

**BOARDS' REPORT
AND
FINANCIAL STATEMENTS OF
GOKAK POWER & ENERGY LIMITED
FOR THE YEAR ENDED MARCH 31, 2022**



Directors	:	Vinod J. Bhandawat - Non-Executive Director and Chairman Ramesh R. Patil - Wholetime Director Pradip N. Kapadia - Independent Director Chandrakant G. Shah - Non-Executive Director Nikhil J. Bhatia - Independent Director
Chief Financial Officer	:	Vipan Kumar Sharma
Company Secretary & Compliance Officer	:	Rakesh M. Nanwani
Statutory Auditors	:	Batlilboi & Purohit, Chartered Accountants
Bankers	:	ICICI Bank Limited
Hydro Power House	:	Gokak Falls-591 308 (District Belagavi - Karnataka)
D J Madan Power House	:	Dupdhal - 591306, Taluka : Gokak Dist. Belagavi, Karnataka
Registered Office	:	#1, 2nd Floor, 12th Cross, Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bengaluru – 560 098
CIN	:	U40103KA2012PLC062107
GSTIN	:	29AAECG7331B1ZU

Report of Board and Management Discussion & Analysis

To,
The Members of
Gokak Power & Energy Limited

Your Directors present their Report together with the Audited Financial Statements of your Company for the financial year ended March 31, 2022.

1. Financial Results and State of Company's Affairs

(Rs. in Lakhs)

	Particulars	For the Financial Year 01.04.2021 to 31.03.2022	For the Financial Year 01.04.2020 to 31.03.2021
(a)	Gross Revenue	1,255.11	1,122.63
	Less: Costs	341.34	333.84
(b)	Earnings before Interest, Depreciation & Taxation (EBIDT)	913.77	788.79
	Less: Interest	698.99	799.86
(c)	Cash Profit / (Loss)	214.78	-11.07
	Less: Depreciation	355.32	354.59
(d)	Profit Before Tax (PBT)	-140.54	-365.66
	Less: Deferred Tax	0.00	0.00
	Other Comprehensive Income	5.99	-4.48
(e)	Net Profit/ (Loss)	-134.55	-370.14

2. Operations

During the year under review, your Company has recorded gross income of Rs.1,255.11 lakhs (previous year Rs.1,122.63 lakhs) and net loss for the year of (Rs. 134.55) lakhs (previous year (Rs.370.14) lakhs).

The Company had filed the full and final insurance claim on May 06, 2021 related to the damage of its hydro power plant including Canal system, in the year 2019-20, aggregating to Rs.353.65 lakhs. The Company had received an advance amount of Rs.100 lakhs from the Insurance Company towards the expenses incurred on repairs. The final claim of Rs. 212 lakhs was received on June 28, 2022.

As on March 31, 2022 the Company had receivables from HESCOM aggregating Rs. 25 lakhs. Against this outstanding the Company has received Rs.24.52 lakhs from HESCOM in April 2022. The outstanding has been cleared up to March 2022 and only part amount of Rs. 0.48 lakhs is outstanding.

Machines that were damaged during the floods in the year 2019-20, are in operation after servicing them. About 272.46 lakhs Units were generated in FY 2021-22 against 305.16 lakhs Units in the previous year. During the year under review; Unit-8 (DJ Madam Power House) developed technical snag which was under correction. The machine was started in May 2022.

The Company has fully re-paid the term loan taken from ICICI Bank Limited on June 29, 2022.

The Company is selling significant portion of their generation to HESCOM. HESCOM has conveyed their inability to extend the Power Purchase Agreement beyond April 2023. The Company has initiated the process to sell the electricity unit generated in open access.

3. Outlook

As per the forecast by India Meteorological Department, it is expected that the monsoon will be normal (96% to 104% of LPA) for this year. The reservoirs will be full and water will be available from Hidkal Dam for the whole year for the power generation. Also, the Company will put all efforts to maximize the power generation through efficient management and proper maintenance of the plant and achieve almost equivalent to the total production capacity.

The financial year 2022-23 had a good start with about 27% excess of budgeted generation in the month of April-2022. However, on account of unseasonal rains the monsoon has shifted from June to July 2022 where about 3.9MUs were generated against budgeted 5.2MUs. With monsoon showing signs of revival, the generation is expected to reach budget.

4. Share Capital

The paid up equity share capital of the Company as on March 31, 2022 was Rs. 49 Crores. During the year under review, the Company has not issued any shares with differential voting rights or 'sweat equity shares' and has not granted any stock options.

5. Dividend and Transfer to Reserves

In view of the results for the year, no dividend has been recommended for the year. No amount has been transferred to the Reserves during the year.

6. Material changes and commitments

There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the Report.

7. Holding Company / Subsidiary Company/Joint venture/Associate

The Company is subsidiary of Gokak Textiles Limited, which holds 51 % of the paid-up share capital. Gokak Textiles limited is engaged in the business of textiles, manufacturing cotton yarn, blended yarn, fabrics, terry towels, t-shirts, undergarments, etc.

The Company does not have any subsidiary / associate or joint venture Company.

8. Deposits

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and Rules framed there under and there is no outstanding deposit.

9. Board of Directors and Key Managerial Personnel

The composition of Board of Directors of the Company is as under:

Sr. No	Name of the Director	Designation	Category
1	Mr. Vinod Bhandawat (DIN: 02873571)	Director	Non-Executive Non-Independent
2	Mr. Chandrakant G Shah (DIN: 00002358)	Director	Non-Executive Non-Independent
3	Mr. Nikhil Bhatia (DIN: 00414281)	Director	Non-Executive Independent
4	Mr. Pradip N Kapadia (DIN:00078673)	Director	Non-Executive Independent
5	Mr. Ramesh R Patil (DIN:07568951)	Wholetime Director	Executive Non- Independent

Mr. Vinod Bhandawat is due to retire by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board of Directors recommends his re-appointment as Director of the Company.

Based on the recommendation of Nomination and Remuneration Committee and subject to approval of the Shareholders of the Company at the ensuing Annual General Meeting, the Board approved re-appointment of Mr. Ramesh R. Patil as Whole-time Director for a further term of two years commencing from September 08, 2022.

Key Managerial Personnel of the Company as on March 31, 2022 were Mr. Ramesh R Patil, Chief Executive Officer & Managing Director, Mr. Rakesh M. Nanwani, Company Secretary and Mr. Vipin Kumar Sharma, Chief Financial Officer.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and there has been no change in the circumstances, which may affect their status as the Independent Directors during the year.

10. Meetings of the Board of Directors and Attendance

The Board met at least once in each quarter. 5 Meetings were held during the financial year ended March 31, 2022 i.e. on June 12, 2021; June 28, 2021; August 12, 2021; November 12, 2021 and February 11, 2022. The number of meetings held and attended during the year are as under:

Sr. No	Name of the Directors	Number of Board Meetings held during the Financial year ended March 31, 2022	
		Held	Attended
1.	Mr. Chandrakant G. Shah	5	5
2.	Mr. Nikhil J. Bhatia	5	5
3.	Mr. Pradip N. Kapadia	5	5
4.	Mr. Ramesh R. Patil	5	5
5.	Mr. Vinod Bhandawat	5	5

11. Committees of the Board

a. Audit Committee

The Company has an Audit Committee at the Board level which acts as the link between the Management and the Statutory and Internal Auditors and the Board of Directors. It interacts with statutory and internal auditors and reviews and recommends their appointment and remuneration. The Audit Committee is provided with necessary assistance and information, so as to enable it to carry out its function effectively.

The composition of Audit Committee of the Company is as under:

Sr. No	Name of the Director	Category
1	Mr. Nikhil J. Bhatia - Chairman (DIN: 00414281)	Non-Executive Independent
2	Mr. Chandrakant G. Shah (DIN: 00002358)	Non-Executive Non-Independent
3	Mr. Pradip N. Kapadia (DIN:00078673)	Non-Executive Independent

The Chairman of the Audit Committee is an Independent Director. All the Members of the Committee have relevant expertise in accounting and financial Management. The Wholetime Director and Chief Financial Officer are permanent invitees to the Audit Committee Meetings. The Company Secretary also functions as Compliance Officer.

The Statutory Auditors and Internal Auditors of the Company are also invited to the Audit Committee Meetings. Discussions with the Management and the Statutory Auditors, the audit plan for the financial year and a joint post-audit review of the same are held at regular intervals.

The Company places all the relevant details before the Audit Committee periodically. The Committee meets at least once in each quarter. 5 Meetings were held during the financial year ended March 31, 2022 i.e on June 12, 2021; June 28, 2021; August 12, 2021; November 12, 2021 and February 11, 2022.

The number of meetings held and attended during the year are as under:

Sr. No	Name of the Directors	Number of Audit Committee Meetings held during the Financial year ended March 31, 2022	
		Held	Attended
1.	Mr. Nikhil J. Bhatia – Chairman	5	5
2.	Mr. Chandrakant G. Shah	5	5
3.	Mr. Pradip N. Kapadia	5	5

b. Nomination and Remuneration Committee

The Nomination and Remuneration Committee is responsible for determining the compensation payable to Directors, Executive Director and the Senior Management Personnel, based on industry practices and performance of individuals.

Brief description of terms of reference:

1. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommending to the Board their appointment and removal.
2. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
3. Formulating the criteria for evaluation of Independent Directors and the Board as a whole.
4. Devising a policy on Board diversity.
5. Approving the remuneration after taking into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee.
6. Reviewing and determining all elements of remuneration package striking the balance between the interest of the Company and the shareholders
7. All information about the Directors/Managing Director/ Whole time Director/ Key Managerial Personnel i.e background details, past remuneration, recognition or awards, job profile, etc., shall be considered and disclosed to Shareholders, whenever required.

