



**ONGC Petro additions Limited**  
**SECRETARIAT**

4<sup>th</sup> Floor, 35, Nutan Bharat Co-operative Housing Society Limited  
R.C. Dutt Road, Alkapuri, Vadodara - 390007

Phone: 0265 – 6192600, Fax No: 0265 – 6192666, Email: subodh.pankaj@opalindia.in  
CIN: U23209GJ2006PLC060282, Website: [www.opalindia.in](http://www.opalindia.in)

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**Ref. No. : OPaL/CS/BSE/2023/17<sup>th</sup> AGM & Annual Report**

**Date: 06.09.2023**

To,  
The Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

**Subject: Annual Report for the financial year 2022-23 along with the Notice of 17<sup>th</sup> Annual General Meeting**

Dear Sir/ Madam,

Pursuant to Regulations 50(2) and 53(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are enclosing a copy of the Company's Annual Report for the financial year 2022-23, along with the Notice of the 17<sup>th</sup> Annual General Meeting of the Company to be held on 29<sup>th</sup> September, 2023.

You are requested to kindly take the aforesaid information on record.

Thanking you,

Yours truly,

**For ONGC Petro additions Limited**

**(Subodh Prasad Pankaj)**  
**Company Secretary & Compliance Officer**  
**Contact No: 9560453117**

**ONGC Petro additions Limited**

CIN : U23209GJ2006PLC060282

Registered Office : 4<sup>th</sup> Floor, 35, Nutan Bharat Co-operative Housing Society Limited  
R. C. Dutt Road, Alkapuri, Vadodara - 390007, Gujarat

Website: [www.opalindia.in](http://www.opalindia.in), email: [subodh.pankaj@opalindia.in](mailto:subodh.pankaj@opalindia.in)

Tel : 0265-6192600, Fax No. : 0265-6192666

**NOTICE OF 17<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 17<sup>th</sup> Annual General Meeting (“AGM”) of the Members of ONGC Petro additions Limited will be held on **Friday, the 29<sup>th</sup> September, 2023**, at **12:30 Hours** through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business(s):

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2023, Statement of Profit & Loss for the year ended on 31<sup>st</sup> March, 2023, Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon and the comments of the Comptroller & Auditor General of India, in pursuant to Section 143 (6) of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023, Statement of Profit & Loss for the year ended on 31<sup>st</sup> March, 2023, Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2023, together with Reports of the Board of Directors, the Auditors’ thereon and Comments of the Comptroller & Auditor General of India, in pursuance of Section 143(6) of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), be and are hereby, considered and adopted.”**

2. Re-appointment of Shri Pankaj Kumar (DIN: 09252235) as a Director who is liable to retire by rotation. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED that Shri Pankaj Kumar (DIN: 09252235), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company.”**

3. To authorize Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company for the Financial Year 2023-24, in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013 and to pass the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, approval of the members be and is hereby accorded for authorising the Board of Directors of the Company to decide and fix the remuneration payable to Statutory Auditors of the Company as may be appointed by the Comptroller and Auditor General of India for the Financial Year 2023-24.”

**SPECIAL BUSINESS:**

**4. To consider and approve appointment of Shri Deepak Gupta as Director of the Company**

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

“RESOLVED THAT pursuant to provisions of Section 149, Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Deepak Gupta (DIN:09503339), who was appointed as an Additional Director by the Board of Directors with effect from 4<sup>th</sup> May, 2023 to hold office until the date of this Annual General Meeting, in terms of Section 161(1) of Companies Act, 2013 and Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri Deepak Gupta as a candidate for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

**5. To consider and approve appointment of Shri Prasoon Kumar as Director of the Company**

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

“RESOLVED THAT pursuant to provisions of Section 149, Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Prasoon Kumar (DIN:08165637), who was appointed as an Additional Director by the Board of Directors with effect from 4<sup>th</sup> May, 2023 to hold office until the date of this Annual General Meeting, in terms of Section 161(1) of Companies Act, 2013 and Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri Prasoon Kumar as a candidate for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

**6. To consider and approve alteration of the Articles of Association of the Company**

To consider and, if thought fit, to pass with or without modification (s), if any, the following resolutions as a Special Resolutions:

“RESOLVED THAT pursuant to Section 5, Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”); and Regulation 23 (6) of Securities Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company to insert the following Clause (vii) after the existing Clause (vi) of Article 59:

*(vii) Notwithstanding anything contained in this Articles, pursuant to clause (e) of sub-regulation (1) of Regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the Board shall have the power, on receipt of the nomination by the debenture trustee, to appoint a Nominee Director on the Board of the Company, subject to the following:*

*(a) Such Nominee Director may not be liable to retire by rotation nor be required to hold any qualification shares.*

*(b) The Debenture Trustee may have the right to remove such Nominee Director so appointed and also in the case of death or resignation or vacancy for any reasons whatsoever in the Nominee Director (s) so appointed, at any time appoint any other person as Nominee Director. Such appointment or removal shall be made in writing to the Company.*

*(c) Once the appointment is triggered, the Nominee Director may remain on Board till the debentures in question have been redeemed/matured. However, once the debentures in question have been redeemed, the Nominee Director will cease to hold office.*

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred as the “Board” which term shall include any Committee constituted/may be constituted by the Board or any other person(s), for the time being exercising the powers conferred on the Board by this resolution and as may be authorised by the Board in this regard) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation issuing clarifications and resolving all questions of doubt, to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any further clarification, consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, to settle all questions, difficulties or doubts that may arise in regard to the alteration of the Articles of Association and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.



RESOLVED FURTHER THAT the Company Secretary & Compliance Officer be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Registrar of Companies or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

**7. To consider and approve extension of timelines of Compulsorily Convertible Debentures (CCDs) of Rs. 5,615 Crore**

To consider and, if thought fit, to pass with or without modification (s), if any, the following resolutions as a Special Resolutions:

“RESOLVED THAT pursuant to the provisions of Section 42, Section 62, Section 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of ONGC Petro additions Limited (“OPaL” or “Company”), and subject to : (i) the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies, as may be required and/or such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s); and (ii) approval(s) or consent(s) required under or pursuant to or in connection with any agreement(s) or document(s) or instruments(s) to which OPaL is a party or bound by the terms thereof, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded for extension of the conversion date and term of the Compulsorily Convertible Debentures (“CCDs”) of Rs. 5,615 Crore (“CCDs-I”) having face value of Rs. 1 Crore each Debenture, (with the deemed date of allotment of 02.07.2016) by the Company and subscribed by banks/financial institutions/mutual funds/other investor(s) (“CCD Investors”), and due for conversion on 2<sup>nd</sup> January, 2024 by a further period of upto 18 (Eighteen) months, along with a right to M/s Oil and Natural Gas Corporation Limited (“ONGC”), its affiliates, any investor subscribing to or acquiring the securities of OPaL or a nominee of ONGC or OPaL to purchase CCDs-I from the relevant CCD Investor(s) and to convert the same.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to execute the term sheet, debenture trustee agreement, debenture trust deed, escrow agreement and all necessary documents, agreements, deeds, general undertaking/indemnity, affidavits, declarations, certificates etc. required in connection with the extension of timelines of the Debentures and to do all such acts, deeds, things and to comply with all formalities as may be required in connection with and incidental to the aforesaid extension of timelines of the Debentures including post extension formalities.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares upon conversion of CCDs, issuing certificates/clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle any questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the CCDs and Equity Shares (upon conversion of the CCDs) and utilisation of proceeds of the CCDs, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above Resolution to any Director or to any Committee of Directors or any other executive(s)/officer(s) of the Company or any other person as the Board at its discretion deem appropriate to do all such acts, deeds, matters and things as also to execute such documents, writing, etc. as may be necessary to give effect to the aforesaid Resolution.”

by order of the Board of Directors  
for ONGC Petro additions Limited



(Subodh Prasad Pankaj)  
Company Secretary &  
Compliance Officer

**Registered Office:**

4<sup>th</sup> Floor, 35, Nutan Bharat Co-operative Housing Society Limited,  
R.C. Dutt Road, Alkapuri,  
Vadodara - 390007, Gujarat  
E-mail : [subodh.pankaj@opalindia.in](mailto:subodh.pankaj@opalindia.in)  
Website : [www.opalindia.in](http://www.opalindia.in)

**Date :** 6<sup>th</sup> September, 2023

**NOTES:**

1. The Ministry of Corporate Affairs ('MCA') vide its various circulars issued from time to time have permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM facility ('AGM'), without the physical presence of the members at a common venue till September 30, 2023. In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the relevant MCA Circulars, the Seventeen AGM of the Company is being conducted through VC/OAVM, and does not require physical presence of members at the venue of the Annual General Meeting (AGM).
2. Accordingly, Registered Office of the Company i.e. 4<sup>th</sup> Floor, 35, Nutan Bharat Co-operative Housing Society Limited, R. C. Dutt Road, Alkapuri, Vadodara-390007, Gujarat, shall be deemed to be the venue of this AGM.
3. Since the ensuing AGM is being held pursuant to the MCA Circulars through VC/OAVM which does not require physical attendance of Members at the AGM, the facility to appoint proxy by Members will not be available for this AGM and therefore, Proxy Form and Attendance Slip are not annexed to this Notice. The Route Map of the venue is also not required and hence, not annexed to this Notice.
4. The Attendance of the Members attending the 17<sup>th</sup> AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Corporate members are required to send to the Company, Authorization Letter along with a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Meeting through VC.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under Item No. 4 to Item No. 7 as set out above is annexed hereto and forms part of the Notice. Information about all the Directors proposed to be appointed/re-appointed at the Meeting as required as per Secretarial Standards-2 is provided in the Notice.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the Notice Calling the Annual General Meeting (AGM) along with Annual Report 2022-23 is being sent only through electronic mode. Further, members may kindly note that this AGM Notice and Annual Report 2022-23 will also be available on the Company's website [www.opalindia.in](http://www.opalindia.in) and may also be accessed from the relevant section of the website of BSE Limited i.e. [www.bseindia.com](http://www.bseindia.com).
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form.

9. The members who have not yet registered their E-mail ID with the Company may contact Company Secretary & Compliance Officer at E-mail i.e. [subodh.pankaj@opalindia.in](mailto:subodh.pankaj@opalindia.in) for registering their E-mail ID. If there is any change in the E-mail ID already registered with the Company, members are requested to immediately notify such change to the Company and to Depository Participant(s) (DP) in respect of shares held in electronic form.
10. All documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection at the Registered Office of the Company during normal business hours (09.00 A.M. to 06.00 P.M.) on all working days between Monday to Friday of every week, up to and including the date of this Annual General Meeting of the Company.
11. During the AGM, Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at [subodh.pankaj@opalindia.in](mailto:subodh.pankaj@opalindia.in).
12. 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 statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.



**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No. 4**

**To consider and approve of appointment of Shri Deepak Gupta as Director of the Company**

Shri Deepak Gupta (DIN:09503339) was appointed as an Additional Director in pursuance to provisions of Section 161 of the Companies Act, 2013 on the Board of ONGC Petro additions Limited with effect from 4<sup>th</sup> May, 2023.

Pursuant to Section 161 of the Companies Act, 2013 the aforementioned Director holds office up to the date of the 17<sup>th</sup> Annual General Meeting of the Company. The Company has received a notice in writing from a member proposing his candidature for the office of Director which is in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

A brief resume of Shri Deepak Gupta as required under Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (ICSI) is enclosed with the Notice.

The Board observed that presence of Shri Deepak Gupta as a Director on the Board, is desirable and would be beneficial to the Company and hence recommend Resolution No. 4 for adoption.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 4 to be passed as an ordinary resolution. Shri Deepak Gupta, if appointed, will be liable to retire by rotation under Section 152 of the Companies Act, 2013.

**Item No. 5**

**To consider and approve appointment of Shri Prasoon Kumar as Director of the Company**

Shri Prasoon Kumar (DIN:08165637) was appointed as an Additional Director in pursuance to provisions of Section 161 of the Companies Act, 2013 on the Board of ONGC Petro additions Limited with effect from 4<sup>th</sup> May, 2023.

Pursuant to Section 161 of the Companies Act, 2013 the aforementioned Director holds office up to the date of the 17<sup>th</sup> Annual General Meeting of the Company. The Company has received a notice in writing from a member proposing his candidature for the office of Director which is in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

A brief resume of Shri Prasoon Kumar as required under Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (ICSI) is enclosed with the Notice.

The Board observed that presence of Shri Prasoon Kumar as a Director on the Board, is desirable and would be beneficial to the Company and hence recommend Resolution No. 5 for adoption.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 5 to be passed as an ordinary resolution. Shri Prasoon Kumar, if appointed, will be liable to retire by rotation under Section 152 of the Companies Act, 2013.

#### **Item No. 6**

#### **To consider and approve alteration of the Articles of Association of the Company**

SEBI vide its notification dated 2<sup>nd</sup> February, 2023, bearing reference number SEBI/LAD-NRO/GN/2023/119 ("SEBI Notification"), inserted sub regulation 6 to the Regulation 23 of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulation") wherein it mandated that Articles of Association ("AOA") of an issuer of debt securities should contain a clause authorising the Board of Directors of such issuer company to appoint a person nominated by the debenture trustee(s) in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Director on its Board. Further, in case AOA of issuer companies whose debt securities are already listed on the date of SEBI Notification does not contain a provision for appointing a Nominee Director by Debenture Trustee then such issuer companies should amend their AOA on or before 30<sup>th</sup> September, 2023.

In view of the above changes, the Company proposes to alter its Articles of Association to include provisions with respect to the requirement for the Board of Directors to appoint such person nominated by the debenture trustee in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, in the event of two consecutive defaults in payment of interest to the debenture holders, default in creation of security for debentures or default in redemption of debentures.

The Board of Directors at their meeting held on 7<sup>th</sup> August, 2023, subject to the approval of the members of the Company, accorded their approval for amending the Articles of Association.

Therefore, the following Clause (vii) be inserted after the existing Clause (vi) of Article 59:

***(vii) Notwithstanding anything contained in this Articles, pursuant to clause (e) of sub-regulation (1) of Regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the Board shall have the power, on receipt of the nomination by the debenture trustee, to appoint a Nominee Director on the Board of the Company, subject to the following:***

- (a) *Such Nominee Director may not be liable to retire by rotation nor be required to hold any qualification shares.*
- (b) *The Debenture Trustee may have the right to remove such Nominee Director so appointed and also in the case of death or resignation or vacancy for any reasons whatsoever in the Nominee Director (s) so appointed, at any time appoint any other person as Nominee Director. Such appointment or removal shall be made in writing to the Company.*
- (c) *Once the appointment is triggered, the Nominee Director may remain on Board till the debentures in question have been redeemed/matured. However, once the debentures in question have been redeemed, the Nominee Director will cease to hold office.*

By virtue of Section 14 of the Companies Act, 2013, approval of Members is required by way of Special Resolution in General Meeting to amend the Articles of Association of the Company. Accordingly, the Board of Directors of the Company seeks the approval of the Members of the Company for the aforesaid alteration by way of a Special Resolution. Members are requested to note that the draft Articles of Association of the Company shall be available for inspection by the Members of the Company

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

The Board recommends the resolution set forth in Item No. 6 for the approval of Members.

#### **Item No.7**

#### **To consider and approve extension of timelines of Compulsorily Convertible Debentures (CCDs) of Rs. 5,615 Crore**

Board in its 106<sup>th</sup> meeting held on 7<sup>th</sup> August, 2023 has accorded approval for extension of timelines of Compulsorily Convertible Debentures (CCDs) up to Rs. 5,615 Crore for a further period upto 18 (Eighteen) months.

ONGC Petro additions Limited (“OPaL” or “the Company”) has allotted Compulsorily Convertible Debentures (CCDs) and summary of the same as on 30.06.2023, as per details are given below:

Sl. No	Particulars	Coupon Rate (%) payable Semi-annual	CCDs Amount (Rs. In crore)	Date of Last Extension	Mandatory Put Option Date	Date of conversion
i	CCDs-I	7.12 p.a.	5,615	02.06.2022	01.12.2023	02.01.2024
ii	CCDs-II	8.24 p.a.	1,671	18.04.2023	18.10.2024	18.11.2024
iii	CCDs-III	7.18 p.a.	492	29.08.2022	28.02.2024	28.03.2024
	<b>Total</b>		<b>7,778</b>			

Clause 3 of Option Agreement of CCDs-I, along with its amendments on account of previous elongation, states about put option on ONGC that is CCDs Investors shall have the unconditional and irrevocable right to require ONGC to purchase the Put Securities on the expiry of 89 (Eighty Nine) months from the deemed date of allotment of the Debentures. CCDs Investors shall have the right to exercise the Put Option under this clause by issuing a written notice to ONGC of at least 60 (sixty) days prior to the Put Option Exercise Date. The Put Option shall be deemed to have been exercised by the Investors, without the need for any further deed or action, and the CCDs will thereafter be transferred to ONGC and OPaL will give effect to such transfer in its books without the need for any further deed or action.

Therefore, CCDs-I amounting to Rs. 5,615 crore would be due for exercise of mandatory put option on expiry of 89<sup>th</sup> month by the CCDs holders i.e. on 1<sup>st</sup> December, 2023, wherein ONGC in accordance with the option agreement executed with the Debenture Trustee (SBICAP Trustee Company Limited) would have to buyout the CCDs of Rs. 5,615 crore along with the payment of accrued coupon.

It is pertinent to mention that around Rs. 4,400 crore has already been invested by ONGC in the form of equity and warrants. "Maharatna" PSUs are permitted to invest only up to Rs. 5,000 crore. In case of further investment by ONGC, the permitted Maharatna limit may exceed as total CCDs to be taken over from investors is Rs. 7,778 crore. ONGC Board meeting held in September, 2019 considered the proposal to convert OPaL as a subsidiary of ONGC and approval was given subject to Government approval. Further, ONGC, at the behest of the Government, has constituted a Committee of Eminent Experts (CEE) to review the present position and recommend bringing integration of various business of ONGC group so that the benefit of synergy may be actualized to become a global integrated oil & gas company.

CCDs-I of Rs. 5,615 crore, due for Put-Option on 1<sup>st</sup> December, 2023, is proposed to be extended up to 18 months along with right to call option/buy back at any time by ONGC/its affiliates as equity induction may take time and the elongation will enable to maintain status quo on equity structure of OPaL. In light of the foregoing, it is proposed that the CCDs-I conversion tenure may be extended up to 18 months along with extension of backstopping support provided by ONGC and necessary modifications for enabling ONGC/its affiliates buyback with compliance of all other required formalities.

Accordingly, the Company is seeking approval from its Members under Section 42, Section 62, Sections 71 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Share Capital and Debentures) Rules, 2014, as amended, to extend the timeline of Compulsory Convertible Debentures, as set out in Item No. 7 of the Notice as a Special Resolution.



None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

The Board recommends the resolution set forth in Item No.7 for the approval of Members.

**by order of the Board of Directors  
for ONGC Petro additions Limited**



**(Subodh Prasad Pankaj)  
Company Secretary &  
Compliance Officer**

**Registered Office:**

4<sup>th</sup> Floor, 35, Nutan Bharat Co-operative Housing Society Limited,  
R. C. Dutt Road, Alkapuri,  
Vadodara - 390011, Gujarat  
E-mail : [subodh.pankaj@opalindia.in](mailto:subodh.pankaj@opalindia.in)  
Website : [www.opalindia.in](http://www.opalindia.in)

**Date :** 6<sup>th</sup> September, 2023

**ANNEXURE TO THE NOTICE OF 17<sup>TH</sup> ANNUAL GENERAL MEETING OF ONGC PETRO ADDITIONS LIMITED**

**Directors Information pursuant to Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Directors seeking Appointment/Re-appointment at the 17<sup>th</sup> Annual General Meeting (AGM) for Item No. 2, Item No. 4 and Item No. 5 of Notice**

Particulars		Name of Directors	
<b>Age</b>		<b>Shri Pankaj Kumar (DIN: 09252235)</b> 57 Years	<b>Shri Prasoorn Kumar (DIN: 08165637)</b> 56 Years
<b>Qualification</b>	He holds a Bachelor's degree in Chemical Engineering from University of Roorkee (now IIT Roorkee) and Master's degree in Process Engineering from IIT Delhi. He completed Advance Management Program at IIM, Bengaluru and Leadership Development Program at IIM, Calcutta.	<b>Shri Deepak Gupta (DIN: 09503339)</b> 54 Years Shri Deepak Gupta is a Mechanical Engineer, a DCE alumnus, with more than 31 years of rich and diverse experience in Oil and Gas Sector encompassing Project Management, Construction Management and Business Development functions. He is a certified Project Management Professional (PMP) by the PMI, USA.	Shri Prasoorn Kumar is an Electrical Engineer from IIT Kharagpur of 1988 batch.
<b>Experience</b>	Shri Pankaj Kumar is a thorough Oil & Gas industry professional with more than 34 years of experience across ONGC's business functions varying from Operations Management of Offshore and Onshore fields, Well Engineering, Joint Venture Management, Corporate Strategic Management and Asset Management.  During this period, he has held key positions as Chief of Corporate Strategy & Planning group of ONGC and Asset Manager of Cambay Asset and Ahmedabad Assets. Sustainable production enhancement from mature fields of Ahmedabad & Cambay is another testimony to his impeccable Asset & Project Management skills.  He is known for his visionary approach and dynamic decision making with excellent performance records. During his stint in Joint Venture (JV) Operations Group, Shri Kumar was instrumental in exceptional turnaround of CB-OS/2 Offshore JV block by making it profitable with almost 100% increase in production and delivering complex offshore projects in Panna-Mukta & Tapti block on-time and within allocated budget. Shri Kumar's immense contribution in formulation of ONGC's Long Term Growth Strategy: Energy Strategy 2040 as Chief Corporate Strategy & Planning is remarkable.	Shri Deepak Gupta has comprehensive and extensive experience in Project Management of Refinery, Petrochemical and Pipeline Projects from concept to commissioning and has led the execution of several successful Projects in India in all modes of Project implementation viz. EPC (LSTK), EPCM, OBE and PMC. He has successfully collaborated with multi-disciplinary and cross-functional teams across geographies for implementing the highly complex and challenging Oil and Gas Projects.	Shri Prasoorn Kumar has 15 years of rich experience in the areas of Operation & Maintenance and another 15 years in Pipeline Projects & associated installations of Gas sector. He joined GAIL (India) Limited in the year 1988 as a Graduate Engineer Trainee.
<b>Terms and conditions of appointment or re-appointment along with details of</b>	Appointed as a Non-Executive Director with effect from 5 <sup>th</sup> October, 2021.  His term of office is liable to retire by rotation.	Appointed as a Non-Executive Director with effect from 4 <sup>th</sup> May, 2023  His term of office is liable to retire by rotation.	Appointed as a Non-Executive Director with effect from 4 <sup>th</sup> May, 2023.  His term of office is liable to retire by rotation.

Particulars	Name of Directors		
	Shri Pankaj Kumar (DIN: 09252235)	Shri Deepak Gupta (DIN: 09503339)	Shri Prasoon Kumar (DIN: 08165637)
remuneration sought to be paid			
Remuneration Last drawn	He is a Non-Executive Director (Nominee ONGC) therefore remuneration is not applicable.	He is a Non-Executive Director (Nominee GAIL) therefore remuneration is not applicable.	He is a Non-Executive Director (Nominee GAIL) therefore remuneration is not applicable.
Date of first Appointment on the Board	05/10/2021	04/05/2023	04/05/2023
Shareholding in the Company	NIL	NIL	NIL
Relationship with other Directors, Manager & other Key Managerial Personnel (KMP) of the Company	None	None	None
Number of Meeting of the Board attended during the financial year 2022-23 and in financial year 2023-24 till date	In Financial Year 2022-23 Four out of Seven meetings were attended. In Financial Year 2023-24 till date Two out of Two meetings were attended.	Not Applicable In Financial Year 2023-24 till date One out of Two meeting was attended.	Not Applicable In Financial Year 2023-24 till date Two out of Two meetings were attended.
Details of Other Directorships	<b>Directors at following other Companies:</b> 1. Oil and Natural Gas Corporation Limited 2. Hindustan Petroleum Corporation Limited 3. ONGC Mangalore Petrochemicals Limited 4. Pawan Hans Limited 5. Petronet MHB Limited	<b>Directors at following other Company:</b> 1. GAIL (India) Limited 2. Green Gas Limited 3. Talcher Fertilizers Limited	<b>Directors at following other Companies:</b> NIL
Details of Membership/ Chairmanship of Committees of other Board	<b>Committee Member at following Companies:</b> 1. Stakeholders' Relationship Committee (ONGC) 2. Audit Committee (ONGC)	<b>Committee Member at following Company:</b> 1. Stakeholders' Relationship Committee (GAIL)	<b>Committee Member/ Chairman at following Companies:</b> NIL

Note: Chairmanship / Membership of Committees given above include details of Audit Committee / Nomination & Remuneration Committee / Stakeholders' Relationship Committee.

**17<sup>TH</sup>**  
**ANNUAL REPORT**  
**FY 2022-23**



**ONGC Petro additions Limited**



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## **Corporate Information as on 07.08.2023**

### **Board of Directors**

Shri Arun Kumar Singh	:	Chairman
Shri Gurinder Singh	:	Managing Director
Shri Pankaj Kumar	:	Director
Ms. Pomila Jaspal	:	Director
Shri Rajiv	:	Independent Director
Shri Alope Kumar Banerjee	:	Independent Director
Shri Ramaswamy Jagannathan	:	Independent Director
Shri Deepak Gupta	:	Director
Shri Prasoon Kumar	:	Director

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### **Key Managerial Personnel (KMP)**

Shri Gurinder Singh	:	Managing Director
Shri Subodh Prasad Pankaj	:	Company Secretary & Compliance Officer
Shri Sanjay Bharti	:	Chief Finance Officer

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**BANKERS/LENDERS/DEBENTURE TRUSTEE**

Axis Bank Limited	IndusInd Bank
Bank of Baroda	Karnataka Bank Limited
Bank of India	Karur Vysya Bank
Bank of Maharashtra	Punjab National Bank
Canara Bank	Punjab & Sind Bank
Central Bank of India	State Bank of India
EXIM Bank	The Federal Bank Limited
Housing and Urban Development Corporation Limited	The Jammu & Kashmir Bank
ICICI Bank Limited	The South Indian Bank Limited
IDBI Bank Limited	UCO Bank
IDFC First Bank Limited	Union Bank of India
Indian Bank	SBICAP Trustee Company Limited (Debentures Trustee)
Indian Overseas Bank	

**STATUTORY AUDITORS**

M/s Prakash Chandra Jain & Co, Chartered Accountants, Vadodara-390020

**SECRETARIAL AUDITOR**

M/s Kumar Naresh Sinha & Associates, Company Secretaries, Noida-201309

**INTERNAL AUDITOR**

M/s Ernst & Young LLP, Ahmedabad

**REGISTERED OFFICE**

4<sup>th</sup> Floor, 35, Nutan Bharat Co-operative Housing Society Limited, R.C. Dutt Road, Alkapuri, Vadodara - 390007, Gujarat

**ZONAL OFFICE - NEW DELHI**

Unit No: 701, 7<sup>th</sup> Floor, World Trade Tower, Barakhambha Lane, New Delhi-110001

**ZONAL OFFICE - MUMBAI**

Unit No: 881, 8<sup>th</sup> Floor, Building No. 8, Solitaire Corporate Park, Andheri Kurla Road, Andheri (East), Mumbai-400093, Maharashtra

**ZONAL OFFICE - AHMEDABAD**

13<sup>th</sup> Floor, A-1307 Mondeal Heights, Opposite Karnavati Club, Near Novotel Hotel, Iscon Circle, S G Highway, Ahmedabad-380015, Gujarat

**LOCATION OF PLANT**

Plot No. Z-1, Z-83, C/o Dahej SEZ Limited, P.O. Dahej, Taluka Vagra, District Bharuch-392130, Gujarat

**CIN:** U23209GJ2006PLC060282

**Website:** [www.opalindia.in](http://www.opalindia.in)

## BOARD'S REPORT

**Dear Members,**

Your Board of Directors take pleasure in presenting the 17<sup>th</sup> Annual Report along with the Audited Financial Statement of Accounts of the Company ('ONGC Petro additions Limited' or 'OPaL') for the financial year ended 31<sup>st</sup> March, 2023 together with the Auditor's Report and comments on the accounts by the Comptroller and Auditor General (CAG) of India.

### **1. FINANCIAL PERFORMANCE**

The Key highlights of financial performance of your Company for the financial year ended 31<sup>st</sup> March, 2023 is summarized below:

Particulars	For the year ended on 31 <sup>st</sup> March, 2023 (Amount Rs. in Millions)	For the year ended on 31 <sup>st</sup> March, 2022 (Amount Rs. in Millions)
Revenue from Operations	1,45,930.47	1,60,475.13
Other Income	353.73	176.92
Expenses	1,85,024.20	1,67,300.62
Profit (Loss) before Exceptional Items & Tax	(38,740.00)	(6,648.57)
Exceptional Items	-	-
Profit (Loss) before Taxation	(38,740.00)	(6,648.57)
Tax Expenses:		
Current Tax	-	-
Earlier Years	-	-
Deferred Tax	2,814.91	(1302.02)
Profit (Loss) for the Year	(41,554.91)	(5,346.55)
Other Comprehensive Income	10.87	16.85
Total Comprehensive Income	(41,544.04)	(5,329.70)

Cumulative Capital expenditure of Rs. 3,08,601.68 million (Previous Year Rs. 3,03,169.66 million) have been incurred up to 31<sup>st</sup> March, 2023.

During the year, EBIDTA level deteriorate from Rs. 25,608.21 million to Rs. 4,865.03 million on account of decrease in sales realization and increase in feed and fuel prices. There is an increase in overall indebtedness by an amount of Rs. 19,266.94 million.

### **2. COMMERCIAL OPERATIONS**

The financial year 2022-23 began with soaring crude oil prices, recessionary fear and mounting inflationary pressure amplified by surge in global food prices, sparking macroeconomic growth concerns globally.

India's crude basket more than doubled in past 3 years, taking crude prices from an average \$45 per barrel in 2020-21 to \$104 per barrel in 2022-23 (till September). LNG cost broke all records. It not only adversely impacted our energy cost but also affected the feed mix.

Geopolitical turbulence arising from the war in Ukraine and restraints on trade has resulted in economic volatility. This has rendered companies and economies more vulnerable to commodity price disruptions.

However, the Company dealt with the pandemic by continuing to focus on operational excellence, marketing strategies. Your Company is braving these unprecedented challenges by focusing on the strategic pillars of cost efficiency programs, innovation, brand building and distribution in order to sustain growth and profitability. Judicious



price increases were also actioned.

Nevertheless, your Company continued its commercial operations during the year without any interruption and successfully executed its first ever Major Turnaround in April-May'2022 without any Fire, MTC and Lost Time Incident (LTI).

During financial year 2022-23, the average plant capacity utilization was 97.3% (Based on Total Saleable Products) (excluding MTA period April-May'2022) as against 94.8% in financial year 2021-22.

#### Major Turnaround (MTA)

It is worldwide industrial practice of large Petrochemicals/Refineries to have Major Turnaround (MTA) after operation of 4 years for overhauling of major rotary equipment, cleaning and inspection of major Exchangers, Columns, Vessels etc. and other shut down jobs. Major plant shut down is required every 4 years to comply with the Gujarat Factory Rules (GFR) requirements. Accordingly, Major Turnaround (MTA) activity had started on 5<sup>th</sup> April, 2022 at OPaL Dahej, Plant. A lot of critical activities were performed day & night such as Plant Slow-down/shut down, de-commissioning, de-inventorization of Hydrocarbons, confined space entry, work at height, Hot works etc. After completion of MTA activities, feed-in was done on 26<sup>th</sup> May, 2022 in DFCU. PP plant started on 24<sup>th</sup> May, 2022, Butene-1 plant on 25<sup>th</sup> May, 2022. HDPE plant was started on 25<sup>th</sup> May, 2022 and subsequently PE Swing Plant.

In addition to compliance of GFR Rule, MTA provided immense opportunity to implement various critical improvement measures to augment plant operational efficiency and process reliability & safety. Moreover, to inspection, overhauling & repair of existing equipment(s), 103 MOC's were executed in the MTA. All these actions substantially helped in reducing the Plant Energy Index which assisted in dealing with exceptionally high LNG prices.

### **3. Business Overview and Outlook**

#### **(i) PETROCHEMICALS**

##### **(a) POLYMERS MARKET SCENARIO**

Calendar YEAR (CY) 2022 overall, had been lackluster as tepid derivative demand, lengthening supply and weak global economics had pushed prices to below breakeven margins for many of the producers in Asia, especially in South Asia forcing them to truncate production. The continued war in Europe had global implications amid rising costs, slowing demand and oversupply.

In this backdrop, global demand for HDPE, LLDPE & PP for calendar year 2022 stood at 173.6 MMT. Global PE (HDPE and LLDPE) demand was assessed at close to 90 MMT in calendar year 2022 registering a growth of 0.2-1% while global demand for PP stood at 83.7 MMT in calendar year 2022 registering nearly a flat growth. The overall subject families of PE and PP indicated an estimated growth of just 0.3% for the year. *(Source: IHS Markit)*

World (Mn MT)			
	CY 2021	CY 2022	% Growth
HDPE	50.8	50.9	0.2%
LLDPE	38.6	39.0	1.0%
PP	83.6	83.7	0.1%
<b>Total</b>	<b>173.0</b>	<b>173.6</b>	<b>0.3%</b>

(Sources: IHS Markit, OPaL internal analysis)

India (kT)		
FY 2021-22	FY 2022-23	% Growth
2,914	3,259	11.8%
2,618	2,785	6.3%
6,041	6,432	7.8%
<b>11,573</b>	<b>12,476</b>	<b>7.8%</b>

(Source: Industry info and internal analysis)

In India, Polyolefins (HDPE, LLDPE & PP) aggregated to 12.4 MMT of demand. With LDPE and EVA, this aggregated demand for the year would stand at 13.4 MMT. The Indian polyolefin demand last year registered a growth of 7.8% against the nearly flat global demand growth.

PE and PP demand growth in India was recorded at above GDP growth rate with normalized end-use demand augmented well by softer pricing regime. The higher growth for Polyolefins in India is attributed to increase in demand of packaging materials, household items, huge investments in urban and rural infrastructure, organized retailing, e-commerce, and focus on agriculture with technological developments in farming.

The sharp increase in domestic demand led to a sharp decline in polymer exports from India. Polypropylene witnessed an import of approx. 1.5 Mn MT last year while HDPE & LLDPE accounted for over 2 Mn MT of imports. These figures were high on account of some of the domestic petchem facilities remaining offline during the period necessitating imports to sustain consumption which in turn also kept the domestic prices subdued.

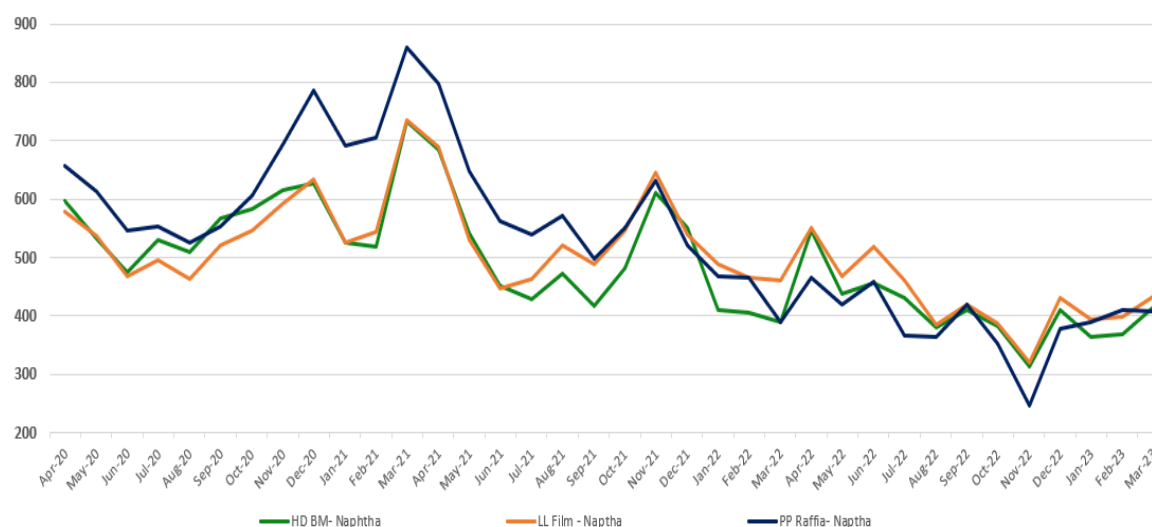
In India, the Union Ministry of Environment, Forests and Climate Change (MoEFCC) issued directions under the Plastic Waste Management Rules, prohibiting/restricting the manufacture, import, stocking, distribution, and sale of certain single-use plastics, in phases. They also issued guidelines on Extended Producer Responsibility (EPR) for plastic packaging. (Source: Industry info and internal analysis)

### (b) FY 2023-24: Projections & Challenges

The Petrochemicals market is expected to register fluctuating growth trends in the long term, while inflation and supply chain concerns are expected to continue in 2023. Controlling Inflation has become the first priority for global economies. As demand is slowing, especially in the US and Europe, the current global supply-demand balance is likely to remain unchanged as we tread along. However, considering predictions that oil prices likely to stay firm in 2023, the extent of improvement in the industry is likely to be limited.

About 42 MMT of ethylene capacity is expected to be added until 2026, with China contributing about 19 MMT of capacity followed by North America at about 5 MMT. Such a large capacity coming online would tend to increase availability while suppressing margins for the producers. A total of some 5.6 MMT of effective new PP capacity are expected in China in 2023. Other new projects in Asia will come from India, Vietnam and Malaysia. With such new capacities, Petrochemicals market players' investments, therefore, would continue to orient themselves towards securing efficacious raw materials, efficient procurement, inventory control and strengthening product portfolios to stay relevant during stormy weather.

**(C) Feedstock and Polymers Price Trends**



(Sources: Platts)  
 (Platts CFR SEA Price considered for base grades of Polyolefins)

Average Naphtha (our key feedstock) prices remained firm during financial year 2022-23 due to various factors. The polymer-naphtha spreads continued to show a continuous drop from start of Q2 to end of Q3. Some respite in product prices in Q4 helped easing the stressed spreads, however, on Y-O-Y the spreads actually moderated significantly; more so in Polypropylene, as shown below:

Avg. Spread (\$/MT)	FY 2020-21	FY 2021-22	FY 2022-23	Fall in FY 2022-23
<b>HD BM- Naphtha</b>	568	487	410	-16%
<b>LL Film - Naphtha</b>	554	524	431	-18%
<b>PP Raffia- Naphtha</b>	526	553	390	-29%

While the fall in the spreads with naphtha in case of Polyethylene ranged from 16-18% in financial year 2022-23, the same was 29% in case of Polypropylene with spreads falling to an average of \$390 PMT. (Source: Platts and internal analysis)

Polymer prices strengthened in H2 on the back of higher feedstock prices & freight rates. However, the margins were weakened due to the abnormal rise in feedstock prices.

The average Platts benchmark HDPE Blow Molding-Naphtha, LLDPE Film-Naphtha and PP Raffia-Naphtha spread shrank from an average of \$487/MT, \$524/MT and \$553/MT in financial year 2021-22 to an average of \$410/MT, \$431/MT and \$390/MT in financial year 2022-23 which has been the lowest in last three years.

## **(ii) Chemicals Market Scenario**

### **(a) Benzene**

In calendar year 2022, global name plate capacity for Benzene production was 75 MMT. This was an increase of over 2.6 MMT as compared to 2021, most of the new capacity was in Asia, and specifically in mainland China. The global production stood at 53.7 MMT, with a total global operating rate of 72%.

In calendar year 2022, the major benzene trading regions of West Europe, mainland China, and North America remained net importers. In mainland China, even though there has been substantial new capacity addition, the country remains the largest importer. The main reason for this is that while there has been new Benzene capacity build-up, there has been simultaneous benzene derivative build-up. On the other hand, South Korea remained a large exporter, exporting over 2.5 MMT. Most of the volumes went to mainland China or to the United States.

The four main Benzene derivatives are Ethylbenzene (EB), Cumene, Cyclohexane, and Nitrobenzene which consume over 90% of Benzene production worldwide. Of the total benzene demand, the share of demand for each of these Benzene derivatives in calendar year 2022 is 47%, 20%, 14%, and 11%, respectively. However, though growth rates are varied for the different derivatives, the total global benzene demand growth between 2022 and 2032 is expected to be 2.5% per annum. The growth rates of EB, Cumene, and Cyclohexane are expected to be 2.2% per year, 2.9% per year, and 2.9% per year, respectively as we move ahead. The main reason behind the lower growth rates for EB is increasing mechanical and chemical recycling, which is constraining demand growth for virgin styrene, as well as limitations on single-use plastics in some market regions.

