assets	10	0.33	5.30
Total Non-current Assets		38,146.29	34,096.64
(2) Current Assets			
(a) Inventories	11	1,201.70	900.13
(b) Financial Assets			
(i) Trade receivables	12	3,461.58	2,459.25
(ii) Cash and cash equivalents	13	1,112.34	892.18
(iii) Other bank balances	14	2,203.48	2,049.39
(iv) Others	9	202.70	254.17
(c) Current tax assets (net)	15	76.31	57.34
(d) Other current assets	10	70.71	65.13
Total Current Assets		8,328.81	6,677.59
TOTAL ASSETS		46,475.10	40,774.23
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	16	24,029.35	24,029.35
(b) Other Equity	17	4,208.99	2,608.97
Total equity		28,238.35	26,638.32
LIABILITIES			
(1) Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	4,188.29	5,690.51
(ia) Lease Liabilities	19	4.68	6.75
(b) Provisions	20	5.36	4.34
(c) Deferred Tax Liabilities (net)	21	2,597.82	1,970.91
Total Non-current Liabilities		6,796.15	7,672.51
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	1,261.56	190.08
(ia) Lease Liabilities	19	2.07	42.21
(ii) Trade Payables	22	2,964.45	1,423.08
(iii) Other Financial Liabilities	23	6,600.92	3,862.49
(b) Other current liabilities	24	611.00	945.54
(c) Provisions	20	0.60	-
Total Current Liabilities		11,440.60	6,463.40
Total Equity and Liabilities		46,475.10	40,774.23
See accompanying notes to the financial statements	1-46		

As per our report on financial statements of even date attached.

For K C Mehta & Co LLP
Chartered Accountants

For and on behalf of the Board

Sd/-
Pritesh Amin
Partner
M. No. 105926
Place : Vadodara
Date: 06.09.2022

Sd/-
Hitendra Kumar Garg
Managing Director
DIN: 09497695

Sd/-
Shailesh Naik
Director (Commercial)
DIN: 06546482

Sd/-
Palak Shah
Company Secretary
M.No.A27260

Sd/-
Ritu Thakkar
Chief Financial Officer
M. No. 154664

Place : Vadodara
Date: 06.09.2022

VADODARA GAS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2022

(Rs. in Lakhs)

	Particulars	Note No	For the year ended 31st March, 2022	For the year ended 31st March, 2021
I.	Revenue from operations	25	23,484.07	16,722.27
II.	Other income	26	115.87	134.86
III.	Total Income (I + II)		23,599.94	16,857.13
IV.	EXPENSES			
	Gas consumed	27	12,108.37	7,671.28
	Other Operating Expenses	28	5,368.97	4,063.19
	Employee benefits expenses	29	519.17	483.49
	Finance costs	30	493.57	506.10
	Depreciation and amortization expense	6-8	907.70	977.58
	Other expenses	31	1,975.51	2,069.26
	Total expenses (IV)		21,373.28	15,770.89
V.	Profit before Tax (III-IV)		2,226.66	1,086.24
VI.	Tax expense:	32		
	Current tax		-	-
	Deferred Tax		626.84	804.10
VII.	Profit for the period (V - VI)		1,599.82	282.14
VIII.	Other comprehensive income			
	Items that will not be reclassified to profit or loss		0.28	-
	Tax on above		(0.07)	-
	Items that will be reclassified to profit or loss		-	-
	Other comprehensive income for the year, net of tax		0.21	-
IX.	Total Comprehensive Income for the year (VII+VIII) (Comprising Profit and Other Comprehensive Income for the year)		1,600.03	282.14
	Earnings per equity share:			
	Basic & Diluted		0.67	0.12
	See accompanying notes to the financial statements	1-46		

As per our report on financial statements of even date attached.

For K C Mehta & Co LLP
Chartered Accountants

Sd/-
Pritesh Amin
Partner
M. No. 105926
Place : Vadodara
Date: 06.09.2022

For and on behalf of the Board

Sd/-
Hitendra Kumar Garg
Managing Director
DIN: 09497695

Sd/-
Shailesh Naik
Director (Commercial)
DIN: 06546482

Sd/-
Palak Shah
Company Secretary
M.No.A27260

Sd/-
Ritu Thakkar
Chief Financial Officer
M. No. 154664

Place : Vadodara
Date: 06.09.2022

VADODARA GAS LIMITED**Statement of Changes in Equity for the Year ended 31st March, 2022****A Equity Share Capital**

Particulars	(Rs. in Lakhs)
Balance as at 1st April, 2020	24,029.35
Changes in equity share capital during the year	-
Balance as at 31st March, 2021	24,029.35
Changes in equity share capital during the year	-
Balance as at 31st March, 2022	24,029.35

B Other Equity

Particulars	(Rs. in Lakhs)
	Retained earnings
Balance as at 1st April, 2020	2,326.83
Profit for the year	282.14
Balance as at 31st March, 2021	2,608.97
Profit for the year	1,599.82
Re-measurement of Defined benefit Plan	0.21
Balance as at 31st March, 2022	4,208.99

As per our report on financial statements of even date attached.

For K C Mehta & Co LLP
Chartered Accountants

Sd/-
Pritesh Amin
Partner
M. No. 105926

Place : Vadodara
Date: 06.09.2022

For and on behalf of the Board

Sd/-
Hitendra Kumar Garg
Managing Director
DIN: 09497695

Sd/-
Palak Shah
Company Secretary
M.No.A27260

Place : Vadodara
Date: 06.09.2022

Sd/-
Shailesh Naik
Director (Commercial)
DIN: 06546482

Sd/-
Ritu Thakkar
Chief Financial Officer
M. No. 154664

VADODARA GAS LIMITED
Cash Flow Statement for the year ended 31st March, 2022
(Rs. in Lakhs)

Particulars	For year ended 31st March, 2022	For year ended 31st March, 2021
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	2,226.66	1,086.24
Remeasurement of Defined Benefit Plan	0.28	-
<i>Adjustments to reconcile profit before tax to net cash flows:</i>		
Depreciation and amortization	907.70	977.58
Provision for Doubtful debts	-	138.13
Interest income	(115.87)	(134.86)
Finance costs	465.54	491.44
<i>Working capital adjustments:</i>		
(Increase)/ Decrease in Current Assets:		
Inventories	(301.57)	91.46
Trade receivables	(1,002.33)	(1,092.98)
Other financial assets	(5.65)	743.41
Other non financial assets	(0.61)	(351.00)
Increase / (Decrease) in Current Liabilities:		
Trade Payables	1,541.37	(220.91)
Other Financial Liabilities	1,811.49	758.15
Other non Financial Liabilities	(333.94)	10.51
	5,193.08	2,497.16
Income tax (paid)/ Refund	(18.97)	174.02
Net cash flows from operating activities (A)	5,174.11	2,671.18
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment (including CWIP)	(4,027.60)	(3,687.96)
Bank Balances not considered as Cash and Cash Equivalents	(154.09)	(103.03)
Interest received (finance income)	167.34	146.16
Net cash flows used in investing activities (B)	(4,014.35)	(3,644.83)
CASH FLOW FROM FINANCING ACTIVITIES		
Repayment(Proceeds) of Long term Borrowings	(430.74)	1,833.97
Interest and Finance charges paid	(465.54)	(491.44)
Payment of Lease Rent	(43.32)	(355.76)
Net cash flows from/(used in) financing activities (C)	(939.60)	986.76
Net increase in cash and cash equivalents (A+B+C)	220.16	13.12
Cash and cash equivalents at the beginning of the year	892.18	879.06
Cash and cash equivalents at year end	1,112.34	892.18

(Rs. in Lakhs)

Notes:		
1	Cash & Bank Balances consists of the following:	
	Cash & Cash Equivalents	
	a. Balances with Banks	1,097.98
	b. Cash on hand	14.36
	Closing Cash & Cash Equivalents	1,112.34
2	Reconciliation of change in liabilities arising from financial activities:	
	Long-term borrowings	
	Opening Balance	5,690.51
	Less : Cash flow	430.74
	Less: Non Cash Changes	-
	Closing Balance	5,259.77
3	Previous year's figures have been regrouped / rearranged to confirm to the current years presentation, wherever necessary.	