The composition of Nomination and Remuneration Committee of the Company is as under:

Sr. No	Name of the Director	Category
1	Mr. Nikhil J. Bhatia - Chairman (DIN: 00414281)	Non-Executive Independent
2	Mr. Chandrakant G. Shah (DIN: 00002358)	Non-Executive Non-Independent
3	Mr. Pradip N. Kapadia (DIN:00078673)	Non-Executive Independent

Two (2) Meetings were held during the financial year ended March 31, 2022 i.e. on June 28, 2021 and February

11, 2022.

The number of meetings held and attended during the year are as under:

Sr. No	Name of the Directors	Number of Nomination and Remuneration Committee Meetings held during the Financial year ended March 31, 2022	
		Held	Attended
1.	Mr. Nikhil J. Bhatia- Chairman	2	2
2.	Mr. Chandrakant G. Shah	2	2
3.	Mr. Pradip N. Kapadia	2	2

12. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually, as well as, the evaluation of the working of its Audit and Nomination and Remuneration Committees.

In a separate meeting of Independent Directors, performance of Non- Independent Directors of the Board as a whole and the performance of the Chairman were evaluated.

13. Particulars of Employees

During the financial year 2021 - 22, the Company did not have any employee who was in receipt of remuneration in aggregate not less than Rs. 1.02 crores P.A if employed through the financial year and in aggregate not less than Rs. 8.50 lakhs P.M if employed for part of financial year.

14. Auditors and Auditors Report :

(a) Statutory Auditors

Pursuant to the provisions of section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Batliboi & Purohit, Chartered Accountants (ICAI Firm Registration no. 101048W) were appointed as the Statutory Auditors of the Company for a term of 5 (five) years to hold office from the conclusion of the 6th Annual General Meeting of the Company till the conclusion of the 11th Annual General Meeting of the Company.

Pursuant to the provisions of section 139 (2), M/s Batliboi & Purohit, Chartered Accountants, are eligible to be re-appointed as statutory auditors of the Company for another term of five years.

The Board of Directors recommends re- appointment of M/s Batliboi & Purohit, Chartered Accountants (Firm Registration No. 101048W) as statutory auditors of the Company the Company for a period of five years commencing from the conclusion of the 11th AGM be held in September 2022.

The Audit Report of the Statutory Auditors forms part of the Annual Report. The Auditors' Report does not contain any qualification. Notes to Accounts and Auditor's remarks in their report are self-explanatory and do not call for any further comments.

(b) Secretarial Auditor

Pursuant to Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has appointed KDSH & Associates LLP, Company Secretaries, to conduct Secretarial Audit of the Company. The Report of the Secretarial Auditor is annexed herewith as **Annexure I** to this Report. The Report of the Secretarial Auditor of the Company does not contain any qualification, reservation or adverse remark or disclaimer.

15. Particulars of loans, guarantees or investments under section 186

Particulars of Loans, Guarantees or Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements, as applicable.

16. Particulars of contracts or arrangements with related parties:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business.

During the year under review, there were no materially significant related party transactions with the Promoter, Directors, Key Managerial Personnel or the Designated Persons, which may have a potential conflict with the interest of Company at large except sale of power to the holding company, which has been approved by the shareholders.

All related party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for transactions which are of a foreseen and repetitive nature. The transactions entered pursuant to the omnibus approval so granted are placed before the Audit Committee on a quarterly basis.

The particulars of contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 has been disclosed in Form No. AOC-2 as **Annexure II** to this report.

17. Statutory Disclosures :

There are no significant and material orders passed by the regulators or courts or tribunals which would impact the going concern status and Company's operations in future.

18. Obligation of Company under the sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013 :

The Company has adopted a policy as per the provisions of Sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder for prevention, prohibition and redressal of complaints of sexual harassment at workplace. During the year under review, no complaints on sexual harassment were received.

19. Conservation of energy, technology absorption and foreign exchange earnings and outgo :

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

a) Conservation of energy :

(i)	The steps taken or impact on conservation of energy.	Arrested water leakages in new canal and repaired pits in canal for better availability of head to power house.
(ii)	The steps taken by the Company for utilizing alternate sources of energy.	NIL
(iii)	The capital investment on Energy conservation equipments	NIL

(b) Technology absorption :

(i)	the efforts made towards technology absorption	Nil
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	
	(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 future plan of action	
(iv)	the expenditure incurred on Research and Development	

(c) Foreign exchange earnings and outgo : NIL**20. Human Resources :**

Human resource is the most important resource for your company and this resource has been provided opportunity for self-development and provided very good working and social environment to attract and retain the talent.

The employee relations have been very cordial and this has helped put forth sustained efforts even during challenging period to achieve the desired output of the plant.

21. Directors' Responsibility Statement:

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013 and based on the representations received from the operating management, the Directors hereby confirm that :-

- a. in the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- b. they 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 at the end of the financial year and of the profit or loss of the Company for that period;
- c. they have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. they have prepared the annual accounts, on a going concern basis;
- e. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. Internal Financial Control and their adequacy:

The Company has Internal Control systems, which ensure that all transactions are satisfactorily recorded and reported

and all assets are protected against loss from an unauthorized use or otherwise. The internal control systems are supplemented by an internal audit system carried out by independent firm of Chartered Accountants and a periodical review by the management. The findings of such Internal Audits are addressed through suitable corrective measures. The Audit Committee of the Board meets at a regular intervals and advises on significant issues raised by, both, the Internal Auditors and the Statutory Auditors. The process of internal control, systems, statutory compliance, risk analysis, information technology and its management are woven together to provide a meaningful support to the management of the business.

Batliboi & Purohit, Chartered Accountants, the statutory auditors of the Company have audited the financial statements included in this annual report and have issued report, inter alia, on the internal financial controls over financial reporting as defined under section 143 of the Companies Act, 2013.

23. Risk Management Policy:

The Company recognizes that risk is an integral part of business. The company has developed and implemented a 'Risk Management Policy' as per which the Directors themselves periodically assess risks in the internal and external environment as also elements of risk, if any, which may threaten the existence of the company.

The main objective of this plan is to ensure sustainable business growth with stability and to promote a proactive approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the plan establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, Competition, Business risk, Technology obsolescence, retention of talent and expansion of facilities. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

24. Details of Fraud Report by Auditor:

There have been no instances of fraud reported by the Statutory Auditor of the Company under Section 143(12) of the Companies Act, 2013 and the Rules framed there under either to the Company or to the Central Government.

25. Corporate Social Responsibility Committee (CSR)

The provisions of section 135 of the Companies Act, 2013 are not presently applicable to the Company.

The Company has ensured necessary compliance with the requirements of the Companies Act, 2013 and other authorities and the details of non-compliance and penalties are not applicable. The Company follows all relevant Accounting Standards. The Company as compiled with all the Secretarial Standards (SS) issued by The Institute of Company Secretaries of India.

27. Acknowledgements :

Your Directors wish to place on record their sincere appreciation for the assistance given by the Company's Bankers and acknowledge that their support has been a source of considerable strength. The Directors commend the continued commitment and dedication of employees at all levels. The Directors also wish to acknowledge with thanks all other stakeholders for their valuable sustained support and encouragement. Your Directors look forward to receiving similar support and encouragement from all stakeholders in the years ahead.

Place : Mumbai,
Date : August 10, 2022

For and on behalf of the Board of Directors

Ramesh R. Patil
Whole-time Director
DIN : 07568951

Vinod Bhandawat
Chairman
DIN: 02873571

Form No.MR-3

SECRETARIAL AUDIT REPORT

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

[Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

FOR THE FINANCIAL YEAR ENDED: 31st March, 2022

To,
The Members,
GOKAK POWER & ENERGY LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GOKAK POWER & ENERGY LIMITED (CIN: U40103KA2012PLC062107)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, 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 financial year ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the audit period according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;-Not Applicable
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investment and overseas direct investment and External Commercial Borrowings. (No such transaction took place during the Audit Period);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; -Not Applicable
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;- Not Applicable
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; -Not Applicable
 - d) The Securities and Exchange Board of India ((Share Based Employee Benefits) Regulations, 2014; -Not Applicable
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; -Not Applicable
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;- Not Applicable
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; -Not Applicable
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations,1998; -Not Applicable
 - i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; -Not Applicable
- vi. Other laws applicable specifically to the Company namely:

Labour Laws

- a) The Factories Act, 1948
- b) The Employment Exchanges (Compulsory notification of Vacancies) Act, 1959
- c) The Employees Provident Fund & Miscellaneous Provisions Act, 1952
- d) The Employees State Insurance Act, 1948
- e) The Payment of Wages Act, 1936
- f) The Child Labour (Regulation & Abolition) Act, 1970
- g) The Contract Labour (Regulation & Abolition) Act, 1970
- h) The Shops & Establishments Act, 1961
- i) The Industrial Establishments (National and Festival Holidays) Act, 1963
- j) The Karnataka Daily Wage Employees Welfare Act, 2012

- k) The Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013
- l) The Industrial Disputes Act, 1947
- m) The Minimum Wages Act, 1948
- n) The Maternity Benefit Act, 1961
- o) Payment of Bonus Act, 1965
- p) The Industrial Employment (Standing Orders) Act, 1946
- q) Prohibition of Employment as Manual Scavengers and their Rehabilitation Act, 2013

Environmental Laws

- a) The Water (Prevention & Control of Pollution) Act, 1974
- b) The Air (Prevention & Control of Pollution) Act, 1981

The Company is not discharging the contaminated water at the public drains/ivers. The company has efficient water treatment plants at its factory premises.

The company has been disposing the hazardous waste as per applicable rules.

