

16TH ANNUAL REPORT FY 2021-22



BHUBANESHWAR POWER PRIVATE LIMITED





BOARD OF DIRECTORS



Mr. Avneesh Gupta
Chairman
Non-Independent,
Non-Executive Director



Mr. Sanjib Nanda
Non-Independent,
Non-Executive Director



Mr. Probal Ghosh
Non-Independent,
Non-Executive Director



Mr. Sumitra Saha
Managing Director



Mr. Bibhudutta Nanda
Non-Independent,
Non-Executive Director



Ms. Amita Khurana
Non-Independent,
Non-Executive Director

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Avneesh Gupta
Chairman
Non- Executive Non-Independent

Mr. Sanjib Nanda
Director
Non- Executive Non-Independent
[W.e.f. September 1, 2021]

Mr. Probal Ghosh
Director
Non- Executive Non-Independent
[W.e.f. August 12, 2021]

Mr. Sumitra Saha
Managing Director

Mr. Bibhu Dutta Nanda
Director
Non- Executive Non-Independent

Ms. Amita Khurana
Director
Non- Executive Non-Independent
[W.e.f. August 11, 2021]

CHIEF FINANCIAL OFFICER

Mr. Amit Bhartia

COMPANY SECRETARY

Ms. Susovita Tripathy

FINANCIAL

INSTITUTIONS/BANKERS

HDFC Bank Limited
The Kotak Mahindra Bank Limited
The Federal Bank Limited
Axis Bank Limited

REGISTERED OFFICE

Golden Edifice, 1st Floor, Opp:
Visweswarayya Statue, Khairatabad
Circle, Hyderabad – 500004,
Telangana

CORPORATE OFFICE

IPICOL House (Main Building), 4th
Floor, Janpath, Bhubaneswar-751022,
Odisha

PLANT

Anantapur, PO – Dhurusia, Athagarh
District, Cuttack, Odisha

STATUTORY AUDITOR

Price Waterhouse & Co Chartered
Accountants LLP, Kolkata

SECRETARIAL AUDITOR

M/s. Saroj Ray & Associates,
Practising Company Secretary

INTERNAL AUDITORS

Tata Steel Corporate Audit Team

REGISTRAR AND SHARE TRANSFER AGENT

Karvy Computershare Private Limited

Notice of 16th Annual General Meeting





NOTICE

NOTICE is hereby given that the Sixteenth(16th) Annual General Meeting of the Members of Bhubaneswar Power Private Limited (CIN: U40109TG2006PTC050759) will be held on Monday, 25th day of July 2022 at 4:15 PM (IST) through Video-conferencing (VC)/ Other Audio-visual means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. ITEM NO.1 – ADOPTION OF AUDITED FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.

2. ITEM NO.2 – RE-APPOINTMENT OF A DIRECTOR:

To appoint a Director in place of Mr. Bibhudutta Nanda (DIN-07531186), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and Articles of Association, being eligible, seeks re-appointment.

3. ITEM NO.3 – RE-APPOINTMENT OF STATUTORY AUDITOR:

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

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Messrs Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants having Firm Registration No. 304026E/E300009 be and is hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term commencing from the conclusion of this Annual General Meeting till the conclusion of the 21st Annual General Meeting of the Company to be held in the year 2027, to examine & audit the accounts of the Company, conduct tax audit on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors or any of the Director, be and is hereby severally authorized to fix the remuneration of the Statutory Auditors and settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

SPECIAL BUSINESS:**4. ITEM NO.3- APPOINTMENT OF Ms. AMITA KHURANA (DIN:09278336) AS DIRECTOR OF THE COMPANY:**

“RESOLVED THAT Ms. Amita Khurana (DIN:09278336), who was appointed by the Board of Directors, as an Additional Director of the Company effective 11th August 2021, who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and who is eligible for appointment, has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the period of office of Ms. Amita Khurana, be liable to determination by retirement of Directors by rotation pursuant to section 152(1) of Companies Act 2013.

RESOLVED FURTHER THAT the Managing Director and the Company Secretary of the company be and is hereby authorized severally to do all such act(s), deed(s), thing(s) and writing(s) as may be necessary, expedient and incidental to give effect to this resolution.”

5. ITEM NO.3- APPOINTMENT OF MR. PROBAL GHOSH (DIN: 09278911) AS DIRECTOR OF THE COMPANY:

“RESOLVED THAT Mr. Probal Ghosh (DIN:09278911), who was appointed by the Board of Directors, as an Additional Director of the Company effective 12th August 2021, who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and who is eligible for appointment, has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the period of office of Mr. Probal Ghosh, be liable to determination by retirement of Directors by rotation pursuant to section 152(1) of Companies Act 2013.

RESOLVED FURTHER THAT the Managing Director and the Company Secretary of the company be and is hereby authorized severally to do all such act(s), deed(s), thing(s) and writing(s) as may be necessary, expedient and incidental to give effect to this resolution.”

6. ITEM NO.3- APPOINTMENT OF MR. SANJIB NANDA (DIN: 01045306) AS DIRECTOR OF THE COMPANY:

“RESOLVED THAT Mr. Sanjib Nanda (DIN:01045306), who was appointed by the Board of Directors, as an Additional Director of the Company effective 1st September 2021, who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any



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modification or re-enactment thereof) and who is eligible for appointment, has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the period of office of Mr. Sanjib Nanda, be liable to determination by retirement of Directors by rotation pursuant to section 152(1) of Companies Act 2013.

RESOLVED FURTHER THAT the Managing Director and the Company Secretary of the company be and is hereby authorized severally to do all such act(s), deed(s), thing(s) and writing(s) as may be necessary, expedient and incidental to give effect to this resolution.”

By the Order of the Board of Directors
For **Bhubaneswar Power Private Limited**

Date: July 3, 2022
Place: Bhubaneswar

Susovita Tripathy
Company Secretary

Registered Office:

Golden Edifice, 1st Floor,
Opp: Visweswarayya Statue,
Khairatabad Circle,
Hyderabad – 500 004
Telangana

NOTES

1. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to 'Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) read with General Circular No. 02/2021 dated 13.01.2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular 02/2022 dated 05.05.2022 and the rules made thereunder on account of the threat posed by COVID-19' (collectively referred to as '**MCA Circulars**') permitted the holding of the AGMs & EGMs through **VC** or **OAVM**, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the 16th AGM of the Company is being held through VC/OAVM on 25th day of July 2022 at 04:15 PM(IST). The deemed venue for the 16th AGM will be at the registered office of the Company i.e. 4th Floor, IPICOL House (Main Building), Janpath, Bhubaneswar-751022, Odisha.



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2. Pursuant to provisions of the Act, a member is entitled to attend and vote at the Annual General Meeting (the "Meeting") and is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA Circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, route map and attendance slip are not annexed to this notice.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
1. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
2. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
3. In line with the MCA Circular, the Notice of the AGM along with the annual report & Annual Accounts 2020-21 will be sent only through electronic mode to those Members whose e-mail addresses are registered with the Company.
4. **Book Closure:** Pursuant to section 91 of Companies Act 2013, the register of members and the share transfer book of the Company will remain closed from July 18, 2022 till July 25, 2022.
5. Corporate members intending to appoint their authorized representatives to attend the EGM pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC or OAVM, are requested to send a certified copy of the Board Resolution to the Company Secretary by e-mail at susovita.tripathy@bhubaneswarpower.com.
6. Members can post their questions in advance at the above-mentioned email, in relation to the items of business proposed to be placed at the Meeting. They can post their queries on the same email Id during the meeting as well.
7. Voting on each resolution will be done by show of hands by Members during the Meeting. If a poll is demanded under Section 109 of the Act, the designated email id of the Company viz. susovita.tripathy@bhubaneswarpower.com will be used for voting purposes.
8. The Members who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at susovita.tripathy@bhubaneswarpower.com. The same will be replied by the Company suitably during the AGM.



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9. Members who wish to inspect the relevant documents referred to in the Notice can send an email to susovita.tripathy@bhubaneshwarpower.com up to the conclusion of this Meeting.
10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

By the Order of the Board of Directors
For **Bhubaneswar Power Private Limited**

Date: July 3, 2022
Place: Bhubaneswar

Susovita Tripathy

Susovita Tripathy
Company Secretary



STATEMENT OF FACTS

[PURSUANT TO SECTION 102(1) OF COMPANIES ACT 2013]

The following statement sets out all material facts relating to Item no. 3,4 & 5 mentioned in the accompanying notice.

[Item No.3: Appointment of Ms. Amita Khurana as Director of the Company:](#)

Pursuant to the provisions of section 152 and 161 of Companies Act 2013, Mr. Amita Khurana was appointed as an additional Director w.e.f August 11, 2021 by the Board of Directors of the Company. As per section 161 of Companies Act 2013, Ms. Khurana shall hold office as Additional Director till the conclusion of this Annual General Meeting.

Brief Profile of Ms. Amita Khurana:

Amita Khurana is currently the 'Group Chief- Raw Material Procurement' of Tata Steel Limited. She is responsible for the entire raw material buy for all Tata Steel's sites in India, Netherlands and UK.

Prior to this, she was Chief Procurement Officer of Tata Steel BSL Ltd- (formerly known as Bhushan Steel Limited)- a company that Tata Steel Ltd acquired in 2018 under insolvency proceedings.

In a career spanning 20 years, she has handled various assignments in the field of commercial & logistics including working on greenfield projects overseas, export of ferro alloys, procurement of bulk commodities etc.

She has done her master's in international business from Indian Institute of Foreign Trade, New Delhi. She is also a qualified CFA and Advance diploma holder in shipping from ICS, London.

The Board of Directors in its meeting held on April 18, 2022 has recommended passing of resolution no.3 by the shareholders which relates to appointment of Ms. Amita Khurana as Director of the Company, whose office shall be liable to retire by rotation.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Ms. Amita Khurana to whom the resolution relates, is concerned or interested in the resolution.

[Item No.4: Appointment of Mr. Probal Ghosh as Director of the Company:](#)

Pursuant to the provisions of section 152 and 161 of Companies Act 2013, Mr. Probal Ghosh was appointed as an additional Director w.e.f August 12, 2021 by the Board of Directors of the Company. As per section 161 of Companies Act 2013, Mr. Ghosh shall hold office as Additional Director till the conclusion of this Annual General Meeting.

Brief Profile of Mr. Probal Ghosh:

Mr. Probal Ghosh, working as Vice President Shared Services in Tata Steel Limited, is responsible for Asset, Utilities and Infrastructure management of the 11 million tonnes Integrated Steel Works at Jamshedpur.

He is a Mechanical Engineer by qualification and joined Tata Steel in Jamshedpur as a Graduate Trainee in 1990, having graduated from Indian Institute of Engineering Science & Technology (IEST).

Over the past years, he has worked in Operation & Maintenance and Capital Projects execution and also got exposure to TQM practices at JUUSE (Japanese Union of Scientists & Engineers) Japan in 2014. He has completed Executive General Management course from CEDEP (INSEAD campus) at Fontainebleau France in 2015. He has also attended the Global Advanced Management Program (GAMP) organised by the All India Management Association (AIMA) in Silicon Valley, USA in 2019.

He is also associated with Condition Monitoring Society of India (CMSI) and a fellow member of the Institute of Engineers, India Chapter.

The Board of Directors in its meeting held on April 18, 2022 has recommended passing of resolution no.3 by the shareholders which relates to appointment of Mr. Probal Ghosh as Director of the Company, whose office shall be liable to retire by rotation.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Mr. Probal Ghosh to whom the resolution relates, is concerned or interested in the resolution.

[Item No.5: Appointment of Mr. Sanjib Nanda as Director of the Company:](#)

Pursuant to the provisions of section 152 and 161 of Companies Act 2013, Mr. Sanjib Nanda was appointed as an additional Director w.e.f September 1, 2021 by the Board of Directors of the Company. As per section 161 of Companies Act 2013, Mr. Nanda shall hold office as Additional Director till the conclusion of this Annual General Meeting.

Brief Profile of Mr. Sanjib Nanda:

Mr. Sanjib Nanda is currently Vice President, Financial Operations & Corporate Reporting at Tata Steel. A chartered accountant by profession, Mr. Nanda joined Tata Steel Limited in 1991. He previously led the Finance & Accounts function as CFO of NatSteel Group and Tata Steel BSL post the acquisition of Bhushan Steel through IBC process.

Over the past 15 years, Mr. Nanda has led various Group Finance functions at Tata Steel including Capital Markets, Treasury, Corporate Finance & Banking, Strategy, M&A and



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Finance Transformation projects. He has also worked for over a decade in the area of International Sales & Marketing, heading the South-East Asia region for Tata Steel and subsequently leading the worldwide steel trading business.

He is a member of the Board of Directors of various subsidiaries of Tata Steel Group Companies in India & South-East Asia.

Prior to joining Tata Steel, Mr. Nanda worked with A F Ferguson & Company (now known as Deloitte), the leading Chartered Accountant firm in India, and was involved in Audits of large Indian and multinational corporates, as well as Foreign Banks and advisory services of multinational companies.

The Board of Directors in its meeting held on April 18, 2022 has recommended passing of resolution no.3 by the shareholders which relates to appointment of Mr. Sanjib Nanda as Director of the Company, whose office shall be liable to retire by rotation.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Mr. Sanjib Nanda to whom the resolution relates, is concerned or interested in the resolution.

All documents in relation to this resolution will be available for inspection at the registered office of the Company on all business days (i.e., Monday to Friday) during working hours (9:30 am to 6 pm).

By the Order of the Board of Directors
For **Bhubaneswar Power Private Limited**

Date: July 3, 2022
Place: Bhubaneswar

Susovita Tripathy
Company Secretary

Boards' Report for the Financial Year ended March 31, 2022



BOARD'S REPORT

To the Members,

The Directors present the 16th Annual Report of Bhubaneswar Power Private Limited along with audited Financial Statements for the year ended March 31, 2022. The details of the business and operations of your Company along with the summary of the Financial Statements for the year ended March 31, 2022, are given as under:

1. Financial summary and Highlights:

The financial performance of the Company for the year ended March 31, 2022 is summarized below:

(Rs. In Lakh)

PARTICULARS	YEAR ENDED 31.03.2022	YEAR ENDED 31.03.2021
I. REVENUE	51,696.41	48958.53
II. EXPENDITURE		
Fuel Consumed	26,110.24	24677.86
Electricity Duty	5359.67	5129.63
Employee Benefits Expense	646.41	578.78
Finance Costs	3271.72	4004.9
Depreciation and Amortization Expense	5075.72	5064.83
Other Expenses	6038.31	5468.46
TOTAL EXPENSES	46,502.07	44924.46
III. PROFIT/(LOSS) BEFORE TAXATION	5194.34	4034.07
Current Tax	-	-
MAT Credit (Entitlement) / Reversal	-	-
Provision for Taxation – Deferred Tax	1324.58	801.92
IV. PROFIT/(LOSS) AFTER TAXATION	3869.76	3232.15
V. OTHER COMPREHENSIVE INCOME	(4.06)	(0.28)
VI. TOTAL COMPREHENSIVE PROFIT	3865.70	3231.87

During the financial year 2021-22, the Company has generated profit before tax (PBT) of **Rs. 5194.34** Lakhs against the PBT of financial year 2020-21 of Rs. **Rs. 4034.07** Lakhs and Profit for the year after tax (PAT) of Rs. **Rs. 3,869.76** Lakhs against the PAT of financial year 2020-21 of Rs. **Rs. 3,232.15** Lakhs.

