Nurturing growth through

INNOVATION

and new

OPPORTUNITIES.



VADODARA GAS LIMITED

Annual Report
2025-2026

CORPORATE INFORMATION

PRESENT BOARD OF DIRECTORS

SHRI ARUN MAHESH BABU M.S., IAS	CHAIRMAN
SHRI VINAY KRISHNA SRIVASTAVA	MANAGING DIRECTOR
SHRI AKSHAYA BUDANIA, IAS	DIRECTOR (COMMERCIAL)
SHRI SUDHIR KUMAR DIXIT	NOMINEE DIRECTOR
SHRI HEM CHANDRA PANT	NOMINEE DIRECTOR

COMPANY SECRETARY

SHRI AJAY SALITRA

CHIEF FINANCIAL OFFICER

SHRI VISHAL ASHOK SORMARE

STATUTORY AUDITOR

CNK & ASSOCIATES LLP

The Nirat. 3rd Floor, 18, Winward Business Park, Behind Emerald One Complex, Jetalpur, Vadodara 390007 (Gujarat)

SECRETARIAL AUDITOR

CS SWATI BHATT & CO.

204-207, Parshwa Complex Nr. Cash N Carry, Ellora Park Vadodara-390023 (Gujarat)

COST AUDITOR

Y.S. THAKAR & CO.

305, Ujjwal Complex, Near Akota Stadium, Akota, Vadodara -390020 (Gujarat)

SHARE TRANSFER AGENT

MCS SHARE TRANSFER AGENT LIMITED

BPC Rd, Sampatrao Colony, Alkapuri, Vadodara - 390007 (Gujarat)

BANKERS / FINANCERS

Bank of Baroda | ICICI Bank Limited
Punjab National Bank | GAIL Global IFSC Limited

REGISTERED OFFICE

Shri Municipal Commissioner Gas Office, Gas Office Building, Dandia Bazar, Vadodara - 390001 (Gujarat)

CORPORATE OFFICE

1st Floor, Riddhi Tower, Near Manisha Circle, Old Padra Road, Vadodara - 390015 (Gujarat)

CONTENTS

1) About Our Company 02
2) Business of The Company 03
3) Journey of Vadodara Gas Limited 05
4) Message from Chairman 08
5) Message from Managing Director 09
6) Message from Director (Commercial) 10
7) Board of Directors 11
8) Corporate Social Responsibility 13
9) Initiatives 14
10) Board Report and its Annexures 22
11) Auditors Report 45
12) Financial Statements 56
13) Notice 111



ABOUT OUR COMPANY

Vadodara Gas Limited (VGL) is a Joint Venture Company of GAIL Gas Limited and the Vadodara Municipal Corporation (VMC), engaged in the business of City Gas Distribution (CGD) across the Vadodara & Chhota Udepur District. The strategic collaboration between these two esteemed organizations combines GAIL's extensive expertise in the natural gas sector with VMC's strong local governance and infrastructure support, creating a robust platform for the development of sustainable urban energy solutions.

The Company supplies Piped Natural Gas (PNG) to domestic, commercial, and industrial consumers and Compressed Natural Gas (CNG) and Liquefied Natural Gas (LNG) to the transport sector.

VGL continues to strengthen its position as a trusted and responsible energy utility through the expansion of natural gas infrastructure, increased penetration of PNG and CNG, and the adoption of technology and innovation to deliver safe, reliable, and customer-centric services. With a strong focus on operational excellence, safety, environmental stewardship, and sustainable development, the Company is contributing to India's transition towards cleaner energy and supporting the vision of a low-carbon future. Through continuous infrastructure development, stakeholder engagement, and service excellence, VGL remains committed to creating sustainable long-term value for its customers, stakeholders, and the communities it serves.

Vadodara Model: A Benchmark for India's CGD Ecosystem

Over the years, the GAIL–VMC partnership has emerged as a successful and progressive model in the CGD sector, demonstrating how a strong public-private collaboration can accelerate the adoption of clean energy.

Strategic Joint Venture

GAIL–VMC model of VGL stands as a benchmark framework for other CGD companies across India.

Public Utility Integration

Transition from a purely commercial product approach to a statutory public utility integrated with urban development

PNGRB Support

Strong support from PNGRB initiatives and forums, accelerating progress toward increasing the gas share in India's energy mix.

Municipal Collaboration

Shift from "permission seeking" to "collaborative planning" through proactive coordination with municipal and local authorities.

BUSINESS OF THE COMPANY

COMPRESSED NATURAL GAS (CNG)

CNG constitutes one of the core business segments of Vadodara Gas Limited (VGL), providing a clean, economical, and environmentally sustainable fuel for the transportation sector. The Company has established a robust network of 59 CNG stations across its Geographical Area (GA), comprising 4 Mother Stations, 3 Full DODO Online Stations, 5 Online Stations, 5 Full DODO DBS Stations, 39 Daughter Booster Stations, and 3 LNG/LCNG Stations, ensuring convenient and uninterrupted access to CNG for consumers.

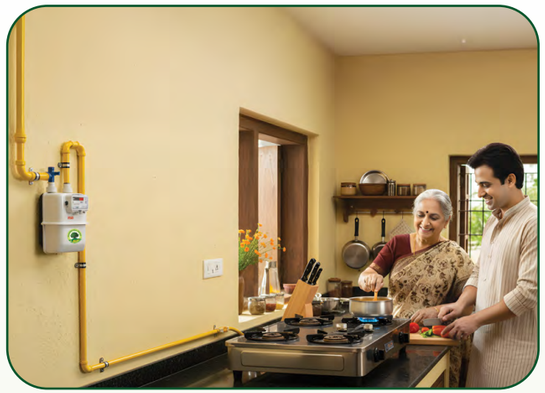


During FY 2025-26, the Company recorded an average daily CNG sales volume of 1,70,746.84 kg, as compared to 1,36,315.79 kg in FY 2024-25, registering a growth of 25.26%

CNG offered by VGL serves as a cost-effective alternative to conventional automotive fuels such as Motor Spirit (MS) and High-Speed Diesel (HSD). In addition to delivering substantial savings in vehicle operating costs, the use of CNG significantly reduces vehicular emissions, thereby contributing to improved air quality and supporting the transition towards a cleaner and more sustainable transportation ecosystem.

PIPED NATURAL GAS (PNG)

PNG is another key business vertical of the Company, providing a safe, reliable, and uninterrupted supply of natural gas to domestic, commercial, and industrial consumers through an extensive pipeline distribution network.



VGL serves 2,91,665 domestic households, 3,050 commercial establishments, and 82 industrial consumers. The Company's distribution network comprises over 4,472.86 kilometres of Medium Density Polyethylene (MDPE) pipelines, 70.16 km of steel pipelines and 14 District Regulating Systems (DRS), ensuring efficient distribution and a reliable supply of natural gas across its authorised Geographical Area (GA).

PNG offers consumers a convenient, economical, and environmentally friendly alternative to conventional fuels by eliminating the need for storage, handling, and periodic replacement of LPG cylinders. Through continuous investment in network expansion and infrastructure development, VGL remains committed to expanding customer outreach, enhancing service

reliability, and promoting the adoption of clean energy across the domestic, commercial, and industrial segments.

LIQUEFIED NATURAL GAS (LNG)

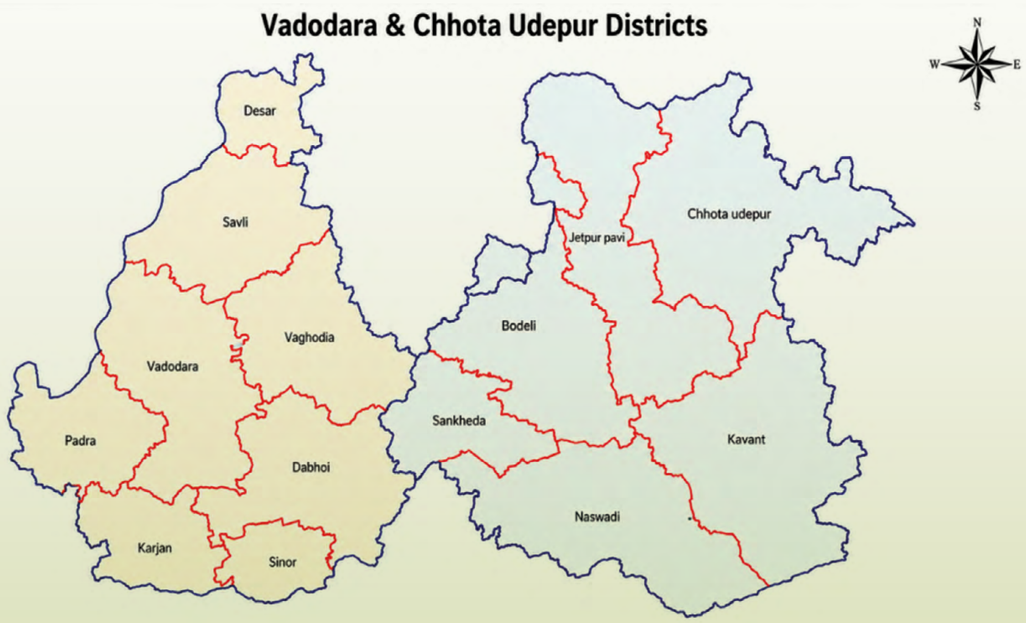
VGL is strengthening its LNG infrastructure to extend the availability of natural gas to consumers beyond the reach of the conventional pipeline network.

The Company has established LNG dispensing facilities at Waghodia, Por, and Asoj (Savli) for long-haul commercial vehicles. These facilities support the adoption of LNG as a cleaner alternative fuel, reduce dependence on conventional fossil fuels, and contribute to lower greenhouse gas emissions.

Further, the Company supplies LNG-based Piped Natural Gas (PNG) to domestic, commercial & industrial consumers in Waghodia GIDC through an LNG terminal-based distribution model, ensuring a safe, reliable, and efficient energy solution for industries located outside the pipeline network.



Authorised Geographical Area



JOURNEY OF VADODARA GAS LIMITED

VADODARA BECOMES THE FIRST CITY IN INDIA TO PROVIDE A DOMESTIC PIPED NATURAL GAS (D-PNG) CONNECTION IN INDIA

1971-72
First Gas Flow Operation by **VMC**

1993-94
GAIL commenced **CNG operations in Vadodara**

2009-10
MoU signed between **GAIL and VMC**

2011-12
Joint Venture Agreement signed between **GAIL Gas Limited and VMC**

2013-14
Vadodara Gas Limited (VGL) incorporated

2014-15
Domestic Gas allocation transferred to **VGL by MoPNG & VGL** Commences its operations

2016-17
PNGRB Authorisation received

2018-19
Crossed **1,00,000 DPNG** Connections

2019-20
First Industrial **PNG connection.**

2020-21
First LNG Station commissioned at Waghodia

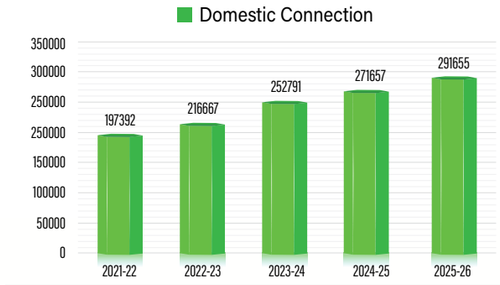
2022-23
Crossed **2,00,000 Domestic PNG** connections

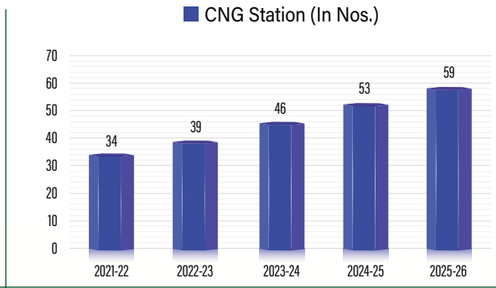
2023-24
City Gate Station commissioned at **Amaliyara**

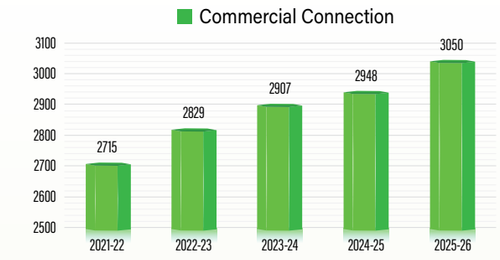
2025-26
City Gate Station commissioned at **Nandesari GIDC** and Crossed **3,000 Commercial PNG** connections.

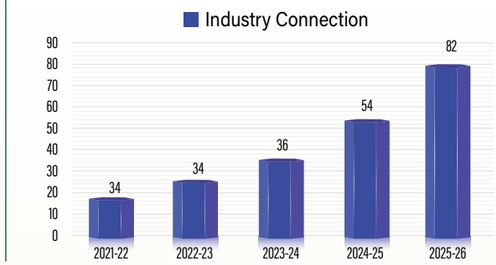


INFRASTRUCTURE GROWTH

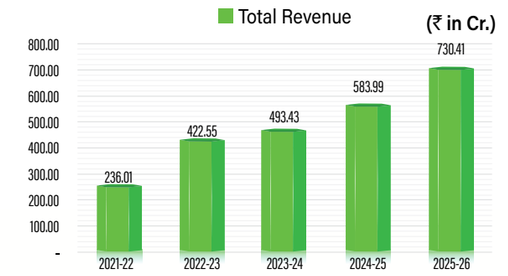


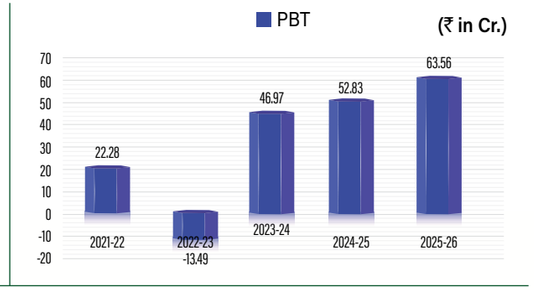


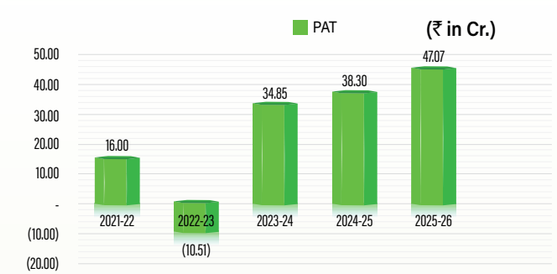




FINANCIAL PERFORMANCE & PROGRESS

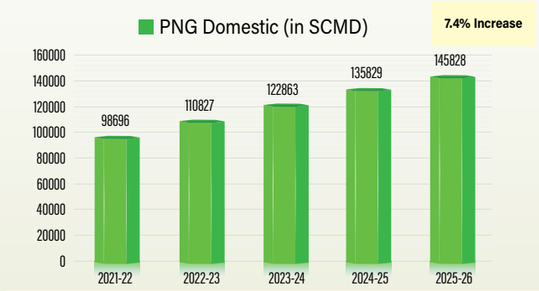


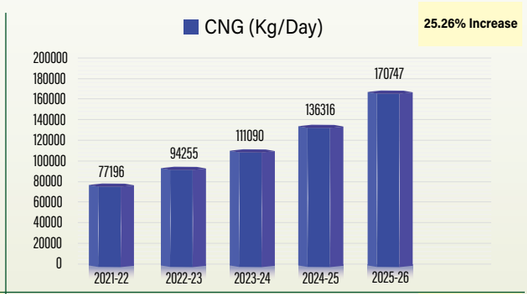


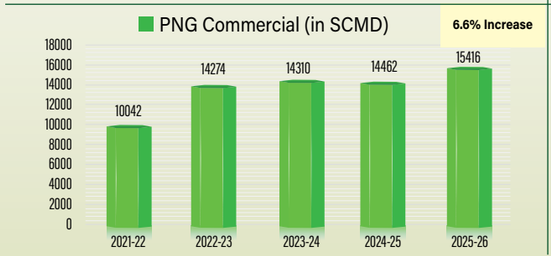


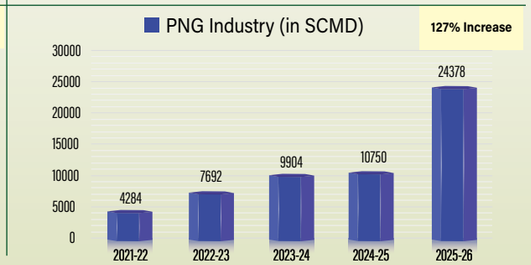
HIGHEST EVER REVENUE, & PROFIT ACHIEVED IN FY 2025-26

GAS SALES GROWTH

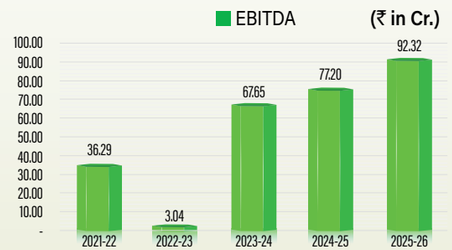


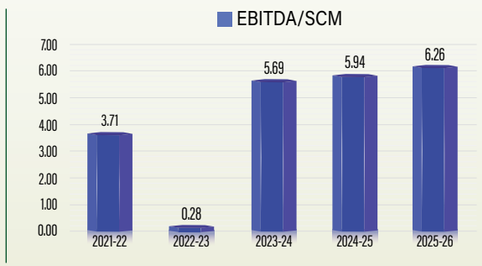






FINANCIAL PERFORMANCE & PROGRESS





MESSAGE FROM THE CHAIRMAN



SHRI ARUN MAHESH BABU M.S., IAS
CHAIRMAN

Dear Shareholders,

My heartfelt greetings to all our valued stakeholders.