Power Sector

- a) The Electricity Act, 2003
- b) National Tariff Policy
- c) Essential Commodities Act, 1955

Other Laws

- a) The Indian Stamp Act, 1899
- b) Information Technology Act, 2000
- c) The Competition Act, 2002

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting i.e SS-1 and SS-2.
During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc.

We further report that the Company has, in our opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act as notified by Ministry of Corporate Affairs 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 29th September, 2021;
- 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;
- k) Payment of remuneration to Directors.
- l) Appointment and remuneration of Auditors.
- m) Transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
- n) Borrowings and registration, modification and satisfaction of charges wherever applicable;
- o) Investment of the Company's funds including investments and loans to others;
- p) 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 III to the Act;
- q) Board's Report;
- r) Contracts, common seal, registered office and publication of name of the Company;
- s) Generally, all other applicable provisions of the Act and the Rules made under the Act.

We further report that

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

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

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

Place: Bangalore
Date: 23/05/2022

For **KDSH & Associates LLP**

Kiran Desai
Designated Partner
FCS10056| CP No: 12924
UDIN: **F010056D000370702**

* 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,
Gokak Power & Energy Limited
CIN: U40103KA2012PLC062107
#1, 2nd Floor, 12th Cross Ideal Homes,
Near Jayanna Circle, Rajarajeshwari Nagar
Bangalore-560098

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We further report that, based on the information provided by the Company, its officers, authorised representatives during the conduct of the audit and also on the review of quarterly compliance report by the respective departmental heads/ Company Secretary/Whole-time Director taken on record by the Board of the Company, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like labour laws and Environment laws.
8. Some of the required information for the audit was shared through email and other online channel as physical verification could not be done due to lockdown on account of COVID -19 Pandemic during the time of audit.
9. We further report that the Compliance by the Company of applicable financial laws like Direct & Indirect tax laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

Place: Bangalore
Date: 23/05/2022

For **KDSH & Associates LLP**

Kiran Desai
Designated Partner
FCS10056| CP No: 12924
UDIN: **F010056D000370702**

Form 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)

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

1.	Details of contracts / arrangements or transactions not at arm's length basis	NIL
2.	Details of material contracts / arrangements or transactions at arm's length basis	01-April-2021 to 31-March-2022
a.	Name of related party and nature of relationship	Gokak Textiles Limited (Holding Company)
b.	Nature of contracts / arrangements / transactions	Agreement for transfer of power between Gokak Power & Energy Limited and Gokak Textiles Limited, Holding Company captive user for consumption.
c.	Duration of contracts / arrangements/ transactions	20 years w.e.f. 27.09.2012
d.	Salient terms of the contracts / arrangements/ transactions including Value, if any	Captive user agrees to pay Rs. 4.44 + Rs. 0.20 (electricity duty) for every unit of power transferred, subject to conditions laid out in the agreement
e.	Dates of Approval by the Board, if any	22.05.2012
f.	Amount paid as advance, if any	Security Deposit – Rupees One Lakh

For and on behalf of the Board of Directors

Place : Mumbai,
Date : August 10, 2022

Ramesh R. Patil
Whole-time Director
DIN : 07568951

Vinod Bhandawat
Chairman
DIN: 02873571

INDEPENDENT AUDITOR'S REPORT

To the Members of Gokak Power & Energy Limited

Report on the audit of Financial Statements

Opinion

We have audited the accompanying financial statements of **Gokak Power & Energy Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

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

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). 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 (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

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

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

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

Responsibility of Management for Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

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.

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, and the Cash Flow Statement dealt with by this Report are in agreement with the 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 March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, there is no remuneration paid/provided by the Company to its directors during the year under the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds 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 persons or entities, 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;

- (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, 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
- (c) Based on audit procedures performed, nothing has come to our attention that causes us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided in (a) and (b) above, contain any material misstatement.

v. The Company has not declared or paid any dividend during the year.

For BATLIBOI & PUROHIT

Chartered Accountants
Firm Reg. No.: 101048W

Kaushal Mehta

Partner
Membership No: 111749
ICAI UDIN: 22111749AJQLDZ6047

Place: Mumbai
Date: May 26, 2022

Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the Ind AS financial statements for the year ended March 31, 2022, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular programme of physical verification of its Property, Plant and Equipment by which all items of Property, Plant and Equipment are verified once in every two years. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the said programme, certain items of Property, Plant and Equipment were physically verified during the year and no material discrepancies were observed on such verification.
- (c) Based on our examination of According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title in respect of self-constructed building (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at balance sheet date.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Accordingly, paragraph 3(i)(d) of the Order is not applicable.
- (e) According to the information and explanations given to us, no proceedings have been initiated during the year 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) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, with regards to the nature and size of its inventories, the coverage and procedure of such physical verification carried out during the year were appropriate. Discrepancies noted during such physical verification were less than 10% of respective inventory classes. All discrepancies noted during the year were properly dealt with in the books of account.

(b) During the year, the Company did not have any sanctioned working capital limits in excess of five crore rupees, in aggregate, from any banks on the basis of security of its current assets. Accordingly, paragraph 3(ii)(b) of the Order is not applicable.
- (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. Accordingly, paragraph 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, made investments or given guarantees in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable. Accordingly, reporting under paragraph (iv) of the Order is not applicable.
- (v) According to information and explanations given to us, the Company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 or any relevant provisions of the Act and rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable.
- (vi) To the best of our knowledge and as explained the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for the Company.

- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed statutory dues referred above were in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us by the Company and on the basis of our examination of the books of account and the record, there are no dues of Provident Fund, employees' state insurance Income Tax, Goods and service tax, Duty of Customs, outstanding on account of any dispute.
- viii) According to the information and explanations given to us, no transactions have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which was not recorded in the books of account. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) (a) According to the information and explanations given to us and on the basis of our audit procedures, the Company has defaulted in repayment of principal and payment of interest to a lender. The details are given below :

Nature of borrowing	Name of Lender	Amount not paid on due date (in lakhs)	Whether interest or principal	No of days delay or unpaid	Remarks
Term loan	ICICI Bank Ltd	727.29	Principal	Range from 46 days to 75 days	Rs 127.11 lakhs paid up to May 26, 2022

- (b) According to the information and explanations given to us and on the basis of our audit procedures, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanations given to us and based on our examination of the records of the Company, no term loans were obtained during the year by the Company. For the outstanding term loan at the beginning of the year, it has been applied for the purpose for which the loan was obtained.
- (d) In our opinion and according to the information and explanations given to us and based on the audit procedures performed by us, no funds have been raised on short term basis by the Company.
- (e) According to the information and explanations given to us and based on the audit procedures performed by us, the Company does not have any subsidiaries, joint ventures or associate companies. Accordingly, paragraph 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanations given to us and based on the audit procedures performed by us, the Company does not have any subsidiaries, joint ventures or associate companies. Accordingly, paragraph 3(ix)(f) of the Order is not applicable.
- (x) (a) According to the information and explanations given to us and based on the audit procedures performed by us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3(ix)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partly or optionally) during the year.

- (xi) (a) According to the information and explanations given to us, no fraud by the company or any fraud on the company has been noticed or reported during the year.
- (b) According to the information and explanations given to us and based on the audit procedures performed by us, no report under sub-section (12) of section 143 of the Companies Act in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was filed with the Central Government during the year or upto the date of the Report.
- (c) As represented to us by the management, no whistle blower complaints were received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a 'nidhi' company and it has not accepted any deposits. Accordingly, paragraph 3(xii)(a), paragraph 3(xii)(b) and paragraph 3(xii)(c) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on the audit procedures performed by us, transactions with the related parties during the year were in compliance with sections 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards. Provisions of Section 177 of the Act are not applicable to the Company.
- (xiv) (a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the company issued till date, for the period under audit.
- (xv) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, provisions of section 192 of the Act and paragraph 3(xv) of the Order are not applicable.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on audit procedures performed by us, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Accordingly, paragraph 3(xvi)(b) of the Order is not applicable.
- (c) In our opinion and according to the information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us, the Group (as defined the Core Investment Companies (Reserve Bank) Direction 2016) has two Core Investment Companies (CICs) as part of the Group.
- (xvii) According to the information and explanations given to us and based on audit procedures performed by us, the Company has not incurred cash losses in the financial year, however in the immediately preceding financial year, the Company has incurred cash losses of Rs 11.07 lakhs.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, paragraph 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report 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 explanations given to us and based on audit procedures performed by us, the Company was not required to spend any amount in terms of Section 135 of the Act during the year. Accordingly, second proviso to sub-section (5) of section 135 of the said Act and paragraph 3(xx)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and based on audit procedures performed by us, the Company did not have any ongoing project in terms of Section 135 of the Act during the year. Accordingly, provision of sub-section (6) of section 135 of the said Act and paragraph 3(xx)(b) of the Order is not applicable.

(xxi) This Report is issued on the standalone financial statements of the Company. Accordingly, paragraph 3(xxi) of the Order is not applicable.

