



GREEN GAS LIMITED

(A Joint Venture of GAIL (India) Ltd. & IOCL)

CIN No.: U23201UP2005PLC030834



**Annual Report
2018-2019**

Board of Directors



Mr. A.K. Tiwari
Chairman



Mr. Sanzeev Medhi
Managing Director



Mr. B.A. Reddy
Director (Commercial)



Mr. G. K. Satish
Director

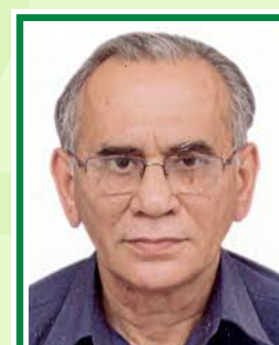
Directors associated during the year



Mr. Jiledar
Managing Director
(upto March 28, 2019)



Mr. Narendra Singh
Independent Director
(upto July 29, 2018)



Mr. Deepak Kunzru
Independent Director
(upto July 29, 2018)



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Board of Directors

Mr. A.K. Tiwari
Chairman

Mr. Sanzeev Medhi
Managing Director

Mr. B.A. Reddy
Director (Commercial)

Mr. G. K. Satish
Director

Ms. Tanu Agarwal
Secretarial Auditor

M/s K. B. Saxena & Associates
Cost Auditor

M/s S. Srivastava & Co.
Statutory Auditor

Bankers



Registered office

Fortuna Tower, 2nd Floor, 10, Rana Pratap Marg, Lucknow-226001 (U.P.)

Registrars & Transfer Agents

KARVY FINTECH PRIVATE LIMITED
Corporate Registry, Karvy Selenium, Tower-B,
Plot No. 31 & 32, Financial District, Nanakramguda,
Serilingampally Mandal, Hyderabad-500032, India



Message from the Chairman



Shri A. K. Tiwari
Chairman

Dear Shareholders,

I am pleased to share your Company's performance for the year 2018-19; a year which has seen remarkable all-round progress. Your Company has scrupulously adhered to all the parameters enunciated in its mission and vision, while trying to set new standards in work efficiency. As you are aware, your Company is directly related to the growth and development of the society, we also shoulder the responsibility of providing greater and cleaner energy thereby leading to protection and conservation of ecology.

In this challenging business environment, your Company has once again turned in a stellar performance on all key parameters. We take pride to acknowledge the rising curve of your Company. In FY 2018-19, your Company registered the remarkable growth of 24% in its gross turnover i.e. Rs. 354.71 crore as against Rs. 285.08 crore during previous financial year. Your Company has also achieved an all-time high Profit after tax of Rs. 46.11 crore in FY 2018-19 as compared to Rs. 43.54 crore during the previous FY 2017-18. The Earnings per Share (EPS) rose by 6% in the year 2018-19 as compared to previous FY 2017-18. During FY 2018-19, we also improved our operational efficiencies while growing in financial terms. Your Company achieved an overall sales growth of 11% in Lucknow and 30% in Agra in the CNG segment while PNG segment registered a Sales growth of 46% and 43% in Lucknow and Agra respectively. If I talk about our infrastructure growth, the increase in PNG networks was quite evident, as approximately 173 kms and 205 kms of pipeline networks were laid in Lucknow and Agra respectively. Your company has added 18 number of new CNG stations, which makes the total number to 49 CNG stations with total compression capacity of around 4.95 lakh kg per day. During the year, your Company also provided 24,794 numbers of new PNG domestic connections and added 39 new Commercial and Industrial customers.

The scenario in CGD sector is fast changing with the coverage of a large number of geographical areas and entry of new players in this sector. PNGRB through its recently conducted 10th round of CGD bidding has now cumulatively covered 70% of the country's total population and 50% of total geographical area for setting up PNG and CNG distribution network. The government is giving thrust to natural gas to make India a gas based economy. The Company has been expanding its area of operation by entering into new Geographical Areas. Your Company has secured two new Geographical Areas (G.A.'s) namely Faizabad and Sultanpur and Unnao (except area already authorized) in 9th CGD Bidding round conducted by Petroleum & Natural Gas Regulatory Board (PNGRB) and plans to make investments progressively in CGD infrastructure at all its authorized G.A.'s to tap the potential business and provide quality services to its customers. Hence, the touchstone of your Company has been its focus on shareholder value creation and your Company has delivered on this front in FY 19 as well.



Also, I am glad to share that your company has made an arrangement for a Rupee Term Loan of Rs. 500 crore at an attractive interest rate sanctioned from the State Bank of India for funding the ongoing and future Capex requirement.

The changing business environment provides challenges as well as opportunities to your Company. A Strategic Review Meet held at Agra on June 01, 2019 to interact with employees to discuss future course of action and strategies to achieve new goals for the organization. Your company welcomes the views from all functions so that we can address all the various challenges and better our performance in the future. Key discussions of the meeting were safety measures, marketing strategy, sales growth, infrastructure expansion, increasing operational efficiency and employees' welfare.

Your Company defines Corporate governance through robust internal processes. In this context, ethical practices in managing the affairs of the Company are ensured by the Board Members.

Green Gas is committed to contributing its share towards CSR, and during the FY 2018-19, the Company spent nearly entire allocated funds on various CSR activities. This is vital for realization of our goals towards sustainable development and overall growth of the ecosystem we function in. On the one hand, through our business activities we aim to spur new investments and create jobs on the other hand, through our CSR interventions, we hope to lay the foundation for a greener and better future.

Overall, it was another year of sustained high performance with considerable achievements across our business. None of this would have been possible without the dedication and determination of our people. Poised as we are to touch newer heights, I would like to express my whole hearted gratitude towards Government of India, PNGRB, Promoters, valued customers and employees of GGL.

Finally, I would like to thank each shareholder for the confidence and trust reposed in us. With your support and blessings, I am sure that a bright future awaits us and we shall surpass our achievements in the coming years.

A. K. Tiwari
Chairman
Green Gas Limited



Message from the Managing Director



Mr. Sanzeev Medhi
Managing Director

M.S. Swaminathan who is also known as The Father of Economic Ecology once quoted “If conservation of natural resources goes wrong, nothing else will go right”.

In this new-age of energy, natural gas has gained importance as the most preferred environment friendly fuel, as compared to the efficiency and eco sustainability of conventional fuels.

Green Gas Limited, as you are aware, is a Joint Venture Company of GAIL (India) Limited and Indian Oil Corporation Limited (IOCL). It is committed in supplying safe and uninterrupted natural gas to domestic, commercial, industrial and automotive sector at Lucknow, Agra, Unnao (except areas already authorized), Faizabad and Sultanpur Geographical Areas (GAs) of Uttar Pradesh. It may not be out of place to mention that inspite of many complexities involved in infrastructural development and adherence to a plethora of administrative rules and regulations, of sustainable growth by your company all through during the year under review.

It must be acknowledged that whatever has been achieved is largely due to the painstaking efforts put in by all of us as a team. There is nothing more eloquent approved for the successful endeavor, individual or collective that ultimate balance sheet in black & white. Even at the risk of being repetitive, I must state that these are sure indicators for both our present and future. It is a moment of pride to share that your company received BEST EMPLOYER Award in the year 2018-19. Adding to this, your company has once again received ISO 9001:2015 Certification for Quality Management System.

I would like to express my whole hearted gratitude towards all our august stakeholders, customers, regulators and employees and everyone who is associated with us in any form. It is a privilege indeed to present before all of you a resume of the working and steady growth of our company in the year gone by that the activities of the company during the year under review have shown positive results which is conclusively reflected in its improved figures, more important, its profits and over all scale of the performance, the most reliable and salient gauge to measure the status of any commercial and industrial body.

I would also like to thank all our Stakeholders, Board, Promoters, Bankers and the Government of India for the support and assistance provided throughout our journey.

I solicit your continued cooperation to achieve the company’s goals and objectives and reach greater heights.

Sanzeev Medhi
Managing Director
Green Gas Limited



Vision

To make Green Gas Limited an unparalleled natural gas distribution company providing eco-friendly and clean fuel to transport, domestic, commercial and industrial sectors, with a total commitment to provide quality service to its customers.

Mission

To provide safe, convenient and reliable gas supply to our customers in transport, domestic, commercial and industrial sectors.

To provide a cleaner and environment friendly auto fuel to clients.

To facilitate conversions of commercial and private vehicles to CNG through external agencies by

1. Making available the quality kits; and
2. Creating a network of workshops to undertake reliable and speedy conversion to CNG

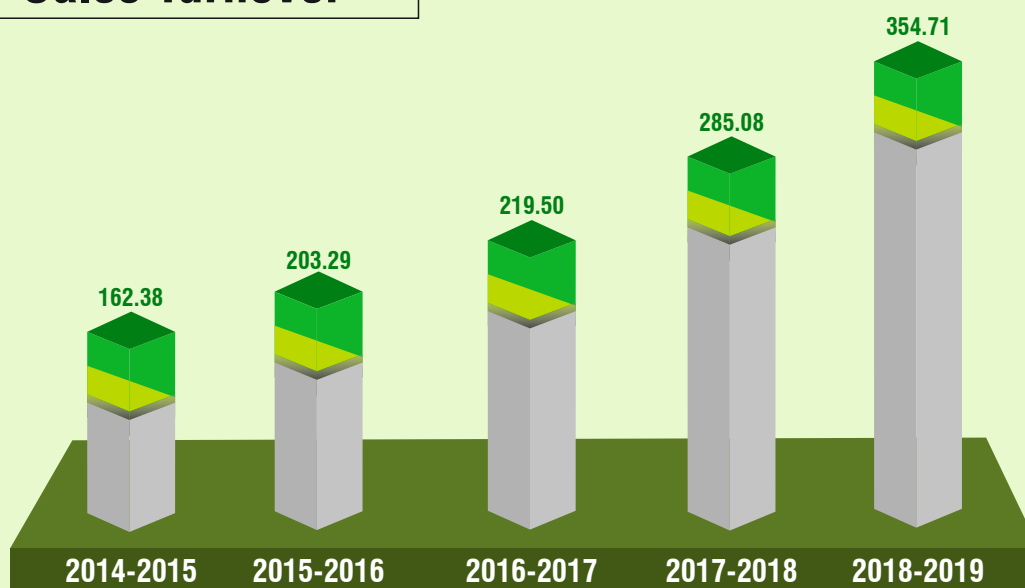




KEY FINANCIAL HIGHLIGHTS

Sales Turnover

(In Rs. Crore)



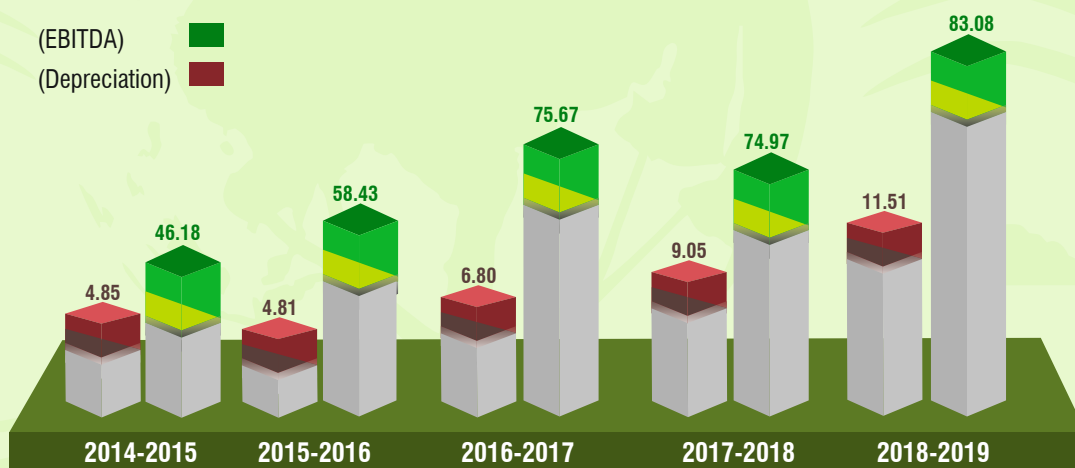
Gross Margin

(In Rs. Crore)

(EBITDA)



(Depreciation)





Note: Figures for financial year 2014-15 are not as per new accounting standards (IND AS) and Schedule III of the Companies Act, 2013. All the figures/ ratios for subsequent years are computed on the basis of figures as per IND AS. Hence the numbers of financial year 2014-15 are not fully comparable with the subsequent years.

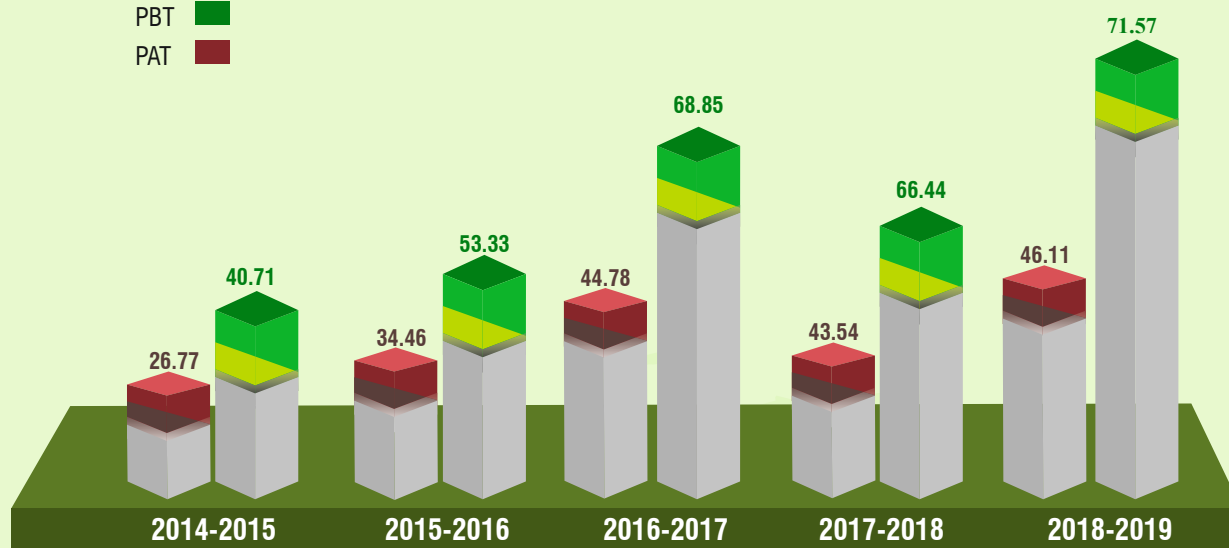


KEY FINANCIAL HIGHLIGHTS

Profitability



(In Rs. Crore)

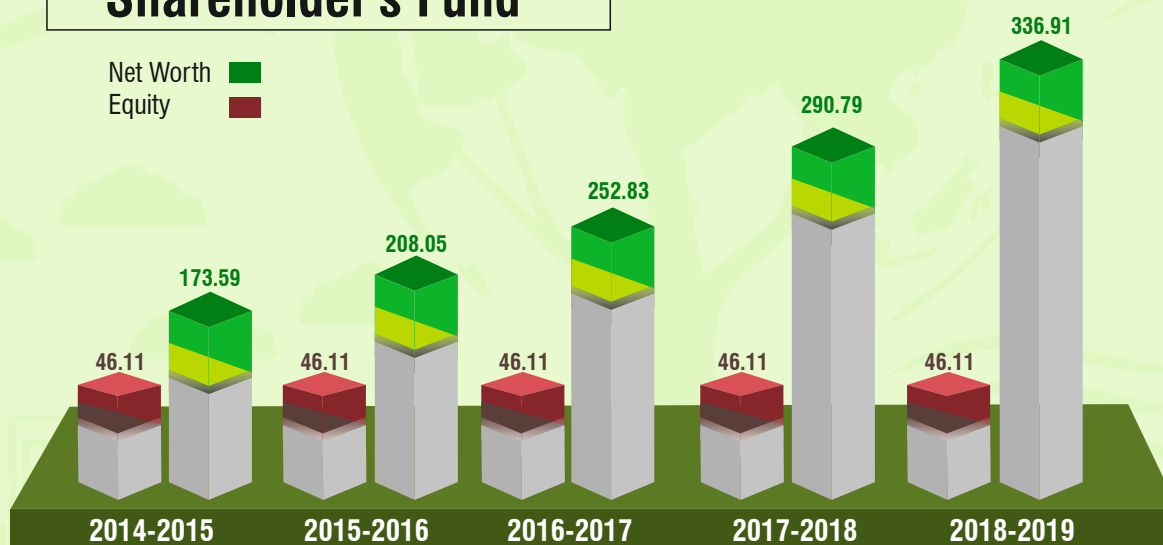
PBT 
PAT 



Shareholder's Fund

(In Rs. Crore)