It is my pleasure to present the Annual Report of VGL for the Financial Year 2025-26.

Despite disruptions in global energy markets, including supply constraints through the Strait of Hormuz and reduced LNG availability from Qatar, energy and shipping costs increased significantly, while lower domestic APM gas allocations heightened reliance on costlier RLNG and spot LNG. These factors placed pressure on procurement costs and sectoral margins.

Nevertheless, the Company demonstrated strong operational resilience, delivering healthy sales volumes and sustaining profitability amid a challenging market environment.

India's growing focus on clean energy, expanding gas infrastructure, and supportive government policies continue to create significant growth opportunities for the CGD sector.

The Company remains committed to ensure a reliable and cost-effective gas supply to its customers through a flexible sourcing strategy while continuing to invest in pipelines, CNG stations, LNG infrastructure, and network expansion to meet the increasing demand for clean energy. Guided by our core values of safety, operational excellence, innovation, sustainability, and customer satisfaction, we are focused on creating long-term value for all stakeholders.

I sincerely thank our shareholders, customers, business partners, lenders, regulators, government authorities, Board of Directors, management, and employees for their continued trust and support. With your encouragement, I am confident that VGL will continue its growth journey and contribute meaningfully to India's clean energy transition.

MESSAGE FROM MANAGING DIRECTOR



SHRI VINAY KRISHNA SRIVASTAVA
MANAGING DIRECTOR

It gives me great pleasure to share the performance highlights and key developments of VGL for FY 2025–26. The year reflected focused execution, operational resilience and steady growth, reaffirming our commitment to providing clean, safe and reliable energy.

VGL continued to expand its CGD network through increased PNG connections across domestic, commercial and industrial segments, along with CNG infrastructure. We remained focused on operational efficiency, technology adoption, resource optimisation and customer-centric service delivery.

Despite geopolitical uncertainties, LNG supply disruptions and market volatility, VGL proactively diversified its gas sourcing arrangements to ensure reliable and uninterrupted gas availability. We also accelerated PNG penetration, particularly in domestic and commercial segments, in line with PNGRB's National PNG Drive 2.0, supporting the transition from LPG to cleaner natural gas and our vision of making Vadodara a PNG city.

Network efficiency remained a key priority, with progress on replacement of ageing pipelines and development of the Chhota Udepur area. Continued investments in network expansion, CNG infrastructure and critical assets will further strengthen the reliability and resilience of our network.

VGL also strengthened its financial foundation through loan tie-ups with GAIL Global IFSC Limited and ICICI Bank. CARE Ratings upgraded the Company's Long-Term rating from CARE A-; Stable to CARE A; Stable and Short-Term rating from CARE A2+ to CARE A1, reflecting our sound financial position.

Going forward, VGL remains committed to sustainable growth, operational excellence and expanding access to clean energy, while creating lasting value for our customers, stakeholders and communities.

MESSAGE FROM DIRECTOR (COMMERCIAL)



SHRI AKSHAYA BUDANIA, IAS
Director (Commercial)

It gives me immense pleasure to share that during the Financial Year 2025-26, VGL continued its growth trajectory, reinforcing its commitment towards expanding clean energy access and strengthening its presence across the CGD sector.

During the year under review, the Company made significant progress in expanding its customer base and distribution network. We added 20,008 new PNG Domestic Connections, along with 102 Commercial PNG Connections and 28 Industrial PNG Connections. Further strengthening our CNG infrastructure, the Company also commissioned 7 new CNG Stations during the year. These achievements reflect our sustained focus on customer outreach, network expansion and reliable delivery of natural gas to our consumers.

Our strong operational performance was complemented by robust financial results. During Financial Year 2025-26, the Company achieved an EBITDA of ₹92.32 Crores and recorded a Profit after Tax of ₹47.07 Crores. These results demonstrate the resilience of our business model, the efficiency of our operations and the continued trust placed in us by our customers and stakeholders.

Going forward, VGL remains committed to further expand its PNG and CNG network, enhancing customer experience, improving operational efficiency and contributing to the transition towards cleaner and more sustainable energy solutions. We will continue to pursue growth with a strong emphasis on safety, service excellence, sustainability and value creation for all our stakeholders.

I take this opportunity to express my sincere appreciation to our customers, employees, business partners, regulators and all other stakeholders for their continued support and confidence in VGL. With their continued trust and the dedication of our team, I am confident that the Company will continue to achieve greater milestones in the years ahead.

BOARD OF DIRECTORS



Shri Arun Mahesh Babu, M.S., IAS
Chairman

Age	42 Years
DIN	07917837
Date of Appointment	07/05/2025
No. of Directorships in other Indian Public Limited Companies	2
Directorships in other Indian Listed Companies	Nil
No. of Committee Memberships and Chairpersonships in other Indian Public Limited Companies	—
No. of shares held	Nil

Areas of Expertise
- Administrative
- Strategic Leadership & Management
- Energy Sector Experience
- Financial and Risk Management
- Diversity
- Corporate Governance & ESG
- Personal Values



Shri Vinay Krishna Srivastava
Managing Director

Age	45 Years
DIN	11358704
Date of Appointment	01/11/2025
No. of Directorships in other Indian Public Limited Companies	Nil
Directorships in other Indian Listed Companies	Nil
No. of Committee Memberships and Chairpersonships in other Indian Public Limited Companies	Nil
No. of shares held	Nil

Areas of Expertise
- Strategic Leadership & Management
- Industry & Sectoral Experience
- Financial and Risk Management
- Diversity
- Marketing Expertise
- Business Development
- Regulatory Affairs



Shri Akshaya Budania, IAS
Director (Commercial)

Age	34 Years
DIN	11734806
Date of Appointment	26/05/2026
No. of Directorships in other Indian Public Limited Companies	1
Directorships in other Indian Listed Companies	Nil
No. of Committee Memberships and Chairpersonships in other Indian Public Limited Companies	Nil
No. of shares held	Nil

Areas of Expertise
- Administrative
- Strategic Leadership & Management
- Financial and Risk Management
- Diversity
- Corporate Governance & ESG
- Business Development
- Personal Values



Shri Sudhir Kumar Dixit
Nominee Director

Age	56 Years
DIN	11152119
Date of Appointment	21/06/2025
No. of Directorships in other Indian Public Limited Companies	Nil
Directorships in other Indian Listed Companies	Nil
No. of Committee Memberships and Chairpersonships in other Indian Public Limited Companies	Nil
No. of shares held	Nil

Areas of Expertise
- Strategic Leadership & Management
- Technology
- Industry & Sectoral Experience
- Financial and Risk Management
- Diversity
- Corporate Governance & ESG
- O & M



Shri Hem Chandra Pant
Nominee Director

Age	49 Years
DIN	10605529
Date of Appointment	26/04/2024
No. of Directorships in other Indian Public Limited Companies	Nil
Directorships in other Indian Listed Companies	Nil
No. of Committee Memberships and Chairpersonships in other Indian Public Limited Companies	Nil
No. of shares held	Nil

Areas of Expertise
- Technology
- Industry & Sectoral Experience
- Financial and Risk Management
- Corporate Governance & ESG
- Business Development
- Project Planning
- O & M



CORPORATE SOCIAL RESPONSIBILITY

The Company firmly believes that sustainable business growth goes hand in hand with the well-being of the communities it serves. As a responsible corporate citizen, the Company remains committed towards creating a positive and lasting social impact through its Corporate Social Responsibility (CSR) initiatives. Guided by the principles of inclusivity, sustainability, and social welfare, the Company endeavors to contribute towards the nation's socio-economic development while addressing the needs of the community and promoting environmental stewardship.

During the Financial Year, the Company continued to discharge its CSR obligations in accordance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time. The CSR initiatives undertaken by the Company were aligned with the activities specified under Schedule VII of the Companies Act, 2013, and were focused on supporting initiatives that create a tangible and sustainable impact on society.

In furtherance of its commitment towards social responsibility, the Company utilized its Corporate Social Responsibility (CSR) expenditure during the Financial Year on the following initiatives:

1. **Procurement and Donation of Ambulances for Promoting Healthcare** – In accordance with **Schedule VII, Item No. (i)** of the Companies Act, 2013, the Company supported the procurement and donation of ambulances to strengthen healthcare infrastructure and improve access to emergency medical services. This initiative is intended to promote healthcare, including preventive healthcare, and enhance the availability of timely medical assistance for the benefit of the community.

The Company remains committed to identifying and supporting impactful CSR initiatives that contribute to the welfare of society, improve the quality of life of communities, and foster inclusive and sustainable development. Through its CSR activities, the Company continues to uphold its commitment to responsible business practices and strives to create long-term value for all stakeholders while contributing towards the nation's developmental objectives.





INITIATIVES

In today's rapidly evolving business environment, it is essential for organizations to continuously enhance their operational efficiency, strengthen stakeholder relationships, and adopt sustainable business practices to remain competitive. VGL actively participates in various industry events and initiatives that contribute to business growth, knowledge sharing, networking, and community development. These engagements enable the Company to strengthen its relationships with customers, industry peers, government bodies, and other stakeholders while reinforcing its commitment to excellence and sustainable growth.

During the Financial Year, the Company undertook and participated in several significant initiatives and events, some of which are highlighted below:

1. PNG DRIVE 2.0

Petroleum and Natural Gas Regulatory Board (PNGRB) launched National PNG Drive 2.0 as a nationwide campaign from January 1 to March 31, 2026 (extended operationally through June 2026). Its main goals are accelerating natural gas adoption, expanding PNG connectivity to homes, and promoting CNG for vehicles under the theme "Non-Stop Zindagi".



During the year under review, the Company successfully completed a focused customer outreach initiative aimed at accelerating the adoption of PNG across its authorised geographical area. The campaign was designed to enhance consumer awareness regarding the benefits of PNG, streamline the customer onboarding process, and encourage wider household and commercial participation.

Through targeted awareness programmes, field engagement activities, and simplified connection procedures, the initiative contributed to expanding the Company's PNG customer base and strengthening its distribution network.

Recognition under PNGRB's PNG Drive 2.0 Initiative

The **PNG Drive 2.0 Closure Report issued by the PNGRB** highlighted the best practices adopted by CGD entities towards enhancing customer experience and improving operational efficiency. The report recognised the initiatives undertaken by **VGL** in implementing customer-centric solutions, particularly in the areas of **single-window customer facilities and smart customer onboarding through Digital KYC and e-building processes.**

These initiatives reflect the Company's continued focus on leveraging technology, simplifying customer interactions, and ensuring a seamless and transparent connection process. The recognition under the PNG Drive 2.0 initiative reinforces VGL's commitment towards innovation, digital transformation, and delivering efficient services to its customers.

2. INDIA ENERGY WEEK 2026

VGL actively participated in **India Energy Week 2026** held in Goa, reaffirming its commitment to supporting India's evolving energy landscape and contributing towards the nation's sustainable energy journey.



The event served as a significant platform for industry leaders, policymakers, and stakeholders to exchange insights, explore emerging opportunities, and strengthen collaborations for developing future-ready energy infrastructure. The conference highlighted the importance of innovation, strategic partnerships, and sustainable practices in shaping a cleaner, smarter, and more resilient energy ecosystem for India.



Through its participation, VGL showcased its dedication towards advancing clean energy solutions, fostering industry collaboration, and contributing to the vision of a progressive and empowered energy future.

3. VENDOR MEET 2025

During the year under review, VGL successfully organised Vendor Meet 2025, providing an interactive platform to engage with its valued business partners and strengthen relationships built on trust, collaboration, and mutual growth. The event brought together key vendors and stakeholders to discuss operational excellence, best practices, and future opportunities for collaboration, while reinforcing the Company's commitment towards developing a robust and reliable supply chain ecosystem.



The Company expresses its sincere appreciation to all its vendors for their continued support, dedication, and valuable contributions towards ensuring seamless operations and achieving business objectives. The unwavering commitment and partnership of vendors remain instrumental in driving operational efficiency, sustainable growth, and the Company's continued journey towards excellence.



4. HYDROCARBON SECTOR SKILL COUNCIL

VGL, in association with the Hydrocarbon Sector Skill Council, successfully participated in a comprehensive three-day training programme under the **National Green Hydrogen Mission**, reaffirming its commitment to advancing India's clean energy transition.



The programme was designed to enhance the knowledge and technical competencies of engineering professionals by aligning their skills with evolving industry standards and emerging technologies in the hydrogen ecosystem. It also served as a valuable platform for knowledge sharing, collaboration, and capacity building to support the development of sustainable and future-ready energy solutions.

The event witnessed active participation from leading organisations, including GAIL (India) Limited, Indian Oil Corporation Limited (IOCL), Bharat Petroleum Corporation Limited (BPCL), Hindustan Petroleum Corporation Limited (HPCL), Jio-bp, Charotar Gas Sahakari Mandali Limited, Vadodara Municipal Corporation, and other key stakeholders from the energy sector.



Through such initiatives, VGL continues to contribute to India's clean energy vision by fostering a highly skilled workforce and promoting innovation, collaboration, and sustainability in the hydrocarbon and green hydrogen sectors.

5. ENERSIDER – ABC Conclave

Industry Engagement and Knowledge Sharing - Enersider Magazine featured an interaction with Managing Director Shri Vinay Krishna Srivastava, wherein he shared insights on his professional experience, key expansion plans of VGL, challenges encountered during his tenure, the Company's future outlook, and various strategic initiatives.



Such industry platforms provide a valuable opportunity for leaders and professionals to exchange experiences, share perspectives, and discuss emerging trends and challenges. Participation in these forums enables meaningful networking, promotes knowledge sharing, and contributes towards strengthening transparency, stakeholder engagement, and good corporate governance practices.

6. HEALTH & SAFETY TRAINING

At VGL, safety remains a core organizational value and an integral part of day-to-day operations. The Company is committed to fostering a strong safety culture by regularly conducting training and awareness programmes aimed at enhancing the knowledge, skills, and preparedness of its employees and associated personnel.

During the Financial Year, VGL organized and facilitated several training programmes, including **Cardiopulmonary Resuscitation (CPR) Training, Work at Height Training, and Liquefied Natural Gas (LNG) Station Operations and Safety Training.** These programmes were designed to equip employees

with the practical skills required to respond effectively to emergencies, perform high-risk activities safely, and ensure the safe handling and operation of LNG infrastructure in accordance with industry standards and established safety protocols.

In addition, the Company enthusiastically observed **National Safety Week** through a series of awareness campaigns, safety demonstrations, interactive sessions, quizzes, poster competitions, and toolbox talks. The celebrations reinforced the importance of workplace safety, hazard identification, risk mitigation, and adherence to safety procedures among employees, contractors, and other stakeholders.



Through these initiatives, VGL continues to strengthen its commitment to creating a safe, healthy, and incident-free work environment while promoting continuous learning, operational excellence, and compliance with applicable safety standards and best practices.



MOCK DRILL AT LNG STATIONS

LEVEL-II (ONSITE) MOCK DRILL AT LNG STATION, WAGHODIA

VGL successfully conducted a Level-II (onsite) mock drill at its LNG Station, Waghodia, as part of its continued commitment towards strengthening emergency preparedness, enhancing response capabilities, and promoting a robust safety culture across its operations.

The exercise provided an opportunity to assess the effectiveness of emergency response procedures, improve coordination among teams, and ensure readiness to manage unforeseen situations efficiently. Such initiatives reflect VGL's unwavering focus on safeguarding its employees, stakeholders, and critical infrastructure.

At VGL, safety remains a core value and a continuous commitment, with the principle of "Safety First" embedded in every aspect of its operations.