For BATLIBOI & PUROHIT

Chartered Accountants
Firm Reg. No.: 101048W

Kaushal Mehta

Partner
Membership No: 111749

Place: Mumbai
Date: May 26, 2022
ICAI UDIN: 22111749AJQLDZ6047

Annexure - B to the Auditors' Report

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

Opinion

We have audited the internal financial controls over financial reporting of Gokak Power & Energy Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was 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 over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 Over Financial Reporting

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

For BATLIBOI & PUROHIT

Chartered Accountants
Firm Reg. No.: 101048W

Kaushal Mehta

Partner
Membership No: 111749
ICAI UDIN: 22111749AJQLDZ6047

Place: Mumbai
Date: May 26, 2022

GOKAK POWER & ENERGY LIMITED
BALANCE SHEET AS AT MARCH 31, 2022

(₹ in lakhs)

Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
Assets			
1 Non-current assets			
a) Property, Plant and Equipment	3	9,111.13	9,457.99
b) Capital work-in-progress		-	-
		9,111.13	9,457.99
c) Financial Assets:			
i) Investments	4	0.26	0.26
d) Tax assets			
i) Deferred tax assets (net)		-	-
ii) Income tax assets (net)		11.00	14.79
		11.00	14.79
e) Other non-current assets	9A	0.75	1.00
Total Non-current assets		9,123.14	9,474.04
2 Current assets			
a) Inventories	6	10.39	10.38
b) Financial Assets:			
i) Trade receivables	5	238.70	627.29
ii) Cash and cash equivalents	7A	0.86	1.65
iii) Bank balances other than (ii) above	7B	792.05	764.43
v) Other financial assets	8	-	1.53
		1,042.00	1,405.28
c) Current tax assets (net)			
d) Other current assets	9B	44.38	35.94
Total Current assets		1,086.38	1,441.22
Total Assets		10,209.52	10,915.26
Equity and Liabilities			
Equity			
a) Equity share capital	10	4,900.00	4,900.00
b) Other equity	11	(2,922.91)	(2,788.36)
Total Equity		1,977.09	2,111.64
Liabilities			
1 Non-current liabilities			
a) Financial liabilities:			
i) Borrowings	12	-	974.00
ii) Other financial liabilities	13A	1.00	100.00
		1.00	1,074.00
b) Provisions	14A	1.64	1.47



Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
Total Non-current liabilities		2.64	1,075.47
2 Current liabilities			
a) Financial liabilities:			
i) Borrowings	16	8,170.67	7,672.38
ii) Trade payables	17		
- dues to Micro and small enterprises		-	-
- dues to Creditors other than Micro and small enterprises		11.25	8.44
iii) Other financial liabilities	13B	25.79	24.24
		<u>8,207.71</u>	<u>7,705.06</u>
b) Provisions	14B	8.42	9.16
c) Other current liabilities	15	13.66	13.93
Total current liabilities		8,229.79	7,728.15
Total Liabilities		8,232.43	8,803.62
Total Equity and Liabilities		10,209.52	10,915.26

See accompanying notes forming part of the financial statements **1 to 37**

As per our report of even date

For **BATLIBOI & PUROHIT**
Chartered Accountants
Firm Reg No. 101048W

Kaushal Mehta
Partner
Membership No. 111749

Place: Mumbai
Date: May 26, 2022

For and on behalf of the Board of Directors

Vipan Kumar Sharma
Chief Financial Officer

Rakesh M. Nanwani
Company Secretary
(Membership No. A45718)

Vinod Bhandawat
Chairman
(DIN: 02873571)

Ramesh R. Patil
Whole-time Director
(DIN: 07568951)

Place: Mumbai
Date: May 26, 2022

GOKAK POWER & ENERGY LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

(₹ in Lakhs)

Particulars		Note No.	Year Ended March 31, 2022	Year Ended March 31, 2021
I	Revenue from operations	18	1,224.40	1,104.79
II	Other income	19	30.71	17.84
III	Total Income		1,255.11	1,122.63
IV	Expenses:			
	Employee benefits expense	20	77.65	69.26
	Finance costs	21	698.99	799.86
	Depreciation and amortisation expense	22	355.32	354.59
	Other expenses	23	263.69	264.58
	Total expenses		1,395.65	1,488.29
V	Profit / (Loss) before exceptional items and tax		(140.54)	(365.66)
VI	Profit / (loss) before tax		(140.54)	(365.66)
VII	Tax expense:			
	(a) Current tax		-	-
	(b) Deferred tax		-	-
VIII	Profit /(loss) for the year		(140.54)	(365.66)
IX	Other Comprehensive Income			
	Items that will not be reclassified to profit or loss			
	Remeasurement of the defined benefit plans	24	5.99	(4.48)
	Other Comprehensive Income, net of tax		5.99	(4.48)
X	Total Comprehensive Income / (loss) for the year		(134.55)	(370.14)
XI	Earning per equity share	25		
	Basic and diluted earnings per equity share		₹ (0.29)	₹ (0.75)

See accompanying notes forming part of the financial statements **1 to 37****As per our report of even date**

For BATLIBOI & PUROHIT
Chartered Accountants
Firm Reg No. 101048W

Kaushal Mehta
Partner
Membership No. 111749

Place: Mumbai
Date: May 26, 2022

For and on behalf of the Board of Directors

Vipan Kumar Sharma
Chief Financial Officer

Rakesh M. Nanwani
Company Secretary
(Membership No. A45718)

Vinod Bhandawat
Chairman (DIN: 02873571)

Ramesh R. Patil
Whole-time Director
(DIN: 07568951)

Place: Mumbai
Date: May 26, 2022

GOKAK POWER & ENERGY LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

(₹ in lakhs)

PARTICULARS	Year ended March 31, 2022	Year ended March 31, 2021
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit \ (Loss) before tax for the year	(140.54)	(365.66)
Adjustments for:	-	
Depreciation expenses	355.32	354.59
Finance Cost	698.99	799.86
Balances written off / (back)	(0.03)	(0.30)
Interest Income	(30.69)	(17.50)
Provision for doubtful debts	7.66	7.49
Cash Generated from operations before working capital changes	890.72	778.47
Adjustments for:		
(Increase)/decrease in trade receivables	380.91	(187.40)
(Increase)/decrease in inventories	(0.01)	1.71
(Increase)/decrease in Other Assets	(8.20)	(9.88)
(Increase)/decrease in Other Financial Assets	1.53	(1.53)
(Increase)/decrease in trade payables	2.84	(3.98)
Increase / (Decrease) in Provision	5.44	(1.32)
Increase / (Decrease) in other Financial Liabilities	(97.47)	87.13
Increase / (Decrease) in other Liabilities	(0.26)	0.75
Cash generated from operations	1,175.50	663.96
Taxes paid (net of refunds)	3.79	(0.86)
Net cash generated from operating activities - [A]	1,179.29	663.10
B. Cash Flow from Investing Activities :		
Purchase of tangible assets (including CWIP)	(8.45)	-
Movements in other bank balances	(27.62)	216.75
Interest received	30.69	17.50
Net cash flow from/ (used in) investing activities [B]	(5.38)	234.25
C. Cash Flow from Financing Activities :		
Finance Cost Paid	(173.65)	(326.59)
Repayment of Borrowings	(1,353.05)	(625.89)
Proceeds from Borrowings	352.00	-
Net cash flow from/ (used in) financing activities [C]	(1,174.70)	(952.48)
Net increase/ (decrease) in cash and cash equivalents [D]= [A]+[B]+[C]	(0.79)	(55.13)
Cash and cash equivalents as at beginning [E]	1.65	56.78
Cash and cash equivalents as at closing [D]+[E]	0.86	1.65
D. COMPONENTS OF CASH AND CASH EQUIVALENTS		
Cash on Hand	0.04	0.09
Balances with banks:		
- In current accounts	0.81	1.57
	0.86	1.65

Notes:

- i) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (IND AS-7), "Cash Flow Statements".
- ii) Change in Borrowings are shown net of receipts and payments.
- iii) Previous year figures have been rearranged/regrouped wherever necessary.

As per our report of even date

For **BATLIBOI & PUROHIT**
Chartered Accountants
Firm Reg No. 101048W

Kaushal Mehta
Partner
Membership No. 111749

Place: Mumbai
Date: May 26, 2022

For and on behalf of the Board of Directors

Vipan Kumar Sharma
Chief Financial Officer

Rakesh M. Nanwani
Company Secretary
(Membership No. A45718)

Vinod Bhandawat
Chairman
(DIN: 02873571)

Ramesh R. Patil
Whole-time Director
(DIN: 07568951)

Place: Mumbai
Date: May 26, 2022

GOKAK POWER & ENERGY LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022

(₹ in lakhs)

a. Equity share capital

Current reporting period

Balance as at 1st April, 2021	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance as at 31st March, 2022
4,900	-	4,900	-	4,900

Previous reporting period

Balance as at 1st April, 2020	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance as at 31st March, 2021
4,900	-	4,900	-	4,900

b. Other equity

Current reporting period

Particulars		
	Retained earnings	Total Equity attributable to equity holders of the Company
Balance at April 1, 2021	(2,788.36)	(2,788.36)
Profit for the year	(140.54)	(140.54)
Other comprehensive income for the year, net of income tax	5.99	5.99
Total comprehensive income for the year	(134.55)	(134.55)
Balance at March 31, 2022	(2,922.91)	(2,922.91)

Previous reporting period

Particulars		
	Retained earnings	Total Equity attributable to equity holders of the Company
Balance at April 1, 2020	(2,418.22)	(2,418.22)
Profit / (Loss) for the year	(365.66)	(365.66)
Other comprehensive income for the year, net of income tax	(4.48)	(4.48)
Total comprehensive income for the year	(370.14)	(370.14)
Balance at March 31, 2021	(2,788.36)	(2,788.36)

As per our report of even date

For **BATLIBOI & PUROHIT**
Chartered Accountants
Firm Reg No. 101048W

Kaushal Mehta
Partner
Membership No. 111749

Place: Mumbai
Date: May 26, 2022

For and on behalf of the Board of Directors

Vipan Kumar Sharma
Chief Financial Officer

Rakesh M. Nanwani
Company Secretary
(Membership No. A45718)

Vinod Bhandawat
Chairman (DIN: 02873571)

Ramesh R. Patil
Whole-time Director
(DIN: 07568951)

Place: Mumbai
Date: May 26, 2022

GOKAK POWER & ENERGY LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

1 Corporate Information

Gokak Power and Energy Limited is public company incorporated on 17th January 2012 under the provisions of Companies Act, 1956. The company is in the business of generation/producing hydro power. The Company has 10.8 MW of Hydro power plant. Its registered office at #1, 2nd Floor, 12th Cross Ideal Homes, Near Jayanna Circle ,Rajarajeshwari Nagar, Bangalore KA 560098 .