2. Dividend:

The Board of Directors of your Company has decided not to recommend any Dividend for the year under review

3. Business Operations & Performance:

The Company generates electricity through thermal power station for which it sources steam coal from Mahanadi Coal Fields (MCL), through open market and from other sources as well. During FY-22, we have sourced coal mostly from MCL through exclusive/ spot auction.

Linkage FSA (Fuel Supply Agreement) for supply of coal from MCL was valid till 31st Mar'21. So, for long term contract (5 years) with MCL, the Company had participated in the Nov/Dec 2021 linkage auction and successfully booked quantity of 5,95,400 MT/annum at 15% premium (Wt. avg. of 7 mines) over basic price.

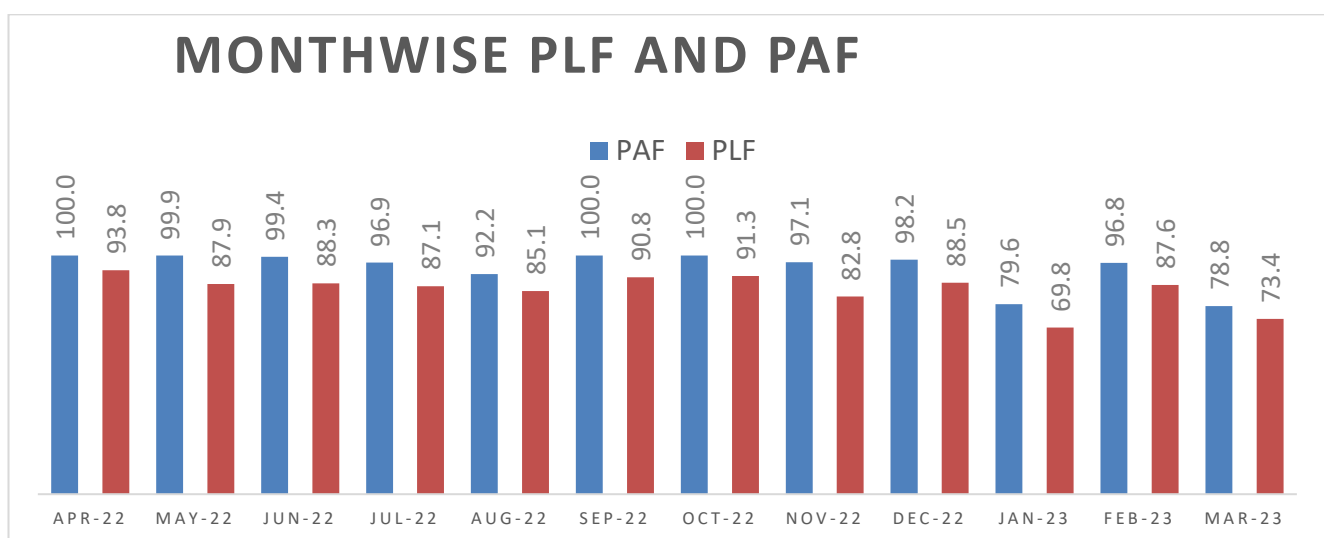
Fuel Supply Agreement (FSA) for this linkage auction quantity has been signed on 7th March 2022 and Coal lifting has been already started. The FSA will be valid for 5 years w.e.f. 7th March 2022. The Company will get a fixed amount of coal each month at fixed rate (% premium over basic price) for 5 years. For the balance coal requirement, the Company will continue participating in the spot/ Exclusive auction of MCL and also from other sources as per availability and cost opportunity.

Plant Availability Factor (PAF) for the financial year 21-22 is 94.86% (FY 20-21: 93.4%) and a Plant Load Factor (PLF) for the financial year 21-22 is 85.5% (FY 20-21: 82.1%).

The Company has undertaken and implemented various measures to improve plant reliability and functionality such as:

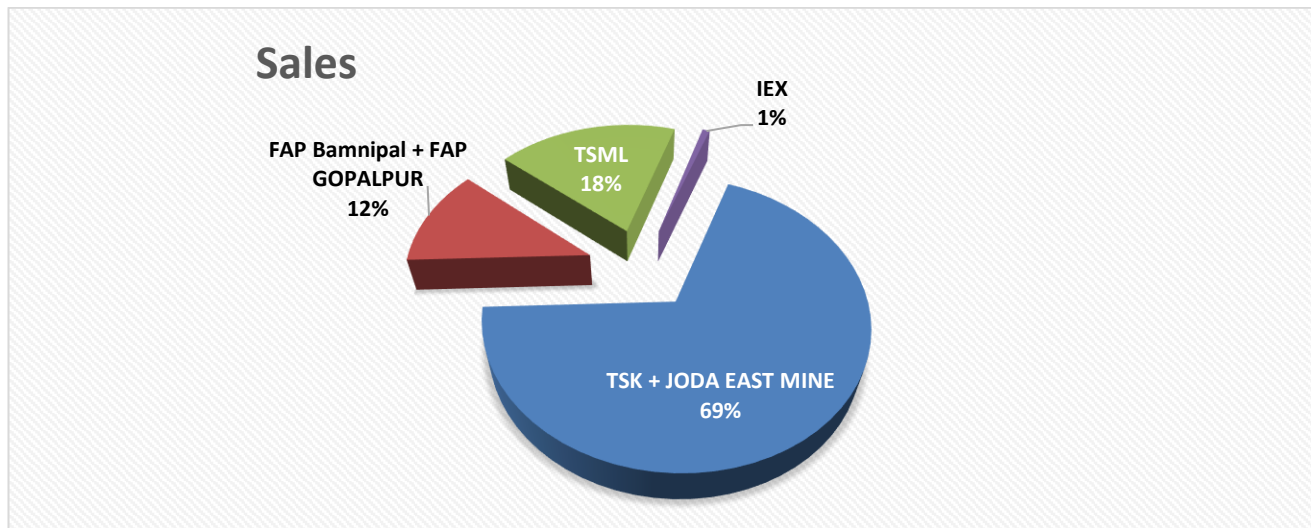
- a) Installation of conveyor guarding to remove the safety hazard of man machine interface.
- b) Administrative Building Construction activity started.
- c) Construction of Main Stores Building activity started.

The graphical presentation of month-wise PLF and the PAF of the Company for the FY 2021-22 is given as under:



During the year under review, the Company has produced 1010.9 million units of electricity by consuming 7.87 lakhs tons of coal and 896.7 million units of electricity had been sold.

The chart depicting the sale to customers during FY 2021-22 is presented below:



Safety: In BPPL, safety of workmen and plant operations is given the highest priority. The Company works towards achieving benchmarking parameters through continuous adherence to best safety practices followed across industries. The best safety practices adhered include adoption of advanced technology, creation of better workplace ergonomics, effective communication/ awareness, provision of advanced & superior quality personal protections etc.

Financial Year 21-22 has been a “Zero Reportable Incident Year” for the company. Cumulatively, the company has achieved 2.58 million LTI (Loss Time Injury) free man-hours as on 31.03.2022. The Company has also received several awards & accolades during FY 21-22 for displaying good HSE performance viz. 03 / 05 Star Rated SHE Award by Confederation of Indian Industry (CII) for the year 2020-21 and Kalinga Safety Excellence Award (Gold) at Odisha State Safety Conclave 2021.

Environment: In order to address the environmental degradation, the Company is undertaking several measures to mitigate environmental risks. In order to bring efficiency in waste management, water and energy conservation, stack and fugitive emission, along with reduction in noise pollution, the Company has adopted modern technology in its Plant operation.

Ash utilization: Fly ash utilization since Commercial Operation Date (COD) in 1st year (FY 16-17) of Plant operation is 46.3% (Generation-290569 Tons & Utilization-134433 Tons), 56 % during 2nd year i.e. FY 17-18 (Generation-355707 Tons & Utilization-200508 Tons), 119% during 3rd year i.e. FY 18-19 (Generation-334040.5 Tons & Utilization 398676 Tons), 102% during 4th year i.e. FY 2019-20 (Generation 365934 Tons & Utilization 373219 Tons) , 139% in 5th year i.e. FY 20-21 (Generation 322477.5 Tons & Utilization 448580.1 Tons) and 101% in 6th year i.e. FY 21-22 (Generation 315734 Tons & Utilization 317169 Tons).

Environmental Compliance: The Company is operating its Power Plant with valid Environmental Clearance (EC), Consent to Operate (CTO), Authorization for handling, storage and transportation of Hazardous waste etc. as per requirement of the concerned statutes under various Environmental Acts.

Greenbelt Development: Extensive Greenbelt has been developed and maintained in the designated greenbelt areas of the plant from the year of Plant inception. As such, we have planted 50,707 nos. plants which are being maintained by engaging horticultural professional for better survival rate (> 85%). Plantation activity is in progress to cover the balance areas., which will be developed progressively.

Railway Siding project:

The Company received approval from East Coast Railway to construct a Railway Siding. Initial stage of this project requires acquisition of land from private owners, Government and Railways.

The Company has also been granted the amendment to the Environment Clearance from the Ministry of Environment, Forest and Climate Change (MoEF & CC) on June 15, 2018, for increase in land requirement from Ac.80 to Ac.160 due to implementation of Private railway siding and developing an additional greenbelt as per the clause of National Board for Wildlife (NBWL) clearance.

Acquisition of Fresh Private Land under Land Acquisition and Government Land Lease from IDCO is under process at the Government level. Simultaneously, the Management is doing all necessary due diligence work for commencing the Railway Siding project at the earliest.

4. Details of Subsidiaries/Joint Ventures/Associate Companies

Your Company has no subsidiaries/joint ventures/associate companies.

5. Directors' responsibility statement as required under section 134(3)(c) of the Companies Act, 2013

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2021-22.

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, the Directors confirm that:

- a. in the preparation of the Annual Accounts for the year ended March 31, 2022, the applicable Accounting Standards have been followed along with proper explanations in case of material departures;
- b. the selected accounting policies were applied consistently, and judgments and estimates have been made 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 on March 31, 2022 and of Profit and Loss Account of the Company for that period;

- c. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts for the period ended March 31, 2022 have been prepared on a 'going concern' basis; and
- e. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

6. Change in the nature of business:

During the year under review, your Company continues to be in the business of Thermal Power generation and hence there is no change in the nature of business of the Company.

7. Transfer to Reserves:

In the Financial year 2021-22, the Company has not transferred any amount to Reserves A/c.

8. Status of Company's Affairs and Key Developments:

The Company has signed a revised Power Purchase Agreement (PPA) with Tata Steel Limited and Tata Steel Mining Limited (Formerly known T S Alloys Limited) with effect from 1st April 2018 for sale of full capacity of the plant. To minimize the unutilized capacity, BPPL has started supplying power to other units of Tata Steel Ltd like Ferro Alloys plant Bamnibal, Ferro Alloys plant Gopalpur and Joda East mines.

Also, the Company is focusing to reduce cost and thereby ensuring benefits to the customers in supply of electricity at competitive rates.

9. Capital & Debt Structure:

a) Details of Authorized share capital:

The authorized share capital of the Company is Rs. 257.00 Crore which includes 25,70,00,000 equity shares of Rs.10 each.

b) Details of Issued/subscribed/Paid Up Capital:

There is no change in the share capital of the Company and continues to be the subsidiary of Tata Steel Limited. During the financial year under review, the Company has not performed any issue or allotment of shares. As on March 31, 2022, the paid-up share capital of the Company is Rs. 253.25 Crore which includes 25,32,51,187 equity shares of Rs.10 each.

The shareholding details of the Company as on March 31, 2022 is presented below:

Name of the Shareholders	Holding (No. of shares)	% of holding
Tata Steel Limited	23,69,86,703	93.58
Tata Steel Mining Limited (Formerly known as T S Alloys Limited)	1,62,64,484	6.42
Total	25,32,51,187	100.00

10. Management:

a. Composition of Board:

At the beginning of the financial year 2021-22, the Board of the Company comprises of the following Directors:

Name of the Director	Designation	Date of Appointment	Date of cessation	Remarks
At the beginning of the financial year 2021-22:				
Mr. Avneesh Gupta	Chairman Non independent, Non-executive	01 st February 2018	-	-
Mr. Sumitra Saha	Managing Director	15 th May 2020		
Mr. VSN Murty	Non independent, Non-executive	6 th August 2008	-	-
Mr. Bibhu Dutta Nanda	Non independent, Non-executive	01 st February 2018	-	-
Mr. Roopendra Narayan Roy	Independent Director	01 st February 2018	-	-
Ms. Ramya Hariharan	Independent Director	01 st February 2018		
Changes during the financial year 2021-22:				
Mr. VSN Murty	Non independent, Non-executive	6 th August 2008	1 st October 2021	Resigned from the Board
Mr. Roopendra Narayan Roy	Independent Director	01 st February 2018	15 th May 2021	Retired from the Board
Ms. Ramya Hariharan	Independent Director	01 st February 2018	15 th May 2021	Retired from the Board
Mr. Probal Ghosh	Non independent, Non-executive	12 th August 2021	-	Appointed Additional Director of the

Name of the Director	Designation	Date of Appointment	Date of cessation	Remarks
				Company
Mr. Sanjib Nanda	Non independent, Non-executive	1 st September 2021	-	Appointed Additional Director of the Company
Ms. Amita Khurana	Non independent, Non-executive, woman	11 th August 2021	-	Appointed Additional Director of the Company

During the financial year under review:

The Independent Directors of the Company i.e. Mr. Roopendra Narayan Roy and Ms. Ramya Hariharan had retired from the Board with effect from 15th May 2021 after completion of their tenure. Mr. VSN Murty Director has resigned from the Board with effect from 1st October 2021.