As per our report on standalone financial statements of even date attached.

For K C Mehta & Co LLP
Chartered Accountants

Sd/-
Pritesh Amin
Partner
M. No. 105926

Place : Vadodara
Date: 06.09.2022

For and on behalf of the Board

Sd/-
Hitendra Kumar Garg
Managing Director
DIN: 09497695

Sd/-
Palak Shah
Company Secretary
M.No.A27260
Place : Vadodara
Date: 06.09.2022

Sd/-
Shailesh Naik
Director (Commercial)
DIN: 06546482

Sd/-
Ritu Thakkar
Chief Financial Officer
M. No. 154664

Vadodara Gas Limited

Notes to the Financial Statements

1 Corporate information

Vadodara Gas Limited ('VGL' or 'the Company') is a public limited company domiciled and incorporated in India having its registered office at Shri Muni Commi Gas Office, Gas Office Building, Dandiya Bazar, Vadodara - 390001. VGL is a Joint Venture Company (JVC) of Gail Gas Limited and Vadodara Mahanagar Seva Sadan. It was incorporated on 13th September, 2013 for Gas Distribution in the city of Vadodara and its adjoining areas. Presently Gail (India) Ltd holds 32.93 % , Gail Gas Ltd holds 17.07 % & Vadodara Mahanagar Seva Sadan holds 50% of equity shares of Vadodara Gas Limited.VGL operates Compressed Natural Gas (CNG) stations and also supplies Piped Natural Gas (PNG) to consumers in domestic and commercial sectors.

2 Statement of Compliance

These Financial Statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

3 Application of new Indian Accounting Standard

All the Indian Accounting Standards issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorized have been considered in preparing these financial statements. There is no other Indian Accounting Standard that has been issued as of that date but was not mandatorily effective.

4 Significant Accounting Policies

4.1 Basis of Preparation

These financial statements are prepared in accordance with Indian Accounting Standards ("Ind AS"), under Section 133 of the Act read together with the Companies (Indian Accounting Standards) Rules, 2015 as amended. These financial statements are prepared in accordance with Ind ASs, under the historical cost convention on the accrual basis except for certain assets and liabilities which are measured at fair value/amortized cost/net present value at the end of each reporting period; as explained in the accounting policies below. These accounting policies have been applied consistently over all periods presented in these financial statements.

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

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

The Company does not have any subsidiary, associates and joint ventures, hence these financial statements are individual financial statements and does not require any consolidated financial statements.

The Financial Statements are presented in Indian Rupees and all values are rounded off to the nearest rupees except otherwise stated.

4.2 Use of estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgements and the use of assumptions in these financial statements have been disclosed in notes below. Accounting estimates could change from period to period. Actual results could differ from these estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and if material, then effects are disclosed in the notes to the financial statements.

4.3 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.

4.4 Property, Plant & Equipment

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 losses, if any; until the date of the Balance Sheet. The cost of PPE comprises of its purchase price or its construction cost (net of applicable tax credit, if any), any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the management and decommissioning costs. Direct costs are capitalized until the asset is ready for use and includes borrowing cost capitalised in accordance with the Company's accounting policy. The Company has determined the last mile connectivity i.e., assets upto and including at the premises of the consumer to be the unit of measure for recognition and capitalisation of assets.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2015, measured as per the previous GAAP, and use the "carrying value" as the deemed cost of such property, plant and equipment.

Works under erection/installation /execution (including such work pertaining to a new project) are shown as Capital Work in Progress. Capital work in progress includes the cost of PPE that are not yet ready for the intended use.

In the case of commissioned assets where final payment to the Contractors is pending, capitalization is made on provisional basis, including provisional liability pending approval of competent authority, subject to necessary adjustment in cost and depreciation in the year of settlement.

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.

Freehold Land is not depreciated. Depreciation of these PPE commences when the assets are ready for their intended use. Depreciation is provided in accordance with the useful life as specified in Schedule II of the Companies Act, 2013, on straight line method (SLM) on pro-rata basis (monthly pro-rata for bought out assets).

Useful lives of each class of PPE as prescribed under Part C of Schedule II to the Companies Act, 2013 are as under:-

Asset Description	Assets Useful life (in Years)
CNG Stations Building	30
Other Buildings	60
Roads	5
Plant & Machinery	15-25
Furniture and Fixtures	10
Office Equipment	5
Computers	3
Electrical installation	10
Vehicle	8

Capital Spares are depreciated over the useful life of such Spares but not exceeding the remaining useful life of related tangible asset.

Leasehold land is amortised over the period of lease.

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. 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.

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.

4.5 Intangible Assets

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.

The Company has elected to continue with the carrying value 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.

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.

Goodwill represents the cost of the acquired businesses in excess of the fair value of identifiable net assets purchased and is not amortised but tested for impairment annually.

Intangible assets including Computer software are amortized on straight-line basis over a period of three years.

4.6 Impairment of Assets

The Company reviews at 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 reporting period, there is an indication that there is change in the previously assessed impairment loss, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted

An assessment is made at the end of each reporting period to see if there are any indications that impairment losses recognized earlier may no longer exist or may have come down. The impairment loss is reversed, if there has been a change in the estimates used to determine the asset's recoverable amount since the previous impairment loss was recognized. If it is so, the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. After a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life. Reversals of Impairment loss are recognized in the Statement of Profit and Loss.

Goodwill is tested for impairment, at-least annually and whenever circumstances indicate that it may be impaired. For the purpose of impairment testing, the goodwill is allocated to a cash-generating-unit('CGU') or group of CGUs, which are expected to benefit from the acquisition-related synergies and represent the lowest level within the entity at which the goodwill is monitored for internal management purposes, within an operating segment. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

Impairment occurs when the carrying value of a CGU including the goodwill, exceeds the estimated recoverable amount of the CGU. The recoverable amount of a CGU is the higher of its fair value less costs to sell and its value in use. Value-in-use is the present value of future cash flows expected to be derived from the CGU.

The total impairment loss of a CGU is allocated first to reduce the carrying value of Goodwill allocated to that CGU and then to the other assets of that CGU - on pro-rata basis of the carrying value of each asset .

4.7 Non-current assets held for sale

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.

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.

Property, plant and equipment and intangible assets are not depreciated or amortized once classified as held for sale.

4.8 Inventories

Inventory of Gas in the pipeline is valued at lower of cost and net realizable value. Cost is determined on weighted average cost method.

Inventory of stores and spares are valued at cost or estimated net realizable value, whichever is lower on first in first out principle net off provision for non moving / slow moving inventory and other anticipated losses, wherever considered necessary.

Net realizable value is determined based on estimated selling price, less further costs expected to be incurred to completion and disposal.

4.9 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 Operations

a. Revenue from Operations: Revenue from sale of natural gas is recognized, at the point of transfer of title to customers at delivery point. Revenue from natural gas is recognised at fair value including excise duty but excluding value added tax and service tax. Revenue recognized but not invoiced to customer is disclosed as unbilled revenue under other current assets

b. Other Operating Revenue

Other operating income is recognized on accrual basis except when ultimate realization of such income is uncertain. Revenue recognized but not invoiced to customer is disclosed as unbilled revenue under other current financial assets.

c. Interest Income

Interest is booked on a time proportion basis taking into account the amounts invested and the rate of interest.

d. Other Income

Other income is recognized on accrual basis except when realization of such income is uncertain.

4.10 Leasing

The Company as a Lessee:

The Company's lease asset class primarily consist of leases for immovable properties and LCV services for transpiration. The company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if there is an explicit or implicit identified asset in the contract and Customer controls 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: (1) the contract involves the use of an identified asset (2) the company has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the company has the right to direct the use of the asset.

At the date of commencement of the lease, the company recognizes a right-of-use asset ("ROU") and a corresponding 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. 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.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU 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, if any.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

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 of whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Transition

The Company applied the "Modified retrospective approach" on the date of initial application (1st April 2019).

4.11 Employee Benefits

a. Post employment benefits

- Defined contribution plan

The company's contribution to defined contribution plan paid/payable for the year is charged to the Statement of Profit and loss.

-Defined benefit plan

Provision for gratuity has been made on accrual basis as per the Payment of Gratuity Act, 1972.

b. Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability. These benefits include salary, wages, bonus, performance incentives etc.