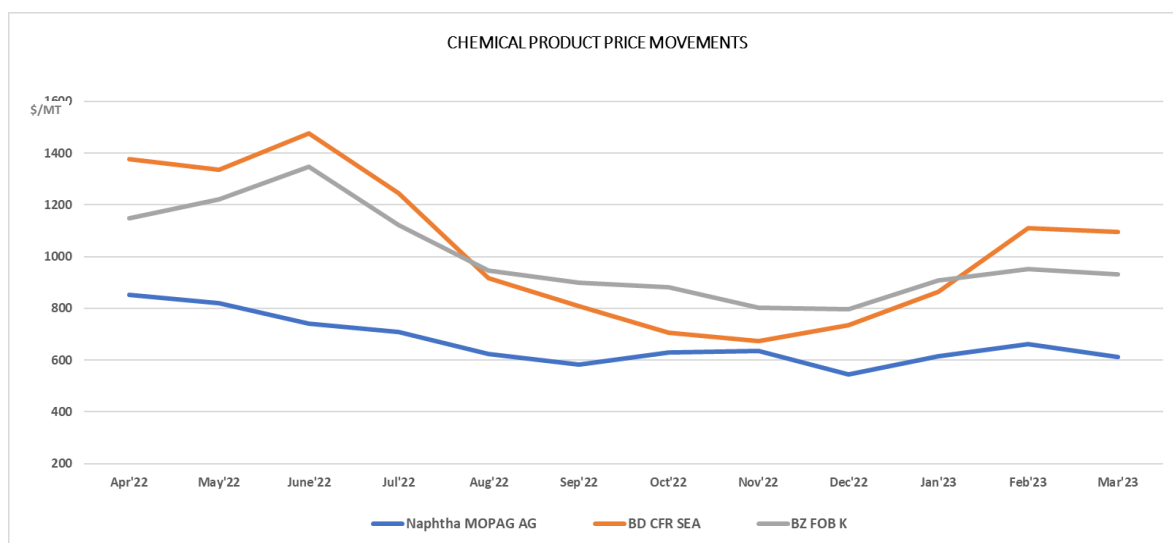
Back in India, Benzene production capacity increased to 2.72 MMT with start-up of HMEL by end of this financial year 2022-23. However due to Annual Turn-around for OPaL, production was lost during first two months of the fiscal year. Further due to squeezed Para-Xylene (PX)-Naphtha spread, PX producers kept their plant idle, which in turn reduced bi-product Benzene production. Total production for the financial year was around 2.1MMT. On the other hand, domestic demand was around 0.68 MMTPA with majority of Benzene going into alkyl benzene, cumene, cyclohexane and chlorobenzene and remaining volume was exported into China, ME and US.

### **(b) Butadiene**

Global Butadiene extraction capacity is around 17.1 MMT and demand is dominated by synthetic rubbers primarily used in Tyre production. The two major commodity types of synthetic rubbers, polybutadiene rubber (PBR) and styrene-butadiene rubber (SBR), presently account for over 50% of global butadiene demand.

Over the past few years, the pervasive impact of COVID-19 has driven butadiene and derivative markets. Worldwide lockdowns and intermittent restrictions of economic activities were felt most acutely in durable goods markets, including vehicles which has started to pick-up.

In financial year 2022-23, Butadiene production in India was approximately 0.48 MMT with installed capacity of ~ 0.6 MMT operating at 80% capacity utilization as against 79% in the previous financial year. Much of the Butadiene produced goes in commodity synthetic rubber (SBR and PBR) production which accounts for 85% consumption as a whole followed by Acrylonitrile Butadiene Styrene (ABS) resins and nitrile rubber.



### **(iii) OPaL Performance & Market Share**

OPaL achieved sales of 1.585 MMT (HDPE: 0.3 MMT, LLDPE: 0.5 MMT, PP: 0.33 and Chemicals: 0.45 MMT) during financial year 2022-23. This equals the production of polymers and chemicals for the year.

#### **(a) Polymers**

OPaL achieved a polymer sale of 1.135 MMT last financial year 2022-23 with highest ever monthly sale of polymers of 151 KT achieved in the month of December'22.

Domestic share of polymer sales was up by 5% (91%) in financial year 2022-23 as compared to 86% in financial year 2021-22 due to slowing down on exports. Focus on sales of higher margin grades like HDPE-MBM, HDPE-Pipe & LLDPE- Hi-Flow was embarked upon as effective domestic sales strategy. In exports, over 68% of the products were sold in the nearest markets of South Asia and South East Asia. *(Source: Industry info and internal analysis)*

Overall domestic Market Share of OPaL for polymers stood at 12% in the financial year 2022-23; 1% lower than last fiscal majorly on account of mega turn-around taken in the beginning of the fiscal.

We also obtained BIS certification (IS 7328) for Polyethylene products as per compliance to Gazette Notification from Govt. of India. We have also successfully completed the registration process for EPR under Brand Owner & Importer Categories.

#### **(b) Chemicals**

During this financial year 2022-23, total chemical sales was 449 KT due to less production on account of mega turn-around in the beginning of the fiscal. OPaL sold around 61% chemical products in domestic market and 39% in export markets. Due to locational advantage OPaL, could place entire Benzene production in the domestic market, whereas more than 40% of 1,3 Butadiene was sold in domestic capturing 75% of market share for 1,3 merchant Butadiene sale.



**4. DEPOSITS FROM PUBLIC**

The Company has not accepted any deposits from public during the year under review.

**5. DIVIDEND**

In the absence of profits during the financial year 2022-23, your Directors do not recommend any dividend.

**6. TRANSFER TO RESERVES**

In view of absence of profits during the financial year 2022-23, your Directors are unable to transfer any amount to the General Reserve Account.

**7. CAPITAL & FINANCE****(a) Share Capital:**

During financial year 2022-23 there is no change in share capital of the Company.

**(b) Warrants:**

Details of outstanding Warrants as on 31.03.2023 are as per given below:

Particular	ISINs	No. of Securities	Date of Allotment	Conversion/Maturity Date
Warrant I	INE163N13073	1,92,20,00,000	25.08.2015	24.08.2024
Warrant II	INE163N13065	63,60,00,000	13.12.2018	12.06.2023*
Warrant III	INE163N13040	89,32,40,000	07.04.2020	06.10.2024

**Note:**

(a) During the year exercise period of the Warrant of Rs. 1,922 crore have been extended from 90 months to 108 months from the date of allotment of Warrants i.e., from 25.08.2015 and date of exercise of Warrant is on or before 24.08.2024.

\* (b) Exercise period of the Warrant of Rs. 636 crore have been extended from 54 months to 72 months from the date of allotment of Warrants i.e., from 13.12.2018 and date of exercise of Warrant is on or before 12.12.2024.

(c) During the year exercise period of the Warrant of Rs. 893.24 crore have been extended from 36 months to 54 months from the date of allotment of Warrants i.e., from 07.04.2020 and date of exercise of Warrant is on or before 06.10.2024.

**(c) Non-Convertible Debentures (NCDs):**

Your Company has raised total fund of Rs. 600.00 crore in the financial year 2022-23 through issuance of listed Non-Convertible Debentures (NCDs), as per details given below:

Non-Convertible Debentures (NCDs) Series	ISIN	Tenor/Period	Annual Coupon Rate	Amount (Rs. in Crore)	Date of Allotment	Redemption Date
Series VIII	INE163N08222	7 years	8.58%	100.00	09.11.2022	09.11.2029
Series IX	INE163N08230	1 Year 6 Months	8.57%	500.00	13.03.2023	11.09.2024
<b>Total</b>				<b>600.00</b>		

The NCDs issues were through Electronic Bidding Platform (EBP) of BSE Limited (stock exchange) to cater to the availability of funds in the financial market at best available coupon rates.

Further, following listed NCDs has been redeemed during the year:

Non-Convertible Debentures (NCDs) Series	ISIN	Tenor/Period	Amount (Rs. in Crore)	Date of Allotment	Redemption Date
NCDs Series-II	INE163N08073	3 Years 1 Month	485.00	19.03.2019	19.04.2022
NCDs Series-III	INE163N08099	3 Years 3 Months	435.00	26.09.2019	26.12.2022
NCDs Series-V Option A	INE163N08123	3 Years	433.40	11.02.2020	10.02.2023
NCDs Series-IV Option A	INE163N08107	3 Years 3 Months	371.10	10.12.2019	10.03.2023
<b>Total</b>			<b>1724.50</b>		

The Company has been regular in making the payment of principal and/or interest amount due on NCDs on the respective due dates. As on 31<sup>st</sup> March, 2023, there were no NCDs or principal or interest thereon, remaining unpaid.

#### **(d) Compulsorily Convertible Debentures (CCDs)**

In order to meet Equity requirements, your Company has issued and allotted Compulsorily Convertible Debentures (CCDs) of Rs. 7,778 crore having face value of Rs. 1 crore each Debenture to Investors in tranches. CCDs have feature of compulsorily conversion into equity of OPaL as per terms and accordingly CCDs issuances were treated by RBI as quasi-equity.

Details of Compulsorily Convertible Debentures (CCDs) as on 31.03.2023 are as under:

Sl. No.	Type of Loan	Rate (%) payable Semi-annual	CCDs Amount (Rs. in Crore)	Allotment Date	Date of Last Extension	Mandatory Put Option Date	Date of Conversion
i)	CCDs-I	7.12 per annum	5,615	02.07.2016	02.06.2022	01.12.2023	02.01.2024
ii)	CCDs-II	5.58 per annum	1,671	18.05.2017	15.10.2021	18.04.2023	18.05.2023*
iii)	CCDs-III	7.18 per annum	492	28.03.2018	29.08.2022	28.02.2024	28.03.2024
<b>Total</b>			<b>7,778</b>				

\*Conversion timelines of Compulsorily Convertible Debentures (CCDs-II) for Rs. 1,671 crore with mandatory put option dated 18.04.2023 have been modified, which was due for conversion on 18.05.2023, for an additional period of up to 18 (eighteen) months i.e. the term/tenure of the Debentures stands modified to 90 (Ninety) months from the deemed date of allotment and conversion date would be the date falling on 18.11.2024 with coupon rate of 8.24 % per annum (if not converted earlier in accordance with the terms of the Debenture Trust Deed and the Option Agreement).

#### **(e) Commercial Paper (CP)**

Your Company has issued Listed Commercial Paper (CP). The purpose of the issues was to meet short term requirement towards liquidity mismatch with low cost funding from Debt market.

The details of Commercial Papers (CPs) issued and redeemed on their respective maturity dates, during the financial year 2022-23, are as per given below:

Sl. No.	ISIN	Issue Date	Maturity Date	Amount (Rs. in Crore)	Discount Rate	Credit Rating
1	INE163N14238	08.04.2022	07.07.2022 (Redeemed)	200	4.13%	ICRA A1+, IND A1+
2	INE163N14246	20.04.2022	19.07.2022 (Redeemed)	200	4.29%	ICRA A1+, IND A1+
3	INE163N14253	26.05.2022	24.08.2022 (Redeemed)	400	5.35%	ICRA A1+, IND A1+
4	INE163N14261	06.06.2022	05.09.2022 (Redeemed)	200	5.37%	ICRA A1+, IND A1+
5	INE163N14279	10.08.2022	06.02.2023 (Redeemed)	400	6.57%	ICRA A1+, IND A1+
6	INE163N14287	09.02.2023	10.05.2023 (Redeemed)	250	7.39%	ICRA A1+, IND A1+
7	INE163N14295	03.03.2023	02.06.2023 (Redeemed)	400	8.10%	ICRA A1+, IND A1+
8	INE163N14303	28.03.2023	27.03.2024	350	8.35%	ICRA A1+, IND A1+

The Commercial Papers are listed at stock exchange i.e. BSE Limited (BSE). During the year under review, the Commercial Papers have been redeemed on their respective maturity dates.

## **9. AUDIT AND AUDITORS' REPORT**

### **I. Statutory Audit**

The Comptroller and Auditor General of India (CAG) has appointed M/s Prakash Chandra Jain & Co., Chartered Accountants (Firm Registration No. 002438C), Vadodara, as Statutory Auditors for the financial year 2022-23. They have audited the Financial Statements for the financial year ended 31<sup>st</sup> March, 2023 and submitted their report which forms part of this annual report.

The Statutory Auditors were paid a remuneration of Rs. 2.56 million (previous year Rs. 2.39 million) towards Audit fees (including Limited Review fee and other services). The above fees are exclusive of applicable taxes and reimbursement of reasonable travelling and out of pocket expenses actually incurred.

The Auditors' Report to the Members of the Company for the year under review is without any adverse remark or qualification statement and therefore no explanation has been provided on the report of the Statutory Auditors.

There are no instances of frauds committed in the Company by its officers or employees reported by Statutory Auditors during the financial year 2022-23, pursuant to Section 143 (12) of the Companies Act, 2013.

### **II. Supplementary Audit by Comptroller and Auditor General of India (CAG)**

The Comptroller and Auditor General of India (CAG) has conducted a supplementary audit of the financial statements of ONGC Petro additions Limited for the financial year ended 31<sup>st</sup> March, 2023 under Section 143 (6)(a) of the Companies Act, 2013. The report given by the Comptroller and Auditor General of India (CAG) on the financial statements for the financial year 2022-23 of the Company forms part of the Annual Report.

The Comment of Comptroller and Auditor General of India (CAG) under Section 143 (6) (b) of the Companies Act, 2013 on the financial statements of ONGC Petro additions Limited for the financial year ended 31<sup>st</sup> March, 2023 and the reply of the management thereto form part of this report and are attached as **Annexure-I** to this Report.

### **III. Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s Kumar Naresh Sinha & Associates (FRN: S2015UP440500), a firm of Company Secretaries in practice to undertake the Secretarial Audit of your Company for the financial year 2022-23. M/s Kumar Naresh Sinha & Associates, Company Secretaries have submitted the Secretarial Audit Report dated 15<sup>th</sup> July, 2023 to the Company.

The Secretarial Audit Report is without any qualification, reservation, adverse remarks or disclaimer. The Secretarial Audit Report in **Form No. MR-3** is attached as **Annexure-II** to this Report.

### **Annual Secretarial Compliance Report**

In terms of applicable provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”), the Annual Secretarial Compliance Report for financial year 2022-23 has been submitted to the Stock Exchange.

### **IV. Internal Audit**

Pursuant to the provisions of Section 138(1) of the Companies Act, 2013 read with Rule 13(1) of the Companies (Accounts) Rules, 2014 and Rule 8(4) of the Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors has appointed M/s Ernst & Young LLP, Chartered Accountants to undertake the Internal Audit of your Company for the financial year 2022-23. Internal Auditor has carried out Internal Audit and submitted its report to Audit Committee.

## **10. AUDIT COMMITTEE**

In compliance with Section 177 (8) of the Companies Act, 2013, the details regarding Audit Committee are provided in Corporate Governance report. There has been no instance where recommendations of the Audit Committee have not been accepted by the Board.

## **11. HUMAN RESOURCE (HR)**

Employees are the prime movers and our most valuable asset. In OPaL we are committed to create an open and transparent organization with focus on overall employee development and fostering an environment that enables them to deliver superior performance.

Our main focus is on enhancing employee experience and retaining the talent. As on 31<sup>st</sup> March, 2023 total numbers of employees on the company rolls are 936 and as on 23<sup>rd</sup> June it is 901. Average age of employees at OPaL is 35 years. In financial year 2022-23 total 2089 Man-days of training participation were achieved through various on-going training initiatives.

During year 2022-23 our prime focus was on nurturing a supportive and productive work environment by partnering with Business during Mega Turn Around, seamless transition at Leadership positions by adept succession planning and time bound recruitment at senior levels. Also focused on several proposals for enhancing employee benefits such as insurance, Compensation Benchmarking studies and Pay-revision for OPaL employees etc. Simultaneously beat the targets of training man hours by engaging employees in several Functional, Technical and behavioral training programs.

## 12. PARTICULARS OF EMPLOYEES AND REMUNERATION

During the year under review no employee was in receipt of remuneration exceeding the limits set out under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

## 13. BOARD OF DIRECTORS

As on March 31, 2023, the Company has nine Directors comprising of one Executive Director and eight Non-Executive Directors out of which three are Independent Directors and one Woman Director.

The year under review and as on date the following changes took place in the Board of your Company:

### Inductions to the Board:

- i) Shri Ratnesh Kumar was appointed as an Additional Director and Managing Director of ONGC Petro additions Limited (OPaL) with effect from 1<sup>st</sup> July, 2022 pursuant to provisions of Section 161, Section 196, Section 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company.
- ii) Ms. Pomila Jaspal (Nominee ONGC) was appointed as an Additional Director pursuant to provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company with effect from 15<sup>th</sup> July, 2022.
- iii) Shri Kamal Tandon (Nominee GAIL) was appointed as an Additional Director pursuant to provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company with effect from 15<sup>th</sup> July, 2022.
- iv) Shri Gurinder Singh was appointed as an Additional Director and Managing Director of ONGC Petro additions Limited (OPaL) with effect from 19<sup>th</sup> August, 2022 pursuant to provisions of Section 161, Section 196, Section 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company.
- v) Shri Rajesh Kumar Srivastava (Nominee ONGC) was appointed as an Additional Director and Chairman on the Board of ONGC Petro additions Limited (OPaL) with effect from 7<sup>th</sup> September, 2022 in terms of Article 55 of Articles of Association of the Company and pursuant to provisions of the Companies Act, 2013.
- vi) Shri Arun Kumar Singh (Nominee ONGC) was appointed as an Additional Director and Chairman on the Board of ONGC Petro additions Limited (OPaL) with effect from 16<sup>th</sup> December, 2022 in terms of Article 55 of Articles of

Association of the Company and pursuant to provisions of the Companies Act, 2013.

- vii) Shri Deepak Gupta (Nominee GAIL) was appointed as an Additional Director pursuant to provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company with effect from 4<sup>th</sup> May, 2023.
- viii) Shri Prasoon Kumar (Nominee GAIL) was appointed as an Additional Director pursuant to provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company with effect from 4<sup>th</sup> May, 2023.

Cessations:

- i) Shri Avinash Kumar Verma ceased to be Managing Director on the Board of OPaL with effect from 15<sup>th</sup> April, 2022 due to completion of tenure as Managing Director in the Company.
- ii) Ms. Sushma Rawat (Nominee ONGC) ceased to be Director on the Board of OPaL with effect from 6<sup>th</sup> May, 2022.
- iii) Shri Om Prakash Singh (Nominee ONGC) ceased to be Director on the Board of OPaL with effect from 15<sup>th</sup> July, 2022.
- iv) Shri Rajeev Kumar Singhal (Nominee GAIL) ceased to be Director on the Board of OPaL with effect from 15<sup>th</sup> July, 2022.
- v) Shri Ratnesh Kumar ceased to be Managing Director on the Board of OPaL with effect from 17<sup>th</sup> August, 2022 due to resignation as Managing Director in the Company.

The Board of Directors places on record excellent guidance, support and contribution received from Shri Ratnesh Kumar as the Managing Director of the Company and progress made by the Company under his leadership.

- vi) Dr. Alka Mittal (Nominee ONGC) ceased to be Chairperson and Director on the Board of OPaL with effect from 1<sup>st</sup> September, 2022 due to superannuation from the services of ONGC.

The Board of Directors places on record excellent guidance, support and contribution received from Dr. Alka Mittal as the Chairperson of the Company and progress made by the Company under her leadership.

- vii) Shri Rajesh Kumar Srivastava (Nominee ONGC) ceased to be Chairman and Director on the Board of OPaL with effect from 16<sup>th</sup> December, 2022.

The Board of Directors places on record excellent guidance, support and contribution received from Shri Rajesh Kumar Srivastava as the Chairman of the Company and progress made by the Company under his leadership.

- viii) Shri Ashu Shinghal (Nominee GAIL) was appointed as a Director on the Board of ONGC Petro additions Limited (OPaL) with effect from 1<sup>st</sup> July, 2020 and he ceased to be Director with effect from 4<sup>th</sup> May, 2023.

The Board of Directors places on record their deep appreciation for the valuable advice and guidance provided by him during his tenure as Director.

- ix) Shri Kamal Tandon (Nominee GAIL) ceased to be Director on the Board of OPaL with effect from 1<sup>st</sup> May, 2023 due to superannuation from the services of GAIL.



The Board of Directors places on record their deep appreciation for the valuable advice and guidance provided by him during his tenure as Director.

**Re-appointment of Directors retiring by rotation:**

In terms of Section 152(6) of the Act read with the Articles of Association of the Company, Shri Pankaj Kumar, Director being longest in office, shall retire by rotation and being eligible has offered himself for reappointment at the ensuing Annual General Meeting (AGM) of the Company. A brief profile of Shri Pankaj Kumar, Director has been included in the notice convening the ensuing AGM of the Company.

During the year under review none of the Directors on the Board of ONGC Petro additions Limited (OPaL) holds directorships in other companies exceeding the statutory limits as provided in the Companies Act, 2013, rules made thereunder and Listing Regulations.

During the financial year 2022-23, necessary disclosures under applicable provisions of Companies Act, 2013 have been received from all the Directors.

None of the Directors of the Company are disqualified from being appointed as Directors in term of provisions of the Companies Act, 2013.

**14. KEY MANAGERIAL PERSONNEL (KMP)**

As required under Section 2(51) and Section 203 of the Companies Act, 2013 read with Rule 8 and Rule 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following persons are the Key Managerial Personnel (KMP) of the Company :-

- i) Shri Gurinder Singh appointed as Managing Director & Key Managerial Personnel (KMP) of the Company with effect from 19<sup>th</sup> August, 2022. Further, Shri Ratnesh Kumar ceased as Managing Director and Key Managerial Personnel with effect from 17<sup>th</sup> August, 2022. Before that Shri Avinash Kumar Verma also ceased to be Managing Director and Key Managerial Personnel of the Company with effect from 15<sup>th</sup> April, 2022.
- ii) Shri Subodh Prasad Pankaj was initially appointed as Company Secretary (CS) with effect from 11<sup>th</sup> January, 2010 and as per Companies Act, 2013, he has been designated as Company Secretary cum Whole time Key Managerial Personnel (KMP) of ONGC Petro additions Limited (OPaL) with effect from 26<sup>th</sup> July, 2014.

Further, as per Regulation 6 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), Shri Subodh Prasad Pankaj, Company Secretary, has been designated by the Board as Company Secretary & Compliance Officer of the Company with effect from 10<sup>th</sup> May, 2019.

- iii) Shri Pankaj Wadhwa was appointed as Chief Finance Officer (CFO) cum Whole time Key Managerial Personnel (KMP) of ONGC Petro additions Limited (OPaL) with effect from 02<sup>nd</sup> August, 2021.

Further, Shri Pankaj Wadhwa ceased to be Chief Finance Officer (CFO) and a Key Managerial Personnel (KMP) of ONGC Petro additions Limited due to resignation with effect from 17<sup>th</sup> June, 2023.

Thereafter, Shri Sanjay Bharti, GM (F&A), ONGC appointed as Chief Finance Officer (CFO) and a Key Managerial Personnel (KMP) of ONGC Petro additions Limited with effect from 27<sup>th</sup> June, 2023.

## **15. INDEPENDENT DIRECTORS**

### **I. Declaration by Independent Directors**

The Company has received the necessary declaration from each Independent Director in accordance with Section 149(7) of the Act and Regulations 16(1)(b) and 25(8) of the SEBI Listing Regulations, that they meet the criteria of independence as laid out in Section 149(6) of the Act and Regulations 16(1)(b) of the SEBI Listing Regulations.

Basis the declarations received from the Independent Directors and the disclosures made by them, the Board, acknowledging the veracity of the same, has concluded that the Independent Directors are the persons of integrity and qualify as such and that they are independent of the Management of the Company.

All Independent Directors hold office for a fixed term of five years and are not liable to retire by rotation.

### **II. Independent Directors Meeting**

In terms of applicable provisions of Section 149 (8) of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and Regulation 25 (3) of Listing Regulations, an Independent Directors meeting was held during the year under review on 27<sup>th</sup> February, 2023.

All Independent Directors were present in the meeting without the presence of Non-Independent Directors and members of management. Such meeting was conducted to enable Independent Directors to discuss matter pertaining to the Company's affairs, Operations and its future course of action.

## **16. COST AUDIT**

Pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 4(3)(ii) of Companies (Cost Records and Audit) Amendment Rules, 2014, Cost Audit is not applicable to the Company which is operating from Special Economic Zone (SEZ). Since, ONGC Petro additions Limited is operating from Dahej SEZ, accordingly, Cost Audit is not applicable for the period under review.

## **17. CORPORATE GOVERNANCE**

At OPaL, we ensure that we evolve and follow the Corporate Governance guidelines and best practices diligently. We consider it our inherent responsibility to disclose timely and accurate information regarding the operations and performance, leadership, and governance of the Company.

Your Company considers good Corporate Governance a pre-requisite for meeting the needs and aspirations of its stakeholders and firmly believes that the same could be achieved by maintaining transparency in its dealings, creating robust policies and practices, effective processes and systems with clear accountability, integrity, transparency governance practices and the highest standards of governance.

The Company has submitted quarterly compliance report on Corporate Governance with the Stock Exchange, in accordance with the requirements of Regulation 27(2)(a) of the Listing Regulations.

The Corporate Governance Report along with the Certificate from a Practicing Company Secretary, certifying compliance with conditions of Corporate Governance, forms an integral part of this Report and is attached herewith as **Annexure-III** to this report.

## **18. BOARD AND BOARD COMMITTEES**

Pursuant to applicable provisions of Companies Act, 2013, SEBI LODR and for smooth functioning of business operations, various Board level Committees have been constituted in your Company.

The Board has been assisted by Board Level Committees. The Company Secretary and Compliance Officer acts as the Secretary to all the Board Level Committee(s).

The details of the Committees along with their composition, number of meetings and attendance at the meetings are given in the Corporate Governance Report.

## **19. SECRETARIAL STANDARDS**

During the financial year 2022-23 your Company has complied with all the applicable Secretarial Standards, issued by the Institute of Company Secretaries of India (ICSI).

## **20. ANNUAL RETURN**

In accordance with Section 134(3)(a) of the Companies Act, 2013, amended provision, the provisional Annual Return in the prescribed format i.e. Form No. MGT-7 has been made available on the website of the Company at [www.opalindia.in](http://www.opalindia.in).

## **21. RELATED PARTY TRANSACTIONS**

In line with the requirements of the Companies Act, 2023 and the Listing Regulations, the Company has formulated a Policy on Related Party Transactions of ONGC Petro additions Limited which is also available on the Company's website at [www.opalindia.in](http://www.opalindia.in).

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its Related Parties.

All Related Party Transactions (RPTs) and subsequent material modifications are placed before the Audit Committee for its review and approval. Prior omnibus approval is obtained for RPTs for transactions which are of repetitive nature and/or entered in the ordinary course of business and are at arm's length.

During the year under review, your Company did not enter into any contracts / arrangements/transactions with related parties referred in Section 188(1) of the Companies Act, 2013 read with the Rules made thereunder. All the Related Party Transactions were in the ordinary course of business and on an arm's length basis.

In accordance with Ind AS-24, the Related Party Transactions are disclosed under Note No. 34 of the Standalone Financial Statements.

Accordingly, the particulars of Contracts or Arrangements made with related parties pursuant to Section 188 of the Companies Act, 2013 & Rules made thereunder, and the disclosure of Related Party Transactions as required under Section 134(3)(h) of the

Companies Act, 2013 in the prescribed format i.e. **Form No. AOC-2** is attached herewith as **Annexure-IV** to this Report.

## **22. RISK MANAGEMENT**

Risk Management is an integral part of the Company's business strategy with a focus on building risk management culture across the organization. Risk Management Framework which lays down guidelines for risk identification, assessment, and monitoring as an on-going process that is supported by a robust risk reporting framework. It entails the establishment of robust systems and processes within the Risk Management Framework to mitigate risks effectively. Risk Management framework encompasses management and monitoring of Credit risk, Market risk, Liquidity risk, Operational risk (including Fraud risk), Cyber risk, Compliance risk, Reputation risk, HR, IT, HSE, Marketing in addition to any other risk envisaged during the course of the business. The Risk Management framework has been implemented in the Company and risk reporting structure has been put in place.

Your Company has constituted a Committee of the Board to monitor and review Risk Management Plan under applicable provisions of Companies Act, 2013 and Listing Regulations. The details of the Risk Management Committee are given in Corporate Governance Report.

A Risk Management Policy on the recommendation of Risk Management Committee was duly approved by the Board for analysis of the business risks and its continuous monitoring for effective mitigation. The Risk Management Policy, inter-alia, includes identification therein of elements of risk, including those which in the opinion of the Board may threaten the business continuity and/or existence of the Company.

The Risk Management Policy is available on the website of the Company at [www.opalindia.in](http://www.opalindia.in).

## **23. VIGIL MECHANISM/WHISTLE BLOWER POLICY**

Your Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour.

The Company has a Vigil Mechanism/Whistle Blower Policy ("Policy") under Section 177 (9) and Section 177 (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and under Regulation 22 of Listing Regulations, that provides a formal channel for all its Directors and employees to approach the Chairman of the Audit Committee or Ethics and Vigilance Officer and make protected disclosures about any unethical behaviour, actual or suspected fraud.

The objective of this mechanism is to maintain a redressal system which can process all complaints concerning questionable accounting practices, internal controls, or fraudulent reporting of financial information and to address serious concerns arising from irregularities, malpractices and other misdemeanors committed by the Company's personnel.

The Whistleblower Policy is available on Company's website at [www.opalindia.in](http://www.opalindia.in).

## 24. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The objective of the 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 recognizes the responsibilities towards society and strongly intends to contribute towards development of knowledge based economy. In accordance with the requirements of the provisions of Section 135 of the Act, the Company has constituted a Corporate Social Responsibility ("CSR") Committee. The Corporate Social Responsibility ('CSR') activities of the Company are governed by the Corporate Social Responsibility Committee of the Board. The composition and terms of reference of the CSR Committee is provided in the Corporate Governance Report forming part of this Annual Report.

The CSR sub-committee, comprising COO-OPaL, CFO-OPaL, Head-HR and Company Secretary & Compliance Officer of the Company, has been constituted to undertake and monitor all CSR activities of the Company.

In the absence of profits during the financial year 2022-23, the Company was not required to spend on CSR and hence the Annual Report on activities as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended from time to time) is not applicable for financial year 2022-23.

During the financial year 2022-23, your Company has not spent any amount in CSR activities.

The Company has a CSR Policy in compliance with the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder. The said CSR Policy is available on the website of the Company at [www.opalindia.in](http://www.opalindia.in).

## 25. NOMINATION AND REMUNERATION POLICY

In terms of applicable provisions of Section 178 (3) of the Companies Act, 2013 and Rules made thereunder the Company has formulated Nomination and Remuneration Policy of the Company for the remuneration of Directors, Key Managerial Personnel (KMP), Vice President (VP) & above and Functional Heads. It lays down principles and parameters to ensure that remunerations are competitive, reasonable, and in line with corporate and individual performance.

Hence, Appointment, Re-appointment, Remuneration and other facilities of Directors, Key Managerial Personnel (KMP), Vice President & above and Functional Heads are deliberated in the Nomination & Remuneration Committee Meeting and matters related to Managing Director, VP & above is recommended to the Board for approval.

## 26. MANAGERIAL REMUNERATION

The philosophy for remuneration of Directors, Key Managerial Personnel ('KMP') and all other employees is based on the commitment of encouragement a culture of leadership with trust.

All the members of Board are Non-Executive Directors except the Managing Director. Remuneration paid to the Managing Director is within the limits prescribed under Section 197 of the Companies Act, 2013 and rules made thereunder and read with Schedule V of the Companies Act, 2013. The Company pays remuneration to Managing Director on recommendation of the Nomination & Remuneration Committee, approval of the Board and the Shareholders.



During the financial year 2022-23 there were three Independent Directors in the Company. The Independent Directors have been paid sitting fees of Rs. 35,000/- for every meeting of the Board of Directors and Rs. 25,000/- for Board level Committee meetings of the Company.

The Non-executive Directors did not have any pecuniary relationship with the Company.

No Director of the Company has received any commission from the Company during the financial year 2022-23.

## **27. BOARD EVALUATION**

The Board comprises of highly skilled professionals with wide range of expertise, having diverse background and possesses requisite qualifications and experience which enables it to discharge its responsibilities, provide effective leadership and independent views to the management. The Board helps the Company in adhering to high standards of Corporate Governance practices.

Pursuant to the provisions of the Companies Act, 2013 read with the Rules made thereunder, performance evaluation of Directors, Committees and the Board as a whole was carried out.

The Board and Nomination and Remuneration Committee ensures that the candidates identified for appointment as Directors are not disqualified for appointment under Section 164 and other applicable provisions of the Companies Act, 2013.

To review the efficiency of the Board as a whole, Board Committees, performance of Non-Independent Directors and each individual Director, a formal Board review has been undertaken by the Independent Directors in their meeting held on 27<sup>th</sup> February, 2023.

The criteria for performance evaluation of the Directors, Board Committees and the Board as a whole include aspects like composition, effectiveness of processes & meetings and other measures. The criteria for performance evaluation of the individual Directors include aspects like professional conduct, competency, contribution to the Board and Committee Meetings and other measures. In addition, the performance of the Chairman is also evaluated on key aspects of his roles and responsibilities.

## **28. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made thereunder, your Company framed "Prevention of Sexual Harassment at Workplace Policy", pursuant to which Company has constituted Internal Complaint Committees (ICC).

The summary of complaints received and disposed-off during the financial year 2022-23 is as under:

Number of complaints received during the year	: Nil
Number of complaints disposed off during the year	: Not Applicable
Number of complaints pending during the year	: Not Applicable

## **29. DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 the Directors of the Company to the best of their knowledge and ability hereby state and confirm that:

- a) in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2023, the applicable accounting standards have been followed and there is no material departures from the same;
- b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2023 and of the profit and loss of the Company for the year ended on that date;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a 'going concern' basis; and
- e) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **30. OTHER MATERIAL CHANGES**

Pursuant to Section 134(3)(l) and other applicable provisions of the Companies Act, 2013, save as mentioned in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company i.e., 31<sup>st</sup> March, 2023 and the date of this report.

### **31. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

During the financial year under review, there were no significant and material orders passed by the Regulators or Courts or Tribunals which could impact the going concern status of the Company and its future operations. Further, no application was made or no proceeding was pending as at the end of the year under the Insolvency and Bankruptcy Code, 2016.

### **32. CHANGE IN THE NATURE OF BUSINESS**

During the financial year under review, there was no change in the nature of business of the Company.

### **33. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES**

Your Company does not have any Subsidiary and Joint Venture company during financial year 2022-23 and as on date of this Report. However, OPaL is an Associate Company of M/s Oil and Natural Gas Corporation Limited (ONGC) and M/s GAIL (India) Limited (GAIL) under Section 2 (6) of the Companies Act, 2013.

### **34. HOLDING COMPANY**

Your Company is not a subsidiary of any Company.

### **35. HEALTH, SAFETY AND ENVIRONMENT (HSE)**

The Company is deeply committed to prioritising Health and Safety Management and achieving 'Zero Harm.' OPaL endeavors to ensure best Health, Safety & Environment (HSE) practices. The Company has adopted Integrated Management System (IMS) for Environment, Health, Safety for sustainable development and has been certified for Integrated Management System. The Company has been making continuous

improvements in the systems & procedures with focus to further enhance the HSE performance.

Your Company is now certified for ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018. Your company has completed first Major Turnaround of the entire complex between April - May 2022 without any Fire, Lost time case and could complete total 1.24 million safe manhours during MTA.

Your Company has implemented Process Safety Management (PSM) principles throughout the complex. For effective PSM implementation, various PSM initiatives through expert engagement and participation in national & global conferences on process safety. The Company has been working towards Occupational Health, and has implemented a comprehensive Industrial Hygiene programme which includes identification of occupational health hazards, risk analysis, and assessment of actual exposure through hazard quantification.

Environment Management is fundamental responsibility while carrying out day to day operations of the plant. Your Company monitors environment parameters on continuous basis to ensure reduction in emissions, reduction in pollution loads in treated effluent and ensuring conservation of resources. Your Company has set up one of the most modern Effluent Treatment Plants for treated effluent recycling to minimize water foot print. The continuous Emission & Effluent monitoring system have been connected with CPCB and SPCB servers.

### **36. PARTICULARS OF LOANS, INVESTMENTS, GUARANTEES AND SECURITIES**

During the financial year 2022-23 your Company has not made any loan, investment, guarantee and securities under Section 186 of the Companies, Act, 2013.

### **37. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

The Company's internal control systems commensurate with the nature of its business, the size, and complexity of its operations and such internal financial controls with reference to the Financial Statements are adequate. Your Company uses SAP ERP Systems as a business enabler and to maintain its Books of Account. The transactional controls built into the SAP ERP Systems ensure appropriate segregation of duties, appropriate level of approval mechanisms and maintenance of supporting records.

Your Company recognizes that the Internal Financial Controls cannot provide absolute assurance of achieving financial, operational and compliance reporting objectives because of its inherent limitations. Also, projections of any evaluation of the Internal Financial Controls to future periods are subject to the risk that the Internal Financial Controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate. Accordingly, regular audits and review processes ensure that such systems are reinforced on an ongoing basis.

Internal control system is designed to ensure operational efficiency, compliance with laws and regulations and accuracy and promptness in financial reporting. The internal control system is supported by an internal audit framework to monitor the efficacy of internal controls with the objective of providing to the Audit Committee and the Board of Directors, an independent and reasonable assurance on the adequacy and effectiveness of the internal control and governance processes. The internal audit plan is developed based on the risk profile of business activities of the organisation.

### **38. REPORT OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The report on Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo as stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is attached herewith as **Annexure V** to this report.

### **39. ACKNOWLEDGEMENTS AND APPRECIATION**

Your Board of Directors gratefully acknowledge the continued support and co-operation received from the Shareholders, Stakeholders, Ministry of Corporate Affairs (MCA), Ministry of Petroleum and Natural Gas (MoPNG), Ministry of Chemicals & Fertilizers, Ministry of Commerce & Industry, Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), other Statutory and Regulatory Authorities, Financial Institutions, BSE Limited, Registrar of Companies (RoC) and all regulatory authorities of the Central Government and State Governments in India along with Registrar & Share Transfer Agent, Debenture Trustees, Depositories (NSDL & CDSL), Dahej SEZ Limited, Rupee Loan Lenders, ECB Lenders, Debentures holders, Commercial Papers holder, Correspondent Banks and vendors, suppliers, channel partners, dealers for their continued trust, support and confidence.

Board of Directors also thank the Promoter Companies i.e. M/s Oil and Natural Gas Corporation Limited, M/s GAIL (India) Limited and M/s Gujarat State Petroleum Corporation Limited for their continued faith in the Company.

Board of Directors wish to place on record their appreciation of the very good work done by all the employees of the Company during the year under review.

**on behalf of the Board of Directors  
for ONGC Petro additions Limited**

**Sd/-  
(Arun Kumar Singh)  
Chairman**

**Date : 7<sup>th</sup> August, 2023**

**Place : New Delhi**



सत्यमेव जयते

कार्यालय महानिदेशक वाणिज्यिक लेखापरीक्षा  
मुंबई

भारतीय लेखापरीक्षा एव लेखा विभाग

सी-25, ऑडिट भवन 8वाँ तल, बान्द्रा-कुर्ला कॉम्प्लेक्स, बान्द्रा (पू), मुंबई - 400 051.  
टेलीफोन : 022-69403800  
ई-मेल : pdcamumbai@cag.gov.in

Annexure-I  
Office of the Director General of Commercial Audit  
Mumbai  
Indian Audit & Accounts Department

C-25, 'Audit Bhavan' 8th Floor, Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400 051.  
Telephone : 022-69403800  
e-mail : pdcamumbai@cag.gov.in

संख्या: डीजीसीए/OPAL/लेखों/22-23/टी- 2016/244

दिनांक: 16.08.2023

सेवा में,  
प्रबंध संचालक,  
ओएनजीसी पेट्रो एडिशन लिमिटेड,  
वड़ोदरा, गुजरात

विषय: कंपनी के अधिनियम 2013 के धारा 143 (6) (b) के अधीन ओएनजीसी पेट्रो एडिशन लिमिटेड, के 31 मार्च 2023 को समाप्त लेखों पर भारत के नियंत्रक-महालेखापरीक्षक की टिप्पणीयाँ।

महोदय,

मैं ओएनजीसी पेट्रो एडिशन लिमिटेड, के 31 मार्च 2023 को समाप्त लेखों पर कंपनी के अधिनियम 2013 के धारा 143 (6) (b) के अधीन भारत के नियंत्रक-महालेखापरीक्षक की टिप्पणीयाँ प्रेषित कर रहा हूँ।

वार्षिक आम सभा में लेखों तथा नियंत्रक-महालेखापरीक्षक के टिप्पणीयों को अंगीकरण करने के कार्यवाही के कार्यवृत्त की एक प्रतिलिपि इस कार्यालय को प्रेषित करें। साथ में प्रकाशित वार्षिक रिपोर्ट की 10 प्रतिलिपियाँ भेजें।

कृपया इस पत्र की पावती भेजें।

भवदीय,

निंलामाती स्वने.

महानिदेशक, वाणिज्यिक लेखापरीक्षा, मुंबई

संलग्न: यथोपरि



**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF ONGC PETRO ADDITIONS LIMITED FOR THE YEAR ENDED 31 MARCH 2023.**

The preparation of financial statements of ONGC Petro additions Limited for the year ended 31 March 2023 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the company. The statutory auditor appointed by the Comptroller and Auditor General of India under section 139 (5) of the Act is responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Revised Audit Report dated 02 August 2023 which supersedes their earlier Audit Report dated 10 May 2023.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the financial statements of ONGC Petro additions Limited for the year ended 31 March 2023 under section 143(6)(a) of the Act. This supplementary audit has been carried out independently without access to the working papers of the statutory auditors and is limited primarily to inquiries of the statutory auditors and company personnel and a selective examination of some of the accounting records. The Audit Report has been revised by the statutory auditor to give effect to some of my audit observations raised during supplementary audit.

In addition, I would like to highlight the following significant matters under section 143(6)(b) of the Act which have come to my attention and which in my view are necessary for enabling a better understanding of the financial statements and the related audit report:

**A. Comments on Financial Position**

**Balance Sheet**

**Equity and Liabilities**

**Current Liabilities**

**(a) Financial liabilities**

**(iii) Other financial liabilities: ₹6554.70 million**

**(Note no. 17)**

The above does not include an amount of ₹10353.3 million to be incurred by the company on account of infrastructure, duty and charges, in order to fulfil Special Economic Zone (SEZ) exit, based on the demand raised by the Development Commissioner, Dahej SEZ Limited (December 2021) and as estimated by OPaL (February 2023).