Further, Ms. Amita Khurana, Mr. Probal Ghosh and Mr. Sanjib Nanda were appointed as Additional Directors of the Company with effect from 11th August 2021, 12th August 2021 and 1st September 2021 respectively, who shall hold office till the conclusion of the ensuing Annual General Meeting. Their appointment will be regularized in the ensuing Annual General Meeting subject to the approval of the shareholders.

At the end of the financial year, the Board comprises of following members:

Name of the Director	Designation
Mr. Avneesh Gupta	Chairman Non independent, Non-executive
Mr. Sumitra Saha	Managing Director Executive
Mr. Probal Ghosh	Non independent, Non-executive
Mr. Sanjib Nanda	Non independent, Non-executive
Mr. BD Nanda	Non independent, Non-executive
Ms. Amita Khurana	Non independent, Non-executive

Pursuant to section 152(6) of the Companies Act, 2013, Mr. Bibhudutta Nanda (DIN-07531186) director of the Company shall retire by rotation at the ensuing annual general meeting and being eligible, offers himself for re-appointment. His re-appointment has been recommended by the Board for the consideration of shareholders.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and

reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committee of the Company.

a) Key Managerial Personnel:

The details of the KMP as on April 1, 2021 is given as under:

Name of the person	Designation	Date of effective Appointment
Mr. Sumitra Saha	Managing Director	15 th May 2020
Mr. Amit Bhartia	Chief Financial Officer	15 th May 2020
Ms. Susovita Tripathy	Company Secretary	1 st February 2021

During the financial year under review, there has been no change in the details of the Key Managerial Personnel (KMP). Therefore, the details of KMP as on 31st March 2022 remain unchanged.

b) Board Meetings:

During the Financial Year 2021-22, five (5) meetings of Board of Directors were held. The intervening gap between the meetings was within the period prescribed under the Companies Act 2013 & applicable secretarial standards. The date of the meetings is given as under:

Number of Board meeting	Meeting Dates
71 st Board Meeting	15 th April 2021
72 nd Board Meeting	20 th July 2021
73 rd Board Meeting	27 th October 2021
74 th Board Meeting	21 st January 2022
75 th Board Meeting	11 th March 2022

During the financial year under review, the Board has met once at shorter notice to discuss urgent matters. In case of special and urgent business needs, the Board's approval is taken by passing resolutions by circulation, as permitted by law.

c) Composition of Statutory Committee(s):

As on 1st April 2021, the Board had constituted 3 (Three) Statutory Committees as per the provisions of Companies Act 2013. Each Statutory Committee were constituted with an optimum combination of Independent and Non-Independent Directors with specific terms of reference to focus on pre-defined matters. The Company Secretary acts as Secretary to all Committees. The Chairman of each Committee places the recommendation(s) of their respective Committees before the Board. Minutes of all Committee Meetings are placed before the Board for their review and noting.

Further, the requirement of appointment of Independent Directors and constitution of statutory committees such as Audit Committee and Nomination & Remuneration Committee, have been exempted for unlisted public companies, which includes Joint Venture, wholly owned subsidiary and dormant companies *as per amended Rule (4) of Companies*

(Appointment & Qualification of Directors) Rules 2014 and Rule (6) of Companies (Meeting of Board and its Powers) Rules 2014, respectively. The above amendments have been notified by MCA circular dated 13th July 2017. In view of the above amendments, the Nomination & Remuneration Committee was dissolved by the Board with effect from 9th July 2021.

The details of the Committee(s) as on 31st March 2022 are given as under:

1. Audit Committee;
2. Corporate Social Responsibility Committee;

(i) Audit Committee:

The Audit Committee was initially constituted as per the Agreement entered between Power Finance Corporation Limited, Rural Electrification Corporation Limited, the Company, and the Promoters of the Company. Post-acquisition by Tata Steel Limited, the Company has become a deemed public company w.e.f. 01st February 2018 and the Audit Committee of the Board is constituted in compliance with the provisions of Section 177 of the Act.

The Audit Committee monitors and supervises the Management's financial reporting process, to ensure accurate and timely disclosures with highest levels of transparency, integrity and quality of financial reporting. Committee members are financially literate and have significant exposure in areas of finance, taxation and audit. The Committee also seeks appropriate clarification(s) from Statutory Auditors and the Management to help the Committee's decision-making process, as and when required. The Internal Auditor reports to the Audit Committee.

The committee functions as per the scope and terms of reference laid down by the Board of directors and Companies Act 2013. As on March 31, 2022, the Audit Committee comprises of following members:

Name of the Member(s)	Nature of Appointment
Mr. Sanjib Nanda	Chairman Non-independent and non-executive
Mr. B D Nanda	Member Non-independent and non-executive
Ms. Amita Khurana	Member Non-independent and non-executive Woman Director
The Managing Director of the Company is the permanent invitee of the Audit Committee.	

The formation of the Committee was re-constituted by the Board with effect from July 9, 2021. During the Financial Year 2021-22, five meetings of Audit committee were held.

The intervening gap between the meetings was within the period prescribed under the Companies Act 2013 & applicable secretarial standards. The date of the meetings is given as under:

Number of meeting(s)	Meeting Dates
34 th Audit Committee Meeting	15 th April 2021
35 th Audit Committee Meeting	20 th July 2021
36 th Audit Committee Meeting	27 th October 2021
37 th Audit Committee Meeting	21 st January 2022
38 th Audit Committee Meeting	11 th March 2022

During the financial year under review, the Committee has met once at shorter notice to discuss urgent matters. In case of any special and urgent business needs, the Audit Committee's approval is taken by passing resolutions by circulation, as permitted by law.

The Board has accepted all recommendations made by the Audit Committee.

(ii) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee was constituted in accordance with the requirements of the Companies Act, 2013 since the Company has become a deemed public company w.e.f. 01st February 2018. The Committee functions as per the defined terms of reference and the provisions of the Companies Act 2013.

As on April 1, 2021 the Nomination & Remuneration Committee comprises of following members:

Name of the Member(s)	Nature of Appointment
Mr. Roopendra Narayan Roy	Chairman Independent Director
Mr. Avneesh Gupta	Member Non-independent and non-executive
Ms. Ramya Hariharan	Member Independent Director

During the financial year under review, Mr. Roopendra Narayan Roy and Ms. Ramya Hariharan had retired from the Board of the Company with effect from 15th May 2021. In pursuance to amended Rule (4) of Companies (Appointment & Qualification of Directors) Rules 2014 and Rule (6) of Companies (Meeting of Board and its Powers) Rules 2014, the requirement to form Nomination & Remuneration Committee has been exempted to the Company. Therefore, the Committee was dissolved by the Board with effect from July 9, 2021.

Before, dissolution, the Committee had met once on April 15, 2021.

(iii) Corporate Social Responsibility Committee:

The provisions of CSR as per section 135 of Companies Act 2013, are applicable to the Company in the FY 2020-21. The Company already had a "CSR & Operational Review" Committee to oversee the CSR activities undertaken by the Company. During the financial year under review, the "CSR & Operational Review" Committee has been re-named as "CSR Committee" by the Board of Directors in their meeting held on 12th October 2020. The purpose of our Corporate Social Responsibility (CSR) Committee is to formulate and recommend to the Board, a Corporate Social Responsibility Policy, which shall indicate the initiatives to be undertaken by the Company, recommend the amount of expenditure the Company should incur on Corporate Social Responsibility ('CSR') activities and to monitor from time to time the CSR activities and Policy of the Company.

The CSR policy of the Company is available on the website <https://bhubaneshwarpower.com/>.

As on March 31, 2022, the Committee comprises of following members:

Name of the Member(s)	Nature of Appointment
Mr. Avneesh Gupta	Chairman Non-independent and non-executive
Mr. Sumitra Saha	Member Executive
Mr. B D Nanda	Member Non-independent and non-executive

During the Financial Year 2021-22, There were nil CSR Committee Meeting. In case any urgent and special matter, the approval of the Committee was taken through circular resolution.

d) Director's Attendance Records for the Board & Committee Meeting(s):

The attendance details of the Directors for the Board & Committee Meeting(s) in FY 2021-22 is given as under:

Name of the Meeting	Board Meeting	Audit Committee	Corporate Social Responsibility Committee	Nomination and Remuneration Committee (Dissolved w.e.f July 9, 2021)
No. of meetings held	5	5	Nil	1
Date of meetings	- 15-Apr-2021 - 20-July-2021	- 15-Apr-2021 - 20-July-2021	-	- 15-Apr-2021

Name of the Meeting	Board Meeting	Audit Committee	Corporate Social Responsibility Committee	Nomination and Remuneration Committee (Dissolved w.e.f July 9, 2021)
	- 27-Oct-2021 - 21-Jan-2022 - 11-Mar-2022	- 27-Oct-2021 - 21-Jan-2022 - 11-Mar-2022		
Avneesh Gupta	5	1*	Nil	1
Sumitra Saha	5	-		-
Probal Ghosh	3	-		-
Sanjib Nanda	3	3		-
Amita Khurana	2	3		-
B D Nanda	4	4		-

*Mr. Avneesh Gupta was part of Audit Committee from 9th July 2021 till 16th November 2021.

e) Board Evaluation:

The Board has evaluated the effectiveness of its functioning, that of the Committees and of individual The Board through Nomination & Remuneration Committee has sought feedback of Directors on various parameters such as: Degree of fulfillment of key responsibilities towards stakeholders (by way of monitoring corporate governance practices, participation in the long- term strategic planning, etc.

- The structure, composition and role clarity of the Board and Committees;
- Extent of co-ordination and cohesiveness between the Board and its Committees;
- Effectiveness of the deliberations and process management; Board/Committee culture and dynamics; and
- Quality of relationship between Board Members and the Management.

Annual Performance Evaluation questionnaires were circulated to the Directors for participating in the performance evaluation process, which contained a structured questionnaire for seeking feedback on certain predefined attributes applicable to them. Since the Company has no NRC, the performance of the Board, its committees, and individual directors was discussed in the Q-1 FY'23 Board meeting.

The evaluation process helped in attaining effectiveness for conducting Board and Committee meetings, endorsed confidence of the Board in the ethical standards and policy of the Company. Further, the evaluation process also encouraged constructive relationship between the Board and the Management.

f) Company's policy on Director's appointment and remuneration:

The Board of Directors of the Company have, on the recommendation of the Nomination and Remuneration Committee, approved a Nomination and Remuneration Policy of the Company

which, inter alia, covers Policy on appointment and removal of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel (SMP); remuneration for Directors, KMP and other employees and the process and criteria for annual performance evaluation of the Board, its Committees and Directors.

Payment of remuneration to the Executive/Whole-time Directors of the Company is governed by the terms and conditions of their appointment as recommended by the Nomination and Remuneration Committee and approved by the Board subject to the approval of the Shareholders.

Non-Executive/Independent Directors of the Company receive remuneration by way of fees for attending meetings of the Board or Committee thereof as approved by the Board from time to time within the prescribed limits under the Companies Act, 2013. Non-Executive Directors may also be paid commission as approved by the shareholders subject to a limit of 1% of the net profits of the Company computed under the applicable provisions of the Companies Act, 2013.

- **Policy on appointment and remuneration of Directors, Senior Management and Key Managerial Personnel.**

Pursuant to section 178(3) of Companies Act 2013, the Board has adopted the following policies in the financial year 2018-19:

- a) Policy on appointment and removal of directors which include Board membership criteria, Board Diversity policy and criteria for determining independent directors.
- b) Policy on remuneration for directors, key management personnel and other employees.

The above policies are available on the website of the Company www.bhubaneshwarpower.com

g) **Internal Financial Controls:**

The Company has an established internal control system which commensurate with the size, scale and complexity of its operations. The internal control system has been designed to ensure orderly and efficient conduct of its business including adherence to the Company's policy by safeguarding of assets, the prevention and detection of frauds and errors, ensuring the accuracy and completeness of the accounting records and timely preparation of reliable financial information. In compliance with section 143(3) clause (i) of the Act, the Statutory Auditors have issued a report on the internal financial controls over financial reporting which forms part of Statutory Auditors' report. The Company has appointed the Tata Steel Limited Corporate Audit Team as the Internal Auditors of the Company for the financial year 2021-22.

The Internal Auditor conducts regular audits in various functional areas as per an audit plan approved by the Audit Committee. Audit planning and executions are oriented towards assessing the state of internal controls, making them stronger and addressing the risks in various functional areas. The internal auditor reports to the Audit Committee its findings, observations and rating of internal controls status for each area reviewed. Audit Committee meets periodically to review audit issues and ensures follow up on implementation of corrective actions.

In order to have adequate controls, the Audit Committee of the Company regularly oversees the audit plans and significant issues raised by the Internal & Statutory auditors on Company's business operations, future plans and project.

11. Auditors:

a) Statutory Auditors:

M/s. Price Waterhouse & Co Chartered Accountants (PwC) LLP, bearing Firm Registration No. 304026E/E-300009 were appointed as the Statutory Auditors commencing from the conclusion of 11th Annual General Meeting until the conclusion of 16th Annual General Meeting.

M/s. Price Waterhouse & Co Chartered Accountants LLP has audited the book of accounts of the Company for the Financial Year ended March 31, 2022 and has issued the Auditors' Report thereon. The report of the Statutory Auditors forms part of the Annual Report. The said report does not contain any qualification, reservation, adverse remarks or disclaimer.

In terms of the provisions relating to statutory auditors forming part of the Companies Amendment Act, 2017, notified on 07th May 2018, ratification of appointment of Statutory Auditors at every AGM is no more a legal requirement. Accordingly, the Notice convening the ensuing AGM does not carry any resolution on ratification of appointment of Statutory Auditors.

b) Cost Auditors:

Pursuant to section 148 of Companies Act 2013, the appointment of cost auditors was not applicable to the Company during the financial year under review.

c) Secretarial Auditors:

The provisions of section 204 of the Companies Act, 2013 became applicable to the Company since it has become a deemed public company from 01st February 2018 and the paid-up share capital of the Company is more than Rs. 50 crores. As per the provisions of section 204 of the Companies Act, 2013, the Company is required to annex with its Board's report, a Secretarial Audit Report given by a Company Secretary in practice, in the prescribed form.

Accordingly, The Board has appointed M/s. Saroj Ray & Associates, Practicing Company Secretary (FRN: P2001OR013200), as Secretarial Auditors to conduct Secretarial Audit of the Company for the Financial Year 2021-22. The Secretarial Auditors have conducted the secretarial audit of the Company for the financial year ending March 31, 2022 and have submitted their report in the form no MR-3 which is attached to this Board's report as **Annexure-1**.