We successfully carried out a Level-II (Onsite) **MOCK DRILL** at its LNG Station, Waghodia



We successfully carried out a Level-II (Onsite) **MOCK DRILL** at its LNG Station, Waghodia



We successfully carried out a Level-II (Onsite) **MOCK DRILL** at its LNG Station, Waghodia

7. COMMISSIONING OF COMPRESSION FACILITIES AT ALL LNG STATIONS

During the Financial Year 2025-2026, the Company successfully commissioned compression facilities at all its LNG stations, marking a significant milestone in strengthening its CGD infrastructure. The commissioning of these facilities has enhanced the operational efficiency, reliability and flexibility of LNG dispensing operations by enabling seamless compression of regasified LNG into CNG for vehicular applications. This initiative has improved asset utilisation, ensured uninterrupted fuel availability, optimised logistics, and reinforced the Company's commitment to providing safe, efficient, and sustainable energy solutions to its customers.

8. COMMITMENT TO SUSTAINABLE ENERGY THROUGH CBG INJECTION FACILITY AT GAJRAWADI MOTHER STATION

In line with the initiatives undertaken towards promoting sustainable energy solutions, the Company has actively pursued the blending of CBG in its operations. During the Financial Year 2025–2026, the PNGRB prescribed a blending target of 1%. The Company successfully surpassed the prescribed target by achieving 1.54% blending during the year. This achievement reflects the Company's commitment towards adopting cleaner energy practices, supporting the transition towards a more sustainable energy ecosystem and contributing to the broader objectives of environmental sustainability.

Further advancing its commitment towards clean and renewable energy, the Company also commissioned a Compressed Biogas (CBG) Injection Facility at the Gajrawadi Mother Station. The facility enables the injection of CBG into the existing CGD network after meeting the prescribed quality standards, thereby facilitating the integration of renewable gas into the natural gas distribution system. This initiative aligns with the Government of India's sustainable energy objectives, including the SATAT initiative and contributes to reducing greenhouse gas emissions, promoting circular economy principles, and increasing the share of green energy in the Company's fuel portfolio. The commissioning of these facilities underscores the Company's continued





focus on technological advancement, environmental sustainability, and the development of a resilient and future-ready gas distributions network.

During FY 2025–26, the Company also entered into a Tripartite Agreement with Shri Virat Agro for the purchase of Compressed Biogas (CBG).

9. CONSUMER SATISFACTION INITIATIVE

As part of its continued commitment to customer-centricity, service excellence and continuous improvement, the Company has undertaken a comprehensive Customer Satisfaction Survey covering its Domestic, Commercial, Industrial and CNG customer segments across the Vadodara Geographical Area. The initiative, commenced through the Mobilisation-cum-Inception Report, is aimed at systematically capturing and analysing customer feedback, assessing satisfaction levels, understanding customer expectations and identifying areas where service delivery can be further strengthened.

The survey provides the Company with valuable insights into customers' experiences and perceptions regarding the services being provided, enabling it to evaluate the effectiveness of its existing customer service initiatives and identify opportunities for improvement. The feedback received serves as an important measure of customer satisfaction and will support the Company in adopting appropriate measures to enhance service quality, responsiveness, customer engagement and overall customer experience.

The initiative also reinforces the Company's customer-focused approach and provides greater impetus to its efforts towards increasing PNG adoption and penetration. The positive response and insights received from customers further strengthen the Company's confidence in its service delivery and support its continued endeavour towards achieving its vision of "Making Vadodara a PNG City."

BOARD'S REPORT

To
The Members of
Vadodara Gas Limited

The Board of Directors is delighted to present the 13th Annual Report along with the Audited Financial Statements of your company for the financial year ended March 31, 2026.

FINANCIAL HIGHLIGHTS:
The Company's financial performance for the financial year ended March 31, 2026, as compared to the previous financial year is summarized below:

(₹ in Crores)

Particulars	For the Year 2025-26	For the Year 2024-25
Revenue from operations	**728.57**	**581.84**
Other Income	1.84	2.15
Total Income	**730.41**	**583.99**
Profit Before Finance Costs, Depreciation, Amortisation and Tax (EBITDA)	92.32	77.20
Finance Costs	10.50	8.86
Profit Before Depreciation, Amortisation and Tax	**81.82**	**68.33**
Depreciation and Amortisation Expense	18.26	15.50
Profit Before Tax	**63.56**	**52.83**
Tax Expense (Current Tax and Deferred Tax)	16.49	14.53
Profit After Tax	**47.07**	**38.30**
Transfer to General Reserve	-	-
Dividend Paid*	-	2.04
Retained Earnings (Closing Balance)	**149.73**	**102.66**
Earnings Per Share (Face Value ₹10/-) – Basic & Diluted (in ₹)	1.96	1.59

** Represents final dividend relating to FY 2023–24, paid during FY 2024–25.*

Key Highlights of Financial Performance – FY 2025-26

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules and other applicable provisions, as amended from time to time.

The Company's Revenue from Operations grew by 25.22%, reaching ₹728.57 Crores in FY 2025–26 as compared to ₹581.84 Crores in FY 2024–25. Total Income increased by 25.07% to ₹730.41 Crores, reflecting sustained growth in the Company's business operations.

On the profitability front, EBITDA increased by 19.59% to ₹92.32 Crores, while Profit Before Tax (PBT) rose by 20.31% to ₹63.56 Crores. The Company reported a Profit After Tax (PAT) of ₹47.07 Crores, registering a growth of 22.90% over the previous financial year.

The Company's Earnings Per Share (Basic and Diluted) improved to ₹1.96 per equity share of ₹10 each, compared to ₹1.59 in the previous year, reflecting enhanced value creation for shareholders.

The closing balance of Retained Earnings as on March 31, 2026, stood at ₹149.73 Crores, as against ₹102.66 Crores as on March 31, 2025.

Physical Performance

During the year the company recorded sales as under:

(In mmscm)

Particular	2025-26
Compressed Natural Gas (CNG)	85.15
Piped Natural Gas (PNG)	62.25
Total	**147.40**
Avg. sales per day (mmscmd)	0.40

BUSINESS AND OPERATIONS

Your Company is a City Gas Distribution (CGD) entity engaged in the distribution and marketing of natural gas within its Authorized Geographical Area (GA) comprising Vadodara District and Chhota Udepur District. The Company supplies Piped Natural Gas (PNG) to domestic, commercial and industrial customers, Compressed Natural Gas (CNG) for the automotive sector through its network of CNG stations.

SHARE CAPITAL

Presently, the paid-up equity share capital of the Company stands at ₹ 2,402,935,480/- consisting of 24,02,93,548 equity shares of ₹ 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 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 Board of Directors has not recommended any dividend for the Financial Year 2025-26 (Previous Year: Nil).

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 thereunder.

TRANSFER TO RESERVES

The Company has not transferred any amount to General Reserves for the financial year 2025-26.

AUDITORS

Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 ("the Act") and the rules made thereunder, the Company appointed M/s CNK & Associates LLP, Chartered Accountants, Vadodara (Firm Registration No. 101961W / W100036), as Statutory Auditors of the Company for a term of five years, commencing from the conclusion of the 11th Annual General Meeting until the conclusion of the 16th Annual General Meeting (i.e., for the financial years 2024-25 to 2028-29).

The Notes on the Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. There are no qualifications, reservations or adverse remarks in the Report of the Statutory Auditors for the financial year ended March 31, 2026. During the year under review, the Auditor has not reported any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

Cost Auditors

In accordance with the provisions of Section 148 (1) of the Companies Act, 2013, 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 2026-27. 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 2026-27.

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., Practicing Company Secretaries, were appointed as the Secretarial Auditors to carry out the Secretarial Audit of the Company for the financial year 2026-27 and submit the Secretarial Audit Report thereon. The secretarial audit report for the financial year 2025-26 submitted by M/s Swati Bhatt & Co., Practicing Company Secretaries, which is given as an Annexure-II forming part of this Report does not contain any qualification, reservation or adverse remark. 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, M/s Shah & Tolia, Chartered Accountants (Firm Registration No. 135095W), were appointed as the Internal Auditors of the Company to conduct the internal audit for the financial year 2026–27 and submit the Internal Audit Report thereon.

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.

PERFORMANCE EVALUATION

The Board has adopted a formal mechanism for evaluating its own performance, as well as that of its Committees and Individual Directors, including the Chairman. The evaluation process, inter alia, takes into consideration factors such as attendance of Directors at Board and Committee meetings, communication among Board members, active participation, and the overall effectiveness of Board processes.

SECRETARIAL STANDARDS

The Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the company.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, the Board of Directors of your Company confirms 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 March 31, 2026 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-I which forms part of this Report.

ANNUAL RETURN

In compliance with the provisions of Section 92 of the Companies Act, 2013, the Annual Return of the Company for the financial year ended March 31, 2026, has been uploaded on the website of the Company 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

Changes in the Board of Directors and Key Managerial Personnel

Shri Dilip Rana, IAS (DIN: 10205018), Municipal Commissioner of Vadodara Municipal Corporation, was appointed as a Nominee Director of the Company with effect from June 30, 2023. He was also designated as the Chairman of the Board at the 11th Annual General Meeting of the Company in accordance with Article 146(ii) of the Articles of Association of the Company. Shri Rana ceased to be a Director of the Company with effect from April 15, 2025. In his place, Shri Arun Mahesh Babu M. S., IAS (DIN: 07917837), Municipal Commissioner of Vadodara Municipal Corporation, was appointed as a Nominee Director of the Company with effect from May 7, 2025. He has also been designated as the Chairman of the Board in accordance with Article 146(ii) of the Articles of Association of the Company.

Shri Ajay Kumar Jindal (DIN: 09631551), Chief Operating Officer of GAIL Gas Limited, was appointed as a Nominee Director of the Company with effect from September 30, 2024. He ceased to be a Director of the Company with effect from May 28, 2025. In his place, Shri Sudhir Kumar Dixit (DIN: 11152119), Chief Operating Officer of GAIL Gas Limited, was appointed as a Nominee Director of the Company with effect from June 21, 2025.

Shri Prasenjit Sarkar (DIN: 10588677) was appointed as Nominee Director-cum-Managing Director of the Company with effect from April 29, 2024. He ceased to hold office with effect from October 27, 2025. In his place, Shri Vinay Krishna Srivastava (DIN: 11358704) was appointed as Nominee Director-cum-Managing Director of the Company with effect from November 1, 2025, for a period of three years or until further instructions/ directions are received from GAIL in this regard, whichever is earlier.

Shri H. C. Pant (DIN: 10605529) was appointed as a Nominee Director of the Company with effect from April 26, 2024, and continues to serve on the Board.

Ms. Arpit Sagar, IAS (DIN: 10205008), Deputy Municipal Commissioner, VMC, was appointed

as Nominee Director and Director (Commercial) of the Company with effect from June 17, 2023. She ceased to be a Director of the Company with effect from April 16, 2025. In her place, Shri Ganga Singh, IAS (DIN: 10780604), Deputy Municipal Commissioner, VMC, was appointed as Nominee Director and Director (Commercial) of the Company with effect from May 7, 2025. Shri Singh ceased to be a Director of the Company with effect from May 14, 2026. Subsequently, Shri Akshaya Budania, IAS (DIN: 11734806), Deputy Municipal Commissioner, VMC, was appointed as Nominee Director and Director (Commercial) of the Company with effect from May 26, 2026.

Ms. Ritu Thakkar, Chief Financial Officer of the Company, tendered her resignation and was relieved from her duties with effect from November 30, 2025. In her place, Shri Vishal Ashok Sormare, deputed from GAIL, was appointed as the Chief Financial Officer of the Company with effect from April 9, 2026.

The Board places on record its sincere appreciation for the invaluable guidance, leadership, and contributions of Shri Dilip Rana, IAS, Ms. Arpit Sagar, IAS, Shri Ganga Singh, IAS, Shri Prasenjit Sarkar and Shri Ajay Kumar Jindal towards the growth and development of the Company during their respective tenures.

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 Sudhir Kumar Dixit (DIN: 11152119) is liable to retire by rotation at the ensuing Annual General Meeting, and being eligible, has offered himself for re-appointment. The notice convening the 13th Annual General Meeting of the Company sets out the requisite details.

Pursuant to the provisions of Sections 2(51) and 203 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following are the present Key Managerial Personnel (KMP) of the Company:

1. Shri Vinay Krishna Srivastava – Managing Director
2. Shri Vishal Ashok Sormare – Chief Financial Officer
3. Shri Ajay Salitra – Company Secretary

NUMBER OF MEETINGS OF THE BOARD

During the year under review, a total of 6 (Six) Board Meetings were held, i.e. on May 7, 2025, September 1, 2025, September 24, 2025, November 1, 2025, December 8, 2025, and February 27, 2026. The intervening gap between two Board Meetings was within the period prescribed by the Companies Act, 2013.

S/N	Name of the Director	Designation	Period	Board Meetings held during the year	Board Meetings eligible to attend	Board Meetings attended	% of Attendance
1	Shri Dilip Rana, IAS	Nominee Director	Up to 15.04.2025	6	-	-	-
2	Shri Arun Mahesh Babu M. S., IAS	Nominee Director	From 07.05.2025	6	6	6	100%
3	Shri Prasenjit Sarkar	Managing Director	Up to 27.10.2025	6	3	3	100%
4	Shri Vinay Krishna Srivastava	Managing Director	From 01.11.2025	6	3	3	100%
5	Ms. Arpit Sagar, IAS	Director (Commercial)	Up to 16.04.2025	6	-	-	-
6	Shri Ganga Singh, IAS	Director (Commercial)	From 07.05.2025	6	6	6	100%
7	Shri Ajay Kumar Jindal	Nominee Director	Up to 28.05.2025	6	1	1	100%
8	Shri Sudhir Kumar Dixit	Nominee Director	From 21.06.2025	6	5	5	100%
9	Shri H. C. Pant	Nominee Director	From 26.04.2024	6	6	6	100%

COMMITTEES OF THE BOARD

Audit Committee:

During the year under review, 3 (Three) meetings of the Audit Committee were held on September 1, 2025, September 24, 2025, and December 1, 2025. The Committee comprised the following members:

1. Shri H. C. Pant – Chairman
2. Ms. Arpit Sagar, IAS – Member (till 16.04.2025)
3. Shri Ganga Singh, IAS – Member (w.e.f. 07.05.2025)
4. Shri Prasenjit Sarkar – Member (till 27.10.2025)
5. Shri Vinay Krishna Srivastava – Member (w.e.f. 01.11.2025)

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

Vadodara Gas Limited, being an unlisted public company and a joint venture of GAIL Gas Limited and Vadodara Municipal Corporation, falls within the exemption provided under Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Accordingly, the company is not required to appoint Independent Directors and is also exempt from the requirement of constituting an Audit Committee and a Nomination and Remuneration Committee.

The Board has also formulated the policy setting out the criteria for determining

qualifications, positive attributes and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

CORPORATE SOCIAL RESPONSIBILITY

The Company acknowledges its responsibility towards the betterment of society through its Corporate Social Responsibility (CSR) initiatives. It remains dedicated and determined to fulfill this responsibility in a manner that positively impacts all facets of society. During the year, the Company remained steadfast in its commitment to CSR and continued to undertake various initiatives, reflecting its dedication to social and environmental sustainability in alignment with its core values.

The Company has formulated a Corporate Social Responsibility (CSR) Policy, which is available on its website at **www.vgl.co.in**. The Annual Report on CSR activities, prepared in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014, is appended as Annexure-III to this Report. During the year, the Corporate Social Responsibility (CSR) Committee of the Company comprises the following members:

1. Ms. Arpit Sagar, IAS – Chairperson (till 16.04.2025)
2. Shri Prasenjit Sarkar – Member (till 27.10.2025)
3. Shri Ganga Singh, IAS – Chairperson (w.e.f 07.05.2025)
4. Shri Vinay Krishna Srivastava – Member (w.e.f. 01.11.2025)

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

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 Annexure-IV which forms part of this Report. Members may refer Note 37 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.

The following is a summary of sexual harassment complaints received and disposed of during the year 2025-26.

No. of complaints received	:	NIL
No. of complaints disposed of	:	Not Applicable
Pending	:	Not Applicable

Compliance under the Maternity Benefit Act, 1961: The Company has duly complied with the provisions of the Maternity Benefit Act, 1961, and has extended all applicable benefits to eligible women employees, as prescribed under the said Act.

Number of employees as on the closure of financial year

Female	:	1
Male	:	25
Transgender	:	0

*Including Regular & Fixed Term Contractual employees

RISK MANAGEMENT POLICY

Your Company has a comprehensive enterprise risk management framework including the risk management policy in place which was duly approved and adopted by the Board of Directors of the Company during the 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 March 31, 2026. 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.