**This non-provision has resulted in understatement of provisions, loss and overstatement of contingent liability by ₹10353.3 million.**

**B. Comments on Auditors' Report**

**Independent Auditor's Report**

The Independent Auditor did not fully report on accounting transactions outside the Company's IT system and implication of such transactions on the integrity of accounts along with the implications, if any, as required under section 143 (5) of the Companies Act, 2013.

**For and on behalf of the  
Comptroller & Auditor General of India**



**C. M. Sane  
Director General of Commercial Audit, Mumbai**

**Place: Mumbai  
Date: 16 August 2023**

**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF ONGC PETRO ADDITIONS LIMITED FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2023**

No.	Comments on Financial position	Management Reply
	<p>The preparation of financial statements of ONGC Petro additions Limited for the year ended 31 March 2023 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the company. The statutory auditor appointed by the Comptroller and Auditor General of India under section 139 (5) of the Act is responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143 (10) of the Act. This is stated to have been done by them vide their Revised Audit Report dated 02 August 2023 which supersedes their earlier Audit Report dated 10 May 2023.</p> <p>I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the financial statements of ONGC Petro additions Limited for the year ended 31 March 2023 under section 143(6)(a) of the Act. This supplementary audit has been carried out independently without access to the working papers of the statutory auditors and is limited primarily to inquiries of the statutory auditors and company personnel and a selective examination of some of the accounting records. The Audit Report has been revised by the statutory auditor to give effect to some of my audit observations raised during supplementary audit.</p> <p>In addition, I would like to highlight the following significant matters under section 143(6)(b) of the Act which have come to my attention and which in my view are necessary for enabling a better understanding of the financial statements and the related audit report:</p>	<p>Statement of Fact</p>
<p><b>A.</b></p>	<p><b>Comments on Financial Position</b>  <b>Balance Sheet</b>  <b>Equity and Liabilities</b>  <b>Current Liabilities</b>  <b>(a) Financial Liabilities</b>  <b>(iii) Other Financial Liabilities : ₹ 6554.70 million (Note No. 17)</b></p> <p>The above does not include an amount of ₹10353.3 million to be incurred by the company on account of infrastructure, duty and charges, in order to fulfil Special Economic Zone (SEZ) exit, based on the demand raised by the Development Commissioner, Dahej SEZ Limited (December 2021) and as estimated by OPaL (February 2023).</p> <p><b>This non-provision has resulted in understatement of provisions, loss and overstatement of contingent liability by ₹10353.3 million.</b></p>	<p>Financial statements deal with the financial position of an entity at the end of its reporting period and not its possible position in the future. Therefore, no provision is recognised for costs that need to be incurred to operate in the future. The only liabilities recognised in an entity's balance sheet are those that exist at the end of the reporting period.</p> <p>On completion of necessary regulatory and statutory demand / approvals for exit, the Board of Directors of the Company will evaluate terms and conditions attached to approvals (if any) and decide if it is commercial prudent whether the Company should exit voluntarily from SEZ or not.</p>

No.	Comments on Financial position	Management Reply
		<p>Based on above, Company does not have any present obligation (legal or constructive) as at 31<sup>st</sup> March, 2023 and crystalized liability with respect to the voluntary exit from SEZ. Accordingly, it is not a 'provision' as per Ind AS 37 and hence not recognized as liability in books of account and not considered the amount in the list of Other Current Liabilities.</p> <p>Further the amount to be incurred on account of infrastructure, duty and charges, if agreed to by Board of Directors of the Company on the basis terms and conditions attached (if any), to approvals to be given by the prescribed authorities shall be capitalized along with the cost of items of Property plant and equipment / inventory or shall be available as input tax credit and therefore the same shall not be charged to the statement of Profit &amp; Loss.</p> <p>Accordingly, therefore there is no case of understatement of provisions, loss and overstatement of contingent liability by ₹10353.3 million in the instant case.</p>
B.	<p><b>Comments on Auditors' Report</b></p> <p><b>Independent Auditor's Report</b></p> <p>The Independent Auditor did not fully report on accounting transactions outside the Company's IT system and implication of such transactions on the integrity of accounts along with the implications, if any, as required under section 143 (5) of the Companies Act, 2013.</p> <p style="text-align: right;"><b>For and on behalf of the Comptroller &amp; Auditor General of India</b></p> <p style="text-align: right;"><b>Sd/- C. M. Sane Director General of Commercial Audit, Mumbai</b></p> <p><b>Place : Mumbai Date : 16 August 2023</b></p>	<p><b>Statutory Auditors reply</b></p> <p>The Company has an ERP system to process the accounting transactions. There are few accounting processes being undertaken through excel spreadsheet like RM inventory valuation, interest calculation of some treasury activities, interest and depreciation of ROU assets, Ind AS valuation of deposits, etc. wherein sufficient controls for data integrity have been observed in our view of general IT controls. Audit report included instances where the same are not automated at all and always done manually.</p> <p>In our opinion sufficient controls for data integrity are there. Moreover, internal auditors have also not raised any concern about data integrity in internal audit reports of the Company.</p> <p style="text-align: right;"><b>For and on the behalf of ONGC Petro additions Limited</b></p> <p style="text-align: right;"><b>Sd/- (Arun Kumar Singh) Chairman</b></p> <p><b>Place : New Delhi Date : 5<sup>th</sup> September, 2023</b></p>

**Form No. MR – 3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

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

To,

**The Members,**

**ONGC Petro additions Limited**

**CIN: U23209GJ2006PLC060282**

**4<sup>th</sup> Floor, 35, Nutan Bharat Co-operative Housing Society Limited,**

**R.C. Dutt Road, Alkapuri,**

**Vadodara – 390007, Gujarat**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ONGC Petro additions Limited** (hereinafter called “the Company”), having its Registered Office at **4<sup>th</sup> Floor, 35, Nutan Bharat Co-operative Housing Society Limited, R.C. Dutt Road, Alkapuri, Vadodara – 390007, Gujarat**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2023** complied with the statutory provisions prescribed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2023** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct investment and External Commercial Borrowings;
- (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;
  - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**Not applicable to the Company during the Audit Period**);
  - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**Not applicable to the Company during the Audit Period**);
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the Audit Period**);





- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Company during the audit period);**
  - f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - 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;
  - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the Audit Period);** and
  - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**
- (vi) The other laws, as informed by the management of the Company which, are specifically applicable to the Company based on their sector/ industry are:
- a) Petroleum Act, 1934/2002 and Rules made thereunder;
  - b) Explosives Act, 1884;
  - c) Indian Boiler Regulations and India Boiler Act.

For the compliances of Labour Laws & other General Laws, our examination and reporting is based on the documents and records as produced and shown to us and the information and explanations as provided to us, by the management of the Company and to the best of our judgment and understanding of the applicability of the different enactments upon the Company, in our opinion there are adequate systems and processes exist in the Company to monitor and ensure compliance with applicable General Laws and Labour Laws.

The compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by the Statutory Auditor and other designated professionals.

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

- (i) Secretarial Standards (SS) issued by The Institute of Company Secretaries of India (ICSI); and
- (ii) DPE Guidelines **(Not applicable to the Company during the audit period).**

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

**We further report that:**

- The Board of Directors of the Company consists of Executive Director, Non-Executive Directors including Woman Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Decisions were carried unanimously during the period under review.
- Adequate notice is given to all Directors to schedule the Board Meetings, including Committees thereof, along with agenda and detailed notes on agenda were generally sent at least seven days in advance, for meetings, other than those held at shorter notice, 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 i.e., Financial Year 2022-23:

- i. Company has raised total fund of Rs. 600.00 crore in the financial year 2022-23 through issuance of listed Non-Convertible Debentures (NCDs), as under:



Non-Convertible Debentures (NCDs) Series	ISIN	Tenor/ Period	Annual Coupon Rate	Amount (Rs. in Crore)	Date of Allotment	Redemption Date
Series VIII	INE163N08222	7 years	8.58%	100.00	09.11.2022	09.11.2029
Series IX	INE163N08230	1 Year 6 Months	8.57%	500.00	13.03.2023	11.09.2024
<b>Total</b>				<b>600.00</b>		

ii. The following listed NCDs has been redeemed during the financial year 2022-23:

Non-Convertible Debentures (NCDs) Series	ISIN	Tenor/ Period	Amount (Rs. in Crore)	Date of Allotment	Redemption Date
NCDs Series-II	INE163N08073	3 Years 1 Month	485.00	19.03.2019	19.04.2022
NCDs Series-III	INE163N08099	3 Years 3 Months	435.00	26.09.2019	26.12.2022
NCDs Series-V Option A	INE163N08123	3 Years	433.40	11.02.2020	10.02.2023
NCDs Series-IV Option A	INE163N08107	3 Years 3 Months	371.10	10.12.2019	10.03.2023
<b>Total</b>			<b>1724.50</b>		

iii. The details of Commercial Papers (CPs) issued and redeemed during the financial year 2022-23, are as under:

Sl. No.	ISIN	Issue Date	Maturity Date	Amount (Rs. in Crore)	Discount Rate	Credit Rating
1	INE163N14238	08.04.2022	07.07.2022 (Redeemed)	200	4.13%	ICRA A1+, IND A1+
2	INE163N14246	20.04.2022	19.07.2022 (Redeemed)	200	4.29%	ICRA A1+, IND A1+
3	INE163N14253	26.05.2022	24.08.2022 (Redeemed)	400	5.35%	ICRA A1+, IND A1+
4	INE163N14261	06.06.2022	05.09.2022 (Redeemed)	200	5.37%	ICRA A1+, IND A1+
5	INE163N14279	10.08.2022	06.02.2023 (Redeemed)	400	6.57%	ICRA A1+, IND A1+
6	INE163N14287	09.02.2023	10.05.2023 (Redeemed)	250	7.39%	ICRA A1+, IND A1+
7	INE163N14295	03.03.2023	02.06.2023 (Redeemed)	400	8.10%	ICRA A1+, IND A1+
8	INE163N14303	28.03.2023	27.03.2024	350	8.35%	ICRA A1+, IND A1+

iv. Details of Compulsorily Convertible Debentures (CCDs) as on 31.03.2023 are as under:

Sl. No.	Type of Loan	Rate (%) payable Semi-annual	CCDs Amount (Rs. in Crore)	Allotment Date	Date of Last Extension	Mandatory Put Option Date	Date of Conversion
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i)	CCDs-I	7.12 per annum	5,615	02.07.2016	02.06.2022	01.12.2023	02.01.2024
ii)	CCDs-II	5.58 per annum	1,671	18.05.2017	15.10.2021	18.04.2023	18.05.2023*
iii)	CCDs-III	7.18 per annum	492	28.03.2018	29.08.2022	28.02.2024	28.03.2024
<b>Total</b>			<b>7,778</b>				

**Note:**

\*Conversion timelines of Compulsorily Convertible Debentures (CCDs-II) for Rs. 1,671 crore with mandatory put option dated 18.04.2023 have been modified, which was due for conversion on 18.05.2023, for an additional period of up to 18 (eighteen) months i.e. the term/tenure of the Debentures stands modified to 90 (Ninety) months from the deemed date of allotment and conversion date would be the date falling on 18.11.2024 with coupon rate of 8.24 % per annum (if not converted earlier in accordance with the terms of the Debenture Trust Deed and the Option Agreement).

v. Details of outstanding Warrants as on 31.03.2023 are as under:

Particular	ISINs	No. of Securities	Date of Allotment	Conversion/ Maturity Date
Warrant I	INE163N13073	1,92,20,00,000	25.08.2015	24.08.2024
Warrant II	INE163N13065	63,60,00,000	13.12.2018	12.06.2023*
Warrant III	INE163N13040	89,32,40,000	07.04.2020	06.10.2024

**Note:**

- (a) During the year exercise period of the Warrants of Rs. 1,922 crores have been extended from 90 months to 108 months from the date of allotment of Warrants i.e., from 25.08.2015 and date of exercise of Warrant is on or before 24.08.2024.
- (b) \*Exercise period of the Warrants of Rs. 636 crores have been extended from 54 months to 72 months from the date of allotment of Warrants i.e., from 13.12.2018 and date of exercise of Warrant is on or before 12.12.2024.
- (c) During the year exercise period of the Warrants of Rs. 893.24 crore have been extended from 36 months to 54 months from the date of allotment of Warrants i.e., from 07.04.2020 and date of exercise of Warrant is on or before 06.10.2024.

**Date: July 15, 2023**

**Place: Noida**

**For Kumar Naresh Sinha & Associates  
Company Secretaries**



**Naresh Kumar Sinha  
(Proprietor)**

**FCS No.: 1807; CP No.: 14984**

**PR: 610/2019**

**FRN: S2015UP440500**

**UDIN: F001807E000617609**

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

**Annexure-A**

To,  
The Members,  
ONGC Petro additions Limited,  
CIN: U23209GJ2006PLC060282  
4<sup>th</sup> Floor, 35, Nutan Bharat Co-operative Housing Society Limited,  
R.C. Dutt Road, Alkapuri,  
Vadodara – 390007, Gujarat

**Auditor's responsibility**

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company and for which we relied on the report of statutory auditor.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random 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.

**Date: July 15, 2023**

**Place: Noida**

**For, Kumar Naresh Sinha & Associates**  
**Company Secretaries**



*(Signature)*  
**Naresh Kumar Sinha**  
**(Proprietor)**

**FCS No.: 1807; CP No.: 14984**

**PR: 610/2019**

**FRN: S2015UP440500**

**UDIN: F001807E000617609**



## **CORPORATE GOVERNANCE REPORT**

### **1. Corporate Governance**

Corporate Governance is a vital part of our business framework. It is designed to ensure compliance, transparency and integrity in all areas of our work.

In order to realize this management basic policy and increase corporate value over the mid-to long-term, the Company recognizes that enhancing Corporate Governance by establishing a management structure aiming at improving the soundness, transparency and efficiency of management, is an important management issue. To realize Company's Vision "to be a world class petrochemical Company with dominant Indian presence and a preferred choice of customers in terms of quality and value", our Code of Conduct, Ethics, Compliance, Sustainability Initiatives and CSR Activities help us to attain our Mission.

#### **Governance Philosophy**

Corporate Governance is an ethical code of business for our Company. It is a method by which organisation are directed and managed. The major pillars of successful Corporate Governance in ONGC Petro additions Limited (OPaL) are: Fairness, Accountability, Transparency and Responsibility. All four elements are significant in running our Company successfully and forming concrete relationship among its stakeholders.

Efficient Corporate Governance requires a clear understanding of the respective roles of the Board of Directors ("Board") and of senior management and their relationships with others in the corporate structure. Sincerity, fairness and commitment to compliance are key characteristics that drive relationships of the Board and senior management with other stakeholders. OPaL believes in an efficient Corporate Governance system which ensures that effective risk management system is in place. Board of OPaL is aware of the various risks involved in strategies, thereby proper controls are adopted before hand itself to monitor the said issues.

### **2. Shareholders**

The Companies Act, 2013, Listing Regulations prescribes the governance mechanism by shareholders in terms of passing of ordinary and special resolutions, voting rights and participation in the corporate actions. Shareholders' rights include, right to relevant, timely and regular information about the Company; shareholder voting which is an important tool as it can be used to elect directors, to issue shares/debentures, reduction of share capital, distribution of profits, amendment to articles of association, to approve the annual report and accounts and so on.

Corporate Governance in OPaL includes accountability of the Board to shareholders; shareholder protection whereby OPaL Boards 'treat all the Company's shareholders equitably and should respect and not prejudice the rights of all investors/shareholders i.e. M/s Oil and Natural Gas Corporation Limited (ONGC), M/s Gujarat State Petroleum Corporation Limited (GSPC), M/s GAIL (India) Limited (GAIL) and individual shareholders.



Your Company follows a robust process to ensure that the shareholders of the Company are well informed of Board decisions both on financial and non-financial matters and adequate notice with a detailed explanation is sent to the shareholders well in advance to obtain necessary approvals.

The Company seeks approval of shareholders on various resolutions at the Annual General Meeting (AGM) held every year. At the AGM, the Chairman of the meeting shared his thought on business performance and strategy and addressed shareholders' questions.

## 2.1 Shareholding Pattern

Shareholding pattern of ONGC Petro additions Limited (OPaL) as on 31<sup>st</sup> March, 2023 and up to date of this report is given below:

Sl. No.	Name of Shareholders/Member	Number of Equity Shares held @ Rs. 10/- each	% of Shares held
1.	Oil and Natural Gas Corporation Limited	99,79,80,632	49.36 %
2.	GAIL (India) Limited	99,49,45,000	49.21 %
3.	Gujarat State Petroleum Corporation Limited	2,90,04,033	1.43 %
4.	Others (Individuals)	6	0.00 %
	<b>Total</b>	<b>202,19,29,671</b>	<b>100 %</b>

There is no change in Corporate shareholding pattern and individual shareholding pattern of ONGC Petro additions Limited during financial year 2022-23 and up to date of this report.

Shri Ratnesh Kumar appointed as Managing Director of the Company with effect from 1<sup>st</sup> July, 2022 and holds one (1) equity share of the Company with effect from 8<sup>th</sup> June, 2020 prior to becoming the Managing Director of the Company. Further, he ceased to be Managing Director on the Board of OPaL with effect from 17<sup>th</sup> August, 2022.

Further, in OPaL, no Directors holds any equity shares of the Company except Shri Ratnesh Kumar during financial year 2022-23 and up to date of this report.

## 3. Board of Directors

Board has ultimate responsibility for the development of strategy, management, general affairs, direction, performance and long-term success of business as a whole. The Chairperson leads the Board and is responsible for its overall effectiveness. The Chairperson sets the Board Agenda, ensures the Directors receive accurate, timely and clear information, promotes and facilitates constructive relationships and effective contribution of all Executive and Non-Executive Directors, and promotes a culture of openness and debate. The Independent Directors provide constructive challenge, strategic guidance, specialist advice and hold management to account. The Board also ensure adherence to the highest standard of Corporate Governance and Complete transparency in the functioning of the Company.

The primary role of the Board is that of trusteeship – to protect and enhance shareholder value. As trustees, the Board has a fiduciary responsibility to ensure that the Company has clear goals aligned to shareholder value and its growth.

The composition of the Board represents an optimum combination of knowledge, experience and skills from diverse fields including manufacturing, finance, economics, law, governance, etc. which are required by the Board to discharge its responsibilities effectively. The Directors take active part in the deliberations at the Board and Committee Meetings by providing valuable guidance and expert advice to the Management on various aspects of business, policy direction, strategy, governance, compliance, etc. and play a critical role on strategic issues and add value in the decision making process of the Board of Directors.

### 3.1 Classification of the Board

Category	Number of Directors	% to Total Number of Directors
Executive Directors (Managing Director)	1	11.11 %
Independent Directors	3	33.33 %
Non-Executive Directors (including the Chairman and a Woman Director)	5	55.56 %
<b>Total</b>	<b>9</b>	<b>100 %</b>

### 3.2 Composition of the Board as on 31<sup>st</sup> March, 2023

As on 31<sup>st</sup> March, 2023 the composition of the Board of OPaL is in conformity with Section 149 of the Companies Act, 2013 and rules made there under. The following were the members of the Board as on 31<sup>st</sup> March, 2023:

Sl. No.	Name of Directors	Designation	Category
1.	Shri Arun Kumar Singh	Chairman	Non-Executive
2.	Shri Gurinder Singh	Managing Director	Executive
3.	Shri Rajiv	Director	Independent & Non-Executive
4.	Shri Alope Kumar Banerjee	Director	Independent & Non-Executive
5.	Shri Ramaswamy Jagannathan	Director	Independent & Non-Executive
6.	Shri Pankaj Kumar	Director	Non-Executive
7.	Shri Ashu Shinghal	Director	Non-Executive
8.	Shri Kamal Tandon	Director	Non-Executive
9.	Ms. Pomila Jaspal	Woman Director	Non-Executive

### 3.3 Composition of the Board of Directors up to date of this report

Composition of Board of Directors of the Company during the financial year 2022-23 i.e. from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 and up to date of this report is as follows:

Sl. No.	Name of Directors	Designation	Date of Appointment	Date of Cessation
1.	Shri Avinash Kumar Verma <sup>1</sup>	Managing Director	15/04/2019	15/04/2022
2.	Shri Rajiv	Independent Director	18/04/2019	Continue
3.	Shri Alope Kumar Banerjee	Independent Director	07/05/2019	Continue
4.	Shri Ashu Shinghal <sup>2</sup>	Director	01/07/2020	04/05/2023
5.	Shri Ramaswamy Jagannathan	Independent Director	12/05/2021	Continue

Sl. No.	Name of Directors	Designation	Date of Appointment	Date of Cessation
6.	Shri Om Prakash Singh <sup>3</sup>	Director	29/05/2021	15/07/2022
7.	Shri Rajeev Kumar Singhal <sup>4</sup>	Director	07/07/2021	15/07/2022
8.	Shri Pankaj Kumar	Director	05/10/2021	Continue
9.	Ms. Sushma Rawat <sup>5</sup>	Woman Director	14/10/2021	06/05/2022
10.	Dr. Alka Mittal <sup>6</sup>	Chairperson	11/01/2022	01/09/2022
11.	Shri Ratnesh Kumar <sup>7</sup>	Managing Director	01/07/2022	17/08/2022
12.	Ms. Pomila Jaspal <sup>8</sup>	Director	15/07/2022	Continue
13.	Shri Kamal Tandon <sup>9</sup>	Director	15/07/2022	01/05/2023
14.	Shri Gurinder Singh <sup>10</sup>	Managing Director	19/08/2022	Continue
15.	Shri Rajesh Kumar Srivastava <sup>11</sup>	Chairman	07/09/2022	16/12/2022
16.	Shri Arun Kumar Singh <sup>12</sup>	Chairman	16/12/2022	Continue
17.	Shri Deepak Gupta <sup>13</sup>	Director	04/05/2023	Continue
18.	Shri Prasoon Kumar <sup>14</sup>	Director	04/05/2023	Continue

**Note:**

1. Shri Avinash Kumar Verma ceased to be Managing Director and Director of OPaL Board with effect from 15<sup>th</sup> April, 2022.
2. Shri Ashu Shinghal ceased to be Director of OPaL Board with effect from 4<sup>th</sup> May, 2023.
3. Shri Om Prakash Singh ceased to be Director of OPaL Board with effect from 15<sup>th</sup> July, 2022.
4. Shri Rajeev Kumar Singhal ceased to be Director of OPaL Board with effect from 15<sup>th</sup> July, 2022.
5. Ms. Sushma Rawat ceased to be Director of OPaL Board with effect from 6<sup>th</sup> May, 2022.
6. Dr. Alka Mittal ceased to be the Chairperson and Director of OPaL Board with effect from 1<sup>st</sup> September, 2022.
7. Shri Ratnesh Kumar appointed as Managing Director of OPaL Board with effect from 1<sup>st</sup> July, 2022. Further he ceased to be Managing Director and Director on the Board of OPaL with effect from 17<sup>th</sup> August, 2022.
8. Ms. Pomila Jaspal appointed as a Director of OPaL Board with effect from 15<sup>th</sup> July, 2022.
9. Shri Kamal Tandon appointed as Director of OPaL Board with effect from 15<sup>th</sup> July, 2022. Further he ceased to be Director on the Board of OPaL with effect from 1<sup>st</sup> May, 2023.
10. Shri Gurinder Singh appointed as Managing Director of OPaL Board with effect from 19<sup>th</sup> August, 2022.
11. Shri Rajesh Kumar Srivastava appointed as the Chairman and Director of OPaL Board with effect from 7<sup>th</sup> September, 2022. Further he ceased to be Chairman and Director of OPaL Board with effect from 16<sup>th</sup> December, 2022.
12. Shri Arun Kumar Singh appointed as the Chairman and Director of OPaL Board with effect from 16<sup>th</sup> December, 2022.
13. Shri Deepak Gupta appointed as a Director of OPaL Board with effect from 4<sup>th</sup> May, 2023.
14. Shri Prasoon Kumar appointed as a Director of OPaL Board with effect from 4<sup>th</sup> May, 2023.

#### 4. Board/Committees Meetings and Procedures

- 4.1 The Board meets at regular intervals to discuss and decide on Company/Business policy and other Board businesses. However, in case of a special and urgent business need, the approval is taken by passing resolutions by circulation, as permitted by law, which are noted and confirmed in the subsequent Meeting.
- 4.2 Board meeting dates are decided in consultation with the Board members. The schedule of the Board meetings and Board Committee meetings is communicated in advance to the Directors/Members to enable them to attend the meetings on time. Unscheduled supplementary meetings may also take place as and when necessary at reasonable notice.
- 4.3 Board meetings are characterised by high attendance, active participation either in person or by video conference and constructive & open discussions.

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- 4.4 The Board meeting agenda is set by the Chairperson in consultation with the Managing Director, Chief Finance Officer and the Company Secretary & Compliance Officer.
- 4.5 The agenda and notes on agenda are circulated to Board of Directors in advance, and in the defined agenda format. All material information incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.
- 4.6 Inputs and feedback of Board/Committee Members are taken and considered while preparation of agenda and documents for the Board/Committee meeting.
- 4.7 Information is provided to the Board Members on a continuous basis for their review, inputs and approval from time to time.
- 4.8 Quarterly financial statements and annual financial statements are first presented to the Audit Committee and subsequently to the Board for their review and approval.
- 4.9 The Company Secretariat while preparing the agenda notes on agenda and minutes of the meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Companies Act, 2013 read with rules made thereunder and Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).
- 4.10 The Chairman ensures that the Board is properly briefed on issues arising at Board meetings and receives, in a timely manner, adequate information which must be accurate, clear, complete and reliable, to fulfill its duties, while the Chairman ensures that the management gives appropriate priority to providing reports which contain all the information necessary to the Board to fulfill its duties.
- 4.11 OPaL has automated the process of paperless Board meeting and bring the OPaL Board in to the Digital era. Soft copy of agenda is now available on Board Portal where all Board/Committee members can directly access relevant information/documents related to Board meeting and Board's Committees meeting through Login ID and password which is fully secured.
- 4.12 In OPaL video-conferencing facilities are also used to facilitate Directors at other locations to participate in Board/Committee meetings as per Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).
- 4.13 The Minutes of Board/Committee meetings, record the matters deliberated and decisions reached in sufficient detail, and reflect any concerns raised or any dissent expressed. All discussions of the Board/Committees and their record are subject to confidentiality unless there is a specific decision or legal requirement to make disclosure. Draft as well as approved final Minutes are

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circulated to all Board/Committee members for their comment/records within a reasonable time after the meeting is held as per Secretarial Standard on meeting of the Board of Directors (SS-1) issued by the Institute of Company Secretaries of India (ICSI).

- 4.14 Minutes Book of the Board/Committee meetings are kept in safe custody by the Company Secretary & Compliance Officer and are open for inspection by the respective Board/Committee members.
- 4.15 Chief Operating Officer, Chief Finance Officer, Functional Head and other senior officials of the Company are invited to attend Board and Committee meetings, for providing clarification on the relevant subjects from time to time and to enhance the Board's understanding of any business proposals.
- 4.16 Senior officials deliver presentations on the status and performance of the businesses and matters reserved for the Board, including the approval of budgets, financial statements and business strategies, and answer the Board's enquiries.
- 4.17 The Board ensures that Directors, especially Non-executive Directors, are provided with sufficient resources in the furtherance of their duties as Board/Committee members, including access to independent professional advice, if necessary.
- 4.18 Directors who have material interests in a transaction, arrangement or contract or a proposed transaction, arrangement or contract to be discussed abstain from the meeting.
- 4.19 The guidelines for Board/Committee meetings facilitate an effective post meeting follow-up, review and reporting process for decisions taken by the Board and Committees thereof.
- 4.20 Information about the related party transactions under the applicable accounting standards and connected transactions under the Listing Rules is disclosed as required in the financial statements.
- 4.21 After the Board/Committee meeting and thereafter approval and distribution of Minutes to concern Head of Department (HOD), we have formal system of review and reporting on actions taken by the management on the decisions of the Board and Committees of the Board.
- 4.22 Various matters such as appointment of Directors and Key Managerial Personnel, Action Taken Report (ATR), review of internal and statutory audits, details of investor grievances, legal compliance report, important managerial decisions and legal/statutory matters are first presented to the respective Committees of the Board of OPaL and later with the recommendation of Committees to the Board for their approval as may be required.



## 5. Board Meetings

The Company uses the facility of Video Conferencing ('VC'), permitted under Section 173(2) of the Companies Act, 2013 and read together with Rule 3 of the Companies (Meetings of Board and its Powers) Rules, 2014, thereby saving resources and cost to the Company as well as the valued time of the Directors. Due to the exceptional circumstances caused by the post effect of COVID-19 pandemic and consequent relaxations granted by Ministry of Corporate Affairs (MCA) and SEBI, all Board meetings in financial year 2022-23 were held through Video Conferencing. Accordingly, seven (7) Board meetings were held during the financial year 2022-23 i.e. from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 and the maximum time gap between any two consecutive Board Meetings was not more than one hundred and twenty (120) days.

The Board or its Committees also take decision by circular resolutions in case of business exigency or urgency. During the financial year 2022-23 there were five Board agenda items approved or passed through resolution by circulation and thereafter noted in Board meeting.

The agenda papers for the Board and Committee meetings are also disseminated digitally by uploading them on a secured online application, thereby limiting circulation of printed agenda papers.

The following table illustrates the dates of the Board meetings and other relevant details are as follows:

Sl. No.	Serial Number of Board Meeting	Date of Board Meeting	Venue and Mode of Board Meeting i.e. Video Conferencing (VC)/Other Audio-Visual Means (OAVM)
1.	98 <sup>th</sup>	09-05-2022	Board Room of ONGC, 5 <sup>th</sup> Floor, Deendayal Urja Bhawan, 5, Nelson Mandela Marg, Vasant Kunj, New Delhi-110070 through Video Conferencing
2.	99 <sup>th</sup>	15-07-2022	Board Room of ONGC, 5 <sup>th</sup> Floor, Deendayal Urja Bhawan, 5, Nelson Mandela Marg, Vasant Kunj, New Delhi-110070 through Video Conferencing
3.	100 <sup>th</sup>	01-08-2022	Board Room of ONGC, 5 <sup>th</sup> Floor, Deendayal Urja Bhawan, 5, Nelson Mandela Marg, Vasant Kunj, New Delhi-110070 through Video Conferencing
4.	101 <sup>st</sup>	10-08-2022	Board Room of ONGC, 5 <sup>th</sup> Floor, Deendayal Urja Bhawan, 5, Nelson Mandela Marg, Vasant Kunj, New Delhi-110070 through Video Conferencing
5.	102 <sup>nd</sup>	22-09-2022	Board Room of ONGC, 5 <sup>th</sup> Floor, Deendayal Urja Bhawan, 5, Nelson Mandela Marg, Vasant Kunj, New Delhi-110070 through Video Conferencing
6.	103 <sup>rd</sup>	27-10-2022	Board Room of ONGC, 5 <sup>th</sup> Floor, Deendayal Urja Bhawan, 5, Nelson Mandela Marg, Vasant Kunj, New Delhi-110070 through Video Conferencing
7.	104 <sup>th</sup>	01-02-2023	Board Room of ONGC, 5 <sup>th</sup> Floor, Deendayal Urja Bhawan, 5, Nelson Mandela Marg, Vasant Kunj, New Delhi-110070 through Video Conferencing

The quorum for a meeting of the Board of Directors of a Company is one-third of its total strength or two Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum and where at any time the number of interested Directors exceeds or is equal to two thirds of the total strength of the Board of Directors, the number of Directors who are not interested Directors and present at the meeting, being not less than two, shall be the quorum during such time. In OPAL during the financial year 2022-23, the requisite quorum was present throughout the meeting for all the aforesaid seven Board Meetings.

## 6. Attendance in Board Meetings

The following table, illustrates the Director's attendance at Board Meetings held during the financial year 2022-23 i.e. from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 including names and category of Directorships.

Sl. No.	Name of Directors and Director Identification Number (DIN)	Category	Number of Meetings Held During the Tenure	Number of Meetings Attended During the Tenure
1.	Shri Avinash Kumar Verma <sup>1</sup> (DIN : 06990114)	Managing Director	0	0
2.	Shri Rajiv (DIN : 08256137)	Independent & Non-Executive Director	7	7
3.	Shri Alope Kumar Banerjee (DIN : 05287459)	Independent & Non-Executive Director	7	7
4.	Shri Ashu Shinghal <sup>2</sup> (DIN : 08268176)	Non-Executive Director	7	6
5.	Shri Ramaswamy Jagannathan (DIN : 06627920)	Independent & Non-Executive Director	7	6
6.	Shri Om Prakash Singh <sup>3</sup> (DIN : 08704968)	Non-Executive Director	1	0
7.	Shri Rajeev Kumar Singhal <sup>4</sup> (DIN : 09230386)	Non-Executive Director	1	1
8.	Shri Pankaj Kumar (DIN : 09252235)	Non-Executive Director	7	4
9.	Ms. Sushma Rawat <sup>5</sup> (DIN : 09361428)	Woman & Non-Executive Director	0	0
10.	Dr. Alka Mittal <sup>6</sup> (DIN : 07272207)	Chairperson & Non-Executive Director	4	4
11.	Shri Ratnesh Kumar <sup>7</sup> (DIN : 09658335)	Managing Director	3	3
12.	Ms. Pomila Jaspal <sup>8</sup> (DIN : 08436633)	Woman & Non-Executive Director	6	5
13.	Shri Kamal Tandon <sup>9</sup> (DIN : 09664746)	Non-Executive Director	6	6
14.	Shri Gurinder Singh <sup>10</sup> (DIN : 09708331)	Managing Director	3	3
15.	Shri Rajesh Kumar Srivastava <sup>11</sup> (DIN : 08513272)	Chairman & Non-Executive Director	2	1
16.	Shri Arun Kumar Singh <sup>12</sup> (DIN : 06646894)	Chairman & Non-Executive Director	1	1

**Note:**

1. Shri Avinash Kumar Verma ceased to be Managing Director and Director of OPaL Board with effect from 15<sup>th</sup> April, 2022.
2. Shri Ashu Shinghal ceased to be Director of OPaL Board with effect from 4<sup>th</sup> May, 2023.
3. Shri Om Prakash Singh ceased to be Director of OPaL Board with effect from 15<sup>th</sup> July, 2022.
4. Shri Rajeev Kumar Singhal ceased to be Director of OPaL Board with effect from 15<sup>th</sup> July, 2022.
5. Ms. Sushma Rawat ceased to be Director of OPaL Board with effect from 6<sup>th</sup> May, 2022.
6. Dr. Alka Mittal ceased to be the Chairperson and Director of OPaL Board with effect from 1<sup>st</sup> September, 2022.
7. Shri Ratnesh Kumar appointed as Managing Director of OPaL Board with effect from 1<sup>st</sup> July, 2022. Further he ceased to be Managing Director and Director on the Board of OPaL with effect from 17<sup>th</sup> August, 2022.
8. Ms. Pomila Jaspal appointed as Director of OPaL Board with effect from 15<sup>th</sup> July, 2022.
9. Shri Kamal Tandon appointed as Director of OPaL Board with effect from 15<sup>th</sup> July, 2022. Further he ceased to be Director on the Board of OPaL with effect from 1<sup>st</sup> May, 2023.
10. Shri Gurinder Singh appointed as Managing Director of OPaL Board with effect from 19<sup>th</sup> August, 2022.
11. Shri Rajesh Kumar Srivastava appointed as the Chairman and Director of OPaL Board with effect from 7<sup>th</sup> September, 2022. Further he ceased to be Chairman and Director of OPaL Board with effect from 16<sup>th</sup> December, 2022.
12. Shri Arun Kumar Singh appointed as the Chairman and Director of OPaL Board with effect from 16<sup>th</sup> December, 2022.

## 7. Committees of Board

The Board Committees play a crucial role in the governance structure of the Company. The establishment of Board's sub-committees has been statutorily provided as a suitable mechanism for improving Corporate Governance by delegating specific tasks from the main Board to a smaller group and harnessing the contribution of Executive, Non-Executive and Independent Directors.

Constitution of Board Committees leads to the division of responsibilities within the Board and shows a systematic approach to handle issues on the agenda. Board decisions initially originate in the Board Committees. Hence, it is expected that the effective use of Committees by the Board shall have a positive effect on Company's performance. For a Board of Directors, its Committee structure symbolizes its method of operation.

In each such Committee Independent Director is also one of the members during the financial year 2022-23. Further each such Committee functions only for a specific issue and the expertise and experience of the Independent Directors on different Committees are varied, they can contribute to the performance of the Company from different dimensions. Normally, all Committees meet regularly on need basis during the year.

All decisions and recommendations of the Committees are placed before the Board for information, noting, ratification and approval as the case may be. The Chairman of the respective Committee(s) briefs the Board about the summary of the discussions held in the Committee Meetings. The approved minutes are circulated to the members of the Committee and also to the concerned department/Head of Department (HOD) for implementation of the decision. The minutes of the Committees are further placed in the next Committee meeting for noting of the members and in Board meeting for information. Action Taken Report requiring action taken to be reported back to the Committee(s) is also put up to the Committee on regular basis.

During the financial year 2022-23, all recommendations of the Committees of the Board which were mandatorily required have been generally accepted by the Board. The terms of reference of the Committees are in line with the provisions of the applicable Listing Regulations, Companies Act, 2013 and the Rules made thereunder.

Shri Subodh Prasad Pankaj, Company Secretary & Compliance Officer of the Company acts as a Coordinator & Secretary to all the Committees of the Board.

The Composition of the Board Committees are also available on the Company's website viz. [www.opalindia.in](http://www.opalindia.in)

The constitution, terms of reference and the functioning of the existing Committees of the Board is explained below. Each of these Committees demonstrates the highest levels of integrity and has the requisite expertise to handle issues relevant to their field:

### (i) Audit Committee

#### Terms of reference of the Committee

As per Section 177 of the Companies Act, 2013, Audit Committee shall have power in respect of the following matters namely:

- (i) to investigate any activity within its terms of reference;
- (ii) to seek information from any employee;
- (iii) to obtain outside legal or other professional advice; and
- (iv) to secure attendance of outsiders with relevant expertise, if it considers necessary.

The role of Audit Committee is to monitor the Management's financial reporting process and ensure that the disclosures are not only accurate and timely, but follow the highest levels of transparency, integrity and quality of financial reporting. All possible measures are taken by the Committee to ensure the objectivity and independence of the auditor.

#### Composition

The Composition of the Committee are in confirming with the provisions of Section 177 of the Companies Act, 2013, and Regulation 18 of Listing Regulation as amended from time to time.

Composition of the Audit Committee during the financial year 2022-23 i.e. from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 and up to date of this report is as follows:

Sl. No.	Members of the Committee	Category	Position in the Committee
1.	Shri Alope Kumar Banerjee	Independent & Non-Executive Director	Chairman
2.	Shri Rajiv	Independent & Non-Executive Director	Member
3.	Shri Ashu Shinghal <sup>1</sup>	Non-Executive Director	Member
4.	Shri Ramaswamy Jagannathan	Independent & Non-Executive Director	Member
5.	Ms. Pomila Jaspal <sup>2</sup>	Non-Executive Director	Member
6.	Shri Deepak Gupta <sup>3</sup>	Non-Executive Director	Member

**Note:**

1. Shri Ashu Shinghal appointed as a Director of the Company with effect from 1<sup>st</sup> July, 2020 and a Member of Audit Committee with effect from 29<sup>th</sup> September, 2020. Further Shri Ashu Shinghal ceased to be a Member of Audit Committee with effect from 4<sup>th</sup> May, 2023 due to cessation as a Director of the Company with effect from 4<sup>th</sup> May, 2023.
2. Ms. Pomila Jaspal appointed as a Director of OPaL Board with effect from 15<sup>th</sup> July, 2022 and a Member of the Audit Committee with effect from 18<sup>th</sup> November, 2022.
3. Shri Deepak Gupta appointed as a Director of OPaL Board with effect from 4<sup>th</sup> May, 2023 and a Member of the Audit Committee with effect from 27<sup>th</sup> July, 2023.

Members possess requisite and vast experience in the field of Finance, Accounting, Audit, Budget and Taxation for effective functioning of the Audit Committee. Further, Managing Director-OPaL and Chief Finance Officer (CFO) are special invitees to the Audit Committee. As and when required the Audit Committee invites such of the

executives as it considers appropriate such as representatives of the statutory auditors and internal auditors, to be present at its meetings.

The previous Annual General Meeting (16<sup>th</sup> AGM) of the Company held on 24<sup>th</sup> August, 2022 and was attended by the Chairman of the Audit Committee i.e. Shri Aloke Kumar Banerjee to answer shareholders' queries.

Shri Ashu Shinghal served to Audit Committee for more than 2.5 years. The Audit Committee places on record the excellent guidance, support and rich contribution received from Shri Ashu Shinghal as a Member of the Audit Committee for such period.

### Meetings

Audit Committee met ten times during the financial year 2022-23. These meetings were held on 18<sup>th</sup>&19<sup>th</sup> April, 2022, 7<sup>th</sup> May, 2022, 4<sup>th</sup> July, 2022, 30<sup>th</sup> July, 2022, 9<sup>th</sup> September, 2022, 22<sup>nd</sup> October, 2022, 18<sup>th</sup> January, 2023, 30<sup>th</sup> January, 2023, 27<sup>th</sup> February, 2023 and 29<sup>th</sup> March, 2023.