4.12 Income Taxes

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

a. 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 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.

b. 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.

c. 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.

4.13 Borrowing Costs

Borrowing costs are interest and ancillary costs incurred in connection with the arrangement of borrowings.

General and specific borrowing costs attributable to acquisition and construction of qualifying assets is added to the cost of the assets up to the date the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted. All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

4.14 Earnings per share

Basic earnings per share is computed by dividing the profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving the basic earnings per share and the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

4.15 Current/non current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated

- Expected to be realised or intended to be sold or consumed in normal operating cycle
 - Held primarily for the purpose of trading
 - Expected to be realised within twelve months after the reporting period
 - Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the
- All other assets are classified as non-current.

A liability is current if it satisfies any of the following conditions:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- is due to be settled within twelve months after the reporting period
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash Equivalents.

The Company has identified twelve months as its operating cycle.

4.16 Provisions, Contingent Liabilities and Contingent Assets

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

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

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

Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

4.17 Statement of Cash Flow

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.

4.18 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 except when the effect is immaterial. . 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.

a. Financial assets**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.

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.

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.

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.

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 month 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.

Derecognition of financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. On derecognition of a financial asset in its entirety, (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in statement of profit and loss.

b. Financial liabilities and equity instruments

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

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.

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.

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 profit or loss.

5 Critical accounting judgements, assumptions and Key sources of estimation uncertainty

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the date of the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In particular, the Company has identified the following areas where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the financial statements. Changes in estimates are accounted for prospectively.

Critical Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

5.1 Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor, land access and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgment and the use of estimates regarding the outcome of future events.

5.2 Determining whether an arrangement contain leases and classification of leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

5.3 Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

5.4 Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

5.5 Recognition of Deferred tax assets

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties.

5.6 Impairment of Goodwill

Goodwill is tested for impairment at-least on an annual basis and when events that occur / changes in circumstances indicate that the recoverable amount of the CGU is less than its carrying value. In calculating the value in use, the Company is required to make significant judgements, estimates and assumptions inter-alia concerning the growth in EBITDA, long-term growth rates; discount rates to reflect the risks involved. Also, judgement is involved in determining the CGU /grouping of CGUs for allocation of the goodwill.

5.7 Allowance for impairment of trade receivables

The expected credit loss is mainly based on the ageing of the receivable balances and historical experience. The receivables are assessed on an individual basis assessed for impairment collectively, depending on their significance. Moreover, trade receivables are written off on a case-to-case basis if deemed not to be collectible on the assessment of the underlying facts and circumstances.

VADODARA GAS LIMITED
Notes to the Financial Statements
6 Property, plant and equipment

Property, plant and equipment are as follows:

Property, plant and equipment are as follows:											(Rs. in Lakhs)
Cost or deemed cost	Freehold Land	Buildings (refer note b)	Right of Use Assets	Roads (refer note b)	Plant & Machinery (refer note c)	Furniture & Fittings	Office Equipment	Computers	Electrical Installation	Vehicles	Total
At 1 April 2020	2,869.15	420.35	2,690.88	54.80	13,024.98	13.36	72.15	26.07	18.24	4.39	19,194.36
Additions	-	-	-	-	4,136.02	0.33	4.75	-	-	-	4,141.10
Disposals	-	-	-	-	-	-	-	-	-	-	-
Other Adjustments											
At 31 March 2021	2,869.15	420.35	2,690.88	54.80	17,161.00	13.69	76.91	26.07	18.24	4.39	23,335.46
Additions	-	19.11	-	-	5,294.97	7.67	1.38	3.26	13.00	-	5,339.40
Disposals	-	-	-	-	-	-	-	-	-	-	-
Other Adjustments											
At 31 March 2022	2,869.15	439.46	2,690.88	54.80	22,455.98	21.36	78.29	29.32	31.24	4.39	28,674.86

Depreciation and impairment	Freehold Land	Buildings	Right of Use Assets	Roads	Plant and machinery	Furniture and fixtures	Office Equipment	Computers	Electrical Installation	Vehicle	Total
At 1 April 2020	-	77.59	335.95	51.77	1,699.29	4.82	50.22	18.94	8.98	2.77	2,250.31
Charge for the year	-	12.79	349.41	-	590.22	1.32	7.91	3.54	1.82	0.55	967.55
Disposals/ adjustments	-	-	-	-	-	-	-	-	-	-	-
At 31 March 2021	-	90.38	685.36	51.77	2,289.50	6.14	58.12	22.48	10.79	3.33	3,217.87
Charge for the year	-	13.16	62.43	-	803.75	1.78	5.47	2.61	2.58	0.55	892.33
Disposals/ adjustments	-	-	-	-	-	-	-	-	-	-	-
At 31 March 2022	-	103.54	747.78	51.77	3,093.25	7.92	63.59	25.09	13.37	3.88	4,110.19

Net carrying value											
At 31 March 2021	2,869.15	329.97	2,005.53	3.03	14,871.50	7.55	18.78	3.59	7.45	1.06	20,117.60
At 31 March 2022	2,869.15	335.92	1,943.10	3.03	19,362.73	13.43	14.70	4.24	17.87	0.51	24,564.67

Notes:

- a. Land and building, plant and machineries, electrical installation, furniture and fixtures, office equipments and other movable assets of the company are subject to first charge to secure Term loan from Bank of Baroda.
- b. Includes cost of Rs.96.29 lakhs of Building including roads at Dashrath CNG station for which the formal transfer of lease rights of the Land on which such building and related assets are standing are yet not completed. Title Deeds are in the name of one of the promoters Gail India Ltd & said property is held since 21.03.2005.

VADODARA GAS LIMITED
Notes to the Financial Statements

7 Capital work-in -progress

(Rs. in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Capital work-in-progress	2,881.87	3,277.67
Total	2,881.87	3,277.67

7.1 The details of Capital Works-in-progress is as follows:-

(Rs. in Lakhs)

Particular	As at 31st March, 2022	As at 31st March, 2021
CNG Plant and Machinery	2,021.66	2,073.53
PNG Pipelines	860.21	1,191.08
Computer Software	-	13.06
Total	2,881.87	3,277.67

7.2 The Capital Work in Progress consists of the following:-

(Rs. in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2020
Balance as at 1st April 2021	3,277.67	3,702.53
Add: Additions during the year	5,125.80	3,037.41
Less: Capitalised during the year	5,521.60	3,462.27
Balance as at 31st March 2022	2,881.87	3,277.67

7.3 Aging of Capital Work in Progress:-

(Rs. in Lakhs)

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years.	Total
Projects in progress as on 31st March 2022	1,058.67	213.21	589.66	1,020.33	2,881.87
Projects in progress as on 31st March 2021	238.99	621.94	408.72	2,008.02	3,277.67

Notes:

- Capital work in progress includes capital inventory of Rs 1897.79 lakhs (As on 31st march 2021 Rs 1826.86 lakhs)
- The company is engaged in the business of City Gas Distribution (CGD). The company annually modulates project execution plans on the basis of developments in CGD eco system and demand potential in the GA. all the projects are executed as per rolling annual plans and annual capex budgets.