2 Basis of preparation**(a) Statement of Compliance -**

The financial statement have been prepared in accordance with Indian Accounting standards (IND AS) notified under section 133 of the Companies Act 2013, the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

Details of the Company's accounting policies are included in Note 3.

(b) Functional and presentation currency:-

These financial statements are presented in Indian Rupees (Rs.), which is also the Company's functional currency. All amounts have been rounded-off to two decimal places to the nearest lakhs, unless otherwise indicated.

(c) Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	"Fair value of plan assets less present value of definedbenefit obligations"

(d) Use of Estimates :

In preparing these standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively

Assumptions and estimations of uncertainties

Information about assumptions and estimations of uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2018 is included in the following notes:

- Note 14 - recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used;
- Note 27 - measurement of defined benefit obligations: key actuarial assumptions;
- Note 3(b) - useful life of property, plant and equipment
- Note 3(d) - Financial Instruments “

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

(e) Measurement of fair values

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values

The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into a different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Further information about the assumptions made in the measuring fair values is included in the following notes:

Note 32 - financial instruments.

3 Significant accounting policies

(a) Property, plant and equipment:

Items of property, plant & equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price and any other directly attributable costs of bringing the assets to its working condition for its intended use. Adjustments arising from the exchange rates variances relating to liabilities attributable to fixed assets are expensed out.

(b) Depreciation /Amortisation:

Depreciation is provided on a pro-rata basis on the straight line method at the rates prescribed under Schedule II to the Companies Act, 2013.

Sr. No.	Particulars	Useful Life In years
1	Building & Structures	30
2	Plant & Machinery	40
3	Furniture and Fixture	10
4	Office Equipments	5

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

(c) Borrowing cost :

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

(d) Financial instruments

i. Recognition and initial measurement

The Company initially recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are measured at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

ii. Classification and subsequent measurement

Financial assets

Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset 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

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model 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

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

iii. De-recognition

Financial assets

The Company de-recognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial assets are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial assets.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not de-recognised.

Financial liabilities

The Company de-recognises a financial liability when its contractual obligations are discharged or cancelled or expire.

The Company also de-recognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and a new financial liability with modified terms is recognised in the statement of profit and loss.

iv. Off setting

Financial assets and financial liabilities are off set and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or realise the asset and settle the liability simultaneously.

(e) Revenue recognition :

Revenue from Generation, Transmission and Distribution of power is recognised net of cash discounts, for each unit of electricity delivered at the contracted rate.

Revenue from renewable energy certificates is recognised on accrual basis.

(f) Provisions and Contingent Liability

A provision is recognised when enterprise has present obligation as a result of past event; it is probable that an outflow of resources will be required to the obligations, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Reimbursement against a provision is recognised as a separate asset based on virtual certainty. Contingent Assets are not recognised.

(g) Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

business combination and that affects neither accounting nor taxable profit or loss at the time of transaction.
- temporary differences related to investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets recognised or unrecognised are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

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

The Company off sets, the current tax assets and liabilities (on year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

(h) Earnings per Share

The Company reports basic and diluted earnings per equity share in accordance with IND AS 33, on Earnings Per Share. Basic earnings per equity share have been computed by dividing net profit after tax by the weighted average number of equity shares outstanding for the year. Diluted earnings per equity share have been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

(i) Impairment

(i) Financial assets

The Company recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit or loss.”

(ii) Non -financial assets

Intangible assets and property, plant and equipment

(a) Intangible assets and property, plant and equipment 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 CGU to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognised in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

(j) Inventories :

Inventories are valued at lower of cost and net realisable value. Stores, Spares and loose Tools cost is determined on weighted average method.

(k) Employee Benefits :

Short - term obligations

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

Other long term Employee benefit obligation

Long-term compensated absence of permanent employees is provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

Defined Contribution Plans:

Employee benefits in the form of Provident Fund and Superannuation are considered as defined contribution plan and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.

Defined Benefit Plan

Retirements benefits in the form of Gratuity for eligible employees is considered as defined benefit obligations and are provided on the basis of actuarial valuation, using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

(l) Cash and Cash equivalents :

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash in hand, bank balance, deposits held at call with financial institutions.

(m) Cash flow statement

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

(n) Recent accounting pronouncements

On March 23, 2022, Ministry of Corporate Affairs ('MCA') amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 01, 2022, as below:

i) Ind AS 103 - Business Combinations:

The amendment clarifies that while applying the acquisition method for recognition, the assets and liabilities taken over, in a business combination, must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. The Company does not expect the amendment to have any impact in its financial statements.

ii) Ind AS 16 – Property, Plant and Equipment

The amendment requires that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The Company does not expect the amendment to have any significant impact in its financial statements.

iii) Ind AS 109 - Financial Instruments:

The amendment clarifies that while determining the fees paid (net of fees received) when a borrower applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability, the borrower to include only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Company does not expect the amendment to have any significant impact in its financial statements.

iv) Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets

The amendment clarifies in relation to onerous contracts that the cost of fulfilling a contract comprises the costs that relate directly to the contract which consist of incremental costs of fulfilling that contract (examples would be direct labour, materials) and an allocation of other costs that relate directly to fulfilling contracts. The Company does not expect the amendment to have any significant impact in its financial statements.

v) Ind AS 41 – Agriculture

The amendment relates to recognition and measurement of biological assets or agricultural produce. The Company does not expect the amendment to have any impact in its financial statements.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

3. Property, plant and equipment

(Rs. in lakhs)

Particulars	Building and structures	Plant and machinery	Furniture, Fixtures & Office Equipments	Vehicle	Total
Cost or Deemed cost					
Balance at April 1, 2020	6,777.64	4,644.67	1.15	0.63	11,424.09
Additions	-	-	-	-	-
Disposal	-	-	-	-	-
Balance at 31 st March, 2021	6,777.64	4,644.67	1.15	0.63	11,424.09
Additions	-	-	-	8.45	8.45
Disposal	-	-	-	-	-
Balance at 31 st March, 2022	6,777.64	4,644.67	1.14	9.08	11,432.53
Accumulated depreciation and impairment					
Balance at April 1, 2020	1,074.20	536.60	0.59	0.12	1,611.51
Eliminated on disposals of assets	-	-	-	-	-
Depreciation expense	236.57	117.80	0.15	0.06	354.59
Balance at 31 st March, 2021	1,310.77	654.40	0.74	0.18	1,966.10
Eliminated on disposals of assets	-	-	-	-	-
Depreciation expense	236.57	117.80	0.15	0.80	355.32
Balance at 31 st March, 2022	1,547.34	772.21	0.89	0.97	2,321.41
Carrying Amount					
Balance at April 1, 2020	5,703.44	4,108.08	0.55	0.51	9,812.58
Balance at 31 st March, 2021	5,466.87	3,990.27	0.41	0.45	9,458.00
Balance at 31 st March, 2022	5,230.30	3,872.47	0.26	8.11	9,111.13

Note: The title in respect of the Buildings are held in the name of the Company.

4. Non Current Investments

Break-up of investments

Particulars	As at March 31, 2022		As at March 31, 2021	
	Qty	Amount	Qty	Amount
Unquoted Investments at FVTPL				
Equity Instruments				
1. In unquoted 2600 equity shares of ` 10 each fully paid up of Suryodaya One Energy pvt. ltd	2,600	0.26	2,600	0.26
TOTAL	2,600	0.26	2,600	0.26

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

5. Trade receivables

(Rs. in lakhs)

Current		
Particulars	As at March 31, 2022	As at March 31, 2021
Trade receivables		
a) Unsecured, considered good	67.24	426.85
b) Related Parties	171.47	200.44
Less: Allowance for doubtful debts (expected credit loss allowance)	-	-
Total	238.70	627.28

* There were no trade receivables which were credit impaired or had significant increase in credit risk during the year.

5.1 Trade receivables

The average credit period on sales is 60 days. No interest is charged on trade receivables overdue. The Company has recognised an allowance for doubtful debts at 100% against all receivables over 365 days and 50% against all receivables between 180 -365 days as standard policy.

Trade receivables disclosed above include amounts (see below for aged analysis) that are past due at the end of the reporting period for which the Company has not recognised an allowance for doubtful debts because there has not been a significant change in credit quality and the amounts are still considered recoverable.