### Attendance

The names of the Members of the Committee and their attendance at the Meetings:

Sl. No.	Name of Members or Chairman of the Audit Committee	Attendance (Yes/No/NA)										Total Number of Meeting Attended out of Total Number of Meeting held During the Tenure in FY 2022-23
		51 <sup>st</sup> AC	52 <sup>nd</sup> AC	53 <sup>rd</sup> AC	54 <sup>th</sup> AC	55 <sup>th</sup> AC	56 <sup>th</sup> AC	57 <sup>h</sup> AC	58 <sup>th</sup> AC	59 <sup>th</sup> AC	60 <sup>th</sup> AC	
		18&19.04.2022	07.05.2022	04.07.2022	30.07.2022	09.09.2022	22.10.2022	18.01.2023	30.01.2023	27.02.2023	29.03.2023	
1.	Shri Aloke Kumar Banerjee	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	10/10
2.	Shri Rajiv	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	10/10
3.	Shri Ashu Shinghal	Yes	Yes	Yes	Yes	Yes	Yes	No	No	Yes	Yes	08/10
4.	Shri Ramaswamy Jagannathan	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	10/10
5.	Ms. Pomila Jaspal	NA	NA	NA	NA	NA	NA	Yes	No	Yes	No	2/4
	<b>Total Strength of Committee</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>5</b>	<b>5</b>	<b>5</b>	<b>5</b>	<b>-</b>
	<b>Meeting Attended by Members</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>3</b>	<b>5</b>	<b>4</b>	<b>-</b>
	<b>Ratio</b>	<b>4/4</b>	<b>4/4</b>	<b>4/4</b>	<b>4/4</b>	<b>4/4</b>	<b>4/4</b>	<b>4/5</b>	<b>3/5</b>	<b>5/5</b>	<b>4/5</b>	<b>-</b>



## (ii) Nomination & Remuneration Committee

### Terms of reference of the Committee

The terms of reference of Nomination & Remuneration Committee (NRC) are in accordance with the requirements of the Section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee determines and recommends to the Board the appointment and compensation payable to Directors, Key Managerial Personnel (KMP), Functional Head, Vice President & above level positions. All Board level compensation is approved by the shareholders.

### Composition

The Composition of the Committee are in confirming with the provisions of Section 178 of the Companies Act, 2013, and Regulation 19 of SEBI Listing Regulation as amended from time to time.

Composition of the Nomination & Remuneration Committee during the financial year 2022-23 i.e. from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 and up to date of this report is as follows:

Sl. No.	Members of the Committee	Category	Position in the Committee
1.	Shri Rajiv	Independent & Non-Executive Director	Chairman
2.	Shri Alope Kumar Banerjee	Independent & Non-Executive Director	Member
3.	Shri Ashu Shinghal <sup>1</sup>	Non-Executive Director	Member
4.	Shri Pankaj Kumar	Non-Executive Director	Member
5.	Shri Ramaswamy Jagannathan <sup>2</sup>	Independent & Non-Executive Director	Member

**Note:**

1. Shri Ashu Shinghal appointed as a Member of the Nomination & Remuneration Committee with effect from 29<sup>th</sup> September, 2020. Further Shri Ashu Shinghal ceased to be a Member of Nomination & Remuneration Committee with effect from 4<sup>th</sup> May, 2023 due to cessation as a Director of the Company with effect from 4<sup>th</sup> May, 2023.
2. Shri Ramaswamy Jagannathan appointed as an Independent Director of OPaL Board with effect from 12<sup>th</sup> May, 2021 and a Member of the Nomination & Remuneration Committee with effect from 27<sup>th</sup> July, 2023.

The previous Annual General Meeting (16<sup>th</sup> AGM) of the Company held on 24<sup>th</sup> August, 2022 and was attended by the Chairman of the Nomination and Remuneration Committee i.e. Shri Rajiv to answer the shareholders' queries.

### Meetings

Nomination and Remuneration Committee met five times during the financial year 2022-23. These meetings were held on 5<sup>th</sup> May, 2022, 18<sup>th</sup> May, 2022, 7<sup>th</sup> July, 2022, 3<sup>rd</sup> August, 2022 and 21<sup>st</sup> October, 2022.

### Attendance

The names of the Members of the Committee and their attendance at the Meetings:

Sl. No.	Name of Members or Chairman of the Nomination and Remuneration Committee	Attendance (Yes/No/NA)					Total Number of Meeting Attended out of Total Number of Meeting held During the Tenure in FY 2022-23
		36 <sup>th</sup> NRC	37 <sup>th</sup> NRC	38 <sup>th</sup> NRC	39 <sup>th</sup> NRC	40 <sup>th</sup> NRC	
	Date of Meeting →	05.05.2022	18.05.2022	07.07.2022	03.08.2022	21.10.2022	
1.	Shri Rajiv	Yes	Yes	Yes	Yes	Yes	5/5
2.	Shri Alope Kumar Banerjee	Yes	Yes	Yes	Yes	Yes	5/5
3.	Shri Ashu Shinghal	Yes	Yes	Yes	Yes	Yes	5/5
4.	Shri Pankaj Kumar	Yes	Yes	No	Yes	Yes	4/5
	<b>Total Strength of Committee</b>	<b>4</b>	<b>4</b>	<b>3</b>	<b>4</b>	<b>4</b>	<b>-</b>
	<b>Meeting Attended by Members</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>-</b>
	<b>Ratio</b>	<b>4/4</b>	<b>4/4</b>	<b>3/4</b>	<b>4/4</b>	<b>4/4</b>	<b>-</b>

### (iii) Risk Management Committee

#### Terms of reference of the Committee

The Risk Management Committee of the Company is constituted in line with the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Board of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. Major risk identified by the businesses and functions are systematically addressed through mitigation actions on a continuing basis.

#### Composition

The composition of the Risk Management Committee during the financial year 2022-23 i.e. from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 and up to date of this report is as follows:

Sl. No.	Members of the Committee	Category	Position in the Committee
1.	Shri Pankaj Kumar <sup>1</sup>	Non-Executive Director	Chairman/Member
2.	Shri Avinash Kumar Verma <sup>2</sup>	Managing Director	Member
3.	Shri Manoj Kumar Srivastava <sup>3</sup>	President-OPaL	Member
4.	Shri Ramaswamy Jagannathan <sup>4</sup>	Independent & Non-Executive Director	Member/Chairman
5.	Shri Rajeev Kumar Singhal <sup>5</sup>	Non-Executive Director	Member
6.	Shri Pankaj Wadhwa <sup>6</sup>	Chief Finance Officer (CFO)	Member
7.	Shri Gurinder Singh <sup>7</sup>	Managing Director	Member

Sl. No.	Members of the Committee	Category	Position in the Committee
8.	Shri Kamal Tandon <sup>8</sup>	Non-Executive Director	Member
9.	Shri Arup Jhampri <sup>9</sup>	Chief Operating Officer (COO)	Member
10.	Shri Prasoon Kumar <sup>10</sup>	Non-Executive Director	Member
11.	Shri Sanjay Bharti <sup>11</sup>	Chief Finance Officer (CFO)	Member

**Note:**

1. Shri Pankaj Kumar ceased to be the Chairman of Risk Management Committee with effect from 27<sup>th</sup> July, 2023. Further he continues to be a Member of Risk Management Committee with effect from 27<sup>th</sup> July, 2023.
2. Shri Avinash Kumar Verma ceased to be a Member of Risk Management Committee with effect from 15<sup>th</sup> April, 2022 due to cessation as the Managing Director of the Company with effect from 15<sup>th</sup> April, 2022.
3. Shri Manoj Kumar Srivastava, President-OPaL appointed as a Member of the Risk Management Committee with effect from 11<sup>th</sup> September, 2019. Further he ceased to be a Member of Risk Management Committee with effect from 2<sup>nd</sup> July, 2022.
4. Shri Ramaswamy Jagannathan appointed as an Independent Director of OPaL Board with effect from 12<sup>th</sup> May, 2021 and a Member of the Risk Management Committee with effect from 28<sup>th</sup> December, 2021. Further, he appointed as the Chairman of Risk Management Committee with effect from 27<sup>th</sup> July, 2023.
5. Shri Rajeev Kumar Singhal appointed as a Member of Risk Management Committee with effect from 28<sup>th</sup> December, 2021. Further, he ceased to be a Member of Risk Management Committee with effect from 15<sup>th</sup> July, 2022 due to cessation as a Director of the Company with effect from 15<sup>th</sup> July, 2022.
6. Shri Pankaj Wadhwa appointed as Chief Finance Officer (CFO) and a Key Managerial Personnel (KMP) of the Company with effect from 2<sup>nd</sup> August, 2021 and a Member of Risk Management Committee with effect from 28<sup>th</sup> December, 2021. Further he ceased to be a Member of Risk Management Committee with effect from 17<sup>th</sup> June, 2023 due to cessation as CFO & KMP of the Company with effect from 17<sup>th</sup> June, 2023.
7. Shri Gurinder Singh appointed as Managing Director of the Company with effect from 19<sup>th</sup> August, 2022 and a Member of the Risk Management Committee with effect from 18<sup>th</sup> November, 2022.
8. Shri Kamal Tandon appointed as a Director of OPaL Board with effect from 15<sup>th</sup> July, 2022 and a Member of the Risk Management Committee with effect from 18<sup>th</sup> November, 2022. Further, he ceased to be a Member of Risk Management Committee with effect from 1<sup>st</sup> May, 2023 due to cessation as a Director of the Company with effect from 1<sup>st</sup> May, 2023.
9. Shri Arup Jhampri, Chief Operating Officer (COO) of the Company appointed as a Member of the Risk Management Committee with effect from 18<sup>th</sup> November, 2022.
10. Shri Prasoon Kumar appointed as a Director of OPaL Board with effect from 4<sup>th</sup> May, 2023 and a Member of the Risk Management Committee with effect from 27<sup>th</sup> July, 2023.
11. Shri Sanjay Bharti appointed as Chief Finance Officer (CFO) and a Key Managerial Personnel (KMP) of the Company with effect from 27<sup>th</sup> June, 2023 and a Member of Risk Management Committee with effect from 27<sup>th</sup> July, 2023.

## Meetings

Risk Management Committee met two times during the financial year 2022-23. These meetings were held on 14<sup>th</sup> December, 2022 and 29<sup>th</sup> March, 2023.

## Attendance

The names of the Members of the Committee and their attendance at the Meetings:

Sl. No.	Name of Members or Chairman of the Risk Management Committee	Attendance (Yes/No/NA)		Total Number of Meeting Attended out of Total Number of Meeting held During the Tenure in FY 2022-23
		08 <sup>th</sup> RMC	09 <sup>th</sup> RMC	
		Date of Meeting →	14.12.2022	
1.	Shri Pankaj Kumar	Yes	Yes	2/2
2.	Shri Ramaswamy Jagannathan	Yes	Yes	2/2
3.	Shri Pankaj Wadhwa	Yes	Yes	2/2
4.	Shri Gurinder Singh	Yes	Yes	2/2
5.	Shri Kamal Tandon	Yes	Yes	2/2
6.	Shri Arup Jhampri	Yes	Yes	2/2

Sl. No.	Name of Members or Chairman of the Risk Management Committee	Attendance (Yes/No/NA)		Total Number of Meeting Attended out of Total Number of Meeting held During the Tenure in FY 2022-23
		08 <sup>th</sup> RMC	09 <sup>th</sup> RMC	
	Date of Meeting →	14.12.2022	29.03.2023	
	Total Strength of Committee	6	6	-
	Meeting Attended by Members	6	6	-
	Ratio	6/6	6/6	-

#### (iv) Security Allotment Committee

##### Terms of reference of the Committee

The Role of Security Allotment Committee is to deal with the issue and allotment of Securities in the Company.

##### Composition and Meetings

Composition of the Security Allotment Committee during the financial year 2022-23 i.e. from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 and up to date of this report is as follows:

Sl. No.	Members of the Committee	Category	Position in the Committee
1.	Shri Alope Kumar Banerjee	Independent & Non-Executive Director	Chairman
2.	Shri Avinash Kumar Verma <sup>1</sup>	Managing Director	Member
3.	Shri Ashu Shinghal <sup>2</sup>	Non-Executive Director	Member
4.	Shri Gurinder Singh <sup>3</sup>	Managing Director	Member
5.	Shri Prasoon Kumar <sup>4</sup>	Non-Executive Director	Member

**Note:**

1. Shri Avinash Kumar Verma ceased to be a Member of Security Allotment Committee with effect from 15<sup>th</sup> April, 2022 due to cessation as the Managing Director of the Company with effect from 15<sup>th</sup> April, 2022.
2. Shri Ashu Shinghal appointed as a Member of the Security Allotment Committee with effect from 29<sup>th</sup> September, 2020. Further he ceased to be a Member of Security Allotment Committee with effect from 4<sup>th</sup> May, 2023 due to cessation as a Director of the Company with effect from 4<sup>th</sup> May, 2023.
3. Shri Gurinder Singh appointed as Managing Director of the Company with effect from 19<sup>th</sup> August, 2022 and a Member of the Security Allotment Committee with effect from 18<sup>th</sup> November, 2022.
4. Shri Prasoon Kumar appointed as a Director of OPaL Board with effect from 4<sup>th</sup> May, 2023 and a Member of the Security Allotment Committee with effect from 27<sup>th</sup> July, 2023.

There was no meeting of Security Allotment Committee during the financial year 2022-23.

#### (v) Corporate Social Responsibility Committee

##### Terms of reference of the Committee

The Corporate Social Responsibility Committee of the Board was constituted as per provisions of Section 135 of the Companies Act, 2013 and rules made thereunder to deal with various CSR activities.

##### Composition

Composition of the Corporate Social Responsibility Committee during the financial year 2022-23 i.e. from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 and up to date of this report is as follows:

Sl. No.	Members of the Committee	Category	Position in the Committee
1.	Shri Alope Kumar Banerjee	Independent & Non-Executive Director	Chairman
2.	Shri Avinash Kumar Verma <sup>1</sup>	Managing Director	Member
3.	Shri Rajiv	Independent & Non-Executive Director	Member
4.	Ms. Sushma Rawat <sup>2</sup>	Non-Executive Director	Member
5.	Ms. Pomila Jaspal <sup>3</sup>	Non-Executive Director	Member
6.	Shri Gurinder Singh <sup>4</sup>	Managing Director	Member

**Note:**

1. Shri Avinash Kumar Verma ceased to be a Member of Corporate Social Responsibility Committee with effect from 15<sup>th</sup> April, 2022 due to cessation as the Managing Director of the Company with effect from 15<sup>th</sup> April, 2022.
2. Ms. Sushma Rawat appointed as a Member of Corporate Social Responsibility Committee with effect from 28<sup>th</sup> December, 2021. Further she ceased to be a Member of Corporate Social Responsibility Committee with effect from 6<sup>th</sup> May, 2022 due to cessation as a Director of the Company with effect from 6<sup>th</sup> May, 2022.
3. Ms. Pomila Jaspal appointed as a Director of OPaL Board with effect from 15<sup>th</sup> July, 2022 and a Member of the Corporate Social Responsibility Committee with effect from 18<sup>th</sup> November, 2022.
4. Shri Gurinder Singh appointed as Managing Director of the Company with effect from 19<sup>th</sup> August, 2022 and a Member of the Corporate Social Responsibility Committee with effect from 18<sup>th</sup> November, 2022.

## Meetings

Corporate Social Responsibility Committee met one time during the financial year 2022-23. The meeting was held on 29<sup>th</sup> March, 2023.

## Attendance

The names of the Members of the Committee and their attendance at the Meetings:

Sl. No.	Name of Members or Chairman of the Corporate Social Responsibility Committee	Attendance (Yes/No/NA)		Total Number of Meeting Attended out of Total Number of Meeting held During the Tenure in FY 2022-23
		07 <sup>th</sup> CSR		
		Date of Meeting	29.03.2023	
1.	Shri Alope Kumar Banerjee	Yes		1/1
2.	Shri Rajiv	Yes		1/1
3.	Ms. Pomila Jaspal	No		0/1
4.	Shri Gurinder Singh	Yes		1/1
	<b>Total Strength of Committee</b>	<b>4</b>		<b>-</b>
	<b>Meeting Attended by Members</b>	<b>4</b>		<b>-</b>
	<b>Ratio</b>	<b>4/4</b>		<b>-</b>

## (vi) Marketing and Operation Review Committee

### Terms of reference of the Committee

Marketing and Operation Review Committee of the Board has been constituted with a view to review and recommend to the Board various Marketing matters/Marketing plan/Marketing strategy and Operation of the Company.



## Composition

Composition of the Marketing and Operation Review Committee during the financial year 2022-23 i.e. from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 and up to date of this report is as follows:

Sl. No.	Members of the Committee	Category	Position in the Committee
1.	Shri Pankaj Kumar	Non-Executive Director	Chairman
2.	Shri Avinash Kumar Verma <sup>1</sup>	Managing Director	Member
3.	Shri Ashu Shinghal <sup>2</sup>	Non-Executive Director	Member
4.	Shri Ramaswamy Jagannathan	Independent & Non-Executive Director	Member
5.	Shri Gurinder Singh <sup>3</sup>	Managing Director	Member
6.	Shri Deepak Gupta <sup>4</sup>	Non-Executive Director	Member

**Note:**

1. Shri Avinash Kumar Verma ceased to be a Member of Marketing and Operation Review Committee with effect from 15<sup>th</sup> April, 2022 due to cessation as the Managing Director of the Company with effect from 15<sup>th</sup> April, 2022.
2. Shri Ashu Shinghal appointed as a Member of Marketing and Operation Review Committee with effect from 5<sup>th</sup> October, 2021. Further he ceased to be a Member of Marketing and Operation Review Committee with effect from 4<sup>th</sup> May, 2023 due to cessation as a Director of the Company with effect from 4<sup>th</sup> May, 2023.
3. Shri Gurinder Singh appointed as Managing Director of the Company with effect from 19<sup>th</sup> August, 2022 and a Member of Marketing and Operation Review Committee with effect from 18<sup>th</sup> November, 2022.
4. Shri Deepak Gupta appointed as a Director of OPaL Board with effect from 4<sup>th</sup> May, 2023 and a Member of the Marketing and Operation Review Committee with effect from 27<sup>th</sup> July, 2023.

## Meetings

Marketing and Operation Review Committee met one time during the financial year 2022-23. The meeting was held on 14<sup>th</sup> December, 2022.

## Attendance

The names of the Members of the Committee and their attendance at the Meetings:

Sl. No.	Name of Members or Chairman of the Marketing and Operation Review Committee	Attendance (Yes/No/NA)	Total Number of Meeting Attended out of Total Number of Meeting held During the Tenure in FY 2022-23
		09 <sup>th</sup> MORC	
		Date of Meeting →	
1.	Shri Pankaj Kumar	Yes	1/1
2.	Shri Ashu Shinghal	No	0/1
3.	Shri Ramaswamy Jagannathan	No	0/1
4.	Shri Gurinder Singh	Yes	1/1
	<b>Total Strength of Committee</b>	<b>4</b>	<b>-</b>
	<b>Meeting Attended by Members</b>	<b>2</b>	<b>-</b>
	<b>Ratio</b>	<b>2/4</b>	<b>-</b>

## (vii) Stakeholders Relationship Committee

### Terms of reference of the Committee

Stakeholders Relationship Committee (SRC) constituted in accordance with the requirements of the Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations.

Stakeholders Relationship Committee of the Board of ONGC Petro additions Limited has been constituted with a view to specifically look into various aspect of interest of stakeholders, debenture holders and other security holders.

The Stakeholders Relationship Committee considers and resolve the grievances of security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, statutory notices by the Shareholders of the Company and carry out any other function as is referred by the Board from time to time or enforced by any statutory notification/amendment or modification as may be applicable. It also review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

### Composition

Composition of the Stakeholders Relationship Committee during the financial year 2022-23 i.e. from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 and up to date of this report is as follows:

Sl. No.	Members of the Committee	Category	Position in the Committee
1.	Shri Ramaswamy Jagannathan	Independent & Non-Executive Director	Chairman
2.	Shri Om Prakash Singh <sup>1</sup>	Non-Executive Director	Member
3.	Ms. Sushma Rawat <sup>2</sup>	Non-Executive Director	Member
4.	Ms. Pomila Jaspal <sup>3</sup>	Non-Executive Director	Member
5.	Shri Kamal Tandon <sup>4</sup>	Non-Executive Director	Member
6.	Shri Prasoon Kumar <sup>5</sup>	Non-Executive Director	Member

**Note:**

1. Shri Om Prakash Singh appointed as a Member of Stakeholders Relationship Committee with effect from 28<sup>th</sup> December, 2021. Further he ceased to be a Member of Stakeholders Relationship Committee with effect from 15<sup>th</sup> July, 2022 due to cessation as a Director of the Company with effect from 15<sup>th</sup> July, 2022.
2. Ms. Sushma Rawat appointed as a Member of Stakeholders Relationship Committee with effect from 28<sup>th</sup> December, 2021. Further she ceased to be a Member of Stakeholders Relationship Committee with effect from 6<sup>th</sup> May, 2022 due to cessation as a Director of the Company with effect from 6<sup>th</sup> May, 2022.
3. Ms. Pomila Jaspal appointed as a Director of OPaL Board with effect from 15<sup>th</sup> July, 2022 and a Member of Stakeholders Relationship Committee with effect from 18<sup>th</sup> November, 2022.
4. Shri Kamal Tandon appointed as a Director of OPaL Board with effect from 15<sup>th</sup> July, 2022 and a Member of Stakeholders Relationship Committee with effect from 18<sup>th</sup> November, 2022. Further he ceased to be a Member of Stakeholders Relationship Committee with effect from 1<sup>st</sup> May, 2023 due to cessation as a Director of the Company with effect from 1<sup>st</sup> May, 2023.
5. Shri Prasoon Kumar appointed as a Director of OPaL Board with effect from 4<sup>th</sup> May, 2023 and a Member of the Stakeholders Relationship Committee with effect from 27<sup>th</sup> July, 2023.

The previous Annual General Meeting (16<sup>th</sup> AGM) of the Company held on 24<sup>th</sup> August, 2022 and was attended by the Chairman of the Stakeholders Relationship Committee i.e. Shri Ramaswamy Jagannathan to answer the shareholders' queries.

## Meetings

Stakeholders Relationship Committee met one time during the financial year 2022-23. The meeting was held on 13<sup>th</sup> March, 2023.

## Attendance

The names of the Members of the Committee and their attendance at the Meetings:

Sl. No.	Name of Members or Chairman of the Stakeholders Relationship Committee	Attendance (Yes/No/NA)	
		01 <sup>st</sup> SRC	Total Number of Meeting Attended out of Total Number of Meeting held During the Tenure in FY 2022-23
	Date of Meeting →	13.03.2023	
1.	Shri Ramaswamy Jagannathan	Yes	1/1
2.	Ms. Pomila Jaspal	Yes	1/1
3.	Shri Kamal Tandon	Yes	1/1
	<b>Total Strength of Committee</b>	<b>3</b>	<b>-</b>
	<b>Meeting Attended by Members</b>	<b>3</b>	<b>-</b>
	<b>Ratio</b>	<b>3/3</b>	<b>-</b>

## 8. General Meetings

Venue, date and time of the Annual General Meetings (AGM) held during the preceding three years are as under:

Sl. No.	Year	Serial Number of Meeting	Date of Meeting	Time	Venue and Mode of Meeting	Total Number of Special Resolution(s)
1.	2019-20	14 <sup>th</sup> AGM	24-11-2020	15.00 Hrs.	35, Nutan Bharat Co-operative Housing Society Limited, R. C. Dutt Road, Alkapuri, Vadodara – 390007 (Gujarat) through Video Conferencing(VC) / Other Audio Visual Means (OAVM)	One
2.	2020-21	15 <sup>th</sup> AGM	29-09-2021	11.00 Hrs.	35, Nutan Bharat Co-operative Housing Society Limited, R. C. Dutt Road, Alkapuri, Vadodara – 390007 (Gujarat) through Video Conferencing (VC) / Other Audio Visual Means (OAVM)	NIL
3.	2022-23	16 <sup>th</sup> AGM	24-08-2022	12.30 Hrs.	35, Nutan Bharat Co-operative Housing Society Limited, R. C. Dutt Road, Alkapuri, Vadodara – 390007 (Gujarat) through Video Conferencing (VC) / Other Audio Visual Means (OAVM)	One

Attendance of Directors in the 16<sup>th</sup> Annual General Meeting of ONGC Petro additions Limited held on 24<sup>th</sup> August, 2022 is as under:

Sl. No.	Name of Directors	Category	Attendance at the Meeting
1.	Dr. Alka Mittal	Chairperson & Non-Executive Director	No
2.	Shri Gurinder Singh	Managing Director	Yes
3.	Shri Pankaj Kumar	Non-Executive Director	Yes
4.	Ms. Pomila Jaspal	Non-Executive Director	No
5.	Shri Rajiv	Independent & Non-Executive Director	Yes
6.	Shri Alope Kumar Banerjee	Independent & Non-Executive Director	Yes
7.	Shri Ramaswamy Jagannathan	Independent & Non-Executive Director	Yes
8.	Shri Ashu Shinghal	Non-Executive Director	No
9.	Shri Kamal Tandon	Non-Executive Director	Yes

During the financial year 2022-23 three Extraordinary General Meetings (EGM) of the Company was held and the details are as under:-

Sl. No.	Serial Number of Meeting	Date of Extraordinary General Meeting	Time	Venue and Mode of Meeting
1.	18 <sup>th</sup> EGM	29-04-2022	03.00 P.M.	35, Nutan Bharat Co-operative Housing Society Limited, R. C. Dutt Road, Alkapuri, Vadodara - 390007 (Gujarat) through Video Conferencing (VC)/Other Audio Visual Means (OAVM)
2.	19 <sup>th</sup> EGM	11-07-2022	12.30 P.M.	35, Nutan Bharat Co-operative Housing Society Limited, R. C. Dutt Road, Alkapuri, Vadodara - 390007 (Gujarat) through Video Conferencing (VC)/Other Audio Visual Means (OAVM)
3.	20 <sup>th</sup> EGM	22-02-2023	03.00 P.M.	35, Nutan Bharat Co-operative Housing Society Limited, R. C. Dutt Road, Alkapuri, Vadodara - 390007 (Gujarat) through Video Conferencing (VC)/Other Audio Visual Means (OAVM)

Attendance of Directors in 18<sup>th</sup> Extraordinary General Meeting of the Company held on 29<sup>th</sup> April, 2022, 19<sup>th</sup> Extraordinary General Meeting of the Company held on 11<sup>th</sup> July, 2022 and 20<sup>th</sup> Extraordinary General Meeting of the Company held on 22<sup>nd</sup> February, 2023 are as under:

Sl. No.	Name of Directors	Category	Attendance at 18 <sup>th</sup> EGM	Attendance at 19 <sup>th</sup> EGM	Attendance at 20 <sup>th</sup> EGM
1.	Dr. Alka Mittal	Chairperson & Non-Executive Director	No	No	-
2.	Shri Om Prakash Singh	Non-Executive Director	No	No	-
3.	Shri Pankaj Kumar	Non-Executive Director	No	No	No
4.	Ms. Sushma Rawat	Non-Executive Director	Yes	-	-
5.	Shri Rajiv	Independent & Non-Executive Director	Yes	No	No
6.	Shri Alope Kumar Banerjee	Independent & Non-Executive Director	No	Yes	No
7.	Shri Ramaswamy Jagannathan	Independent & Non-Executive Director	No	No	Yes
8.	Shri Ashu Shinghal	Non-Executive Director	No	No	No
9.	Shri Rajeev Kumar Singhal	Non-Executive Director	No	No	-
10.	Shri Ratnesh Kumar	Managing Director	-	Yes	-
11.	Ms. Pomila Jaspal	Non-Executive Director	-	-	No
12.	Shri Kamal Tandon	Non-Executive Director	-	-	No
13.	Shri Gurinder Singh	Managing Director	-	-	Yes
14.	Shri Arun Kumar Singh	Chairman & Non-Executive Director	-	-	No

## 9. Company Policies and Manuals

OPaL has following policies which were approved by the Board earlier and are adopted in OPaL to adhere core values of the Company:

- (i) Health, Safety and Environment (HSE) Policy
- (ii) Whistle Blower Policy
- (iii) Corporate Social Responsibility Policy
- (iv) Risk Management Policy
- (v) Nomination and Remuneration Policy
- (vi) Board Evaluation Policy
- (vii) Policy for Preservation of Documents
- (viii) Code of Conduct for Board Members and Senior Management
- (ix) Code of Conduct for Regulating, Monitoring & Reporting of Trading by Designated Persons & their immediate relatives of ONGC Petro additions Limited
- (x) Related Party Transaction Policy

In order to conduct our business in an effective and efficient manner the Company had adopted and practiced following Manuals as approved by the Board:

- (i) Information Technology (IT) Manual
- (ii) Material Management (MM) Manual
- (iii) Marketing Manual
- (iv) Finance & Accounts (F&A) Manual
- (v) Internal Audit Manual
- (vi) HR Manual

## 10. Legal Compliance Mechanism

Legal Compliance certificate on a quarterly basis presents before Audit Committee and the Board of Directors.

As per Section 205 of the Companies Act, 2013, the functions of the Company Secretary, inter-alia, shall include - *"To report to the Board about compliance with the provisions of this Act, the rules made thereunder and other laws applicable to the company."* Accordingly, Company Secretary reported to the Board about the compliance of the Act, Rules and other laws applicable to the Company during the financial year 2022-23.

In view of above, Legal Compliance Certificates for all four Quarter i.e. from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 of the Financial Year 2022-23 was received from respective Head of Departments (HoDs) i.e. Company Secretary, Finance & Accounts and Legal, HR & Admin & CC, Marketing, Material Management (MM), Operations and Health, Safety and Environment (HSE) and on the basis of HoD's certificate a Compliance Certificate was issued by Managing Director of OPaL. Thereafter the Board reviews and takes note, on the recommendation of Audit Committee, quarterly legal compliance reports of all laws applicable to the Company.



## 11. General Shareholders' Information:

### (i) Annual General Meeting (AGM):

(a) Date, Time and Venue : Please refer to Notice of the AGM.

(b) A brief resume and other particulars of Director seeking re-appointment at the aforesaid AGM is given in the Notice convening the said AGM.

(ii) **Financial Year:** April 1 to March 31

(iii) **Dividend Payment Date:** Not Applicable

### (iv) Registrar to an issue and Share transfer agent

M/s Beetal Financial & Computer Services (P) Ltd.  
99 Madangir, Behind Local Shopping Centre, New Delhi- 110062  
Tel.: 011-2996 1281  
Fax.: 011-2996 1284  
[www.beetalfinancial.com](http://www.beetalfinancial.com)

### (v) Share Transfer System

SEBI has mandated that securities of listed companies can be transferred/traded only in dematerialised form. Further, SEBI vide its circular dated 25<sup>th</sup> January, 2022, mandated that all service requests for issue of duplicate certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, subdivision/splitting/consolidation of certificate, transmission and in dematerialised form only.

### (vi) Outstanding GDRs / ADRs / Warrants / Options or any Convertible instruments, conversion date and likely impact on Equity:

As on 31<sup>st</sup> March, 2023 GDRs and ADRs are NIL and other details as mentioned in Board's Report

### (vii) Plant Location:

Plot #Z-1 & Z-83 C/o, Dahej SEZ Ltd., P.O Dahej, Taluka Vagra, District Bharuch, Gujarat – 392130, India

### (12) Listing on Stock Exchanges and Stock Code/Symbol:

The Non-Convertible Debentures (NCDs) and Commercial Paper (CPs) are listed on the Wholesale Debt Market (WDM) segment of BSE Limited and the details are as below:

BSE Limited (BSE)  
 Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, India  
 Telephone : 022-22721233/22721234  
 Fax : 022-22721919  
 E-mail : corp.comm@bseindia.com  
 Website : [www.bseindia.com](http://www.bseindia.com)  
 CIN: L67120MH2005PLC155188

The Annual Listing Fee for the Financial Year 2023-24 has been paid to the aforesaid Stock Exchange. The securities of the Company are not suspended from trading.

**(a) ISIN Number and Scrip Code of outstanding NCDs as on 31.03.2023:**

Sl. No.	Particulars
1.	8.83% Series IV-Option B 2025, Rated, Listed, Unsecured, Redeemable, Taxable, Non-Cumulative Non-Convertible Debentures  <b>ISIN:</b> INE163N08115 <b>BSE Code:</b> 959105 (OPAL-8.83%-10-03-2025-PVT)
2.	8.00% Series V-Option B 2025, Rated, Listed, Unsecured, Redeemable, Taxable, Non-Cumulative Non-Convertible Debentures  <b>ISIN:</b> INE163N08131 <b>BSE Code:</b> 959282 (ONGCPL-8%-11-4-25-PVT)
3.	7.98% Series-VI 2023, Rated, Listed, Unsecured, Redeemable, Taxable, Non-Cumulative Non-Convertible Debentures  <b>ISIN :</b> INE163N08156 <b>BSE Code:</b> 960077 (OPAL-7.98%-25-10-23-PVT)
4.	6.63% Series-VII 2024, Rated, Listed, Unsecured, Redeemable, Taxable, Non-Cumulative Non-Convertible Debentures  <b>ISIN :</b> INE163N08180 <b>BSE Code:</b> 973304 (OPAL-6.63%-9-7-24-PVT)
5.	8.58% Series-VIII 2029, Rated, Listed, Unsecured, Redeemable, Taxable, Non-Cumulative Non-Convertible Debentures  <b>ISIN :</b> INE163N08222 <b>BSE Code:</b> 974347 (OPAL-8.58%-9-11-29-PVT)
6.	8.57% Series-IX 2024, Rated, Listed, Unsecured, Redeemable, Taxable, Non-Cumulative Non-Convertible Debentures  <b>ISIN :</b> INE163N08230 <b>BSE Code:</b> 974662 (OPAL-8.57%-11-09-24-PVT)

**(b) ISIN Number and Scrip Code of outstanding Commercial Papers as on 31.03.2023:**

Sl. No.	Particulars
1.	5,000 number of rated, listed & unsecured Commercial Papers ISIN : INE163N14287 BSE Code: 724302 (ONGCPAL-10-5-23-CP)
2.	8,000 number of rated, listed & unsecured Commercial Papers ISIN : INE163N14295 BSE Code: 724425 (OPAL-2-6-23-CP)
3.	7,000 number of rated, listed & unsecured Commercial Papers ISIN : INE163N14303 BSE Code: 724567 (ONGCPAL-27-3-24-CP)

**13. Credit Ratings**

The details of Credit Ratings held by the Company as on March 31, 2023 are as under

Particulars	ICRA Limited	India Ratings & Research Private Limited	CRISIL Rating Limited
Company Long Term Rating	"ICRA AA" Stable Outlook	"IND AA" Stable Outlook	"CRISIL AA" Stable Outlook

Instruments	ICRA Limited	India Ratings & Research Private Limited	CARE Rating Limited	CRISIL Rating Ltd
Compulsorily Convertible Debentures (CCDs-I) of Rs. 5615 Crore	"ICRA AAA (CE)" Stable Outlook	-	"CARE AAA (CE)" Stable Outlook	-
Compulsorily Convertible Debentures (CCDs-II) of Rs. 1671 Crore	"ICRA AAA (CE)" Stable Outlook	"IND AAA (CE)" Stable Outlook	-	-
Compulsorily Convertible Debentures (CCDs-III) of Rs. 492 Crore	-	"IND AAA (CE)" Stable Outlook	"CARE AAA (CE)" Stable Outlook	-
Non Convertible Debentures of Rs. 940.50Crore (backed by Letter of Comfort by ONGC)	"ICRA AAA (CE)" Stable Outlook	-	"CARE AAA (CE)" Stable Outlook	-
Non Convertible Debentures of Rs. 770 crore (Standalone basis)	"ICRA AA" Stable Outlook	-	"CARE AA" Stable Outlook	-
Non Convertible Debentures of Rs. 600 crore (Standalone basis)	"ICRA AA" Stable Outlook	-	-	"CRISIL AA" Stable Outlook
Commercial Paper (CP)	"ICRA A1+"	"IND A1+"	-	-

Securities and Exchange Board of India (SEBI) has issued some directions through a circular dated 04.11.2019 to further enhance governance and accountability of Credit Rating Agencies (CRAs). As per clause no. 3 – "CRAs shall meet the audit committee of the rated entity, at least once in a year, to discuss issues including related party transactions, internal financial control and other material disclosures made by the management, which have a bearing on rating of the listed NCDs."

Accordingly, Audit Committee in its 59<sup>th</sup> meeting held on 27<sup>th</sup> February, 2023 discussed with M/s ICRA Limited (ICRA), M/s CRISIL Ratings Limited (CRISIL) and M/s CARE Rating Limited (CARE) on issues including related party transactions, internal financial control and other material disclosures made by the management, which have a bearing on rating of the listed Non-Convertible Debentures (NCDs). The Audit Committee replied all queries of CRA's to their satisfaction.

#### **14. Details of Debenture Trustee**

SBICAP Trustee Company Limited  
Mistry Bhavan, 4<sup>th</sup> Floor,  
122 Dinshaw Vachha Road,  
Churchgate, Mumbai – 400 020, Maharashtra  
Phone No. : 022 – 43025555/5500  
Contact Person : Mr. Jagdish Kondur, Chief Operating Officer  
E-mail : [jagdish.kondur@sbicaptrustee.com](mailto:jagdish.kondur@sbicaptrustee.com)

#### **15. Dematerialization of Shares and Liquidity**

OPaL's shares are unlisted in the electronic form. We have established connectivity with National Securities Depository Limited (NSDL). The ISIN allotted to our shares under the Depository system is INE163N01011.

As on 31<sup>st</sup> March, 2023, 99.99% percent of the Company's total shares representing 202,19,29,665 shares are held in dematerialized form and 0.01 per cent representing 06 shares are in physical form.

#### **16. Custodial Fees to Depositories**

The fees to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) have been paid.

#### **17. Address for Correspondence for Investors**

Shri Subodh Prasad Pankaj  
Company Secretary and Compliance Officer  
4<sup>th</sup> Floor, 35, Nutan Bharat Co-operative Housing Society Limited  
R. C. Dutt Road, Alkapuri, Vadodara - 390007  
Phone No. : 0265 – 6192600, Fax No. : 0265 – 6192666  
E-mail : [subodh.pankaj@opalindia.in](mailto:subodh.pankaj@opalindia.in)

#### **18. Means of Communication**

##### Financial Results:

The Company regularly intimates Quarterly/Half yearly/Annual financial results to the Stock Exchange, immediately after they are approved. These financial results are normally published in the leading English daily Newspaper having wide circulation across the country. The results are also displayed on the website of the Company i.e. [www.opalindia.in](http://www.opalindia.in).

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Website:

The Company's website [www.opalindia.in](http://www.opalindia.in) contains separate dedicated section 'Investors' wherein information for shareholders/debenture holders is available.

Annual Report:

Annual Report containing inter-alia, Audited Accounts, Board's Report, Corporate Governance Report, Auditor's Report including information for the shareholders and other important information is circulated to the members and others entitled thereto.

SEBI Complaints Redress System (SCORES):

The investor complaints were processed in a centralised web-based complaints redress system. The salient features of this system are: (i) Centralised database of all complaints; (ii) online upload of Action Taken Reports (ATRs) by concerned companies; and (iii) online viewing by investors of actions taken on the complaint and its current status.

Designated Email-ID for investor servicing:

The Company has designated the following Email-ID for investor servicing i.e. [subodh.pankaj@opalindia.in](mailto:subodh.pankaj@opalindia.in).

## **19. Transfer to Investor Education and Protection Fund (IEPF)**

The Company has not accepted any deposits from the public and also the Company has not declared any dividend. Interests on debentures were paid to debenture holders and no amount is lying as unclaimed. Therefore, there were no amounts which remained unpaid/unclaimed for a period of seven years and which were required to be transferred by the Company to the Investor Education and Protection Fund established by the Central Government pursuant to Section 124 of the Companies Act, 2013 and rule made thereunder.

## **20. Certificate for Directors**

Certificate as required under Part C of Schedule V of SEBI Listing Regulations, received from M/s Kumar Naresh Sinha & Associates (FRN:S2015UP440500), Company Secretary in practice certifying that none of the directors on the Board of the Company is debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority, is annexed at the end of this Report.

## **21. Compliances**

The Company has complied with applicable rules (except as otherwise stated in this report) and the requirement of regulatory authorities on capital market and no penalties or strictures were imposed on the Company during last three years. All returns/reports were filed within stipulated time with stock exchanges, Ministry of Corporate Affairs/other authorities.



## **22. Role of the Company Secretary in Overall Governance Process**

The position of the Company Secretary enables them to have a holistic view of the governance framework and as a result they are generally tasked with the responsibility of ensuring that this framework and any supporting policies and procedures are clearly documented.

The Company Secretary is a unique interface among the Board, management and stakeholders.

The Company Secretary has a duty to advise the Board, through the Chairman, on all governance matters. The relationship between the Company Secretary and the Chairman is central to creating an efficient Board. The Company Secretary plays a leading role in good governance by helping the Board and its Committees function effectively and in accordance with their terms of reference and best practice. Providing support goes beyond scheduling meetings to proactively managing the agenda and ensuring the presentation of high quality up-to-date information in advance of meetings. In OPaL this enables the Directors to contribute fully in Board discussions and debate and to enhance the capability of the Board for good decision making.

He looks after the entire secretarial functions which include preparing agenda, convening, conducting and recording Minutes of the meetings of Board and the Committees thereof, Annual General Meetings, Extra-ordinary General Meeting, Inter-departmental meetings and meetings with outside delegations, Financial Institutions, regulatory authorities, storing statutory registers and records, filing returns with Ministry of Corporate Affairs (MCA), Depositories and Stock Exchange etc. In OPaL he interfaces between the management and regulatory authorities for governance matters. The role of the Company Secretary has been extended as a Key Managerial Personnel (KMP) of the Company such that the position of Company Secretary as KMP is now seen as the guardian of the Company's compliance with legislative requirements and best practice.