DECLARATION BY INDEPENDENT DIRECTORS

As per Rule 4 of the Companies (Appointment and Qualification of Directors) Amendment Rules, 2017 an unlisted public Company which is a joint venture, a wholly owned subsidiary or a dormant company will not be required to appoint Independent Directors. Thus, VGL being a joint venture of GAIL Gas Limited & VMC, there is no need for appointments of independent directors. Hence, no declarations from independent directors of the company are required under section 149(7) of the Act.

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 done from Bankers of the Company.

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/-
Vinay Krishna Srivastava
Managing Director
DIN: 11358704

Sd/-
Akshaya Budania, IAS
Director (Commercial)
DIN: 11734806

Date: 17.07.2026
Place: Vadodara

Annexure-I 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 energy consumption by installation of energy efficient motor driven compressors at CNG stations to reduce specific energy consumption of CNG segment.

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 2025-26 (₹)	FY 2024-25 (₹)
Foreign Exchange Earnings	-	-
Foreign Exchange Outgo	-	-

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

Sd/-
Vinay Krishna Srivastava
Managing Director
DIN: 11358704

Sd/-
Akshaya Budania, IAS
Director (Commercial)
DIN: 11734806

Date: 17.07.2026
Place: Vadodara

Annexure-II to Board's Report

FORM NO. MR - 3
Secretarial Audit Report

(For the financial year ended 31st March 2026)

[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, 2026, 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, 2026 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 24th September 2025 for the financial year 2024-25;

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; appointment of women director is mandatory in the company. The company is under process to appoint women director and searching for suitable person.

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 share transfers have been done through demat mode hence there was no requirement of endorsement of share certificates. The Company has not received any transfer request in physical mode.

n) Declaration and payment of dividends;

During the year under review, the Company has not declared any dividend during the financial year.

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;

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 thereunder 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 being 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 or any other regional stock exchange. - 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: 17.07.2026

For, Swati Bhatt & Co.

Sd/-
Swati Bhatt
Company Secretary
Partner
M. No. F7323
COP: 8004
PRC No.: 3568/2023
UDIN: F007323H000872286

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: 17.07.2026

For, Swati Bhatt & Co.

Sd/-
Swati Bhatt
Company Secretary
Partner
M. No. F7323
COP: 8004
PRC No.: 3568/2023
UDIN: F007323H000872286

Annexure-III to Board's Report

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. A brief outline of the 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:

S/N	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)	Ms. Arpit Sagar, IAS (till 16.04.2025)	Chairperson / Director (Commercial)	1	0
	Shri Ganga Singh, IAS (w.e.f. 07.05.2025)			1
(ii)	Shri Prasenjit Sarkar (till 27.10.2025)	Member/ Managing Director	1	1
	Shri Vinay Krishna Srivastava (w.e.f. 01.11.2025)			0

3. 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. 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.: **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**

S/N	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set off for the financial year, if any (in ₹)
1.	-	-	-

6. Average Net Profit of the Company as per section 135 (5):

(₹ in Lakhs)

FY 2022-23	(1,349.48)
FY 2023-24	4,697.50
FY 2024-25	5,283.08
Average Net Profit/ (loss)	**2,877.03**

**Net profit as per Section 198 of the Companies Act, 2013*

7. (a) Two percent of average net profit of the Company as per Section 135(5): ₹ **57.55 Lakhs**

(b) Surplus arising out of the CSR projects or programmes or activities of the previous FY: **Nil**

(c) Amount required to be set off for the financial year, if any: **Nil**

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ **57.55 Lakhs**

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

Total Amount Spent for the Financial Year. (in ₹) ₹ 59.29 Lakhs	Amount Unspent (in ₹): Nil				
	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
	-	-	-	-	-

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

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

(₹ in Lakhs)

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
S/N	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 ₹)	Mode of implementation- Direct (Yes/No)	Mode of implementation - Through implementing agency.	
				State	District			Name	CSR registration number
1	PM CARES Fund	Schedule- VII Item No. (viii) Contribution to PM CARES Fund	-	-	-	₹ 0.06	**Yes**	-	-
2	Procurement and Donation of Ambulances for Promoting Healthcare	Schedule- VII Item No.- (i) Promoting health care including preventive Healthcare	Yes	G.J.	Vadodara & Chhota Udepur	₹ 59.23	***Yes**	-	-
	Total					**₹ 59.29**			

*Four ambulances were procured and donated under the project, of which two ambulances were handed over to the Health Department, Vadodara, and two ambulances were handed over to the Health Department, Chhota Udepur

d) Amount spent in Administrative Overheads. : Nil

e) Amount spent on Impact Assessment, if applicable. : NA

f) Total amount spent for the Financial Year (8b+8c+8d+8e).: ₹ 59.29 Lakhs

g) Excess amount for set off, if any -

(₹ in Lakhs)

S/N	Particular	Amount
(i)	Two percent of average net profit of the company as per section 135(5)	₹ 57.55
(ii)	Total amount spent for the Financial Year	₹ 59.29
(iii)	Excess/(Short) amount spent for the financial year [(ii)-(i)]	₹ 1.74
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	₹ (0.05)
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	₹ 1.69

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

(₹ in Lakhs)

S/N	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the Reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
1	2024-25	Nil	Nil	PM CARES Fund	₹ 0.06	August 7, 2025	Nil

(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)
S/N	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹) -	Status of the project - Completed/ Ongoing
-	-	-	-	-	-	-	-	-

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). : **NA**

b) Amount of CSR spent for creation or acquisition of capital assets. : **NA**

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

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

11. Reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). : **NA**

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

Sd/-
Akshaya Budania, IAS
Director (Commercial)
Chairperson of the CSR Committee
DIN: 11734806

Sd/-
Vinay Krishna Srivastava
Managing Director
Member of the CSR Committee
DIN: 11358704

Date: 17.07.2026
Place: Vadodara

Annexure-IV to Board's Report

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

1. **Details of contracts or arrangements or transactions not at arm's length basis-**

   Vadodara Gas Limited (the Company) has not entered any Contract/arrangement/transaction with its related parties which are not in ordinary course of business or at arm's length during FY 2025-26.

2. **Details of material contracts or arrangements or transactions at arm's length basis-**

   The details of material contracts or arrangements or transactions at arm's length basis for the year ended March 31, 2026 are as follows:

(₹ in Lakhs)

S/N	Name(s) of the related party and nature of relationship	Nature of transactions	Transaction Value	Duration of transactions	Salient terms of transactions	Date of approval by the Board	Amount paid as advances, if any:
1.	GAIL (India) Limited Enterprise having significant influence	Purchase of Gas	51,128.96	FY 2025-26	The related Party Transactions entered during the year were in ordinary course of business	The related Party Trans-actions entered during the year were in ordinary course of business	
2.		Hook up charges	-				
3.		Payment of Supervision & Other Charges	0.15				
4.		Security Deposit received back	8.00				
5.	GAIL Gas Limited Enterprise having significant influence	Payment for Services received - Deputation of manpower and other charges	127.06				
6.	Bengal Gas Company Limited Enterprise having significant influence JV of GAIL (India) Limited	Purchase of Materials	223.50				
7.	Vadodara Sports Promotion Foundation Enterprise having significant influence JV of Vadodara Municipal Corporation	Payment for Services	5.00		in ordinary course of business at arm's length basis.	at on arm's length basis, approval of the Board is not applicable.	
8.	Vadodara Municipal Corporation Enterprise having Significant influence	Payment of Taxes (including interest on late payment)	113.49				
9.		Reimbursement of Remuneration-Deputation Allowance-Director Commercial	10.76				

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

Sd/-
Vinay Krishna Srivastava
Managing Director
DIN: 11358704

Sd/-
Akshaya Budania, IAS
Director (Commercial)
DIN: 11734806

Date: 17.07.2026
Place: Vadodara

FINANCIAL STATEMENTS



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VADODARA GAS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the Financial Statements of Vadodara Gas Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2026, the profit and total comprehensive profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independence requirements that are relevant to our audit of the Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Financial Statements.

Emphasis of Matter

We draw your attention to Note No. 43 which state that 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 matter.

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

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

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation;

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books also refer Note 2(h)(vi) below;

(c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act;

(e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Management and Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164(2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B

(g) With respect to the other matters to be included in the Auditor's Report in accordance with 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 derivatives contracts for which there were any material foreseeable losses;

iii. The company is not required to transfer any amount to the Investor Education and Protection Fund.

iv. i. The Management has represented that, to the best of it's knowledge and belief, as disclosed in note no. 44b to the financial statements , that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

The Management has represented that , to the best of it's knowledge and belief, as disclosed in note no. 44b to the financial statements, that no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

ii. Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

v. The Company has not declared nor paid any dividend during the year. Hence, reporting the compliance with section 123 of the Act is not applicable.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log), the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company from 18th December 2024 i.e., the date from which the audit trail (edit log) facility was made effective by the company, as per the statutory requirements for record retention.

3. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

For, C N K & Associates LLP
Chartered Accountants
FRN: 101961W/W-100036

Sd/-
Pareen Shah
Partner
Membership No. 125011
Date: 17th July, 2026
Place: Vadodara
UDIN : 26125011UPBFWD5415

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Para 1 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report to the members of the Company on the Financial Statements for the year ended 31st March, 2026.

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

I. (a) In respect of the Company's Property, Plant and Equipment's and Intangible Assets:

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

(B) The Company has maintained proper records showing full particulars of Intangible Assets;

(b) The company has a phased programme of physical verification of its Property, Plant and Equipment so as to cover all assets once in three years. In accordance with this programme, certain Property, Plant and Equipment were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its asset;

(c) Based on our verification of the documents provided to us and according to the information and explanations given by the Management, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in the financial statements, are held in the name of the Company except for us provided below;

Description of the Property	Gross Carring Value (₹ in Lakhs)	Held in the name of	Whether promoters, directors or other relative of employee	Period held	Reason for not being held in the name of the company
Building-Dashrath	56.43	GAIL India Limited	Promoters	Held since March 21, 2005	Lease transferred by GAIL India Limited to Vadodara Gas Limited
Roads-Dashrath	39.87	GAIL India Limited	Promoters	Held since March 21, 2005	Lease transferred by GAIL India Limited to Vadodara Gas Limited

(d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year;

(e) As disclosed in Note no. 44f to the accounts and as verified by us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder;

II. (A) In our opinion and according to information and explanations given to us, physical verification of inventory has been conducted at reasonable intervals with appropriate coverage and procedures of such verification by the management and no discrepancies were noticed on physical verification of 10% or more in aggregate for each class of inventory;

(B) Based on our examination of the records provided by the management, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. However, as per the information and explanation provided to us from the management, no such requirement is raised by bank to submit any quarterly statements.

III. During the year, the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence the requirements of paragraph 3(iii) of the Companies (Auditor's Report) Order, 2020 ("the Order") are not applicable to the Company.

IV. The Company has not granted any loans, made any investments, or provided any guarantees or security to which provisions of section 185 and 186 of the Act apply and therefore, reporting under clause (iv) of the Order is not applicable to the Company;

V. The Company has not accepted any deposits or amounts which are deemed to be deposits during the year and therefore, the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder are not applicable to the Company;

VI. We have broadly reviewed the cost records maintained by the Company as prescribed by the Central Government under sub section (1) of Section 148 of the Companies Act and are of the opinion that prima facie the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete;

VII. (a) In our opinion, the company is generally regular in depositing undisputed statutory dues including Goods and Service tax, provident fund, employee state insurance, income-tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues as applicable to the appropriate authorities. There were no undisputed amounts payable with respect to above statutory dues in arrears as at March 31, 2026 for a period of six months from the date they became payable;

(b) According to the information and explanations given to us and based on our examination of the records of the Company, there are no disputed dues of , goods and services tax , sales tax, income tax, customs, wealth-tax, service tax, excise duty, cess that have not been deposited on account of any disputes;

VIII. As disclosed in note no. 44c to the accounts and as verified by us, there were no transactions which were not recorded in the books of account, have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961;

IX. (a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year;

(b) As disclosed in note no. 44g to the accounts and as verified by us, the company is not declared as wilful defaulter by any bank or financial institution or other lender;

(c) The company has utilised the fund of term loan for the purpose for which the loans were obtained;

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) According to the information and explanations given to us, and the records examined by us, the company has no subsidiaries, associates or joint ventures. Accordingly, reporting under the clause 3 (ix) (e) and (f) is not applicable.

X. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable;

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

XI. (a) During the course of our examination of the books of account and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither came across any incidence of fraud on or by the Company noticed or reported during the year, nor we have been informed of any such case by the management;

(b) According to the information and explanations given to us, and based on our examination of the records no fraud on or by the Company noticed or reported during the course of audit. Accordingly reporting under this clause is not applicable;

(c) According to the information and explanations provided to us, no whistle-blower complaints have received during the year by the company.

XII. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable;

XIII. In our opinion , all the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards;

XIV. (a) In our opinion and the records examined by us, the company has an internal audit system commensurate with the size and nature of its business;

(b) We have considered report of the internal auditors for the period under audit;

XV. According to the information and explanation given to us and based on our examination of the records, the Company has not entered into non-cash transactions with the directors or persons connected with them. Hence, the provisions of Section 192 of the Act are not applicable;

XVI. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable;

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable;

XVII. The company has not incurred cash losses in the financial year and in the immediately preceding financial year;

XVIII. There has been no resignation of the statutory auditor of the company during the year and therefore the reporting under this clause is not applicable;

XIX. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Management and 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) According to the information and explanation given to us and based on our examination of the records, company is not required to transfer any unspent amount to a Fund specified in Schedule VII to the Companies Act within 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 from the date the section became effective i.e 22.1.2021.

(b) In our opinion and according to the information and explanations given to us, there are 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. According to the information and explanations provided by the management, the company has no subsidiary, associates or joint venture and the company is not required to prepare Consolidated Financial Statements as per the section 129 of the Companies Act. Accordingly reporting under clause 3(xxi) is not applicable to the Company.

For, C N K & Associates LLP
Chartered Accountants
FRN: 101961W/W-100036

Sd/-
Pareen Shah
Partner
Membership No. 125011
Date: 17th July, 2026
Place: Vadodara
UDIN : 26125011UPBFWD5415

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls with reference to the aforesaid Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Financial Statements of **VADODARA GAS LIMITED** ("the Company") as of 31st March, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's and Board of Director's Responsibilities for Internal Financial Controls

The Company's management and the Board of Directors of the Company are 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 Companies Act, 2013.

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 and the standards on Auditing prescribed under section 143(10) of the Act to the extent applicable on Audit of Internal Financial Controls with reference to financial statements 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 system 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 such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system 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 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements of the Company and such internal financial controls were operating effectively as at March 31, 2026, based on the internal financial controls 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 (the "Guidance Note").