Net Worth 
Equity 

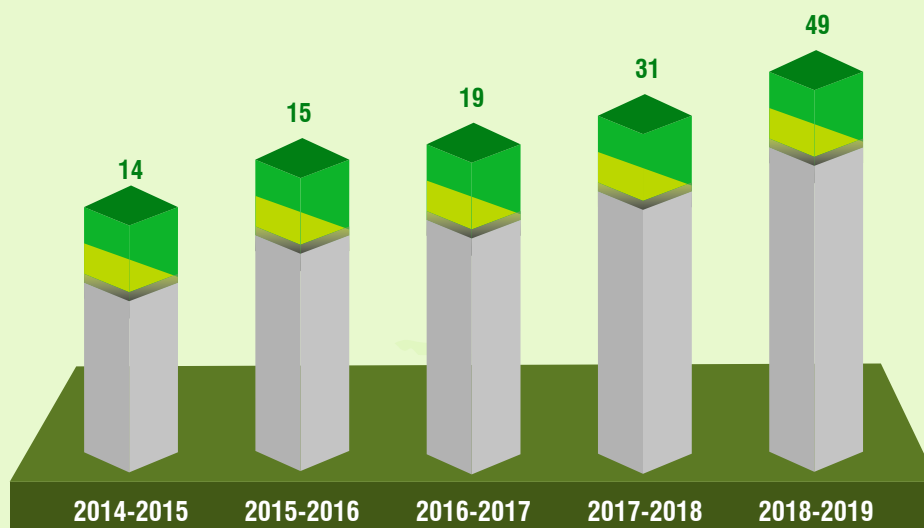




KEY OPERATIONAL HIGHLIGHTS

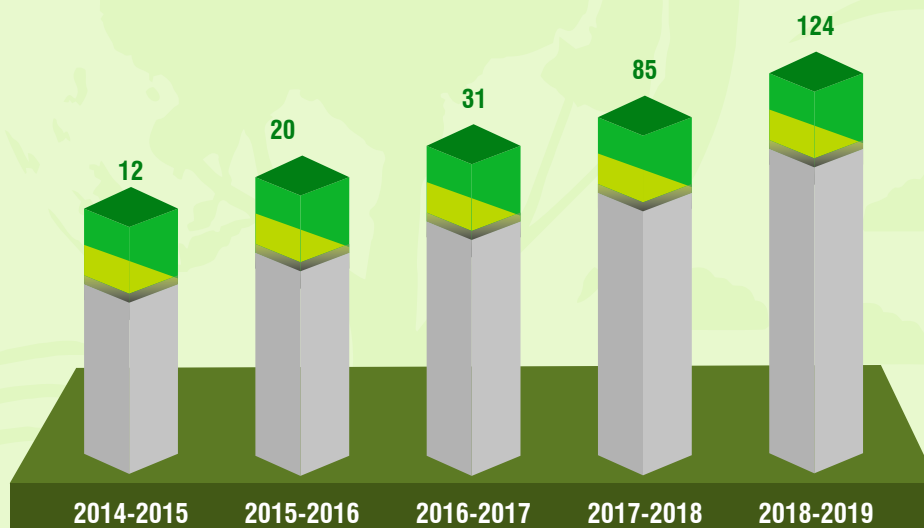
CNG Stations

(Cumulative fig. in Nos.)



PNG (I&C) Connections

(Cumulative fig. in Nos.)

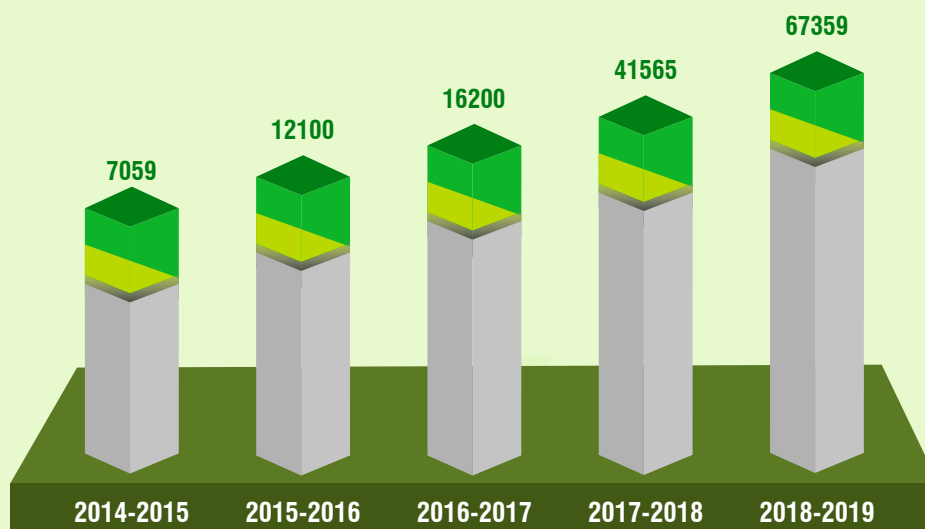




KEY OPERATIONAL HIGHLIGHTS

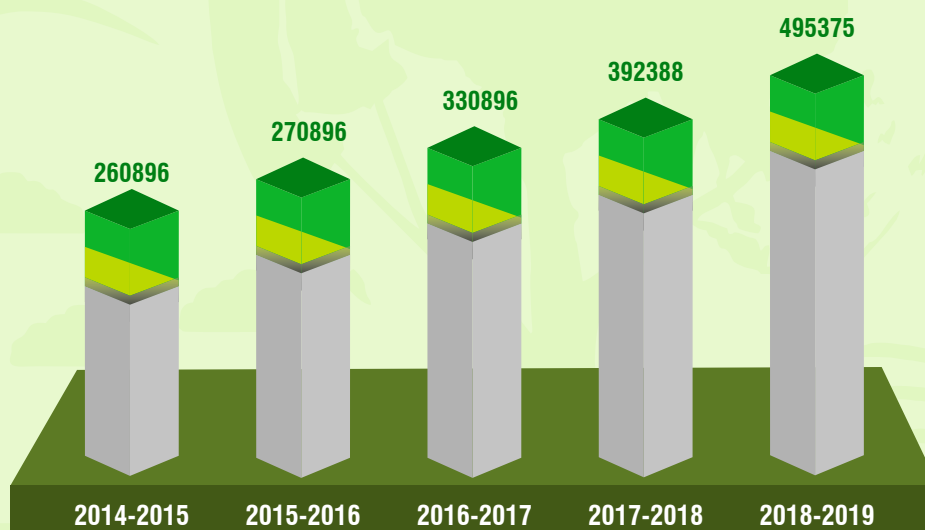
PNG (D) Connections

(Cumulative fig. in Nos.)



Compression Capacity

(Kgs. Per day)





DIRECTORS' REPORT (For the year ended March 31, 2019)

To,
The Members,

Your Directors have pleasure in presenting the 14th Annual Report of your Company together with the Audited Financial Statements for the Financial Year ended 31st March 2019.

The Directors are pleased to share with you that your company has maintained sustainable growth and earned profit in the Financial Year 2018-19.

1. NATURE OF BUSINESS

Green Gas Limited (GGL) is a Joint Venture Company of GAIL (India) Limited (GAIL) and Indian Oil Corporation Limited (IOCL). It is committed in supplying safe and uninterrupted natural gas to domestic, commercial, industrial and automotive sector at Lucknow, Agra, Unnao (except areas already authorised), Faizabad and Sultanpur Geographical Areas (GAs) of Uttar Pradesh.

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

2. PERFORMANCE OF THE COMPANY (FINANCIAL REVIEW)

GGL's summarized financial performance for the year ended 31st March 2019 is given as under:

(₹ in crore)

S.No.	Particulars	2017-18	2018-19
1.	Sales and Operating Income	285.08	354.71
2.	Excise Duty	33.65	41.59
3.	Net Sales (1 – 2)	251.43	313.12
4.	Other Income	6.88	1.89
5.	Total Revenue (3 + 4)	258.31	315.01
6.	Raw Material Consumed	138.04	171.59
7.	Operating & Other Expenses	45.30	60.33
8.	Total Expenses (6 + 7)	183.34	231.92
9.	PBDIT (5 - 8)	74.97	83.09
10.	Depreciation and Amortization	9.05	11.52
11.	Interest and finance charges	0	0
12.	Profit before Tax (9-10-11)	65.92	71.57
13.	Income Tax	19.02	20.51
14.	Deferred Tax	3.89	4.95
15.	Profit for the period (12-13-14)	43.01	46.11
16.	Prior Period Item	0.52	0.00
17.	Comprehensive Income (15+16)	43.54	46.11
18.	Profit/(loss) brought forward	206.72	244.68



Green Gas Limited

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19.	Profit/ (loss) available for appropriation	244.68	290.80
20.	Balance carried to Balance Sheet	244.68	290.80
21.	Operating Margins ([9/3]*100)	29.82%	26.5%
22.	Earnings per share (in Rs.)	9.44	10.00

* Figures rounded off

3. DIVIDEND

To meet Capex needs of the Company for laying and building infrastructure in the existing as well as newly authorized geographical areas namely Agra, Lucknow, Unnao (except areas already authorised), Faizabad and Sultanpur, the Board of Directors does not recommend any dividend for the current financial year.

4. RESERVE

During the year under review, your Company has not transferred any amount to reserve. The Company proposes to retain the entire amount of profits in the Profit and Loss Account.

5. STATE OF COMPANY'S AFFAIRS

a) Year in retrospect

Your Company began its commercial operation of selling CNG from 2nd April 2006. In its fourteenth year of operation, the Gross Turnover achieved by your Company was ₹ 354.71 crores. The Profit after Interest, Depreciation, tax, operating expenses & extraordinary items was ₹ 46.11 crores in F.Y. 2018-19 as compared to a profit of ₹ 43.54 crores reported in the previous financial year 2017-18. PAT margin fallen to 14.73% in FY 2018-19, as compared to 17.31% in FY 2017-18 mainly due to higher Operation & maintenance cost, Light Commercial Vehicle (LCV) running cost, Forecourt management cost, Employee cost and Depreciation of Assets capitalized during the year.

The Company has successfully continued scaling up of the infrastructure during the year under review in its areas of operation of Agra and Lucknow GAs. Developing infrastructure in these geographies has always been a challenge for your Company. However, the Company is endeavouring to rapidly spread its distribution infrastructure and reaching consumers in the suburban areas which are also within your Company's authorized Geographical boundaries. Growth has been maintained despite encountering complexities due to development of infrastructure by various other entities / authorities and delay in availability of statutory permissions from local authorities to build CGD infrastructure.

b) Challenges

A challenge before your Company would be to roll out its CGD infrastructure in a time bound manner to meet its regulatory targets. To address such challenges, your Company is focusing on upgrading its robust systems and processes, strengthening manpower and skill development. Further, some of the deterrents e.g. lack of nodal agency for permissions, uniform tax structure, unavailability of desired materials at optimum cost in market after 9th & 10th CGD bidding rounds of Petroleum & Natural Gas Regulatory Board (PNGRB) etc. are being addressed to the appropriate authority which must be taken care to ensure roll out of CGD infrastructure.

c) **Business planning system**

The Company has a rigorous business planning system to set targets and parameters for operations, which are reviewed with actual performance to ensure timely initiation of corrective action, if required.

The performance of the Company has been satisfactory when viewed in the light of changing regulatory and legal environment.

6. **PERFORMANCE HIGHLIGHTS (LUCKNOW & AGRA)**

- Sales Growth : Lucknow
Annual CNG Sales (in SCM) have increased by 11% compared to last financial year.
Annual PNG Sales (in SCM) have increased by 46 % compared to last financial year.
- Sales Growth : Agra
Annual CNG Sales (in SCM) have increased by 30 % compared to last financial year.
Annual PNG Sales (in SCM) have increased by 43 % compared to last financial year.

Infrastructure Growth

PNG Networks (Lucknow): Approx. 173 kms of pipeline networks were laid in the city.

PNG Networks (Agra): Approx. 205 kms of pipeline networks were laid in the city.

LAYING OF STEEL & MDPE PIPE LINES



Project work is in full swing at various locations in Agra & Lucknow G.A.'s

EVENTS AT A GLANCE



Hon'ble Prime Minister addressing through Video Conferencing



Dignitaries at Unnao G.A. Inauguration



Dignitaries at Faizabad & Sultanpur G.A. Inauguration

Inauguration events of new G.A.'s- secured in 9th Round of CGD Bidding



Shri A.K. Tiwari addressing the CFO Meet of GAIL JV's/ Subsidiaries organized by GGL



Strategic meet organized by GGL at Agra



7. AUTHORISATION FOR NEW G.A.'s

In the recently concluded 9th round of CGD Bidding conducted by PNGRB, your Company has got authorization for development of CGD network in the geographical areas of Faizabad & Sultanpur Districts and Unnao District (except areas already authorized). Your Company has entered into a Gas Sales agreement with GAIL (India) Limited. Tap off locations from GAIL pipeline have been identified for feeding the proposed network for these GA's. Various Government bodies are being followed up for identification of land for setting up of City Gate Stations (CGS) for these GA's.

8. CAPITAL EXPENDITURE AND WORKING CAPITAL MANAGEMENT

As at 31st March 2019, the fixed and intangible assets, including capital work in progress, stood at ₹ 388.32 crores. An arrangement has been made for a Rupee Term Loan of Rs 500 crores at an attractive interest rate sanctioned from the State Bank of India for funding the ongoing and future capex requirement of the company pertaining to City Gas Distribution business.

9. FUTURE OUTLOOK

Share of Natural Gas in India's energy basket is 6.2% as against 23.4% globally. The country aims to achieve share of Natural Gas in the energy basket from 6.2% to 15%.

Post 10th CGD Bidding Round- 53% of India's area and 70% of its population spread over 402 districts in 27 States/UTs would have access to CGD Networks for supply of natural gas.

Moving with the pace, your company has secured 2 new Geographical Areas in 9th CGD Bidding round and plans to make investments progressively in CGD infrastructure (PNG & CNG) at all its authorized GA's – Agra, Lucknow District, Faizabad & Sultanpur Districts, Unnao (except areas already authorized) to tap the potential business and provide quality services to its customers & create value to all the stakeholders.

10. DEPOSITS

The Company has not accepted any Deposits in terms of the provisions of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount of principal or interest payment was outstanding as on the Balance Sheet date.

11. SHARE CAPITAL AND FINANCIAL CLOSURE OF GREEN GAS LIMITED

With allotment of Equity Share Capital during the financial year 2014-15, the paid-up and subscribed share capital of Green Gas Limited is ₹ 46.11 Crores (approximately). The Company during the financial year 2018-19 has not issued any Equity Shares.

During the financial year 2018-19, GGL has not raised any loan from Banks.

12. EQUITY SHARE WITH DIFFERENTIAL RIGHTS, EMPLOYEES STOCK OPTION, SWEAT EQUITY SHARES

Your Company has not issued any shares with differential voting rights or sweat equity or ESOPS in the financial year 2018-19.

13. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES

Your Company does not have any subsidiaries, Joint venture and associate companies as on 31st March, 2019.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

15. EXTRACTS OF ANNUAL RETURN

As required under the provisions of the Companies Act, 2013, the details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as **Annexure-A** and hosted on the website of the Company www.ggonline.net

16. PARTICULAR OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

The details of Contract or arrangements with related parties referred in Sec. 188(1) of Companies Act 2013 read with Companies (Meetings of Board and its powers) Rules 2014, which are required to be given in the form AOC-2 appended as **Annexure-B**.

17. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo under the provisions of section 134(1) (m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014, are appended as **Annexure-C**.

18. PARTICULARS OF EMPLOYEES UNDER COMPANIES ACT, 2013

No employee were in receipt of the remuneration exceeding the limit as set out under section 197 (12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The list of top ten employees in terms of remuneration drawn during the financial year 2018-19 is attached as **Annexure-D**.

19. CORPORATE SOCIAL RESPONSIBILITY

Your Company believes that Corporate Social Responsibility (CSR) plays a major role in the development of any society. Therefore, it has made Corporate Social Responsibility (CSR) an integral part of its ethos and culture.



Following a Project-based approach towards all CSR interventions, as detailed in the CSR Policy, your Company has implemented CSR programs primarily in the areas which are in close proximity to the major work centers / installations of your Company, as identified under Schedule VII of the Companies Act, 2013.

The policy covers matter in the field of promoting education, health, skill development, sanitation etc. The policy intends to strive for economic development that positively impacts society at large by way of optimum utilization of resources. During the year, the Company spent entire 2% of the average net profits made during the three immediately preceding financial years amounting to Rs. 106.85 lakhs on various CSR activities. The details of the CSR Policy are available on the website of the Company www.gglonline.net

The Annual Report on CSR activities in accordance with the Companies (Corporate Social Responsibility) Rules, 2014, is appended as **Annexure- E** to this report.

20. DIRECTORS AND KEY MANAGERIAL PERSONNELS

During the year under review, tenure of Shri B. A. Reddy was extended as a Whole-time Director designated as Director (Commercial) and his appointment was regularized by shareholders in the Thirteenth Annual General Meeting of the Company held on September 22, 2018.

Subsequently, Shri Narendra Singh and Shri Deepak Kunzru, have completed their tenure as an Independent Director with effect from July 30, 2018 who were appointed for a period of three years.

As per Rule 4 of the Companies (Appointment and Qualification of Directors) Amendment Rules, 2017 an unlisted public Company which is a Joint Venture, a Wholly Owned Subsidiary or a Dormant company will not be required to appoint Independent Directors. Thus, your Company being a Joint Venture of GAIL & Indian Oil, not covered under the provisions of the Companies Act, 2013 for appointment of Independent Directors. Hence, no declarations from Independent Directors of the Company is required under section 149(7) of the Act.

Consequently, Shri G. K. Satish, nominee of Indian Oil Corporation Limited has completed his tenure as Chairman and Non-Executive Director with effect from September 22, 2018 pursuant to the Articles of Association of the Company. Shri G. K. Satish continues to act as a Non-Executive Director on the Board of the Company. Shri Anjani Kumar Tiwari, nominated by GAIL (India) Limited, has been appointed as Chairman and Non-Executive Director on the Board of the Company with effect from September 22, 2018.

The Board places on record its appreciation for valuable contribution extended by Shri Jiledar, Shri Narendra Singh and Shri Deepak Kunzru as the Director of the Company, during their tenure.

Further, Shri Sanzeev Medhi was nominated by GAIL (India) Limited as a Managing Director on the Board of the Company in place of Shri Jiledar. Accordingly, Shri Jiledar relinquished the position of Managing Director of the Company with effect from March 28, 2019, owing to withdrawal of his nomination by GAIL and repatriation to GAIL. Subsequently, Shri Sanzeev Medhi has been appointed as an Additional Director and Managing Director of the Company on non-retiring basis in line with Articles of Association of the Company and pursuant to the provisions of the Companies Act, 2013 with effect from March 28, 2019 subject to the approval of shareholders. Business with respect to his appointment is one of the agenda of the ensuing Fourteenth Annual General Meeting of the Company.

In terms of Section 152 of the Companies Act, 2013, and Articles of Association of the Company, Shri G. K. Satish, Non-Executive Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

None of the directors are disqualified under Section 164(2) of the Companies Act, 2013 from being appointed as a director of the Company.

Pursuant to Section 203 of the Act, the key managerial personnel namely Shri Sanzeev Medhi was appointed as Managing Director with effect from March 28, 2019, Shri B. A. Reddy continue to act as Whole-time Director, Shri Piyush Mishra appointed as Chief Financial Officer with effect from July 28, 2018 and Shri Nikit Rastogi appointed as Company Secretary with effect from April 7, 2018.

There being no other change in Directors and Key Managerial Personnel during the year.

21. **MANAGERIAL REMUNERATION**

The Executive and Whole-time Directors of the Company are paid remuneration as per the Secondment policy of their respective parent companies namely GAIL (India) Limited and Indian Oil Corporation Limited which are approved by the Board of Directors.

The Independent Directors are paid sitting fees of Rs. 20,000/- per Board Meeting and Rs. 10,000/- per committee for attending the meetings. The Company has not paid any remuneration to any Non-Executive Directors (other than Independent Directors) for attending meetings during the Financial Year 2018-19.

22. **BOARD EVALUATION**

In line with the requirement of the Companies Act, 2013, the Annual Performance Evaluation was conducted for all Board Members as well as the working of the Board and its Committees. This evaluation was led by the Chairman of the Company with specific focus on the performance and effective functioning of the Board. The Board evaluation framework has been designed in compliance with the requirements under the Companies Act, 2013. The Board evaluation was conducted through questionnaire having qualitative parameters and feedback based on the ratings.



The Board of Directors has carried out an annual evaluation of its own performance, its committees and individual directors based on the criteria and frame work adopted by the Board. The results of such evaluation were discussed in the Board Meeting.

23. BOARD OF DIRECTORS

a) COMPOSITION: -

The Company has four Directors on its Board comprising two Executive Directors i.e. Managing Director and Director (Commercial) and two Non-Executive Directors. The composition and category of Directors along with other Directorships as on March 31, 2019 is as follows:

Name of Directors	Category	Directorship in other Company
Shri Anjani Kumar Tiwari [DIN:07654612]	Non-Executive Director	1. GAIL (India) Limited 2. GAIL Gas Limited 3. Ratnagiri Gas and Power Private Limited 4. GAIL Global (USA) Inc. 5. GAIL Global (USA) LNG LLC
Shri Govind Kottieth Satish [DIN:06932170]	Non-Executive	1. Indian Oil Corporation Limited 2. Ind Oil Montney Ltd. 3. Ind Oil Global B. V. 4. IOT Biogas Pvt. Ltd.
Shri Sanzeev Medhi ¹ [DIN:08409465]	Director	NIL
Shri Bhimireddy Ananda Reddy [DIN:07060106]	Executive Director	NIL
Shri Jiledar ² [DIN:07560807]	Executive Director	NIL
Shri Narendra Singh ³ [DIN:07146289]	Independent Director	NIL
Shri Deepak Kunzru ³ [DIN:07254106]	Independent Director	NIL

1. Appointed as Managing Director w.e.f. 28-03-2019.

2. Resigned w.e.f. 28-03-2019.

3. Ceased to be Director w.e.f. 30-07-2018.

CSR INITIATIVES



Furniture to Govt. Schools under BSA & LNN



CSR Exemplary Award to GGL

NEW CNG MOTHER STATIONS



Kalindi Vihar CNG Mother Station at Agra



Dubagga CNG Mother Station at Lucknow

13TH ANNUAL GENERAL MEETING



13th Annual General Meeting of the shareholders held on 22.09.2018

b) ATTENDANCE OF DIRECTORS AT BOARD MEETINGS AND LAST ANNUAL GENERAL MEETING: -

During the financial year ended March 31, 2019, the Board of Green Gas Limited met 9 times at regular intervals on 7th April, 2018; 30th April, 2018; 13th June, 2018; 28th July, 2018; 25th August, 2018; 22nd September, 2018; 4th December, 2018; 26th December, 2018 and 6th March, 2019. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Detail of Meetings	Shri A. K. Tiwari	Shri G.K. Satish	Shri Jiledar	Shri B.A. Reddy	Shri Narendra Singh*	Shri Deepak Kunzru*
67th Board Meeting Dated: 07.04.2018	YES	YES	YES	YES	YES	YES
68th Board Meeting Dated: 30.04.2018	YES	YES	YES	YES	YES	NO
69th Board Meeting Dated: 13.06.2018	YES	YES	YES	YES	YES	NO
70th Board Meeting Dated: 28.07.2018	YES	YES	YES	YES	YES	YES
71st Board Meeting Dated: 25.08.2018	YES	YES	NO	YES	NOT APPLICABLE	
72nd Board Meeting Dated: 22.09.2018	YES	NO	YES	YES		
73rd Board Meeting Dated: 04.12.2018	YES	YES	YES	YES		
74th Board Meeting Dated: 26.12.2018	YES	YES	YES	YES		
75th Board Meeting Dated: 06.03.2019	YES	NO	YES	YES		
13th AGM Dated: 22.09.2018	YES	NO	YES	YES	-	-

*Ceased to be Director w.e.f. 30/07/2018

c) CONSTITUTION OF AUDIT COMMITTEE, NOMINATION AND REMUNERATION, CORPORATE SOCIAL RESPONSIBILITY COMMITTEE AND SHARE TRANSFER SUB-COMMITTEE

1) AUDIT COMMITTEE

The terms of reference and composition of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013. The Board constituted the Audit Committee consisting of the following directors:

Name of Director	Category
Shri Narendra Singh	Independent & Non-Executive Director (Chairman)
Dr. Deepak Kunzru	Independent & Non-Executive Director (Member)
Shri A K Tiwari	Non-Executive Director (Member)
Shri Jiledar	Managing Director (Member)

During the year, the Committee met three times consecutively on 07.04.2018, 30.04.2018 & 28.07.2018. The Committee was dissolved on expiration of tenure of Independent Directors on 30th July, 2018.

2) NOMINATION & REMUNERATION COMMITTEE

The terms of reference and composition of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013. The Board constituted the Nomination & Remuneration Committee consisting of the following directors

Name of Director	Category
Dr. Deepak Kunzru	Independent & Non-Executive Director (Chairman)
Shri Narendra Singh	Independent & Non-Executive Director (Member)
Shri G. K. Satish	Non-Independent & Non-Executive Director (Member)

During the year, the Committee met twice in a year on 13.06.2018 and 28.07.2018. The Committee was dissolved during the year as on expiration of tenure of Independent Directors on 30th July, 2018.

3) **CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**

The Board has constituted the Corporate Social Responsibility Committee as per provision of Companies Act 2013, consisting of the following directors:

Name of Director	Category
Shri Sanzeev Medhi ¹	Managing Director (Chairman)
Shri B. A. Reddy	Whole-time Director (Member)
Shri Jiledar ¹	Managing Director (Chairman)
Dr. Deepak Kunzru ²	Independent & Non-Executive Director
Shri Narendra Singh ²	Independent & Non-Executive Director (Member)

1. Shri Sanzeev Medhi appointed as Managing Director w.e.f. 28-03-2019 in place of Shri Jiledar who has resigned from post of Managing Director w.e.f. 28-03-2019.
2. Ceased to be Directors w.e.f. 30.07.2018.

During the year, the Committee met three times consecutively on 07.04.2018, 28.07.2018 and 24.01.2019 to discuss on various matters regarding CSR activities. The CSR Committee is re-constituted by the Board of Directors in their meeting held 25-08-2018 and 21-04-2019.

24. **DISSOLUTION OF AUDIT COMMITTEE & NOMINATION AND REMUNERATION COMMITTEE.**

The Ministry of Corporate affairs, vide notification number G.S.R. 839(E) dated 5th July, 2017 issued the Companies (Appointment and Qualification of Directors) Amendment Rules, 2017 inter-alia amending rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014. The said amended Rule 4 inter-alia provides that an unlisted public Company which is a joint venture, a wholly owned subsidiary or a dormant company will not be required to appoint Independent Directors.

It is to be further noted that Ministry of Corporate affairs vide its notification dated 13th July, 2017 also amended the provisions of Rules 6 of Companies (Meetings of Boards and its Powers) Rules, 2014 which provides that the Company covered under rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 shall constitute an Audit Committee and a Nomination and Remuneration Committee of the Board.

Green Gas Limited being Unlisted Public Company and a Joint Venture of GAIL and Indian Oil is not covered under Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014, thus does not require to constitute an Audit Committee and Nomination & Remuneration Committee.

Also, the three year tenure of Independent Directors namely Shri Narendra Singh and Shri Deepak Kunzru has expired on 30th July, 2018.

In view of the above, both the Audit Committee and Nomination & Remuneration Committee have been dissolved and CSR Committee was re-constituted.

25. SECRETARIAL STANDARDS OF ICSI

The Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS - 1) and General Meetings (SS - 2) issued by the Institute of Company Secretaries of India and approved by the Central Government.

26. AUDITORS & THEIR REPORTS

The matters related to Auditors and their reports are as under:

a) STATUTORY AUDITOR

In exercise of powers conferred by Section 139 of the Companies Act, 2013, the Comptroller and Auditor General of India (C & AG) had appointed M/s S. Srivastava & Company, Chartered Accountants [FRN: 004570C], Lucknow as Statutory Auditors of the Company for the financial Year 2018-19.

The C & AG has conducted a supplementary audit under section 143(6)(a) of the Companies Act, 2013 on the financials statements of Green Gas Limited for the year ended 31st March 2019. There is no significant qualification, reservation and adverse remark given by C&AG Auditors in their Report.

The Report given by the Statutory Auditors on the financial statements for FY 2018-19 and the Comments of Comptroller & Auditor General of India (C&AG) forms part of the Annual Report.

The comments referred to in the Auditors' Report are self-explanatory and therefore do not call for any further explanations.



b) SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the relevant provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Ms. Tanu Agarwal, Company Secretaries, Lucknow to act as the Secretarial Auditor of the Company for the financial year 2018-19. The Report of Secretarial Auditor for financial year 2018-19 is appended as **Annexure-F** to this report.

The observations made by the Secretarial Auditor in its report are self-explanatory and does not call for any further comments except that the Company had filed certain forms/ returns with delay from the specified timelines. In this regard, it is clarified that there were few instances where due to technical glitches and lapses that occurred inadvertently, certain e-forms could not be submitted within time.

c) COST AUDITOR

During the financial year 2018-19 M/s K. B. Saxena & Associates were appointed as the Cost Auditor to conduct audit of the Cost Accounting records maintained by the Company. The Cost Audit Report submitted by Cost Auditors were taken on record by Board. The Cost Audit Report is filed within the period stipulated under the Companies Act, 2013.

As per Section 148 read with Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of your Company has re-appointed M/s. K. B. Saxena & Associates, Lucknow, Cost Accountants, as the Cost Auditor of the Company for the financial year 2019-20.

The remuneration proposed to be paid to the Cost Auditor is subject to the ratification by the members at the ensuing Annual General Meeting of the Company. Accordingly, a resolution seeking members' ratification for the remuneration payable to M/s. K. B. Saxena & Associates, Cost Auditor is included in the notice convening the Annual General Meeting.

d) INTERNAL AUDITOR

The internal audit function is carried out by reputed external professional firm covering major business operations, which ensures the effectiveness of existing processes, controls and compliances.

During the year under review, M/s G. K. Surekha & Co., Chartered Accountant, Lucknow has conducted internal audit of Green Gas Limited for the financial year 2018-19 and submitted their report

27. REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors, Cost Auditors, Internal Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its officers or employees to the Board of Directors under section 143(12) of the Companies Act, 2013.

28. DISCLOSURE FOR MAINTENANCE OF COST RECORDS UNDER THE COMPANIES ACT, 2013

The Company has maintained the accounts and cost records as required and specified to be maintained u/s 148 (1) of the Companies Act, 2013.

29. VIGIL MECHANISM

The Company has a Whistle Blower Policy as part of the Vigil Mechanism, which provides a platform to the employees and directors to come forward and raise their genuine concerns or grievances pursuant to section 177 (9) of the Companies Act, 2013 and rules made there under. The details of the Whistle Blower Policy are available on the website of the Company www.gglonline.net. During the year under review, no complaint has been made by the directors and employees of the Company.

30. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

GGL has put in place an adequate system of internal control commensurate with its size and nature of its business and continuously focus on strengthening its internal control processes. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies.

The Company has engaged the services of an independent professionals to carry out the internal audit and ensure that recording and reporting are adequate and proper, the internal controls exist in the system and that sufficient measures are taken to update the internal control system. The system also ensures that all transactions are appropriately authorised, recorded and reported. Exercises for safeguarding assets and protection against unauthorised use are undertaken from time to time. The Company has also installed an extensive CCTV Surveillance system to cover the entire station premises. All these measures are continuously reviewed by the management and as and when necessary, improvements are effected.



31. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

Your Company has developed and implemented a Risk Management Policy which includes, identification of elements of risk. Risk management process has been designed to identify, assess and frame a response to risks for its mitigation.

32. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013

The Company has complied with the provision relating to the constitution of Internal Complaint Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, there were no complaints received pursuant to the provisions of the said Act.

33. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

There are no significant and material orders passed by the Courts or tribunals impacting the going concern status and the Company's operation in future.

34. CGD NETWORK SAFETY

One of the primary concerns with respect to gas distribution is the safety and security of the pipeline infrastructure. The network of pipelines being used to distribute the gas needs to be maintained at the highest operating and safety levels, because any leak can lead to catastrophic accidents. The safety regulations / guidelines are given the highest priority while taking up the CGD activities. The safety guidelines have been framed by the Petroleum & Natural Gas Regulatory Board (PNGRB), a regulatory body under the Ministry of Petroleum and Natural Gas (MoP&NG).

Petroleum and Explosive Safety Organisation (PESO) sets the guidelines for safety requirement on compression, storage, handling, refueling on natural gas for use in automotive sector. PESO also monitors safety compliances at CNG station during their visits to GGL sites.

All safety requirements in line with statutory obligations as per guidelines of PESO, PNGRB and other relevant codes/standards are being monitored and compliance of the same is being taken up from time to time. The Odorization units have been successfully commissioned at both Lucknow & Agra GA.



Green Gas Limited

(A Joint Venture of GAIL (India) Ltd. & IOCL)
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REWARDS & RECOGNITIONS



FIRE & SAFETY TRAINING & AWARENESS CAMPS





35. HEALTH, SAFETY, AND ENVIRONMENT (HSE)

Your Company continuously imparts safety education and conducts training programs for all its employees to spread awareness of safety culture. Safety is the prime motto of GGL. Your Company strongly promotes safety measures and actively strives to consolidate a firm safety culture.

Your Company is in the business of supplying Piped and Compressed Natural Gas that is environment friendly and safe. Whilst doing this, your Company adheres to high standards of Health, Safety, Environment and Security. Your Company complies with all legal and statutory requirements applicable to its operations.

Security management in your Company has evolved as the physical assurance process supporting its business. Rapid changes in socio-economic scenario led to a thorough reassessment of security management through risk assessment & reviews, especially focused on protection of critical infrastructure and support to key processes. Your Company has responded by evolving and adopting effective ways to incorporate security practices and programs into its overall business operations.

Employee involvement in HSE decision-making process is a characteristic of a positive safety culture and has also been recognized as being fundamental to the successful implementation and sustain ability of HSE management system.

Your Company promotes safety culture, where safety and health are understood to be, and are accepted as, the number one priority. Primary responsibility of your Company is always towards its people. We believe that safe behavior is essential for safety improvement and a good business performance cannot be achieved without a good performance in HSE.

36. HUMAN RESOURCES

During the year of review, the overall manpower strength was 53 numbers including 6 numbers of Women employees. During the year, your Company enjoyed harmonious and cordial human relations amongst all its employees. Your Company has been continuously working to improve human resources skills, competencies and capabilities in the Company, which is critical to achieve desired results in lines with its strategic business goals.

Employee well being is of utmost importance to us. The various HR policies on employee and their family well being were proposed and approved during the year.

37. CORPORATE GOVERNANCE

The Company's philosophy on the Code of Corporate Governance is:

- a) To ensure transparency, high degree of disclosure and adequate control system;
- b) To ensure that the decision making process is systematic and rational;
- c) To ensure full commitment of the Management to maximize shareholders value; and
- d) To ensure that the employees of the Company subscribe to the corporate values and apply them in their conduct.

38. DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO SECTION 134(5) OF THE COMPANIES ACT, 2013

Pursuant to the requirement of section 134(5) of the companies Act, 2013 in relation to Directors' Responsibility Statement, it is confirmed that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

39. ENHANCING SHAREHOLDERS VALUE

Your Company believes that its Members are among its most important stake holders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.



40. ACKNOWLEDGEMENT

The Board of Directors wish to place on record their sincere appreciation for the cooperation and continued support extended by its clients, bankers, business associates and regulatory authorities and look forward to their continued support.

Your Directors also wish to thank the promoters (i.e. GAIL & IOCL) for the valuable contribution and support received from time to time.

The Board of Directors also expresses their sincere gratitude to all employees of the Company for their cherished services and unstinted efforts during the year. Inspired by the vision of greener cities, your Directors, look forward to the future with confidence.

For and on behalf of the Board of Directors

Place: Lucknow
Date: 30-08-2019

Sd/-
B. A. Reddy
[DIN: 07060106]
Director Commercial

Sd/-
Sanzeev Medhi
[DIN: 08409465]
Managing Director



Annexure-A

FORM NO. MGT-9

Extract of Annual Return

As on the Financial Year Ended on 31.03.2019

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

I. REGISTRATION AND OTHER DETAILS:

I.	CIN	U23201UP2005PLC030834
II.	Registration Date	07-10-2005
III.	Name of the Company	GREEN GAS LIMITED
IV.	Category/Sub-Category of the Company	Public Company Limited by Shares/ Indian Non-Government Company
V.	Address of the Registered office and contact details	Fortuna Towers, 2nd Floor, 10 Rana Pratap Marg, Lucknow-226001 Tel: 0522-4088530 Fax No: 0522-4088529 Website: www.ggonline.net
VI.	Whether listed company	No
VII.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Fintech Private Limited Corporate Registry Karvy Selenium, Tower- B, Plot No. 31 & 32, Financial District, Nanakramguda, Seril in gampally Mandal, Hyderabad-500032, India. Toll Free No : 18003454001 Email : einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Natural Gas	3520	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NIL	NIL	NIL	NIL	NIL



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

I. Category-wise Share Holding:

Category of Share holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter & Promoter Group									
1) Indian									
a) Individual/ HUF	0	3	3	0	0	3	3	0.00	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	23042250	23042247	46084497	99.95	4608497	0	46084497	99.95	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub Total (A)(1) :-	23042250	23042250	46084500	99.95	46084497	3	46084500	99.95	0
2) Foreign									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
Total Promoter & Promoter Group Shareholding (A) = (A)(1) + (A)(2)	23042250	23042250	46084500	99.95	46084497	3	46084500	99.95	0
A. Public Shareholding									
1) Institutions									



(A Joint Venture of GAIL (India) Ltd. & IOCL)
CIN No: U23201UP2005PLC030834

[illegible]

II. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	GAIL (India) Limited	23042250	49.97	Nil	23042250	49.97	Nil	Nil
2.	Indian Oil Corporation Limited	23042247	49.97	Nil	23042247	49.97	Nil	Nil
3.	Shri Kamal Gwalani (jointly with Indian Oil)	1	0.00	Nil	Nil	0.00	Nil	0.00
4.	Shri Kamalesh Tripathi (jointly with Indian Oil)	1	0.00	Nil	Nil	0.00	Nil	0.00
5.	Shri Pankaj Kumar Sinha (jointly with Indian Oil)	1	0.00	Nil	Nil	0.00	Nil	0.00
6.	Shri Kamal Kumar Gwalani	Nil	0.00	Nil	1	0.00	Nil	0.00
7.	Shri Kamalesh Tripathi	Nil	0.00	Nil	1	0.00	Nil	0.00
8.	Shri Pankaj Kumar Sinha	Nil	0.00	Nil	1	0.00	Nil	0.00
	Total	46084500	99.95	Nil	46084500	99.95	Nil	

III. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Date wise Increase / Decrease in Promoters Shareholding during the year				
There is no change in the shareholding of Promoters during the F.Y. 2018-19 except inter-se transfers among promoter.					



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Sr. no	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	GAIL (India) Limited				
	At the beginning of the year	23042250	49.97	23042250	49.97
	Add/(Less): No Change	0	0	0	0
	At the End of the year	23042250	49.97	23042250	49.97

Sr. no	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2.	Indian Oil Corporation Limited				
	At the beginning of the year	23042247	49.97	23042247	49.97
	Add/(Less): No Change	0	0	0	0
	At the End of the year	23042247	49.97	23042247	49.97

Sr. no	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3.	Shri Kamal Gwalani (jointly with Indian Oil)				
	At the beginning of the year	1	0.00	1	0.00
	Less: Transfer dt.30.10.2018	(1)	0.00	0	0
	At the End of the year	0	0.00	0	0.00

Sr. no	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4.	Shri Kamalesh Tripathi (jointly with Indian Oil)				
	At the beginning of the year	1	0.00	1	0.00
	Less: Transfer dt.30.10.2018	(1)	0.00	0	0
	At the End of the year	0	0.00	0	0.00

Sr. no	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5.	Shri Pankaj Kumar Sinha (jointly with Indian Oil)				
	At the beginning of the year	1	0.00	1	0.00
	Less: Transfer dt.30.10.2018	(1)	0.00	0	0
	At the End of the year	0	0.00	0	0.00

Sr. no	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
6.	Shri Kamal Kumar Gwalani	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0.00	0	0.00
	Add: Transfer dt.30.10.2018	1	0.00	1	0
	At the End of the year	1	0.00	1	0.00

Sr. no	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
7.	Shri Kamalesh Tripathi	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Add: Transfer dt.30.10.2018	1	0	1	0
	At the End of the year	1	0	1	0

Sr. no	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
8.	Shri Pankaj Kumar Sinha	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Add: Transfer dt.30.10.2018	1	0	1	0
	At the End of the year	1	0	1	0

IV. Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) as on 31st March, 2019:

Sr. no	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Vistra ITCL (India) Limited - A/C IL and FS Pvt Equity Trust - Leverage India Fund				
	At the beginning of the year	10,000	0.02	10,000	0.02
	Bought during the year	0	0	0	0
	Sold/Transfer during the year	0	0	0	0
	At the end of the year	10,000	0.02	10,000	0.02

2.	IDFC Bank Limited				
	At the beginning of the year	10,000	0.02	10,000	0.02
	Bought during the year	0	0	0	0
	Sold/Transfer during the year	0	0	0	0
	At the end of the year	10,000	0.02	10,000	0.02
3.	Shri Kamta Prasad Roy				
	At the beginning of the year	1,250	0.003	1,250	0.003
	Bought during the year	0	0	0	0
	Sold/Transfer during the year	0	0	0	0
	At the end of the year	1,250	0.003	1,250	0.003
4.	Shri Sirish Chandra Hatwal				
	At the beginning of the year	1,250	0.003	1,250	0.003
	Bought during the year	0	0	0	0
	Sold/Transfer during the year	0	0	0	0
	At the end of the year	1,250	0.003	1,250	0.003
5.	Shri Sharat Chandra Meshram				
	At the beginning of the year	1,250	0.003	1,250	0.003
	Bought during the year	0	0	0	0
	Sold/Transfer during the year	0	0	0	0
	At the end of the year	1,250	0.003	1,250	0.003
6.	Shri Rakesh Kumar Sharma				
	At the beginning of the year	1,250	0.003	1,250	0.003
	Bought during the year	0	0	0	0
	Sold/Transfer during the year	0	0	0	0
	At the end of the year	1,250	0.003	1,250	0.003

V. Shareholding of Directors and Key Managerial Personnel as on 31st March, 2019:

Directors and Key Managerial Personnel are holding nil equity shares in the Company as on 31st March, 2019.



V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (i) Principal Amount (ii) Interest due but not paid (iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year - Addition - Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the beginning of the financial year (i) Principal Amount (ii) Interest due but not paid (iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration and	Name of MD/WTD/ Manager (₹ in Lakhs)			Total Amount (₹ in Lakhs)
		Mr. Jiledar Managing Director (Resigned w.e.f. 28.03.2019)	Mr. Sanzeev Medhi Managing Director (From 28.03.2019)	Mr. B. A. Reddy (Director- Commercial)	
1.	Gross salary a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 b. Value of perquisites u/s 17(2) Income-tax Act, 1961 c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	91.48	Nil	86.64	178.12
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
6.	Total(A)	91.48	Nil	86.64	178.12
7.	Ceiling as per the Act	Within overall Ceiling limit as prescribed under the Companies Act, 2013			

Mr. Jiledar, Mr. Sanzeev Medhi and Mr. B. A. Reddy are getting remuneration / salary from their respective employer's i.e. GAIL & Indian Oil. Your Company has paid to the promoters, i.e. GAIL & Indian Oil respectively as secondment charges as these Directors are not the employees of the Company.

Secondment charges paid to GAIL above does not include expenditure incurred by GGL on bachelor accommodation provided to the Managing Director.



B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration Name of Directors	Name of Directors		Total Amount (in ₹)
	Independent Directors	Mr. Narendra Singh*	Mr. Deepak Kunzru*	
1.	Fee for attending board/ committee meetings • Commission • Others, please specify	1,50,000	90,000	2,40,000
	Total (1)	1,50,000	90,000	2,40,000
	Other Non-Executive Directors	Mr. A.K. Tiwari	Mr. G. K. Satish	
2.	• Fee for attending board committee meetings • Commission • Others, please specify	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil
	Total (B) = (1 + 2)	1,50,000	90,000	2,40,000

*Ceased to be Director w.e.f. 30.07.2018

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

	Particulars of Remuneration	Key Managerial Personnel (₹ in Lakhs)			
		CEO	Company Secretary ¹ (Shri Nikit Rastogi)	CFO ² (Shri Piyush Mishra)	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of Perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961	Nil	7.71	9.46	17.17
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
6.	Total		7.71	9.46	17.17

1. Shri Nikit Rastogi designated as Key Managerial Personnel (CS) w.e.f. 07.04.2018

2. Shri Piyush Mishra designated as Key Managerial Personnel (CFO) w.e.f. 28.07.2018

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ Court]	Appeal made. If any (give details)
A. Company NIL					
Penalty					
Punishment					
Compounding					
B. Directors NIL					
Penalty					
Punishment					
Compounding					
C. Other Officers in Default NIL					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors

Place: Lucknow
Date: 30-08-2019

Sd/-
B. A. Reddy
[DIN: 07060106]
Director (Commercial)

Sd/-
Sanzeev Medhi
[DIN: 08409465]
Managing Director


Annexure-B
FORM NO. AOC.2

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

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

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

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2019, which are not at arm's length.

2. Details of material contracts or arrangement or transactions at arm's length basis:-

	Name(s) of the related party and nature of relationship	Nature of transaction	Transaction Value (₹ in Lakhs)	Duration of transaction	Salient terms of transactions	Date of approval by the board	Amt. paid in advance (₹ in Lakhs)
1.	GAIL (India) Limited	Gas Purchase	17327.78	F.Y. (2018-19)	The related party transactions (RPTs) entered during the year were in the ordinary course of business and on arm's length basis	Since these RPT's are in the ordinary course of business and are at arm's length basis, approval of the board is not applicable.	NIL
2.	GAIL Gas Limited	Gas Purchase	599.66	F.Y. (2018-19)			NIL
3.	Indian Oil Corporation Limited	Gas Sale	11646.49	F.Y. (2018-19)			NIL
4.	GAIL (India) Limited	Supply of Manpower Services	155.74	F.Y. (2018-19)			NIL
5.	Indian Oil Corporation Limited		86.64	F.Y. (2018-19)			NIL

For and on behalf of the Board of Directors

Sd/-

B. A. Reddy

[DIN: 07060106]

Director (Commercial)

Sd/-

Sanjeev Medhi

[DIN: 08409465]

Managing Director

Place: Lucknow
Date: 30-08-2019



ANNEXURE-C

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

A. CONSERVATION OF ENERGY

- (i) The steps taken or impact on conservation of energy: Conservation of energy is an ongoing process in the Company's activities. Detailed initiative taken given as below: -
- For newly constructed CNG Mother Stations in place of conventional Canopy lights, energy efficient Canopy lights (LED lightings) are installed.
 - Gas Genset are procured and installed at new CNG Mother Stations to provide power back during electrical mains power supply failure.
 - Existing operating compressors are equipped with Engine flow meters for monitoring and controlling Gas loss.
- (ii) The steps taken by the company for utilizing alternate sources of energy: The provision for installation of Gas Genset at upcoming CNG Station is being made.
- (iii) The capital investment on energy conservation equipments: The Company has spent negligible capital expenditure on energy conservation.