## **23. Date of Report**

The information provided in this Report on Corporate Governance is as on 31<sup>st</sup> March, 2023 for the purpose of unanimity. Some of the information is updated as on the date of the report, wherever applicable.

**on behalf of the Board of Directors  
for ONGC Petro additions Limited**

**Sd/-  
(Arun Kumar Singh)  
Chairman**

**Date : 7<sup>th</sup> August, 2023**

**Place : New Delhi**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,  
The Members of  
ONGC Petro additions Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **ONGC Petro additions Limited** having CIN: **U23209GJ2006PLC060282** and having its office at: **4<sup>th</sup> Floor, 35, Nutan Bharat Co-operative Housing Society Limited, R.C. Dutt Road, Alkapuri, Vadodara – 390007, Gujarat**, (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)] as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below during the Financial Year 31<sup>st</sup> March,2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of Appointment in Company	Date of Cessation
1.	Shri Avinash Kumar Verma	06990114	15/04/2019	15/04/2022
2.	Shri. Rajiv	08256137	18/04/2019	-
3.	Shri. Alope Kumar Banerjee	05287459	07/05/2019	-
4.	Shri. Ashu Shinghal <sup>1</sup>	08268176	01/07/2020	-
5.	Shri. Ramaswamy Jagannathan	06627920	12/05/2021	-
6.	Shri Om Prakash Singh	08704968	29/05/2021	15/07/2022
7.	Shri Rajeev Kumar Singhal	09230386	07/07/2021	15/07/2022
8.	Shri. Pankaj Kumar	09252235	05/10/2021	-
9.	Smt. Sushma Rawat	09361428	14/10/2021	06/05/2022
10.	Smt. Dr. Alka Mittal	07272207	11/01/2022	01/09/2022



11.	Shri Ratnesh Kumar	09658335	01/07/2022	17/08/2022
12.	Smt. Pomila Jaspal	08436633	15/07/2022	-
13.	Shri Kamal Tandon <sup>2</sup>	09664746	15/07/2022	-
14.	Shri. Gurinder Singh	09708331	19/08/2022	-
15.	Shri Rajesh Kumar Srivastava	08513272	07/09/2022	16/12/2022
16.	Shri. Arun Kumar Singh	06646894	16/12/2022	-

Note:

1. Shri Ashu Shinghal ceased to be Director of OPaL Board with effect from 4<sup>th</sup> May, 2023
2. Shri Kamal Tandon ceased to be Director of OPaL Board with effect from 1<sup>st</sup> May, 2023

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Noida

Date: 31.07.2023



For Kumar Naresh Sinha & Associates  
Company Secretaries

CS Naresh Kumar Sinha  
(Proprietor)

FCS: 1807; C P No.: 14984

PR: 610/2019

FRN: S2015UP440500

UDIN: F001807E000710647



**PRACTICING COMPANY SECRETARIES CERTIFICATE ON COMPLIANCE OF  
CONDITIONS OF CORPORATE GOVERNANCE FOR THE FY 2022-23**

To,  
The Members,  
**ONGC Petro additions Limited**

1. We have examined the compliance of conditions of Corporate Governance by **ONGC Petro additions Limited, CIN: U23209GJ2006PLC060282** ("the Company"), for the year ended on **March 31, 2023**, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

2. The Non-Convertible Debentures (NCDs) and Commercial Paper (CPs) issued by the Company are listed on the Wholesale Debt Market (WDM) segment of BSE Limited. The company is a high value debt listed entity in terms of Regulation 15 of SEBI (LODR) Regulations, 2015 and provisions of regulation 15 and regulation 16 to regulation 27 are applicable to the company as OPaL has an outstanding value of listed non-convertible debt securities of Rupees Five Hundred Crore and above. However, these provisions shall be applicable to a 'high value debt listed entity' on a 'comply or explain' basis until March 31, 2024, and on a mandatory basis thereafter as notified vide Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023.

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.


5. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company, to the extent possible has complied with the conditions of Corporate Governance and is in the process to fully comply with the conditions of Corporate Governance as stipulated in regulations 17 to 27 of the SEBI Listing Regulations requirements and the Company need to achieve full compliance with the aforesaid conditions of Corporate Governance **by March 31, 2024**.

6. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Noida  
Date: 31.07.2023

For Kumar Naresh Sinha & Associates  
Company Secretaries



  
CS Naresh Kumar Sinha  
(Proprietor)  
FCS: 1807; C P No.: 14984  
PR: 610/2019  
FRN: S2015UP440500  
UDIN: F001807E000712506

## Form No. AOC-2

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

(Pursuant to Clause (h) of Sub Section (3) of Section 134 of the Companies Act, 2013 and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

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

## 2. Details of material contracts or arrangements or transactions at arm's length basis: As follows

Name(s) of the related party and nature of relationship (a)	Nature of contracts/ arrangements/ transactions (b)	Duration of the contracts / arrangements/ transactions (c)	Salient terms of the contracts or arrangements or transactions including the value, if any (d)	Date(s) of approval by the Board, if any (e)	Amount paid as advances, if any (f)
Oil & Natural Gas Corporation Limited (ONGC)  (Joint Venturer)	Purchase of Feed stock	01.04.2022 to 31.03.2023	Purchase of Feed stock (Rs. 70,572.36 million)		
	Reimbursement of Expenses on behalf of OPaL	01.04.2022 to 31.03.2023	Reimbursement of expenses (Rs. 131.03 million)		
	Deemed Equity towards guarantee	01.04.2022 to 31.03.2023	Deemed Equity towards guarantee (Rs. 12.33 million)		
	Other Advance	01.04.2022 to 31.03.2023	Other Advance (Rs. 17.30 million)		
GAIL (India) Limited (GAIL) (Joint Venturer)	Manpower deputation / Transmission charges	01.04.2022 to 31.03.2023	Gas Transmission charges (Rs. 308.46 million)		
	Purchase of Gas	01.04.2022 to 31.03.2023	Purchase of Gas (Rs. 2,660.12 million)		
Gujarat State Petroleum Corporation Limited (GSPC) (Joint Venturer)	Purchase of Gas	01.04.2022 to 31.03.2023	Purchase of Gas (Rs. 199.72 million)		
Dahej SEZ Limited (DSL) (Common Directorship)	Lease Rental & other	01.04.2022 to 31.03.2023	Lease rent for land, service charges and ROU charges (Rs. 178.08 million)		
	Other Advance	01.04.2022 to 31.03.2023	Other Advance (Rs. 14.67 million)		
Mangalore Refinery & Petrochemical Limited (MRPL) (Common Directorship)	Purchase of Feed Stock	01.04.2022 to 31.03.2023	Purchase of Feed stock (Rs. 1,806.55 million)		
Hindustan Petroleum Corporation Limited (HPCL) (Common Directorship)	Purchase of Feed / Spares / Consumables	01.04.2022 to 31.03.2023	Purchase of Spares / Consumables (Rs. 14.41 million)		
	Purchase of Feed Stock and Gas	01.04.2022 to 31.03.2023	Purchase of Feed Stock and Gas (Rs. 8,064.56 million)		
OPaL Gratuity Trust (Transaction with Trust)	Gratuity contribution	01.04.2022 to 31.03.2023	Contribution of employees Gratuity (Rs. 23.61 million)		
	Reimbursement	01.04.2022 to 31.03.2023	Reimbursement (Rs. 18.53 million)		
Shri Gurinder Singh (Managing Director)	Employment	19.08.2022 to 31.03.2023	Remuneration to Key Managerial Personnel (KMP) (Rs. 6.99 million)		
Shri Avinash Kumar Verma (Managing Director)	Employment	01.04.2022 to 15.04.2023	Remuneration to Key Managerial Personnel (KMP) (Rs. 1.22 million)		
Shri Subodh Prasad Pankaj (Company Secretary & Compliance Officer)	Employment	01.04.2022 to 31.03.2023	Remuneration to Key Managerial Personnel (KMP) (Rs.4.60 million)		
Shri Pankaj Wadhwa (Chief Finance Officer)	Employment	01.04.2022 to 31.03.2023	Remuneration to Key Managerial Personnel (KMP) (Rs. 5.14 million)		

on behalf of the Board of Directors  
for ONGC Petro additions Limited

Date : 7th August, 2023  
Place : New Delhi

Sd/-  
(Arun Kumar Singh)  
Chairman



**PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

*[In terms of Section 134(3)(M) Of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014]*

**A. CONSERVATION OF ENERGY:**

Being responsible organization, OPaL has always given due importance to energy performance monitoring and optimization. Dedicated energy management cell monitors complex energy performance on daily basis to optimize overall energy performance of organization. Also, various activities are being carried out to create awareness about energy conservation across site.

In FY 2022-23, complex energy index has reduced by ~12 % from last year energy index value with higher capacity utilization and many energy saving initiatives during the year. There is ~1197985 Gcal energy input savings (less consumption) compared to last year.

Initiatives and drives carried out during FY 2022- 2023 to ensure energy conservation at site are listed as below.

**Energy Management System**

- OPaL has well established practices for monitoring healthiness of steam and utilities system- comprehensive survey of Compressed air and nitrogen system network was carried out in August, 2022 and all leakages / losses were attended as per opportunity.
- OPaL has become Designated Consumer (DC) as per the notification received from Bureau of Energy Efficiency (under Ministry of Power in GOI) dated 6<sup>th</sup> October, 2022. As per notification, baseline audit of OPaL by BEE is completed in Nov-Dec, 2022.
- BEE has included OPaL in PAT Cycle VIII. The target for next three years will be provided by BEE through notification, currently target proposed by BEE for all Petrochemicals unit is under approval in Ministry of Power- GOI.

All plants have contributed towards overall energy conservation and energy performance improvement at site. Major activities are listed plant wise as below.

**DFCU & AU-**

- Condensate frequent leakage issue rectified and recovered- by simulation both LP & MP condensate line size changed, increased, afterwards leakage arrested in both the headers.

**POLYMER PLANTS-**

- Lighting changed to LED along with timer provisions, Net savings are as follows

- a. In PP: 3.4 lakh KWH worth INR 23.8 lakh pa.
- b. In PW Swing: 2.27 lakh KWH worth INR 15.89 lakh pa.
- c. In Butene-1: 0.52 lakh KWH worth INR 7.33 lakh pa.
- d. In HDPE: 3.1 lakh KWH worth INR 21.7 lakh pa.
- e. In PWH: 18.8 lakh KWH worth INR 1.32 Cr. pa.

#### **HDPE -**

- Steam network leakages & losses rectified, steam consumption reduced by 10.5 tpd.

#### **U&O -**

- Change in equipment operation philosophy of utility boiler resulted in reduction of CPP fuel consumption by 4100 MMBTU per day.
- Torrent power agreement revised, increased, that resulted in net saving of 640 MMBTU per day of equivalent fuel.
- ECTS Equalization tank pump stopped and transfer started by gravity, Net saving INR 3.50 Lakhs pa.
- ECTS Ultrafiltration vent line water diverted to UF backwash sump, this loss reduction has resulted water conservation equivalent to INR 2.82 Lakh pa.
- Cooling Tower -01 operation optimized resulted in stopping of one pump and energy savings equivalent to 1500 KWH.

#### **HR -**

Optimal usage and operation of central HVAC system in main Administration Building during holidays and silent hours has resulted in energy saving worth INR 12.22 lakh pa.

### **B. TECHNOLOGY ABSORPTION:**

#### **DFCU & AU-**

- Through MOC, Furnace Cracked Gas & Decoke MOV drain line resized and rerouted, it has significantly improved MOV operability, performance and reliability.
- Linde Virtual Furnace (LVF) software incorporated in Cracker plant for predicting yield with different feed combination in furnaces, this enabled to optimize plant operation.

- DFCU AU Process Automation system Online (In running plant) up gradation successfully completed. This has resulted in reducing vulnerability of Process control system to cyber threats also.

#### **PP -**

- Plant throughput achieved on hourly basis as high as 113%.
- PRU Membrane outlet line modified through MOC, this modification lead to Nitrogen recovery, avoid flare loss that resulted in saving of INR 4.5 Cr pa.

#### **PE SWING-**

- PE swing off spec material reprocessed facility developed through Rerun Silo, this resulted in annual saving of INR 12 Cr pa.

#### **HDPE-**

- Slurry cooler installed in reactor slurry cooling loop through MOC in Capex, capacity improved to 36.6 KT pa production equivalent to INR 30 Cr pa more revenue generation.
- HDPE Plant DBN assessment study completed by licensor M/s Mitsui.

#### **U&O-**

- Complex fuel gas firing in both utility boiler re-designed and commissioned in CPP, this complex gas about 50 tpd earlier flared now recovered and used in boiler.

### **C. PROCESS IMPROVEMENT:**

#### **DFCU & AU -**

- Natural Gas (NG) provision has been commissioned as back-up fuel in DFCU, this will conserve more precious Ethane feed by not using this as furnace fuel.
- Process simulation output enabled to increase DFCU hourly Naphtha feed processing, increased to 17% against maximum processing hourly rate, it largely confirmed to maintain high plant throughput during low gaseous feed availability.
- DFCU plant performance Benchmarking completed for year 2021; for 58% parameters of Benchmarking, OPaL performance is in 1<sup>st</sup> Quartile, for rest, gap closure is ongoing.
- By simulation study, recycle off-gas line size increased to receive more recycle hydrocarbon gas from Polymer plant that has given net recovery / saving of 8.2 Cr pa.

- Antisurge valves in three main compressors overhauling completed that resulted in steam consumption reduction by 25 tph in Cracker plant.
- Surge line verification completed in all three critical machine control system by its OEM to enhance equipment safety.
- Lube oil turbine trip mechanism modified from manual lever to partial stroke system to improve turbine operational reliability.
- Check valve provided in DM water line to deaerator and also modification in operating procedure, it increased reliability & condensate recovery worth saving of INR 3.0 Cr pa.

#### **PP -**

- PP off gas recovery improved by improving its line size, that has resulted in less grade transition time equivalent to saving of INR 17.8 lakh pa.
- Standby suction strainer provision done in off gas compressor, downtime reduced by about 144 hr pa equivalent to 2160 MT product and benefit of INR 5.83 Cr pa.
- PP plant performance Benchmarking completed for year 2021; for 65% parameters of Benchmarking, OPaL performance is in 1<sup>st</sup> Quartile, for rest, gap closure is ongoing

#### **PE SWING -**

- Recycle and vent recovery compressor suction line boot drain system containing residual TEAL was modified through MOC, it has largely reduced inherent fire hazard.
- Remote Seal level transmitters provided in 20 equipment to reduced its downtime & eliminated machine failure caused by previous wrong level measurement.
- Improvement in grounding scheme of Foundation Fieldbus devices to eliminate frequent device Offnet and minimizing plant upsets.
- Enhancement in availability of Refrigeration compressor by replacing Displacer type level transmitters by more reliable Radar level Transmitters

#### **HDPE -**

- One Pipe grade modified wrt MFI to improve piping surface, very good market feedback.

- MOC implemented for reactor overhead exchangers hydrocarbon line flushing that resulted in significant improvement in its run length, about 50% more.
- HDPE plant performance Benchmarking completed for year 2021; for 57% parameters of Benchmarking, OPaL performance is in 1<sup>st</sup> Quartile, for rest, gap closure is ongoing.
- HDPE unused catalyst used in different grade and 2.2 Cr salvation benefits achieved.

#### **U&O -**

- Naphtha Tanker unloading facility commissioned to improve feed reliability.
- Stand by flare stack installed & commissioned, now flare stack job can be done online.
- Steam provided in C4 Acetylene flare system to achieve smokeless flaring in plant upset.
- Liquid fuel firing in gas turbine 3 and 4 commissioned along with BHEL.
- Cooling water recirculation chloride parameter revised which has resulted in saving of water equivalent to INR 24 Cr pa.

#### **D. FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Company has earned foreign exchange equivalent to Rs. 21,116.15 million (Previous Financial Year 2021-22 Rs. 27,030.14 million) on account of revenue from export sales and incurred foreign currency expenditure equivalent to Rs. 6,856.03 million (Previous Financial Year 2021-22 Rs. 3,235.26 million) during the accounting period ended 31<sup>st</sup> March, 2023.

**on behalf of the Board of Directors  
for ONGC Petro additions Limited**

**Sd/-  
(Arun Kumar Singh)  
Chairman**

**Date : 7<sup>th</sup> August, 2023**

**Place : New Delhi**





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## REVISED INDEPENDENT AUDITOR'S REPORT

To the Members of  
ONGC Petro additions Limited

### Report on the Audit of the Standalone Financial Statements

This revised Independent Auditor's Report has been issued in lieu of our earlier Independent Auditor's Report dated May 10, 2023 on account of few observations of C & AG of India in our earlier report. Further, we confirm that there is no change in the opinion as expressed earlier.

### Opinion

We have audited the accompanying standalone financial statements of ONGC Petro additions Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2023, the statement of Profit and Loss, ( including Other Comprehensive Income ), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by The Companies Act, 2013 ( "the Act" ) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies ( Indian Accounting Standards ) Rules 2015, as amended (Ind AS) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31<sup>st</sup>, 2023, and its loss, other comprehensive income and changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone



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financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

**Emphasis of Matter**

1. We draw your attention to *note no 40* of the standalone financial statements regarding Material Uncertainty in relation to Going Concern

The Company has incurred a net loss after tax of Rs. 41555 million during the year ended March 31, 2023, accumulated losses to the tune of Rs. 130003 million and Company is having negative working capital of Rs. 70750 million as of that date. Net worth of the Company has reduced to Rs.6208 million as at March 31, 2023 as compared to Rs. 45837 million as at March 31, 2022. In spite of these events or conditions which may cast a doubt on the ability of the Company to continue as a going concern, the management is of the opinion that going concern basis of accounting is appropriate in view of the cash flow forecasts and the plan management has put in place and having regard to the other facts mentioned in *Note no.40* of the standalone financial statements

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

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key audit matter	Auditor's response
1.	During the period OPaL Petrochemical complex has undergone major overhauling process (Major Turn Around) which is commensurate with the Industry practice. MTA activity has significant	a) Company has undergone major overhauling process in the months of April and May 2022., hence operations were consequentially effected.





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	<p>impact on Company's operational and financial performance. The total expenses incurred Rs. 4,548 Million in this regard has been capitalized under the head Plant &amp; Equipments. The same shall be depreciated in five years' time period /next MTA whichever is earlier. The old spares replaced by new ones has been de-recognized.</p>	<p>b) Assessed the nature of the additions made to property, plant and equipment, on a test check basis to test whether they meet the recognition criteria as set out Ind AS 16 – Property, Plant and Equipment including intended use of management.</p> <p>c) Broadly reviewed the methodology of charging the depreciation and capitalization.</p> <p>d) Reviewed the disclosures made by the Company in the financial statements.</p> <p>Refer note no. 4.1.1 to financial statements.</p>
2.	<p>The Company has set up a Petrochemical Complex in Special Economic Zone (SEZ), Dahej, Gujarat. In view of changes in market dynamics over the years, the demand for petrochemical products has increased in domestic market. Therefore, Company is selling its majority of products in Domestic Tariff Area (DTA). However, Basic Custom Duty is applicable on the sale of products from SEZ to DTA which is directly impacting the margin of the company. Therefore, Board of directors has accorded approval to make an application for voluntary exit from SEZ.</p> <p>Development Commissioner, Dahej SEZ has conveyed in-principal approval for exit from SEZ subject to de-notification of the area; payment of all applicable duties and taxes which may be finalised on the basis of the date of final exit and compliance of all the provisions of SEZ Act and other Rules. These activities /</p>	<p>a) The Company is selling its majority of products in Domestic tariff area (DTA) due to increased demand in domestic market, hence Board of Directors has accorded approval to make an application for Voluntary exit from SEZ.</p> <p>b) Development Commissioner, Dahej SEZ conveyed in – principal approval for exit from SEZ. The unit is still under SEZ and the proposal for approval of final exit will be considered subject to approval of de-notification from Board of Approvals, MoCI, New Delhi.</p> <p>c) SEZ developer has to make an application for De-notification along with inter alia NOC from State Government.</p> <p>d) Decision on exit and actual outflow on account of SEZ exit and its quantum is contingent upon the terms and conditions on which approvals may be granted.</p>



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	<p>approvals are in process. The unit is still under the SEZ and the proposal for approval of final exit will be considered subject to approval of de-notification from Ministry of Commerce &amp; Industries, New Delhi.</p> <p>SEZ exit is expected to bring significant improvement in the future margins along with one time cost. The above estimates are provisional and includes disputed demand pending before court and authorities. Actual outflow on account of SEZ exit and its quantum is contingent upon the terms and conditions on which various approvals may be granted. Since various NOC, approvals and duty assessment for SEZ exit are under consideration with the competent authorities and application for SEZ exit is voluntary in nature, management believes that a final decision on exit can only be taken based on the terms and conditions mentioned in these approvals. Therefore, company has not recognised the estimated one time liability as well as estimated future benefits in the books of accounts.</p>	<p>e) SEZ exit is expected to bring significant improvement in the future margins along with one time cost. Provisional one time cost is disclosed as contingent liability.( refer note no. 39.1)</p>
3.	Deferred tax assets	<p>To address this area of focus, we performed, amongst others, the following procedures:</p> <p>a) Reviewed the key assumptions made by management to derive their future taxable profits, focusing on their estimates for future revenue growth rates, operating costs and comparing them to past actual outcome taking into consideration future economic conditions.</p> <p>b) Assessed the adequacy of the Company's disclosure on deferred tax assets in <i>note no 9</i> to the standalone financial statements.</p>





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

The Company's Board of Directors is responsible for the preparation of other information. The other information generally comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

### **Management Responsibilities for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and the accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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.



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

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

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

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



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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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

### Other matters

- a) The comparative financial information as at March 31, 2022 are based on previously issued statutory financial statements audited by VCA & Associates, Chartered Accountants who have not qualified their report.



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- b) We draw your attention to *note no. 5.4* to the standalone financial statements towards Right of use assets and *note no 6* being capital work in progress in reference to Atali township.
- c) Company is in process of reconciliation of Security deposits / EMD received from customers and vendors.
- d) We draw your attention to *note no. 41* to the standalone financial statements regarding events occurring after balance sheet date. Conversion date of CCDs-II of Rs1,671 crore has been elongated for further period up to 18 month in the month of April 2023.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the *Annexure-A* a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, Statement of Changes in Equity and the Statement of Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - (e) On the basis of written representation received from the Directors as on March 31, 2023 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164 (2) of the Companies Act, 2013.



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- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "*Annexure B*". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended.

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

- (h) We have not come across any qualification, reservation or adverse remarks relating maintenance of accounts and other matters connected therewith hence we are not making any comment under this para.
- (i) 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 standalone financial statements – Refer Note 39.1 to notes to standalone financial statements;
  - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses; hence no provision for the same has been made.
  - iii. There is no amount required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. a) The management has represented, that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entities, including, foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall
    - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Intermediaries") by or on behalf of the Funding Party or



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- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries;  
and
- b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities including foreign entities ( "Funding Parties ") with the understanding , whether recorded in writing or otherwise , that the company shall
  - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Intermediaries ") by or on behalf of the Funding Party or
  - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries;
- c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations made under sub clause ( i) and (ii) of Rule 11( e) as provided under iv (a) and iv (b) above contain any material mis-statement.
- v) The Company has not proposed any dividend for the current year and has not declared any for the previous year hence no need to report compliance under Section 123 of the Act.
- vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
- (j) As desired by the Comptroller and Auditor General of India, the revisions made to our original Independent Auditor's Report are mentioned in "Annexure C".
- (k) As required by section 143(5) of the Act and in pursuance of directions issued by the Office of the Comptroller and Auditor General of India for the year ended March 31<sup>st</sup> , 2023, we report that:
  - a) Whether the company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions



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outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.

Yes, as per the information and explanations furnished to us, the company has an Enterprise Resource Planning ( ERP ) system to process the accounting transactions, but no supporting vouchers are attached to any transactions. Apart from above there are few other accounting process being undertaken through excel spreadsheet like RM inventory valuation, interest calculation of some treasury activities, interest and depreciation of ROU assets, Ind As valuations of deposits , etc. wherein sufficient controls for data integrity have been observed in our view of general IT controls. There is however a need of automation of such processes to ensure complete data Integrity.

- b) Whether there is any restructuring of an existing loan or cases of waiver/write off of debts /loans/interest etc. made by a lender to the company due to the company's inability to repay the loan? If yes, the financial impact may be stated. Whether such cases are properly accounted for? (In case, lender is a Government company, then this direction is also applicable for statutory auditor of lender company).

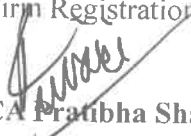
On the basis of information and explanation given to us, there is no such case.

- c) Whether funds (grants / subsidy et. ) received/receivable for specific schemes from Central/ State government or its agencies were properly accounted for/ utilized as per its term and conditions? List the cases of deviation.

On the basis of information and explanation along with examination of records of the Company, as made available, Company has not received any funds/ grants for specific schemes from central / state government or its agencies.

For and on behalf of

**Prakash Chandra Jain & Co.**  
Chartered Accountants  
Firm Registration No. 002438C

  
CA Pratibha Sharma  
Partner  
Membership No. 400755  
UDIN- 23400755BGXEPP8553

Place: Mumbai  
Date: August 2, 2023



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**Prakash Chandra Jain & Co.**

Chartered Accountants

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**Annexure – A to the Independent Auditor’s Report**

**The Annexure referred to in paragraph 1 under “Report on Other Legal and Regulatory Requirements” in Independent Auditors Report to the members of the Company on the standalone Ind AS Financial Statements for the year ended 31<sup>st</sup> March 2023, we report that:**

- (i) (a) i) The Company has in general maintained proper records showing full particulars including quantitative details of tangible assets but situation of tangible assets is not yet updated.
- ii) The Company maintains proper records showing full particulars of Intangible Assets.
- (b) As explained to us, the Company has a program of physical verification of tangible assets in phased manner once in three years which in our opinion is reasonable having regard to the size of the Company and nature of its assets. Physical verification of some tangible assets has been carried out by management during the year. As informed to us no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company the title deeds of 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) disclosed in the financial statements are held in the name of the company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no revaluation of property, plant and equipment (including the right of use assets) or intangible assets or both has been done by the company during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder.
- (ii) a) Physical verification of inventory ( excluding inventory lying with third parties / consignment stock agent ) has been conducted at reasonable interval by the



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management and , in our opinion coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more, if found, in aggregate for each class of inventory were noticed.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate from banks or financial institutions on the basis of security of current assets during the year. There are no major variances observed between the quarterly returns or statements filed by the Company with such banks or financial institution.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not made investments, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. Accordingly, the provisions of clause 3(iii)(a) to (f) of the order is not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not given any loans and has not made investments or provided guarantees and security as envisaged under section 185 and Section 186 of The Companies Act 2013. Accordingly, the provisions of clause 3(iv) of the order is not applicable to the Company.
- (v) Company has not accepted any deposits or amounts which are deemed to be deposits from the public within the meaning of provisions of sections 73 to 76 and other relevant provisions of the of the Companies Act 2013 and Companies (Acceptance of deposits) Rules 2014, to the extent applicable. Accordingly, the provisions of clause 3(v) of the order is not applicable to the Company.
- (vi) According to the information and explanations given to us, Company maintains cost records as required pursuant to The Companies ( Cost Records and Audit ) Rules, 2014 , as amended and prescribed by Central Government under subsection (1) of section 148 of the Act , but we have not made a detailed examination to determine the accuracy and completeness.



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(vii) (a) On the basis of our examination of the books of accounts, and records of the company, we have observed that the Company has generally been regular in depositing undisputed statutory dues including Goods and Service tax, Provident Fund, Employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, Cess, and any other material statutory dues applicable to it with the appropriate authorities.

(b) According to information and explanations given to us, there are statutory dues which have not been deposited by Company on account of dispute.

Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount Relates (F.Y)	Gross Amount involved	Amount (Rs. Mn.)	
					Amount paid under Protest	Amount unpaid
Stamp Duty Act	Stamp Duty of Lease Deed	Dy. Collector Office, Stamp Duty Valuation Department, Vadodara	2017-18	6.74	-	6.74
Income Tax Act	Interest on Non-Deduction of TDS	Income Tax CIT Appellate Authority	2017-18	3.82	-	3.82
Income Tax Act	Interest on Non-Deduction of TDS	Income Tax CIT Appellate Authority	2018-19	1.81	-	1.81
GST	Penalty on GST	GST Appellate Authority, Uttarakhand	2018-19	0.96	0.96	-
Stamp Duty Act	Stamp Duty	Dy. Collector Office, Stamp Duty Valuation Department, Gandhinagar	2021-22	190.46	64.73	125.73
Central Excise and Custom Act	Duty Payment	CESTAT	2018-19	107.34	8.05	99.29



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- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix)(a) The Company has not defaulted in repayment of loans or other borrowings or in the interest from any lender.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has availed term loans during the year. According to the information and explanations given by the management, term loans availed has been applied for the purposes for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company and the explanations provided to us, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) Company does not have any subsidiaries, Associates or Joint Venture hence reporting under clause 3(ix)(e) of the Order is not applicable.
- (f) Company does not have any subsidiaries, Associates or Joint Venture hence loans cannot be raised on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly reporting on clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) No moneys have been raised by way of initial public offer or further public offer (including debt instruments) during the year by the Company. Accordingly, the provisions of clause 3(x) (a) of the order is not applicable to the Company. However, Non convertible debentures were issued on private placement basis and the same are listed on stock exchange.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, the provisions of clause 3(x) (b) of the order is not applicable to the Company.



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- (xi)(a) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no material fraud on the Company has been noticed or reported during the year. Accordingly, the provisions of clause 3(xi) (a) of the order is not applicable to the Company.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As per the information and explanation given by the company, there is no whistle blower complaint received by the Company during the year.
- (xii) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a),(b) and (c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have reviewed the internal audit reports of some areas shared with us. The draft internal audit report for finance and accounts for Key issues identified for the period March 2023 to April 2023 under audit were considered by us. Compliance of the internal audit reports was pending till the finalization of audit reports. As per the information and explanation given to us by the management, there is no major impact on the financial statements.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.



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- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) As represented by the management, the Group does not have more than one Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016. Accordingly, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has incurred cash loss of Rs. 23905 million in the current year but has not incurred cash loss in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) The Company is not required to transfer amounts to a fund specified in Schedule VII of the Companies Act in compliance with second proviso to sub section (5) of section







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135 of the Act. Accordingly, requirement to report on Clause 3(xx) (a) and (b) of the Order is not applicable to the Company

(xxi) The Company is not required to prepare consolidated financial statements. Accordingly, requirement to report on Clause 3(xxi) of the Order is not applicable to the Company.

For and on behalf of

**Prakash Chandra Jain & Co.**  
**Chartered Accountants**  
Firm Registration No. 002438C

**CA Pratibha Sharma**  
**Partner**  
Membership No. 400755  
UDIN- 23400755BGXEPP8553

Place: Mumbai  
Date: August 2, 2023







**Prakash Chandra Jain & Co.**

**Chartered Accountants**

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**Annexure – B to the Independent Auditor’s Report**

**Referred to in paragraph 2(f) under “Report on other legal and regulatory requirements” of our report of even date**

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

We have audited the internal financial controls over financial reporting of ONGC Petro additions Limited (“the Company”) as of March 31<sup>st</sup>, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the 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 Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain



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reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material



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

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For and on behalf of

**Prakash Chandra Jain & Co.**  
**Chartered Accountants**  
Firm Registration No. 002438C

**CA Pratibha Sharma**  
**Partner**  
Membership No. 400755  
UDIN- 23400755BGXEPP8553

Place: Mumbai  
Date: August 2, 2023





**ANNEXURE C to the Independent Auditor's Report**

The Annexure referred to in Paragraph C to the Auditor's Report of even date to the members of ONGC Petro additions Limited on the Ind AS Financials Statements for the year ended 31<sup>st</sup> March 2023, we report that , we have revised the following clauses of our Independent Auditor's Report.

S. No.	Original Audit Report Dated 10/05/2023 with UDIN- 23400755BGXEPM7598	Revised Audit Report Dated 02/08/2023 with UDIN- 23400755BGXEPP8553
1	Annexure A Clause v Company has not accepted any deposits or amounts which are deemed to be deposits from the public within the meaning of provisions of sections 73 to 76 of the Companies Act 2013 and the rules made thereunder, to the extent applicable. Accordingly, the provisions of clause 3(v) of the order is not applicable to the Company.	Company has not accepted any deposits or amounts which are deemed to be deposits from the public within the meaning of provisions of sections 73 to 76 and other relevant provisions of the of the Companies Act 2013 and Companies ( Acceptance of deposits ) Rules 2014, to the extent applicable. Accordingly, the provisions of clause 3(v) of the order is not applicable to the Company.
2	Annexure A Clause ii (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate from banks or financial institutions on the basis of security of current assets during the year. There are no major variances observed between the statements filed by the Company with such banks or financial institution.	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate from banks or financial institutions on the basis of security of current assets during the year. There are no major variances observed between the quarterly returns or statements filed by the Company with such banks or financial institution.
3	Annexure A Clause i (e) According to the information and	According to the information and





# Prakash Chandra Jain & Co.

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explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.	explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder.
---	--

For and on behalf of

**Prakash Chandra Jain & Co.**  
**Chartered Accountants**  
Firm Registration No. 002438C

**CA Pratibha Sharma**  
**Partner**  
Membership No. 400755  
UDIN- 23400755BGXEP8553



Place: Mumbai  
Date: August 2, 2023





**Notes to the Financial Statements for the year ended March 31, 2023**  
(All amounts are in Rs. millions unless otherwise stated)

**1. Corporate information**

ONGC Petro additions Limited (“OPaL” or “the Company”) is a public limited company domiciled and incorporated in India having its registered office at 4<sup>th</sup> Floor, 35, Nutan Bharat Society, R C Dutt Road, Alkapuri, Vadodara - 390007, Gujarat. The principal activity of the Company is to manufacture, purchase, sale and trade petrochemicals, petrochemical products and its byproducts.

OPaL was incorporated in 2006, as a Public Limited Company under the Companies Act, 2013, and is a joint venture company promoted by Oil and Natural Gas Corporation (ONGC) and co-promoted by GAIL and GSPC.

**2. Summary of significant accounting policies**

This note provides a list of the significant accounting policies adopted in the preparation of these financial statement. These policies have been consistently applied to all the years presented, unless otherwise stated.

**2.1. Basis of preparation**

**i) Compliance with Ind AS**

These financial statements have been prepared in accordance with Indian Accounting Standards (referred to as “Ind AS”) prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provision of Companies Act, 2013 as amended from time to time.

**ii) Historic cost convention**

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

- Certain financial instruments which are measured at fair value or amortised cost at the end of each reporting period and
- Define benefit plans – Plan assets measured at fair value

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in Ind AS 1 ‘Presentation of Financial Statements’ and Schedule III to the Companies Act, 2013.

**iii) New amendments issued but not effective**

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

**Ind AS 1 – Presentation of Financial Statements**

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The





Company does not expect this amendment to have any significant impact in its financial statements.

#### Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The present definition of a change in accounting estimates has been replaced with a new definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not

Expect this amendment to have any significant impact in its financial statements.

#### Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

Ind AS 107 – Financial Instruments: Disclosures – Information about the measurement basis for financial instruments shall be disclosed as part of material accounting policy information.

The Company does not expect the effect of this on the financial statements to be material, based on preliminary evaluation.

The Ministry of Corporate Affairs has vide notification dated 23 March 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amends certain accounting standards, and are effective 1 April 2022. These amendments are not expected to have a material impact on the company in the current or future reporting periods and on foreseeable future transactions.

### 3. Significant accounting policies

#### 3.1. Revenue Recognition

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

Company assess the goods or services promised in a contract with a customer and identifies the distinct performance obligations. Company’s revenue comprises of sale of products and transportation services in case of sale of Chemical in the domestic markets.

In case of sale of product, Company recognize revenue when (or as) it satisfies the performance obligation by transferring a promised good to a customer by transferring the control of goods to the customer as per the sales terms of the contract with customer. In case of services, Company recognize revenue over the period of the services term as customer simultaneously receives and consumes the benefits provided by the Company’s performance as it performs the service.

Shipping and handling charges related to FOB destination sales are recorded as a component of revenue because these charges are considered costs to fulfil the promise to transfer the related products.





Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues. A refund liability is recognized for post-sale discounts payable to customers in relations to sales made until the end of the reporting period.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceed one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

### 3.2. Government grant

The Government of India has introduced Merchandise Exports from India Scheme (MEIS) through the Foreign Trade Policy (FTP) 2015-20 (extended till 30<sup>th</sup> September 2022), w.e.f. April 1, 2015. As per this policy, in case of certain items of exports, the company is eligible to get export incentives in the form of Licenses which can be sold in the market on limited scale.

The Company recognizes such incentives in the books of accounts only when reasonable certainty is established as to the financial outcome/ realizability of such incentives.

### 3.3. Leases

#### The Company as a lessee

Lease are recognized as right of use asset and corresponding liability at the date at which the lease asset is available for use by the company. At inception or on reassessment of a contract that contains multiple lease or non-lease components, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has used this practical expedient and elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Company recognises a right-of-use ("ROU") asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying assets useful life. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. The Company applies Ind AS 36, Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'Impairment of Non- Financial assets'. The ROU asset is presented as a separate line in the Balance Sheet.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily



determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

To determine the incremental borrowing rate, the Company:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- makes adjustments specific to the lease, e.g. term, country, currency and security

Lease payments included in the measurement of the lease liability comprise the net present value of following:

- Fixed lease payments (including in-substance fixed payments) payable during the lease term and under reasonably certain extension options, less any lease incentives;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee;
- The exercise price under a purchase option that the Company is reasonably certain to exercise; and
- Lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease if the lease term reflects the exercise of an option to terminate the lease.

Extension and termination options are included in many of the leases. In determining the lease term, the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if the lease term has changed, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. It is remeasured by discounting the revised lease payments using a revised discount rate. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

#### Short-term leases and leases of low-value assets:

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases i.e. leases that have a lease term of 12 months or less and leases of low value assets, including IT assets, vehicles and factory equipment. The Company recognizes the lease payments associated with these leases as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

### **3.4. Foreign Exchange Transactions**

The functional currency of the Company is Indian Rupees which represents the currency of the primary economic environment in which it operates.





Transactions in currencies other than the Company's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated using closing rate of exchange prevailing on the last day of the reporting period.

Exchange differences on monetary items are recognized in statement of profit and loss in the period in which they arise. Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other expenses/income.

### 3.5. Employee Benefits

Employees Benefits are provided in the books as per Ind AS -19 on "Employee Benefits" in the following manner

#### A. Post-employment benefit plans

##### I. Defined contribution plans

Employee benefit under defined contribution plans comprising of provident fund is recognized based on the amount of obligation of the Company to contribute to the plan. The same is paid to a Regional Provident Fund Commissioner, which is expensed during the year.

##### II. Defined benefit plans

The company's gratuity plan is a defined benefit plan. The present value of defined benefit obligation is determined based on actuarial valuations using the projected unit credit method which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flow. The discount rate used for determining the present value of the obligation under defined benefit plans is based on the prevailing market yield on government bond as at the balance sheet date.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest as defined above), is reflected immediately in the balance sheet with a charge or credit are recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in the other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in profit and loss in the period of a plan amendment or curtailment. Net interest is calculated by applying the discount rate at the beginning of the period is the net defined liability or asset. Defined benefit cost is categorized as follows:

- Service Cost (including current service cost, past service cost as well as gains and losses on curtailment and settlements);
- Net interest expense or income; and
- Re-measurement

The company presents the first two components of defined cost in profit or loss in the line item 'Employee benefit expense'. Amount resulting from curtailment / plan amendment are accounted for as past service cost.







The company contributes all ascertained liabilities to a gratuity fund 'ONGC Petro additions Employees Group Gratuity Trust' administered which is governed by board of trustees. The trust has taken the group policy with life Insurance Corporation of India (LIC) to meet its obligation towards gratuity.

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. Any surplus resulting from this calculation is limited to the present value of any economic benefit available in the form of refunds from the plan or reduction in future contribution to the plans.

#### **B. Short-term employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. These benefits include salary and wages, bonus, incentive, death compensation and also includes accrued leave benefits, performance incentive and leave encashment which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term leave encashment is accounted as under:

- (a) In case of accumulated leave encashment, when employees render the services that increase their entitlement of future leave encashment; and
- (b) In case of non-accumulating leave encashment, when the absences occur.

#### **C. Long-term employee benefits**

Leave encashment which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognized as a liability at the present value of the obligation as at the balance sheet date.

### **3.6. Earnings Per Share**

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

Antidilutive options are not considered in computing dilutive earning per share.

### **3.7. Contributed equity**

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### **3.8. Cash Flow Statement**

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





### 3.9. Income Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

i. Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

ii. Deferred tax

Deferred tax assets are recognised for all deductible temporary differences including the carry forward of unused tax credits and any unused tax losses. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which the deductible temporary differences on account of the carry forward unused tax credits and unused tax losses can be utilized.

Deferred taxes are recognized in respect of temporary differences which originate during the tax holiday period but reverse after the tax holiday period. For this purpose, reversal of temporary difference is determined using first in first out method.

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

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

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

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

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



iii. Current and deferred tax for the year

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

**3.10. Property, plant and equipment**

Freehold land is carried at historical cost. Property, plant and equipment held for use in the production or supply of goods, or for administrative purposes, are stated in the Balance Sheet at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management.

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 Company 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.