For, C N K & Associates LLP
Chartered Accountants
FRN: 101961W/W-100036

Sd/-
Pareen Shah
Partner
Membership No. 125011
Date: 17th July, 2026
Place: Vadodara
UDIN : 26125011UPBFWD5415

BALANCE SHEET AS AT 31ST MARCH, 2026

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Note No	As at 31st March, 2026	As at 31st March, 2025
ASSETS			
(1) Non Current Assets			
(a) Property, Plant and Equipment	4	40,600.64	35,591.75
(b) Right of Use Assets	4	2,168.32	2,272.19
(c) Capital work-in-progress	5	3,077.48	3,223.73
(d) Goodwill	6	10,606.36	10,606.36
(e) Other Intangible Assets	7	34.76	1.25
(f) Financial Assets	8	273.45	464.89
(g) Current Tax Asset (Net)	9	67.28	-
(h) Other non current assets	10	247.39	117.96
Total Non-current Assets		**57,075.68**	**52,278.13**
(2) Current Assets			
(a) Inventories	11	1,813.56	1,359.51
(b) Financial Assets			
(i) Trade receivables	12	9,189.32	7,405.70
(ii) Cash and cash equivalents	13	525.79	535.62
(iii) Other bank balances	14	2,321.44	2,219.72
(iv) Others	8	148.00	160.86
(c) Current tax assets (net)	9	-	66.93
(d) Other current assets	10	1,608.73	724.11
Total Current Assets		**15,606.83**	**12,472.45**
TOTAL ASSETS		**72,682.51**	**64,750.58**
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	15	24,029.35	24,029.35
(b) Other Equity	16	14,973.19	10,265.59
Total equity		**39,002.54**	**34,294.94**
LIABILITIES			
(1) Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	5,856.78	4,995.63
(ii) Lease Liabilities	18	275.60	351.49
(b) Provisions	19	16.82	25.44
(c) Deferred Tax Liabilities (net)	20	5,644.68	4,963.65
Total Non-current Liabilities		**11,793.88**	**10,336.21**
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	3,226.77	3,419.44
(ii) Lease Liabilities	18	75.89	68.96
(iii) Trade Payables	21		
(iiia) Due to Micro & Small Enterprise		1,167.79	684.38
(iiib) Due to other than Micro & Small Enterprise		3,893.51	3,397.01
(iv) Other Financial Liabilities	22	12,856.09	12,330.04
(b) Other Current Liabilities	23	211.90	217.81
(c) Provisions	19	5.66	1.79
(d) Current Tax Liabilities (Net)	24	448.48	-
Total Current Liabilities		**21,886.08**	**20,119.43**
TOTAL EQUITY AND LIABILITIES		**72,682.51**	**64,750.58**
See accompanying notes to the financial statements	1-46		

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

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

Sd/-
Pareen Shah
Partner
Membership No. 125011

Place : Vadodara
Date: 17.07.2026

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

Sd/-
Vinay Krishna Srivastava
Managing Director
DIN: 11358704

Sd/-
Akshaya Budania, IAS
Director (Commercial)
DIN: 11734806

Sd/-
Ajay Salitra
Company Secretary
M. No. A61495

Sd/-
Vishal Ashok Sormare
Chief Financial Officer
M. No. 132934

Place : Vadodara
Date: 17.07.2026

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2026

(All amounts are in ₹ Lakhs, unless otherwise stated)

	Particulars	Note No	For the year ended 31st March, 2026	For the year ended 31st March, 2025
I.	**Revenue from operations**	25	72,856.78	58,183.54
II.	**Other income**	26	184.31	215.13
III.	**Total Income (I + II)**		**73,041.09**	**58,398.67**
IV.	**EXPENSES**			
	Gas consumed	27	48,314.66	37,688.36
	Other Operating Expenses	28	4,843.06	5,078.17
	Excise duty on Sale of Compressed Natural Gas		5,557.19	4,358.48
	Employee benefits expenses	29	450.76	416.30
	Finance costs	30	1,049.69	886.19
	Depreciation and amortization expense	4-7	1,826.28	1,550.41
	Other expenses	31	4,643.59	3,137.68
	Total Expenses (IV)		**66,685.23**	**53,115.59**
V.	**Profit before Tax (III-IV)**		**6,355.86**	**5,283.08**
VI	**Tax expense:**	32		
	Current tax		968.70	-
	Deferred Tax		680.66	1,453.39
	Tax Adjustment of earlier years		-	-
VII.	**Profit for the year (V - VI)**		**4,706.50**	**3,829.69**
VIII.	**Other Comprehensive Income**			
	Items that will not be reclassified to profit or loss		1.47	(3.98)
	Tax on above		(0.37)	1.00
	Items that will be reclassified to profit or loss		-	-
	Other comprehensive income for the year, net of tax		**1.10**	**(2.97)**
IX.	**Total Comprehensive Income for the year (VII+VIII)**		**4,707.60**	**3,826.72**
	Earnings per equity share:			
	Basic & Diluted ((In ₹)	37	1.96	1.59
	See accompanying notes to the financial statements	1-46		

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

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

Sd/-
Pareen Shah
Partner
Membership No. 125011

Place : Vadodara
Date: 17.07.2026

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

Sd/-
Vinay Krishna Srivastava
Managing Director
DIN: 11358704

Sd/-
Akshaya Budania, IAS
Director (Commercial)
DIN: 11734806

Sd/-
Ajay Salitra
Company Secretary
M. No. A61495

Sd/-
Vishal Ashok Sormare
Chief Financial Officer
M. No. 132934

Place : Vadodara
Date: 17.07.2026

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2026

(All amounts are in ₹ Lakhs, unless otherwise stated)

A Equity Share Capital

Particulars	Amount
Balance as at 1st April, 2024	**24,029.35**
Changes in equity share capital during the year	-
Balance as at 31st March, 2025	**24,029.35**
Changes in equity share capital during the year	-
Balance as at 31st March, 2026	**24,029.35**

B Other Equity

Particulars	Retained earnings
Balance as at 1st April, 2024	**6,643.12**
Profit for the year	3,829.69
Re-measurement of Defined benefit Plan	(2.97)
Dividends	(204.25)
Balance as at 31st March, 2025	**10,265.59**
Profit for the year	4,706.50
Re-measurement of Defined benefit Plan	1.10
Dividends	-
Balance as at 31st March, 2026	**14,973.19**

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

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

Sd/-
Pareen Shah
Partner
Membership No. 125011

Place : Vadodara
Date: 17.07.2026

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

Sd/-
Vinay Krishna Srivastava
Managing Director
DIN: 11358704

Sd/-
Ajay Salitra
Company Secretary
M. No. A61495

Place : Vadodara
Date: 17.07.2026

Sd/-
Akshaya Budania, IAS
Director (Commercial)
DIN: 11734806

Sd/-
Vishal Ashok Sormare
Chief Financial Officer
M. No. 132934

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2026

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	**6,355.86**	**5,283.08**
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation and amortization	1,826.28	1,550.41
Provision for Doubtful debts	100.00	118.03
PPE Write off/ Loss on Sale of PPE	37.59	0.64
Provision for slow moving inventories	1.01	54.68
Balances written back	(18.58)	(41.54)
Interest income	(165.73)	(173.59)
Finance costs	863.11	726.78
Working capital adjustments:		
(Increase)/ Decrease in Current Assets:		
Inventories	(455.06)	69.91
Trade receivables	(1,883.63)	(1,809.26)
Other financials assets	(92.70)	(38.53)
Other non financial assets	(1,014.05)	(444.67)
Increase / (Decrease) in Current Liabilities:		
Trade Payables	998.50	175.04
Other Financial Liabilities	1,297.12	1,826.55
Provisions	(3.28)	11.42
Other non Financial Liabilities	(5.91)	(146.52)
	7,840.53	**7,162.45**
Income tax (paid)/ Refund	(520.57)	53.10
Net cash flows from operating activities (A)	**7,319.96**	**7,215.55**
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment and Intangible Asset (including CWIP)	(7,448.46)	(8,020.73)
Sale of property, plant and equipment	21.24	
(Investment)/ Withdrawal from Fixed Deposit not part of cash and cash equivalent	190.43	(150.64)
Interest income received	170.59	173.26
Net cash flows used in investing activities (B)	**(7,066.20)**	**(7,998.11)**
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds of Long term Borrowings	3,109.57	2,870.20
(Repayment) of Long term Borrowings	(2,248.60)	(1,210.63)
Proceeds/(Repayment) of short-term Borrowings	(192.67)	(119.95)
Interest and Finance charges paid	(828.66)	(688.35)
Payment of Lease Rent	(103.22)	(96.81)
Payment of Dividend	-	(204.25)
Net cash flows from/(used in) financing activities (C)	**(263.59)**	**550.22**
Net increase in cash and cash equivalents (A+B+C)	(9.83)	(232.36)
Cash and cash equivalents at the beginning of the year	535.62	767.98
Cash and cash equivalents at year end	**525.79**	**535.62**

Notes:			
1	**Cash & Bank Balances consists of the following:**		
	Cash & Cash Equivalents		
	a. Balances with Banks	450.13	443.42
	b. Cash on hand	75.66	92.20
	Closing Cash & Cash Equivalents	**525.79**	**535.62**
2	**Reconciliation of change in liabilities arising from financial activities:**		
	Borrowings		
	Opening Balance	8,415.07	6,875.45
	Add : Cash Inflow (Net)	668.67	1,538.49
	Less: Non Cash Changes (decrease)/Increase	0.19	(1.13)
	Closing Balance	**9,083.55**	**8,415.07**
3	Previous year's figures have been regrouped / rearranged to confirm to the current years presentation, wherever necessary.		

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

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

Sd/-
Pareen Shah
Partner
Membership No. 125011

Place : Vadodara
Date: 17.07.2026

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

Sd/-
Vinay Krishna Srivastava
Managing Director
DIN: 11358704

Sd/-
Ajay Salitra
Company Secretary
M. No. A61495

Sd/-
Akshaya Budania, IAS
Director (Commercial)
DIN: 11734806

Sd/-
Vishal Ashok Sormare
Chief Financial Officer
M. No. 132934

Place : Vadodara
Date: 17.07.2026

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 Municipal Corporation. It was incorporated on 13th September, 2013 for Gas Distribution in the city of Vadodara and its adjoining areas. Presently GAIL (India) Limited holds 32.93%, GAIL Gas Limited holds 17.07% & Vadodara Municipal Corporation 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.

1.1 Statement of Compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules and other relevant provisions of the Act and Rules thereunder, as amended from time to time.

Application of 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.

1.2 Basis of Preparation

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

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

The financial statements are presented in Indian Rupees which is Company's presentation and functional currency and all amounts are rounded off to the nearest Lakhs (up to two decimals) except when otherwise indicated.

1.3 Basis of measurement

The financial statements are prepared, on a historical cost basis except for certain assets and liabilities which are measured at fair 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 financials statements.

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

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2 Material Accounting Policies

2.1 Property, Plant & Equipment

Property, Plant & Equipment (PPE) comprises of Tangible assets and Capital Work in progress. PPE are stated at cost, less 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.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

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.

Depreciation of these PPE commences when the assets are ready for their intended use.

Freehold Land is not depreciated. Depreciation on PPE other than Land has been provided on Straight line method over the useful lives of the assets as per Schedule II to the Companies Act.

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

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.

2.2 Intangible Assets and Amortisation

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.

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, and 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.

2.3 Impairment of Tangible and Intangible 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 decreased. 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.

2.4 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 selling expense.

2.5 Revenue Recognition

The company earns revenue primarily from the sale of Gas.

a. Sale of Products and Services

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. Revenue is measured at the transaction price of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. Contract assets are recognized when there is right to consideration in exchange for goods or services that are transferred to a customer and when that right is conditioned on something other than the passage of time.

Revenue from 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 reflected under "Trade Receivables".

b. Interest Income

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

c. Other Income

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

2.6 Leases

The Company's lease asset class primarily consist of leases for immovable properties and LCV services for transportation. 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 throughout the period of the lease and (3) the company has the right to direct the use of the asset.

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company as a Lessee:

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

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 if 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.

2.7 Employee Benefits

Post employment benefits

(i) Defined contribution plan

Contributions to defined contribution schemes such as provident fund, superannuation scheme, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. The above benefits are classified as Defined Contribution

Schemes as the Company has no further defined obligations beyond the monthly contributions.

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

(ii) Defined benefit plan

The liabilities towards defined benefit schemes are determined using the Projected Unit Credit method. Actuarial valuations under the Projected Unit Credit method are carried out at the balance sheet date. Actuarial gains and losses are recognized in the Statement of Profit and Loss in the period of occurrence of such gains and losses. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Other Comprehensive Income (OCI). These gains/losses which are recognised in OCI are reflected in retained earnings and are not reclassified to Profit or Loss. Past service cost is recognized immediately to the extent that the benefits are already vested and otherwise it is amortized on straight-line basis over the remaining average period until the benefits become vested. The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation.

(iii) Other Long term employee benefits:

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

(iv) Short term employee benefits

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

2.8 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 upto 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.

2.9 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. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

The Company's current tax is calculated using tax rates that have been enacted or substantively enacted at 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.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

c. Current and deferred tax expense 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.

2.10 Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of profit and loss. However, trade receivables which is a financial asset that do not contain a significant financing component are measured at transaction price.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial

instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

(i) Financial Assets

Cash and bank balances

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 asset 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. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the assets and an associated liability for amounts it may have to pay.

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.

(ii) 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 recognised at the proceeds received, net of direct issue costs, if any.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of directly attributable costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant. Interest bearing issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method.

Derecognition of financial liabilities

The Company derecognizes financial liabilities when its contractual obligations are discharged, cancelled or have expired. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different.

2.11 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax with the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, with the aggregate of weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

2.12 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.

2.13 Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand, which are subject to insignificant risk of changes in value.

2.14 Provisions, Contingent Liabilities and Contingent Assets

(i) Provisions:

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).

(ii) Contingent Liabilities and Assets:

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.

2.15 Current/non current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset or liability is treated as current if it satisfies any of the following conditions:

- the asset/liability is expected to be realised/settled in the company's normal operating cycle
- the asset is intended for sale or consumption;
- the asset/liability held primarily for the purpose of trading
- the asset/liability is expected to be realized/settled within twelve months after the reporting period;
- the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

in case of a liability, the company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified 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.

3 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.

Key estimates, assumptions and judgements

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.

3.1 Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor 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.

In the normal course of business, Contingent Liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the Notes but are not recognised.

3.2 "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.

3.3 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.

3.4 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.

3.5 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.

Deferred Tax Assets (DTA) are recognised for the unused tax losses/ credits to the extent that it is probable that taxable profit will be available against which the losses will be utilised. Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

3.6 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.

3.7 Allowance for impairment of trade receivables

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables. Under the simplified approach, the Company is not required to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs together with appropriate management estimates for credit loss at each reporting date, right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

3.8 Defined Benefit Obligation

Management's estimate of Defined Benefit Obligation (DBO) is based on number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the Defined Benefit Obligation amount and the annual defined benefit expenses.

3.9 Evaluation of indicators for impairment of Property, Plant and Equipment

The evaluation of applicability of indicators for impairment of assets require assessment of external factors (significant decline in asset's value, economic or legal environment, market interest rates, etc.) and internal factors (obsolescence or physical damage of an asset, poor economic performance of the asset, etc.) which could result in significant change in recoverable amount of Property, Plant and Equipment.

Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2026, MCA has notified Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, Ind AS 1 - Presentation of Financial Statements, Ind AS 7 - Statement of Cash Flows, Ind AS 107 - Financial Instruments: Disclosures and Ind AS 12, International Tax Reform – Pillar Two Model Rules. The company has reviewed the new pronouncements and based on its evaluation given necessary impact (including additional disclosures) as applicable.

NOTES TO THE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs, unless otherwise stated)

4. Property, plant and equipment

Property, plant and equipment are as follows:

Cost or deemed cost	Owned Assets										Right of Use Assets		Grand Total
	Freehold Land	Buildings (refer note c)	"Roads (refer note c)	Plant & Equipment (refer note b & c)	Furniture & Fittings	Office Equipment	Computers	Electrical Installation	Vehicles	Total	Land	Total	
At 1st April 2024	2,869.15	455.86	54.80	31,871.33	34.92	83.21	29.93	49.42	4.39	**35,453.01**	2,772.11	**2,772.11**	**38,225.12**
Additions	-	156.45	-	6,929.01	11.18	50.46	1.38	43.15	-	**7,191.64**	397.76	**397.76**	**7,589.40**
Disposals/ Other Adjustments	-	-	-	0.02	0.07	0.24	-	0.09	0.23	**0.64**	-	**-**	**0.64**
At 31st March 2025	**2,869.15**	**612.31**	**54.80**	**38,800.32**	**46.03**	**133.43**	**31.31**	**92.49**	**4.16**	**42,644.00**	**3,169.87**	**3,169.87**	**45,813.88**
Additions	-	-	-	6,659.39	0.16	4.03	14.59	106.60	-	**6,784.77**	-	**-**	**6,784.77**
Disposals/ Other Adjustments	-	-	-	102.49	-	-	-	-	-	**102.49**	-	**-**	**102.49**
At 31st March 2026	**2,869.15**	**612.31**	**54.80**	**45,357.22**	**46.19**	**137.46**	**45.90**	**199.09**	**4.16**	**49,326.28**	**3,169.87**	**3,169.87**	**52,496.15**

(All amounts are in ₹ Lakhs, unless otherwise stated)

Depreciation and impairment	Owned Assets										Right of Use Assets		Grand Total
	Freehold Land	Buildings	Roads	Plant & Equipment	Furniture & Fittings	Office Equipment	Computers	Electrical Installation	Vehicle	Total	Land	Total	
At 1st April 2024	-	130.40	51.77	5,283.85	13.07	72.88	27.48	20.57	4.16	**5,604.18**	800.25	**800.25**	**6,404.43**
Charge for the year	-	16.71	-	1,414.36	3.61	7.12	1.04	5.20	-	**1,448.03**	97.42	**97.42**	**1,545.46**
Disposals/ adjustments	-	-	-	-	-	-	-	-	-	**-**	-	**-**	**-**
At 1st April 2025	-	147.10	51.77	6,698.21	16.68	80.00	28.52	25.77	4.16	**7,052.21**	897.68	**897.68**	**7,949.89**
Charge for the year	-	18.86	-	1,673.82	3.72	11.71	1.07	7.90	**-**	**1,717.09**	103.87	**103.87**	**1,820.96**
Disposals/ adjustments	-	-	-	43.66	-	-	-	-	-	**43.66**	-	-	**44**
At 31st March 2026	**-**	**165.97**	**51.77**	**8,328.37**	**20.40**	**91.71**	**29.59**	**33.67**	**4.16**	**8,725.64**	**1,001.55**	**1,001.55**	**9,727.19**
Net carrying value													
At 31st March 2025	**2,869.15**	**465.21**	**3.03**	**32,102.11**	**29.36**	**53.43**	**2.79**	**66.71**	**-**	**35,591.79**	**2,272.19**	**2,272.19**	**37,863.98**
At 31st March 2026	**2,869.15**	**446.35**	**3.03**	**37,028.85**	**25.79**	**45.75**	**16.31**	**165.41**	**-**	**40,600.64**	**2,168.32**	**2,168.32**	**42,768.96**

Notes:

a. Land and building, plant and equipments, 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. Project assets created by revamping old network are subject to hypothecation against Punjab National Bank Term Loan.

c Includes cost of ₹ 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) Limited & said property is held since 21.03.2005.