B. TECHNOLOGY ABSORPTION

The efforts made towards technology absorption-	More safe and effective odorant is being used for odorization of Natural Gas.
The benefits derived like product improvement, cost reduction, product development or import substitution-	Effective detection of Gas leaks and taking preventive actions to reduce Gas Loss.
3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported; (b) the year of import; (c) whether the technology has been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place and the reasons thereof-	Nil
The expenditure incurred on Research and Development-	Nil

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

There was no foreign exchange earnings and outgo during the year under review.

For and on behalf of the Board of Directors

Sd/-

B. A. Reddy

[DIN: 07060106]

Director (Commercial)

Sd/-

Sanjeev Medhi

[DIN: 08409465]

Managing Director

Place: Lucknow

Date: 30-08-2019



ANNEXURE-D

Details of top ten employees in terms of remuneration drawn for the Financial Year 2018-19 are as under:									
S.No.	Name of Employee	Designation	Remuneration (in Rs.)	Nature of Employment	Qualifications	Experience (in Years)	Date of commencement of Employment	Age (in Years)	Last Employment
1	Prabhakar Mishra	AGM (Projects, Operation & Maintenance)	2,006,808	Permanent	B.Sc (Engineering), MBA (DLP), Operational & IB	23.7	03-Oct-09	41	Reliance Industries Ltd.
2	Fakir Chandra Mukherjee	DGM (Projects, Operation & Maintenance / OIC)	1,651,692	Permanent	B.Tech (Electrical)	23.6	16-Mar-17	45	IOT
3	Samit Pandey	AGM (Projects, Operation & Maintenance)	1,643,602	Permanent	B.Tech (Mechanical)	14.7	01-Sep-09	41	Indraprastha Gas Limited
4	Swapna Ranjan Ray	AGM (Projects, Operation & Maintenance)	1,643,602	Permanent	B.Tech (Mechanical)	15.4	21-Nov-16	39	Hindalco Ind. Ltd.
5	Surya Prakash Gupta	Chief Manager (Marketing)	1,552,654	Permanent	B.Com (H), MBA (Oil & Gas)	14.2	21-Aug-09	36	Great Eastern Energy Corporation Ltd.
6	Rajeev Guglani	Manager Customer Service & Station In-Charge	1,370,504	Permanent	M.Com, C.S.	14.4	01-Apr-07	41	ITC
7	Ashutosh Lohumi	Manager (Customer Service)	1,370,504	Permanent	MHRM & IR	14	04-Jun-07	37	Contractual in GGL
8	Manoj Kumar	Chief Manager (Human Resources)	1,239,360	Permanent	MPM & IR	13.2	31-Mar-17	39	Essar Group
9	Chanchal Lohiya	Manager (Projects, Operation & Maintenance)	1,231,830	Permanent	B.Tech (Mechanical), MBA (Marketing)	14	21-Dec-09	38	Central U.P. Gas Limited
10	Rajat Jain	Chief Manager (Contracts & Procurement)	1,169,196	Permanent	B.Tech (Mechanical)	14	02-Jan-18	38	HQ Lamp Manufacturing Pvt. Ltd.

For and on behalf of the Board of Directors

Sd/-
Sanjeev Medhi
[DIN: 08409465]
Managing Director

Sd/-
B. A. Reddy
[DIN: 07060106]
Director (Commercial)

Place: Lucknow
Date: 30-08-2019

ANNEXURE-E

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2018-19

Corporate Social Responsibility (CSR)

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:-

Green Gas Limited (GGL) recognizes that its business activities have direct and indirect impact on the society. The Company strives to integrate its business values and operations in an ethical and transparent manner to demonstrate its commitment to sustainable development and to meet the interest of its stakeholders.

A responsible business is expected to not only take care of its stakeholders but also to engage and contribute meaningfully towards improving the quality of life of the communities and environment in which it operates. GGL follows the Board approved CSR Policy, which is in line with requirements of Companies Act, 2013.

The contents of CSR Policy of GGL are displayed on GGL's website at www.gglonline.net

2. The Composition of the CSR Committee:-
 - a) Shri Sanzeev Medhi, Managing Director as Chairman
 - b) Shri B. A. Reddy, Director (Commercial)

*Shri Sanzeev Medhi appointed as the Managing Director in place of Shri Jiledar w.e.f. 28.03.2019. Accordingly, CSR Committee was re-constituted by appointing Shri Sanzeev Medhi as Chairman CSR Committee in place of Shri Jiledar.

3. Average profit of the company for last three financial years:-Rs.5340.03Lakhs
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):- Rs.106.85 Lakhs
5. Details of CSR spent during the financial year:-
 - (a) Total amount to be spent for the financial year-Rs.106.85 Lakhs
 - (b) Amount unspent, if any- Nil
 - (c) Manner in which the amount spent during the financial year is detailed below:



S. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or programs 1) Local area or other 2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (Rs. in Lakhs)	Amount spent on the projects or programs Sub-heads 1) Direct expenditure on projects or programs. 2) Overheads (Rs. in Lakhs)	Cumulative expenditure up to the 31st March 2019 (Rs.in Lakhs) 1) Direct expenditure on projects or programs. 2) Overheads (Rs. in Lakhs)	Project Implemented: Direct or through implementing agency
1.	Providing furniture to Government Schools under Nagar Nigam and BSA	Promoting, Education	Local area i.e, Lucknow & Agra, Uttar Pradesh	39.41	38.22	38.22	Direct (Basic Shiksha Adhikari and Govt schools under Nagar Nigam)
2.	Promoting Nursing Education	Promoting Health care	Local area in Lucknow Uttar Pradesh	15.71	15.71	15.71	Direct (Through Govt. Hospitals)
3.	Uniforms to Auto / Tempo Drivers as per the initiative of Transport Department.	Social Welfare for weaker sections	Local area in Lucknow Uttar Pradesh	1.89	1.89	1.89	Direct (Through Govt. Department)
4.	Providing medical equipment to Govt. Hospital	Promoting Health care	Local area in Lucknow Uttar Pradesh	34.67	34.75	34.75	Direct (Through Govt. Hospitals)
5.	Providing equipment under Swatch Bharat Mission	Sanitation	Local area in Lucknow Uttar Pradesh	16.28	16.28	16.28	Direct (Through Lucknow Nagar Nigam)
	TOTAL (Rs. in Lakhs)			107.96	106.85	106.85	

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report: Not Applicable

7. CSR Committee Responsibility Statement:-

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company

Place: Lucknow
Date: 30-08-2019

Sd/-
B. A. Reddy
[DIN: 07060106]
Director (Commercial)

Sd/-
Sanjeev Medhi
[DIN: 08409465]
Chairman of CSR Committee

ANNEXURE-F

FORM NO. MR.3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
GREEN GAS LIMITED,
(CIN – U23201UP2005PLC030834)
FORTUNA TOWER 2ND FLOOR
10 RANA PRATAP MARG, LUCKNOW-226001, UTTAR PRADESH

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s GREEN GAS LIMITED (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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,

I hereby report that in my opinion

- i. The Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also
- ii. 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;-Not applicable as the securities issued by the Company are not listed during the period under review
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;- Not applicable as the securities issued by the Company are not listed during the period under review
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings ;-Not applicable as the Company has not made any such transactions during the financial year under review.



- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- Not applicable as the Company has not made any public offer of securities during the period under review;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992-Not applicable as the Company has not made any public offer of securities during the period under review;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009- Not applicable as the Company has not made any public offer of securities during the period under review;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/Securities And Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective 28th October 2014) - Not applicable as the Company has not granted any options during the financial year under review
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ;
 - f. 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 - Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not applicable as the Company has not delisted/propose to delist its equity shares from any stock exchange during the financial year under review;
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable as the Company has not bought back/propose to buyback any of its securities during the financial year under review.
- vi. The following other laws as may be applicable specifically to the Company:
 - a. The Air (Prevention and Control Pollution) Act, 1981
 - b. The Water (Prevention and Control Pollution) Act, 1974
 - c. The Environment Protection Act, 1986
 - d. Gas Cylinders Rules, 2004
 - e. The Legal Metrology Act, 2009
 - f. Explosives Rules, 2008
 - g. Explosives Act, 1884
 - h. The Petroleum and Natural Gas Regulatory Board Act, 2006
 - i. Petroleum Rules, 2002
 - j. The Petroleum Act, 1934

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India; and
- (ii) Listing Agreements entered into by the Company with BSE Limited for its debt instruments. – Not applicable as the securities issued by the Company are not listed during the period under review

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- (i) The Company has filed the forms as applicable and required, with the Registrar of Companies, Ministry of Corporate Affairs, Kanpur under the provisions of the Companies Act, 2013, however certain forms/ returns were filed with delay from the specified timelines.
- (ii) Compliance pertaining to Related Party Transactions, Internal Financial Controls and Risk Management Systems have been strengthened by the company.
- (iii) The company has constituted the Corporate Social Responsibility (CSR) Committee in terms of Section 135 of The Companies Act, 2013 and the rules framed thereunder, however the company has been able to spend the complete CSR amount during the FY 2018-19.
- (iv) Re-constitution of Committees upon change in membership of the Board had taken place during the year
- (v) The Company's Board of Directors is constituted as per the applicable provisions/ Sections of the Companies Act, 2013. During the year changes in the composition of the Board had taken place of which due compliance and procedures have been followed by the Company.
- (vi) The Company has appointed Company Secretary wef 07.04.2018 and Chief Financial Officer wef 28.07.2018 in compliance with the regulatory compliance under the Companies Act, 2013.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review are carried out in compliance with the provisions of the Act. The term of Independent Directors was completed and on the basis of the MCA General Circular 09/2017 dated September 05, 2017 wherein Exemption from appointment of Independent Director by an Unlisted Public Company under Joint Venture Agreement was given, the Company did not appoint Independent Directors on Board.
- The meetings of the Board of Directors and committee thereof are generally as per the Act and Secretarial Standards and notice and intimation is given to all directors to schedule the Meetings. Agenda and detailed notes on agenda are sent to all the directors, however, there was a delay in sending agenda papers in few cases. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation/ discussions at the meeting.



- During the period under review the company has made the CSR expenditure on the basis of the 2% of the average net profit of the company made during the 3 immediately preceding financial years. Though the company has made the full expenditure as per the provisions and is in compliance with the requirements of the Act, however the budgeted CSR expenditure for the FY 2018-19, was higher and the company could not spend the full amount of Budgeted CSR expenditure.
- Majority decisions are carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes.
- Rule 9A of Companies (Prospectus and Allotment of Securities) Rules, 2014 inserted by Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 dated: 10.09.2018 wherein The Unlisted Public Companies had to provide an audit report under regulation 55A of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 which shall be submitted by the unlisted public company on a half-yearly basis to the Registrar under whose jurisdiction the registered office of the company is situated in the E-Form GNL 2. The Reconciliation of Share Capital Audit Report is required to be submitted to the ROC within 30 days from the end of the half Year. The Company has duly complied with the said compliance.
- Further, the provisions of the Depositories Act 1996, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 shall apply mutatis mutandis to dematerialization of securities of unlisted public companies.. The Company under review has got its Shares dematerialized.

I further report that the systems and processes in the Company require further strengthening and improvements, considering the size and operations of the Company to enable better monitoring and ensuring of timely compliance with applicable laws, rules, regulations and guidelines.

Sd/-

(TANU AGARWAL)
Practicing Company Secretary
Membership No. : F-5514
C.P.No. 14615

Date: 08.08.2019
Place: Lucknow

Note: This report should be read with the letter of even date by the Secretarial Auditors.

To,
The Members,
Green Gas Limited
2nd Floor, Fortuna Towers,
10, Rana Pratap Marg,
Lucknow- 226 001

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as are appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I 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. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-
(TANU AGARWAL)
Practicing Company Secretary
Membership No. : F-5514
C.P.No. 14615

Date: 08.08.2019
Place: Lucknow

MARKETING CAMPAIGNS



Marketing Campaigns, Society meet camps, grievance redressal etc. organised by GGL

YEAR AT A GLANCE





BALANCE SHEET AS AT 31ST MARCH, 2019

(Rupees. in lacs)

PARTICULARS	Notes	March-2019	March-2018
1	2	3	4
ASSETS			
(1) Non-Current Assets			
(a) Property, Plant And Equipment	2	31,709.98	22,678.23
(b) Capital Work In Progress	2	7,068.48	6,418.94
(c) Other Intangible Assets	2	54.04	24.07
(d) Financial Assets			
(i) Other Financial Assets	8	42.49	39.66
(e) Non Financial Assets	3	51.35	2,697.73
Total Non-Current Assets		38,926.33	31,858.62
(2) Current Assets			
(a) Inventories	4	161.88	141.71
(b) Financial Assets			
(i) Trade Receivables	5	1,435.29	1,222.02
(ii) Cash And Cash Equivalents	6	419.53	239.53
(iii) Bank Balances Other Than Above	7	552.88	2,369.65
(iv) Other Financial Assets	8	111.02	132.53
(c) Current Tax Assets	9	496.33	535.93
(e) Non Financial Assets	10	84.64	32.12
Total Current Assets		3,261.58	4,673.49
TOTAL ASSETS		42,187.91	36,532.10
EQUITY AND LIABILITIES			
Equity Share Capital	11	4,610.95	4,610.95
Other Equity			
Reserves And Surplus	12	29,079.79	24,468.79
		33,690.74	29,079.74
Liabilities			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Other Financial Liabilities	14	2,458.03	1,825.74
(b) Provisions	16	136.94	59.81
(c) Deferred Tax Liabilities		2,364.63	1,869.77
(d) Other Non-Current Liabilities			
Total Non-Current Liabilities		4,959.60	3,755.32
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	13	1,977.87	1,724.04
(ii) Other Financial Liabilities	14	470.21	1,274.16
(b) Provisions	16	922.77	521.56
(c) Current Tax Liabilities	15	166.72	177.27
Total Current Liabilities		3,537.58	3,697.04
Total Liabilities		8,497.17	7,452.36
TOTAL EQUITY AND LIABILITIES		42,187.91	36,532.10

Significant Accounting Policies

Notes to Accounts

Notes referred to above form an integral part of Financial Statements

As per our report of even date

For S. Srivastava & Co.
FRN. No. 004570C
Chartered Accountants

Sd/-
Sanjeev Srivastava
Partner
Membership No. : 073449

Place : Lucknow
Date : 21/04/2019

For and on behalf of Board

Sd/-
B A Reddy
Director (Commercial)
DIN : 07060106

Sd/-
Piyush Mishra
Chief Finance Officer

Sd/-
Sanjeev Medhi
Managing Director
DIN : 08409465

Sd/-
Nikit Rastogi
Company secretary
A-30375

Place : Lucknow
Date : 21/04/2019



STATEMENT OF PROFIT AND LOSS

For the Year Ended 31st March, 2019

(Rupees. in lacs)