12. Explanations or comments by the board on every qualification, reservation or adverse remark or disclaimer made.

There was no qualification, reservation or adverse remark contained in the reports of Statutory Auditors and the Secretarial Auditor for the financial year under review.

Therefore, no explanation(s) or comment(s) were offered by the Board.

13. Details of Deposits:

During the financial year under review, the Company has neither accepted any deposit nor has defaulted in repayment of deposit or payment of interest thereon as under chapter V of the Act.

Therefore, as on March 31, 2021, no deposit remained unpaid or unclaimed.

14. Particulars of loans, guarantees or investments under section 186 of the Companies Act, 2013

During the year under review, no such transactions relating to loans, guarantees or investments falling under Section 186 of the Companies Act, 2013 were entered by the Company.

15. Details of contracts as per section 188 of the Companies Act, 2013

All related party transactions entered during the year were in ordinary course of business and on arm's length basis and the same have been disclosed under Note 34 of the Notes to the Financial Statements. No material related party transactions arising from contracts/arrangements with related parties referred to the Section 188(1) of the Companies Act, 2013 were entered during the year by the Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 is given in Form AOC-2 which is attached as **Annexure-2**.

16. Disclosure of Policies, guidelines and Control mechanism

a) Risk Management Policy:

Many factors such as geo-political environment, stringent regulatory and environment requirements have substantial impact on the operations of the Company. The Company is also exposed to inherent uncertainties owing to the sectors in which it operates. Therefore, the Board of Directors has adopted a Risk Management Policy with the objective of identifying and documenting the various possible risks associated with the business, their possible "Trigger Points" and probability of their happening, assessment of the likely implications / impact of each of these risks and mitigation strategy for each risk, which has been implemented in the organization.

The Company has mapped key risk areas which may affect business and operational objectives of your Company. These risks are periodically revisited against their respective mitigation plans. The Company has a separate Risk Management Committee chaired by the Managing Director and has Department Heads as the Members of the Committee. The Committee meets at periodic intervals and monitors, evaluates and strengthens the effectiveness of risk management framework of the Company.

The status of critical risks and measures to be taken for mitigations are reviewed on a periodical basis. The Company also has a system of assessing risks for critical business transaction before finalization of the same. During the financial year under review, the Company has not identified any elements of risk which may threaten the existence of the Company.

b) Policy on Corporate Social Responsibility:

The Company has prepared and implemented a policy on Corporate Social Responsibility (CSR) as per section 135 of Companies Act 2013. The policy has the objective to improve the quality of life of communities through long term creation of all stakeholders. The Company has its CSR policy in place which provides the guidelines to conduct CSR activities of the Company. The Policy is available on the website of the Company <https://bhubaneshwarpower.com/Writereaddata/Downloads/CSR%20Policy.pdf>.

c) Disclosure as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013:

The Company has adopted and implemented a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The POSH policy promotes gender neutrality. The Company organizes awareness program at the workplace to promote zero tolerance towards sexual harassment.

In the financial year 2021-22, no cases of sexual harassment have been reported in the Company.

d) Constitution of Internal Complaints Committee:

In compliance to the section 4 of Sexual harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the Company has formed a four-member team of Internal Complaints Committee which includes an external independent member from non-governmental organization (NGO). The presiding officer of the Committee is the senior most female employee. The members of the Committee meet time to time and will be responsible for redressal of grievances/complaints as and when made by the employees.

e) Vigil Mechanism System:

The Company is committed towards highest moral and ethical standards. As a part of Tata Group, the Company has adopted and follows the Tata Code of Conduct (TCoC) across the organization to implement highest standards of ethical standards.

In furtherance to prevent any unethical conduct in the organization, the Company has implemented vigil mechanism which adequate safeguards against victimization of persons who report genuine concerns such as unethical behavior, actual or suspected fraud or violation of Tata Code of Conduct (TCOC) in the Company. The Policy is available on Company's website <https://bhubaneshwarpower.com/Writereaddata/Downloads/WHISTLE%20BLOWER%20POLICY.pdf>.

The vigil mechanism is developed and established within the organization by the "Whistle Blower Policy" which ensures a mechanism system for directors, employees of the Company to have direct and assured access to the Ethics Counsellor/Chairman of audit committee and make protective disclosures. The Company makes an effort to communicate and conduct training program for its internal as well as external stakeholders with an aim to create awareness among them. The Company has association with a third-party helpline which takes care of the ethical complaints.

In order to further strengthen the vigil mechanism of the Company, the Company has adopted the "Conflict of Interest" Policy which requires the employees of the Company to declare their interest at the beginning of every financial year and act in the best interest of the Company adhering to the ethical standards and guidelines as laid down.

f) Frauds reported by Auditor:

During the financial year under review, no fraud has been reported by both the Statutory Auditor and Secretarial Auditor.

g) Compliance with Secretarial Standards:

The Company has complied with all applicable secretarial standards during the financial year under review.

17. Material changes and commitments

There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

18. Details of significant and material orders passed by the regulators / courts / tribunals impacting the going concern status and the company's operations in future

During the period under review, there are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future

19. Annual Return

The annual return for FY 2021-22 as per the provisions of the Act and Rules, thereto is available on the Company's website <https://bhubaneshwarpower.com> after the convening of 16th Annual General Meeting.

20. Corporate Social Responsibility

The objective of Company's "Corporate Social Responsibility" ("CSR") initiatives is to improve the quality of life of communities through long-term value creation for all stakeholders. The Company has in place a CSR policy which provides guidelines to conduct CSR activities of the Company. The CSR policy is available on the website of the Company at <https://bhubaneshwarpower.com/Writereaddata/Downloads/CSR%20Policy.pdf>. Local communities are part of the sustainable economy, as we help each other to coexist and collaborate successfully with a good understanding of the mutual benefits that we provide to one another.

During the year under review, the Board has approved for spending of Rs. 74.25 Lakhs on CSR activities, against which the Company has spent Rs. 74.39 lakhs on CSR activities. The excess CSR expenditure will be adjusted with the CSR Statutory obligation for FY'23. The Annual Report on CSR activities pursuant to Section 135 of the Companies Act, 2013 ('the Act') and the Rules framed thereunder, is annexed to this report (**Annexure-3**).

21. Particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo

Details of the Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo is given as under:

A. Conservation of Energy:

Particulars	Initiatives planned/ taken during FY 2021-22
The steps taken or impact on conservation of energy;	As an initiative to conserve energy, the Company has initiated measure for reduction of auxiliary power consumption such as: <ul style="list-style-type: none"> a) De-staging of Condensate extraction pump. b) Installation of power efficient fan blades in Cooling Tower. c) Installation of Air pressure regulator control module to optimize power consumption of Air compressors. d) Variable Frequency Drive (VFD) system for some major fans motors in Boiler.
The steps taken by the Company for utilizing alternate sources of energy;	The Company has planned to install rooftop solar panel on the Administrative building (which is under construction) situated at plant premises of the Company situated at Dhurusia, Tahsil-Athagarh, Dist: Cuttack-754027, Odisha.
The capital investment on energy conservation equipment's;	Not Applicable at present

B.

C. Technology Absorption:

Particulars	Initiatives planned/ taken during FY 2021-22

Particulars	Initiatives planned/ taken during FY 2021-22
i. The efforts made towards technology absorption;	Technologies incorporated to improve plant reliability and performance such as: (i) Remote operation scheme of 132 KV LILLO breakers from Electrical Control room which was being operated from local push buttons. This will save grid power restoration time during grid failures. (ii) Upgradation of DCS server cards to improve reliability and response time of control system for trouble free operations.
ii. The benefits derived like product improvement, cost reduction, product development or import substitution;	NA
iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	NA
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 the reasons thereof; and	NA
iv. The expenditures incurred on Research & Development;	NA

D. Foreign Exchange Earnings and Outgo:

Particulars	Initiatives planned/ taken during FY 2021-22
Foreign Exchange earned in terms of actual inflow	NIL
Foreign Exchange outgo in terms of actual outflow	NIL

22. Secretarial Standards

The Company has in place proper systems to ensure compliance with the provisions of the applicable Secretarial Standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

23. Acknowledgments

The Directors would like to place on record their appreciation for all employees of the Company for their effort and their contribution of the Company's performance. The Directors appreciate and value the contribution made by Senior Leadership team and employees at all levels across the organization. The resilience to meet and successfully overcome several challenges was possible due to their hard work, solidarity, co-operation and support.

The Directors would also like to thank the shareholder, customers, vendors, bankers, financial institutions, Central and Government agencies and all other stakeholders for their trust and continuous support to the Company.

By order of the Board of Directors
For Bhubaneswar Power Private Limited

----Sd/----

Avneesh Gupta
Chairman

DIN: 07581149

Place: Jamshedpur

Date :18-04-2022

ANNEXURE-1

Secretarial Audit Report in form MR-3 for the financial year 2021-22
*[Pursuant to section 204(1) of Companies Act, 2013 and Rule 9 of Companies
(Appointment and Remuneration of Managerial Personnel) Rules 2014]*

FORM NO. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022**

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

To
The Members

Bhubaneshwar Power Private Limited
Golden Edifice, 1st Floor Opp: Visweswarayya Statute,
Khairatabad Circle, Hyderabad, Telangana-500004.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bhubaneshwar Power Private Limited** (hereinafter called 'the Company') for the financial year ended **31st March, 2022**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/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 and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 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 Bhubaneshwar Power Private Limited for the financial year ended on 31st March, 2022, according to the provisions of:

- (i) The Companies Act, 2013 (the Act), and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;**(Not applicable during the period under report)**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable during the period under report)**
- (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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;**(Being a Deemed Public Company not applicable during the Audit Period);**
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;**(Being a Deemed Public Company not applicable during the Audit Period);**
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;**(Being a Deemed Public Company Not applicable during the Audit Period);**
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Being a Deemed Public Company Not applicable during the Audit Period);**
 - e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Being a Deemed Public Company not applicable during the Audit Period);**
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Being a Deemed Public Company not applicable during the Audit Period);**
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;**(Being a Deemed Public Company not applicable during the Audit Period);**
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Being a Deemed Public Company not applicable during the Audit Period);**
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Being a Deemed Public Company not applicable during the Audit Period);**
- (vi) Apart from the other statutory laws applicable to the day-to-day business of the Company, following are the industry specific laws which are also applicable to the Company:
1. The Electricity Act 2003.
 2. The Indian Electricity Rules, 1956
 3. The Energy Conservation Act, 2001
 4. The rules, regulations and applicable order(s) under Central and State Electricity Regulatory Commissions/Authority.

We have also examined compliance with the applicable clauses of Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India (ICSI).

During the period under review, as per the explanations and clarifications given to us by the Management, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Women Director. 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 except above observations.

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.

We further report that during the audit period, the Company had no specific events or actions which are having a major bearing on the Company's Affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**For Saroj Ray & Associates
Company Secretaries**

---Sd/---

**CS Ganeshwar Pradhan, ACS
Partner**

**M No. 57684, CP No. 24284
UDIN: A057684D000548570**

**Place: Bhubaneswar
Date: 30th June 2022**

(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

Bhubaneswar Power Private Limited
Golden Edifice, 1st Floor Opp: Visweswarayya Statute,
Khairatabad Circle, Hyderabad, Telangana-500004.

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, followed by the Company 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 the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Saroj Ray & Associates
Company Secretaries**

---Sd/---

CS Ganeshwar Pradhan, ACS

Partner

M No. 57684, CP No. 24284

UDIN: A057684D000548570

Place: Bhubaneswar

Date: 30th June 2022

ANNEXURE-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)

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

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

There were no contract(s) or arrangement(s) or transaction(s) entered into during the year March 31, 2022 which were not at arms-length basis.

2. The details of transactions at arms-length basis for the year ended March 31, 2022 are as follows:

Sr no.	Name(s) of the related party and nature of relationship	Nature of Transaction(s)	Duration of transactions	Salient terms of contract	Date of approval by the Board, if any	Amount paid in advance, if any (Rs. In crores)
1	Tata Steel Limited (Holding Company of BPPL)	Availing deputation services from Tata Steel Limited	3 years	The Company avails deputation service from TSL for manpower requirement as per the rules of the Company. The Company and TSL enters into manpower contract for the same.	<ul style="list-style-type: none"> - April 15, 2021 - July 20, 2021 - December 14, 2021 (through circular resolution) 	Nil
		Internal Audit Service	FY 2021-22	Tata Steel Corporate Audit service were appointed as Internal Auditors of the Company for FY 2021-22.	April 15, 2021	Nil
		Sale of Energy	FY 2021-22	As per the Power Purchase Agreement (PPA), the Company sale its energy to Tata Steel for captive consumption.	October 27, 2021	Nil

Sr no.	Name(s) of the related party and nature of relationship	Nature of Transaction(s)	Duration of transactions	Salient terms of contract	Date of approval by the Board, if any	Amount paid in advance, if any (Rs. In crores)
2	Tata Steel Mining Limited	Sale of Energy	FY 2021-22	As per the Power Purchase Agreement (PPA), the Company sale its energy to Tata Steel Mining Limited for captive consumption.	October 27, 2021	Nil
3	M-Junction Services Limited (a fellow subsidiary of BPPL)	Sourcing of e-procurement service	3 years	For e-procurement system, the Company had placed a contract with M/s Mjunction Services Limited with 3 years validity period. The contract was valid upto 14 th Jan 2022. The service contract was renewed after price negotiation.	January 21, 2021	Nil

For and on behalf of the Board of Directors

Date : 18-04-2022
Place: Jamshedpur

---Sd/---
CHAIRMAN

ANNEXURE-3
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014]

Sr. No.	Particulars	Remarks
1.	A Brief outline on CSR Policy of the Company	<p>a) Bhubaneswar Power Pvt. Limited (BPPL) is committed to ensure the social wellbeing of its stakeholders with an objective to improve the quality of life of the community it serves through Corporate Social Responsibility (CSR) activities.</p> <p>b) The Company views the Corporate Social Responsibility (CSR) as a way of conducting business which enables the creation and distribution of wealth for the betterment of its stakeholders, through the implementation and integration of ethical systems and sustainable management practices.</p> <p>c) The Company's CSR will be in alignment with the Tata Group focus initiatives (Skills, Water, Governance, Education) with focus on four thrust areas – Education, Health, Livelihoods and Rural and Urban infrastructure</p> <p>d) The Company shall allocate at least 2% of its average net profits before taxes of the preceding three financial years, towards CSR activities to sustain and improve a healthy and prosperous environment and to improve the quality of life of the communities it serves. The Company may also utilize its products and services as suitable for its CSR activities. Any surpluses arising out of CSR projects or programmes or activities shall be re-deployed back into CSR activities and will not form a part of the business profits of the company.</p>