Capital work-in-progress

Property, Plant and Equipment (PPE) in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. The cost of an asset comprises its purchase price or its construction cost (net of applicable tax credits) and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the Management. It includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Parts of an item of PPE having different useful lives and material value and subsequent expenditure on PPE arising on account of capital improvement or other factors are accounted for as separate components.

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

Depreciation

Depreciation is provided on the cost of PPE less their residual values @ 2%, using the straight-line method over the useful life of PPE as specified in Schedule II to the Companies Act, 2013 or based on technical assessment by the company. The estimated useful lives of the assets are as follows:



Sl. No.	Particulars	Useful lives (in years)
1.	Buildings- Temporary including Fences (in case of Temporary Installation, useful life taken 1 Year)	3-5
2.	Building others (in case of assets related to vehicle parking area, useful life taken 10 Years and in case of Monument, useful life taken 15 years)	30-60
3.	Roads and Culverts	3-30
4.	Plant and Machinery (including Equipment) (in case of Capital Spare items useful life taken 5 Years)	8-40
5.	Office equipment (in case of Medical Equipment useful life taken 15 Years) (in case of Electrical Installation, useful life taken 10 Years) (in case of Mobile Phone Instruments useful life taken 40 months)	5
6.	Computer and Server	3-6
7.	Furniture and fixtures	10
8.	Vehicles	8
9.	Leasehold improvements	Lease Term / useful lives whichever is earlier

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation on additions/deletions to PPE during the year is provided on pro rata basis with reference to the date of addition/deletions except for low value items (other than spares) not exceeding Rs.5,000/- which are fully depreciated at the time of addition.

Expenditure on major overhaul and repairs on account of planned shutdown which are of significant value is capitalized as component of relevant items of PPE, if it meets the asset recognition criteria and is depreciated over the period or till next shutdown whichever is earlier on straight line basis.

Catalyst which facilitates the process that increases the future economic benefits and whose life is more than one year is capitalized as property, plant and equipment and depreciated over the useful life.

Insurance spares received along with the plant or equipment and those purchased subsequently for specific machinery and having irregular use are capitalized.

Spare parts which are meeting the requirement of Property, Plant and Equipment are capitalized as Property, Plant and Equipment (pending capitalization) in case the unit value of the spare part is above the threshold limit (per unit value Rs. 50 lacs or more), other are considered as Inventory. In other cases, the spare parts are inventorised on procurement and charged to Statement of Profit and Loss on consumption.

#### De-recognition

An item of PPE is de-recognized 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 PPE is





determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in statement of profit and loss.

### Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

### **3.11. Intangible assets**

#### **i. Intangible assets acquired separately**

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives not exceeding five years from the date of capitalization. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on prospective basis.

#### **ii. Internally generated intangible assets - research and development expenditure**

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

Where no internally-generated intangible asset can be recognised, development expenditure is charged to the statement of profit and loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets acquired separately.

#### **iii. De-recognition of intangible assets**

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in statement of profit and loss when the asset is derecognised.

#### **iv. Useful lives of intangible assets**

Estimated useful lives of Application Software and Other Intangible Assets is 5 Years



### Transition to Ind AS

On transition to Ind AS, the group has elected to continue with the carrying value of all of intangible assets measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets

### **3.12. Impairment of Non- Financial assets**

At the end of each reporting period, the Company reviews the carrying amounts of its tangible, intangible and other non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset/cash generating unit is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less cost to sell and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss.

Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

### **3.13. Inventories**

Inventories are valued at lower of cost or net realizable value. Cost of inventories (Raw material and Stores, Spares and Consumables) comprises of purchase cost and other costs incurred net of recoverable taxes for bringing inventories to their present location and condition. The cost has been determined as under:





Raw material	On first in first out (FIFO) basis Cost comprises cost of purchases and other costs incurred net of recoverable taxes for bringing inventories to their present location and condition.
Finished products	On weighted average cost basis Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.
Work-in-progress	On weighted average cost basis Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.
Stores, spares and Consumables (other than those capitalized as property, plant and equipment) and other trading goods	On weighted average cost basis

Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Materials and other supplies held for use in the production of inventories (finished goods, work-in progress) are not written down below the cost if the finished products in which they will be used are expected to sell at or above the cost.

### 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. Provisions, Contingent Liabilities and Contingent Assets

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

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

Contingent assets are disclosed in the financial statements when an inflow of economic benefits is probable. Contingent liabilities are disclosed in the financial statements, unless possibility of an outflow of resources embodying economic benefits is remote.



### 3.16. Financial instruments

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

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

#### Financial Assets

##### a) Classification

The Company classifies its financial assets in the following measurement categories: those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss) and those measured at amortised cost. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

##### b) Initial Recognition and Measurement

Regular way purchases and sales of financial assets are recognised on trade-date, being the date on which the company commits to purchase or sale the financial asset.

At initial recognition, the company measures a financial asset at its fair value and in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

##### c) Subsequent Measurement

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

###### (i) Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost using the effective interest method if these financial assets are held within a business whose objective is to hold these assets in order to collect



contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(ii) Financial assets at fair value through other comprehensive income**

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both selling financial assets and collecting contractual cash flows, 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.

**(iii) Financial assets at fair value through profit or loss**

Financial assets are subsequently measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in the statement of profit and loss.

**(iv) Impairment of Financial assets**

The Company recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the Statement of Profit and Loss.

**(v) Derecognition of financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in statement of profit and loss.

**(vi) Income recognition**

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

**Financial liabilities**

- (i)** Financial liabilities are initially recorded at a fair value and subsequently financial liabilities are measured at amortized cost using effective interest method except for certain items of financial liabilities which are measured at fair value through profit & loss (FVTPL). For trade payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to short maturity of these instruments.

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 capitalized as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

The fair value of the liability portion of a Compulsory Convertible Debentures is determined using a market interest rate for an equivalent non-convertible instrument. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or redemption of the financial liability. The remainder of the proceeds is attributable to the equity portion of the compound instrument. This is recognised and included in shareholders' equity, net of income tax effects, and not subsequently remeasured.

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

Borrowings are classified as current liabilities unless the Company 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.

**(ii) Financial Guarantee**

When the company receives Financial Guarantee from its Joint Venture Company, initially it measures guarantee fees at the fair value. The company records the initial fair value of fees for Financial Guarantee received as "Deemed Equity" from Joint Venture Company with a corresponding asset recorded as prepaid guarantee charges. Such deemed equity is presented under the head 'Other Equity' in the Balance Sheet. Prepaid guarantee charges are recognized in Statement of Profit and Loss over the period of Financial Guarantee received.

**(iii) Borrowing Costs**

Borrowing costs specifically identified to the acquisition or construction or production of qualifying assets is capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use.

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

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

**(iv) Derecognition of financial liabilities**

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



### 3.17. Trade Receivable

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

### 3.18. Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid as per the contractual terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

### 3.19. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The Board of Directors of the Company is responsible for assessing the financial performance and position of the Company, and makes strategic decisions. Therefore, the board has been identified as being the chief operating decision maker. The company has only one reportable segment namely Plastic and Petro chemical products.

### 3.20. 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 realize 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 Company or the counterparty.

### 3.21. Rounding of amounts

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

### 3.22. Critical judgements and estimates in applying accounting policies

Information about estimates and assumptions that have the significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may differ from these estimates.

#### a) Lease

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



determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

**b) Useful lives of property, plant and equipment and intangible assets**

Management reviews its estimate of the useful lives of PPE and intangible assets at each reporting date, based on the future economic benefits expected to be consumed from the assets.

**c) Impairment of Trade Receivables**

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of counter party, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

**d) Defined benefit obligation (DBO)**

Management's estimate of the DBO is based on a number of critical underlying assumptions such as Standard rate of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increase, variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expense.

**e) Recognition of revenue**

Management estimate the transaction price in case of sale of products for any incentives, discounts, consideration paid to the customers at the contract inception. Judgement is involved in identification of distinct performance obligations and ascertaining standalone selling price.

**f) Recognition of deferred tax assets for carried forward tax losses**

Management estimate the recoverability of deferred tax assets for carried forward tax losses based on the estimate of future profits as per the approved projections by the board and based on the probability criteria as defined by Ind AS 12 – "Income Taxes".

**g) Assessment of Loss Contingencies**

Management has legal and other contingencies, which could result in significant losses upon the ultimate resolution of such contingencies. Company has provided for losses in situations where it has concluded that it is probable that a loss has been or will be incurred and the amount of the loss is reliably estimable. A significant amount of judgment is involved in determining whether a loss is probable and reliably estimable due to the uncertainty involved in determining the likelihood of future events and estimating the financial statement impact of such events. If further developments or resolution of a contingent matter are not consistent with assumptions and judgments, the same may need to be recognized as a charge in a future period related to an existing contingency.



ONGC Petro additions Limited  
Balance Sheet



(All amounts are in Rs. Millions unless otherwise stated)

S.No.	Particulars	Note No.	As at March 31,2023	As at March 31,2022
<b>ASSETS</b>				
(I)	<b>Non-current assets</b>			
	(a) Property, plant and equipment	4	2,24,110.87	2,29,970.20
	(b) Right-of-use assets	5	2,562.62	2,995.51
	(c) Capital work- in- progress	6	3,901.33	6,920.73
	(d) Intangible assets	7	73.28	109.22
	(e) Financial assets			
	(i) Other Financial assets	8	206.44	284.70
	(f) Deferred tax assets (Net)	9	33,927.78	34,845.11
	(g) Other non-current assets	10	2,919.24	2,370.44
	<b>Total non-current assets</b>		<b>2,67,701.56</b>	<b>2,77,495.91</b>
(II)	<b>Current assets</b>			
	(a) Inventories	11	21,606.59	19,628.03
	(b) Financial assets			
	(i) Trade receivables	12	2,975.90	4,120.98
	(ii) Cash and cash equivalents	13	36.60	8.06
	(iii) Other Financial assets	8	1.64	-
	(c) Other current assets	10	3,425.10	1,601.12
	<b>Total current assets</b>		<b>28,045.83</b>	<b>25,358.19</b>
	<b>Total assets (I+II)</b>		<b>2,95,747.39</b>	<b>3,02,854.10</b>
<b>EQUITY AND LIABILITIES</b>				
(I)	<b>Equity</b>			
	(a) Equity share capital	14	20,219.30	20,219.30
	(b) Other equity	15		
	(i) Equity component of compound financial instrument		82,256.48	80,571.69
	(ii) Reserve & surplus		(1,30,003.00)	(88,676.68)
	(iii) Money received against share warrants		33,649.59	33,649.59
	(iv) Deemed Equity		85.63	73.30
	<b>Total equity</b>		<b>6,208.00</b>	<b>45,837.20</b>
	<b>Liabilities</b>			
(II)	<b>Non-current liabilities</b>			
	(a) Financial liabilities			
	(i) Borrowings	16	1,89,810.07	1,45,535.01
	(ii) Lease liabilities	5.5	395.25	703.72
	(iii) Other financial liabilities	17	538.18	553.43
	<b>Total non-current liabilities</b>		<b>1,90,743.48</b>	<b>1,46,792.16</b>
(III)	<b>Current liabilities</b>			
	(a) Financial liabilities			
	(i) Borrowings	16	79,449.30	91,689.20
	(ii) Trade payable	18		
	- to micro and small enterprises		397.08	237.01
	- to other than micro and small enterprises		11,202.03	11,069.45
	(iii) Lease liabilities	5.5	367.31	461.50
	(iv) Other financial liabilities	17	6,554.70	5,777.31
	(b) Contract liabilities	19	323.69	520.73
	(c) Employee Benefit Obligations	20	350.20	350.51
	(d) Other current liabilities	21	151.60	119.03
	<b>Total current liabilities</b>		<b>98,795.91</b>	<b>1,10,224.74</b>
(IV)	<b>Total liabilities (II+III)</b>		<b>2,89,539.39</b>	<b>2,57,016.90</b>
	<b>Total equity and liabilities (I+IV)</b>		<b>2,95,747.39</b>	<b>3,02,854.10</b>

See accompanying notes to the financial statements

1-44

For Prakash Chandra Jain & Co.  
Chartered Accountants

For and on behalf of the OPaL Board

(Pratibha Sharma)  
Partner  
M.No. : 400755  
FRN No. : 002438C

(Subodh Prasad Pankaj)  
Company Secretary

(Pankaj Wadhwa)  
Chief Finance Officer

Place : New Delhi  
Date : 10th May,2023

(Pomila Jaspal)  
Director  
DIN : 08436633

(Gurinder Singh)  
Managing Director  
DIN : 9708331



ONGC Petro additions Limited



Statement of Profit and Loss

(Rs. In Millions except equity share and earning per equity share data)

S. No.	Particulars	Note No	For the year ended March 31,2023	For the year ended March 31,2022
I	Revenue from operations	22	1,45,930.47	1,60,475.13
II	Other income	23	353.73	176.92
III	<b>Total Income (I+II)</b>		<b>1,46,284.20</b>	<b>1,60,652.05</b>
IV	<b>EXPENSES</b>			
	Cost of raw materials consumed	24	1,07,227.01	1,03,819.81
	Changes in inventories of finished goods, WIP, stock in trade	25	(283.84)	(3,141.71)
	Employee benefit expense	26	1,432.70	1,648.06
	Finance costs	27	27,547.97	18,554.01
	Depreciation and amortisation expense	28	16,057.06	13,702.77
	Other expenses	29	33,043.30	32,717.68
	<b>Total expenses (IV)</b>		<b>1,85,024.20</b>	<b>1,67,300.62</b>
V	<b>Profit (Loss) before exceptional items and tax (III-IV)</b>		<b>(38,740.00)</b>	<b>(6,648.57)</b>
VI	Exceptional Items		-	-
VII	<b>Profit (Loss) before tax (V-VI)</b>		<b>(38,740.00)</b>	<b>(6,648.57)</b>
VIII	Tax expense:	30		
	(1) Current tax		-	-
	(2) Deferred tax expense/(benefit)		2,814.91	(1,302.02)
	<b>Total tax expense (VIII)</b>		<b>2,814.91</b>	<b>(1,302.02)</b>
IX	<b>Profit (Loss) for the period (VII-VIII)</b>		<b>(41,554.91)</b>	<b>(5,346.55)</b>
X	<b>Other Comprehensive income</b>			
	Items that will not be reclassified to profit or loss			
	(a) Remeasurement of the defined benefit plans		15.80	24.49
	(b) Income Tax Relating to above		(4.93)	(7.64)
	<b>Total other comprehensive income (X)</b>		<b>10.87</b>	<b>16.85</b>
XI	<b>Total comprehensive Income (Loss) for the period (IX+X)</b>		<b>(41,544.04)</b>	<b>(5,329.70)</b>
XII	Earnings per equity share (Face value of Rs. 10/ each):			
	Basic & Diluted (in Rs.)	31	(4.24)	(0.55)

See accompanying notes to the financial statements

1-44

For Prakash Chandra Jain & Co.  
Chartered-Accountants

For and on behalf of the OPaL Board

(Pratibha Sharma)  
Partner  
M.No. : 400755  
FRN No. : 002438C

(Subodh Prasad Pankaj)  
Company Secretary

(Pankaj Wadhwa)  
Chief Finance Officer

Place : New Delhi  
Date : 10th May,2023

(Pomila Jaspal)  
Director  
DIN : 08436633

(Gurinder Singh)  
Managing Director  
DIN : 9708331





ONGC Petro additions Limited  
Statement of Cash Flows



(All amounts are in Rs. Millions unless otherwise stated)

Particulars	For the year ended March 31,2023		For the year ended March 31,2022	
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES:</b>				
Profit (Loss) before income tax		(38,740.00)		(6,648.57)
Adjustments for:				
Depreciation and amortisation expense	16,057.06		13,702.77	
Finance costs	27,547.97		18,554.01	
Interest Income	(102.00)		(26.15)	
Net Foreign Exchange Loss/(Gain)	29.10		39.52	
Unwinding of discount on security deposit	(4.65)		(4.32)	
Loss/(Gain) on sale of Property plant & equipment	164.13	43,691.61	0.93	32,266.76
<b>Operating Profit before working capital changes</b>		<b>4,951.61</b>		<b>25,618.19</b>
Adjustment for :				
Inventories	(1,978.56)		(1,695.02)	
Trade receivables	1,145.25		(1,803.84)	
Other assets	(2,294.23)		573.28	
Trade Payable and other liabilities	1,087.02		2,572.18	
Provisions	(0.31)	(2,040.83)	33.06	(320.34)
<b>Cash generated from operation</b>		<b>2,910.78</b>		<b>25,297.85</b>
Income Tax paid		-		-
<b>Net cash generated by operating activities "A"</b>		<b>2,910.78</b>		<b>25,297.85</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES:</b>				
Payments for Property, Plant and Equipment including intangible assets		(6,666.25)		(3,987.21)
Interest received		106.65		30.47
Proceeds from disposal of Property, Plant and Equipment		1.00		0.74
<b>Net cash (used in) investing activities "B"</b>		<b>(6,558.60)</b>		<b>(3,955.99)</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES:</b>				
Proceeds from Borrowings		1,50,433.34		1,14,758.86
Repayments of Borrowings		(1,22,130.62)		(1,14,766.97)
Principal elements of lease payments		(464.04)		(425.31)
Interest paid on lease liabilities		(96.64)		(130.28)
Interest paid		(24,078.37)		(20,903.31)
<b>Net cash generated by/ (used in ) financing activities "C"</b>		<b>3,663.67</b>		<b>(21,467.01)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>		<b>15.85</b>		<b>(125.16)</b>
Cash and cash equivalents at the beginning of the year		8.06		149.45
Effects of exchange rate changes on cash and cash equivalents		12.69		(16.23)
<b>Cash and cash equivalents at the end of the year</b>		<b>36.60</b>		<b>8.06</b>

Notes:

1. Cash and Cash equivalent represents Bank Balances with Scheduled Bank as per Note No. 13

For Prakash Chandra Jain & Co.  
Chartered Accountants

(Pratibha Sharma)  
Partner  
M.No. : 400755  
FRN No. : 002438C

Place : New Delhi  
Date : 10th May,2023



For and on behalf of the OPaL Board

(Subodh Prasad Pankaj)  
Company Secretary

(Pamla Jaspal)  
Director  
DIN : 08436633

(Pankaj Wadhwa)  
Chief Finance Officer

(Gurinder Singh)  
Managing Director  
DIN : 9708331





ONGC Petro additions Limited  
Statement of Cash Flows



(All amounts are in Rs. millions unless otherwise stated)

Particulars	For the year ended March 31,2023	For the year ended March 31,2022
<b>Non cash financing and investing activity</b>		
Right-of-use assets	6.65	706.37

Reconciliation of liabilities arising from financing activities 2022-23

Particulars	Balance as at 01.04.2022	Cash Flow	Non Cash Flows - Exchange Loss / (Gain) & Amortisation	Balance as at 31.03.2023
Compulsory Convertible Debentures	1,676.94	-	1,232.78	2,909.72
Rupee Term Loan-Secured	80,913.22	(14,061.37)	1,025.31	67,877.16
Short term Loan	46,592.09	(3,164.48)	1,333.53	44,761.14
External commercial borrowings	2,749.74	(2,890.56)	140.82	-
Non Convertible Debentures	34,350.00	(11,245.00)	-	23,105.00
Rupee Term Loan-Unsecured	65,000.00	56,000.00	-	1,21,000.00
Commercial Paper	5,942.22	3,664.13	-	9,606.35
Lease Liability	1,165.22	(464.04)	61.37	762.56
<b>Total</b>	<b>2,38,389.43</b>	<b>27,838.69</b>	<b>3,793.81</b>	<b>2,70,021.93</b>

Reconciliation of liabilities arising from financing activities 2021-22

Particulars	Balance as at 01.04.2021	Cash Flow	Non Cash Flows - Exchange Loss / (Gain) & Amortisation	Balance as at 31.03.2022
Compulsory Convertible Debentures	5,353.44	-	(3,676.50)	1,676.94
Rupee Term Loan-Secured	92,569.54	(12,249.93)	593.61	80,913.22
Short term Loan	29,158.90	16,765.69	667.50	46,592.09
External commercial borrowings	4,915.02	(2,279.47)	114.19	2,749.74
Non Convertible Debentures	32,600.00	1,750.00	-	34,350.00
Rupee Term Loan-Unsecured	68,000.00	(3,000.00)	-	65,000.00
Commercial Paper	6,936.62	(994.40)	-	5,942.22
Lease Liability	885.44	(425.31)	705.10	1,165.22
<b>Total</b>	<b>2,40,418.96</b>	<b>(433.42)</b>	<b>(1,596.10)</b>	<b>2,38,389.43</b>



(All amounts are in Rs. Millions unless otherwise stated)

**Statement of Changes in Equity****(a) Equity share capital**

Particulars	Amount
Balance as at April 1, 2021	20,219.30
Changes in Equity Share Capital due to prior period errors	-
Restated balance as at April 1, 2021	20,219.30
Changes in equity share capital during the year	-
Balance as at March 31, 2022	20,219.30

Particulars	Amount
Balance as at April 1, 2022	20,219.30
Changes in Equity Share Capital due to prior period errors	-
Restated balance as at April 1, 2022	20,219.30
Changes in equity share capital during the year	-
Balance as at March 31, 2023	20,219.30

**(b) Other equity**


Particulars	Reserve & Surplus	Money received against share warrants	Equity component of compound financial instrument	Deemed Equity	Total
	Retained earnings				
Balance as at April 1, 2021	(82,585.57)	33,649.59	79,397.63	-	30,461.65
Loss for the year	(5,346.55)	-	-	-	(5,346.55)
Other comprehensive income net of tax	16.85	-	-	-	16.85
<b>Total comprehensive income (loss) for the year</b>	<b>(5,329.70)</b>	-	-	-	<b>(5,329.70)</b>
Issue of share warrants	-	-	-	-	-
Extinction of Compulsory convertible debenture	(761.40)	-	761.40	-	-
Deferred tax impact on Equity component of compound financial instrument	-	-	412.66	-	412.66
Deemed Equity	-	-	-	73.30	73.30
CCD issue cost	-	-	-	-	-
Balance as at March 31, 2022	(88,676.68)	33,649.59	80,571.69	73.30	25,617.90
Balance as at April 1, 2022	(88,676.68)	33,649.59	80,571.69	73.30	25,617.90
Loss for the year	(41,554.91)	-	-	-	(41,554.91)
Other comprehensive income net of tax	10.87	-	-	-	10.87
<b>Total comprehensive income (loss) for the year</b>	<b>(41,544.04)</b>	-	-	-	<b>(41,544.04)</b>
Extinction of Compulsory convertible debenture	217.72	-	(217.72)	-	-
Deferred tax impact on Equity component of compound financial instrument	-	-	1,902.51	-	1,902.51
Deemed Equity	-	-	-	12.33	12.33
Balance as at March 31, 2023	(1,30,003.00)	33,649.59	82,256.48	85.63	(14,011.30)

See accompanying notes to the financial statements

1-44

For Prakash Chandra Jain &amp; Co.

Chartered Accountants

  
(Pratibha Sharma)  
Partner  
M.No. : 400755  
FRN No. : 002438C

Place : New Delhi  
Date : 10th May, 2023



For and on behalf of the OPaL Board

  
(Subodh Prasad Pankaj)  
Company Secretary

  
(Pomila Jasral)  
Director  
DIN: 08436633

  
(Pankaj Wadhwa)  
Chief Finance Officer

  
(Gurinder Singh)  
Managing Director  
DIN : 9708331



## 4 Property, plant and equipment (PPE)

## 4.1 Gross Carrying Amount

(All amounts are in Rs. Millions unless otherwise stated)

Gross Carrying Amount	Factory Buildings	Other Buildings	Plant & Equipments	Furniture and Fixtures	Vehicles	Office Equipments	Road, Culverts	Computers	Leasehold Improvement	Freehold Land	Total
Balance at April 1, 2021	7,966.79	1,040.93	2,70,511.05	498.43	256.55	79.21	6,216.07	175.31	6,980.18	25.14	2,93,749.68
Additions/ adjustment during the year	(3.00)	223.94	1,695.04	16.68	-	55.24	-	81.66	-	0.69	2,070.23
Disposal during the year	-	-	-	-	-	2.39	-	2.11	-	-	4.50
Balance at March 31, 2022	7,963.79	1,264.86	2,72,206.09	515.11	256.55	132.06	6,216.07	254.87	6,980.18	25.83	2,95,815.41
Balance at April 1, 2022	7,963.79	1,264.86	2,72,206.09	515.11	256.55	132.06	6,216.07	254.87	6,980.18	25.83	2,95,815.41
Additions/ adjustment during the year	334.74	2,026.58	7,833.60	28.35	2.60	6.19	0.02	22.55	-	5.59	10,260.21
Disposal / transfer during the year	-	-	1,811.41	-	-	4.38	-	5.09	-	-	1,820.88
Balance at March 31, 2023	8,298.53	3,291.44	2,78,228.28	543.46	259.15	133.86	6,216.10	272.32	6,980.18	31.42	3,04,254.73

4.1.1 During the period OPAL, Petrochemical complex has undergone major overhauling process (Major Turn Around) which is commensurate with the Industry practice. MTA activity has significant impact on Company's operational and financial performance. The total amount of Rs. 4,547.68 Million in this regard has been capitalized under the head Plant & Equipments. The same shall be depreciated in five years time period /next MTA whichever is earlier. The old spares replaced by new ones has been de-recognized.

Addition includes borrowing cost capitalised Rs 1054.54 Million ( FY 2021-22 Rs 187.58 Million) and Incidental Expenditure during construction period Rs 271.58 Million (FY 2021-22 Rs. 313.00 Million).

4.2 Rupee Term Loan and ECB (no outstanding as on 31.03.2023) are secured by first rank pari passu charge over all immovable properties present and future, relating to the Company and first charge by way of hypothecation on all movable properties present and future relating to the Company.

## 4.2 Accumulated Depreciation

Accumulated Depreciation	Factory Buildings	Other Buildings	Plant & Equipments	Furniture and Fixtures	Vehicles	Office Equipments	Road, Culverts	Computers	Leasehold Improvement	Freehold Land	Total
Balance at April 1, 2021	1,051.29	171.87	49,122.86	264.90	158.18	22.79	589.93	148.67	1,176.96	-	52,707.44
Depreciation expense for the year	260.17	20.41	11,983.19	45.86	31.26	9.95	595.10	41.25	153.41	-	13,140.59
Disposal during the year	-	-	-	-	-	1.95	-	0.88	-	-	2.83
Balance at March 31, 2022	1,311.46	192.27	61,106.04	310.76	189.44	30.79	1,185.03	189.04	1,330.36	-	65,845.20
Balance at April 1, 2022	1,311.46	192.27	61,106.04	310.76	189.44	30.79	1,185.03	189.04	1,330.36	-	65,845.20
Depreciation expense for the year	266.36	66.01	14,337.31	42.93	31.30	11.91	589.19	45.22	122.07	-	15,512.30
Disposal / transfer during the year	-	-	1,205.36	-	-	3.79	-	4.49	-	-	1,213.64
Balance at March 31, 2023	1,577.82	258.29	74,237.99	353.69	220.74	38.91	1,774.22	229.77	1,452.43	-	80,143.86

4.2.1 Depreciation on Plant & Equipments includes depreciation on MTA Capitalized during the year.

## 4.3 Net carrying amount

Net carrying amount	Factory Buildings	Other buildings	Plant & Equipments	Furniture and Fixtures	Vehicles	Office Equipments	Road, Culverts	Computers	Leasehold Improvement	Freehold Land	Total
Balance at March 31, 2022	6,652.33	1,072.59	2,11,100.04	204.35	67.11	101.27	5,031.05	65.83	5,649.82	25.83	2,29,970.20
Balance at March 31, 2023	6,720.70	3,033.15	2,03,990.28	189.77	38.41	94.95	4,441.88	42.55	5,527.75	31.42	2,24,110.87



## 5 Right of Use Assets

(All amounts are in Rs Millions unless otherwise stated)

## 5.1 Gross Carrying Amount

Gross Carrying Amount	Leasehold Land	Storage Facility	Leasehold Building	Vehicle and Equipment	Total
Balance at April 1, 2021	2,130.89	758.47	180.54	248.24	3,318.13
Additions during the year	-	631.92	74.45	-	706.37
Adjustment during the year	-	-	-	-	-
Deduction during the year	-	-	-	-	-
<b>Balance at March 31, 2022</b>	<b>2,130.89</b>	<b>1,390.39</b>	<b>254.99</b>	<b>248.24</b>	<b>4,024.50</b>
Balance at April 1, 2022	2,130.89	1,390.39	254.99	248.24	4,024.50
Additions during the year	-	-	-	6.65	6.65
Adjustment during the year	54.73	-	-	-	54.73
Deduction during the year	-	-	-	-	-
<b>Balance at March 31, 2023</b>	<b>2,185.62</b>	<b>1,390.39</b>	<b>254.99</b>	<b>254.89</b>	<b>4,085.88</b>

## 5.2 Accumulated Depreciation

Accumulated depreciation	Leasehold Land	Storage Facility	Leasehold Building	Vehicle and Equipment	Total
Balance at April 1, 2021	72.16	286.10	71.87	88.21	518.34
Additions/adjustment during the year	40.46	355.61	32.88	81.71	510.66
Deduction during the year	-	-	-	-	-
<b>Balance at March 31, 2022</b>	<b>112.62</b>	<b>641.71</b>	<b>104.75</b>	<b>169.92</b>	<b>1,029.00</b>
Balance at April 1, 2022	112.62	641.71	104.75	169.92	1,029.00
Additions/adjustment during the year	41.61	353.52	32.04	67.09	494.27
Deduction during the year	-	-	-	-	-
<b>Balance at March 31, 2023</b>	<b>154.23</b>	<b>995.23</b>	<b>136.79</b>	<b>237.01</b>	<b>1,523.26</b>

## 5.3 Net carrying amount

Net carrying Amount	Leasehold Land	Storage Facility	Leasehold Building	Vehicle and Equipment	Total
Balance at March 31, 2022	2,018.27	748.67	150.24	78.32	2,995.51
Balance at March 31, 2023	2,031.38	395.16	118.20	17.88	2,562.62

5.4 The company had been allotted 13.16 Hectare Land on lease by M/s Gujarat Industrial Development Corporation (GIDC) at Atali village for construction of residential complex for its employees. The gross amount of Leasehold land includes amount Rs. 149.98 million. As per terms of lease agreement, company have to complete construction work within two years i.e. up to 28th March 2014. The company is still to complete construction work and have requested M/s GIDC to extend the time line of construction of residential complex up to Dec 2023, pending outcome of the same, company has continued to shown the underlying lease assets under ROU.







(All amounts are in Rs Millions unless otherwise stated)

**5.5 Leases**

This note provides information for leases where the Company is a lessee. The Company leases various buildings, land, storage facilities, vehicles and equipment.

**5.5.1 The following is the movement in lease liabilities during the year:**

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Opening Balance	1,165.22	885.44
Lease modifications during the year	54.73	-
Add: Additions during the year	6.65	705.09
Add: Interest Expenses	96.64	130.28
Less: Payments	(560.68)	(555.59)
Closing Balance	762.56	1,165.22

**5.5.2 The details of Lease Liability of the Company is as follows:**

Particulars	Net carrying amount as at March 31, 2023	Net carrying amount as at March 31, 2022
Current	367.31	461.50
Non-current	395.25	703.72
Total	762.56	1,165.22

**5.5.3 Amounts recognized in Statement of Profit and Loss**

The Statement of Profit and Loss shows the following amounts relating to Ind AS 116

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation on ROU Assets	494.27	510.66
Interest expense (included in finance cost)	96.64	130.28
Expense relating to short-term leases (included in other expenses)	20.59	12.54
Expense relating to leases of low-value assets that are not shown above as short-term leases (included in other expenses)	7.21	6.55
Expenses pertaining to variable payments not included in the measurement of the lease liability	27.72	-

The total cash outflow for all leases for the year was Rs. 616.20 Million (March 31, 2022 Rs.574.68 Million)

**5.5.4 Extension and termination options**

Certain leases have extension options and termination options; extension options are only included in the lease term and lease liability if the lease is reasonably certain to be extended. Potential future cash outflows related to renewal options which are not reasonably certain to be extended have not been included in lease liabilities and such options are not material. Where practicable, the Company seeks to include extension options in new lease agreements to provide operational flexibility. The extension options held are exercisable only by the company and not by the lessors. The company assesses at lease commencement whether it is reasonably certain to exercise the extension and termination options. The company reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control and affects whether the Company is reasonably certain to exercise an option not previously included in its determination of the lease term, or not to exercise an option previously included in its determination of the lease term.







(All amounts are in Rs Millions unless otherwise stated)

## 6 Capital Work-in-Progress

Particulars	As at April 1, 2022	Additions & Adjustments during the year	Deduction during the year	Transfer to PPE & Intangible Assets	As at March 31, 2023
Integrated Utilities & Offsites ( IU & O)	1,476.62	28.63		1,064.49	440.76
Atali Township	5.19				5.19
Hazira Dahej Naphtha Pipeline	-	20.44		20.44	-
Captive Power Plant ( CPP )	-	89.86		89.86	-
LPG Project-Pipeline & Terminal Work	-	1.88		1.88	-
Finance and Interest Charges	1,387.86	147.00		1,054.54	480.32
Incidental Expenses During Construction Including Consultancy	383.60			271.58	112.02
Other Capital Inventory	1,858.18	241.31	-	2,053.57	45.92
C4 Hydrogenation Unit	363.39	1,197.06			1,560.45
SEZ Exit Infrastructure Development	726.38	280.08			1,006.46
Railway Siding Project	14.58		14.58		-
Facility & Infrastructure for Diverting C4 Mix	1.15		1.15		-
Naphtha Unloading Gantry Project	26.42	60.95		87.37	-
Major Turnaround (MTA)	490.14	4,057.55		4,547.68	-
Other Capital Work in Progress	187.22	525.61		462.62	250.21
<b>Carrying amount of capital work-in-progress</b>	<b>6,920.73</b>	<b>6,650.37</b>	<b>15.73</b>	<b>9,654.04</b>	<b>3,901.33</b>

Particulars	As at April 1, 2021	Additions & Adjustments during the year	Deduction during the year	Transfer to PPE & Intangible Assets	As at March 31, 2022
Integrated Utilities & Offsites ( IU & O)	1,344.00	167.38	-	34.76	1,476.62
Captive Power Plant ( CPP )	-	26.44	-	26.44	-
LPG project - Pipeline & terminal work	725.10	117.88	-	842.98	-
Hazira Dahej Naphtha Pipeline	-	110.20	-	110.20	-
Atali Township	6.78	(1.59)	-	-	5.19
Finance and Interest Charges	1,378.23	197.22	-	187.58	1,387.86
Incidental Expenses During Construction Including Consultancy	696.60	-	-	313.00	383.60
Other Capital Inventory	260.41	1,711.49	-	113.72	1,858.18
Infrastructure Development of Plant Gate	276.85	67.85	-	344.70	-
C4 Hydrogenation Unit	79.02	284.37	-	-	363.39
SEZ Exit Infrastructure Development	0.68	725.70	-	-	726.38
Railway Siding Project	14.58	-	-	-	14.58
Facility & Infrastructure for Diverting C4 Mix	1.15	-	-	-	1.15
Naphtha Unloading Gantry Project	-	26.42	-	-	26.42
Major Turnaround (MTA)	-	490.14	-	-	490.14
Other Capital Work in Progress	32.45	187.87	-	33.10	187.22
<b>Carrying amount of capital work-in-progress</b>	<b>4,815.85</b>	<b>4,111.37</b>	<b>-</b>	<b>2,006.49</b>	<b>6,920.73</b>

## 6.1 Capital work in progress ageing schedule

As at 31st March 2023

CWIP	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
<b>Project in Progress</b>					
Integrated Utilities & Offsites (IU&O)	14.18	110.86	175.70	140.02	440.76
Finance and Interest Charges	147.00	197.22	136.10	-	480.32
Incidental Expenses During Construction Including Consultancy	-	-	-	112.02	112.02
Other Capital Inventory	-	45.92	-	-	45.92
C4 Hydrogenation Unit	1,197.06	284.37	77.57	1.45	1,560.45
Sez Exit Infrastructure Development	280.08	726.39	-	-	1,006.46
Other Capital Work-In-Progress	244.23	5.53	0.10	0.35	250.21
<b>Project Temporarily Suspended</b>					
Atali Township	-	-	-	5.19	5.19
<b>Total</b>	<b>1,882.55</b>	<b>1,370.28</b>	<b>389.47</b>	<b>259.02</b>	<b>3,901.33</b>





(All amounts are in Rs Millions unless otherwise stated)

As at 31st March 2022

CWIP	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
<b>Project in Progress</b>					
Integrated Utilities & Offsites(IU&O)	167.38	347.50	510.13	451.62	1,476.63
Finance and Interest Charges	197.22	1,190.64	-	-	1,387.86
Incidental Expenses During Construction Including Consultancy	-	-	117.28	266.33	383.61
Other Capital Inventory	1,633.34	195.42	24.57	4.86	1,858.19
C4 Hydrogenation Unit	284.37	77.57	-	1.45	363.38
Sez Exit Infrastructure Development	725.70	0.68	-	-	726.38
Naphtha Unloading Gantry Project	26.42	-	-	-	26.42
Major Turnaround (MTA)	490.14	-	-	-	490.14
Other Capital Work-In-Progress	171.25	1.80	4.78	9.39	187.22
<b>Project Temporarily Suspended</b>					
Atali Township	-	-	-	5.19	5.19
Railway Siding Project	-	7.27	0.20	7.11	14.58
Facility & Infrastructure For Diverting C4 Mix	-	1.15	-	-	1.15
<b>Total</b>	<b>3,695.81</b>	<b>1,822.03</b>	<b>656.95</b>	<b>745.94</b>	<b>6,920.73</b>

## 6.2 Completion schedule where Project is overdue and exceeded its Original plan cost

As at 31st March 2023

CWIP	To be completed in				
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
<b>Project in Progress</b>					
Integrated Utilities & Offsites (IU & O)	168.10	1.80	-	-	169.90
C4 Hydrogenation Unit	650.00	-	-	-	650.00
SEZ Exit Infrastructure Development	254.20	-	-	-	254.20
Other Capital Work in Progress	36.60	-	-	-	36.60
<b>Project Temporarily Suspended</b>					
Atali Township*	-	-	-	-	-

As at 31st March 2022

CWIP	To be completed in				
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
<b>Project in Progress</b>					
Construction of Labour welfare Facility	13.36	-	-	-	13.36
Natural Gas Pipeline Work in DFCU	3.16	-	-	-	3.16
Integrated Utilities & Offsites (IU&O)	230.00	100.00	-	-	330.00
Infrastructure development of Plant Gates	37.45	-	-	-	37.45
LPG project - Pipeline & terminal work	20.96	-	-	-	20.96
<b>Project Temporarily Suspended</b>					
Atali Township*	-	-	-	-	-

\*Project is temporary suspended. Estimation of completion project cost is not envisaged

- 6.3 The capitalization is carried out based on the contract value including modification in orders value, if any. The capitalization exclude the delay payment charges where commercial invoices is not received. The management expects that the liability will not exceed more than the cost recorded in the books of accounts significantly in respect of these Lump sum turnkey (LSTK) assets. The assets are taken over by the company from LSTK contractors are duly certified by the management of the company. The insurance cover, where ever applicable, has been undertaken by the company.
- 6.4 Free supplies received from various LSTK contractors under Contract are taken in books of account with a value provided by LSTK contractors / at realistic value. These free supplies are considered as Inventory(Spares/Chemicals) and the value has been reduced from particular Capital work in progress/Fixed Assets. The value of Spares/Chemicals reduced from CWIP/Fixed Assets is Rs 9.74 Million (for FY 2021-22 Rs.57.08 Million).