8 Intangible Assets

Intangible assets are as follows:

(Rs. in Lakhs)

Cost or deemed cost	Goodwill	Software	Total
At 1 April 2020	10,606.36	35.34	10,641.70
Additions	-	-	-
Disposals	-	-	-
Other Adjustments	-	-	-
At 31 March 2021	10,606.36	35.34	10,641.70
Additions	-	13.06	13.06
Disposals	-	-	-
Other Adjustments	-	-	-
At 31 March 2022	10,606.36	48.40	10,654.76

Accumulated amortization and impairment	Goodwill	Software	Total
At 1 April 2020	-	12.86	12.86
Charge for the year	-	10.02	10.02
Disposals/ adjustments	-	-	-
At 31 March 2021	-	22.88	22.88
Charge for the year	-	15.38	15.38
Disposals/ adjustments	-	-	-
At 31 March 2022	-	38.26	38.26

Net book value	Goodwill	Software	Total
At 31 March 2021	10,606.36	12.46	10,618.81
At 31 March 2022	10,606.36	10.15	10,616.50

VADODARA GAS LIMITED
Notes to the Financial Statements

9 Other Financial assets

(Rs. in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Unsecured considered good		
Non-Current		
Security deposits	82.92	77.27
Total (A)	82.92	77.27
Current		
Other receivables	193.23	193.23
Interest accrued on fixed deposits	9.46	60.94
Total (B)	202.70	254.17
Total Other Financial Assets(A+B)	285.61	331.43

10 Other Assets

(Rs. in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Non current		
Balances with Government authorities	0.20	0.20
Prepaid expenses	0.13	5.10
Total (A)	0.33	5.30
Current		
Balances with Government authorities	32.15	41.80
CSR Prespent (Refer Note 31 c)	10.01	-
Prepaid expenses	28.55	23.33
Total (B)	70.71	65.13
Total Other Assets(A+B)	71.04	70.43

11 Inventories

(Rs. in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Stores and spares	1,184.84	900.13
Natural Gas	16.85	-
Total	1,201.70	900.13

Refer note 4.7 of Significant Accounting Policies for Basis of valuation

The inventories have been charged as security against the letter of credit facility taken from the banks.

12 Trade receivables

(Rs. in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
(Unsecured unless otherwise stated)		
Considered Good	3,461.58	2,459.25
Considered as having significant increase in Credit Risk	517.35	517.35
Less: Impairment of receivables having significant increase in Credit Risk	(517.35)	(517.35)
Total Trade receivable	3,461.58	2,459.25

a. Generally, the Company enters into gas sales arrangement with its customers. The average credit period on sales of gas is generally between 3 to 15 days. Interest is charged at agreed rate as per terms on the overdue balance on PNG customers.

b. The Company assesses impairment loss on dues from its customers based on the ageing of the receivable balances and historical experience.

c. Concentration of credit risk with respect to trade receivables are limited, due to the Company's customer base being large and diverse. All trade receivables are reviewed and assessed for default on an annual basis.

d. Movement of Impairment of receivables

(Rs. in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Balance at the beginning of the year	517.35	379.22
Additions	-	138.13
Balance at the end of the year	517.35	517.35

e. As on 31st March'2022

(Rs. in Lakhs)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment			
			Less than 1 year	1-2 years	2-3 years	More than 3 years
i) Undisputed Trade Receivables- considered good	1,545.15	1,169.24	492.62	199.29	55.28	-
ii) Undisputed Trade Receivables- which have significant increase in the credit risk	-	-	-	-	-	517.35
iii) Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-
iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-
v) Disputed Trade Receivables- which have significant increase in the credit risk	-	-	-	-	-	-
vi) Disputed Trade Receivables- credit impaired	-	-	-	-	-	-

As on 31st March'2021

(Rs. in Lakhs)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment			
			Less than 1 year	1-2 years	2-3 years	More than 3 years
i) Undisputed Trade Receivables- considered good	1,046.45	734.54	239.12	291.74	89.53	57.87
ii) Undisputed Trade Receivables- which have significant increase in the credit risk	-	-	-	-	109.00	408.35
iii) Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-
iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-
v) Disputed Trade Receivables- which have significant increase in the credit risk	-	-	-	-	-	-
vi) Disputed Trade Receivables- credit impaired	-	-	-	-	-	-

f. The Trade receivables have been charged as security against the letter of credit facility taken from the banks.

13 Cash and Cash Equivalents

(Rs. in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
(a) Cash in hand	14.36	8.13
(b) Balances with banks: - Current Account	1,097.98	884.05
Total	1,112.34	892.18

14 Other Bank balances

(Rs. in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
(a) Bank deposits	1,884.58	1,749.39
(b) Bank deposits under lien	318.90	300.00
Total	2,203.48	2,049.39

15 Current tax assets (net)

(Rs. in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Advance tax (net of provisions)	76.31	57.34
Total	76.31	57.34

16 Equity share capital**a. Share Capital Consists of the following****(Rs. in Lakhs)**

Particulars	As at 31st March, 2022	As at 31st March, 2021
Share capital		
Authorised		
250,000,000 Equity Shares of Rs. 10 each	25,000	25,000
	25,000	25,000
Issued, subscribed and fully paid up		
240,293,548 Equity Shares of Rs. 10 each	24,029	24,029
Total	24,029	24,029

b. Right, preferences and restrictions attached to 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.

c. Reconciliation of Shares outstanding at the beginning and at the end of the reporting period**(Rs. in Lakhs)**

Particulars	No. of Shares	Share Capital
As at 1st April, 2020	24,02,93,548	24,029.35
Additions/(Reductions)	-	-
As at 31st March, 2021	24,02,93,548	24,029.35
As at 1st April, 2021	24,02,93,548	24,029.35
Additions/(Reductions)	-	-
As at 31st March, 2022	24,02,93,548	24,029.35

d. Shares in the company held by shareholders holding more than 5% is as under:

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	No. of shares	Extent of Holding	No. of shares	Extent of Holding
GAIL Gas Limited	4,10,08,943	17.07%	4,10,08,943	17.07%
GAIL (India) Limited	7,91,37,831	32.93%	7,91,37,831	32.93%
Vadodara Mahanagar Seva Sadan	12,01,46,774	50.00%	12,01,46,774	50.00%

e. Shares in the company held by Promoters is as under:

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	No of Shares	% of Total Shares	No of Shares	% of Total Shares
GAIL Gas Limited	4,10,08,943	17.07%	4,10,08,943	17.07%
GAIL (India) Limited	7,91,37,831	32.93%	7,91,37,831	32.93%
Vadodara Mahanagar Seva Sadan	12,01,46,774	50.00%	12,01,46,774	50.00%

There is no change in holding during the financial year

- f. 24,02,93,548 Equity shares of Rs.10 each fully paid were issued for consideration other than cash pursuant to "Business Transfer Agreement" entered with GAIL (India) Limited and GAIL Gas Limited respectively for acquisition of its business relating to CNG stations and with Vadodara Mahanagar Seva Sadan (VMSS) for acquisition of its business relating to the PNG supply along with infrastructure therein with all rights and specified liabilities attached thereto as a going concern on a slump sale basis, taking effect from closing business hours of 30th September, 2014.

17 Other Equity**a Other equity consist of the following:****(Rs. in Lakhs)**

Particular	As at 31st March, 2022	As at 31st March, 2021
Retained Earnings	4,208.99	2,608.97
Total	4,208.99	2,608.97

b Particulars relating to Other Equity**(Rs. in Lakhs)**

Other Equity	As at 31st March, 2022	As at 31st March, 2021
Retained Earnings		
Opening Balance	2,608.97	2,326.83
Add: Profit for the year	1,599.82	282.14
Add: Re-measurement of Defined benefit Plan	0.21	-
Balance at the end of the year	4,208.99	2,608.97

18 Borrowings**(Rs. in Lakhs)**

Particulars	As at 31st March, 2022	As at 31st March, 2021
Non current Secured borrowings		
From Banks:		
Term Loan	4,188.29	5,690.51
Total Non Current Borrowings	4,188.29	5,690.51
Current Secured borrowings		
Current Maturities of Loans	1,261.56	190.08
Bank Overdrafts	-	-
Total current borrowings	1,261.56	190.08

a. Term Loans from Banks consists of the following:

Name of Bank	Date of Maturity	Rate of Interest	No. of Monthly Installments due after the balance sheet	Amount of each Installments (Rs.)
Bank of Baroda (Secured against all project assets including Land and building to be financed out of fresh credit facilities)	20-07-2028	8.35%*	76 (84)	Monthly installment of Rs.89,29,000/- and last installment of Rs.88,93,000/-
Bank of Baroda (Secured against all project assets including Land and building to be financed out of fresh credit facilities)	31-12-2024	9.95%*	33 (45)	Monthly installment of Rs.1,584,000/- and last installment of Rs.1,256,000/-

* floating rate - 1year MCLR + Strategic premium

(Rs. in Lakhs)

b. Particulars	As at 31st March, 2022	As at 31st March, 2021
Current Maturities of loans	1,261.56	190.08
Outstanding loan amount	5,449.85	5,880.59