2. Composition of CSR Committee (as on 31st March 2022):

SL No	Name of the Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year
1	Avneesh Gupta	Chairman, Non-Exe, Non-Ind Director	Nil
2	Sumitra Saha	Member, Managing Director	
3	B D Nanda	Member, Non-Exe, Non-Ind	

SL No	Name of the Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year
		Director	
Sr. No.	Particulars	Remarks	
3.	Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.	https://bhubaneshwarpower.com/Writereaddata/Downloads/CSR%20Policy.pdf https://bhubaneshwarpower.com/csr.aspx	
4.	Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).	Not Applicable	
5.	Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any	Rs. 7,24,921 was carried forward from FY 2020-21 to set off with FY 2021-22	
6.	Average net profit as per section 135(5) of Companies Act 2013	Rs. 3,712 Lakhs	
7.	a) Two percent of average net profit of the company as per section 135(5)	Rs. 74.25 Lakhs	
	b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	Nil	
	c) Amount required to be set off for the financial year, if any	Nil	
	d) Total CSR obligation for the financial year [7(a)+7(b)+7(c)]	Rs. 74.25 Lakhs	

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

Total Amount Spent for the Financial Year. (Rs. in Lakhs.)	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the fund	Amount	Date of Transfer
74.39	-	-	-	-	-

(b) Details of CSR amount spent against **ongoing projects** for the financial year: **Attached Annexure-3(a)**

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year: **Attached Annexure-3(a)**

d) Amount spent in Administrative Overheads:	Nil
e) Amount spent on Impact Assessment, if applicable	Nil
f) Total amount spent for the Financial Year (8b+8c+8d+8e)	Rs. 74,39,249 /-

(g) Excess amount for set off, if any

SL No	Particulars	Amount (Rs. In Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	74,25,000/-
(ii)	Total amount spent during the Financial Year	74,39,249/-
(iii)	Excess amount spent during the Financial Year[(ii)-(i)]	14,249/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any.	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	14,249/-

Sr. No.	Particulars	Remarks
9. (a)	Details of Unspent CSR amount for the preceding three	Nil

Sr. No.	Particulars	Remarks
	financial years:	
(b)	Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):	Nil
10. (a)	In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).	Not Applicable
(b)	Date of creation or acquisition of the capital asset(s).	
(c)	Amount of CSR spent for creation or acquisition of capital asset.	
(d)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	
(e)	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	
11.	In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the reasons for not spending the amount in its Board report.	Nil

---Sd/---	---Sd/---	(Not Applicable)
Sumitra Saha (Managing Director) DIN:08742250	Avneesh Gupta (Chairman CSR Committee) DIN: 07581149	(Person specified under clause (d) of sub-section (1) of section 380 of the Act) (Where applicable)

Annexure-3(a)

A. Details of CSR amount spent against **ongoing projects** for the financial year (FY 2021-22):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
SL No	Name of the project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Project duration.	Mode of Implementation - Through Implementing Agency	
			State	District							Name	CSR Registration No
1	Construction of Dhurusia boundary wall)	Point X: Rural Development Projects	Odisha	Cuttack	>1 yr	10.68	10.68	Nil	Yes	>1 year	Nil	Nil

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
SL No	Name of the project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Project duration.	Mode of Implementation - Through Implementing Agency	
2	Construction of Kakhadi Banchheswar Mundia Mandap	Point X: Rural Development Projects	Odisha	Cuttack	>1 yr	5.50	5.50	Nil	Yes	>1 year	Nil	Nil

B. Details of CSR amount spent against **other than ongoing projects for the financial year (FY 2021-22):**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(11)	
SL No	Name of the project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location		Amount allocated for the project (in Rs lakhs).	Amount spent in the current financial Year (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State	District				Name	CSR Registration No
1	Distribution of Oximeters, Thermal Scanners & Sanitizers to frontline Anganwadi workers of Athagarh	Point I: Promoting health care system including preventive health care & sanitization.		Odisha	Cuttack	5.96	<1 yr	Yes	Nil	-
2	Distribution of Surgical Masks to Plant surrounding communities					0.21	>1 yr	Yes	Nil	-

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(11)	
SL No	Name of the project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location		Amount allocated for the project (in Rs lakhs).	Amount spent in the current financial Year (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
3	Providing medical equipment viz. Hospital Beds, Mortuary Freezer and Portable X-Ray machine to Athagarh Sub-Divisional Hospital	(Gen circular no.10/2020 dated 23.03.2020)				5.29	>1 yr	Yes	Nil	-
4	Installation of High Mast Lamps @ Berhampur Village Barenii Field.	Point X: Rural Development Projects				10.00	>1 yr	Yes	Nil	-
5	Provision and arrangement of Drinking Water facility (Handpump in play ground) @ Anantapur	Point I: Promotion of health care and making available of safe drinking water				2.00	>1 yr	Yes	Nil	-

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(11)	
SL No	Name of the project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location		Amount allocated for the project (in Rs lakhs).	Amount spent in the current financial Year (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
6	Construction of Multipurpose Community Hall to cater to the community needs of the residents of Nuasasan Village	Point X-Rural Development Projects				10.00	>1 yr	Yes	Nil	-
7	Promoting quality of education in Schools - Dhurusia, Anantapur by contributing to basic amenities & computer literacy	Point II: Promoting Education				3.00	>1 yr	Yes	Nil	-
8	Contribution to "Model School" Project in Attagarh district	Point II: Promoting Education				10.00	>1 yr	No	Tata Steel Foundation	CSR00001142
9	Installation of Street-Light at Nuasasan Village, Attagarh	Point X-Rural Development Projects				-	>1 yr	Yes		-

Independent Auditors' Report for the Financial Year ended March 31, 2022



**Independent Auditor's Report
To the Members of Bhubaneswar Power Private Limited
Report on the Audit of the Financial statements**

Opinion

1. We have audited the accompanying financial statements of Bhubaneswar Power Private 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, the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for Opinion

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

Other Information

4. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director 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 in the 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.

Responsibilities of management and those charged with governance for the financial statements

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

INDEPENDENT AUDITOR'S REPORT

To the Members of Bhubaneswar Power Private Limited
Report on audit of the Financial Statements
Page 2 of 4

6. 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

7. 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.
8. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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.
9. 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.
10. 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

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

INDEPENDENT AUDITOR'S REPORT

To the Members of Bhubaneshwar Power Private Limited
Report on audit of the Financial Statements
Page 3 of 4

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 37 to the financial statements;
 - ii. The Company has long-term contracts as at March 31, 2022 for which there are no material foreseeable losses. The Company did not have any derivative contracts as at March 31, 2022.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2022.
 - 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 person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 43(g) to the financial statements);

(b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 43(g) to the financial statements); and

(c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year.

INDEPENDENT AUDITOR'S REPORT

To the Members of Bhubaneswar Power Private Limited
Report on audit of the Financial Statements
Page 4 of 4

13. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E300009
Chartered Accountants

---Sd/---

Dhiraj Kumar

Partner

Membership Number: 060466

UDIN: 22060466AHHBRO2168

Place: Kolkata

Date: April 18, 2022

Annexure A to Independent Auditor's Report

Referred to in paragraph 12(f) of the Independent Auditor's Report of even date to the members of Bhubaneswar Power Private Limited on the financial statements for the year ended March 31, 2022
Page 1 of 2

Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of Bhubaneswar Power Private Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. 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 ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in

Annexure A to Independent Auditor's Report

Referred to in paragraph 12(f) of the Independent Auditor's Report of even date to the members of Bhubaneswar Power Private Limited on the financial statements for the year ended March 31, 2022
Page 2 of 2

accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

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

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E300009
Chartered Accountants

---Sd/---

Dhiraj Kumar
Partner

Membership Number: 060466
UDIN : 22060466AHHBRO2168

Place: Kolkata
Date: April 18, 2022

Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Bhubaneswar Power Private Limited on the financial statements as of and for the year ended March 31, 2022.

Page 1 of 4

- i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.
- (B) The Company is maintaining proper records showing full particulars of Intangible Assets.
- (b) The Property, Plant and Equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 4 to the financial statements, are held in the name of the Company.
- (d) The Company has chosen cost model for its Property, Plant and Equipment (including Right of Use assets) and intangible assets. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or intangible assets does not arise.
- (e)
Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- ii. (a) The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are in agreement with the unaudited books of account (Also refer Note 43(b) to the financial statements).
- iii. The Company has not made any investments, granted secured/ unsecured loans/advances in nature of loans, or stood guarantee, or provided security to any parties. Therefore, the reporting under clause 3(iii), (iii)(a), (iii)(b), (iii)(c), (iii)(d), (iii)(e) and (iii)(f) of the Order are not applicable to the Company.
- iv. The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186. Therefore, the reporting under clause 3(iv) of the Order are not applicable to the Company.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Bhubaneswar Power Private Limited on the financial statements for the year ended March 31, 2022

Page 2 of 4

- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and services tax and other material statutory dues, as applicable, with the appropriate authorities. Also, refer note 32.4 to the financial statements regarding management's assessment on certain matters relating to provident fund.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues of provident fund, employees' state insurance, income tax, sales tax, duty of customs, duty of excise, value added tax, cess, goods and services tax which have not been deposited on account of any dispute. The particulars of service tax as at March 31, 2022 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Finance Act, 1994	Service Tax	32.66	April 2016 to June 2017	Commissioner of Central GST and Excise, Bhubaneswar Zone

- viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- ix. (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year.

Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Bhubaneswar Power Private Limited on the financial statements for the year ended March 31, 2022

Page 3 of 4

- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year.
- x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
 - (b). The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
 - (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
 - (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.
- xiv.(a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
 - (b) The reports of the Internal Auditor for the period under audit have been considered by us.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.

Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Bhubaneswar Power Private Limited on the financial statements for the year ended March 31, 2022

Page 4 of 4

- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the Group does not have any CICs as part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 43(B) to the financial statements), ageing and expected dates of realisation 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) In respect of other than ongoing projects, as at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act.
- (b) In respect of ongoing projects, as at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under this clause is not applicable.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E300009
Chartered Accountants

---Sd/---

Dhiraj Kumar

Partner

Membership Number:060466

UDIN : 22060466AHHBRO2168

Place: Kolkata

Date: April 18, 2022

Financial Statements for the period ended March 31, 2021



Bhubaneswar Power Private Limited

Balance Sheet

₹ in Lakhs

	Note No.	As at March 31, 2021	As at March 31, 2020
(I) ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	4	72,674.30	77,175.92
(b) Capital Work-in-Progress	5	239.17	460.98
(c) Intangible assets	6	3.72	3.06
(d) Right of use assets	7	328.26	322.19
(f) Tax Assets (Net)	8	459.13	458.63
(g) Other Non-Current Assets	9	563.16	899.16
		74,267.73	79,319.94
(2) Current assets			
(a) Inventories	10	4,264.01	3,498.85
(b) Financial assets			
(i) Trade receivables	11	3,237.92	5,564.59
(ii) Cash and Cash Equivalents	12	0.54	4.20
(iii) Other Balances with Banks	13	-	10.84
(iv) Other Financial Assets	14	19.60	15.00
(c) Other Current Assets	15	1,955.17	2,078.30
		9,477.24	11,171.78
TOTAL ASSETS		83,744.97	90,491.72
(II) EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	16	25,325.12	25,325.12
(b) Other equity	17	3,150.70	(81.17)
		28,475.82	25,243.95
(2) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	18(a)	38,678.79	44,630.20
(ii) Lease Liabilities	18(b)	6.53	2.90
(b) Provisions	19	23.69	13.30
(C) Deferred tax liabilities (net)	20	1,019.45	217.53
		39,728.46	44,863.93
(3) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	21	1,209.54	2,842.41
(ii) Trade Payables	22	2,002.86	2,045.85
(iii) Other financial liabilities	23	6,144.05	6,401.95
(iv) Lease Liabilities	18(b)	18.65	3.20
(b) Provisions	19	1.52	0.91
(c) Other Current Liabilities	24	6,164.07	9,089.52
		15,540.69	20,383.84
TOTAL EQUITY AND LIABILITIES		83,744.97	90,491.72

See accompanying notes to the financial statements

In terms of our report attached

For Price Waterhouse & Co Chartered Accountants LLP

Firm Registration Number: 304026E / E300009

Chartered Accountants

Sd/-

Dhiraj Kumar

Partner

Membership Number: 060466

For and on behalf of the Board of Directors

Sd/-

Sumitra Saha

Managing Director

DIN: 08742250

Sd/-

Amit Bhartia

Chief Financial Officer

Place : Bhubaneswar

Date : April 15, 2021

Sd/-

B D Nanda

Director

DIN: 07531186

Sd/-

Susovita Tripathy

Company Secretary

ACS 48856

Place : Kolkata

Date : April 15, 2021

Bhubaneswar Power Private Limited

Statement of Profit and Loss

₹ in Lakhs

Particulars	Note No.	For the Year ended March 31, 2021	For the Year ended March 31, 2020
I Revenue from Operations	25	48,899.17	50,956.39
II Other Income	26	59.36	49.51
III Total Income (I+II)		48,958.53	51,005.90
IV Expenses			
(a) Fuel Consumed		24,677.86	28,009.97
(b) Electricity Duty		5,129.63	4,894.03
(c) Employee Benefits Expense	27	578.78	433.68
(d) Finance Costs	28	4,004.90	4,942.44
(e) Depreciation and Amortisation Expense	29	5,064.83	5,062.01
(f) Other Expenses	30	5,468.46	4,907.32
Total Expenses (IV)		44,924.46	48,249.46
V Profit before tax (III - IV)		4,034.07	2,756.44
VI Tax Expense			
a Current tax		-	-
b MAT Credit (Entitlement)/Reversal		-	362.44
c Deferred tax (refer note 20)		801.92	(3,827.88)
Total tax expense		801.92	(3,465.44)
VII Profit after tax for the year (V - VI)		3,232.15	6,221.88
VIII Other comprehensive income			
Items that will not be reclassified to Profit or Loss			
- Remeasurements of defined employee benefit plans		(0.28)	(2.09)
IX Total Comprehensive Profit for the Year (VII+VIII)		3,231.87	6,219.79
Earnings per equity share:			
Basic and Diluted (Refer note 35)		1.28	2.46

See accompanying notes to the financial statements

This is the Statement of Profit and Loss referred to in our report of even date.