## 7 Intangible assets

(All amounts are in Rs Millions unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Application Software		Application Software	
<b>Gross Carrying Amount</b>				
Opening balance		433.52		424.21
Additions during the period		14.56		9.32
Disposal during the year		(2.47)		-
		<b>445.61</b>		<b>433.52</b>
<b>Less: Accumulated amortization</b>				
Opening balance		324.31		272.78
Amortisation charge for the period		50.49		51.52
Disposal during the year		(2.47)		-
		<b>372.33</b>		<b>324.31</b>
<b>Net carrying amount of Intangible assets</b>		<b>73.28</b>		<b>109.22</b>

## 8 Other Financial assets

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non-current	Current	Non-current	Current
Security deposits	206.44	1.64	284.70	-
<b>Total</b>	<b>206.44</b>	<b>1.64</b>	<b>284.70</b>	<b>-</b>

## 9 Deferred tax Assets / (Liability)

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

Particulars	As at March 31, 2023		As at March 31, 2022	
Deferred tax assets		74,205.23		74,738.28
Deferred tax liabilities		(41,737.64)		(40,947.65)
Equity component of compound financial instrument		1,460.19		1,054.48
<b>Total</b>		<b>33,927.78</b>		<b>34,845.11</b>

Particulars	Opening Balance April 1, 2021	Recognised in profit or loss	Recognised in other Equity/Other Comprehensive Income	Closing Balance March 31, 2022
<b>Tax effect items constituting deferred Tax liability</b>				
Property Plant & Equipments	38,432.44	1,576.64	-	40,009.08
Other assets	3.75	0.22	-	3.97
Right-of-use assets	873.54	61.06	-	934.60
<b>Total</b>	<b>39,309.73</b>	<b>1,637.92</b>	<b>-</b>	<b>40,947.65</b>
<b>Tax effect items constituting deferred Tax Assets</b>				
Financial and other assets	10.89	2.34	-	13.23
Defined Benefit Obligation	97.48	11.29	-	108.77
Lease Liability	276.26	87.29	-	363.55
Equity component of compound financial instrument	2,270.68	(1,628.85)	412.66	1,054.48
Carry forward Business Loss	69,792.50	4,460.23	-	74,252.73
Remeasurement of the Define Benefit Plans	-	7.64	(7.64)	-
<b>Total</b>	<b>72,447.81</b>	<b>2,939.94</b>	<b>405.02</b>	<b>75,792.76</b>
<b>Net Deferred Tax Assets / (Liabilities)</b>	<b>33,138.08</b>	<b>1,302.02</b>	<b>405.02</b>	<b>34,845.11</b>

Particulars	Opening Balance April 1, 2022	Recognised in profit or loss	Recognised in other Equity/Other Comprehensive Income	Closing Balance March 31, 2023
<b>Tax effect items constituting deferred Tax liability</b>				
Property Plant & Equipments	40,009.08	924.99	-	40,934.07
Other assets	3.97	0.06	-	4.03
Right-of-use assets	934.60	(135.06)	-	799.54
<b>Total</b>	<b>40,947.65</b>	<b>789.99</b>	<b>-</b>	<b>41,737.64</b>
<b>Tax effect items constituting deferred Tax Assets</b>				
Financial and other assets	13.23	3.58	-	16.81
Defined Benefit Obligation	108.77	0.49	-	109.26
Lease Liability	363.55	(125.63)	-	237.92
Equity component of compound financial instrument	1,054.48	(1,496.80)	1,902.51	1,460.19
Carry forward Business Loss	74,252.73	(411.49)	-	73,841.24
Remeasurement of the Define Benefit Plans	-	4.93	(4.93)	-
<b>Total</b>	<b>75,792.76</b>	<b>(2,024.92)</b>	<b>1,897.58</b>	<b>75,665.42</b>
<b>Deferred Tax Assets / (Liabilities) Net</b>	<b>34,845.11</b>	<b>(2,814.91)</b>	<b>1,897.58</b>	<b>33,927.78</b>

In accordance with Ind AS 12 - Income Taxes, the Company has recognised deferred tax asset for all deductible temporary differences and also for carry-forward of unused tax losses and unused tax credits. The recognition of Deferred Tax Asset (DTA) is based on the probability of earning sufficient taxable profits in the future years as projected by the management against which the deductible temporary difference and carry forward of unused tax loss and unused tax credits can be utilised. During the year based on updated business plan, management has re-estimated the deferred tax assets on carry forward losses and unabsorbed depreciation expected to be recoverable and the amount at 31 March 2023 is based on these revised estimates. Deferred Tax asset has been recognised net of deferred tax liability.







(All amounts are in Rs Millions unless otherwise stated)

## 10 Other assets

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non- current	Current	Non- current	Current
<b>(Unsecured, considered good unless otherwise stated)</b>				
<b>(a) Advances (including Capital advances)</b>				
Secured, considered good	518.49	-	30.31	-
Unsecured, considered good	-	2,524.81	-	844.16
<b>(b) Advances to employees</b>	-	0.88	-	1.98
<b>(c) Prepayment</b>				
Prepaid expenses**	-	154.62	-	164.40
Gas transmission and guarantee charges	1.27	9.80	5.05	7.67
<b>(d) Security deposits-Unsecured</b>	19.15	-	21.69	-
<b>(e) Net Defined benefit asset</b>				
Gratuity	22.43	-	-	-
<b>(f) Other</b>				
Custom duty advance	-	559.77	-	434.70
Payment made under protest*	2,223.79	-	2,172.10	-
Service tax recoverable	-	-	-	6.40
Vat credit receivable	-	-	-	0.10
Income tax receivable	134.11	-	141.29	38.27
GST receivable	-	175.22	-	103.44
<b>Total</b>	<b>2,919.24</b>	<b>3,425.10</b>	<b>2,370.44</b>	<b>1,601.12</b>

\*Note - Payment made under protest majorly includes followings:-

1. Amount remitted to contractor (for which equivalent amount of bank guarantee received) as per direction of Court to set aside arbitral award passed against company.
2. Bank Guarantee extension charges (extended by Contractor in view of direction by Court) reimbursed to Contractor as the same is subject to final outcome of application u/s 34 filed by company.
3. All the above matters have been disclosed under contingent liabilities, refer note 39.1

\*\*Includes SEZ exit related expenses Rs 29.77 Million (23.48 Million during FY 21-22)

## 11 Inventories

Particulars	As at March 31, 2023		As at March 31, 2022	
	Raw materials		5,416.93	
Work-in-progress		1,816.86		1,302.88
Finished goods		8,828.09		9,400.52
Stores, spares and consumable		5,544.71		5,257.46
<b>Total</b>		<b>21,606.59</b>		<b>19,628.03</b>

11.1 Finished goods includes goods in transit value Rs. 298.55 Million (31st March, 2022 Rs. 328.93 Million).

11.2 The mode of valuation of inventories has been stated at note 3.13

11.3 Write-down of finished goods inventories to net realisable value amount Rs. 677.79 Million (31st March 2022 Rs. 9.69 Million). This is recognised as an expense during the year and included in changes in inventories of finished goods, work-in-progress and stock-in-trade in statement of profit and loss account.

## 12 Trade receivables

Particulars	As at March 31, 2023		As at March 31, 2022	
	Secured, considered good		2,975.90	
Credit impaired		21.01		21.01
		<b>2,996.91</b>		<b>4,141.99</b>
Less: Loss allowance		(21.01)		(21.01)
<b>Total</b>		<b>2,975.90</b>		<b>4,120.98</b>

Provision has been created for loss allowance in case of one of the Consignment Sale Agent (CSA) who defaulted on the outstanding. The total receivable from him is Rs. 50.91 Million out of which Company has Rs. 29.90 Million by way of security and incentives (in form of discounts & commissions) payable to him under various marketing schemes. Accordingly, net amount of Rs. 21.01 Million has been provided as loss allowance. The Company has invoked arbitration proceedings and criminal complaint against him.





(All amounts are in Rs Millions unless otherwise stated)

12.1 Trade Receivables ageing schedule  
As at 31st March 2023

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 6 months	6 months-1 year	1-2 years	2-3 years More than 3 years	
<b>Undisputed Trade receivables</b>						
Considered good	2,878.64	71.00	5.23	0.92	19.32	2,975.90
Which have significant increase in credit risk	-	-	-	-	-	-
Credit impaired	-	-	-	-	21.01	21.01
<b>Disputed Trade Receivables</b>						
Considered good	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-

As at 31st March 2022

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 6 months	6 months-1 year	1-2 years	2-3 years More than 3 years	
<b>Undisputed Trade receivables</b>						
Considered good	2,667.56	1,430.94	0.83	1.26	19.75	4,120.98
Which have significant increase in credit risk	-	-	-	-	-	-
Credit impaired	-	-	-	-	21.01	21.01
<b>Disputed Trade Receivables</b>						
Considered good	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-







(All amounts are in Rs Millions unless otherwise stated)

## 13 Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Balances with Banks</b>		
Current Account		
Imprest	36.00	7.55
Bank deposits for original maturity up to 3 months	0.49	0.41
<b>Total</b>	<b>36.60</b>	<b>8.06</b>

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

13.2 There are no repatriation restriction with respect to Cash & cash Equivalents at the end of reporting period and prior period.

## 14 Equity share capital

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Authorised:</b>		
15,000,000,000 equity shares of Rs. 10 each (as at March 31, 2022: 15,000,000,000 equity shares of Rs. 10)	1,50,000.00	1,50,000.00
<b>Issued :</b>		
2,021,929,671 equity shares of Rs. 10 each (as at March 31, 2022: 2,021,929,671 equity shares of Rs. 10)	20,219.30	20,219.30
<b>Subscribed and paid up :</b>		
2,021,929,671 equity shares of Rs. 10 each (as at March 31, 2022: 2,021,929,671 equity shares of Rs. 10)	20,219.30	20,219.30
<b>Total</b>	<b>20,219.30</b>	<b>20,219.30</b>

## 14.1 Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period:

Particulars	Number of shares in Million	Share capital
Balance at 1st April, 2021		
Changes during the year	2,021.93	20,219.30
<b>Balance at March 31, 2022</b>	<b>2,021.93</b>	<b>20,219.30</b>
Balance at 1st April, 2022		
Changes during the year	2,021.93	20,219.30
<b>Balance at March 31, 2023</b>	<b>2,021.93</b>	<b>20,219.30</b>

## 14.2 Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares 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 the number of equity shares held by the shareholders.

## 14.3 Details of shareholding of promoters are as under:

Name of equity share holder	As at March 31, 2023		As at March 31, 2022	
	No. in Million	% holding	No. in Million	% holding
Oil and Natural Gas Corporation Limited*	997.98	49.36	997.98	49.36
GAIL (India) Limited*	994.94	49.21	994.94	49.21
Gujarat State Petroleum Corporation Limited	29.00	1.43	29.00	1.43

\*ONGC and GAIL holds more than 5% shares in the company.

There is no change in promoters holding in comparison to previous year.

## 15 Other equity

## 15.1 Equity component of compound financial instrument

Particulars	As at March 31, 2023	As at March 31, 2022
Equity component of compound financial instrument	70,359.59	70,577.31
Deferred tax impact on Equity component of compound financial instrument	11,896.89	9,994.38
<b>Balance at end of the period</b>	<b>82,256.48</b>	<b>80,571.69</b>

## 15.2 Retained earnings

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at beginning of year		
Profit (Loss) after tax for the period	(88,676.68)	(82,585.57)
Extinguishment of Compulsory convertible debentures	(41,554.91)	(5,346.55)
Item of other comprehensive income recognised directly in	217.72	(761.40)
- Other comprehensive income arising from re-measurement of defined benefit obligation net of tax	10.87	16.85
<b>Balance at end of the period</b>	<b>(1,30,003.00)</b>	<b>(88,676.68)</b>





(All amounts are in Rs Millions unless otherwise stated)

## 15.3 Money received against share warrants

Particulars	As at March 31, 2023		As at March 31, 2022	
Balance at beginning of year		33,649.59		33,649.59
Add: Issue of share warrants		-		-
Balance at end of the period		33,649.59		33,649.59

## Disclosures in relation to money received against share warrants:

- (i) Money received against share warrant represent amounts received towards warrants which entails the warrant holders, the option to apply for and be allotted equivalent number of equity shares of the face value of Rs. 10 each.
- (ii) Against issue of 1,922,000,000 no. of warrants the balance amount receivable from holder of warrant towards warrant exercise price is Rs.480.50 Million (Rs. 0.25 per share warrants). The holder of the warrant would need to exercise the right by paying warrant exercise price on or before 24 August 2024
- (iii) Against issue of 636,000,000 no. of warrants the balance amount receivable from holder of warrant towards warrant exercise price is Rs. 159.00 Million (Rs.0.25 per share warrants). The holder of the warrant would need to exercise the right by paying warrant exercise price on or before 12 June, 2023
- (iv) Against issue of 893,240,000 no. of warrants the balance amount receivable from holder of warrant towards warrant exercise price is Rs. 223.31 Million (Rs.0.25 per share warrants). The holder of the warrant would need to exercise the right by paying warrant exercise price on or before 06 October, 2024
- (v) The equity shares to be issued up on the exercise of the warrant shall be subject to Memorandum of Association and Articles of Association of the company and shall rank paripasu in all respect with the existing equity shares including the right with respect to dividend.
- (vi) The warrant exercise ratio is 1 (one) equity share for each warrant.
- (vii) Neither warrant nor the equity shares to be issued on exercise of the warrants shall be listed on any stock exchange
- (viii) The warrant subscription price will not be adjusted towards the warrant exercise price, if warrant is not exercised the warrant subscription price will stand forfeited

## 15.4 Deemed Equity

Particulars	As at March 31, 2023		As at March 31, 2022	
Balance at beginning of year		73.30		-
Addition during the year		12.33		73.30
Balance at end of the year		85.63		73.30

The amount of Rs. 85.63 Million (As at March 31, 2022 Rs. 73.30 Million) shown as deemed equity denotes the fair value of financial guarantee received from Oil and Natural Gas Corporation Limited towards interest on CCDs without any consideration.

## 16 Borrowings

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non-current	Current	Non-current	Current
<b>Secured – at amortised cost</b>				
<b>Term loans</b>				
Rupee loan from banks (Note No.16.1)	62,948.60	-	60,330.70	-
Rupee loan from NBFC (Note No.16.1)	1,628.94	-	1,990.93	-
Foreign currency loan from bank (Note No 16.1)	3,299.62	-	18,591.59	-
External commercial borrowings (Note No.16.2)	-	-	2,749.74	-
Working Capital Loan (Note No.16.4)	-	6,558.07	-	5,431.14
<b>Unsecured – at amortised cost</b>				
<b>Debentures</b>				
Liability component of compound financial instrument				
- Compulsory Convertible Debentures (Note 16.3)	-	2,909.72	463.54	1,213.40
Non Convertible Debentures (NCDs) (Note No.16.6)	23,105.00	-	34,350.00	-
Loan repayable on demand from banks (Note No.16.5)	-	38,203.07	-	41,160.95
Rupee Term Loan from banks (Note No.16.7)	1,21,000.00	-	65,000.00	-
Commercial Paper (Note No.16.8)	-	9,606.35	-	5,942.22
<b>Sub Total</b>	<b>2,11,982.16</b>	<b>57,277.22</b>	<b>1,83,476.50</b>	<b>53,747.71</b>
Add/(Less) : Current maturity of Long term borrowings	(22,172.09)	22,172.09	(37,941.49)	37,941.49
<b>Total</b>	<b>1,89,810.07</b>	<b>79,449.30</b>	<b>1,45,535.01</b>	<b>91,689.20</b>





(All amounts are in Rs Millions unless otherwise stated)

## 16.1 Term Loan-Secured

Particulars	As at March 31, 2023	Rate of Interest	As at March 31, 2022	Rate of Interest
<b>Rupee Loan</b>				
LTL-I (Various Banks including NBFC)	46,317.83	8.55%	42,671.12	7.45%
LTL-II (Various Banks)	18,259.71	8.55%	19,650.51	7.45%
<b>Foreign currency Loan</b>				
LTL-I State Bank of India (a)	-	-	14,479.87	2.90%
LTL-I Union Bank of India (b)	2,576.00	5.95%	2,904.48	2.78%
LTL-I South Indian Bank of India (c)	491.34	2.99%	572.47	2.80%
LTL-II South Indian Bank of India (c)	232.27	2.99%	242.89	2.80%
LTL-II State Bank of India (a)	-	-	391.88	2.90%
<b>Total</b>	<b>67,877.16</b>		<b>80,913.22</b>	

**Rupee Loan:**

The company has LTL-I & LTL-II (Various Banks including NBFC) borrowings in INR terms under consortium banking led by State Bank of India (SBI). The rate of interest is 6 month MCLR plus spread of 0.50 bps.

**Security**

- First ranking pari passu mortgage/charge on immovable and movable properties and assets, both present and future except current assets;
- First ranking pari passu mortgage/assignment on intangible assets relating to project both present and future; and
- Second ranking pari passu charge on any current asset with working capital lenders on reciprocal basis.

**Terms of Repayment**

- Facility LTL I : Repayable in 41 equal quarterly installments Rs.2,765.98 Million starting in Q4 FY 2016-17 and ending in Q2 FY 2027-28
- Facility LTL II : Repayable in 43 structured quarterly installments starting in Q2 FY 2018-19 and ending in Q2 FY 2029-30

**Foreign currency Loan:**

a) SBI has converted FCNR(B)(TL) facility of USD 186.07 Million (USD 222.76 Million balance as on 31.03.2022) under LTL-I and LTL-II into INR facility w.e.f. 26.08.2022

b) Union bank has rolled over Foreign Currency Term Loan (FCTL) facility in April 2021 to the tune of Rs.3,360.98 Million under LTL-I @ 3.20% p.a. linked with 6 month LIBOR for the period of 2.5 years with Interest rate reset at 6 months.

As a result of the roll over this FCTL was carved out of INR outstanding amount in April, 2021 and was converted into equivalent dollar denominated loan of USD 45.07 Million. This FCTL facility was roll over w.e.f. 27.04.2021 and valid for the period of 2.5 years with Interest rate reset at 6 months.

All the other terms of monthly interest payment, quarterly installment payment, remains same as agreed for RTL facility in INR. However, at the end of 2.5 years with price reset at 6 months on company's request, Union Bank may consider to rollover the FCTL facility, at its discretion, on the terms as may be stipulated by them or may be converted again into equivalent INR term loan for outstanding USD liability.

c) Rupee Term Loans (RTL) borrowing from South Indian Bank has been converted in to Foreign Currency Demand Loan (FCDL) facility in May 2022. OPaL exercised FCDL facility to the tune of Rs. 554.58 Million under LTL-I and Rs. 235.29 Million under LTL-II totalling Rs. 789.87 Million @2.99% p.a. linked with 12 month SOFR for the period of 1 year.

As a result of this, RTL was converted from INR outstanding amount in May, 2022 into equivalent dollar denominated loan of USD 10.36 Million (USD 7.27 Million and USD 3.09 Million). This FCDL facility was availed w.e.f. 06.05.2022 and valid for 1 year.

All the other terms of monthly interest payment, quarterly installment payment, remains same as agreed for LTL-I & LTL-II facilities in INR. However, at the end of one year on company's request, South Indian Bank/Union Bank may consider to rollover the FCDL facility, at its discretion, on the terms as may be stipulated by them or may be converted again into equivalent INR term loan for outstanding USD liability.

## 16.2 External Commercial Borrowings (ECB)

Particulars	As at March 31, 2023	Rate of Interest	As at March 31, 2022	Rate of Interest
Facility -- I	-	-	2,749.74	6 month USD LIBOR + 250bps
<b>Total</b>	<b>-</b>	<b>-</b>	<b>2,749.74</b>	

External Commercial Borrowings have been fully repaid in line with repayment schedule during current financial year.





(All amounts are in Rs Millions unless otherwise stated)

## 16.3 Unsecured - Compulsory Convertible Debentures

Particulars	Face Value (Gross)	Coupon Rate	Terms of Repayment	Effective Interest Rate	As at March 31, 2023			As at March 31, 2022		
					Equity component of convertible debenture	Non current Liability component of convertible debenture	Current Liability component of convertible debenture	Equity component of convertible debenture	Non current Liability component of convertible debenture	Current Liability component of convertible debenture
CCD I (July 2016) Series A / B	56,150.00	7.12%	90 months from pay in date	6.79%	50,546.58	-	2,561.55	50,721.78	-	620.69
CCD II (May 2017)	16,710.00	5.58%	72 months from pay in date	6.08%	15,387.38	-	42.04	15,387.38	463.54	466.99
CCD III (March 2018)	4,920.00	7.18%	72 months from pay in date	7.11%	4,425.63	-	306.13	4,468.15	-	125.71
<b>Total</b>	<b>77,780.00</b>				<b>70,359.59</b>	<b>-</b>	<b>2,909.72</b>	<b>70,577.31</b>	<b>463.54</b>	<b>1,213.40</b>

The equity component of convertible debenture has been presented on the face of the balance sheet including deferred tax of Rs. 11,896.89 Million for 31st March, 2023 and Rs.9,994.38 Million for 31st March, 2022.

(i) CCDs I of Rs. 56,150 Million was issued in July 2016 for the tenure of 36 months and the conversion date of which has elongated three for further period of 18 months each. The tenure of the CCDs convertible at par into equity share of the company at the end of or before 90th month from the deemed date of allotment. The tenure of the CCDs will be compulsorily unconditional and irrevocable mandatory put option on ONGC shifted up to the end of 89th month from the deemed date of allotment of first tranche of CCDs I Rs. 56,150 Million. Buy out option available to ONGC at the end of 74th month, 77th month, 80th month, 83rd month & 86th month from deemed date of allotment of first tranche of CCDs I Rs. 56,150 Million.

(ii) CCDs II of Rs.16,710 Million was issued on May 18, 2017 for the tenure of 36 months and the conversion date of which has elongated twice for further period of 18 months each. The tenure of the CCDs stands modified to 72 months from deemed date of allotment i.e. 18.05.2017 at a coupon rate of 5.58 % p.a. payable semi-annually from October 15, 2021. The CCDs will be compulsorily convertible at par into equity share of the company at the end of or before 72 month from the deemed date of allotment. Unconditional and irrevocable mandatory put option on ONGC shifted up to the end of 71st month from the deemed date of allotment of CCDs II Rs. 16,710 Million. Buy out option available to ONGC at the end of 56th month, 59th month, 62nd month, 65th month & 68th month from deemed date of allotment of CCDs II Rs. 16,710 Million.

(iii) CCDs III of Rs.4,920 Million was issued on Mar 28, 2018 for the period of 36 months and the conversion date of which has elongated twice for further period up to 18 month. The tenure of the CCDs stands modified to 72 months from deemed date of allotment i.e. 28.03.2018 at coupon rate of 7.18% p.a. payable semi-annually from August 29 2022. The CCDs will be compulsorily convertible at par in equity share of the company at the end of or before 72th month from the deemed date of allotment. Unconditional and irrevocable mandatory put option on ONGC shifted up to the end of 71st month from the deemed date of allotment of CCDs III Rs.4,920 Million. Buy out option available to ONGC at the end of 56th month, 59th month, 62nd month, 65th month, 68th month & 71st month from deemed date of allotment of CCDs III Rs. 4,920 Million.

(iv) The conversion of CCDs into equity shares will be as per conversion formula set out in Debenture Trust Deed i.e. (A+B+C) divided by D. A= Rs 10,000,000, B= Coupon accrued and remaining unpaid on the date of conversion on each debenture, C= any coupon amounts/fee (if any) reimbursed / paid by the Sponsor to the Issuer / Investor and D= Rs. 10.







## 16.4 Working Capital Loans

(All amounts are in Rs Millions unless otherwise stated)

Name of Bank	As at March 31, 2023	Rate of Interest	As at March 31, 2022	Rate of Interest
Bank of Baroda Cash Credit	3.00	8.20%	0.24	7.15%
Canara Bank Cash Credit	338.51	7.75%	235.76	7.35%
Union Bank Cash Credit	-	-	0.05	7.05%
Indian Bank Cash Credit	0.97	7.75%	0.21	7.30%
Canara Bank *	810.00	8.00%	810.00	6.55%
Bank of Baroda*	2,896.40	7.90%	1,755.82	6.90%
Union Bank *	-	-	810.00	6.65%
Indian Bank *	2,509.19	8.00%	1,270.00	6.45%
Bank of Baroda LC**	-	-	549.06	0.50% - 1.20%
<b>Total</b>	<b>6,558.07</b>		<b>5,431.14</b>	

\* Availed as Working Capital Demand Loan (WC DL) up to one month tenure.

\*\*Working capital based bill discounting facility, tenure six months from bill date.

## Security

(a) First pari-passu charge on the current assets of the Borrower comprising of stocks, stores and spares, stock in progress, finished goods and material in transit and book debts. Term Loan lenders to have second charge over current assets.

(b) Second pari-passu charge along with other working capital lenders on the Borrower's fixed assets on which the long term lenders have the first charge.

(c) First charge on the Trust and Retention Accounts (except DSRA) on pari-passu basis along with the long term lenders.

## 16.5 Loan repayable on demand from banks - Unsecured Loan

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amount	Repayment	Amount	Repayment
Canara Bank	-	-	10,000.00	Q1-2022-2023
Bank of Maharashtra	5,000.00	Q1-2023-24	10,000.00	Q3-2022-2023
Indusind Bank	5,000.00	Q1-2023-24	5,000.00	Q1-2022-2023
Bank of Baroda*	-	-	15,208.85	Q2-2022-2023
Axis Bank*	-	-	952.11	Q1-2022-2023
Union Bank	5,000.00	Q1-2023-24	-	-
Punjab and Sind Bank	5,000.00	Q1-2023-24	-	-
Bank of India	3,000.00	Q1-2023-24	-	-
Indian Overseas Bank	10,000.00	Q2-2023-24	-	-
South Indian Bank*	3,175.26	Q1-2023-24	-	-
South Indian Bank*	2,027.81	Q3-2023-24	-	-
<b>Total</b>	<b>38,203.07</b>		<b>41,160.95</b>	

\* Foreign Currency Loan (FCL) facility availed in USD.

Rate of interest for INR Loan range from 7% to 8.25%.

Rate of Interest for USD Loans range from 3.55% to 5.70%

## 16.6 Non Convertible Debentures (NCDs)

Particulars	As at March 31, 2023	Rate of Interest	As at March 31, 2022	Rate of Interest
NCDs Series -II	-	-	4,850.00	8.85%
NCD Series-III	-	-	4,350.00	8.45%
NCD Series-IV Option A	-	-	3,711.00	8.45%
NCD Series-IV Option B	4,655.00	8.83%	4,655.00	8.83%
NCD Series-V Option A	-	-	4,334.00	7.98%
NCD Series-V Option B	4,750.00	8.00%	4,750.00	8.00%
NCD Series-VI	2,600.00	7.98%	2,600.00	7.98%
NCD Series-VII	5,100.00	6.63%	5,100.00	6.63%
NCD Series-VIII	1,000.00	8.58%	-	-
NCD Series-IX	5,000.00	8.57%	-	-
<b>Total</b>	<b>23,105.00</b>		<b>34,350.00</b>	

Issuance of private placement of Unsecured, Listed, Rated, Taxable, Redeemable, Non-Cumulative Non-Convertible Debentures ("NCDs") made for face value of Rs. 10 Lac each up to NCDs Series VIII for cash at par. However, Company has made issuance of NCDs Series IX for face value of Rs. 1.00 lakh each for cash at par.

NCDs were issued for general corporate purposes including pre-payment/repayment of existing indebtedness. NCDs Series II to V are backed by irrevocable & unconditional Letter of Comfort (LoC) from one of the promoter ONGC Ltd for principal amount and coupon payment to protect the interest of the NCDs holders. NCDs under LoC, series-II, series-III, series IV option A and series V option A has been repaid during the year to the holders on prevailing record dates. However, NCDs Series VI to IX are issued by the company on standalone basis.

## NCDs Series -II

Company has been paid coupon and principal amount to NCDs Series-II holder (as per record date details) on due date.

## NCDs Series -III

Company has been paid coupon and principal amount to NCDs Series-III holder (as per record date details) on due date.

## NCDs Series -IV

Company has allotted aggregate up to 8366 NCDs in December 2019 of Rs.10 lacs each. Out of which 3711 NCDs under series-IV option A has been repaid to holders (as per record date details) on due date and balance 4655 NCDs under series-IV option B at cut-off coupon rate of 8.83% payable annually for tenure of 5 Year 3 Month which is redeemable on 10th March 2025.







(All amounts are in Rs Millions unless otherwise stated)

**NCDs Series –V**

Company has allotted aggregate up to 9084 NCDs in February 2020 of Rs.10 lacs each. Out of which 4334 NCDs under series-V option A has been repaid to holders (as per record date details) on due date and balance 4750 NCDs under series-V option B at cut-off coupon rate of 8.00% payable annually for tenure of 5 Year 2 Month which is redeemable on 11th April 2025.

**NCDs Series –VI**

Company has allotted 2600 NCDs in September 2020 of Rs.10 lacs each on standalone basis under NCDs series-VI at cut-off coupon rate of 7.98% payable annually for tenure of 3 Year 1 Month with issue size up to Rs.1050 Million and green shoe option up to Rs.1550 Million which is redeemable on 25th October 2023.

**NCDs Series –VII**

Company has allotted 5100 NCDs in July 2021 of Rs.10 lacs each on standalone basis under NCDs series-VII at cut-off coupon rate of 6.63% payable annually for tenure of 3 Year with issue size up to Rs.1050 Million and green shoe option up to Rs. 4050 Million which is redeemable on 9th July 2024.

**NCDs Series –VIII**

Company has allotted 1,000 NCDs in November 2022 of Rs.10 lacs each on standalone basis under NCDs series-VIII at cut-off coupon rate of 8.58% payable annually for tenure of 7 Year with issue size up to Rs.1000 Million which is redeemable on 9th November 2029.

**NCDs Series –IX**

Company has allotted 50,000 NCDs in March 2023 of Rs.1 lacs each on standalone basis under NCDs series-IX at cut-off coupon rate of 8.57% payable annually for tenure of 1 Year 6 Months with issue size up to Rs.1000 Million and green shoe option up to Rs. 4000 Million which is redeemable on 11th September 2024.

All above the series of NCDs has already been listed on Wholesale Debt Market (WDM) segment of Bombay Stock Exchange Ltd and available for secondary trade.

**16.7 Long term Rupee Term Loan-Unsecured**

Particulars	As at March 31, 2022	Rate of Interest	As at March 31, 2023	Rate of Interest
ICICI Bank (Facility-1)	37,500.00	8.60%	42,500.00	7.55%
Bank of Baroda	20,000.00	8.21%	-	-
Bank of India	7,000.00	7.50%	7,000.00	6.60%
Bank of Maharashtra	10,000.00	8.00%	-	-
Canara Bank	10,000.00	8.35%	-	-
EXIM Bank	5,000.00	8.50%	5,000.00	6.20%
Federal Bank	2,500.00	8.70%	2,500.00	6.45%
Federal Bank 2	3,000.00	8.60%	-	-
Federal Bank 3	3,000.00	8.50%	-	-
Indusind Bank	5,000.00	9.00% - 9.12%	5,000.00	6.30%
Punjab National Bank	3,000.00	8.10%	3,000.00	6.65%
Punjab National Bank-2	5,000.00	8.30%	-	-
Punjab National Bank-3	10,000.00	8.30%	-	-
<b>Total</b>	<b>1,21,000.00</b>		<b>65,000.00</b>	

**A - ICICI Bank**

- (i) Unsecured Rupee Term Loan (RTL) facilities tied-up with ICICI Bank Limited for replacement of existing debt, normal capital expenditure & long term working capital purposes. Details are mentioned as below.
- a) Rupee Term Loan-1 Rs.45,000 Million, tenure 12 years, repayable in 36 equal quarterly installments of Rs. 1,250 Million starting in Q3 FY 2021-22 and ending Q2 FY 2030-31
- (ii) The RTL facilities from ICICI Bank are backed by Letter of Comfort from one of the promoters ONGC Limited for interest and repayment of installments.
- (iii) Interest rate is linked with MCLR of the bank
- (iv) Prepayment is allowed if it is done through equity / quasi equity / internal accruals/ promoter loans / debt arranged by Strategic Investor.

**B-Bank of Baroda**

- (i) During the year company has availed Rs 20000 million Unsecured Corporate Loan from Bank of Baroda for Shoring of networking capital and general capital
- (ii) This facility tenure of 5 years including moratorium period of 1 year.
- (iii) The loan is repayable in 16 structured quarterly installments after moratorium period of 1 year.
- (iv) Interest rate is linked with MCLR of the bank.

**C - Bank Of India**

- (i) Company has availed Rs.7000 Million unsecured term loan facility from Bank of India for general capital expenditure and general corporate purposes.
- (ii) This facility has tenure of 5 years including moratorium period of 3 years
- (iii) The loan is repayable on quarterly basis after completion of moratorium period of 3 years in eight equated instalments at the end of every quarter during next 2 years
- (iv) Interest rate is linked with MCLR of the bank.

**D-Bank of Maharashtra**

- (i) During the year Company has availed Rs 10,000 Million Unsecured Corporate Loan from Bank of Maharashtra for General Corporate Purpose.
- (ii) This facility tenure of 5 years including moratorium period of 3 years.
- (iii) The loan is repayable in 8 equal quarterly instalments of Rs. 1250 million after the moratorium period of 3 years.
- (iv) Interest rate is linked with MCLR of the bank.





(All amounts are in Rs Millions unless otherwise stated)

E-Canara Bank

- (i) During the year company has availed Rs 10000 million Medium Term Loan facility from Canara Bank for general corporate purpose and augmentation of long term working capital.
- (ii) This facility tenure of 5 years including moratorium period of 3 years.
- (iii) The loan is repayable on 8 equal quarterly instalments of Rs. 1250 million after the moratorium period of 3 years.
- (iv) Interest rate is linked with MCLR of the bank.

F-EXIM Bank

- (i) Company has availed Rs.5000 Million unsecured rupee loan facility from Exim Bank for general corporate purposes.
- (ii) This facility has tenure of 5 years including moratorium period of 3 years.
- (iii) The loan is repayable on 8 equal quarterly instalments of Rs. 625 Million after the moratorium period of 3 years.
- (iv) Interest rate is linked with MCLR of the bank.

G- Federal Bank

- (i) Company has availed Rs.2500 Million unsecured medium term loan facility from the Federal Bank Limited for general corporate purposes.
- (ii) This facility has tenure of 3 years including moratorium period of 2 years.
- (iii) The loan is repayable on quarterly basis after completion of moratorium period of 2 year in four equal instalments at the end of every quarter from third year
- (iv) Interest rate is linked with Repo Rates.

H-Federal Bank 2

- (i) During the year company has availed Rs 3000 million Unsecured Corporate Loan from Federal Bank for General Corporate Purpose
- (ii) This facility tenure of 3 years including moratorium period of 2 years.
- (iii) The loan is repayable on quarterly basis after completion of moratorium period of 2 year in 4 equal instalments at the end of every quarter from third year
- (iv) Interest rate is linked with Repo rate.

I-Federal Bank 3

- (i) During the year company has availed Rs 3000 million Unsecured Corporate Loan from Federal Bank for General Corporate Purpose
- (ii) This facility tenure of 5 years including moratorium period of 2 years.
- (iii) The loan is repayable on quarterly basis after completion of moratorium period of 2 year in 12 equal instalments at the end of every quarter from third year
- (iv) Interest rate is linked with Repo rate.

J-Indusind Bank Limited

- (i) Company has availed Rs.5000 Million unsecured term loan facility from Indusind Bank Limited to meet shore up Long Term Working Capital.
- (ii) This facility has tenure of 5 years including moratorium period of 1 years
- (iii) The loan is repayable on 8 equal half yearly instalments of Rs. 625 Million after the moratorium period of 1 years.
- (iv) Interest rate is linked with T Bill Interest.

K- Punjab National Bank

- (i) Company has availed Rs.3,000 Million unsecured corporate term loan facility from Punjab National Bank for general capital expenditure and general corporate
- (ii) This facility has tenure of 5 years including moratorium period of 3 years.
- (iii) The loan is repayable on quarterly basis after completion of moratorium period of 3 years in eight equated instalments at the end of every quarter during next
- (iv) Interest rate is linked with MCLR of the bank.

L-Punjab National Bank 2

- (i) During the year company has availed Rs 5000 million Unsecured Corporate Loan from Punjab National Bank for General Corporate Purpose
- (ii) This facility tenure of 5 years including moratorium period of 2 years.
- (iii) The loan is repayable on 11 quarterly equal installment of Rs. 416.60 million after moratorium period and last installment of Rs.417.40 million.
- (iv) Interest rate is linked with MCLR of the bank.

M-Punjab National Bank 3

- (i) During the year company has availed Rs 10000 million Unsecured Corporate Loan from Punjab National Bank for General Corporate Purpose
- (ii) This facility tenure of 5 years including moratorium period of 2 years.
- (iii) The loan is repayable on 11 quarterly equal installment of Rs. 833.20 million after moratorium period and last installment of Rs.834.80 million.
- (iv) Interest rate is linked with MCLR of the bank.





(All amounts are in Rs Millions unless otherwise stated)

## 16.8 Commercial Paper

Particulars	As at March 31, 2023		As at March 31, 2022	
	Rate of Interest		Rate of Interest	
Commercial Paper	9606.35	7.39% - 8.35%	5,942.22	3.89% - 4.05%
<b>Total</b>	<b>9,606.35</b>		<b>5,942.22</b>	

The Company has allotted 5,000 number of rated, listed & unsecured Commercial Papers of Rs. 5,00,000/- each aggregating to Rs. 2,500 million on 09th Feb 2023, maturity on 10/05/2023. The Company has allotted 8,000 number of rated, listed & unsecured Commercial Papers of Rs. 5,00,000/- each aggregating to Rs. 4,000 million on 03rd March 2023, maturity on 02/06/2023. The Company has allotted 7,000 number of rated, listed & unsecured Commercial Papers of Rs. 5,00,000/- each aggregating to Rs. 3,500 million on 28th March 2023, maturity on 27/03/2024. These commercial papers have credit rating "ICRA A1+" by ICRA Ltd and "IND A1+" by India Rating & Research Pvt. Ltd

## 17 Other financial liabilities

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non-current	Current	Non-current	Current
Amount Withheld from Contractors	-	747.44	-	825.11
Liability for capital goods and services	-	1,722.57	-	1,116.09
Interest accrued but not due on borrowings	-	2,407.95	-	2,630.83
Liability for employees	-	1.38	-	5.91
Security deposit from customers	538.16	-	553.43	-
Security deposit from vendors	-	76.71	-	74.35
Refund liabilities	-	1,496.44	-	1,080.52
Other liabilities	-	102.21	-	44.50
<b>Total</b>	<b>538.16</b>	<b>6,554.70</b>	<b>553.43</b>	<b>5,777.31</b>

## 18 Trade payables

Particulars	As at March 31, 2023		As at March 31, 2022	
	Trade payables: micro and small enterprises		397.08	
Trade payables-others		7,253.95		5,483.48
Trade payables to related parties (Note 34.2)		3,948.08		5,585.98
<b>Total</b>		<b>11,599.11</b>		<b>11,306.46</b>





(All amounts are in Rs Millions unless otherwise stated)

18.1 Trade payables ageing schedule  
As at 31st March 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Not due	Less than 1 year	1-2 years	2-3 years	
<b>Undisputed Trade Payables</b>					
MSME	359.17	32.54	4.16	1.06	0.15
Others	9,874.36	1,027.00	127.91	136.18	36.58
<b>Disputed Trade Payables</b>					
MSME	-	-	-	-	-
Others	-	-	-	-	-

As at 31st March 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Not due	Less than 1 year	1-2 years	2-3 years	
<b>Undisputed Trade Payables</b>					
MSME	217.42	17.93	0.32	0.87	0.47
Others	9,683.60	981.58	166.70	187.70	49.87
<b>Disputed Trade Payables</b>					
MSME	-	-	-	-	-
Others	-	-	-	-	-



## 18.2 Trade payables -Total outstanding dues of Micro &amp; Small enterprises

(All amounts are in Rs Millions unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
a) the Principal amount and the interest due there on remaining unpaid to any supplier at the end of each accounting year:				
- Principal		76.66		55.03
- Interest on above Principal		9.15		1.51
b) the amount of interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year:		-		-
c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises		12.68		2.61
d) the amount of Interest accrued and remaining unpaid at the end of each accounting year		21.83		4.13
e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.		17.22		13.10

## 19 Contract liabilities

Particulars	As at March 31, 2023		As at March 31, 2022	
Balance at the beginning of the year				
Revenue recognised that was included in the advance from customer at the beginning of the period		520.73		447.63
Advance from customer during the period, excluding amounts recognised as revenue during the period		(520.73)		(447.63)
Balance at the end of the period		323.69		520.73
		323.69		520.73

## 20 Employee Benefit Obligations

Particulars	As at March 31, 2023		As at March 31, 2022	
Leave encashment		350.20		348.63
Gratuity		-		1.88
Total		350.20		350.51

## 20.1 Leave encashment

The leave obligation cover the Company liability for earned leave which is classified as other long-term benefit. The entire amount of provision of Rs. 350.20 Million (31st March 2022, Rs.348.63 Million) is presented as current. Since the company does not have an unconditional right to defer the settlement for any of obligation. However, based on past experience, the Company does not expect all employees to avail the full amount of accrued leave or require payment for such leave within in the next 12 months.

Particulars	As at March 31, 2023		As at March 31, 2022	
Leave obligation not expected to be settled within the next 12 months		341.87		341.77

## 21 Other liabilities

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non-current	Current	Non-current	Current
Liability for statutory payments	-	151.60	-	119.03
Total	-	151.60	-	119.03







(All amounts are in Rs Millions unless otherwise stated)

**22 Revenue From Operations**

Particulars	Year ended March 31,2023	Year ended March 31,2022
Sale of products	1,45,930.47	1,60,475.13
<b>Total</b>	<b>1,45,930.47</b>	<b>1,60,475.13</b>

22.1 Revenue disaggregation as per industry vertical and geography has been included in segment information (Refer note no 33.2)

22.2 Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligations related disclosures for contracts where revenue recognized corresponds directly with value to the customer of the entity's performance completed to date.

22.3 Reconciliation of Revenue recognised with the contract price is as follows:

Particulars	Year ended March 31,2023	Year ended March 31,2022
Contract price	1,51,285.91	1,66,260.79
Reduction towards cash discount	636.16	793.01
Reduction towards post sales discount	4,719.28	4,992.65
<b>Revenue recognised</b>	<b>1,45,930.47</b>	<b>1,60,475.13</b>

**23 Other Income**

Particulars	Year ended March 31,2023	Year ended March 31,2022
Interest on Deposits with Banks	65.60	9.52
Interest on others	41.05	20.95
<b>Other non-operating income</b>		
Recovery from contractor	53.14	41.51
Miscellaneous Income	193.94	104.94
<b>Total</b>	<b>353.73</b>	<b>176.92</b>

**24 Raw Material Consumption**

Particulars	Year ended March 31,2023	Year ended March 31,2022
Consumption of Raw Material	1,07,227.01	1,03,819.81
<b>Total</b>	<b>1,07,227.01</b>	<b>1,03,819.81</b>

**25 Changes in inventories**

Particulars	Year ended March 31,2023	Year ended March 31,2022
<b>Closing Stock:-</b>		
Finished Goods including stock-in-trade	8,828.09	9,400.52
Work-in-progress	1,816.86	1,302.88
	<b>10,644.95</b>	<b>10,703.40</b>
<b>Opening Stock:-</b>		
Finished Goods including stock-in-trade	9,400.52	5,864.24
Work-in-progress	1,302.88	1,697.45
	<b>10,703.40</b>	<b>7,561.69</b>
<b>Decrease/(increase) in Inventories</b>	<b>58.45</b>	<b>(3,141.71)</b>
Less : Transferred to CWIP pertaining to MTA	342.29	-
<b>Decrease/(increase) in Inventories</b>	<b>(283.84)</b>	<b>(3,141.71)</b>

**26 Employee benefit expense**

Particulars	Year ended March 31,2023	Year ended March 31,2022
Salaries and other allowances	1,190.16	1,344.13
Contribution to Provident Fund	59.33	58.36
Gratuity	30.52	23.40
Leave compensation	22.66	50.04
Staff Welfare Expenses	130.03	172.13
<b>Total</b>	<b>1,432.70</b>	<b>1,648.06</b>





(All amounts are in Rs Millions unless otherwise stated)

## 27 Finance costs

Particulars	Year ended March 31,2023	Year ended March 31,2022
Interest on borrowings from Banks and Others	19,005.12	15,937.92
Interest on Lease	96.64	130.28
Extension of CCD to Loss on the extinguishment of CCD liability*	6,097.79	1,312.78
Net exchange loss / (gain) on foreign currency borrowings	2,495.42	1,370.25
<b>Total</b>	<b>27,694.97</b>	<b>18,751.23</b>
Less : Amount capitalised (Interest and Finance charges transferred to Capital Work-in-Progress)	147.00	197.22
	<b>27,547.97</b>	<b>18,554.01</b>

The capitalisation rate used to determine the amount of borrowing cost to be capitalised is the weighted average interest rate calculated on general borrowings.