19 Lease Liabilities**(Rs. in Lakhs)**

Particulars	As at 31st March, 2022	As at 31st March, 2021
Non-Current		
Other lease financial liabilities	4.68	6.75
Total	4.68	6.75
Current		
Current maturities of other lease financial liabilities	2.07	42.21
Total	2.07	42.21

20 Provisions**(Rs. in Lakhs)**

Particulars	As at 31st March, 2022	As at 31st March, 2021
Non-Current		
Gratuity Payable	2.22	1.99
Leave Encashment Payable	3.13	2.35
Total	5.36	4.34
Current		
Gratuity Payable	0.31	-
Leave Encashment Payable	0.29	-
Total	0.60	-

21 Deferred tax liabilities (net)**(Rs. in Lakhs)**

Particulars	As at 31st March, 2022	As at 31st March, 2021
Deferred Tax Liabilities	4,200.58	3,780.46
Deferred Tax Assets	1,602.76	1,809.55
Total	2,597.82	1,970.91

(Rs. in Lakhs)

As at 31st March, 2022	Opening Balance	Recognized in Statement of Profit and Loss	Recognized in Other Comprehensive Income	Closing Balance
Deferred tax liabilities / assets in relation to:				
Deferred Tax Liabilities				
Property, plant and equipment	3,780.46	420.12	-	4,200.58
Total Deferred Tax Liabilities	3,780.46	420.12	-	4,200.58
Deferred Tax Assets				
Unpaid liability allowable on payment basis	11.30	(9.73)	(0.07)	1.50
Unabsorbed depreciation / business loss	1,664.74	(213.79)	-	1,450.95
Provision for non-moving inventories	-	11.82	-	11.82
Impairment of receivables having significant increase in Credit Risk	126.65	3.55	-	130.21
Others	6.85	1.43	-	8.28
Total Deferred Tax Assets	1,809.55	(206.73)	(0.07)	1,602.76
Net Deferred Tax Liabilities	1,970.91	626.84	0.07	2,597.82

(Rs. in Lakhs)

As at 31st March, 2021	Opening Balance	Recognized in Statement of Profit and Loss	Recognized in Other Comprehensive Income	Closing Balance
Deferred tax liabilities / assets in relation to:				
Deferred Tax Liabilities				
Property, plant and equipment	3,015.16	765.30	-	3,780.46
Total Deferred Tax Liabilities	3,015.16	765.30	-	3,780.46
Deferred Tax Assets				
Unpaid liability allowable on payment basis	9.39	1.91	-	11.30
Unabsorbed depreciation / business loss	1,738.52	(73.78)	-	1,664.74
Impairment of receivables having significant increase in Credit Risk	92.84	33.82	-	126.65
Mat Credit	953.16	-	-	-
Mat Credit Allowance	(953.16)	-	-	-
Others	7.60	(0.74)	-	6.85
Total Deferred Tax Assets	1,848.35	(38.80)	-	1,809.55
Net Deferred Tax Liabilities	1,166.81	804.10	-	1,970.91

22 Trade Payables**(Rs. in Lakhs)**

Particulars	As at 31st March, 2022	As at 31st March, 2021
Due to Micro & Small Enterprise	1,500.97	593.14
Due to others	1,463.48	829.94
Total	2,964.45	1,423.08

- a. 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:-

As on 31st March, 2022

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
i) MSME	1,334.71	157.44	-	8.82
ii) Others	1,298.12	96.59	10.82	57.94
iii) Disputed Dues - MSME	-	-	-	-
iv) Disputed Dues - others	-	-	-	-

As on 31st March, 2021

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
i) MSME	542.88	44.78	1.16	4.32
ii) Others	587.79	15.53	0.50	226.12
iii) Disputed Dues - MSME	-	-	-	-
iv) Disputed Dues - others	-	-	-	-

(Rs. in Lakhs)

Trade payables - Total outstanding dues of Micro & Small enterprises*	As at 31st March, 2022	As at 31st March, 2021
(a) Principal & Interest amount remaining unpaid but due as at year end		
- Principal	1,500.97	593.14
- Interest	12.03	0.93
(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	12.03	0.93
(d) Interest accrued and remaining unpaid as at year end	12.96	5.53
(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	17.56	5.53

Contractual retentions not due for payments are not considered here

23 Other financial liabilities

(Rs. in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Current		
Deposits from Customers and Contractors	4,664.12	3,044.37
Retention Money and Earnest money deposit from Contractors	139.80	97.03
Payable for capital assets	771.47	179.23
Interest Payable on MSME	12.03	-
Expenses Payable for CWIP	353.86	17.04
Expenses Payable	659.64	524.81
Total	6,600.92	3,862.49

24 Other Current liabilities

(Rs. in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Statutory Dues Payable	147.50	146.04
Advance from customers	355.97	691.98
Advance received for development and relocation expenses from NHSRL	107.52	107.52
Total	611.00	945.54

VADODARA GAS LIMITED
Notes to the Financial Statements
25 Revenue from Operations
(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
a.		
A. Revenue from Operations		
Sale of Compressed natural gas (CNG) (including excise duty)	13,061.35	8,076.97
Sale of PNG	9,256.79	7,010.36
Total (a)	22,318.14	15,087.33
B. Other Operating Revenues		
Faulty meter and By-pass charges	41.77	51.97
Income from PNG installation	723.84	1,328.07
Other Operating income*	400.33	254.90
Total (b)	1,165.94	1,634.94
Total (a+b)	23,484.07	16,722.27

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

For the year ended 31st March, 2022	CNG	PNG	TOTAL
Sale of Natural Gas	13,061.35	9,256.79	22,318.14
Sale of services	-	723.84	723.84
Other operating Revenues	-	442.10	442.10
Timing of revenue recognition			
At a point in time	13,061.35	10,422.73	23,484.07

26 Other Income
(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Interest income	114.14	122.06
Interest on Income Tax Refund	1.73	12.80
Total	115.87	134.86

27 Gas Consumed
(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Gas consumed	12,108.37	7,671.28
Total	12,108.37	7,671.28

28 Other Operating Expenses
(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Maintenance Charges	1,811.11	1,936.31
Consumption of stores and spare parts	730.38	516.47
Excise Duty	1,673.94	1,022.03
Forecourt charges	306.74	225.78
Transportation Charges	824.57	346.35
Testing & Weighing charges	22.24	16.25
Total	5,368.97	4,063.19

29 Employee Benefit Expenses
(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Salary	485.96	459.89
Contribution to provident and other funds	3.97	3.59
Staff Welfare	29.24	20.01
Total	519.17	483.49

All the employees (Except 28 (P.Y 24) employees whose total salary amounts to Rs.140.48 lakhs (Rs.134.53 lakhs)) posted at Vadodara Gas Limited during the year are on the rolls of either GAIL Gas Limited or Vadodara Mahanagar Seva Sadan. Salary inclusive of all benefits are being paid by the respective Employers and recovered from the Company. All statutory compliances in this regard are being made by respective employers.

30 Finance Costs**(Rs. in Lakhs)**

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Interest Expenses	465.54	491.44
Other borrowings costs	28.03	14.66
Total	493.57	506.10

31 Other Expenses**(Rs. in Lakhs)**

a. Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Audit Fee	6.40	6.20
Bad debts	-	0.86
Provision for impairment of Doubtful receivables	-	138.13
Electricity expenses	240.15	172.67
Insurance expense	20.33	23.03
Legal & Professional	62.40	53.83
Miscellaneous Expense*	131.19	101.39
Rent	76.19	32.62
Rates & taxes	93.00	79.77
Repairs and Maintenance		
- Building	78.85	294.86
Security charges	96.78	91.18
CSR Expense (Refer Note c)	15.93	34.10
Selling & Distribution	264.19	199.20
GST Expense	833.63	788.61
Travel & Conveyance	56.47	52.81
Total	1,975.51	2,069.26

* None of the items individually account for more than 1% of total revenue.

b. Payment to auditors has been classified as follows (Excluding Service Tax):**(Rs. in Lakhs)**

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Payments to the auditor as:		
(i) Auditor	6.40	6.20
(ii) For taxation matters	9.39	11.00
(iii) For company law matters	0.50	1.20
(iv) Other services	-	0.08

c. Details of CSR Expenditure are as under:**(Rs. in Lakhs)**

Particulars	31-Mar-22	31-Mar-21
(i) Amount required to be spent by the company during the year	15.93	16.32
(ii) Amount of expenditure incurred	25.94	34.10
(iii) Shortfall at the end of the year (i-ii)	(10.01)	(17.78)
(iv) Total of previous years shortfall	-	17.77
(v) Reason for shortfall	NA	NA
(vi) Nature of CSR activities	Promoting health care	Promoting health care

As per the CSR committee meeting of the Board of Directors dated 4th August'2021, it was resolved that the CSR amount prespent in FY 21-22 will be set-off against Company's CSR obligation upto immediate succeeding three financial years.