PARTICULARS	NOTES	March-2019	March-2018
Income			
Revenue From Operations	17	35,471.10	28,508.11
Other Income	18	188.84	688.07
Total Income		35,659.94	29,196.18
Expenses			
Cost Of Material Consumed	19	17,159.37	13,804.54
Changes In Inventories Of Finished Goods, Stock-In -Trade And Work-In-Progress	20	(3.72)	(0.79)
Excise Duty		4,159.15	3,365.11
Employee Benefit Expenses	21	824.13	630.98
Depreciation And Amortisation Expense	22	1,151.53	904.76
Other Expenses	23	5,212.53	3,899.27
Finance Costs		-	-
Total Expenses		28,502.99	22,603.86
Profit Before Tax		7,156.95	6,592.32
Income Tax Expense			
Current Tax		2,051.09	1,902.00
Deferred Tax	24	494.86	388.89
Profit For The Period		4,611.00	4,301.43
Other comprehensive income			
Remeasurement of post employment benefit obligations		-	52.38
Income tax relating to these items			
Other comprehensive income for the period, net of tax		-	52.38
Total comprehensive income for the period		4,611.00	4,353.80
Earnings per equity share			
Basic earnings per share		10.00	9.44
Diluted earnings per share		10.00	9.44
Significant Accounting Policies		1	
Notes to Accounts		2 - 40	
Notes referred to above form an intergral part of Financial Statements			
<p>As per our report of even date</p> <p>For S. Srivastava & Co. FRN. No. 004570C Chartered Accountants</p> <p>Sd/- Sanjeev Srivastava Partner Membership No. : 073449</p> <p>Place : Lucknow Date : 21/04/2019</p> <p>For and on behalf of Board</p> <p>Sd/- B A Reddy Director (Commercial) DIN : 07060106</p> <p>Sd/- Piyush Mishra Chief Finance Officer</p> <p>Sd/- Sanjeev Medhi Managing Director DIN : 08409465</p> <p>Sd/- Nikit Rastogi Company secretary A-30375</p> <p>Place : Lucknow Date : 21/04/2019</p>			



CASH FLOW STATEMENT

For The Year Ended March 31, 2019

		(Rupees. in lacs)	
Particulars	March-2019	March-2018	
Cash flow from Operating Activities			
Net profit before taxation and prior period adjustment	7,156.95		6,592.32
Add:			
Remeasurement of post employment benefit obligations	-	52.38	
Depreciation	1,151.53	904.76	
Interest Expense	-	-	
Preliminary expenses written off	1,151.53		957.14
Less:			
Depreciation written back		0.02	
Interest Income	88.99	358.58	
Dividend	-	461.10	
Dividend Distribution Tax	-	95.75	915.43
Operating profit before working capital changes	8,219.49		6,634.02
Changes in the Working Capital			
(Increase)/Decrease in trade receivables	(213.28)	(67.54)	
(Increase)/decrease in inventories	(20.17)	14.37	
(Increase)/decrease in other financial assets	18.68	101.94	
(Increase)/decrease in other non-financial assets	2,593.86	(1,977.28)	
(Increase)/decrease in current tax assets	39.60	47.02	
Increase/(decrease) in trade payables	253.82	869.16	
Increase/(decrease) in provisions	478.34	(26.97)	
Increase/(decrease) in Other Financial Liability	(171.67)	418.98	
Increase/(decrease) in Current tax Liability	(10.54)	-	
Increase/(decrease) in other current liabilities	-	309.85	(310.47)
Cash generated from operations	11,188.13		6,323.55
Taxes	2,051.09		1,902.00
Net cash from operating activities (A)	9,137.04		4,421.55
Cash flow from Investing Activities			
Add:			
Interest Income	88.99	358.58	
Less:			
Purchase of Fixed Asset (including CWIP)	(10,862.79)	(10,773.80)	8,834.67
Net cash from investing activities (B)	(10,773.80)		(8,476.09)
Cash flow from Financing Activities			
Add:			
Proceeds from Borrowings (Net)	-	-	-
Less:			
Interest Expense	-	-	-
Repayment of borrowings	-	-	-
Net cash from financing activities (C)	-		-
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(1,636.76)		(4,054.54)
Cash & cash equivalents at beginning of financial year (Note 6 & 7)	2,609.18		6,663.72
Cash & cash equivalents at end of financial year (Note 6 & 7)	972.41		2,609.18

Notes referred to above form an integral part of Financial Statements

As per our report of even date

For S. Srivastava & Co.

FRN. No. 004570C

Chartered Accountants

Sd/-

Sanjeev Srivastava

Partner

Membership No. : 073449

Place : Lucknow

Date : 21/04/2019

For and on behalf of Board

Sd/-

B A Reddy

Director (Commercial)

DIN : 07060106

Sd/-

Piyush Mishra

Chief Finance Officer

Sd/-

Sanjeev Medhi

Managing Director

DIN : 08409465

Sd/-

Nikit Rastogi

Company secretary

A-30375

Place : Lucknow

Date : 21/04/2019



STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED ON 31ST MARCH 2019

(Rupees. in lacs)

I) Equity Share Capital		Amounts
Balance as at April 1, 2017		4,610.95
Changes in equity share capital during the year		-
Balance as at March 31, 2018		4,610.95
Changes in equity share capital during the year		-
Balance as at March 31, 2019		4,610.95
II) Other equity		
	Retained earnings	Total
Balance as at April 1, 2017	20,114.99	20,114.99
Profit for the period	4,301.43	4,301.43
Other comprehensive income	52.38	52.38
Balance as at March 31, 2018	24,468.80	24,468.80
Profit for the period	4,611.00	4,611.00
Other comprehensive income	-	-
Balance as at March 31, 2019	29,079.80	29,079.80

GREEN GAS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1.1 COMPANY OVERVIEW

Green Gas Limited (the 'Company') was incorporated on 07.10.2005 under the Companies Act, 1956. The Company is a joint venture between GAIL (India) Limited and Indian Oil Corporation Limited. The Company's business consists of sale of Natural Gas.

The registered office is located at Fortuna Tower, 2nd floor, 10, Rana Pratap Marg, Lucknow – 226001. The financial statements of the Company for the year ended 31st March, 2019 were authorised for issue in accordance with a resolution passed by Board of directors in its meeting held on 21.04.2019.

1.2 SIGNIFICANT ACCOUNTING POLICIES

A Basis of accounting and preparation of financial statements

Ministry of Corporate Affairs notified roadmap to implement Indian Accounting Standards ('Ind AS') under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016. As per the said roadmap, the Company is required to apply Ind AS starting from financial year beginning on or after 1st April, 2016. Accordingly, the financial statements of the Company have been prepared in accordance with the Ind AS.

For all periods up to and including the year ended 31st March, 2017, the Company prepared its financial statements in accordance with the Accounting Standards notified under the Section 133 of the Companies Act 2013, read together with Companies (Accounts) Rules 2014 (Indian GAAP). The financial statements for the year ended 31st March, 2017 were the first, the Company has prepared in accordance with Ind AS.

The financial statements have been prepared on a historical cost basis except for the following:
Defined benefit plans- plan assets measured at fair value

The financial statements are presented in Indian Rupees ('INR') and all values are rounded to the nearest lacs, except otherwise indicated.

B Inventories

- i. Stock of Natural Gas in pipelines and cascades is valued at the lower of cost computed on First in First out (FIFO) basis and net realisable value.
- ii. Stores and spares are valued at weighted average cost or net realisable value, whichever is lower



C Cash and cash equivalents (for purposes of presentation in Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term (with original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value.

D Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

E Depreciation and amortisation

Depreciation and amortisation on fixed assets other than those mentioned below is provided in accordance with useful life as specified in Schedule II of the Companies Act, 2013, on straight line method on pro-rata basis.

- Assets costing up to INR 5,000 are depreciated fully in the year of capitalisation
- Computer software is amortised on straight line basis over a period of 5 years.
- After impairment of assets, if any, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

Capital assets installed at the consumers' premises have been depreciated on SLM basis in accordance with useful life as specified in Schedule II of the Companies Act, 2013.

F Revenue recognition

- i. Revenue on sale of natural gas is recognised on transfer of significant risks and rewards of ownership to the buyer. Revenue includes excise duty but excludes central sales tax and value added tax. It is measured at fair value of consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

CNG: Revenue on sale of Compressed Natural Gas (CNG) is recognised on sale of gas to customers from CNG stations.

PNG: Revenue on sale of Piped Natural Gas (PNG) is recognised based on the consumption by the consumers.

- ii. Income from deposits is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Claims (including interest on outstanding) are accounted:

- a) when there is certainty that the claims are realisable
- b) Generally at cost

Prepaid expenses upto Indian Rupees one lakhs in each case are charged to the statement of profit and loss in the year in which it is incurred.

G (a) Property, plant and equipment

- i. Property, Plant and Equipment are stated at original cost less accumulated depreciation and impairment losses, if any. Original cost includes freight, duties, taxes and other incidental expenses relating to acquisition and installation. In the case of commissioned assets where final 'payment to the contractors is pending, capitalisation is made on an estimated basis pending receipt of final bills from the contractors and subject to adjustment in cost and depreciation in the year of final settlement.
- ii. Spares which meet the definition of Property, Plant & Equipment are capitalised with the cost of plant and machinery and are fully depreciated when issued for consumption.

When a major overhauling is performed, its cost is recognised in the carrying amount of the property, plant and equipment as a replacement if the recognition criteria are satisfied. Any remaining carrying amount of the cost of the previous inspection (as distinguished from physical parts) is derecognised.

(b) Intangible Assets

Intangible assets comprise computer softwares/licenses.

(c) Capital Work in Progress

Expenditure incurred during the period of construction, including all direct and indirect expenses, incidental and related to construction, is carried forward and on completion, the costs are allocated to the respective Property, Plant and Equipment. Capital Work in Progress includes capital inventory excluding stores and spares.

H Foreign currency transactions and translations

Initial Recognition

The Company's financial statements are presented in INR, which is also the Company's functional currency. Transactions in foreign currencies are recorded on initial recognition in the functional currency at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of transaction.

I Employee benefits

Employee benefits include provident fund, pension fund, gratuity and compensated absences.

Defined contribution plans

The Company's contribution to provident fund and pension fund is considered as defined contribution plan and is charged as an expense as they fall due based on the amount of contribution required to be made and when services are rendered by the employees.



Defined benefit plans

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using 'the Projected Unit Credit method', with actuarial valuations being carried out at each Balance Sheet date. Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to the statement of profit and loss in subsequent periods. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost.

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 recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences 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 such compensated absences is accounted as under:

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

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date less the fair value of the plan assets out of which the obligations are expected to be settled.

J. Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

K. Leases

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss on straight line basis unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

L. Earnings per share

Basic earning per share is computed by dividing the profit after tax by weighted average number of equity shares outstanding during the year. Diluted earning per share is computed by dividing the profit after tax by weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

M. Taxes on income

Income tax expense comprises current tax and deferred tax. Current Tax is amount of tax for the period determined in accordance with the Income-tax Act, 1961. Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Such assets are reviewed at each balance sheet date to reassess realisation.

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

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

N. Capital Commitment

Estimated amount of contracts remaining to be executed on capital account above Rs.5 lakhs, in each case are considered for disclosure.



O. Impairment of non - financial assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss.

P. Provisions and contingencies

A provision is recognised in the financial statements where there exists a present obligation as a result of a past event, the amount of which can be reliably estimated, and it is probable that an outflow of resources would be necessitated in order to settle the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liability:

- i) is a possible obligation that arises from past events and existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the enterprise,
- ii) is a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefit will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made.

Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

Q. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker i.e. Board of Directors. The company operates in a single segment of natural gas business in the National Capital Region.

R. Operating Cycle

Based on the nature of products/activities of the Company and the normal time between purchase of natural gas and their realisation in cash or cash equivalents, the company has determined its operation cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

S. Fair value measurement

The Company measures financial instruments such as investments in mutual funds, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability at the measurement date.

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

- Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

T. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

Financial assets are recognized initially at fair value. Financial assets which are not recorded at fair value through profit or loss are recognised at fair value plus transaction cost attributable to the acquisition of the financial asset. For all subsequent measurements financial assets are classified in following categories:

Debt instruments

There are three measurement categories into which the company classifies its debt instruments:

- Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at Amortized cost. Interest Income from these financial Assets is included in Finance Income using the effective interest rate (EIR) method.



- **Fair Value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the asset's cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.
- **Fair value through profit or loss:** Assets that do not meet the criteria for Amortized cost are measured at Fair value through profit or loss. A gain or loss on a debt investment is recognized in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest Income from these financial assets is included in other income.

Impairment of financial assets

The company assesses on forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Derecognition of financial assets

A financial asset is derecognized only when:

- The company transfers the rights to receive cash flows from the financial asset or
- The company retains contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one more recipients.

Where the entity has transferred an asset, the company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards if ownership of the financial asset, the financial asset is derecognized if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

Financial liabilities

All financial liabilities are initially recognized at fair value. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdraft.

Subsequent measurement of financial liabilities depends on their classification as fair value through Profit and loss (FVTPL) or at amortized cost.



All changes in fair value of financial liabilities classified as FVTPL is recognized in the Statement of Profit and Loss. Amortized cost category is applicable to loans and borrowings, trade and other payables. After initial recognition the financial liabilities are measured at amortized cost using the EIR method. Gains and losses are recognized in profit and loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or cost that are integral part on EIR.

The EIR amortization is included as finance cost in Statement of Profit and Loss.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of the new liability. The difference in the respective carrying amounts is recognized in the Statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

1.3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

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



A. Estimation of defined benefit obligation

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

B. Impairment of trade receivables

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not to be collectible. Impairment is recognised based on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

C. Estimation of current tax and deferred tax

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to adjustment to the amounts reported in the financial statements.



NOTES TO FINANCIAL STATEMENTS

As at March 31st, 2019

(2) FIXED ASSETS SCHEDULE (DEEMED COST)

Particulars	GROSS CARRYING AMOUNT			DEPRECIATION/AMORTIZATION			NET CARRYING AMOUNT	
	As At	Additions during the period	Sales/ Adjustments during the period	IND AS ADJUSTMENT	As At	For the period	Adjustments	As At
	4/1/2018				4/1/2018		IND AS	3/31/2019
(A) Land & Building								
Freehold land	3,607.67	2,852.42	-		-		-	6,460.09
Leasehold Land	54.00	-	-		-		-	54.00
Factory Buildings	1,067.25	-	-	105.43	183.55	33.80	105.43	849.90
Total (A)	4,728.92	2,852.42	-	105.43	183.55	33.80	105.43	7,363.99
(B) Property, plant and equipment								
Plant and Machinery	23,148.84	7,456.84	168.50	3,158.03	5,091.61	1,077.21	3,158.03	24,268.36
Furniture and Fixtures	68.31	16.20	-	18.97	31.32	7.01	18.97	46.18
Computers	86.87	18.38	5.33	21.41	48.23	20.25	21.41	31.44
Total (B)	23,304.02	7,491.41	173.82	3,198.42	5,171.16	1,104.47	3,198.42	24,345.99
(C) Intangible Assets								
Computer Software	64.66	43.24	-	28.11	40.59	13.27	28.11	54.04
Total (C)	64.66	43.24	-	28.11	40.59	13.27	28.11	54.04
(D) Capital Work In Progress*	6,418.95	15,835.21	15,185.68		-	-	-	7,068.48
GRAND TOTAL (A+B+C)	28,097.61	10,387.08	173.82	3,331.97	5,395.31	1,151.53	3,331.97	31,764.02
* Adjustment include the Inter head transfer								
								22,702.30

(Rupees, in lacs)

NOTES TO FINANCIAL STATEMENTS

(Rupees. in lacs)

Particulars	March-2019	March-2018
(3) Non-Financial Assets		
Capital advances	3.72	2,651.04
Prepayment for land taken on operating lease	46.04	45.10
Deferred rent	1.58	1.58
Total	51.35	2,697.73
(4) Inventories		
Raw materials	9.90	6.10
Finished goods	8.30	4.58
Stores and spares	143.67	131.02
Total	161.88	141.71



NOTES TO FINANCIAL STATEMENTS

(Rupees. in lacs)