5.2 Ageing Schedule :

As on March 31, 2022	Outstanding for following periods from due date of payment					
Particulars	Not Due	Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade receivables – considered good	126.54	111.70	0.47	-	-	-
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total	126.54	111.70	0.47	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

As on March 31, 2021 Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade receivables – considered good	105.27	261.13	260.87	-	-	-
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total	105.27	261.13	260.87	-	-	-

In determining the recoverability of a trade receivable, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

6. Inventories

(Rs. in lakhs)

Particulars	Not Due	6 months - 1 years
a) Inventories (lower of cost and net realisable value) Stores and spares		
Total	10.39	10.38

7. Cash and Bank Balances

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
7A. Cash and cash equivalents		
Balances with Banks		
a) In current accounts	0.81	1.57
	0.81	1.57
Cheques, drafts on hand		
Cash on hand	-	-
	0.04	0.09
Total	0.86	1.65
7B. Other Bank balances		
a) In deposit accounts with original maturity of more than 3 months but less than 12 months, deposited with ICICI under lien.	792.05	764.43
Total	792.05	764.43

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

8. Other financial assets

(Rs. in lakhs)

Current Particulars	As at March 31, 2022	As at March 31, 2021
Claims Receivable	-	1.53
Total	-	1.53

9. Other assets

9A. Non Current

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Prepaid expenses	0.75	1.00
Total	0.75	1.00

9B. Current

Particulars	As at March 31, 2022	As at March 31, 2021
- Unsecured considered good		
a) Insurance claim - plant revival		
Advances for supply of goods and services (plant revival)	-	46.96
Insurance claim receivable	100.00	53.04
Less: Advance Received Against Insurance Claim	(100.00)	(100.00)
Sub-total	-	-
b) Advances for supply of goods and services (others)	19.86	14.84
c) Security Deposits	0.22	0.22
d) Prepaid expenses	17.14	19.62
e) Medical advance	0.02	-
f) Prepaid employee benefit plan	7.14	1.27
Total	44.38	35.94

10. Equity Share Capital

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Authorised Share capital :		
5,00,00,000 fully paid equity shares of Rs. 10 each	5,000.00	5,000.00
Issued, subscribed and paid-up share capital:		
4,90,00,000 fully paid equity shares of Rs. 10 each	4,900.00	4,900.00
Total	4,900.00	4,900.00

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued
10.1 Fully paid equity shares

(Rs. in lakhs)

Particulars	Number of shares	Share capital
Balance as at 1st April, 2019	49,000,000	4,900
Movements	-	-
Balance as at 1st April, 2020	49,000,000	4,900
Movements	-	-
Balance as at 31st March, 2021	49,000,000	4,900

Rights, preferences and restrictions attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Company has not allotted any equity shares for consideration other than cash, bonus shares, nor have any shares been bought back during the period of five years immediately preceding the Balance Sheet date.

10.2 Details of shares held by the holding company, its subsidiaries and associates

Particulars	Fully paid ordinary shares	
	As at March 31, 2022	As at March 31, 2021
Balance at the beginning of the period :		
Gokak Textile Limited - Holding Company (51%)	24,990,000	24,990,000
Total	24,990,000	24,990,000

10.3 Details of shares held by each shareholder holding more than 5% shares

Particulars	As at March 31, 2022		As at March 31, 2021	
	Number of shares held	% holding in the class of shares	Number of shares held	% holding in the class of shares
Fully paid equity shares				
Shapoorji Pallonji Infrastructure Capital Company Private limited.	24,010,000	49%	24,010,000	49%
Gokak Textile Limited - Holding Company	24,990,000	51%	24,990,000	51%
Total	49,000,000	100%	49,000,000	100%

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

10.4 Details of shares held by Promoters :

Particulars	As at March 31, 2022		As at March 31, 2021	
	Number of shares held	% holding in the class of shares	Number of shares held	% holding in the class of shares
Fully paid equity shares				
Shapoorji Pallonji Infrastructure Capital Company Private limited.	24,010,000	49%	24,010,000	49%
Gokak Textile Limited - Holding Company	24,990,000	51%	24,990,000	51%
Total	49,000,000	100%	49,000,000	100%

There has been no change in the shareholding pattern of Promoters during the year.

11. Other Equity

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Surplus/ Deficit in retained earnings		
Balance at beginning of the year	(2,788.36)	(2,418.22)
Profit / (loss) during the year	(140.54)	(365.66)
Other comprehensive income for the year, net of income tax	5.99	(4.48)
Balance at end of the year	(2,922.90)	(2,788.36)

Note: Retained earnings represents net profits after distributions and transfers to other reserves.

12. Non-current Borrowings

Particulars	Non Current maturities	
	As at March 31, 2022	As at March 31, 2021
Secured – at amortised cost		
(a) Term loans		
From banks		
i) ICICI Bank Ltd	-	974.00
ICICI BANK LIMITED - First ranking mortgage/hypothecation/assignment/security interest /charge/pledge on all the moveable, immovable both present and future, all rights, titles, permits, approvals and interests of the company in, to and in respect of all the assets of the company, all clearances in relation to the project as well as in the project documents, all contractor guarantees, performance bonds and any letter of credit provided to the company, all insurance contracts, all bank accounts in relation to the project and pledge of equity shares representing 30% of the shares. Repayment is being made at Rs. 255.75 per quarter		
Interest charged during the year based on floating rate (Previous year 12.60% p.a.)		
Total	-	974.00

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

13. Other financial liabilities

13A. Non Current

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured considered good		
Security deposits	1.00	100.00
Total	1.00	100.00

13B. Current

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Salary Payables & Others	25.79	24.24
Total	25.79	24.24

14. Provisions

14A Non current

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
a) Employee benefits		
Compensated absences	1.64	1.47
Total	1.64	1.47

14B Current

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
a) Employee benefits		
Compensated absences	0.03	1.90
Gratuity (Badli workers)	8.39	7.27
Total	8.42	9.16

15. Other Current Liabilities

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
a) Statutory remittances	13.66	13.93
Total	13.66	13.93

16. Current Borrowings

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured - at amortised cost		
a) Current maturities of long-term borrowings		
Term loan from ICICI Bank Limited	1,234.89	1,582.86

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

Particulars	As at March 31, 2022	As at March 31, 2021
b) Loans from related parties -		
loans from Holding Company	-	-
loans from Related party	6,935.77	6,089.52
Total	8,170.67	7,672.38

16.1 The defaults in repayment of loans to banks included in borrowings and current maturities of term loans are as under:

Default in Principal

Bank	Default in Principal	Amount not paid on due date (in lakhs)	Remarks
ICICI Bank Limited	Range from 46 days to 75 days	727.29	Rs. 127.11 lakhs paid up to May 26, 2022

17. Trade payables

Current

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Trade payables		
- dues to Micro and small enterprises	-	-
- dues to Related Parties	4.56	4.19
-dues to other Creditors	6.70	4.26
Total	11.25	8.44

17.1 There are no dues outstanding to Micro, Small and Medium enterprises as per MSMED Act 2006.

17.2 Trade Payable ageing

(Rs. in lakhs)

As on March 31, 2022	Outstanding for following periods from due date of payments					
	Not Due	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-	-
Others	2.56	2.46	0.53	2.79	2.92	11.25
Disputed Dues - Others	-	-	-	-	-	-
Disputed Dues - MSME	-	-	-	-	-	-
Total	2.56	2.46	0.53	2.79	2.92	11.25

(Rs. in lakhs)

As on March 31, 2021	Outstanding for following periods from due date of payments					
	Not Due	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-	-
Others	2.16	0.56	2.80	0.46	2.46	8.44
Disputed Dues - Others	-	-	-	-	-	-
Disputed Dues - MSME	-	-	-	-	-	-
Total	2.16	0.56	2.80	0.46	2.46	8.44

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

18. Revenue from operations

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Revenue from Contracts with customers		
a) Income from Sale of Power	1,002.80	1,099.39
Total (a)	1,002.80	1,099.39
b) Other operating revenues		
i) Sale of Renewable Energy Certificates	217.25	4.32
ii) Scrap Sales	4.35	1.07
Total (b)	221.60	5.39
Total (a+b)	1,224.40	1,104.79

* There are no adjustments during the year to the contract price for revenue recognition

19. Other Income

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
a) Interest on deposits with bank		
i) Bank deposits	30.69	17.50
b) Other Non-Operating Income		
i) Credit balances / excess provision written back	0.03	0.30
ii) Miscellaneous income	-	0.03
Total	30.71	17.84

20. Employee benefits expense

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
i) Salaries and Wages	60.82	58.10
ii) Contribution to provident and other funds	14.59	8.57
iii) Staff Welfare Expenses	2.25	2.59
Total	77.65	69.26

21. Finance Costs

(Rs. in lakhs)

Particulars	" As at March 31, 2022 "	" As at March 31, 2021 "
(a) Interest costs measured at amortised costs		
i) Interest on Security Deposits	0.12	9.95
ii) Interest on bank Term Loans	173.65	285.73
iii) Other Interest	0.04	0.01
iv) Interest on Inter Corporate Deposits	525.18	504.16
Total	698.99	799.86

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

22. Depreciation and amortisation expense

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
i) Depreciation of property, plant and equipment	355.32	354.59
Total	355.32	354.59

23. Other expenses

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
i) Consumption of stores and spare parts	22.58	20.71
ii) Power and fuel	0.58	0.44
iii) Freight and Handling	0.21	0.16
iv) Directors Sitting fees	6.30	4.80
v) Repairs to :		
a) Buildings	1.97	0.04
b) Plant and machinery	18.59	9.24
c) Repair & mantinance (plant revival)	100.41	132.99
d) Others	2.93	4.12
vi) Insurance	32.25	26.36
vii) Rates and taxes	3.21	6.65
viii) Administrative Expenses	0.54	0.18
ix) Printing & Stationery	0.04	-
x) Provision for Doubtful Debt	7.66	7.49
xi) Legal and professional charges	18.09	13.55
xii) Travelling and conveyance	0.48	1.00
xiii) Water Royalty Charges	45.22	33.86
Total (A)	261.04	261.58
xiv) To Statutory auditors		
a) For audit fee	1.90	2.25
b) For tax audit fee	0.75	0.75
Total (B)	2.65	3.00
Total (A+B)	263.69	264.58

24. Other comprehensive income

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Re-measurement of defined benefit obligation	5.99	(4.48)
Total	5.99	(4.48)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

25. Earnings per share :

Particulars	As at March 31, 2022	As at March 31, 2021
	Rs. per share	Rs. per share
Basic and Diluted earnings per share	(0.29)	(0.75)

Basic & Diluted Earnings per share

The earnings and weighted average number of equity shares used in the calculation of basic earnings per share are as follows.