For Price Waterhouse & Co Chartered Accountants LLP

Firm Registration Number: 304026E / E300009

Chartered Accountants

Sd/-

Dhiraj Kumar

Partner

Membership Number: 060466

For and on behalf of the Board of Directors

Sd/-

Sumitra Saha

Managing Director

DIN: 08742250

Sd/-

Amit Bhartia

Chief Financial Officer

Place : Bhubaneswar

Date : April 15, 2021

Sd/-

B D Nanda

Director

DIN: 07531186

Sd/-

Susovita Tripathy

Company Secretary

ACS 48856

Place : Kolkata

Date : April 15, 2021

Bhubaneswar Power Private Limited
Cash Flow Statement

₹ in Lakhs

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
A) Cash Flow from Operating Activities		
Profit Before Tax	4,034.07	2,756.44
Adjustments for:		
Depreciation and Amortisation Expense	5,064.83	5,062.01
Finance Costs	4,002.69	4,941.19
Interest Cost on Lease Liability	2.21	1.25
Interest income on fixed deposits and Others	(49.51)	(48.20)
Profit on Sale of Mutual Funds	(4.55)	-
Loss on Discard of Fixed Assets	11.04	-
Loss on sale of Property, Plant and Equipment	1.40	5.24
Operating Profit before working capital changes	13,062.18	12,717.93
Movement in Working Capital		
(Increase) / Decrease in Inventories	(765.16)	(1,867.80)
(Increase) / Decrease in Trade Receivables	2,326.67	(781.54)
(Increase) / Decrease in Other Financial Assets	0.94	0.73
(Increase) / Decrease in Other Current Assets	123.13	1,137.83
Increase / (Decrease) in Non-Current Provisions	10.11	(6.22)
Increase / (Decrease) in Trade Payables	(42.99)	450.92
Increase / (Decrease) in Current Provisions	0.61	(0.35)
Increase / (Decrease) in Other Financial Liabilities	(67.59)	(170.33)
Increase / (Decrease) in Other Current Liabilities	(2,925.45)	16.35
Cash Generated from Operations	11,722.46	11,497.52
Income Taxes Refund or (Paid)	(0.50)	(304.43)
Net Cash Generated from Operations (A)	11,721.96	11,193.09
B) Cash Flow from Investing Activities		
Interest Received on Fixed Deposits	43.97	55.74
Sale of Property, Plant and Equipment	0.26	3.47
Purchase of Property, Plant and Equipment	(544.77)	(71.39)
Sale of Mutual Funds	2,974.52	-
Purchase of Mutual Funds	(2,969.97)	-
Movement in Other Balances with Banks	10.84	269.59
(Increase) / Decrease in Other Non-Current Assets	(25.26)	315.21
Capital Expenditure on Property, Plant and Equipment including Capital Advances	388.84	(600.17)
Net Cash (used) in Investing Activities (B)	(121.57)	(27.56)
C) Cash Flow from Financing Activities		
Repayment of Long Term Borrowings	(5,949.07)	(5,946.85)
Proceeds/ (Repayment) of Short Term Borrowings (net)	(1,632.87)	(260.87)
Proceeds/(Repayment) of Lease Liability	(17.21)	(16.37)
Finance Costs	(4,002.69)	(4,941.19)
Interest Cost on Lease Liability	(2.21)	(1.25)
Net Cash (Used) in Financing Activities (C)	(11,604.04)	(11,166.53)
Net Decrease in Cash and Cash Equivalents(A+B+C) (D)	(3.66)	(0.99)
Opening Cash and Cash Equivalents (E)	4.20	5.19
Closing Cash and Cash Equivalents (D)+(E) (F)	0.54	4.20

Notes:

a) Cash Flow Statement has been prepared under the Indirect method as set out in the Indian Accounting Standard 7 "Statement of Cash Flows". Cash and cash equivalents in the Cash Flow Statement comprise cash at bank and in hand, demand deposits and cash equivalents which are short-term and held for the purpose of meeting short-term cash commitments.

See accompanying notes to the financial statements

In terms of our report attached

For Price Waterhouse & Co Chartered Accountants LLP

Firm Registration Number: 304026E / E300009

Chartered Accountants

Sd/-

Dhiraj Kumar

Partner

Membership Number: 060466

Place : Kolkata

Date : April 15, 2021

For and on behalf of the Board of Directors

Sd/-

Sumitra Saha

Managing Director

DIN: 08742250

Sd/-

Amit Bhartia

Chief Financial Officer

Place : Bhubaneswar

Date : April 15, 2021

Sd/-

B D Nanda

Director

DIN: 07531186

Sd/-

Susovita Tripathy

Company Secretary

ACS 48856

Bhubaneswar Power Private Limited**Statement of Changes in Equity**

₹ in Lakhs

Particulars	Equity Share Capital
Balance as at 1 April, 2019	23,025.12
Changes in Equity Share Capital during the Year	-
Balance as at 31 March, 2020	23,025.12
Changes in Equity Share Capital during the year	-
Balance as at 31 March, 2021	23,025.12

Other Equity

Particulars	Reserve & Surplus		Items of Other Comprehensive Income	Total
	Retained earnings	Other Equity	Defined Benefit Plans	
Balance as at 1 April, 2019	(6,288.77)	(22.58)	10.39	(6,300.96)
Profit for the year	6,221.88	-	-	6,221.88
Remeasurement gains / (losses) on defined benefit plans	-	-	(2.09)	(2.09)
Balance as at 31 March, 2020	(66.89)	(22.58)	8.30	(81.17)
Profit for the year	3,232.15	-	-	3,232.15
Remeasurement gains / (losses) on defined benefit plans	-	-	(0.28)	(0.28)
Balance as at 31 March, 2021	3,165.26	(22.58)	8.02	3,150.70

See accompanying notes to the financial statements

This is the Statement of Changes in Equity referred to in our report of even date.

For Price Waterhouse & Co Chartered Accountants LLP

Firm Registration Number: 304026E / E300009

Chartered Accountants

Sd/-

Dhiraj Kumar

Partner

Membership Number: 060466

For and on behalf of the Board of Directors

Sd/-

Sumitra Saha

Managing Director

DIN: 08742250

Sd/-

B D Nanda

Director

DIN: 07531186

Sd/-

Amit Bhartia

Chief Financial Officer

Sd/-

Susovita Tripathy

Company Secretary

ACS 48856

Place : Kolkata

Date : April 15, 2021

Place : Bhubaneswar

Date : April 15, 2021

Bhubaneswar Power Private Limited

Notes forming part of the Financial Statements

1. General Information

Bhubaneswar Power Private Limited (BPPL) was incorporated on 31 July, 2006 and is engaged in the business of generating, distributing and supplying of power through thermal power plant. The Company is a 100% subsidiary of Tata Steel Limited (TSL) including shareholding through its another subsidiary Tata Steel Mining Limited (TSML) (formerly known as T S Alloys Limited). The Company provides power to Tata Steel Limited and Tata Steel Mining Limited as per the terms of Power Purchase Agreement (PPA) with the customers.

2. Compliance with Ind AS

The Financial Statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under the Section 133 of the Companies Act, 2013 (the Act), Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

3. Significant Accounting Policies

3.1 Basis of preparation and presentation

The Financial Statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3.2 Use of estimates and judgments

The preparation of these Financial Statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities (including contingent liabilities) as at the date of the Financial Statements and the reported amounts of income and expense for the periods presented.

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

3.3 Critical estimates and judgments

The preparation of the company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances existing when the financial statements were prepared. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised in the year in which the estimates are revised and in any future year affected.

In the process of applying the Company's accounting policies, management has made the following judgments, estimates and assumptions which have significant effect on the amounts recognised in the financial statements:

Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. The Company has recognised deferred tax liabilities on a net basis.

3.4 Revenue Recognition

Revenue from Sale of Energy

Revenue from sale of energy is recognised as per the power purchase agreement with the consumers to the extent that it is probable that the future economic benefits will flow to the Company and the revenue can be measured reliably, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government.

Other Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is included in other income in the statement of profit and loss.

Bhubaneswar Power Private Limited

Notes forming part of the Financial Statements

3.5 Insurance Claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

3.6 Borrowing

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

3.7 Employee Benefits

3.7.1 Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

3.7.2 Defined benefit plans

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR 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 estimated future payments which are denominated in a currency other than INR, are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and 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.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

3.7.3 Defined contribution plans

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

3.7.4 Compensated absences

Bhubaneswar Power Private Limited

Notes forming part of the Financial Statements

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

3.8 Employee Benefits

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the group
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares (Refer Note 35).

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

3.9 Taxation

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the Income tax Act, 1961 and other applicable tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provisions arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends to either settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

3.10 Financial Instruments

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

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

3.10.1 Financial assets at amortised cost

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

Bhubaneswar Power Private Limited

Notes forming part of the Financial Statements

3.10.2 Financial liabilities

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

3.11 Property, Plant and Equipment & Intangible Assets

All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated in the Balance Sheet at Historical cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price, attributable expenditure incurred in bringing the asset to its working condition for the intended use and cost of borrowing till the date of capitalisation in the case of assets involving material investment and substantial lead time.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation methods, estimated useful lives and residual value

Relevant provisions pertaining to providing of depreciation as per the Companies Act, 2013 which came in to effect from 1 April, 2014, provide inter-alia that such industries which are governed by specific statutes, can make provision for depreciation / amortization as prescribed under the relevant statutes, instead of adopting the methodology defined in Schedule-II of the Act.

As the Company's business is that of power generation and is governed by the Electricity Act, 2003, it has been decided by the management to provide for depreciation on straight line method at the rates prescribed under the guidelines issued by the Central Electricity Regulatory Commission ("CERC") from time to time, which are as under.

• Buildings	25 years
• Buildings – temporary structures	Nil
• Plant and equipment	18.94 years
• Office equipment	15.80 years
• Furniture and fixtures	15.80 years
• Vehicles	18.94 years
• Computers	6.67 years
• Computer software	6.67 years

Individual assets costing ₹ 5,000 or less are fully depreciated in the year of capitalization.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset is recognised in Statement of Profit and Loss.

3.12 Impairment

Financial assets (other than at fair value)

The Company assesses at each date of balance sheet as per Ind AS 109 whether a financial asset or a group of financial assets is impaired and an impairment loss (if any) is recognised in the Statement of Profit and Loss.

Property, plant and equipment, Non Financial Assets and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss.

3.13 Inventories

Inventories are valued at the lower of cost, ascertained on "weighted average method", and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale / consumption, including octroi and other levies, transit insurance and receiving charges.

3.14 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

3.15 Trade receivables

Bhubaneswar Power Private Limited

Notes forming part of the Financial Statements

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

3.16 Trade and other payables

These amounts represent liabilities for goods and services provided to the group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

3.17 Provisions and Contingencies

A provision is recognized when Company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are determined based on best estimate of the expenditure 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. Contingent liabilities are disclosed in the notes forming part of the Financial Statements.

3.18 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

3.19 Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction.

3.20 Leases

The Company's lease asset classes primarily consist of leases for premises. The Company assess whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether:

- (1) The contract involves the use of an identified asset;
- (2) The Company has substantially all the economic benefits from use of the asset through the period of the lease and
- (3) The Company has the right to direct the use of the asset.

At the date of commencement of the lease, The Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, The Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the balance lease term of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the company changes its assessment if whether it will exercise an extension or a termination option.

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

3.21 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

Bhubaneswar Power Private Limited
Notes forming part of the Financial Statements

Note 4. Property, Plant and Equipment.

							₹ in Lakhs
Particulars	Freehold Land	Buildings	Plant & Equipment	Furniture & Fixtures	Office Equipment	Vehicles	Total
Cost or Deemed Cost							
Balance as at 1 April, 2019	854.25	1,863.97	93,473.06	62.12	120.01	54.08	96,427.49
Additions	-	-	62.39	1.39	7.61	-	71.39
Disposals/Adjustments	(2.44)	-	(17.93)	(17.26)	(2.88)	-	(40.51)
Balance as at 31 March, 2020	851.81	1,863.97	93,517.52	46.25	124.74	54.08	96,458.37
Additions	7.15	377.02	140.76	2.32	16.87	0.65	544.77
Disposals/Adjustments	-	-	(1.00)	(12.62)	(20.23)	(9.01)	(42.86)
Balance as at 31 March, 2021	858.96	2,240.99	93,657.28	35.95	121.38	45.72	96,960.28
Accumulated Depreciation							
Balance as at 1 April, 2019	-	193.28	14,000.19	14.78	42.71	11.48	14,262.44
Depreciation Expense	-	61.49	4,953.52	3.51	10.39	3.45	5,032.36
Depreciation on Disposals/Adjustments	-	-	(1.67)	(9.64)	(1.04)	-	(12.35)
Balance as at 31 March, 2020	-	254.77	18,952.04	8.65	52.06	14.93	19,282.45
Depreciation Expense	-	70.42	4,945.84	4.07	10.82	2.56	5,033.71
Depreciation on Disposals/Adjustments	-	-	(0.32)	(7.20)	(15.30)	(7.36)	(30.18)
Balance as at 31 March, 2021	-	325.19	23,897.56	5.52	47.58	10.13	24,285.98
Carrying amount as at 31 March, 2020	851.81	1,609.20	74,565.48	37.60	72.68	39.15	77,175.92
Carrying amount as at 31 March, 2021	858.96	1,915.80	69,759.72	30.43	73.80	35.59	72,674.30

Note:

i) Property, Plant and Equipment of the Company have been pledged as security against the Borrowings [refer note 18].

ii) Refer note 31 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

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Notes forming part of the Financial Statements

₹ in Lakhs

Note 5. Capital Work-in-Progress

Particulars	As at March 31, 2021	As at March 31, 2020
Capital Work-in-Progress	239.17	460.98
Total Capital Work-in-Progress	239.17	460.98

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Notes forming part of the Financial Statements

Note 6. Intangible Assets

₹ in Lakhs

Particulars	As at March 31, 2021	As at March 31, 2020
Carrying amounts :		
Software & Licenses	3.72	3.06
Total	3.72	3.06

₹ in Lakhs

Particulars	Software & Licenses
Cost or Deemed Cost	
Balance as at 1 April, 2019	5.16
Additions	1.00
Balance as at 31 March, 2020	6.16
Additions	1.56
Balance as at 31 March, 2021	7.72
Accumulated Depreciation	
Balance as at 1 April, 2019	2.39
Depreciation Expense	0.71
Balance as at 31 March, 2020	3.10
Depreciation Expense	0.90
Balance as at 31 March, 2021	4.00
Carrying amount as at 31 March, 2020	3.06
Carrying amount as at 31 March, 2021	3.72

Note:

i) Intangible assets of the Company have been pledged as security against the Borrowings [refer note 18].