Amount spent in cash during the year is as below:

(Rs. in Lakhs)

Particulars	In Cash	Yet to be paid in cash	Total
(i) Construction / acquisition of an asset	-	-	-
	-	-	-
(ii) On purposes other than above	25.94	-	25.94
	(34.09)	-	(34.09)

32 Tax Expense**(Rs. in Lakhs)**

Particular	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Current Tax		
- current year	-	-
- earlier years	-	-
Total Current Tax	-	-
Deferred Tax	626.84	804.10
Total	626.84	804.10

The income tax expense for the year can be reconciled to the accounting profit as follows:

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Profit before tax from continuing operations	2,227	1,086
Income tax expense calculated at 25.168% (24.48%)	560	266
Effect of:		
(Income) / expense (net) not (taxable) / deductible	11.25	538
Recognised in OCI	(0.07)	-
Tax rate difference	55.26	
Income tax expense recognised in Statement of Profit and Loss	626.84	804.10

The tax rate used for the year ended 31st March, 2022 and 31st March, 2021 reconciliations above is the corporate tax rate of 25.168% (P.Y.24.48%) payable by corporate entities in India on taxable profits under the Indian tax laws.

No income tax has been recognised directly in Equity.

33 Contingent liabilities and commitments (to the extent not provided for) :**(Rs. in Lakhs)**

a.	As at 31st March, 2022	As at 31st March, 2021
A. Contingent Liabilities not provided in respect of :		
I. Claims against the company not acknowledged as debt (Refer note b. below)	1,428.85	749.28
II. Bank Guarantee (given against commitment of Gas distribution through pipe lying in Vadodara district in three years)	300.00	300.00

b. For the claims against the Company in the previous year, the Company did not expect the outcome of few of the claims to have a material impact on its financial position. Future cash outflows in respect of the same are determinable only on receipt of decisions pending with various forums/ authorities.

c. For the claims against the Company in the previous year, the Company did not expect the outcome of few of the claims relating to interest claim and other claims of Gail (India) Limited to have a material impact on its financial position. Future cash outflows in respect of the same are determinable only on receipt of decisions pending with various forums/ authorities.

d. Estimated amount of Contract remaining to the executed on capital accounts (Net of Advances)

(Rs. in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
B. Capital Commitments		
Estimated amount of Contract remaining to the executed on capital accounts (Net of Advances)	1,415.65	1,039.94

VADODARA GAS LIMITED**Notes to the Financial Statements****34 Segment Reporting**

- a. The Company has a single operating segment that is "Sale of Natural Gas". Accordingly, the segment revenue, segment results, segment assets and segment liabilities are reflected by the financial statements themselves as at and for the financial year ended 31st March, 2022.

b. Entity wide disclosures :Information about products and services:

The Company is in a single line of business of "Sale of Natural Gas".

Geographic Informations:

The company operates presently in the business of city gas distribution in Vadodara District. Accordingly, revenue from customers and all assets are located in Vadodara District, India only.

Information about major customers:

The Company is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

35 Employee Benefits**(A) Defined Contribution Plans:**

The Company makes contribution towards Employee Provident Fund. The employees on the payroll of the Company include contract employees. The Company is required to contribute specified percentage of payroll cost.

The Company has recognised the following amounts in the Statement of Profit and Loss :

(Rs. in Lakhs)		
Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Contribution to Provident Fund	3.70	3.36

(B) Defined Benefit Plan:**(i) Gratuity:**

The Company has defined benefit plans that provide gratuity benefit. It is governed by the Payment of Gratuity Act, 1972. Under the Gratuity Act, employees are entitled to specific benefit at the time of retirement or termination of the employment on completion of five years or death while in employment. The level of benefit provided depends on the member's length of service and salary at the time of retirement/termination age. The most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as at 31st March, 2022 by a member firm of the Institute of Actuaries of India. 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.

This plan typically expose the Company to actuarial risks such as: Actuarial Risk, Investment Risk, Liquidity Risk, market Risk & Legislative Risk.

a. Actuarial Risk:

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity Benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

b. Investment Risk:

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

c. Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cashflows.

d. Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

e. Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

Amounts recognized in the Financial Statements in respect of defined benefit plan are as follows:

(Rs. in Lakhs)		
Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Service Cost:		
Current Service Cost	0.68	0.37
Past service cost and loss/(gain) on curtailments and Net interest expense/ (income)	0.14	-
Components of defined benefit costs recognised in	0.82	0.37
Re-measurement on the net defined benefit liability:		
Actuarial (gains)/losses arising from changes in demographic assumptions		-
Actuarial (gains)/losses arising from changes in financial assumptions		
Actuarial (gains)/losses arising from experience adjustments	(0.28)	-
Return on Plan Assets excluding amount included in net interest cost		
Components of Re-measurement	(0.28)	-
Total	0.55	0.37

The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plan is as follows :

(Rs. in Lakhs)		
Particulars	As at 31st March, 2022	As at 31st March, 2021
Present Value of funded defined benefit obligation	2.54	1.99
Fair value of plan assets	-	-
Net liability arising from defined benefit obligation	2.54	1.99

Movements in the present value of the defined benefit obligation are as follows:

(Rs. in Lakhs)		
Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Opening defined obligation	1.99	1.62
Current service cost	0.68	0.37
Interest cost	0.14	-
Re-measurement (gains)/losses :		
Actuarial (gains)/ losses arising from changes in financial assumptions	-	-
Actuarial (gains)/ losses arising from experience adjustments	(0.28)	-
Past Service Cost	-	-
Benefits paid	-	-
Closing defined benefit obligation	2.54	1.99

Movements in the fair value of plan assets are as follows:

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Opening value of plan assets	-	-
Interest income	-	-
Return on plan assets excluding amounts included in interest i	-	-
Contributions by employer	-	-
Benefits paid	-	-
Closing defined benefit obligation	-	-

Classification of Non-Current and Current Liability:

(Rs. in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Non-Current liability	2.22	1.99
Current liability	0.31	0.00
Total	2.54	1.99

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

Particulars	As at 31st March, 2022	As at 31st March, 2021
Mortality	Indian Assured Lives Mortality (2012-14) Table	NA
Withdrawal Rates	10 % p.a. at younger age reducing to 2% p.a. at older ages	NA
Discount Rate (%)	7.25%	NA
Salary escalation rate (%)	7.00%	NA
Rate of Return on Plan Assets (%)	NA	NA

The fair value of the plan assets at the end of the reporting period for each category are as follows:

(Rs. in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Managed by insurer (Life Insurance Corporation of India)	-	-
Central Government Securities	-	-
Public Sector/Financial Institutional Bonds	-	-
Portfolio with Mutual Funds	-	-
Others		

Fair value of Investment in Group of Insurance Company is taken as book value on

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and withdrawal rates. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

(Rs. in Lakhs)

Significant actuarial assumptions	As at 31st March, 2022	As at 31st March, 2021
Discount Rate		
-Impact due to increase of 50 basis points	2.40	-
- Impact due to decrease of 50 basis points	2.69	-
Salary increase		
- Impact due to increase of 50 basis points	2.64	-
- Impact due to decrease of 50 basis points	2.44	-
Withdrawal Rate		
- Impact due to increase of 10 percent	2.52	-
- Impact due to decrease of 10 percent	2.55	-

The sensitivity analysis presented above may not be representative 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. Sensitivity due to mortality are not material & hence impact of change not calculated.

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.