(All amounts are in ₹ Lakhs, unless otherwise stated)

5. Capital work-in -progress

Particulars	As at 31st March, 2026	As at 31st March, 2025
Capital work-in-progress	3,077.48	3,223.73
Total	**3,077.48**	**3,223.73**

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

Particulars	As at 31st March, 2026	As at 31st March, 2025
CNG Plant and Machinery	843.68	1,216.59
PNG Pipelines	2,233.80	1,968.31
Computer Software	-	38.84
Total	**3,077.48**	**3,223.73**

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

Particulars	As at 31st March, 2026	As at 31st March, 2025
Balance as at 1st April, 2025	3,223.73	1,733.32
Add: Additions during the year	6,221.38	8,204.52
Less: Capitalised during the year	6,367.63	6,529.36
Less: Transfer to Expenses	-	184.75
Balance As at 31st March, 2026	**3,077.48**	**3,223.73**

5.3 Aging of Capital Work in Progress:-

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, 2026	**857.94**	**953.82**	**89.38**	**1,176.34**	**3,077.48**
Projects in progress as on 31st March, 2025	1,785.51	115.84	284.33	1,038.05	3,223.73

Notes:

1. Capital work in progress includes capital inventory of ₹ 1,586.01 Lakhs (As on 31st March, 2025 ₹ 1,741.15 Lakhs).
2. 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 Geographical Areas (GA). All the projects are executed as per rolling annual plans and annual capex budgets.

(All amounts are in ₹ Lakhs, unless otherwise stated)

6. Goodwill

Particulars	As at 31st March, 2026	As at 31st March, 2025
Goodwill*	10,606.36	10,606.36
Total	**10,606.36**	**10,606.36**

* Part of purchase consideration at the time of Business transfer from VMC & GAIL.

7. Other Intangible Assets

Other Intangible assets are as follows:

Cost or deemed cost	Software	Total
At 1st April, 2024	63.27	63.27
Additions	-	-
Disposals/Adjustments	-	-
At 31st March, 2025	**63.27**	**63.27**
Additions	38.84	-
Disposals/Adjustments	-	-
At 31st March, 2026	**102.11**	**102.11**

Accumulated amortization and impairment	Software	Total
At 1st April, 2024	57.07	57.07
Charge for the year	4.95	4.95
Disposals/ adjustments	-	-
At 31st March, 2025	**62.02**	**62.02**
Charge for the year	5.33	5.33
Disposals/ adjustments	-	-
At 31st March, 2026	**67.35**	**67.35**

Net Book value	Software	Total
At 31st March, 2025	1.25	6.21
At 31st March, 2026	**34.76**	**34.76**

8. Other Financial assets

Particulars	As at 31st March, 2026	As at 31st March, 2025
Non-Current		
Unsecured, considered good		
Security deposits	240.40	139.69
Others		
Bank deposits (with more than 12 months maturity)	33.05	325.20
Total (A)	**273.45**	**464.89**

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Current		
Unsecured, considered good		
Security deposits	-	8.00
Other receivables	146.23	146.23
Others		
Interest accrued on deposits	1.77	6.63
Total (B)	**148.00**	**160.86**
Total Other Financial Assets (A+B)	**421.45**	**625.75**

9. Current Tax Assets (Net)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Non-Current		
Advance tax (net of provisions)	67.28	-
Total (A)	**67.28**	**-**
Current		
Advance tax (net of provisions)	-	66.93
Total (B)	**-**	**66.93**
Total Current Tax Assets (A+B)	**67.28**	**66.93**

10. Other Assets

Particulars	As at 31st March, 2026	As at 31st March, 2025
Non current		
Balances with Government authorities	0.20	0.20
Prepaid expenses	247.19	117.76
Total (A)	**247.39**	**117.96**
Current		
Balances with Government authorities	1,479.94	590.46
Prepayment of CSR Expenses	1.70	-
Advance to Suppliers	75.87	99.46
Prepaid expenses	51.22	34.19
Total (B)	**1,608.73**	**724.11**
Total Other Assets (A+B)	**1,856.12**	**842.07**

(All amounts are in ₹ Lakhs, unless otherwise stated)

11. Inventories

Particulars	As at 31st March, 2026	As at 31st March, 2025
Stores and spares	1,788.23	1,312.99
Natural Gas	25.33	46.52
Total	**1,813.56**	**1,359.51**

Refer note 2.4 of Material Accounting Policies for Basis of valuation

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

12. Trade receivables

Particulars	As at 31st March, 2026	As at 31st March, 2025
Unsecured, considered good unless otherwise stated		
(Secured to the extent of security deposit received from respective customers)		
Considered Good	10,159.46	8,275.84
Less: Impairment of receivables having significant increase in Credit Risk	(970.14)	(870.14)
Total Trade receivable	**9,189.32**	**7,405.70**

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. Consumers pay the amount as and when the bill is raised to them, if there is any dispute the same is brought to notice of the Company. In the view of this, the balances outstanding are considered as good and recoverable except those provided for.

e. The Company assesses expected credit loss to be provided for from its customers by using a practical expedient as permitted under Ind AS 109 i.e. expected credit loss allowance as computed based on historical credit loss experience and the ageing of the receivable balances.

f. Movement of Impairment of receivables

Particulars	As at 31st March, 2026	As at 31st March, 2025
Balance at the beginning of the year	**870.14**	**752.12**
Additions	100.00	118.02
Balance at the end of the year	**970.14**	**870.14**

(All amounts are in ₹ Lakhs, unless otherwise stated)

g. As on 31st March, 2026

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	3,236.50	399.26	4,001.41	691.57	360.99	1,469.73
ii) Undisputed Trade Receivables- which have significant increase in the credit risk	-	-	-	-	-	-
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	-	-	-	-	-	-
Less: Expected Credit Loss	-	3.71	145.65	69.16	90.25	661.38
Net Trade Receivables	**3,236.50**	**395.56**	**3,855.76**	**622.41**	**270.74**	**808.35**
% of Expected Credit Loss	-	1%	4%	10%	25%	45%

As on 31st March, 2025

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment			
			Less than1 year	1-2 years	2-3 years	More than 3 years
i) Undisputed Trade Receivables- considered good	2,883.05	1,887.29	1,346.80	470.14	1,065.97	622.59
ii) Undisputed Trade Receivables- which have significant increase in the credit risk	-	-	-	-	-	-
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	-	-	-	-	-	-
Less: Expected Credit Loss	-	22.35	67.34	47.01	266.49	466.94
Net Trade Receivables	**2,883.05**	**1,864.94**	**1,279.46**	**423.13**	**799.48**	**155.65**
% of Expected Credit Loss	-	1%	5%	10%	25%	75%

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

(All amounts are in ₹ Lakhs, unless otherwise stated)

13. Cash and Cash Equivalents

Particulars	As at 31st March, 2026	As at 31st March, 2025
(a) Cash in hand	75.66	92.20
(b) Balances with banks:		
- Current Account	210.24	283.27
- Debit balance in Over-Draft Account	239.89	160.15
Total	**525.79**	**535.62**

14. Other Bank balances

Particulars	As at 31st March, 2026	As at 31st March, 2025
Deposits with bank held as security against Overdraft facility	2,321.44	2,219.72
Total	**2,321.44**	**2,219.72**

15. Equity share capital

a. Share Capital Consists of the following

Particulars	As at 31st March, 2026	As at 31st March, 2025
Share capital		
Authorised		
25,00,00,000 Equity Shares of ₹ 10 each	25,000.00	25,000.00
	25,000.00	**25,000.00**
Issued, subscribed and fully paid up		
24,02,93,548 Equity Shares of ₹ 10 each	24,029.35	24,029.35
Total	**24,029.35**	**24,029.35**

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.

(All amounts are in ₹ Lakhs, unless otherwise stated)

c. Reconciliation of Shares outstanding at the beginning and at the end of the reporting period

Particulars	No. of Shares	Share Capital
As at 1st April, 2024	**24,02,93,548**	**24,029.35**
Additions/(Reductions)	-	-
As at 31st March, 2025	**24,02,93,548**	**24,029.35**
As at 1st April, 2025	**24,02,93,548**	**24,029.35**
Additions/(Reductions)	-	-
As at 31st March, 2026	**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, 2026		As at 31st March, 2025	
	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 Municipal Corporation	**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, 2026		As at 31st March, 2025	
	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 Municipal Corporation	**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 ₹ 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 Municipal Corporation (VMC) 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

16. Other Equity

a. Other equity consist of the following:

Particulars	As at 31st March, 2026	As at 31st March, 2025
Retained Earnings	14,973.19	10,265.59
Total	**14,973.19**	**10,265.59**

(All amounts are in ₹ Lakhs, unless otherwise stated)

b. Particulars relating to Other Equity

Other Equity	As at 31st March, 2026	As at 31st March, 2025
Retained Earnings		
Opening Balance	10,265.59	6,643.12
Add: Profit for the year	4,706.50	3,829.69
Add: Re-measurement of Defined benefit Plan	1.10	(2.97)
Less: Dividends (Refer Below note)	-	204.25
Balance at the end of the year	**14,973.19**	**10,265.59**

The amount that can be distributed by the Company as dividends to its equity shareholders is determined considering the requirements of the Companies Act, 2013.

On 19th October, 2024, a dividend of Rs 0.085 per share (Total dividend ₹ 204.25 Lakhs) was paid to holders of fully paid equity shares.

17. Borrowings

Particulars	As at 31st March, 2026	As at 31st March, 2025
Non-Current Borrowings		
Secured		
Term Loan:		
From Banks	5,856.78	4,995.63
Total Non-Current Borrowings	**5,856.78**	**4,995.63**
Current Borrowings		
Secured		
Current Maturities of Loans	1,883.98	1,883.98
Bank Overdrafts secured against FD	1,238.10	1,369.58
Unsecured		
Bank Overdrafts	104.69	165.88
Total current borrowings	**3,226.77**	**3,419.44**

a. Term Loans from Banks consists of the following:

Name of Bank	Date of Maturity	Rate of Interest	No. of Monthly Instalments due after the balance sheet date	Amount of each Instalments
Bank of Baroda (Secured against all project assets including Land and building to be financed out of fresh credit facilities)	20-07-2028	1 year MCLR + Strategic Premium	28 (40)	Monthly instalment of ₹ 89.29 Lakhs
Punjab National Bank (Secured against all new project specified assets created out of Bank Finance)	31-03-2033	1 year MCLR	84 (96)	Monthly instalment of ₹ 67.71 Lakhs.

(All amounts are in ₹ Lakhs, unless otherwise stated)

b.

Particulars	As at 31st March, 2026	As at 31st March, 2025
Non Current Portion of Term Loans	5,856.78	4,995.63
Current Maturities of Term Loans	1,883.98	1,883.98
Total Outstanding Term Loans amount	**7,740.76**	**6,879.61**

18. Lease Liabilities

Particulars	As at 31st March, 2026	As at 31st March, 2025
Non-Current		
Lease Liabilities	275.60	351.49
Total	**275.60**	**351.49**
Current		
Lease Liabilities	75.89	68.96
Total	**75.89**	**68.96**

19 Provisions

Particulars	As at 31st March, 2026	As at 31st March, 2025
Non-Current		
Gratuity	10.81	10.89
Unavailed Leave and compensated absences	6.01	14.55
Total	**16.82**	**25.44**
Current		
Gratuity Payable	4.56	0.69
Unavailed Leave and compensated absences	1.10	1.10
Total	**5.66**	**1.79**

20 Deferred tax liabilities

Particulars	As at 31st March, 2026	As at 31st March, 2025
Deferred Tax Liabilities	6,170.99	5,517.01
Less: Deferred Tax Assets	526.32	553.36
Deferred tax liabilities (net)	**5,644.68**	**4,963.65**

(All amounts are in ₹ Lakhs, unless otherwise stated)

As at 31st March, 2026	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	5,510.62	654.03	-	6,164.65
Others	6.39	(0.05)	-	6.35
Total Deferred Tax Liabilities	**5,517.01**	**653.98**	**-**	**6,170.99**
Deferred Tax Assets				
Unpaid liability allowable on payment basis	6.85	1.83	(0.37)	8.32
Unabsorbed depreciation	209.68	(209.68)	-	-
Provision for non-moving inventories	41.55	0.26	-	41.80
Impairment of receivables having significant increase in Credit Risk	219.00	25.17	-	244.17
On MSME Creditors	42.66	148.00	-	190.65
Others	33.62	7.75	-	41.37
Total Deferred Tax Assets	**553.36**	**(26.68)**	**(0.37)**	**526.32**
Net Deferred Tax Liabilities	**4,963.65**	**680.66**	**0.37**	**5,644.68**

As at 31st March, 2025	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	5,010.07	500.55	-	5,510.62
Others	6.43	(0.04)	-	6.39
Total Deferred Tax Liabilities	**5,016.50**	**500.51**	**-**	**5,517.01**
Deferred Tax Assets				
Unpaid liability allowable on payment basis	2.98	2.87	1.00	6.85
Unabsorbed depreciation	1,262.61	(1,052.93)	-	209.68
Provision for non-moving inventories	27.79	13.76	-	41.55
Impairment of receivables having significant increase in Credit Risk	189.29	29.71	-	219.00
On MSME Creditors	-	42.66	-	42.66
Others	22.57	11.05	-	33.62
Total Deferred Tax Assets	**1,505.24**	**(952.88)**	**1.00**	**553.36**
Net Deferred Tax Liabilities	**3,511.26**	**1,453.39**	**(1.00)**	**4,963.65**

(All amounts are in ₹ Lakhs, unless otherwise stated)

21. Trade Payables

Particulars	As at 31st March, 2026	As at 31st March, 2025
Due to Micro & Small Enterprise	1,167.79	684.38
Due to others	3,893.51	3,397.01
Total	**5,061.30**	**4,081.39**

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, 2026

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	1,113.67	9.66	22.06	-
ii) Others	2,969.51	110.70	272.40	540.90
iii) Disputed Dues - MSME	-	-	-	22.39
iv) Disputed Dues - others	-	-	-	-

As on 31st March, 2025

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	621.74	15.18	25.07	-
ii) Others	2,468.74	133.71	331.45	463.10
iii) Disputed Dues - MSME	-	22.39	-	-
iv) Disputed Dues - others	-	-	-	-

Trade payables - Total outstanding dues of Micro & Small enterprises*	As at 31st March, 2026	As at 31st March, 2025
(a) Principal & Interest amount remaining unpaid but due as at year end #		
- Principal	2,105.68	2,118.21
- Interest	47.79	71.84

(All amounts are in ₹ Lakhs, unless otherwise stated)

Trade payables - Total outstanding dues of Micro & Small enterprises*	As at 31st March, 2026	As at 31st March, 2025
(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	47.79	71.84
(d) Interest accrued and remaining unpaid as at year end**	340.76	292.97
(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**	340.76	292.97

* Contractual retentions which are not due for payments and security deposits are not considered here.
# It also include amount payable for capital expenditure of ₹ 937.89 Lakhs (P.Y. ₹ 1,433.83 Lakhs).
** In FY 2024-25, ₹ 12.03 Lakhs interest written off for FY 2021-22, since no claim made in three years.

22 Other Current Financial Liabilities

Particulars	As at 31st March, 2026	As at 31st March, 2025
Deposits from Customers and Contractors	10,114.02	8,995.64
Retention Money and Earnest money deposit from Contractors	232.71	360.99
Payable for capital assets		
- Due to MSME (Refer note above)	937.89	1,433.83
- Due to Others	92.67	367.80
Interest Payable on MSME	340.76	292.97
Expenses Payable	1,138.04	878.81
Total	**12,856.09**	**12,330.04**

(All amounts are in ₹ Lakhs, unless otherwise stated)

23 Other Current liabilities

Particulars	As at 31st March, 2026	As at 31st March, 2025
Statutory Dues Payable	77.19	91.50
Advance from customers	30.95	22.55
Advance received for development and relocation expenses from NHSRCL	103.76	103.76
Total	**211.90**	**217.81**

24 Current Tax Liabilities (Net)-Current

Particulars	As at 31st March, 2026	As at 31st March, 2025
Provision for Income Tax	448.48	-
(net off advance tax, tds/ tcs etc)		
Total	**448.48**	**-**

25 Revenue from Operations

a.