\* Term of CCDs have been further extended on due date hence, the amount Rs. 6097.79 Million (Rs 1312.78 Million during FY 21-22) being extinguishment of liability is disclosed as finance cost.

## 28 Depreciation and amortisation expense

Particulars	Year ended March 31,2023	Year ended March 31,2022
Depreciation on property, plant and equipment	15,512.30	13,140.59
Depreciation on Right-of-use assets	494.27	510.66
Amortisation of intangible assets	50.49	51.52
<b>Total</b>	<b>16,057.06</b>	<b>13,702.77</b>

## 29 Other expenses

Particulars	Year ended March 31,2023	Year ended March 31,2022
Rates, duties and taxes	183.26	152.51
Penalty / Fine expenses	0.02	850.00
Consumption of spares, stores and consumables (Refer Note 30.2)	4,072.11	4,952.07
Loss on Sale / discard of Fixed Assets	163.91	-
Travel and Conveyance	56.78	21.04
Insurance expenses	532.99	531.02
Power and fuel	20,419.15	16,797.01
Rent	158.77	163.11
Storage rental for naphtha	328.04	212.24
Repairs and maintenance - Building	142.51	72.07
Repairs and maintenance - Machinery	192.62	221.02
Repairs and maintenance - Others	18.22	47.38
Repair - It Services	105.65	87.69
Operation & Maintenance expenses	884.75	1,067.36
Statutory audit fees	1.20	1.20
Professional expenses	129.40	156.41
Selling and Distribution expenses	6,061.88	6,325.40
Sponsorship	1.18	0.64
Security expenses	141.99	149.70
Water and electricity charges	642.10	639.81
Printing and Stationery	1.12	6.30
Caretaking expenses	81.30	69.11
CSR expenditure	-	4.95
Write off / Reversal of Assets	15.72	-
Licensor fees	5.81	6.74
Net Foreign Exchange Loss	59.30	4.03
Miscellaneous expenses	236.56	178.87
<b>Total</b>	<b>34,636.34</b>	<b>32,717.68</b>
Less : Transferred to CWIP pertaining to MTA	1593.04	-
	<b>33,043.30</b>	<b>32,717.68</b>

29.1 As per Companies Act 2013, the Company has formed a Corporate Social Responsibility (CSR) committee. In absence of profits, the Company is not required to spend any amount towards same. However, the Company has incurred Rs NIL (Year ended March 31, 2022 Rs. 4.95 Million) expenses under CSR activity during the year.





(All amounts are in Rs Millions unless otherwise stated)

## 29.2 Statutory Auditors Remuneration as under:

Payment to Auditors	Year ended March 31,2023	Year ended March 31,2022
Audit Fees	1.20	1.20
Tax Audit Fees	0.30	0.30
Other Services	1.06	0.89
<b>Total*</b>	<b>2.56</b>	<b>2.39</b>

\* Includes amount of fees paid to previous Statutory Auditors Rs.0.54 Million for FY ended on 31st March, 2023 (PY Rs. 0.50 Million)

## 30 Income taxes

Particulars	Year ended March 31,2023	Year ended March 31,2022
Current tax	-	-
Deferred tax	2,814.91	(1,302.02)
<b>Total</b>	<b>2,814.91</b>	<b>(1,302.02)</b>

## 31 Earnings per share

Particulars	Year ended March 31,2023	Year ended March 31,2022
Basic & Diluted earnings per equity share (in Rs.)	(4.24)	(0.55)
Face value per equity share (in Rs.)	10.00	10.00

## 31.1 Basic &amp; Diluted earnings per Share

The earning attributable to equity share holders and weighted average number of equity shares used in calculation of basic &amp; diluted earnings per share are as follows:

Particulars	Year ended March 31,2023	Year ended March 31,2022
Profit (Loss) for the period attributable to equity shareholders	(41,554.91)	(5,346.55)

Particulars	Year ended March 31,2023	Year ended March 31,2022
Weighted average number of equity shares for the purposes of basic earnings per share	2,02,19,29,671	2,02,19,29,671
Adjustment : Compulsory Convertible Debentures (CCDs)	7,77,80,00,000	7,77,80,00,000
Weighted average number of equity shares and potential equity shares for calculating of basic & diluted earnings per share	9,79,99,29,671	9,79,99,29,671

## 31.2 Anti-dilutive EPS

As at 31st March 2023, 3451.24 Million numbers of Share warrants (31st March 2022 3451.24 Million numbers) were excluded from the weighted average numbers of ordinary shares for calculation of diluted earnings per share as their effect would have been anti-dilutive.





(All amounts are in Rs Millions unless otherwise stated)

**32 Employee benefit plans****32.1 Defined contribution plans:****Provident Fund**

The Company is registered under Provident Fund Act and monthly contributions are made by employees as per terms of the act. Matching contribution is made by the Company and the amount is deposited with provident fund authority. On retirement or separation, the contributions made are payable by the Provident Fund authority to the respective employees.

The total expense recognised Rs. 59.33 Million (for the year ended March 31, 2022 Rs. 58.36 Million) represents contributions payable to these plans by the Company at rates specified in the rules of the plan.

**32.2 Defined benefit plans****Gratuity**

The Company provides for Gratuity for employees based on 15 days salary ( $15/26 \times$  last drawn basic salary) for each completed year of service.

Scheme is funded through own Gratuity Trust "ONGC Petro additions Employees Group Gratuity Trust". The liability for gratuity as above is recognised on the basis of actuarial valuation.

**32.3 Other long term benefits**

Each employee is entitled to get 30 earned leaves for each completed year of service. Encashment of 75% of earned leave is allowed subject to maximum of 90 days per calendar year while in service. In case of resignation / retirement, maximum 300 leaves are allowed for encashment.

In addition, employees are allowed for Good Health Reward (Half pay leave) entitled to get 20 days per year for each completed year of service. Encashment is allowed only in case of retirement / death @ 50% of leave balance.

The above liabilities are recognized annually in Financial Statement on the basis of actuarial valuation.

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

<b>Investment risk</b>	The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. When there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit. Investments are made in LIC Group Gratuity Cash Accumulation Plan.
<b>Interest risk</b>	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's investments.
<b>Longevity risk</b>	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
<b>Salary risk</b>	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

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

In respect of the above plans, the most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as at March 31, 2023 by M/s. Charan Gupta Consultants Pvt. Limited Fellow firm of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

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

Sl. No.	Particulars	As at March 31, 2023	As at March 31, 2022
	<b>Gratuity</b>		
I.	Discount rate	7.50%	7.25%
II.	Annual increase in salary	10.00%	10.00%
III.	Expected future life of employee (Years)	24.70	25.19

The discount rate is based upon the market yield available on government bonds at the accounting date with a term that matches. The salary growth takes into account inflation, seniority, promotion and other relevant factors on long-term basis.







(All amounts are in Rs Millions unless otherwise stated)

## 32.6 Amounts recognised in the financial statements before allocation in respect of these defined benefit plans are as follows:

Particulars	Year ended March	
	31, 2023	31, 2022
<b>Gratuity:</b>		
Service cost :		
Current service cost	31.50	34.08
Net interest expense	(0.98)	0.22
Components of defined benefit costs recognised in employee benefit expenses	30.52	34.30
<b>Re-measurement on the net defined benefit liability:</b>		
Return on plan assets (excluding amounts included in net interest expense)	1.49	0.05
Actuarial (gains)/losses arising from changes in financial assumptions	(8.66)	(16.07)
Actuarial (gains)/losses arising from experience adjustments	(8.63)	(8.48)
Components of Re-measurement	(15.80)	(24.49)
<b>Total</b>	<b>14.72</b>	<b>9.81</b>

The components of re-measurement of the net defined benefit liability recognised in other comprehensive income is Rs. (15.80) Million (Previous Year Rs. (24.49) Million).

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

Particulars	As at March 31,	
	2023	2022
<b>Gratuity:</b>		
Opening defined benefit obligation	199.33	183.87
Current service cost	31.50	34.08
Interest cost	14.45	12.50
<b>Re-measurement (gains)/losses:</b>		
Actuarial gains and losses arising from changes in financial assumptions	(8.66)	(16.07)
Actuarial gains and losses arising from experience adjustments	(8.63)	(8.48)
Benefits paid	(18.53)	(6.58)
Closing defined benefit obligation	209.47	199.33
Current obligation	3.88	2.35
Non-current obligation	205.58	196.97

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

Particulars	As at March 31,	
	2023	2022
<b>Gratuity:</b>		
Opening fair value of plan assets	212.87	180.66
Interest income	15.43	12.29
<b>Re-measurement (gains)/losses:</b>		
Return on plan assets (excluding amounts included in net interest expense)	(1.49)	(0.05)
Contributions from the employer	23.61	26.55
Benefits paid	(18.53)	(6.58)
Closing fair value of plan assets	231.90	212.87

Expected contribution with respect to Gratuity for next financial year is Rs. 32.89 Million.

## 32.9 The amount included in the Balance Sheet arising from the entity's obligation in respect of its defined benefit plan is as follows:

Particulars	As at March 31,	
	2023	2022
<b>Gratuity:</b>		
Present value of funded defined benefit obligation	209.46	199.32
Fair value of plan assets	231.90	212.87
Net funded assets (liability) arising from defined benefit obligation	22.43	13.55

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

Particulars	As at March 31,	
	2023	2022
<b>Fair value of plan asset of Gratuity Trust:</b>		
Managed through LIC	231.90	212.87
<b>Total</b>	<b>231.90</b>	<b>212.87</b>

The actual return on plan assets of gratuity was Rs. 15.38 Million (As at March 31, 2022 Rs 13.59 Million).







(All amounts are in Rs Millions unless otherwise stated)  
32.11 Significant actuarial assumptions for the determination of the defined obligation are discount rate and expected salary increase. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

## 32.12 Sensitivity analysis as at March 31, 2023

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Significant actuarial assumptions		Gratuity
Discount rate		
- Impact due to increase of 50 basis points		(16.11)
- Impact due to decrease of 50 basis points		17.88
Salary increase		
- Impact due to increase of 50 basis points		11.31
- Impact due to decrease of 50 basis points		(11.81)
Life expectancy rate		
- Impact due to increase of 100 basis points		0.39
- Impact due to decrease of 100 basis points		(0.37)

## 32.13 Sensitivity analysis as at March 31, 2022

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Significant actuarial assumptions		Gratuity
Discount rate		
- Impact due to increase of 50 basis points		(16.20)
- Impact due to decrease of 50 basis points		18.05
Salary increase		
- Impact due to increase of 50 basis points		12.76
- Impact due to decrease of 50 basis points		(13.10)
Life expectancy rate		
- Impact due to increase of 100 basis points		0.37
- Impact due to decrease of 100 basis points		(0.35)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Sensitivity due to mortality and withdrawals are not material and hence impact of change not calculated.

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

## 32.14 Maturity Profile of Defined Benefit obligation

Particulars	Year ended March	Year ended March
	31, 2023	31, 2022
0 to 1 Year		
1 to 2 Year	3.88	2.35
2 to 3 Year	4.85	5.32
3 to 4 Year	4.74	4.53
4 to 5 Year	5.86	4.39
5 to 6 Year	5.58	5.37
6 Year onwards	4.61	4.82
	179.94	172.56

Weighted average duration of defined benefit obligation for March 2023, 19.23 years and for March 2022, 19.54 years

The Company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans. The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations.





(All amounts are in Rs Millions unless otherwise stated)

**33 Segment reporting****33.1 Business Segment:**

The company is having only one reportable segment i.e. Plastic and Petro Chemicals products.

**33.2 Geographic Segment:**

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>Revenue from operation</b>		
At the point in time		
Within India		
<b>Outside India-</b>	1,24,814.31	1,33,444.98
United Arab Emirates		
Nepal	7,958.37	5,668.72
South Korea	3,564.03	4,796.61
Malaysia	1,552.69	1,097.00
Vietnam	1,539.41	1,956.00
Bangladesh	1,437.45	1,882.23
China	1,125.49	2,665.91
Taiwan	990.27	4,393.05
Other Country	307.57	1,460.00
<b>Total</b>	<b>2,640.89</b>	<b>3,110.62</b>
	<b>1,45,930.47</b>	<b>1,60,475.13</b>

**33.3 Non -Current assets\***

Particulars	As at March 31, 2023	As at March 31, 2022
Within India		
Outside India	2,33,567.34	2,42,366.10
	-	-

\*Other than financial assets and deferred taxes

**33.4 Information about customers:**

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Major Customers*		
Others	1,45,930.47	1,60,475.13

\*Represents 10% or more of company's sales revenue.

**34 Related party disclosures****34.1 Name of related parties and description of relationship:**

A ONGC Petro additions Limited is a joint venture between Oil & Natural Gas Corporation Limited (ONGC), Gail (India) Limited. (GAIL), and Gujarat State Petroleum Corporation (GSPC). The shareholding pattern has been disclosed as under:

Name	Ownership Interest	
	Year ended March 31, 2023	Year ended March 31, 2022
ONGC	49.36	49.36
GAIL	49.21	49.21
GSPC	1.43	1.43

**B Under Common Control**

- 1 Dahej SEZ Limited (DSL)
- 2 Mangalore Refinery & Petrochemical Limited (MRPL)
- 3 Petronet LNG Ltd. (PLL)
- 4 Hindustan Petroleum Corporation Limited (HPCL)

**C Key Management Personnel (KMP)**

- 1 Shri Arun Kumar Singh, Chairman (w.e.f. 16.12.2022)
- 2 Mr. Gurinder Singh (Managing director) (w.e.f. 19.08.2022)
- 3 Shri Rajesh Kumar Srivastava, Chairman (w.e.f. 07.09.2022 to 16.12.2022)
- 4 Mr. Ratmesh Kumar (Managing Director) (w.e.f. 01.07.2022 to 17.08.2022)
- 5 Ms. Pomila Jaspal, Director (w.e.f. 15.07.2022)
- 6 Mr. Kamal Tandon, Director (w.e.f. 15.07.2022)
- 7 Dr. Alka Mittal (Chairperson) (up to 01.09.2022)
- 8 Mr. Avinash Kumar Verma (Managing Director) (up to 15.04.2022)
- 9 Mr. Ashu Shinghal (Director)
- 10 Mr. Rajiv (Independent Director)
- 11 Mr. Alok Kumar Banerjee (Independent Director)
- 12 Mr. Ramaswamy Jagannathan (Independent Director)
- 13 Mr. Om Prakash Singh (Director) (up to 15.07.2022)
- 14 Mr. Rajeev Kumar Singhal (Director) (up to 15.07.2022)
- 15 Mr. Pankaj Kumar (Director)
- 16 Ms. Sushma Rawat (Director) (up to 06.05.2022)
- 17 Mr. Subodh Prasad Pankaj (Company Secretary & Compliance officer)
- 18 Mr. Pankaj Wadhwa (Chief Finance Officer)

**D Trust**

- 1 ONGC Petro additions Employees Group Gratuity Trust





(All amounts are in Rs Millions unless otherwise stated)

34.2 Details of transactions: The transaction entered between company and its related party during the year and outstanding balance at period end in the ordinary course of business

## 34.2.1 Transactions with joint venturer

Name of related party	Nature of transaction	Year ended March 31, 2023	Year ended March 31, 2022
<b>A. Reimbursement of expenses on behalf of OPaL:</b>			
a) ONGC	Manpower Deputation, Interest and Reimbursement of expense	131.03	0.22
b) GAIL	Transmission charges	308.46	476.33
<b>B. Deemed Equity</b>			
a) ONGC	Deemed Equity towards guarantee	12.33	73.30
<b>C. Purchase:</b>			
a) ONGC	Purchase of Feed Stock & Gas	70,572.36	76,639.75
b) GAIL	Purchase of Gas / Feed stock	2,660.12	6,445.85
c) GSPC	Purchase of Gas	199.72	1,152.83
<b>D. Others:</b>			
a) ONGC	Other Advance	17.30	-

## 34.2.2 Outstanding balances with joint venturer

Name of related party	Nature of transaction	As at March 31, 2023	As at March 31, 2022
<b>A. Amount payable:</b>			
a) ONGC	Reimbursement of expense	5.37	1.17
b) ONGC	Purchase of Feed Stock & Gas	3,717.81	4,996.19
c) GAIL	Transmission charges	4.15	15.85
d) GAIL	Purchase of Gas / Feed stock	(3.69)	305.13
e) GSPC	Purchase of Gas	51.93	96.49
<b>B. Share warrant:</b>			
a) ONGC	Share warrant pending allotment	33,649.59	33,649.59
<b>C. Letter of Comfort</b>			
a) ONGC	Letter of Comfort against term loan and NCD	46,905.00	69,150.00
<b>D. Amount receivable: unsecured</b>			
a) ONGC	Reimbursement of expense	6.56	6.56
b) ONGC	Other advances	17.30	-
c) GAIL	Security deposit	1.60	1.60
d) GAIL	Other advances	0.13	0.13

## 34.2.3 Transactions with common control

Name of related party	Nature of transaction	Year ended March 31, 2023	Year ended March 31, 2022
a) MRPL	Purchase of Feed Stock	1,806.55	1,874.02
b) DSL	Lease Rent, Service Charges and ROU	178.08	229.04
c) DSL	Security Deposit Paid	-	0.20
d) DSL	Other Advance	14.67	-
e) HPCL	Security deposit received	-	0.35
f) HPCL	Purchase of Consumables and Spares	14.41	39.73
g) HPCL	Purchase of Feed Stock and Gas	8,064.56	4,814.00

## 34.2.4 Outstanding balances with common control

Name of related party	Nature of transaction	As at March 31, 2023	As at March 31, 2022
<b>A. Amount payable:</b>			
a) DSL	Lease Rent, Service Charges and ROU	-	-
b) HPCL	Purchase of Consumables and Spares	-	0.02
c) HPCL	Security deposit	0.35	0.35
d) HPCL	Purchase of Feed Stock and Gas	172.16	170.77
<b>B. Amount receivable: unsecured</b>			
a) DSL	Advance rent paid for ROU / Others	15.40	0.73
b) DSL	Security deposit	1.05	1.05
c) DSL	Other Receivable	4.91	4.91





(All amounts are in Rs Millions unless otherwise stated)

## 34.2.5 Transactions with Trust

Name of related party	Nature of transaction	As at March 31, 2023	As at March 31, 2022
<b>A. Contribution to trust:</b>			
a) OPaL Gratuity Trust	Contribution	23.61	26.55
<b>B. Reimbursement of Gratuity payment made on behalf of Trust:</b>			
a) OPaL Gratuity Trust	Reimbursement	18.53	6.58

## 34.2.6 Compensation of key management personnel

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Short term employee benefits	17.16	18.73
Director Sitting Fees	1.83	1.68
Post-employment benefits (includes provision for leaves, gratuity and other post-retirement benefits)	5.60	5.57
Other long-term benefits (includes contribution to provident fund)	0.79	0.41
<b>Total</b>	<b>25.38</b>	<b>26.39</b>

## 35 Capital management

The Company's objective when managing capital is to safeguard its ability to continue as going concern so that the Company is able to provide maximum return to stakeholders and benefits for other stakeholders; and maintain an optimal capital structure to reduce the cost of capital.

The company maintains its financial framework to support the pursuit of value growth for shareholders, while ensuring a secure financial base. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company's management reviews the capital structure on a regular basis. As part of this review, the management considers the cost of capital, risks associated with each class of capital requirements and maintenance of adequate liquidity.

## 35.1 Gearing Ratio

The gearing ratio at the end of the reporting period is as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Debt*	2,69,259.37	2,37,224.21
Cash and bank balances	36.60	8.06
Net debt	2,69,222.77	2,37,216.15
Total equity	6,208.00	45,837.20
Net debt to equity ratio	43.37	5.18

\*Debt includes current debt and non current debt

## 36 Financial instruments &amp; disclosures

## 36.1 Categories of financial instruments

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Financial assets</b>		
<b>Measured at amortised cost (Include Level 3)</b>		
(a) Trade receivables	2,975.90	4,120.98
(b) Cash and cash equivalents	36.60	8.06
(c) Security deposits	208.09	284.70
<b>Financial liabilities</b>		
<b>Measured at amortised cost (Include Level 3)</b>		
(a) Borrowings	2,69,259.37	2,37,224.21
(b) Trade payable	11,599.11	11,306.46
(c) Lease liabilities	762.56	1,165.22
(d) Other financial liabilities	7,092.85	6,330.74

## 36.2 Fair value hierarchy

Assets and Liability which are measured at amortised cost for which fair values are disclosed At 31st March 2023	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
<b>Measured at amortised cost</b>				
(a) Trade receivables	-	-	2,975.90	2,975.90
(b) Cash and cash equivalents	-	-	36.60	36.60
(c) Security deposits	-	-	208.09	208.09
<b>Financial liabilities</b>				
<b>Measured at amortised cost</b>				
(a) Borrowings	-	-	2,69,259.37	2,69,259.37
(b) Trade payable	-	-	11,599.11	11,599.11
(c) Lease liabilities	-	-	762.56	762.56
(c) Other financial liabilities	-	-	7,092.85	7,092.85







(All amounts are in Rs Millions unless otherwise stated)

Assets and Liability which are measured at amortised cost for which fair values are disclosed At 31st March 2022	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
<b>Measured at amortised cost</b>				
(a) Trade receivables	-	-	4,120.98	4,120.98
(b) Cash and cash equivalents	-	-	8.06	8.06
(c) Security deposits	-	-	284.70	284.70
<b>Financial liabilities</b>				
<b>Measured at amortised cost</b>				
(a) Borrowings	-	-	2,37,224.21	2,37,224.21
(b) Trade payable	-	-	11,306.46	11,306.46
(c) Lease liabilities	-	-	1,165.22	1,165.22
(c) Other financial liabilities	-	-	6,330.74	6,330.74

Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

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

Level 3 — Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

**Fair value of financial assets and financial liabilities that are not measured at fair value.**

Fair value of financial assets and financial liabilities at amortised cost: The carrying amount of trade receivable, cash and cash equivalents, other bank balances, loans, trade payable, other financial liabilities are considered to be same as their fair value. Also the carrying amount of borrowing approximate its fair value as majority of borrowings are at floating rate of interest.

### 37 Financial risk management objectives

While ensuring liquidity is sufficient to meet Company's operational requirements, the Company's management also monitors and manages key financial risks relating to the operations of the Company by analysing exposures by degree and magnitude of risks. These risks include market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

#### 37.1 Market Risk

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of a business. The major components of market risk are foreign currency exchange risk and interest rate risk.

##### 37.1a Price Risk

Price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument or its issuer or factors affecting all the instruments traded in the market. The Establishment has no significant exposure to price risk.

##### 37.1b Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies, for procurement of some of the materials and exports sales and has borrowings denominated in foreign currency; consequently, exposures to exchange rate fluctuations arise. Significant carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period expressed in Rs. (Million), are as follows :-

Particulars	USD	EURO	GBP	JPY	SGD
<b>As at March 31, 2023</b>					
<b>Financial assets</b>					
Trade receivables	2.58	0.74	-		
Bank balance in EEPC accounts	0.05	-	-		
<b>Total</b>	<b>2.63</b>	<b>0.74</b>			
<b>Financial Liabilities</b>					
Foreign currency loan	8,502.69	-	-		
Trade payables	165.88	56.53	3.40	154.99	10.95
<b>Total</b>	<b>8,668.57</b>	<b>56.53</b>	<b>3.40</b>	<b>154.99</b>	<b>10.95</b>
<b>As at March 31, 2022</b>					
<b>Financial assets</b>					
Trade receivables	1,191.16	0.70	-		
Bank balance in EEPC accounts	3.29	-	-		
<b>Total</b>	<b>1,194.45</b>	<b>0.70</b>			
<b>Financial Liabilities</b>					
Foreign currency loan	38,051.34	-	-		
Trade payables	143.22	56.22	3.31		
<b>Total</b>	<b>38,194.56</b>	<b>56.22</b>	<b>3.31</b>		

The aggregate net foreign exchange gain (loss) (including exchange difference presented as part of finance cost) recognised in statement of profit and loss is Rs. (2554.72) Million. (31 st March 2022 Rs. (1374.28) Million)







(All amounts are in Rs Millions unless otherwise stated)

**Foreign currency sensitivity analysis**

The Company is mainly exposed to the currency United States Dollar (USD). Sensitivity of profit or loss arises mainly from USD denominated receivables and payables.

As per management's assessment of reasonable possible changes in the exchange rate of +/- 5% between USD-INR and EURO-INR currency pair, sensitivity of profit or loss only on outstanding foreign currency denominated monetary items at the period end is presented below:

USD sensitivity at year end	As at March 31, 2023	As at March 31, 2022
<b>Financial assets</b>		
Weakening of INR by 5%	0.13	59.72
Strengthening of INR by 5%	(0.13)	(59.72)
<b>Financial liabilities</b>		
Weakening of INR by 5%	(433.43)	(1,909.73)
Strengthening of INR by 5%	433.43	1,909.73

EURO sensitivity at year end	As at March 31, 2023	As at March 31, 2022
<b>Financial assets</b>		
Weakening of INR by 5%	0.04	0.03
Strengthening of INR by 5%	(0.04)	(0.03)
<b>Financial liabilities</b>		
Weakening of INR by 5%	(2.83)	(2.81)
Strengthening of INR by 5%	2.83	2.81

**37.1c Interest rate risk management**

The Company has availed borrowings at fixed and floating interest rates, hence is exposed to interest rate risk. The Company has not entered into any of the interest rate swaps and hence the Company is exposed to interest rate risk.

**Interest rate risk exposure**

The exposure of the company borrowings to interest rate changes at the end of reporting period are included in the table below. As at the end of reporting period, the company had following variable rate borrowings.

Particulars	Weighted average interest rate %	Balance	% of total loans
<b>As at March 31, 2023</b>			
Bank Loans	8.19%	2,43,647.63	90.49%
<b>As at March 31, 2022</b>			
Bank Loans	6.06%	2,00,719.56	84.61%

**Interest rate sensitivity analysis**

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. For floating rate borrowings, the analysis is prepared assuming the amount of the borrowings outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used for disclosing the sensitivity analysis.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Company's profit for the year ended March 31, 2023 would decrease/increase by Rs 1176.24 Million (for the year ended March 31, 2022 decrease/increase by Rs.989.99 Million). This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings.

**37.2 Credit risk management**

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises from cash and cash equivalents, deposits with banks as well as customers including receivables. Credit risk management considers available reasonable and supportive forward-looking information including indicators like external credit rating (as far as available), macro-economic information (such as regulatory changes, government directives, market interest rate).

Only high rated banks are considered for placement of deposits. Bank balances are held with reputed and creditworthy banking institutions.

**Security-** The Company is selling products through channel partners against their security deposit and to direct customers backed by advance or Letter of Credits.

**37.2.1 Impairment of trade receivable**

The Company assesses impairment loss due from Plastic and Petrochemical companies on facts and circumstances relevant to each transaction. Usually, Company collects all its receivables from Plastic and Petrochemical companies against advance payments / Letter of Credits / Security Deposits.

The company assesses and manages credit risk based on company credit policy. Under company credit policy each new customer is analysed individually for credit worthiness before the company standard payment and delivery terms and conditions are offered.

Our accounts receivable are geographically dispersed. We do not believe there are any particular customer or company of customers that would subject us to any significant credit risks in the collection of our accounts receivable.

Payment towards trade receivables is received as per the terms and conditions of the contract / sales orders. In case of Domestic polymer sale credit period allowed for cash sale is T+2 days and for credit sale it is T+14 days subject to available credit limits of the channel partners. For any delay in payment, delay interest is levied as per the terms and conditions of the contract/ sales orders.

In case of domestic chemicals sale, majority of sales is made against advance. However credit sales is made against security.

Exports sales of the company is made against advance / letter of credit.

The Company is selling products through channel partners against security deposit and to direct customers backed by advance or Bank Guarantee. There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and/or regions.





(All amounts are in Rs Millions unless otherwise stated)

**37.3 Liquidity risk management**

The Company manages liquidity risk by maintaining sufficient cash and cash equivalents including bank deposits and availability of funding through an adequate amount of committed credit facilities to meet the obligations when due. Management monitors rolling forecasts of liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, liquidity management also involves projecting cash flows considering level of liquid assets necessary to meet obligations by matching the maturity profiles of financial assets & liabilities and monitoring balance sheet liquidity ratios. The Company manages liquidity risk by maintaining adequate reserves and continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

**Financing arrangements**

The company had access to the following undrawn borrowing facilities at the end of reporting period:

Particulars	As at March 31, 2023	As at March 31, 2022
Floating Rate Expiring within one year (Bank loans and working capital facilities)	15,991.78	10,467.92
<b>Total</b>	<b>15,991.78</b>	<b>10,467.92</b>

**Maturities of financial liabilities**

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

Particulars	Till 1 year	1 year – 3 years	More than 3 years	Total	Carrying amount
<b>As at March 31, 2023</b>					
External Commercial Borrowings	-	-	-	-	-
Term Loan-Secured	12,922.09	25,844.18	29,120.22	67,886.49	67,877.16
Rupee Term Loan-Unsecured	6,650.00	49,523.80	64,826.20	1,21,000.00	1,21,000.00
Non Convertible Debentures	2,600.00	19,505.00	1,000.00	23,105.00	23,105.00
Compulsory Convertible Debentures (CCDs)	4,805.11	-	-	4,805.11	2,909.72
Working Capital Loan	6,558.07	-	-	6,558.07	6,558.07
Short term Loan	38,203.07	-	-	38,203.07	38,203.07
Commercial Paper	10,000.00	-	-	10,000.00	9,606.35
Trade payable	11,599.11	-	-	11,599.11	11,599.11
Lease Liabilities	426.53	296.19	502.49	1,225.22	762.56
Other financial liabilities	6,554.70	538.16	-	7,092.85	7,092.85
<b>Total</b>	<b>1,00,318.68</b>	<b>95,707.33</b>	<b>95,448.91</b>	<b>2,91,474.92</b>	<b>2,88,713.90</b>
<b>As at March 31, 2022</b>					
External Commercial Borrowings	2,749.74	-	-	2,749.74	2,749.74
Term Loan-Secured	12,946.76	25,893.51	42,086.52	80,926.79	80,913.22
Rupee Term Loan-Secured	5,000.00	19,125.00	40,875.00	65,000.00	65,000.00
Non Convertible Debentures	17,245.00	12,355.00	4,750.00	34,350.00	34,350.00
Compulsory Convertible Debentures (CCDs)	2,509.50	464.93	-	2,974.43	1,676.94
Working Capital Loan	5,431.14	-	-	5,431.14	5,431.14
Short term Loan	41,160.95	-	-	41,160.95	41,160.95
Commercial Paper	6,000.00	-	-	6,000.00	5,942.22
Trade payable	11,306.46	-	-	11,306.46	11,306.46
Lease Liabilities	552.58	638.61	324.78	1,515.97	1,165.22
Other financial liabilities	5,777.31	553.43	-	6,330.74	6,330.74
<b>Total</b>	<b>1,10,679.43</b>	<b>59,030.49</b>	<b>88,036.30</b>	<b>2,57,746.22</b>	<b>2,56,026.63</b>





(All amounts are in Rs. Millions unless otherwise stated)

## 38 Financial Ratios

Ratio	Numerator	Denominator	As at March 31, 2023	As at March 31, 2022	% Variance	Reason for variance
Current Ratio	Current Assets	Current Liability	0.28	0.23	23.39%	Ratio improved to some extent
Debt-Equity ratio	Total debt	Net Worth	43.37	5.18	738.07%	Increase in debt, decrease in Net worth
Debt Service Coverage Ratio	Earning before interest and tax	Finance cost + Principal Repayments made during the period for long term	-0.20	0.33	-160.85%	Earnings before Interest and Tax turn negative in current year
Return on Equity ratio %	Net profit after tax	Average Shareholder Equity	-159.69%	-11.08%	1341.37%	increase in losses
Inventory turnover ratio	Cost of goods sold	Average Inventory	16.14	18.35	-12.02%	Minor increase in inventory holding period
Trade Receivables turnover ratio	Net Credit Sales	Average Trade Receivables	41.13	49.78	-17.39%	Due to decrease in sale and increase in Trade Receivables, ratio deteriorate
Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	11.66	12.44	-6.20%	Ratio marginally adverse due to increase in Credit purchases and increase in trade payables
Net capital turnover ratio	Net Sales	Average Working Capital	(1.88)	(2.04)	-8.12%	Due to decrease in sale
Net profit ratio Margin %	Net profit after tax	Revenue from operation	-28.48%	-3.33%	754.69%	Increase in Loss after tax
Return on capital employed %	Earning before interest and tax	Capital Employed (Capital Employed = Total Assets - Current Liabilities)	-5.68%	6.18%	-191.94%	Earnings before Interest and Tax turn negative in current year
Return on investment %	Net profit after tax	Capital Invested (Capital Invested = Debt+Equity)	-15.09%	-1.89%	698.65%	Increase in Loss after tax





(All amounts are in Rs Millions unless otherwise stated)

**39 Contingent liabilities, Contingent Assets and commitments**  
**Contingent liabilities:**
**39.1 Claims against the Company/disputed demands not acknowledged as debt:**

Sl. No.	Particulars	As at March 31, 2023	As at March 31, 2022
1	In the matter of Professional charges with regard to transaction and non-adherence to milestone requirements for which Invoice not raised regarding claim.	43.50	43.50
2	Civil matters filed against OPaL by Sub-contractors/employee of LSTK contractor for recovery of unpaid Invoices / Salary Gratuity payments.	1,808.34	1,778.31
3	Matter with regard to LSTK contractor for damages on account of alleged losses and other declarations against OPaL. Arbitral award pronounced in favour of LSTK contractors, OPaL filed application before Honourable Delhi High Court for setting aside the award.	2,148.92	2,097.23
4	Matter handed over to company by JV Partner.	498.83	498.83
5	Matter of dispute w.r.t. Stamp duty with Deputy Collector office Vadodara	6.74	6.74
6	Claim of arrears of Lease Rent w.r.t. Lease Deed executed for office premises	-	2.64
7	Claim raised by contractor towards outstanding of their unpaid invoices and PBG amount	0.59	0.59
8	Income Tax (TDS) Demand w.r.t. Interest on non-deduction of tax for AY 2018-19 and AY 2019-20	5.63	5.63
9	Matter of Penalty under SEZ Act w.r.t. non-achievement of Net Foreign Earning for current block of period (FY 2020-21 to FY 2024-25)	103.95	-
10	Matter of Penalty imposed under GST Act w.r.t. incorrect particulars in E-way bill for which amount paid under protest and appeal filed.	0.96	0.96
11	Central Sales tax demand for FY 2017-18	-	2.01
12	Claim by contractor on account of LD deducted by OPaL in the matter of delay in delivery of material	0.71	0.71
13	Claim by employee of contractor towards outstanding salary	-	2.20
14	Appeal filed with CESTAT in the matter of Custom duty forgone on Fire burnt material	107.34	107.34
15	Processing charges for waiver breach of financial covenants of Term Loan for FY 2020-21 and 2021-22, not acknowledged as debt by company	86.74	-
16	In the matter of claim for Inventory Holding Cost for delay in arrival of OPaL's Naphtha Vessel beyond agreed laycan during FY 2018-19 to FY 2019-20, not acknowledged as debt by company	24.14	24.14
17	Estimated Liability towards voluntary exit from SEZ*	43,396.36	42,812.70
	<b>Total</b>	<b>48,232.76</b>	<b>47,383.52</b>

\*The Company has set up a Petrochemical Complex in Special Economic Zone (SEZ), Dahej, Gujarat. In view of changes in market dynamics over the years, the demand for petrochemical products has increased in domestic market. Therefore, Company is selling its majority of products in Domestic Tariff Area (DTA). However, Basic Custom Duty is applicable on the sale of products from SEZ to DTA which is directly impacting the margin of the company. Therefore, Board of directors has accorded approval to make an application for voluntary exit from SEZ.

Development Commissioner, Dahej SEZ has conveyed in-principal approval for exit from SEZ subject to de-notification of the area; payment of all applicable duties and taxes which may be finalised on the basis of the date of final exit and compliance of all the provisions of SEZ Act and other Rules. These activities / approvals are in process. The unit is still under the SEZ and the proposal for approval of final exit will be considered subject to approval of de-notification from Ministry of Commerce & Industries, New Delhi.

SEZ exit is expected to bring significant improvement in the future margins along with one time cost. The above estimates are provisional and includes disputed demand pending before court and authorities. Actual outflow on account of SEZ exit and its quantum is contingent upon the terms and conditions on which various approvals may be granted. Since various NOC, approvals and duty assessment for SEZ exit are under consideration with the competent authorities and application for SEZ exit is voluntary in nature, management believes that a final decision on exit can only be taken based on the terms and conditions mentioned in these approvals. Therefore, company has not recognised the estimated one time liability as well as estimated future benefits in the books of accounts.

**39.2 Contingent Assets - Claims lodged by the Company :**

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. During the normal course of business, several unresolved claims are currently outstanding. The inflow of economic benefits, in respect of such claims cannot be measured due to uncertainties that surround the related events and circumstances.







(All amounts are in Rs Millions unless otherwise stated)

39.3 Guarantees and commitments executed by the Company (to the extent not provided for)

39.3.1 Guarantees executed for financial obligations:

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Guarantee</b>		
The company has executed a Performance Bond-cum-Legal undertaking in favour of the President of India acting through the Development Commissioner of Kandla, Special Economic Zone and the Specified Officer, binding itself to follow and accept the Special Economic Zone Act and Rules provided there under and also the terms, as prescribed in Development Commissioner's Letters of Approval No. KASEZ/P&C/6/28/07-08/7722 Dated 16.10.2007, KASEZ/P&C/6/28/07-08/Vol-IV3728 Dated. 28.08.2020, and KASEZ/P&C/6/25/07-08/Vol-III /4414 Dated. 27.08.2021	38,790.60	38,790.60
Guarantees execution for financial obligation in form of comfort Letters issued to vendors	31.34	31.34
<b>Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided as liability	1,630.21	4,463.15

40 Going concern

The Company has incurred a net loss after tax for the year ended March 31, 2023 of Rs. 41,555 Million (year ended March 31, 2022 Rs. 5,347 Million) and cumulative loss up to March 31, 2023 reached to Rs. 1,30,003 Million. There is negative working capital as at March 31, 2023 of Rs. 70,750 Million (March 31, 2022 Rs. 84,867 Million). Based on scheduled repayment, Rs. 22,172 Million is due for repayment within 12 months from the date of these financial statements.

**Assessment:** Management have assessed the above operational conditions and indicators and have come to the conclusion that no material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern based on cash flow forecasts and the plan management has 'Mitigation Plan'. Company is constantly reviewing its operations to improve margins. It has taken following measures which will improve profitability: -

- 1) Increase in efficiency and production ramp up post Major turnaround activity.
- 2) Ongoing efforts for optimization of Product mix and to improve the net back.
- 3) Exit from SEZ area will improve the net back from Domestic sales.
- 4) Expected reduction in feed and gas prices.

**Conclusion:** Based on plans, management has concluded on ability of the company to continue as going concern and financial statements have been prepared on that basis.

41 Events occurring after the Reporting period

Conversion date of CCDs-II of Rs1,671 crore has been elongated for further period up to 18 month in the month of April 2023. Now, CCDs conversion date stand modified to 90 months from deemed date of allotment i.e. 18.05.2017. In this regard find following information for your reference:

1. Coupon Rate - 8.24% p.a. payable semi-annually w.e.f. April 18, 2023
2. mandatory put option exercise date will be October 18, 2024
3. conversion date will be November 18, 2024

42 Other Statutory Information

- (a) The Company does not hold any Benami properties. No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 and the rules made thereunder.
- (b) The Company has not advanced or loaned or invested funds - either borrowed funds or share premium or any other sources or kind of funds to any other person or entity, including foreign entities (Intermediaries) with an understanding that the Intermediary shall:
  - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or
  - (ii) provide any guarantee, security or the like to or on behalf of the Company.
- (c) The Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding that the Company shall:
  - (i) 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
  - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (d) The company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956
- (e) As at the reporting dates, none of the charges or satisfaction of charges are yet to be registered with ROC beyond the statutory time limit.
- (f) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
- (g) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

43 Previous year figures have been regrouped wherever necessary.

44 Approval of financial statements

The Financial Statements were approved for issue by the board of directors on 10th May, 2023