Particulars	As at March 31, 2022	As at March 31, 2021
Profit / (Loss) for the year attributable to owners of the Company (A)	(140.54)	(365.66)
Weighted average number of equity shares for the purposes of basic earnings per share (Quantity in Lakhs) (B)	490.00	490.00
Basic & Diluted Earnings per share (A/B)	(0.29)	(0.75)

26. Employee benefits obligations :

Defined-contribution plans:

The Company's provident fund scheme is a defined contribution plan. The Company's contribution paid/payable under the schemes is recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. The Company makes specified monthly contributions towards employee provident fund. The contribution towards Provident Fund is deposited with the Regional Provident Fund Commissioner

Particulars	As at March 31, 2022	As at March 31, 2021
Provident fund	5.41	4.53
Superannuation fund	-	-
Total contribution	5.41	4.53

Defined Benefit Plan:

The Company's gratuity scheme is a defined benefit scheme. The Company maintains its plan assets with LIC of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner.

Sr. No.	Particulars	2021-22	2020-21
a)	Change in Present Value of Obligation		
	Present value of the obligation at the beginning of the year	15.07	9.45
	Current Service Cost	0.49	0.50
	Interest Cost	1.04	0.65
	Actuarial (Gain) / Loss on Obligation due to experience	(0.02)	4.51
	Actuarial (Gain) / Loss on Obligation due to change in financial assumptions	(0.42)	(0.03)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

Sr. No.	Particulars	2021-22	2020-21
	Benefits Paid	(5.56)	-
	Present value of the obligation at the end of the year	10.60	15.07
b)	Change in Plan Assets		
	Fair value of Plan Assets at the beginning of the year	16.60	15.54
	Interest Income	1.14	1.06
	Benefits Paid	(5.55)	-
	Return on plan assets excluding interest income	5.54	(0.00)
	Contributions by Employer	-	0.01
	Fair value of Plan Assets at the end of the year	17.74	16.60
c)	Amounts Recognised in the Balance Sheet		
	Present value of Obligation at the end of the year	(10.60)	(15.07)
	Fair value of Plan Assets at the end of the year	17.74	16.60
	Funded Status	7.14	1.53
	Net asset/(liability) at the end of the year	7.14	1.53
d)	Amounts Recognised in the Statement of Profit & Loss		
	Current Service Cost	0.49	0.50
	Finance cost / (income)	(0.11)	(0.42)
	Past service cost	-	-
	Net impact on the loss before tax	0.39	0.08
e)	Amounts Recognised in Other Comprehensive Income		
	Actuarial (gains) / losses for the period	(0.46)	4.48
	Return on plan asset excluding interest income	(5.54)	0.00
	Net (income) / expenses for the period recognised in other comprehensive income	(5.99)	4.48
f)	Actual return on Plan Assets		
	Interest Income	1.14	1.06
	Actuarial Gain / (Loss) on Plan Assets	-	-
	Actual return on Plan Assets	1.14	1.06
g)	Actuarial Assumptions		
	i) Discount Rate	7.27%	6.87%
	ii) Expected Rate of Return on Plan Assets	7.27%	6.87%
	iii) Salary Escalation Rate	4.00%	4.00%
	iv) Attrition Rate	1.00%	1.00%
	v) Mortality	Indian	Indian
		Assured Lives	Assured Lives
		Mortality(2006-08)	Mortality(2006-08)
		Ultimate	Ultimate

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

Maturity Analysis of the benefit payments : from the fund	As at March 31, 2022	As at March 31, 2021
Projected Benefits payable in future years from the date of reporting		
1 St Following Year	0.20	5.57
2 nd Following Year	0.21	0.19
3 rd Following Year	0.22	0.20
4 th Following Year	0.23	0.22
5 th Following Year	0.25	0.23
Sum of years 6 th to 10 th	6.13	3.55
Sum of years 11 th and above	16.13	17.01

Maturity Analysis of the benefit payments : from the fund	As at March 31, 2022	As at March 31, 2021
Projected Benefit obligation On Current Assumptions	10.60	15.07
Delta effect of +1% Change in rate of Discounting	(0.97)	(0.95)
Delta effect of -1% Change in rate of Discounting	1.10	1.08
Delta effect of +1% Change in rate of Salary increase	1.12	1.11
Delta effect of -1% Change in rate of Salary increase	(1.01)	(0.98)
Delta effect of +1% Change in rate of Employee Turnover	0.25	0.23
Delta effect of -1% Change in rate of Employee Turnover	(0.27)	(0.25)

Sensitivity for significant actuarial assumption is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant.

Above disclosures have been made on the basis of certificate received from actuary.

The assumptions with regards to salary escalation and attrition rates are the expectations of the entity based on the salary escalation that the entity will provide in future and the expected attrition rate in the future. Historical trends of these assumptions may or may not be suitable to be extrapolated for the future projections, as it is the entity's prerogative to decide on the expected future trends and thereby the assumptions given by the entity are accepted.

The assumptions with regards to discount rate has been considered as per the requirement of the standard. Since no separate analysis of the mortality rate of the entity was undertaken, we have considered the latest mortality table available.

The results are particularly sensitive to some assumptions, such as discount rate, level of salary inflation, level of employee turnover and mortality. Such as decrease in the assumed discount rate are an increase in salary inflation will lead to increase in reported liability.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

27. Related Party Disclosures :

Current Year

(a) Name of the Related Parties and Description of Relationship:

Nature of Relationship	Name of Entity
Holding Company	1 Gokak Textiles Limited
Ultimate Holding Company	1 Shapoorji Pallonji & Company Private Limited
Associate Company	1 Suryoday One Energy Private Limited
Fellow Subsidiaries	1 Shapoorji Pallonji Infrastructure Capital Company Private Limited 2 Shapoorji Pallonji Energy (Gujarat) Private Limited
Key Management Personnel and their relatives ("KMP")	1 Mr. Ramesh R Patil, Whole Time Director. 2 Mr. Avadhut Sarnaik, Chief Financial Officer. (upto 01.05.2021) 3 Mr. Vipin Kumar Sharma, Chief Financial Officer (from 28.06.2021) 4 Mr. Rakesh Nanwani, Company Secretary. 5 Mr. Vinod Bhandawat 6 Mr. Pradip N. Kapadia, Director. 7 Mr. Chandrakant G. Shah, Director. 8 Mr. Nikhil Bhatia, Director.
Trusts	1 Gokak Falls Education & Medical Trust

Related party disclosures (contd.)

(b) transactions/ balances with above mentioned related parties (mentioned in note 27 above)

(Rs. in lakhs)

	Nature of Transactions	Holding Company	Ultimate Holding Company	Associate Companies	Fellow Subsidiary	Key Managerial Personnel	Trust	Total
1	INCOME							
(i)	Sales (including Electricity Tax)	678.49	-	-	-	-	-	678.49
	Previous Year (including Electricity Tax)	726.41	-	-	-	-	-	726.41
2	EXPENSES							
(i)	Interest Accrued	0.12	467.93	-	57.25	-	-	525.30
	Previous Year	9.95	467.93	-	36.23	-	-	514.11

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

	Nature of Transactions	Holding Company	Ultimate Holding Company	Associate Companies	Fellow Subsidiary	Key Managerial Personnel	Trust	Total
(ii)	Services received	-	0.38	-	-	-	-	0.38
	Previous Year	-	0.47	-	-	-	-	0.47
(iii)	Director sitting fees	-	-	-	-	6.30	-	6.30
	Previous Year	-	-	-	-	4.80	-	4.80
3	Reimbursement of Expenditure	-	-	-	-	-	0.58	0.58
	Previous Year	-	-	-	-	-	0.87	0.87
	Refund Received	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-
4	Borrowings during the year	-	-	-	352.00	-	-	352.00
	Previous Year	-	-	-	-	-	-	-
5	OUTSTANDINGS							
	Receivables	171.47	-	-	-	-	-	171.47
	Previous Year	200.43	-	-	-	-	-	200.43
	Deposit Payable	1.00	-	-	-	-	-	1.00
	Previous Year	100.00	-	-	-	-	-	100.00
	Payables ICD		6,006.16		929.61			6,935.77
	Previous Year		5,563.44		526.09			6,089.52
	Payables	-	4.56	-	-	-	0.09	4.64
	Previous Year	-	4.15	-	-	-	0.04	4.19
	Investments in Equity Shares of Associate Company	-		0.26	-	-	-	0.26
	Previous Year	-		0.26	-	-	-	0.26

Related party disclosures (contd.)