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
A. Revenue from Operations		
Sale of Compressed Natural Gas (CNG) (including excise duty)	47,217.66	36,192.04
Sale of Piped Natural Gas (PNG)	24,529.03	20,793.25
Total (a)	**71,746.69**	**56,985.29**
B. Other Operating Revenues		
Faulty meter and By-pass charges	7.30	8.25
Income from PNG installation	137.27	355.16
Interest & Penalty Income (For late payment)	643.99	502.64
Other Operating income	321.53	332.20
Total (b)	**1,110.09**	**1,198.25**
Total (a+b)	**72,856.78**	**58,183.54**

b Disaggregation of revenue from contracts with customers

For the year ended 31st March, 2026	CNG	PNG	TOTAL
Sale of Natural Gas	47,217.66	24,529.03	71,746.69
Sale of services	-	137.27	137.27
Other operating Revenues	6.20	966.62	972.82
Timing of revenue recognition			
At a point in time	47,223.86	25,632.92	72,856.78

(All amounts are in ₹ Lakhs, unless otherwise stated)

For the year ended 31st March, 2025	CNG	PNG	TOTAL
Sale of Natural Gas	36,192.04	20,793.25	56,985.29
Sale of services	-	355.16	355.16
Other operating Revenues	-	843.09	843.09
Timing of revenue recognition			
At a point in time	36,192.04	21,991.50	58,183.54

26 Other Income

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Interest income	165.73	169.63
Interest on Income Tax Refund	-	3.96
Balances written back	18.58	41.54
Total	**184.31**	**215.13**

27 Gas Consumed

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Gas Consumed	48,314.66	37,688.36
Total	**48,314.66**	**37,688.36**

28 Other Operating Expenses

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Maintenance Charges	2,537.06	2,514.42
Consumption of stores and spare parts	763.05	1,072.13
Excise Duty	-26.14	20.81
Forecourt charges	348.44	353.16
Transportation Charges	1,171.36	1,053.99
Testing & Weighing charges	49.29	63.66
Total	**4,843.06**	**5,078.17**

29 Employee Benefit Expenses

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Salary	377.67	364.70
Contribution to provident and other funds	5.56	6.22
Staff Welfare	67.53	45.38
Total	**450.76**	**416.30**

(All amounts are in ₹ Lakhs, unless otherwise stated)

30 Finance Costs

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Interest Expenses		
- On Term Loan	686.73	530.80
- On Working Capital	142.12	157.55
- On Lease Liabilities (Refer Note 35)	34.26	38.43
- On MSME Payments (Refer Note 21)	47.79	71.84
- Interest on Income Tax	39.96	-
- Others	0.49	0.64
Other borrowings costs	98.34	86.93
Total	**1,049.69**	**886.19**

31 Other Expenses

a.

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Audit Fee (Refer Note 30 b)	8.28	6.55
Provision for Impairment of Doubtful Receivables	100.00	118.03
PPE Write off	-	0.64
Electricity expenses	504.11	513.12
Insurance expense	47.89	28.24
Legal & Professional	153.44	179.46
Loss on Sale of Asset	37.59	-
Transportation Expenses	20.73	-
Commission Charges	72.17	-
Tolling Charges	197.38	-
Miscellaneous Expenses	198.21	120.93
Rent (Refer Note 35 d)	26.60	18.95
Rates & taxes	113.55	119.13
Repairs and Maintenance		
- Building	15.33	0.69
- Others	-	-
Security charges	120.07	106.17
Manpower Services	65.66	83.95

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
CSR Expense (Refer Note 30 c)	57.59	37.11
Selling & Distribution	1,328.79	537.09
CST & Service Tax expense	-	7.95
GST Expense	1,486.38	1,198.84
Travel & Conveyance	89.83	60.83
Total	**4,643.59**	**3,137.68**

b. Payment to auditors has been classified as follows :

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Payments to the auditor (excluding GST):		
(i) Auditor	6.25	6.25
(ii) For Tax Audit	1.65	-
(iii) For company law matters	-	-
(iv) Out of Pocket Expenses	-	-
(v) Other Certification services	0.38	0.30

c Details of CSR Expenditure are as under:

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
(i) Amount required to be spent by the company during the year	57.55	37.16
(ii) Amount of expenditure incurred	59.29	36.62
(iii) Excess/ (short fall) amount spent in last year set off against current year CSR	(0.05)	0.49
(iv) (Excess)/Shortfall at the end of the year (i-ii-iii)	(1.69)	0.05
(v) Reason for shortfall	NA	NA
(vi) Nature of CSR activities	Preventive Health Care	Women Empowerment

Amount spent in cash during the year is as below:

Particulars	In Cash	Yet to be paid in cash	Total
(i) Construction / acquisition of an asset	59.29	-	59.29
	(36.62)	-	(36.62)
(ii) On purposes other than above	-	-	-
	-	-	-

Amounts in bracket indicate previous year figures.

(All amounts are in ₹ Lakhs, unless otherwise stated)

32 Tax Expense

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Current Tax		
- current year	968.70	-
- earlier years	-	-
Total Current Tax	**968.70**	**-**
Deferred Tax	**680.66**	**1,453.39**
Total	**1,649.36**	**1,453.39**

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

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Profit before tax from continuing operations	6,355.86	5,283.08
Income tax expense calculated at 25.168%	1,599.64	1,329.65
Effect of:		
(Income) / expense (net) not (taxable) / deductible	38.63	122.75
Recognised in OCI	(0.37)	1.00
Tax adjustment of earlier years	-	-
Income tax expense recognised in Statement of Profit and Loss	**1,637.90**	**1,453.40**

No Income Tax has been recognized directly in Equity.

33 Contingent liabilities and commitments (to the extent not provided for) :

a.

Particulars	As at 31st March, 2026	As at 31st March, 2025
Contingent Liabilities not provided in respect of :		
I. Claims/ Litigation against the company not acknowledged as debt (Refer note b. below)	1,428.85	1,428.85

b The Company has reviewed all its pending claims, litigations and proceedings and has adequately provided for wherever provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The company does not expect the outcome of these claims, litigations and proceedings to have a materially adverse effect on its financial position.

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

Particulars	As at 31st March, 2026	As at 31st March, 2025
Capital Commitments		
Estimated amount of Contract remaining to the executed on capital accounts (Net of Advances)	2,713.10	692.02

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, 2026.

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:

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Contribution to Provident Fund	5.33	5.77

(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 present value of the defined benefit obligation were carried out as at 31st March, 2026 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, 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. 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.

c. 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.

d. Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities 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.

(All amounts are in ₹ Lakhs, unless otherwise stated)

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

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Service Cost:		
Current Service Cost	3.66	2.11
Past Service Cost	4.39	-
Net interest expense/ (income)	0.77	0.36
Components of defined benefit costs recognised in Employee Benefit Expenses	**8.82**	**2.47**
Re-measurement on the net defined benefit liability:		
Actuarial (gains)/losses arising from changes in financial assumptions	**(0.52)**	0.44
Actuarial (gains)/losses arising from experience adjustments	**(0.95)**	3.54
Components of Re-measurement recognised in the Other Comprehensive Income	**(1.47)**	**3.98**
Total	**7.36**	**6.44**

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

Particulars	As at 31st March, 2026	As at 31st March, 2025
Present Value of funded defined benefit obligation	15.37	11.58
Fair value of plan assets	-	-
Net liability arising from defined benefit obligation	**15.37**	**11.58**

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

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Opening defined obligation	11.58	5.13
Current service cost	3.66	2.11
Past Service Cost*	4.39	
Interest cost	0.77	0.36
Re-measurement (gains)/losses :		
Actuarial (gains)/ losses arising from changes in financial assumptions	(0.52)	0.44
Actuarial (gains)/ losses arising from experience adjustments	(0.95)	3.54
Benefits paid	(3.56)	-
Closing defined benefit obligation	**15.37**	**11.58**

*The Government of India has notified the Implementation of Four New labour codes on 21st November, 2025, by consolidating and rationalizing 29 existing labour laws. Further, based on management estimates and actuarial valuation obtained, the company has considered the impact of gratuity liability arising from the implementation of the New Labour Codes and accordingly the financial impact of the same has been recognized as an additional expense of ₹ 4.39 Lakhs in the statement of profit and loss for the Year ended 31st March, 2026.

(All amounts are in ₹ Lakhs, unless otherwise stated)

Classification of Non-Current and Current Liability:

Particulars	As at 31st March, 2026	As at 31st March, 2025
Non-Current liability	10.81	10.89
Current liability	4.56	0.69
Total	**15.37**	**11.58**

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

Particulars	As at 31st March, 2026	As at 31st March, 2025
Mortality	**Indian Assured Lives Mortality (2012-14) Table**	**Indian Assured Lives Mortality (2012-14) Table**
Withdrawal Rates	**10% p.a. at younger age reducing to 2% p.a. at older ages**	**10% p.a. at younger age reducing to 2% p.a. at older ages**
Discount Rate (%)	7.25%	6.85%
Salary escalation rate (%)	7.00%	7.00%

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.

Significant actuarial assumptions	As at 31st March, 2026	As at 31st March, 2025
Discount Rate		
-Impact due to increase of 50 basis points	14.78	10.96
- Impact due to decrease of 50 basis points	16.02	12.25
Salary increase		
- Impact due to increase of 50 basis points	15.79	11.99
- Impact due to decrease of 50 basis points	14.98	11.21
Withdrawal Rate		
- Impact due to increase of 10 percent	15.51	11.72
- Impact due to decrease of 10 percent	15.22	11.41

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.

(All amounts are in ₹ Lakhs, unless otherwise stated)

Maturity Profile of Defined Benefit Obligations:

Particulars	As at 31st March, 2026	As at 31st March, 2025
Less Than One Year	4.56	0.69
One to Three Years	2.21	1.56
Three to Five Years	1.80	1.80
More than Five Years	4.15	4.31
Total	**12.73**	**8.37**

(C) Other Long Term Employee Benefit Plans:

Leave encashment

The Company has recognised the provision for unutilised compensated absences amounting to ₹ 6.92 Lakhs (31st March, 2024 ₹ 9.28 Lakhs) in the Statement of Profit and Loss and is included in note no.29 "Employee benefit expense".

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening defined obligation	15.65	6.70
Transfer in/Out Obligation	-	-
Current Service Cost	5.43	3.23
Interest cost on Obligation	1.03	0.46
Components on actuarial gain/loss on obligations:		
Due to changes in financial assumptions	(0.88)	0.66
Due to changes in demographic assumptions	-	-
Due to experience adjustments	1.33	4.92
Past Service Cost	-	-
Loss/gain on curtailments	-	-
Benefits paid	(4.89)	(0.33)
Closing defined benefit obligation	**17.68**	**15.65**

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, 2026	As at 31st March, 2025
(i) Right-of-use Asset		
Cost at the beginning of the year	3,169.87	2,772.11
Addition during the year	-	397.76
Accumulated Depreciation	1,001.55	897.68

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Net Carrying Amount	**2,168.32**	**2,272.19**
(ii) Lease liabilities - Borrowings		
Balance at beginning of the year	420.45	81.07
Recognised during the year	-	397.76
Unwinding of Discount on lease Liability	34.26	38.43
Payments during the year	103.22	96.81
Balance at end of the year	**351.49**	**420.45**
Current	75.89	68.96
Non-Current	275.60	351.49

Particulars	As at 31st March, 2026	As at 31st March, 2025
(i) Finance Cost		
Interest Expense On Lease Liability	34.26	38.43
(ii) Depreciation		
Depreciation on right of use lease asset	103.87	97.42

(c) Amounts recognised in Cash Flow Statement

Particulars	As at 31st March, 2026	As at 31st March, 2025
Total cash outflow for leases	103.22	96.81

(d) Expense relating to short-term leases and Low-value

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Amount recognised in statement of Profit and Loss	26.60	18.95

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	As at 31st March, 2026	As at 31st March, 2025
Profit available to equity shareholders	4,706.50	3,829.69
Weighted Average number of equity shares	24,02,93,548	24,02,93,548
Earning Per Share of ₹ 10/- each:		
Basic & Diluted (In ₹)	1.96	1.59

38 Related Party transactions

a. Names of Related parties and nature of relationships

Name of Related Parties	Nature of Relationship
GAIL Gas Limited	Enterprise having Significant influence
Vadodara Municipal Corporation	Enterprise having Significant influence
GAIL (India) Limited	Enterprise having Significant influence
Bengal Gas Company Limited	Enterprise having Significant influence (Joint Venture of GAIL (India) Limited)
Vadodara Sports Promotion Foundation	Enterprise having Significant Influence (Joint Venture of Vadodara Municipal Corporation)
Mr. Vinay Krishna Srivastava	Managing Director (w.e.f 01.11.2025)
Mr. Prasenjit Sarkar	Managing Director (upto 29.10.2025)
Mr. Pankaj Gupta	Nominee Director (upto 12.04.2024)
Mr. Goutam Chakraborty	Nominee Director (upto 30.09.2024)
Mr. Dilip Rana, IAS	Nominee Director (upto 15.04.2025)
Ms. Arpit Sagar, IAS	Nominee Director (upto 16.04.2025)
Mr. Ajay Kumar Jindal	Nominee Director (upto 28.05.2025)
Mr. Hem Chandra Pant	Nominee Director (w.e.f 26.04.2024)
Mr. Arun Mahesh Babu M. S., IAS	Nominee Director (w.e.f 07.05.2025)
Mr. Ganga Singh, IAS	Nominee Director (w.e.f 07.05.2025)
Mr. Akshaya Budania, IAS	Nominee Director (w.e.f. 26.05.2026)
Mr. Sudhir Kumar Dixit	Nominee Director (w.e.f 21.06.2025)
Mr. Ajay Salitra	Key Managerial Personnel (w.e.f 01.04.2024)
Ms. Ritu Thakkar	Key Managerial Personnel (upto 30.11.2025)
Mr. Vishal Ashok Sormare	Key Managerial Personnel (From 09.04.2026)

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

Nature of Transaction	Enterprise having Significant influence	Key Management Personnel	Total
Purchase of Gas (Inclusive of Tax)			
Current Year	**51,128.96**		**51,128.96**
(Previous Year)	(40,737.39)		(40,737.39)
GAIL (India) Limited	**51,128.96**		**51,128.96**
	(40,737.39)		(40,737.39)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Nature of Transaction	Enterprise having Significant influence	Key Management Personnel	Total
Purchase of Property, Plant and Equipment (Inclusive of Tax) (Capital Stock)			
Current Year	**223.50**		**223.50**
(Previous Year)	-		-
Bengal Gas Company Limited	**223.50**		**223.50**
	-		-
Supervision & Other Charges			
Current Year	**0.15**		**0.15**
(Previous Year)	(3.69)		(3.69)
GAIL (India) Limited	**0.15**		**0.15**
	(3.69)		(3.69)
Dividend Paid			
Current Year	-		-
(Previous Year)	(204.25)		(204.25)
GAIL (India) Limited	-		-
	(67.27)		(67.27)
GAIL Gas Limited	-		-
	(34.86)		(34.86)
Vadodara Municipal Corporation	-		-
	(102.12)		(102.12)
Property Taxes (including interest on late payment) paid to			
Current Year	**113.49**		**113.49**
(Previous Year)	(119.11)		(119.11)
			-
Vadodara Municipal Corporation	**113.49**		**113.49**
	(119.11)		(119.11)
Services received - Deputation of manpower and other charges			
Current Year	**127.06**		**127.06**
(Previous Year)	(133.56)		(133.56)
GAIL Gas Limited	**127.06**		**127.06**
	(129.56)		(129.56)
Vadodara Municipal Corporation	-		-
	(4.00)		(4.00)
Deputation Allowance			
Current Year		**10.76**	**10.76**
(Previous Year)		(11.69)	(11.69)
Vadodara Municipal Corporation			
Mr. Ganga Singh, IAS		**10.49**	**10.49**
		-	-

(All amounts are in ₹ Lakhs, unless otherwise stated)

Nature of Transaction	Enterprise having Significant influence	Key Management Personnel	Total
Ms. Arpit Sagar, IAS		**0.27**	**0.27**
		(11.69)	(11.69)
Remuneration to Key Managerial Person			-
Current Year		**30.91**	**30.91**
(Previous Year)		33.69	33.69
Mr. Ajay Salitra		**12.26**	**12.26**
		10.94	10.94
Ms. Ritu Thakkar		**18.65**	**18.65**
		22.75	22.75
Reimbursement of Expenses to			
Current Year		**7.11**	**7.11**
(Previous Year)		(2.98)	(2.98)
Mr. Prasenjit Sarkar		**0.12**	**0.12**
		(1.89)	(1.89)
Mr. Ajay Salitra		**6.76**	**6.76**
		(0.61)	(0.61)
Ms. Ritu Thakkar		**0.23**	**0.23**
		(0.48)	(0.48)
Retention money repaid by			
Current Year	-		-
(Previous Year)	(16.17)		(16.17)
GAIL (India) Limited	-		-
	(16.17)		(16.17)
Security deposit received back			
Current Year	**8.00**		**8.00**
(Previous Year)	(1.15)		(1.15)
GAIL (India) Limited	**8.00**		**8.00**
	(1.15)		(1.15)
Availing of Services-Advertisement/ Marketing			
Current Year	**5.00**		**5.00**
(Previous Year)	-		-
Vadodara Sports Promotion Foundation	**5.00**		**5.00**
	-		-

Previous year figures are in brackets

Note: The company sells natural gas to domestic, commercial, industrial and CNG consumers. The above related party transaction do not include the transactions of Gas sales to the related parties in ordinary course of business, as all such transactions are done at arm's length basis. As per Para 11(c)(iii) of Ind AS-24 "Related Party Disclosures", normal dealings of Company with related parties by virtue of public utilities are excluded from the purview of Related Party Disclosures.