Maturity Profile of Defined Benefit Obligations:

(Rs. in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Less Than One Year	0.31	-
One to Three Years	0.20	-
Three to Five Years	0.36	-
More than Five Years	0.91	-
Total	1.78	-

(C) Other long term employee benefit plans

Leave encashment

Amount of Rs. 2.25 lakhs (31st March 2021 Rs.3.25 lakhs) is recognised as expenses and included in note no.29 "Employee benefit expense".

36 Leases

Company as a lessee

The company has lease contracts for rented premises used in its operations. The company's obligations under its lease are secured by the lessor's title to the leased asset.

(a) Amounts recognised in the Balance Sheet

Particulars	As at 31st March 2022	As at 31st March 2021
(i) Right-of-use Asset		
Cost	2,690.88	2,690.88
Accumulated Depreciation	747.78	685.36
Net Carrying Amount	1,943.10	2,005.53
(ii) Lease liabilities - Borrowings		
Beginning of the year/period	48.96	385.64
Additions	-	-
Accretion of interest	1.10	19.09
Payments	43.32	355.76
Deletion	-	-
Closing of the year	6.75	48.96
Current	2.07	42.21
Non-Current	4.68	6.75

(b) Amounts recognised in the Statement of Profit And Loss

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
(i) Finance Cost		
Interest Expense On Lease Liability	1.10	19.09
(ii) Depreciation		
Depreciation on right of use lease asset	62.43	349.41

(c) Amounts recognised in Cash Flow Statement**(Rs. in Lakhs)**

Particulars	As at 31st March 2022	As at 31st March 2021
Total cash outflow for leases	43.32	355.76

(d) Expense relating to short-term leases and Low-value**(Rs. in Lakhs)**

Particulars	As at 31st March 2022	As at 31st March 2021
Amount recognised in statement of Profit and Loss	76.19	32.62

37 Earnings Per Share (EPS)

In accordance with Ind AS 33 – ‘Earnings Per Share’, the Basic and Diluted Earning Per Share (EPS) has been calculated as under :

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Profit available to equity shareholders	1,599.82	282.14
Weighted Average number of equity shares	24,02,93,548	24,02,93,548
Earning Per Share of Rs. 10/- each		
Basic & Diluted (Rs.)	0.67	0.12

VADODARA GAS LIMITED
Notes to the Financial Statements
38 Related Party transactions

a. Names of Related parties and nature of related party relationships

Name of Related Parties	Nature of Relationship
GAIL Gas Limited	Enterprise having Significant influence
Vadodara Mahanagar Seva Sadan	Enterprise having Significant influence
GAIL (India) Limited	Enterprise having Significant influence
Ms. Shalini Agarwal, IAS	Nominee Director (w.e.f. 13.12.2021)
Mr Swaroop Sanandam Prithvi, IAS	Nominee Director (upto 14.06.2021)
Mr. Hitendra Kumar Garg	Nominee Director & Managing Director (w.e.f. 08.02.2022)
Mr. Ashok Kumar Das	Nominee Director & Managing Director (upto 29.01.2022)
Mr. Shailesh Kalidas Naik	Nominee Director
Mr Ajay Sinha	Nominee Director
Mr. Bhaskar Debnath	Nominee Director (w.e.f. 01.07.2021)
Mr. Pankaj Walia	Nominee Director (upto 30.06.2021)
Mr. Dhirenbbhai Narsinhbhai Talpada	Nominee Director (w.e.f. 11.05.2021)
Mr. Manmohan Panubhai Sutaria	Independent Director
Mr. Rajeev Jagdish Saran Singhal	Independent Director
Ms. Palak Shah	Key Managerial Personnel
Ms. Ritu Thakkar	Key Managerial Personnel

b. The following transactions were carried out with the Related Parties in ordinary course of business during the year.

(Rs. in Lakhs)

Nature of Transaction	Enterprise having Significant influence (including its Holding Company)	Key Management Personnel	Total
Transaction during the period			
Purchase of Gas	13,639.61	-	13,639.61
	(8,813)	-	(8,813.16)
GAIL (India) Limited	13,639.61	-	13,639.61
	(8,813.16)	-	(8,813.16)
Supervision & Other Charges	3.46	-	3.46
	(1.48)	-	(1.48)
GAIL (India) Limited	3.46	-	3.46
	(1.48)	-	(1.48)
Service Charges paid to	135.15	-	135.15
	(77.07)	-	(77.07)
Vadodara Mahanagar Seva Sadan	135.15	-	135.15
	(77.07)	-	(77.07)
Taxes paid to	92.95	-	92.95
	(80.86)	-	(80.86)
Vadodara Mahanagar Seva Sadan	92.95	-	92.95
	(80.86)	-	(80.86)
Services received - Deputation of manpower and other charges	301.56	-	301.56
	(283.15)	-	(283.15)
GAIL Gas Limited	247.66	-	247.66
	(213.46)	-	(213.46)
Vadodara Mahanagar Seva Sadan	53.90	-	53.90
	(69.69)	-	(69.69)
Reimbursement of Remuneration to Key Managerial Person	-	112.13	112.13
	-	(109.89)	(109.89)
GAIL Gas Limited			
-Mr. Ashok Das	-	64.28	64.28
	-	(79.78)	(79.78)
-Mr. Hitendrakumar Garg		16.26	16.26
		-	-
Vadodara Mahanagar Seva Sadan			
-Mr. Shailesh K. Naik	-	9.66	9.66
	-	(8.89)	(8.89)
Vadodara Gas Limited			
-Ms Palak Shah	-	12.56	12.56
	-	(11.56)	(11.56)
-Ms Ritu Thakkar	-	9.37	9.37
	-	(9.67)	(9.67)

Reimbursement of Expenses to	-	10.27	10.27
	-	(3.26)	(3.26)
-Mr. Ashok Das	-	2.62	2.62
	-	(2.41)	(2.41)
-Mr. Hitendrakumar Garg	-	6.62	6.62
	-	-	-
-Ms Palak Shah	-	0.81	0.81
	-	(0.22)	(0.22)
-Ms Ritu Thakkar	-	0.22	0.22
	-	(0.64)	(0.64)
Payment made on behalf of company by	-	-	-
	-	-	-
GAIL Gas Limited	-	-	-
	-	-	-
Payment made by company on behalf of	3.73	-	3.73
	(0.70)	-	(0.70)
Vadodara Mahanagar Seva Sadan	3.73	-	3.73
	(0.70)	-	(0.70)
Sitting fees for directors paid to	1.35	1.95	3.30
	(2.70)	(3.75)	(6.45)
GAIL Gas Limited	1.35	-	1.35
	(2.70)	-	(2.70)
Mr. Manmohan Panubhai Sutaria	-	1.05	1.05
	-	(2.25)	(2.25)
Mr. Rajeev Jagdish Saran Singhal	-	0.90	0.90
	-	(1.50)	(1.50)
Rent paid	6.92	-	6.92
	-	-	-
Vadodara Mahanagar Seva Sadan	6.92	-	6.92
	-	-	-
Security deposit paid	-	-	-
	(10.58)	-	(10.58)
GAIL (India) Limited	-	-	-
	(10.00)	-	(10.00)
Vadodara Mahanagar Seva Sadan	-	-	-
	(0.58)	-	(0.58)
Balance as at:			
Receivable	As at 31st March, 2022	As at 31st March, 2021	
Receivable			
Vadodara Mahanagar Seva Sadan	164.81	164.81	
GAIL Gas Limited	32.00	32.00	
GAIL Gas Limited (Security Deposit)	15.00	15.00	
Total	211.81	211.81	
Payables			
Vadodara Mahanagar Seva Sadan	153.53	81.44	
GAIL (India) Limited	745.48	436.45	
GAIL Gas Limited	307.09	180.97	
Palak Shah	0.11	-	
A K Das	-	0.22	
H K Garg	6.39	-	
Total	1,212.59	699.09	

Previous year figures are in brackets

VADODARA GAS LIMITED**Notes to the Financial Statements****39 Financial risk management**

The Company's financial risk management is an integral part of how to plan and execute its business strategies. This note explains the sources of risk which the entity is exposed to and how the company manages the risk. The Company is exposed to market risk, credit risk and liquidity risk.

The Company's board of directors has overall responsibility for the establishment and oversight of the company's risk management framework.

1. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. It is a risk of changes in market prices such as foreign exchange rates and interest rates that will affect Company's income or the value of its holding of financial instruments.