Bhubaneswar Power Private Limited
Notes forming part of the Financial Statements

Note 7. Right of use assets

₹ in Lakhs

Particulars	Right of use assets Land	Right of use assets Buildings	Right of use assets IDCO Land	Right of use assets IDCO Land Prepaid Lease	Total
Balance as at 1 April, 2019	4.68	14.89	2.90	328.65	351.12
Balance as at 31 March, 2020	4.68	14.89	2.90	328.65	351.12
Additions	7.98	28.31	-	-	36.29
Balance as at 31 March, 2021	12.66	43.20	2.90	328.65	387.41
<u>Accumulated / Amortisation</u>					
As at April 01, 2019	-	-	-	-	-
Depreciation/Amortisation Expense	3.75	12.77	0.04	12.38	28.94
Balance as at 31 March, 2020	3.75	12.77	0.04	12.38	28.94
Depreciation/Amortisation Expense	3.93	13.91	0.04	12.34	30.22
Balance as at 31 March, 2021	7.68	26.68	0.08	24.72	59.16
Carrying amount as at 31 March, 2020	0.93	2.12	2.86	316.28	322.19
Carrying amount as at 31 March, 2021	4.98	16.52	2.82	303.94	328.26

Bhubaneswar Power Private Limited

Notes forming part of the Financial Statements

₹ in Lakhs

Note 8. Tax Assets (Net)

Particulars	As at March 31, 2021	As at March 31, 2020
Income Tax Assets (Net)	459.13	458.63
Total Tax Assets (Net)	459.13	458.63

Note 9. Other Non-Current Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, Considered Good		
Capital Advances	184.34	545.60
Security Deposits	369.29	352.57
Others	9.53	0.99
Total Other Non-Current Assets	563.16	899.16

Note 10. Inventories

Particulars	As at March 31, 2021	As at March 31, 2020
(Lower of cost and net realisable value)		
Raw Materials - Coal	3,454.01	2,693.72
Stores and Spares	810.00	805.13
Total Inventories	4,264.01	3,498.85

The mode of valuation of inventories has been stated in Note No. 3.13.

Note 11. Trade Receivables

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, Considered good:		
Receivables from related parties	3,237.92	5,564.59
Total Trade Receivables	3,237.92	5,564.59

1. The credit period on sales of power is 30 days. Payments made after 30 days from the date of submission of invoice shall bear interest from such due date until paid at the rate of one (1%) percent per month and a rebate of 1% is given if the amount is paid by the customer within 2 days of invoice submission date.

2. At 31 March 2021, the Company had 2 major customers (31 March 2020: 2 customers) who owed the Company Rs. 3,237.92 lakhs [31 March 2020: Rs. 5,564.59 lakhs] and account for 100% of all the receivables outstanding.

3. The Company maintains 0% allowance for impairment of doubtful accounts for all trade receivables. The allowance is based on financial condition of the customer, ageing of the customer, account receivable and past experience of realisation of receivables.

4. The concentration of credit risk is limited due to the fact that the Company has only 2 customers.

Note 12. Cash and Cash Equivalents

Particulars	As at March 31, 2021	As at March 31, 2020
Cash and Cash equivalents		
(a) Cash on Hand	0.03	0.18
(b) Balances with Banks		
In Current Accounts	0.51	4.02
Total Cash and Cash Equivalents	0.54	4.20

Note: Cash and Cash equivalents as above meet the definition of Cash and Cash equivalents as per Indian Accounting Standard 7 "Statement of Cash Flows."

Bhubaneswar Power Private Limited

Notes forming part of the Financial Statements

₹ in Lakhs

Note 13. Other Balances with Banks

Particulars	As at March 31, 2021	As at March 31, 2020
Other Bank Balances - Margin Money Deposit	-	10.84
Total Other Balances with Banks	-	10.84

Note 14. Other Financial Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Security Deposits	13.16	14.10
Interest Accrued on Fixed Deposits	6.44	0.90
Total Other Financial Assets	19.60	15.00

Note 15. Other Current Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, Considered Good		
Advance to Suppliers	1,879.43	1,918.90
Prepaid Expenses	41.06	125.06
Balances Lying with Government Authorities	34.66	33.94
Advance to Staff for Expenses	0.02	0.40
Total Other Current Assets	1,955.17	2,078.30

Bhubaneswar Power Private Limited

Notes forming part of the Financial Statements

Note 16. Equity Share Capital

₹ in Lakhs

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Shares	Amount	No. of Shares	Amount
(a) Authorised Equity Shares of ₹ 10 each	25,70,00,000	25,700.00	25,70,00,000	25,700.00
(b) Issued, subscribed and fully paid-up Equity Shares of ₹ 10 each	25,32,51,187	25,325.12	25,32,51,187	25,325.12
Total	25,32,51,187.00	25,325.12	25,32,51,187.00	25,325.12

(c) Reconciliation of equity shares

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares Share outstanding at the beginning of the Year	25,32,51,187	25,325.12	25,32,51,187	25,325.12
Add: Shares issued during the year	-	-	-	-
Share outstanding at the end of the Year	25,32,51,187	25,325.12	25,32,51,187	25,325.12

(d) Rights, preferences and restrictions attached to Equity Shares :

Each equity shareholder is entitled to one vote per share. 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 number of equity shares held by the shareholders.

(e) Equity Shares held by Holding Company

Name of the Shareholder	As at March 31, 2021	As at March 31, 2020
	No. of Shares	No. of Shares
Tata Steel Limited	23,69,86,703	23,69,86,703

(f) Equity shareholders holding more than 5% of equity shares (alongwith the number of equity shares held is as given below)

Name of the Shareholder	As at March 31, 2021		As at March 31, 2020	
	No. of Shares	%	No. of Shares	%
Tata Steel Limited	23,69,86,703	93.58%	23,69,86,703	93.58%
Tata Steel Mining Limited (TSML), Formerly known as TS Alloys Limited	1,62,64,484	6.42%	1,62,64,484	6.42%
Total	25,32,51,187	100.00%	25,32,51,187	100.00%

Bhubaneswar Power Private Limited

Notes forming part of the Financial Statements

Note 17. Other Equity

₹ in Lakhs

Particulars	As at March 31, 2021	As at March 31, 2020
Retained Earnings	3,173.28	(58.59)
Other equity	(22.58)	(22.58)
Total	3,150.70	(81.17)

Retained earnings

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	(58.59)	(6,278.38)
Profit attributable to owners of the Company	3,232.15	6,221.88
Other comprehensive income arising from remeasurement of defined benefit obligation	(0.28)	(2.09)
Balance at the end of the year	3,173.28	(58.59)

Other equity

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	(22.58)	(22.58)
Balance at the end of the year	(22.58)	(22.58)

Note 18(a). Borrowings

Particulars	As at March 31, 2021		As at March 31, 2020	
	Non-Current	Current *	Non-Current	Current *
Term Loans-Secured From Banks (at amortised cost)	38,678.79	5,951.41	44,630.20	5,949.07
Total	38,678.79	5,951.41	44,630.20	5,949.07

* Current Maturities are included in Note No. 23 - Other Financial Liabilities

Notes:

Terms of repayment and security details:

i) Payment terms: The Loan is repayable in 41 equal Quarterly Installments starting from 30th September 2018 to 30th September 2028 and carry an interest rate of one year HDFC Bank MCLR and the spread. Effective interest rate from 13th September 2019 to 12th September 2020 is 8.75%, from 13th September 2020 to 14th January 2021 is at 7.60% and from 15th January 2021 is 7.25%. The loan has a prepayment option without any prepayment premium if such prepayment is effected at the instance of lender or prepayment is effected after six months from the date of first disbursement by providing 15 business days prior notice, in all other cases prepayment premium is 1% on the amount so prepaid.

ii) Secured by a first ranking pari passu charge on all the movable assets (both Tangible and Intangible) of the Company including any movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, both present and future.

First ranking pari passu charge over all the immovable assets (save and except the railway sliding).

Second ranking pari passu charge on all of the existing and future inventory, receivables and other current assets of the Company.

Note 18(b): Lease Liability

Particulars	As at March 31, 2021		As at March 31, 2020	
	Non-Current	Current *	Non-Current	Current *
Lease Liability	6.53	18.65	2.90	3.20
Total	6.53	18.65	2.90	3.20

For adjustments recognised on adoption of Ind AS 116 on April 1, 2019, refer note 41.

Note 19. Provisions

Particulars	As at March 31, 2021	As at March 31, 2020
Employee Benefits	25.21	14.21
	25.21	14.21
Non-Current	23.69	13.30
Current	1.52	0.91
Total	25.21	14.21

Bhubaneswar Power Private Limited

Notes forming part of the Financial Statements

₹ in Lakhs

Note 20: Income tax

The major components of income tax expense are:

Statement of profit and loss:

	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Current tax	-	-
MAT credit reversal/(entitlement)	-	362.44
Deferred tax:	801.92	(3,827.88)
Income tax expense reported in the statement of profit or loss	801.92	(3,465.44)

Deferred Tax Liability:

Deferred tax liability comprises of temporary differences attributable to:

Balance sheet

	As at March 31, 2021	As at March 31, 2020
Accelerated depreciation for tax purposes	(6,419.39)	(5,873.40)
Deferred tax liability	(6,419.39)	(5,873.40)
Carried forward unabsorbed depreciation	5,275.99	5,544.53
Indexation benefit on freehold land	123.95	111.34
Deferred tax asset	5,399.94	5,655.87
Net deferred tax assets/(liabilities)	(1,019.45)	(217.53)

Statement of profit and loss

	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Accelerated depreciation for tax purposes	545.99	(1,023.57)
Carried forward unabsorbed depreciation	268.54	(2,796.69)
Indexation benefit on freehold land	(12.61)	(7.62)
Deferred tax expense/(income)	801.92	(3,827.88)

Reconciliation of deferred tax liabilities (net):

	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Opening balance	217.53	3,682.97
Tax expense during the period recognised in profit or loss	801.92	(3,827.88)
MAT credit reversal/(entitlement)	-	362.44
Closing balance	1,019.45	217.53

Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Profit before income tax	4,034.07	2,756.44
Income tax rate	25.17%	25.17%
Income tax expense	1,015.29	693.74
Reversal of unutilisable MAT Credit Entitlement	-	362.44
Recognition of previously unrecognised unabsorbed depreciation	-	(3,490.43)
Others	(213.37)	-
Due to decline in income tax rate from 34.944% to 25.168%	-	(1,031.19)
Tax expense recognised in the statement of profit and loss	801.92	(3,465.44)

Bhubaneswar Power Private Limited**Notes forming part of the Financial Statements**

₹ in Lakhs

Note 21. Borrowings

Particulars	As at March 31, 2021	As at March 31, 2020
Secured		
From Banks:		
Cash Credit Facilities	1,209.54	2,842.41
Total Borrowings	1,209.54	2,842.41

Cash credit facility: From August 2020 the Company has renewed cash credit facility from Axis Bank Limited @ 7.65% and from 13th September 2020, the Company has renewed cash credit facility from HDFC bank @ 7.35% and interest is payable on monthly basis.

Security Terms:

First charge on entire current assets and Second charge on Fixed Assets (present and future) of the Company.

Note 22. Trade Payables

Particulars	As at March 31, 2021	As at March 31, 2020
Trade Payables	2,002.86	2,045.85
Total Trade Payables	2,002.86	2,045.85

*The average credit period on purchase of goods range from 1 days to 30 days.

Note 23. Other Financial Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Current Maturities of Long-Term Borrowings (refer note 18)	5,951.41	5,949.07
Retention Money Payable	69.69	99.45
Payables on Purchase of Property, Plant and Equipment	11.43	217.02
Deferred Revenue	111.52	136.41
Total Other Financial Liabilities	6,144.05	6,401.95

Note 24. Other Current Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Statutory Remittances	113.47	89.06
Advance Received from a Customer	6,000.00	9,000.00
Payable to Employees for Expenses	50.60	0.46
Total Other Current Liabilities	6,164.07	9,089.52

Bhubaneswar Power Private Limited**Notes forming part of the Financial Statements**

₹ in Lakhs

Note 25. Revenue from Operations

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Sale of Energy	48,892.66	50,955.76
Other Operating Revenue	6.51	0.63
Total Revenue from Operations	48,899.17	50,956.39

Note 26. Other Income

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Interest income:		
- on fixed deposits	31.45	29.68
- others	18.06	18.52
Total Interest Income (A)	49.51	48.20
Profit on Sale of Mutual Funds	4.55	-
Miscellaneous Income (B)	5.30	1.31
Total Other Income (A+B)	59.36	49.51

Note 27. Employee Benefits Expense

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Salaries and Other Benefits	532.11	403.56
Contribution to Provident and Other Funds	29.27	18.79
Gratuity Expenses	5.52	4.59
Staff Welfare Expenses	11.88	6.74
Total Employee Benefits Expense	578.78	433.68

Note 28. Finance Costs

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Interest Expense on;		
- Term Loans	3,905.82	4,812.72
- Cash Credit Facilities	12.40	49.04
Other Borrowing Costs		
- Others	84.47	79.43
- Interest Cost on Lease Liability	2.21	1.25
Total Finance Costs	4,004.90	4,942.44

Note 29. Depreciation and Amortisation Expense

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Depreciation of Property, Plant and Equipment	5,033.71	5,032.36
Depreciation on Right of use Assets	30.22	28.94
Amortisation of Intangible Assets	0.90	0.71
Total Depreciation and Amortisation Expense	5,064.83	5,062.01

Bhubaneswar Power Private Limited**Notes forming part of the Financial Statements**

₹ in Lakhs

Note 30. Other Expenses

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Power and Fuel	31.08	23.10
Water Charges	574.79	552.94
Transmission Charges	1,375.06	1,087.21
Operation & Maintenance Charges	1,910.87	1,768.03
Consumption of Stores and Spares	390.79	367.08
Rent	9.71	9.80
Repairs and Maintenance	3.03	6.18
Insurance	164.42	196.28
Rates and Taxes	17.59	14.83
Communication Expenses	0.35	2.51
Travelling Expenditure	11.52	22.22
Auditors' Remuneration		
- Statutory Audit	3.30	1.95
- Tax audit	1.20	0.80
- Other Services	1.50	0.75
- Reimbursements	0.09	0.83
Advertisement Expenses	1.28	0.01
Security Expenses	165.54	164.54
Directors' Sitting Fees	2.48	3.07
Consultancy Charges	280.20	446.94
Printing and Stationery	0.61	1.53
Loss on Sale of Property, Plant and Equipment	1.40	5.24
Loss on Discard of Fixed Assets	11.04	-
Ash Management Expenses	470.22	216.91
Corporate Social Responsibility Expenses	29.92	-
Miscellaneous Expenses	10.47	14.57
Total Other Expenses	5,468.46	4,907.32

Bhubaneswar Power Private Limited
Notes forming part of the Financial Statements

31. Commitments

Estimated amount of contracts remaining to be executed on capital account not provided for, net of advances ₹ 245.16 Lakhs (31 March 2020: ₹ 173.11 Lakhs).