Financial assets	March-2019		March-2018	
	Current	Non-current	Current	Non-current
(5) Trade receivables				
Trade receivables				
Unsecured, Considered Good	1,435.29	-	1,222.02	-
Unsecured, Considered Doubtful	2.75		2.75	
Less: Allowance for doubtful debts	(2.75)	-	(2.75)	-
Total	1,435.29	-	1,222.02	-
(6) Cash and cash equivalents				
Balances with banks				
- in current accounts	333.79	-	204.11	-
Cash on hand	85.74	-	35.42	-
Total	419.53	-	239.53	-
There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.				
(7) Other Bank Balances				
In term deposits having maturity over 3 months	552.88	-	2,369.65	-
Total	552.88	-	2,369.65	-
(8) Other financial assets				
Security Deposits	-	42.49	-	39.66
Interest accrued on FD	31.05	-	27.74	-
Insurance claim receivables	5.11	-	5.11	-
Unbilled revenue	74.85	-	99.68	-
Others	-	-	-	-
Total	111.02	42.49	132.53	39.66

NOTES TO FINANCIAL STATEMENTS

(Rupees. in lacs)

Particulars	March-2019	March-2018
(9) Current tax Assets		
Opening balance	470.79	34.93
Less: Current tax payable for the year	(2,051.09)	(1,902.00)
Add: Taxes paid	2,043.90	2,337.86
	463.60	470.79
Balance with government authorities	32.73	65.14
Total	496.33	535.93
(10) Non Financial Assets		
Advances to employees	2.99	11.88
Prepayments	81.11	19.30
Current Portion of Operating lease	-	0.94
Advance to vendor	0.54	-
Total	84.64	32.12

NOTES TO FINANCIAL STATEMENTS

Equity Share Capital for the year ended on 31st March, 2019

(Rupees. in lacs)

	March-2019		March-2018	
	Number of shares	Amount	Number of shares	Amount
(11) Equity share capital				
Authorised				
10,30,00,000 Equity Shares of Rs. 10/- each	10,30,00,000	10,300.00	10,30,00,000	10,300.00
	10,30,00,000	10,300.00	10,30,00,000	10,300.00
Issued, Subscribed and Paid up				
4,61,09,500 Equity Shares of Rs. 10/- each fully paid up	4,61,09,500	46,10.95	4,61,09,500	46,10.95
	4,61,09,500	46,10.95	4,61,09,500	46,10.95
(a) Reconciliation of shares outstanding at the beginning and at the end of the year.				
Equity Shares				
Shares outstanding at the beginning of the year	4,61,09,500	46,10.95	4,61,09,500	46,10.95
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	4,61,09,500	46,10.95	4,61,09,500	46,10.95
(b) Terms and rights attached to equity shares				
(i) The company has only one class of Equity Shares having par value of Rs. 10/- per share. Each holder of Equity Shares is entitled to one vote per share.				
(ii) In the event of liquidation of the company Equity shareholders will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts.				
(c) Shares of the company held by holding / ultimate holding company				
There is no holding/ Ultimate holding company of the company.				
(d) Details of shareholders holding more than 5% shares in the company				
NAME OF SHAREHOLDER	As at Mar 31, 2019		As at March 31, 2018	
	Number of shares (in lakhs)	% holding	Number of shares (in lakhs)	% holding
GAIL (India) Limited	230.42	49.97	230.42	49.97
Indian Oil Corporation Limited	230.42	49.97	230.42	49.97

NOTES TO FINANCIAL STATEMENTS

(12) Other Equity

(Rupees. in lacs)

	March-2019	March-2018
Reserves and surplus		
Opening balance	24,468.79	20,671.83
Net profit for the period	4,611.00	4,301.43
Less: Dividend	-	(461.10)
Less: Dividend Distribution Tax	-	(95.75)
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post-employment benefit obligation, net of tax	-	52.38
Closing balance	29,079.79	24,468.79



NOTES TO FINANCIAL STATEMENTS

(Rupees. in lacs)

	March-2019	March-2018
(13) Trade payables		
Trade payables**	1,977.87	1,724.04
** Mar 2019 Includes Rupees 374.31 lacs payable to MSME creditors		
Total	1,977.87	1,724.04
(14) Other financial liabilities		
Capital creditors	307.60	893.54
Deposits /Retention money from contractors and others	122.82	335.97
Security deposits from customers	2,497.82	1,870.39
Total	2,928.24	3,099.90
Less: Non-Current Financial Liability		
Security deposits from customers	2,458.03	1,825.74
Total	470.21	1,274.16
(15) Current Tax Liabilities		
Tax Deducted At Source	45.48	49.42
Value Added Tax	114.95	119.33
Provident Fund	5.03	4.82
Goods and Service Tax	1.27	3.70
Total	166.72	177.27

NOTES TO FINANCIAL STATEMENTS

(16) Provisions	March-2019		March-2018	
	Current	Non-current	Current	Non-current
Provisions				
Gratuity	-	30.27	-	28.26
Leave encashment	-	61.61	3.96	31.55
Provision for non-serviceable asset	-	45.06	-	-
Provision for Pending Bill				
Other Expenses Payable	922.77	-	517.60	-
Total	922.77	136.94	521.56	59.81



NOTES TO STATEMENT OF PROFIT AND LOSS ACCOUNT

(Rupees. in lacs)

	March-2019	March-2018
(17) Revenue from operations		
Sale of products		
- CNG	33,871.41	27,401.60
- PNG	1,599.69	1,106.50
Total	35,471.10	28,508.11
(18) Other income		
Interest income from bank	88.99	358.58
Unwinding of discount on security deposits	0.92	0.82
Miscellaneous income	98.93	328.68
Total	188.84	688.07
(19) Cost of material consumed		
Raw materials at the beginning of the year	6.10	4.84
Add: Purchases	17,163.17	13,805.80
Less: Raw materials at the end of the year	(9.90)	(6.10)
Total	17,159.37	13,804.54
(20) Changes in inventories of finished goods, Stock-in -Trade and work-in-progress		
Opening balance		
Finished goods	4.58	3.79
Total	4.58	3.79
Closing balance		
Finished goods	8.30	4.58
Total	8.30	4.58
Total changes in inventories of finished goods, Stock-in -Trade and work-in-progress	(3.72)	(0.79)
(21) Employee benefit expense		
Salaries, wages and bonus*	717.35	562.49
Contribution to provident fund*	29.68	27.32
Gratuity	18.89	15.30
Leave Encashment	25.29	17.43
Staff welfare expenses	32.92	8.45
Total	824.13	630.98

NOTES TO FINANCIAL STATEMENTS

(22) Depreciation and amortisation expense		
Depreciation of property, plant and equipment (Note 1)	1,151.53	897.90
Amortisation of intangible assets	-	6.86
Total	1,151.53	904.76
(23) Other expenses		
Operating Expenses at CNG Stations	1,367.19	858.10
Fuel expenses	769.33	619.32
Compressor O&M and LCV hiring Charges	1,380.31	662.56
Operation and Maintenance Dispensers	46.13	45.02
Rent*	123.10	114.32
Interest and Penalty*	0.73	4.20
Advertisement & Sponserhip	61.60	46.14
Vehicle Hire and Running Expenses	109.75	406.09
<u>Repairs & Maintenance</u>		
-Plant and Machinery	28.42	102.73
-Others*	66.06	73.08
<u>Auditors Remuneration</u>		
as auditors	4.34	4.43
out of pocket expenses	-	-
Office Expenses*	115.96	461.23
Electricity Expenses*	186.72	116.90
Meeting Expenses	2.08	-
Printing and Stationery	24.34	19.30
Legal and Professional Expenses	171.15	99.55
Travelling Expenses	49.27	39.52
Bank Charges	20.02	11.68
Interest paid*	1.22	2.41
Sitting fees	2.83	6.16
Communication Expenses	20.83	-
Statutory Expenses	55.34	-
Excise duty on difference in Closing and Opening Stock	11.21	5.18
Bad Debts W/o	-	-
Selling & Distribution Expenses	350.11	-
Miscellaneous Expenses*	137.65	135.36
Corporate Social Responsibility	106.85	66.00
Total	5,212.53	3,899.27

* Include Prior period expenses



NOTES TO FINANCIAL STATEMENTS

(24) Income tax expense		
(a) Income tax expense		
Current tax	2,051.09	1,902.00
Current tax on profits for the year		
Adjustments for current tax of prior periods		
Total	2,051.09	1,902.00
Deferred tax		
Decrease (increase) in deferred tax assets		
(Decrease) increase in deferred tax liabilities	494.86	388.89
Total	494.86	388.89
Income tax expense	2,545.95	2,290.89
(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate :		
Profit before income tax expense	7,156.95	6,592.32
Tax at the Indian tax rate of 34.608% (March 31, 2019 – 34.608%)	2,476.88	2,281.47
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Reversal of depreciation due to wrong Capitalisation of Plant & Machinery	-	-
Corporate social responsibility expenditure	36.98	22.84
Other items	32.09	(18.24)
Remeasurements of post-employment benefit obligation	-	-
Adjustments for current tax of prior periods	-	2.60
Impact of Change in rate of tax on deferred tax	-	-
Excess Provisioning of Current Tax	-	2.23
Income tax expense	2,545.95	2,290.89



Green Gas Limited

Notes to balance sheet - Employee benefit obligations

25 Employee benefit obligations

	31-Mar-19			31 March, 2018		
	Current	Non-current	Total	Current	Non-current	Total
Compensated absences	5.54	56.07	61.61	3.96	31.55	35.51
Gratuity	-	30.27	30.27	-	28.26	28.26
Total employee benefit obligations	5.54	86.34	91.88	3.96	59.80	63.77

(i) Compensated absences

The leave obligations cover the Company's liability for leaves cashable on termination of employment. The leave obligation plan is a unfunded plan. The amount of the provision of Rs. 5.54 lacs (31 March, 2018: 1.58 lacs) is presented as current, since the company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The obligation towards compensated leaves which are expected to be availed or encashed beyond 12 months from the end of the year is determined by the actuary using the Project Unit Credit Method (PUC) as per Ind AS 19 at the end of each year. The following amounts reflect leave that is expected to be taken or paid within the next 12 months.

	31 March, 2019	31 March, 2018
Current leave obligations expected to be settled within the next 12 months	5.54	3.96

(ii) Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The Company has purchased an insurance policy to provide for payment of gratuity of employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

(iii) Defined contribution plans

The Company also has a defined contribution plan. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

	Present value of obligation	Gratuity Fair value of plan assets	Net amount
April 1, 2018	45.83	17.57	28.26
Current service cost	11.78	-	11.78
Interest (expense)/income	3.50	1.35	2.15
Total amount recognised in profit or loss	15.28	1.35	13.93
<i>Remeasurements</i>			
Return on plan assets, excluding amounts included in interest expense/(income)	-	0.42	(0.42)
(Gain)/loss from change in demographic assumptions	2.48	-	2.48
(Gain)/loss from change in financial assumptions	0.53	-	0.53
Experience (gains)/losses	2.35	-	2.35
Total amount recognised in other comprehensive income	5.36	0.42	4.94
Employer contributions	-	16.87	(16.87)
Benefit payments			
March 31, 2019	66.47	36.21	30.26

* As liability towards leave obligations(compensated absence) is a other long-term defined benefit plan not post employment benefit plan, remeasurements gain/(losses) are recognised in profit & loss.

The net asset disclosed above relates to funded and unfunded plans are as follows:

	31 March, 2019	31 March, 2018
Present value of funded obligations	66.5	64.0
Fair value of plan assets	(36.2)	(20.5)
Surplus/(Deficit) of funded plan	30.3	43.5
Unfunded plans	-	-
Surplus/(Deficit) before asset ceiling	30.3	43.5

Effect of asset ceiling

Based on Company's gratuity trust's arrangement with LIC of India, the benefit relating to net defined benefit asset shall be available to the Company in full in form of reduction in future contributions.

(iv) Post-Employment benefits and other long-term employee benefits

Significant estimates: actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

	Gratuity	
	31 March, 2019	31 March, 2018
Discount rate	7.55%	7.65%
Salary growth rate	10.00%	10.00%
Remaining working life	8.67 years	7.48 years
Withdrawal rate	10.00%	12.00%
Mortality Table	standard table – Indian Assured Lives Mortality (2006-08)	standard table – Indian Assured Lives Mortality (2006-08)

(v) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

	Impact on defined benefit obligation					
	Change in assumption		Increase in assumption		Decrease in assumption	
	31 March, 2019	31 March, 2018	31 March, 2019	31 March, 2018	31 March, 2019	31 March, 2018
Gratuity						
Discount rate	1%	1%	(5.97)	(3.56)	6.98	4.10
Salary growth rate	1%	1%	6.74	3.99	(5.90)	(3.54)
Attrition Rate	1%	1%	(5.41)	(3.23)	9.41	6.21
Mortality	1%	1%	(0.03)	(0.01)	0.03	0.01

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The method and types of assumption used in preparing the sensitivity analysis did not changed compared to prior period.



(vi) The major categories of plans assets are as follows:

	31-Mar-19		31-Mar-18	
	Amount	in %	Amount	in %
Fund managed by insurer	36.21	100%	17.57	100%
Total	36.21	100%	17.57	100%

(vii) Risk exposure

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

Interest rate risk: The plan exposes the Company to the risk off all in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

Salary escalation risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic risk: The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Expected contributions to post-employment benefit plans for the year ending 31 March 2020 are Rupees 43.37 lacs

The weighted average duration (based on discounted cash flow) of the defined benefit obligation is 10 years. The expected maturity analysis of gratuity and other long-term employment benefits (Leave obligation) is as follows:

	1 year	2-5 years	6-10 years	More than 10 years	Total
31 March, 2019					
Defined benefit obligation (Gratuity)	4.85	22.48	29.18	110.69	167.20
Total	4.85	22.48	29.18	110.69	167.20
31 March, 2018					
Defined benefit obligation (Gratuity)	4.65	18.26	21.13	58.91	102.95
Total	4.65	18.26	21.13	58.91	102.95

Significant judgment and estimate

Estimation of defined benefit obligation

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

26 Financial risk management

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Board of Directors.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of the same in the financial statements.

(i) Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

Financial assets are written off when there is no reasonable expectation of recovery, such as debtor failing to engage in a repayment plan with the company. The company has expects a default from some of its trade receivable and has recognised loss allowances on these receivables till the year ended March 31, 2018. However, during the year ended March 31, 2019, the Company has not encounter any such loss.

Exposure to credit risk	As at 31.03.2019	As at 31.03.2018
	Rupees in lacs	Rupees in lacs
<i>Financial assets for which loss allowance is measured using 12 months Expected Credit Losses</i>		
Trade receivables (gross)	1,438.05	1,224.77
Less: Loss allowances	(2.75)	(2.75)
Trade receivables (net)	1,435.30	1,222.02
<i>The ageing analysis of the receivables (gross of provision) has been considered from the date the invoice falls due.</i>		

Ageing analysis	As at 31.03.2019	As at 31.03.2018
	Rupees in lacs	Rupees in lacs
Upto 6 months	1,185.82	1032.84
More than 6 months	252.23	121.64

The following table summarizes the change in the loss allowances measured using life-time expected credit loss model:

	Rupees in lacs
As at 01.04.2016	-
Provided during the year	2.75
As at 31.03.2017	2.75
Provided during the year	-
As at 31.03.2019	2.75

No significant changes in estimation techniques or assumptions were made during the reporting period.