(b) transactions/ balances with above mentioned related parties (mentioned in note 27 above)

(Rs. in lakhs)

Nature Of Transaction	"Year ended March 31, 2022	Year ended March 31, 2021	Nature Of Transaction	Year ended March 31, 2022	Year ended March 31, 2021
Sale of Electricity			Deposit Payable		
Gokak Textiles limited	678.49	726.41	Gokak Textiles Limited	1.00	100.00
Services Received			Receivables		
Shapoorji Pallonji and Company Private Limited	0.38	0.47	Gokak Textiles limited	171.47	200.43
Interest accrued			Director Sitting Fees		
Gokak Textiles limited	0.12	9.95	Mr. S. Mukundan	-	0.20

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

Nature Of Transaction	“Year ended March 31, 2022	Year ended March 31, 2021	Nature Of Transaction	Year ended March 31, 2022	Year ended March 31, 2021
Shapoorji Pallonji and Company Private Limited	467.93	467.93	Mr. C. G. Shah	1.70	1.40
Shapoorji Pallonji Infrastructure Capital Company Private Limited	49.54	32.78	Mr. Pradip N. Kapadia	1.80	1.50
Shapoorji Pallonji Energy (Gujarat) Private Limited	3.45	3.45	Mr. Nikhil Bhatia	1.80	1.50
Evangelos Venturs Pvt Ltd	4.26	-	Mr. Vinod Bhandawat	1.00	0.20
Loans Taken			Payables		
Shapoorji Pallonji and Company Private Limited	-	-	Gokak Falls Education & Medical Trust	0.09	0.04
Shapoorji Pallonji Infrastructure Capital Company Private Limited	172.00	-	SPCPL (ICD)	6,006.16	5,563.44
Evangelos Venturs Pvt Ltd	180.00	-	SPCPL (creditor)	4.56	4.15
			Shapoorji Pallonji Energy (Gujarat) P Ltd	57.41	54.31
			Shapoorji Pallonji Infrastructure Capital Company Private Limited	688.36	471.78
Reimbursement of Expenditure			Evangelos Venturs Pvt Ltd	183.83	-
Gokak Textiles limited	-	-			
Gokak Falls Education & Medical Trust	0.58	0.87			
Investments in Equity Shares of Associate Company					
Suryoday One Energy Private Limited	0.26	0.26			

28 Capital Management :

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Company consists of net debt (borrowings as detailed in notes 11, 12B and 16 offset by cash and bank balances) and total equity of the Company.

The Company determines the amount of capital required on the basis of annual as well as long term operating plans. The funding requirements are met through short-term borrowings. The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

The capital components of the Company are as given below :

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

(Rs. in lakhs)

Particulars	March 31, 2022	March 31, 2021
Total Equity	1,977.09	2,111.64
Short Term Borrowings	8,170.67	7,672.38
Long Term Borrowings	-	974.00
Total Debt	8,170.67	8,646.38
Cash & Cash equivalents	0.86	1.65
Total Cash and Cash Equivalents	0.86	1.65
Net Debt	8,169.81	8,644.73
Debt Equity ratio	4.13	4.09
Debt Equity Ratio = Net debt / Total Equity		

29 Financial risk management objectives :

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial assets include trade receivables, cash and cash equivalents that comes directly from its operations and financial liabilities comprises of borrowings, trade and other payables, and financial guarantee contracts. It has an integrated financial risk management system which proactively identifies monitors and takes precautionary and mitigation measures in respect of various identified risks.

The Company is exposed to market risk, liquidity risk and credit risk. The Company's senior management oversees the management of these risks, which evaluates and exercises independent control over the entire process of financial risks.

(a) Market Risk :

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price. Market risk is attributable to all market risk sensitive financial instruments, loans and borrowings.

The finance department undertakes management of cash resources, borrowing mechanism and ensuring compliance with market risk limits.

Currency risk

The company is not exposed to currency risk, since there are not transaction in foreign currency.

Interest Risk and Sensitivity Analysis :

"Interest rate risk is the risk that the future cash flows or the fair value of a financial instrument will fluctuate because of changes in market interest rates.

The company manages its interest rate risk by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The company is not exposed to interest rate risks."

(b) Liquidity Risk :

Prudent liquidity risk management implies maintaining sufficient cash and bank balance and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. The Company's finance department is responsible for liquidity, funding as well as settlement management and

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

then processes related to such risks are overseen by senior management through rolling forecasts on the basis of expected cash flows. The Company also has adequate credit facilities agreed with banks to ensure that there is sufficient cash to meet all its normal operating commitments in a timely and cost-effective manner.

The Company do not have credit lines as at the end of the reporting period.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables shows principal cash flows. The contractual maturity is based on the earliest date on which the Company may be required to pay.

(Rs. in lakhs)

Maturities of Financial Liabilities	March 31, 2022			
	Total	Upto 1 year	1 to 3 Years	3 years & above
Borrowings (Long term and Short term, Including current maturities)	8,170.67	1,234.89	6,935.78	-
Trade Payables	11.25	11.25	-	-
Other Financial Liabilities	26.79	25.79	-	1.00
Total	8,208.71	1,271.94	6,935.78	1.00
				(Rs. in lakhs)
Maturities of Financial Liabilities	March 31, 2021			
	Total	Upto 1 year	1 to 3 Years	3 years & above
Borrowings (Long term and Short term, Including current maturities)	8,646.38	7,672.38	974.00	-
Trade Payables	8.44	8.44	-	-
Other Financial Liabilities	124.25	24.25	-	100.00
Total	8,779.07	7,705.07	974.00	100.00

(c) 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 and loans given. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivables. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Trade and other receivables

The Company takes on exposure to credit risk, which is the risk that counterparty will default on its contractual obligations resulting in financial loss to the company. Financial assets that potentially expose the Company to credit risks are listed below:

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

(Rs. in lakhs)

Particulars	March 31, 2022	March 31, 2021
Trade receivables	238.70	627.29
Total	238.70	627.29

The above receivables are pertaining to only two customers i.e. the holding company and a State government, hence the company's credit risk is significantly low.

30 Movement in financial liabilities included under financing activities in statement of cash flows :

(Rs. in lakhs)

Particulars	"As on 1st april 2021"	Cash in flow	Cash out flow	Non cash movement	As on 31 st March 2022
Short Term Borrowings	7,672.38	352.00	(379.05)	525.34	8,170.67
Long Term Borrowings	974.00	-	(974.00)	-	-

31 Financial Instrument - Fair Value & Risk management:

(Rs. in lakhs)

Categories of Financial Instruments:		March 31, 2022			March 31, 2021		
		FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
i)	Financial Assets						
	Investments	0.26			0.26		
	Trade Receivables			238.70			627.28
	Cash & Bank Balances			0.86			1.65
	Bank balances other than above			792.05			764.43
		0.26	-	1,031.61	0.26	-	1,393.36
ii)	Financial liabilities						
	Borrowings			8,170.67			8,646.38
	Trade Payables			11.25			8.44
	Other Financial Liabilities			26.79			124.25
		-	-	8,208.71	-	-	8,779.08

32 Segment reporting :-

The Chief Operating Decision maker of the Company examines Company's performance as one operating segment only namely - Power Out of the total revenue, 84% (Previous year 85%) of the revenue pertains to only two customers i.e. the holding company and a State government.

33 Disclosure requirement as notified by MCA pursuant to amended schedule III :

- 1) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 2) The Company does not have any transactions with companies struck off.
- 3) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

- 4) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 5) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
- 6) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or;
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- 7) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 8) The company has not been declared as a wilful defaulter.
- 9) The Company has not made any Loans or Advances in the nature of loans that are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:
- repayable on demand or
 - without specifying any terms or period of repayment

34 Ratio Analysis :

Ratios	Numerator	Denominator	March 31, 2022	March 31, 2021	Variation (%)	Reason for variance in the ratio by more than 25%
Current Ratio (times)	Total Current Assets	Total Current Liabilities	0.13	0.19	-29.22%	Current ratio has reduced since additional borrowings were taken from group company for repayment of bank term loan.
Debt equity ratio (times)	Total borrowings	Total Equity	4.13	4.09	0.93%	
Debt service coverage ratio (times)	Net profit after tax + Depreciation + Finance Expense	Interest including principle payments of borrowings	0.60	0.83	-27.73%	Moratorium was availed in FY 20-21 hence there was additional outflow of interest and principal during the year.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 - Continued

Ratios	Numerator	Denominator	March 31, 2022	March 31, 2021	Variation (%)	Reason for variance in the ratio by more than 25%
Return on equity (%)	Profit/(Loss) for the year	Average Total Equity	-0.07	-0.16	-59.16%	Profit for the year is higher due to higher revenue and higher other income.
Inventory turnover ratio (times)	Consumption of stores and spare parts	Average Inventory	2.17	1.84	17.94%	-
Trade receivables turnover ratio (times)	Revenue from Operations	Average trade receivables	2.83	2.06	37.53%	Increased in ratio as better collections and old outstanding recovered.
Trade payable turnover ratio (times)	Consumption of stores and spare parts	Average trade payables	2.29	1.96	17.15%	-
Net capital turnover ratio (times)	Revenue from Operations	Working capital (Current Assets - Current Liabilities)	-0.17	-0.18	-2.46%	-
Net profit ratio (%)	Profit/(Loss) for the year	Revenue from Operations	-0.11	-0.33	-65.32%	Profit for the year is higher due to higher revenue and higher other income.
Return on capital employed (%)	Earning before interest and tax	Tangible net worth + Total Borrowings	0.06	0.04	36.35%	Profit for the year is higher due to higher revenue and higher other income. Borrowings have also reduced due to repayment.

- 35 The Company has filed the full and final insurance claim on May 6, 2021 related to the damage of its hydro power plant, in the year 2019-20, aggregating to Rs 353.65 lakhs. There were no further updates/communication from the insurer in this regard till the date of approval of these financial statements and accordingly, relevant adjustments /entries for the claim receivable will be recorded in the books in the forthcoming financial year.
- 36 Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.
- 37 Approval of Financial Statements :-The financial statements were approved for issue by the board of directors on May 26, 2022.

As per our report of even date

For BATLIBOI & PUROHIT
Chartered Accountants
Firm Reg No. 101048W

Kaushal Mehta
Partner
Membership No. 111749

Place: Mumbai
Date: May 26, 2022

For and on behalf of the Board of Directors

Vipan Kumar Sharma
Chief Financial Officer

Rakesh Nanwani
Company Secretary
Membership No. A45718

Place: Mumbai
Date: May 26, 2022

Vinod Bhandawat
Chairman
(DIN: 02873571)

Ramesh R. Patil
Whole Time Director
(DIN: 07568951)