32. Disclosures required under Section 22 of Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act")

The Company has not received intimation from "Suppliers" regarding their status under the MSMED Act and hence disclosures, if any, relating to amounts not paid as at the end of the year together with interest paid/ payable as required on the said amount have not been given.

33. Employee benefit plans:

33.1 Defined Contribution Plan

The Company has recognised in the Statement of Profit and Loss under the head Employee Benefits Expense an amount of ₹ 29.27 Lakh in expenses for the year ended 31 March, 2021 (31 March, 2020: ₹ 18.79 Lakh) towards defined contribution plans (Refer Note 27).

33.2 Defined Benefit Plans

The Company provided the following employee benefits

Plan	Funding Status
Gratuity	Funded by "New Group Gratuity Cash Accumulation Plan" with LIC
Compensated absence	Non Funded

Gratuity Plan

Reconciliation of opening and closing balances of obligation	As at 31 March 2021 (₹ in lakh)	As at 31 March 2020 (₹ in lakh)
Opening defined benefit obligation	27.69	19.47
Current service cost	6.06	4.60
Interest cost	1.82	1.42
Acquisitions Cost	16.60	-
Actuarial (gains) / losses	0.96	3.06
Benefits paid	(0.92)	(0.86)
Closing defined benefit obligation	52.21	27.69

Change in Plan Assets (Reconciliation of opening & closing balances)	As at 31 March 2021 (₹ in lakh)	As at 31 March 2020 (₹ in lakh)
Opening fair value of Plan Assets	28.67	11.70
Acquisition adjustment	16.60	-
Interest income	2.37	1.42
Contributions from the employer	14.33	15.44
Benefits paid	(0.92)	(0.86)
Return on plan assets (greater) / less than discount rate	0.69	0.97
Closing fair value of Plan Assets	61.74	28.67

Reconciliation of fair value of assets and obligations	As at 31 March 2021 (₹ in lakh)	As at 31 March 2020 (₹ in lakh)
Present value of funded defined benefit obligation	52.21	27.69
Fair value of plan assets	(61.74)	(28.67)
Amount recognised in balance sheet	(9.53)	(0.98)

Expense recognized in the year	As at 31 March 2021 (₹ in lakh)	As at 31 March 2020 (₹ in lakh)
Current service cost	6.06	4.59
Net interest expense	(0.55)	-
Components of defined benefit costs recognised in Statement of Profit and Loss	5.51	4.59
Actuarial (gains) / losses	0.28	2.09
Components of defined benefit costs recognised in other comprehensive income	0.28	2.09

Bhubaneswar Power Private Limited
Notes forming part of the Financial Statements

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

Particulars	As at 31 March 2021 (₹ in lakh)	As at 31 March 2020 (₹ in lakh)
Discount Rate(S)	6.50%	6.70%
Rate of escalation in salary (per annum)	6.00%	6.00%
Attrition rate	5.00%	5.00%
Mortality rate	Indian Assured Lives Mortality (2006-08) (modified) Ultimate	

Sensitivity analysis	As at 31 March 2021 (₹ in lakh)	As at 31 March 2020 (₹ in lakh)
Discount rate + 100 basis points	(2.92)	(2.38)
Discount rate - 100 basis points	3.33	2.73
Salary increase rate + 100 basis points	3.15	2.73
Salary increase rate - 100 basis points	(2.94)	(2.41)

33.3 Compensated Absences

The accrual for unutilized leave is determined for the entire available leave balance standing to the credit of the employees at year end. The value of such leave balance eligible for carry forward, is determined by an independent actuarial valuation and charged to the Statement of Profit and Loss in the period determined.

The key assumptions, as provided by an independent actuary, used in the computation of provision for compensated absences are as given below:

Particulars	For the year ended	
	31 March 2021 (₹ in lakh)	31 March 2020 (₹ in lakh)
Discount Rate(S)	6.50%	6.70%
Rate of escalation in salary (per annum)	6.00%	6.00%
Attrition rate	5.00%	5.00%
Mortality rate	Indian Assured Lives Mortality (2006-08) (modified) Ultimate	

33.4 The Hon'ble Supreme Court in February 2019 pronounced its judgment in relation to the non exclusion of certain allowances from the definition of the basic wages of the relevant employees for the purpose of determining the contribution to provident fund under the Employees Provident Fund and Miscellaneous Provisions Act, 1952. The Company based on its assessment concluded that the judgment doesn't have a significant impact and accordingly no provision has been considered in the financial statements.

34.

34.1 Name of the related parties and relationships:

Name of the Related Parties	Description of relationship
Tata Steel Limited	Holding Company
Tata Steel Mining Limited (formerly know as TS Alloys Limited)	Subsidiary of Holding Company
Mjunction Service Limited	Joint venture of Holding Company
Tata International Limited	Subsidiary of Holding Company
Tata AIG General Insurance Company Limited	Group Company
Key Managerial Personnel	
Sumitra Saha	Managing Director (from 15th May 2020)
Sharad Kumar	Managing Director (up to 30th April 2020)
Avneesh Gupta	Chairman
Vuppala Satyanarayana Murty	Director
Roopendra Narayan Roy	Director
Ramya Hariharan	Director
Bibhudutta Nanda	Director

Bhubaneswar Power Private Limited
Notes forming part of the Financial Statements

34.2 Transactions during the Year:

Particulars	For the year ended	
	31 March 2021 (₹ in lakh)	31 March 2020 (₹ in lakh)
Sale of Energy		
- Tata Steel Limited	39,636.61	41,308.79
- Tata Steel Mining Limited(formerly known as TS Alloys Limited)	9,229.35	9,618.05
Purchase of Coal		
- Tata Steel Limited	1,911.17	878.87
- Tata International Limited	0.09	4,515.59
Advance refunded		
- Tata Steel Limited	3,000.00	-
Reimbursements of expenses/ purchases:		
- Tata Steel Limited	5.97	1.46
- Tata Steel Mining Limited (formerly known as TS Alloys Limited)	0.47	14.75
Consultancy Charges		
- Tata Steel Limited	231.01	413.28
Other Services		
-M Junction Service Limited	3.54	9.81
Tata AIG General Insurance Company Limited	0.27	0.29
Remuneration of Key managerial personnel		
Sumitra Saha	66.84	-

34.3 Balances outstanding at the end of the Year:

Particulars	As at	
	31 March 2021 (₹ in lakh)	31 March 2020 (₹ in lakh)
Trade Receivables		
- Tata Steel Limited	2,565.58	3,266.78
- Tata Steel Mining Limited (formerly known as TS Alloys Limited)	671.33	2,297.80
Trade payables		
- Tata Steel Limited	38.92	415.91
- Tata International Limited	-	13.12
- M Junction Service Limited	0.28	0.54
Advance From Customers		
- Tata Steel Limited	6,000.00	9,000.00

35. Earnings/ (Loss) per share:

Particulars	For the year ended	
	31 March 2021 (₹ in lakh)	31 March 2020 (₹ in lakh)
Profit for the Year (₹ in lakhs)	3,231.87	6,219.79
Weighted average no. of equity shares of ₹ 10/- each	25,32,51,187	25,32,51,187
Nominal value per share (in ₹)	10.00	10.00
Profit per equity share : (Basic and Diluted) (in ₹)	1.28	2.46

36. Operating Segment:

The operations of the Company comprises of only one reportable segment – i.e. the business of generating, distributing and supplying of power through thermal power plant.

The Management monitors the operating results of this segment for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements.

Bhubaneswar Power Private Limited
Notes forming part of the Financial Statements

37. Financial Instruments

37.1 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 comprises of net debt (borrowings reduced by cash and bank balances) and equity.

37.2 Gearing Ratio:

The gearing ratio at the end of the reporting period was as follows.

Particulars	As at	
	31 March 2021 (₹ in lakh)	31 March 2020 (₹ in lakh)
Debt (₹ in lakhs)	45,839.74	53,421.68
Cash and Bank Balances (₹ in lakhs)	(0.54)	(15.00)
Net Debt (₹ in lakhs)	45,839.20	53,406.68
Total Equity (Share Capital + Reserves) (₹ in lakhs)	28,163.01	25,243.95
Net Debt to equity ratio	1.63	2.12

37.3 Categories of Financial Instruments: (Carrying & Fair Value)

Particulars	Level	As at	
		31 March 2021 (₹ in lakh)	31 March 2020 (₹ in lakh)
Financial Assets- Current			
Trade Receivables	3	3,237.92	5,564.59
Cash and Cash Equivalents	1	0.54	4.20
Other Balances with Banks	1	-	10.84
Other Financial Assets	3	19.60	15.00

Particulars	Level	As at	
		31 March 2021 (₹ in lakh)	31 March 2020 (₹ in lakh)
Financial Liabilities- Non-Current			
Borrowings	3	38,678.79	44,630.20
Lease liability	3	6.53	2.90
Financial Liabilities- Current			
Borrowings	3	1,209.54	2,842.41
Trade Payables	3	2,002.86	2,045.85
Other Financial Liabilities (Including current maturities of long term borrowings)	3	6,144.05	6,401.95
Lease liability	3	18.65	3.20

37.4 Interest rate sensitivity analysis:

As per the terms of Power Purchase agreement with the customers, Interest on Term Loan is passed to the customer as capacity charge on actual. Hence there is no impact on the Company due to changes in interest rate as at year end, the outstanding borrowings which are subject to variable interest rate are Rs. 45,840 lakhs (March 31, 2020: Rs. 53,422 lakhs).

There being no debt instrument passing through FVTOCI, there would not be any impact of such change in interest rate, on OCI.

37.5 Financing facilities:

Particulars	As at	
	31 March 2021 (₹ in lakh)	31 March 2020 (₹ in lakh)
Secured bank Cash Credit facility:		
Amount used	1,209.54	2,842.41
Amount unused	5,490.46	3,857.59
Total	6,700.00	6,700.00

Bhubaneswar Power Private Limited
Notes forming part of the Financial Statements

38. Contingent liabilities

Claims against the Company from vendors not acknowledged as debts	-	88.00
Goods and Service tax	32.66	-

It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.

39. Corporate social responsibility

	Year ended	
	31 March 2021 (₹ in lakh)	31 March 2020 (₹ in lakh)
Amount required to be spent as per Section 135 of the Act	22.67	-
Amount spent during the year on:		
(i) Construction/ acquisition of the asset	-	-
(ii) On purposes other than (i) above	29.92	-

40. Operating leases

The company has entered into certain operating lease agreements and an amount of ₹ 9.71 (March 31, 2020 ₹ 9.80 Lakhs) paid under such agreements have been charged to the statement of Profit and loss. These leases are generally cancellable and are renewable by mutual consent on mutually agreed terms. There are no restrictions imposed by such agreements.

41. Change in Accounting policies

Effective April 1, 2019 the Company has adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method. Consequently, the Company has recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate on the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies for the year ended March 31, 2019. The weighted average incremental borrowing rate applied to lease liabilities as at April 01, 2019 is 8.94%.

Right-of-use asset has been recognised at an amount equal to the lease liability adjusted for any prepayments/accruals recognized in the balance sheet immediately before the date of initial application.

In applying Ind AS 116 for the first time, the group has used the following practical expedients permitted by the standard:

1. Applying a single discount rate to a portfolio of leases with reasonably similar characteristics.
2. Relying on previous assessment on whether leases are onerous as an alternative to performing an impairment review -- there were no onerous contracts as at April 01, 2019.
3. Accounting for operating leases with a remaining lease term of less than 12 months as at April 01, 2019 as short-term leases.
4. Excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application, and
5. Using hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The company has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the company relied on its assessment made applying Ind AS 17 and Appendix C to Ind AS 17, determining whether an arrangement contains a lease.

A). The following is the movement in lease liabilities during the year ended March 31, 2021

Particulars	As at	
	31 March 2021 (₹ in lakh)	31 March 2020 (₹ in lakh)
Recognised on account of adoption of Ind AS 116 as on April 01, 2019	-	22.47
Opening Balance	6.10	-
Additions during the year	36.29	-
Finance cost accrued during the year	2.21	1.25
Payment of lease liabilities	19.42	17.62
Closing Balance	25.18	6.10

Bhubaneswar Power Private Limited
Notes forming part of the Financial Statements

B). Amounts recognised in the Statement of Profit and Loss

Particulars	For the Year Ended	
	31 March 2021 (₹ in lakh)	31 March 2020 (₹ in lakh)
Depreciation charge of right of use assets	30.22	28.94
Interest expense (included in finance costs)	2.21	1.25
Total	28.01	30.19

Total cash outflow for leases for the year March 31, 2021 was ₹ 19.42 lakhs (March 31, 2020: Rs. 17.62 lakhs)

42 Management's assessment of impact of COVID 19

Basis its assessment of the impact of the outbreak of Coronavirus (COVID-19) on business operations, the Company's Management concludes that no adjustments are required in the financial statements. However, the situation with COVID-19 is still evolving and the various preventive measures taken by the Government of India are still in force, leading to a highly uncertain economic environment. Due to these circumstances, the Management's assessment of the impact on the subsequent period is dependent upon circumstances as they evolve."

43 The Code on Social Security, 2020 ('Code')

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment received Indian Parliament approval and Presidential assent in September 2020. The Code has been published in the Gazette of India and subsequently on November 13, 2020 draft rules were published and invited for stakeholders' suggestions. However, the date on which the code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

See accompanying notes to the financial statements

In terms of our report attached

For Price Waterhouse & Co Chartered Accountants LLP

Firm Registration Number: 304026E / E300009

Chartered Accountants

For and on behalf of the Board of Directors

Sd/-
Dhiraj Kumar

Partner

Membership Number: 060466

Sd/-
Sumitra Saha
 Managing Director
 DIN: 08742250

Sd/-
B D Nanda
 Director
 DIN: 07531186

Sd/-
Amit Bhartia
 Chief Financial Officer

Sd/-
Susovita Tripathy
 Company Secretary
 ACS 48856

Place : Kolkata
 Date : April 15, 2021

Place : Bhubaneswar
 Date : April 15, 2021



BHUBANESHWAR POWER PRIVATE LIMITED
CIN: U40109TG2006PTC050759

CORPORATE OFFICE:

**IPICOL House (Main Building), 4th Floor, Janpath,
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