(a) Interest rate risk

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 debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and investing in fixed interest instruments

Sensitivity analysis:

The table below summarizes the impact of a potential increase or decrease on the Company's profit before tax, as applied to the variable element of interest rates on loans and borrowings. The increase/decrease is based on management estimates of potential interest rate movements.

Reporting period	Increase/decrease in basis points	Effect on profit before tax
31-Mar-22		(Rs in lakhs)
Bank of Baroda Term Loan-1	+100	(5.07)
Bank of Baroda Term Loan-1	-100	5.07
Bank of Baroda Term Loan-2	+100	(49.43)
Bank of Baroda Term Loan-2	-100	49.43
31-Mar-21		
Bank of Baroda Term Loan-1	+100	(6.91)
Bank of Baroda Term Loan-1	-100	6.91
Bank of Baroda Term Loan-2	+100	(51.90)
Bank of Baroda Term Loan-2	-100	51.90

The sensitivity analysis is limited only to variable rate loans and borrowings and is conducted with all other variables held constant. The analysis is prepared with the assumption that the amount of variable rate liability outstanding at the balance sheet date was outstanding for the whole year.

(b) Foreign currency risk

The Company does not have significant exposure in currency other than INR.

2. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system.

The contractual maturities of the Company's financial liabilities are presented below:

(Rs in Lakhs)					
As at 31 March 2022	On demand	upto 1 year	1 to 3 years	more than 3 years	Total
Interest-bearing loans and borrowings	-	1,261.56	3,543.80	644.49	5,449.85
Trade and other payables	-	2,964.45	-	-	2,964.45
Other Financial Liabilities	63.32	6,544.35	-	-	6,607.67
Total	63.32	10,770.36	3,543.80	644.49	15,021.97

(Rs in Lakhs)					
As at 31 March 2021	On demand	upto 1 year	1 to 3 years	more than 3 years	Total
Interest-bearing loans and borrowings	-	993.69	3,733.88	1,153.02	5,880.59
Trade and other payables	-	1,423.08	-	-	1,423.08
Other Financial Liabilities	2,639.19	1,272.26	-	-	3,911.45
Total	2,639.19	3,689.03	3,733.88	1,153.02	11,215.13

3. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The carrying amount of financial assets represents the maximum credit exposure. There are no Impairment losses on financial assets to be recognised in statement of profit and loss as on 31st March 2022 and for the comparative period as on 31st March 2021 ; except as disclosed in note 12.

Trade and other receivables: The Company's exposure to credit risk is influenced mainly by individual customer. The management does not expect any significant credit risk out of exposure to trade and other receivables, as the major part of the revenue is contributed either through cash sales or within credit period of 3 - 15 days. Accordingly company does not expect any impairment loss on trade receivables; except as disclosed in note 12.

Cash and cash equivalents: The company held cash and cash equivalents of **Rs. 1,112.34 lakhs** as at 31 March 2022 (31st March 2021: Rs.892.18 lakhs). The cash and cash equivalents are held with public sector banks and leading private sector Bank. There is no impairment on cash and cash equivalents as on the reporting date and the comparative period.

Notes to the Financial Statements

40 Ratios

Particulars	Formula	31-Mar-22			31-Mar-21			% Variance	Reason for variance*
		Numerator (Rs in lakhs)	Denominator (Rs in lakhs)	Ratio	Numerator (Rs in lakhs)	Denominator (Rs in lakhs)	Ratio		
Current ratio	Current assets/ Current liabilities	8,328.81	11,440.60	0.73	6,677.59	6,463.40	1.03	-29.53%	short term fund used for funding of long term capital projects.
Debt-equity ratio	Total debt/ Shareholder's Equity	5,449.85	28,238.35	0.19	5,880.59	26,638.32	0.22	-12.58%	
Debt service coverage ratio	Earnings available for debt service/ Debt Service	3,599.91	1,369.94	2.63	2,555.25	681.52	3.75	-29.91%	Major reduction is due to Decrease in EBITDA and Increase in Debt
Return on equity ratio	[Net Profits after taxes – Preference Dividend (if any)]/ Average Shareholder's Equity	1,599.82	27,438.33	0.06	282.14	26,498.31	0.01	447.60%	Increase in on account of increase in profits
Trade receivables turnover ratio	Net Credit Sales/ Average Accounts Receivable	16,718.82	2,960.42	5.65	11,607.59	1,981.83	5.86	-3.58%	
Trade payables turnover ratio	Net Credit Purchases/ Average Trade Payables	12,108.37	2,193.77	5.52	7,671.28	1,531.94	5.01	10.22%	
Net capital turnover ratio	Net Sales/ Working Capital	22,318.14	-3,111.80	-7.17	15,087.33	214.18	70.44	-110.18%	Major reduction is on account of Negative Working Capital
Net profit ratio	Net Profit/ Net Sales	1,599.82	22,318.14	0.07	282.14	15,087.33	0.02	283.32%	Increase is on account of Increase in Sales Quantity as well as rates.
Return on capital employed	Earning before interest and taxes/ Capital Employed	2,692.20	36,291.37	0.07	1,577.68	34,494.16	0.05	62.19%	Increase is on account of Increase PBT

VADODARA GAS LIMITED**Notes to the Financial Statements****41 Capital management**

- a. The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimize returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The Company's management performs regular assessment of the net debt to capital employed ratio to ensure it maintains a balance between borrowings and capital position. The net debt to capital employed ratio enables the users to see how significant net debt is relative to capital employed.

The Company's net debt to equity ratio was as follows:

(Rs. in Lakhs)		
Particulars	As at 31 March 2022	As at 31 March 2021
Interest-bearing loans and borrowings	5,449.85	5,880.59
Less: cash and cash equivalents	1,112.34	892.18
Net debt	4,337.51	4,988.41
Equity	28,238.35	26,638.32
Total capital	28,238.35	26,638.32
Debt-equity ratio	0.15	0.19

- b. In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to its interest-bearing loans and borrowings that form part of its capital structure requirements. Breaches in the financial covenants would permit the bank to immediately call interest-bearing loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowings in the current or prior period.

42 Categories of financial instruments

(Rs. in Lakhs)		
Particulars	As at 31st March, 2022	As at 31st March, 2021
Financial assets		
Measured at FVTPL		
No Assets	-	-
Measured at amortised cost		
(a) Trade receivables	3,461.58	2,459.25
(b) Cash and cash equivalents	1,112.34	892.18
(c) Other bank balances	2,203.48	2,049.39
(e) Other financial assets	285.61	331.43
Measured at FVTOCI		
No Assets	-	-
Financial liabilities		
Measured at amortised cost		
(a) Borrowings	5,449.85	5,880.59
(b) Trade payables	2,964.45	1,423.08
(c) Other financial liabilities	6,607.67	3,911.45

- 43 The balances of Trade Receivables (Note No. 12), Other Current Financial Assets (Note No. 9) and Trade Payables are subject to confirmation and adjustment, if any, on reconciliation/settlement.

44 Additional Disclosures under Schedule III

- a. The Company has no transactions with the companies struck off under Companies Act, 2013.
- b. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

- c. There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- d. The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.
- e. The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- f. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- g. The Company have not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- h. The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- i. The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- j. The Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, at points of time during the year, from a bank on the basis of security of current assets. However, since the company has not utilised the sanctioned limit, the Company is not required to submit any quarterly returns to the Bank.

45 Figures of the previous year have been regrouped and reclassified wherever necessary.

46 The financial statements of the company for the year ended 31st March 2022 were authorized for issue in accordance with a resolution of the directors on 06.09.2022.

For K C Mehta & Co LLP
Chartered Accountants

For and on behalf of the Board

Sd/-
Pritesh Amin
Partner
M. No. 105926

Place : Vadodara
Date: 06.09.2022

Sd/-
Hitendra Kumar Garg
Managing Director
DIN: 09497695

Sd/-
Palak Shah
Company Secretary
M.No.A27260
Place : Vadodara
Date: 06.09.2022

Sd/-
Shailesh Naik
Director (Commercial)
DIN: 06546482

Sd/-
Ritu Thakkar
Chief Financial Officer
M. No. 154664