(All amounts are in ₹ Lakhs, unless otherwise stated)

Balance	As at 31st March, 2026	As at 31st March, 2025
Receivable		
Vadodara Municipal Corporation	164.81	202.17
GAIL (India) Limited (Security Deposit)	-	8.00
Total	**164.81**	**210.17**
Payables		
Vadodara Municipal Corporation	163.31	163.31
GAIL (India) Limited	2,116.99	1,439.25
GAIL Gas Limited	413.22	680.46
Total	**2,693.51**	**2,283.02**

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.

(All amounts are in ₹ Lakhs, unless otherwise stated)

Reporting period	Increase/decrease in basis points	Effect on profit before tax
31-Mar-26		
Bank of Baroda Term Loan-2	**+100**	**(24.99)**
Bank of Baroda Term Loan-2	**-100**	**24.99**
Punjab National Bank Term Loan	**+100**	**(52.67)**
Punjab National Bank Term Loan	**-100**	**52.67**
31-Mar-25		
Bank of Baroda Term Loan-2	**+100**	**(35.45)**
Bank of Baroda Term Loan-2	**-100**	**35.45**
Punjab National Bank Term Loan	**+100**	**(33.35)**
Punjab National Bank Term Loan	**-100**	**33.35**

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:

As at 31st March, 2026	On demand	upto 1 year	1 to 3 years	more than 3 years	Total
Interest-bearing loans and borrowings	1,342.79	1,883.98	5,399.44	457.34	**9,083.55**
Lease liabilities	-	75.89	64.26	211.34	**351.49**
Trade and other payables	-	5,061.30	-	-	**5,061.30**
Other Financial Liabilities	9,692.47	3,163.62	-	-	**12,856.09**
Total	**11,035.26**	**10,184.79**	**5,463.70**	**668.68**	**27,352.42**

(All amounts are in ₹ Lakhs, unless otherwise stated)

As at 31 March, 2025	On demand	upto 1 year	1 to 3 years	more than 3 years	Total
Interest-bearing loans and borrowings	1,535.46	1,883.98	4,995.84	-	**8,415.07**
Lease liabilities	-	68.96	10.01	341.48	**420.45**
Trade and other payables	-	4,081.39	-	-	**4,081.39**
Other Financial Liabilities	8,356.56	3,973.48	-	-	**12,330.04**
Total	**9,892.02**	**10,007.81**	**5,005.85**	**341.48**	**25,246.95**

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, 2026 and for the comparative period as on 31st March, 2025 ; 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 **₹525.79 Lakhs** as at 31 March, 2026 (31st March, 2025: ₹ 535.62 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.

40 Ratios

Particulars	Formula	31-Mar-26			31-Mar-25			% Variance	Reason for variance
		Numerator	Denominator	Ratio	Numerator	Denominator	Ratio		
Current ratio	Current assets/ Current liabilities	15,606.83	21,886.08	0.71	12,472.45	20,119.43	0.62	15.03%	-
Debt-equity ratio	Total debt/ Shareholder's Equity	9,083.55	39,002.54	0.23	8,415.07	34,294.94	0.25	-5.08%	-
Debt service coverage ratio	Earnings available for debt service/ Debt Service [Debt means long term & short term borrowings and lease liabilities.]	9,143.59	9,435.04	0.97	6,877.40	8,835.52	0.78	24.50%	-

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Formula	31-Mar-26			31-Mar-25			% Variance	Reason for variance
		Numerator	Denominator	Ratio	Numerator	Denominator	Ratio		
Return on equity ratio	[Net Profits after taxes – Preference Dividend (if any)]/ Average Shareholder's Equity	4,706.50	36,648.74	12.84%	3,829.69	32,483.71	11.79%	8.93%	-
Trade receivables turnover ratio	Net Credit Sales/ Average Accounts Receivable	46,712.83	8,297.51	5.63	40,709.05	6,560.08	6.21	-9.28%	-
Trade payables turnover ratio	Net Credit Purchases/ Average Trade Payables	57,643.72	4,571.34	12.61	45,748.42	4,014.63	11.40	10.66%	-
Net capital turnover ratio	Net Sales / Average Working Capital	71,746.69	(6,963.1)	-10.30	56,985.29	(6,970.1)	(8.18)	26.03%	Variation in ratio is due to increase in Sales with same level of average working capital.
Net profit ratio	Net Profit/ Net Sales	4,706.50	71,746.69	6.56%	3,829.69	56,985.29	6.72%	-2.39%	-
Return on capital employed	Earning before interest and taxes/ Capital Employed	7,042.59	53,730.77	13.11%	5,813.88	47,673.67	12.20%	7.48%	-

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:

Particulars	As at 31st March, 2026	As at 31st March, 2025
Interest-bearing loans and borrowings	9,083.55	8,415.07
Less: cash and cash equivalents	525.79	535.62
Net debt	**8,557.76**	**7,879.45**
Equity	39,002.54	34,294.94
Total capital	**39,002.54**	**34,294.94**
Net Debt-equity ratio	**0.22**	**0.23**

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

Particulars	As at 31st March, 2026	As at 31st March, 2025
Financial assets		
Measured at FVTPL		
No Assets		
Measured at amortised cost		
(a) Trade receivables	9,189.32	7,405.70
(b) Cash and cash equivalents	525.79	535.62
(c) Other bank balances	2,321.44	2,219.72
(e) Other financial assets	421.45	625.75
Measured at FVTOCI		
No Assets	-	-
Financial liabilities		
Measured at amortised cost		
(a) Borrowings	9,083.55	8,415.07
(b) Trade payables	5,061.30	4,081.39
(c) Other financial liabilities	13,207.58	12,750.49

43 The balances of Trade Receivables (Note No. 12), Other Current Financial Assets (Note No. 8) 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:

a. 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

b. 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:

a. 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

b. 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, no such requirement is raised by Bank to submit any quarterly returns to the Bank.

k. The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), are held in the name of the Company except for us provided below;

Description of the Property	Gross Carrying Value (₹ in Lakhs)	Held in the name of	Whether promoters, directors or other relative of employee	Period held	Reason for not being held in the name of the company
Building- Dashrath	56.43	GAIL (India) Limited	Promoters	Held since 21st March, 2005	Lease transferred by GAIL (India) Limited to Vadodara Gas Limited
Roads- Dashrath	39.87	GAIL (India) Limited	Promoters	Held since 21st March, 2005	Lease transferred by GAIL (India) Limited to Vadodara Gas Limited

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, 2026 were authorized for issue in accordance with a resolution of the directors on 17.07.2026

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

Sd/-
Pareen Shah
Partner
Membership No. 125011

Place : Vadodara
Date: 17.07.2026

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

Sd/-
Vinay Krishna Srivastava
Managing Director
DIN: 11358704

Sd/-
Akshaya Budania, IAS
Director (Commercial)
DIN: 11734806

Sd/-
Ajay Salitra
Company Secretary
M. No. A61495

Sd/-
Vishal Ashok Sormare
Chief Financial Officer
M. No. 132934

Place : Vadodara
Date: 17.07.2026

NOTICE

VADODARA GAS LIMITED

CIN : U40106GJ2013PLC076828

Reg. Office : Shri Municipal Commissioner Gas Office, Gas Office Building, Dandia Bazar, Vadodara – 390001 (Gujarat)

E-Mail : cs@vgl.co.in | Website : www.vgl.co.in

Phone No. 0265 2334073

NOTICE OF 13TH ANNUAL GENERAL MEETING

Notice is hereby given that the **13TH ANNUAL GENERAL MEETING** of the Members of Vadodara Gas Limited will be held on Saturday, 26th September 2026 at 11:00 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, 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 2026, together with the Board's Report, the Report of the Statutory Auditors thereon and the annexures thereto, be and are hereby received, considered and adopted."

2. To appoint a director in place of Shri Sudhir Kumar Dixit (DIN: 11152119) 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 Sudhir Kumar Dixit (DIN: 11152119), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. **Adaptation of new set of Memorandum of Association and Articles of Association of the Company.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary, the new set of Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company, be and are hereby approved and adopted.

   RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things, including signing and executing all documents, writings and instruments and filing the necessary forms and documents with the Registrar of Companies and other statutory or regulatory

authorities, as may be necessary, proper or expedient for giving effect to this Resolution."

4. **Amendment of Object Clause of the Memorandum of Association of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members be and is hereby accorded to amend the Objects Clause of the Memorandum of Association of the Company by inserting the following additional clauses:

Additional Clauses to be added post IIIA.6:

III.A.7:

To carry on all or any of the businesses of storage, supply, sale, distribution, transportation & marketing of LNG and its derivatives including LNG/LCNG as fuel for transport sectors through LNG/LCNG dispensing stations in various models, L-PNG for domestic/ commercial/ Industrial purposes.

III.A.8:

To carry on all or any of the businesses of production, generation, transportation, distribution and marketing of biogas, bio-methane, bio-CNG and all associated by-products in any form including CBG.

III.A.9:

To carry on the business of establishing battery swapping stations, battery charging stations and providing charging services, and to manufacture, import or assemble machines, equipment, batteries and related products for electric vehicles or any other purposes.

III.A.10:

To carry on all or any of the businesses generation, distribution, transmission and marketing of wind, tidal, solar and all other forms of renewable energy on a commercial basis.

III.A.11:

To carry on all or any of the businesses of procurement, production, storage, supply, sale, transportation, distribution & marketing of Hydrogen, Hydrogen Enriched CNG (H-CNG) and its associated derivatives.

III.A.12:

To carry on all or any of the businesses of storage, supply, sale, distribution, transportation & marketing of MS/HSD as fuel for transport and Industrial sectors through various modes of retail outlets.

Additional Clauses to be added post III B. 48:

III B. 49

To promote, organize or carry on business of Consultancy Services/Project Management Consultancy Services/Technical Consultancy or any field of activity in respect of the businesses carried on by the Company.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things, including signing and executing all documents, writings and instruments and filing the necessary forms and documents with the Registrar of Companies and other statutory or regulatory authorities, as may be necessary, proper or expedient for giving effect to this Resolution."

5. **Ratification of Remuneration of Cost Auditors for the financial year 2026-27**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and 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 ₹ 65,000/- (Rupees Sixty-Five Thousand only) plus applicable taxes, if any and out-of-pocket expenses on actuals basis, 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 for the financial year 2026-27, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things, including signing and executing all documents, writings and instruments, as may be necessary, proper or expedient for giving effect to this Resolution."

By Order of the Board of Directors
For Vadodara Gas Limited

Sd/-
(Ajay Salitra)
Company Secretary

Date: 17.07.2026
Place: Vadodara

NOTES

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 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") permitted the holding of the AGM through VC/OAVM. In terms of the said circulars, the 13th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM.
3. Since this AGM is being held through VC/ OAVM, pursuant to the aforesaid Circulars, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those members whose e-mail address are registered with the Company / RTA/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website **www.vgl.co.in**.
5. 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.
6. 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.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form.
8. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The relevant statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business to be transacted at the meeting, is annexed hereto and forms part of this notice.
10. 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.
11. 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.

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

ITEM NO. 3

The existing Memorandum of Association (MoA) and Articles of Association (AoA) of the Company is based on the earlier provisions of the Companies Act and requires alignment with the provisions of the Companies Act, 2013.

In order to make the MOA consistent with the applicable provisions of the Companies Act, 2013 and to incorporate necessary changes in a comprehensive manner, it is proposed to adopt a new set of MoA and AoA in substitution of the existing MoA and AoA of the Company.

A copy of the proposed new set of Memorandum of Association and Articles of Association is available for inspection by the members of the Company at the registered office during business hours on all working days up to the date of the meeting.

The clauses of the Joint Venture Agreement remain part of the revised AoA. The proposed adoption is primarily for better governance, clarity, and compliance and does not materially affect the existing rights of the shareholders of the Company.

The Board of Directors recommends the passing of the Special Resolution as set out in the Notice for approval of the members.

None of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 4

The energy sector is presently undergoing a significant transformation, with increased emphasis on diversified and sustainable energy solutions. In addition to natural gas, the focus is expanding towards renewable and alternative energy options such as Liquefied Natural Gas (LNG), Compressed Biogas (CBG), Hydrogen Enriched CNG (H-CNG), hydrogen, solar and other renewable energy sources. Further, Electric Vehicles (EVs), along with supporting infrastructure such as battery charging and battery swapping stations, are emerging as important components of future mobility.

In the natural gas segment, retailing of LNG through LNG/LCNG stations and the development of LNG-based CGD networks are gaining importance, particularly for faster implementation of CGD projects in areas where pipeline connectivity is still under development. In addition, the Government of India, the Ministry of Petroleum & Natural Gas (MoP&NG), and GAIL have issued various guidelines and initiatives, including the SATAT (Sustainable Alternative Towards Affordable Transportation) Scheme for promotion of CBG, development of LNG/LCNG stations, promotion of Hydrogen Enriched CNG (H-CNG), and expansion of EV charging and battery swapping infrastructure.

In view of the evolving energy landscape, existing operations, and future business opportunities, the Board of Directors of the Company, at its meeting held on April 9, 2026, considered it necessary to amend the Main Objects Clause and Other Objects Clause of the Memorandum of Association of the Company by adding new object clauses and revising existing clauses, so as to enable the Company to undertake such activities in a lawful and seamless manner.

Accordingly, it is proposed to:

- Insert new Main Object Clauses III.A.7 to III.A.12 to include businesses relating to LNG/ L-CNG, Biogas/CBG, EV charging and battery swapping infrastructure, renewable energy, hydrogen and H-CNG, and retailing of Motor

Spirit (MS) and High Speed Diesel (HSD); and

- Revise the Other Objects Clause III.C.1 to include consultancy and project management consultancy services in respect of the businesses carried on by the Company.

The earlier resolution passed by the Shareholders on February 18, 2026, will be discarded considering the adoption of New Set of MoA and AoA in compliance with the Companies Act, 2013.

The proposed alteration of the Memorandum of Association requires approval of the Members by way of a ***Special Resolution*** pursuant to the provisions of Sections 4, 13 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

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 July 17, 2026, 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 2026-27 at a remuneration of ₹ 65,000/- (Rupees Sixty-Five Thousand only). M/s Y. S. Thakar & Co. have furnished a certificate regarding their eligibility for appointments 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 2026-27 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/-
(Ajay Salitra)
Company Secretary

Date: 17.07.2026
Place: Vadodara

ANNEXURE TO NOTICE

Details of Directors seeking re-appointment at the 13th AGM of the Company

Name of Director	Shri Sudhir Kumar Dixit
DIN	11152119
Date of Birth	02.04.1970
Qualification	BE (Electrical)
Overall Experience	More than 32 Years
No. of shares held in the Company	-
Directorship in other companies	-
Chairman / Member of the Statutory Committees of the Board of Directors of the Company	-
Chairman / Member of the Statutory Committees of the Board of Directors of other Companies in which he is a director	-

VADODARA GAS LIMITED

CIN: U40106GJ2013PLC076828

Registered Office: Shri Municipal Commissioner Gas Office,
Gas Office Building, Dandia Bazar, Vadodara - 390001 (Gujarat)

Coroporate Office: 1st Floor, Riddhi Tower, Near Manisha Circle,
Old Padra Road, Vadodara - 390015 (Gujarat)

info@vgl.co.in | www.vgl.co.in

Vadodra Gas Limited