(ii) Liquidity risk

Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at a reasonable basis. Processes and policies related to such risks are overseen by senior management. Management monitors the company's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

As at 31.03.2019	Less than 1 year	More than 1 year	Total
	Rupees in lacs	Rupees in lacs	Rupees in lacs
Trade payables*	1,581.09	519.60	2,100.69
Security deposits from customers	1,101.41	1,356.61	2,458.03
Capital creditors	258.42	49.18	307.60
	2,940.92	1,925.39	4,866.32

* Retention money from contractors is grouped under Trade payable

As at 31.03.2018	Less than 1 year	More than 1 year	Total
	Rupees in lacs	Rupees in lacs	Rupees in lacs
Trade payables	1,681.07	42.97	1,724.04
Security deposits from customers	1,496.31	374.08	1,870.39
Capital creditors	628.19	265.35	893.54
Retention money from contractors and others	167.99	167.99	335.97
	3,973.56	850.37	4,823.93



Green Gas Limited

(A Joint Venture of GAIL (India) Ltd. & IOCL)
CIN No: U23201UP2005PLC030834

27. Contingent Liabilities & Commitments (to the extent not provided for):

I. Contingent Liabilities:

Sr. No.	Particulars	As at 31.03.2019 (Rs. in Lacs)	As at 31.03.2018 (Rs. in Lacs)
(a)	Claims against the Company not acknowledged as debts	NIL	55.81
(b)	Tax related matters*	3006.56	166.05
(c)	Other Matters**	1800.00	1800.00
(d)	Letter of Credit	2286.88	627.34
(e)	Bank Guarantee	11070.05	2641.05
	Total	18169.73	5290.25

*Tax Related Matters

- a) A demand of Rs. 6.78 Lacs had been raised by U P Commercial Tax Department for the financial year 2010-11 against which company has filed appeal with Additional Commissioner (Appeal), Commercial Tax Lucknow. The Appeal has since been rejected by the Additional Commissioner (Appeals), Commercial Tax Department, Lucknow against which the appeal with the Tribunal is already filed.
- b) A demand of Rs. 20.95 Lacs had been raised by U P Commercial Tax Department for the financial year 2011-12 against which company has filed appeal with Additional Commissioner (Appeal), Commercial Tax Lucknow.
- c) In respect of Assessment Year 2011-12, Income Tax Department has disallowed certain expenses claimed by the Company and has made a tax demand of Rs.94.36 Lacs on account of the same. The Company filed an appeal against the aforesaid demand with Income Tax Appellate Tribunal and the case has been set aside to CIT(A) by the Hon ITAT, Lucknow Bench. Now the case is pending before CIT (A) –I for disposal.
- d) In respect of FY 2015-16 Ex-parte Assessment order is passed by Deputy Commissioner (UP Commercial Tax Department) amounting Rs.2882 lacs for which we have appealed u/s 32.
- e) In respect of Assessment Year 2012-13, Income Tax Department has disallowed certain expenses claimed by the Company and has made a tax demand of Rs.2.47 Lacs on account of the same. The Company has filed an appeal against the aforesaid demand and same is pending with Income Tax Appellate Tribunal, Lucknow Bench.
- f) ****Other Demands**
A demand of Rs. 1000.00 Lacs and Rs 800.00 Lacs has been raised on 13th March 2014 towards Building Cess by the Building and Other Construction Workers Welfare Board, Ministry of Labour UP under Building and Other Construction Workers Welfare Cess Act 1996 for Lucknow and Agra respectively. As per the legal opinion obtained by the company the provisions of Building and Other Construction Workers Welfare Cess Act 1996 are not applicable to the company. The company has filed its reply to the concerned department with a request to quash the said demands.

Further Lucknow bench of Hon'ble Allahabad High Court had stayed the recovery of INR 1000 Lacs cess in case of Lucknow with a rider to pay INR 15.13 Lacs which were admitted by Green Gas Limited. The reassessment is in process with the Labour department, Lucknow. Further in the case of Agra, replies had been submitted long back to concerned authority against the demand of INR 800 Lacs and no further communication/intimation is received from the Labour department, Agra.

In the opinion of the management and based on earlier decisions of appellate authorities, the demands raised are likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

II. Commitments:

Sr. No.	Particulars	As at 31.03.2019 (Rs. in Lacs)	As at 31.03.2018 (Rs. in Lacs)
(a)	Estimated amount of contracts remaining to be executed on capital account and not provided for	10296.82	1215.71
(b)	Uncalled Liability on shares and other investments partly paid	Nil	Nil
(c)	Other commitments	Nil	Nil
	TOTAL	10296.82	1215.71

28. On overall basis, assets other than fixed assets have a value on realization in the ordinary course of business at least equal to the amount at which these are stated in the financial statements.

29. Earning per share

Sr. No.	Particulars	As at 31.03.2019 (Rs. in Lacs)	As at 31.03.2018 (Rs. in Lacs)
(a)	Net profit /(loss) attributable to Shareholders (Rupees in Lacs)	4611.00	4353.80
(b)	Weighted Average Number of equity shares	46,109,500	46,109,500
(c)	Basic Earnings per Share of Rs. 10/- each (in Rupees)	10.00	9.44
(d)	Diluted Earnings per Share of Rs. 10/-each (in Rupees)	10.00	9.44

30. Segment Reporting

The Company has only one line of business, which is manufacture and sale of compressed natural gas (CNG) and Piped Natural Gas (PNG). There are no other reportable segments as per Indian Accounting Standard (INDAS)-108 on “Operating Segment”.

31. In accordance with the Indian Accounting Standard (Ind AS-38) on Impairment of Assets, the company has assessed whether any indications with regard to impairment of any assets exists as on Balance sheet date. Based on such assessment, it has been ascertained that there are no such indications and thereby no formal estimate of recoverable amount has been made. Accordingly, no impairment loss has been provided in the books of account.

32. Related Party Transactions

Disclosure as required by Indian Accounting Standard (Ind AS 24) on “Related Party Disclosures” issued under Companies (Indian Accounting Standard) Rules, 2015.

List of related parties as on 31.03.2019:

(a) Promoter venturer:

- i. GAIL (India) Limited
- ii. Indian Oil Corporation Limited

(b) Key management personnels (KMPs):

- i. Mr. A.K. Tiwari, Chairman.
- ii. Mr. G.K. Satish, Director
- iii. Mr. Jiledar, Managing Director upto 28.03.2019
- iv. Mr. Sanzeev Medhi, Managing Director from 28.03.2019
- v. Mr. B A Reddy, Director (Commercial)
- vi. Mr. Piyush Mishra, CFO
- vii. Mr. Nikit Rastogi, CS

Transactions with related parties during the year:

(Rs. in lacs)

Name of Related Party	Nature of Relation-ship	Nature of Transaction	Value of Transaction during the year	Outstanding Balance at the Year end March 31, 2019	Value of Transaction during the year	Outstanding Balance at the Year end March 31, 2018
GAIL (India) Limited	Enterprise having Significant Influence.	Purchase of Natural Gas	17327.78	688.71Cr	14425.11	531.03Cr
		Remuneration (Secondment Expenses)	155.74	63.87Cr	67.97	6.44Cr
		Other Expenditure/ Payments	Nil	Nil	Nil	1.44 Dr
		Security deposits	Nil	Nil	Nil	2.00Dr
GAIL Gas Limited	Subsidiary of Enterprise having Significant Influence	Purchase of Natural Gas (Transportation Expense)	599.66	27.07Cr	513.35	21.28Cr
Indian Oil Corporation Limited	Enterprise having Significant Influence	Purchase of Natural Gas	Nil	Nil	Nil	Nil
		Sale of CNG	11646.49	454.70 Dr.	11588.33	205.55Dr
		Remuneration (Secondment Expenses)	86.64	33.52Cr	66.57	6.96Cr

Key Management Personnel

Shri Jiledar	Managing Director (w.e.f.1.6.2016till 28.03.2019)	Remuneration (Secondment Expenses)	91.48	8.28	67.26	6.44
Shri Sanzeev Medhi	Managing Director (w.e.f. 28.03.2019)	Remuneration (Secondment Expenses)	NIL	NIL	NIL	NIL
Shri B A Reddy	Director(Commercial)	Remuneration (Secondment Expenses)	86.64	9.09	103.78	6.96
Shri Piyush Mishra	Chief Finance Officer (W.e.f 28.06.2018)	Salary & Allowances	9.46	NIL	NIL	NIL
Shri Nikit Rastogi	Company Secretary	Salary & Allowances	7.71	NIL	NIL	NIL



Salaries, allowances and other related payments include payments made to the related Companies on account of Key management personnel which are also disclosed separately.

- 33.** The information required by paragraph 5 of general instructions for preparation of the statement of profit and loss as per Schedule-III of the Companies Act, 2013 :

a) Information regarding raw material & stores and spares consumed:

Particulars	31 st March, 2019 (Rs. In Lacs)	Percentage	31 st March, 2018 (Rs. In Lacs)	Percentage
Raw Material				
Natural Gas	17159.37	100%	13804.54	100%
Stores & Spares				
Indigenous	16.00	100%	16.41	100%
Imported	-	-	-	-
Total	17175.37	100%	13820.95	100%

a) CIF value of Imports:

- i) Capital goods : Nil
(Previous Year Nil)
- ii) Spare parts and components : Nil
(Previous Year: Nil)

b) Others:

- i) Expenditure in Foreign Currency : Nil
(Previous Year NIL)
- ii) Earnings in Foreign Currency : Nil
(Previous Year: NIL)

- 34.** Registry of title deeds in the name of the company for the land at CNG station, Gomti Nagar, Lucknow is pending.

- 35.** The company's vendor, GAIL (India) Limited had raised a claim of Rs.1147.37 lacs & 145.98 lacs during the financial year 2010-11 & 2011-12 towards the balance amount of spur line charges due to it with respect to previous years. The same was not shown under contingent liability since the management was of the view that the vendor's claim was not tenable. During the financial year 2012-13, GAIL (India) Limited has reversed the aforesaid claim in line with the contention of the company.

For the same, company has lodged a claim of Rs. 946.47 lacs on account of spur line charges recoverable in terms of existing agreement and which have already been paid to GAIL (India) Limited. The same is pending for settlement.



36. As per Section 135 of the Companies Act 2013, and in line with the CSR vision and mission, Green Gas Limited had incurred following expenses towards Corporate Social Responsibility in FY 2018-19

1. Green Gas Limited, had provided Table & Chairs for primary school to Basic Shiksha Adhikari amounting to Rupees 26.75 Lacs.
2. Green Gas Limited has given Rupees 19.76 Lacs to SGPGI for procurement of NEO Laser Venous Machine.
3. Green Gas Limited has given Rupees 15.71 Lacs to SGPGI to strengthen nursing education.
4. Green Gas Limited has given sight saving equipment and microscope for DMEK preparation to KGMU worth Rupees 15.00 Lacs
5. Green Gas Limited has provided the uniforms to 300 CNG Vehicle Drivers amounting to Rupees 1.89 Lacs
6. Green Gas Limited has given one compactor machine and Table & Chairs for Nagar nigam schools to lucknow smart city amounting to Rupees 27.75 lacs

Company had incurred total expenditure of Rupees 1.07 Crore on CSR activities as against Rupees 1.07 Crore approved by Board.

37. The Company's contractor M/s Taurant Projects Limited was awarded 3 contracts for steel pipelines laying at Agra. Contractor had subsequently raised a claim of Rupees 531.85 Lacs towards miscellaneous charges related to the said projects.

Company is of the view that said claims are not tenable and are based on arbitrary and imaginary facts. Further company had launched a counter claim of INR 1030.82 Lacs on the contractor for delay in project and loss of profit to the company and the case is under arbitration with sole arbitrator Hon'ble Mr. Ansar Ahmed Siddiqui, retired district and session judge. The proceedings are continuing since December 2016.

A favourable decision was obtained from the Hon'ble High Court which further appealed by the Party in commercial court Lucknow.

38. The details of amounts outstanding to Micro, Small and Medium Enterprises based on information available with the Company is as under:

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Principal amount due and remaining unpaid	—	—
Interest due on above and the unpaid interest	—	—
Interest paid	—	—
Payment made beyond the appointed day during the year	—	—
Interest due and payable for the period of delay	—	—
Interest accrued and remaining unpaid	—	—
Amount of further interest remaining due and payable in succeeding years	—	—

39. Previous year figures have been regrouped and reclassified wherever considered necessary. Figures are rounded off to lakh rupees with two decimal points.

For and on behalf of Board

As per our report of even date
For S. Srivastava & Co.
FRN. No. 004570C
Chartered Accountants

Sd/-
Sanjeev Srivastava
Partner
Membership No. : 073449

Place : Lucknow
Date : 21/04/2019

Sd/-
B A Reddy
Director (Commercial)
DIN : 07060106

Sd/-
Piyush Mishra
Chief Finance Officer

Sd/-
Sanjeev Medhi
Managing Director
DIN : 08409465

Sd/-
Nikit Rastogi
Company secretary
A-30375

Place : Lucknow
Date : 21/04/2019



Independent Auditors' Report

To,
The Members
Green Gas Ltd,
2nd Floor, Fortuna Tower,
10, Rana Pratap Marg, Lucknow.

Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the standalone financial statements of Green Gas Limited, which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit/loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Responsibility of Management for Standalone Ind AS Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

Emphasis of Matter

We draw attention to the following matters in the Notes to the financial statements:

The attention is drawn to Note No. 35 stating that claim amounting to Rs. 946.47 lacs on account of spur line charges recoverable in terms of existing agreement and which have already been paid to GAIL India Limited, is pending for settlement. Our opinion is not qualified in respect of this matter.



Other Matters

1. The Debtors of the company includes unidentified credits of Rs. 86,31,152.05 as unidentified debtors, credited in the bank account of the company, the nature of which could not be ascertained in absence of any information of such credit.
2. The Company has paid Rs 54,00,000.00 for purchase of land at Gomti Nagar in 2006-07, but the registry of the 600 sq. Meter of land is still pending.
3. UPSRTC has raised demand of Rs. 73,60,000.00 in the year 2010, against the land possessed by the company, but the company has not made any committed liability for the same.
4. In absence of non availability of the complete working of the normal/ abnormal loss of gas, the correctness/impact of loss of Gas on the Profit of the Company, is not verifiable/unascertainable.
5. The Company has not made any provision on Outstanding Trade receivable of Rs. 73,25,196.96 which are outstanding for more than Three years.
6. The Company has identified non- moving mandatory spares having a value of Rs.1,81,08,789.62 which were purchased in the Year 2007-08.

Our opinion is not modified in respect of above matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the order") issued by the Central Government of India in terms of sub section (11) Section 143 of the Act, we give in the **Annexure A**, statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by direction issued by the office of the Comptroller & Auditor General of India under section 143(5) of the Act, we give Annexure II(a), II(b) and Annexure no. III under section 143(3) (i) of companies Act 2013 , a statement on the matter specified in the directions.

The CAG of India has issued directions under section 143(5) of the Companies Act, 2013 for the FY 2018-19, the compliance of which are set out below;

- 1) The Company has IT system in place and all the accounting process are processed through SAP. All the accounting transactions are processed through IT System only. No transactions are processed outside the IT System.
- 2) There is no case of restructuring of any existing loan as well as no case of waiver/written off of any debt/loan/interest made by lender was found.
- 3) The company has not received any funds for any specific scheme from any Central/State agencies during the year.



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

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.

- (a) 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.
- (b) The company do not have any branch office.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure B.**
- (g) With respect to the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us –

- I. The company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note 27 (i) to the financial statements.
- ii. The company has made provision, as required under the applicable law and accounting standards, for material foreseeable losses, if any, and as required on long term contracts including derivative contracts.
- iii. No amount is required to be transferred to the Investor Education and Protection Fund by the Company

Place : Lucknow
Date : 21.04.2019

For **S.Srivastava & Co**
Chartered Accountants
FRN 004570C

Sd/-
(Sanjeev Srivastava)
M.N. 073449
Partner

Annexure A referred to in our Independent Auditors' Report of even date to the Members of Green Gas Limited on the Standalone Ind AS financial statements for the year ended on 31st March, 2019.

On the basis of such tests as we considered appropriate to apply, the information and explanations rendered to us by the management during the course of audit, we report as under:-

(i)	(a)	The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets as required by the Companies Act, 2013.
	(b)	The company has carried out physical verification of the fixed assets once during the year and 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 the all immovable properties are held in the name of the company except for freehold land at CNG Station, Gomtinagar, Lucknow measuring 600 sqmtrs., whose title is yet to be registered in the name of the Company.
(ii)		The inventory of the company has been physically verified by the management once during the year and no material discrepancies were noticed on such verification.
(iii)		According to the information and explanations given to us and on the basis of our examination of the records of the Company, no loans secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 have been granted by the Company.
(iv)		The Company has no loans, investments, guarantees and security covered under the provisions of Section 185 and 186 of the Companies Act, 2013. Thus, paragraph 3 (iv) of the Order is not applicable to the Company.
(v)		As per the information and explanation given to us, the company has not accepted any deposits from public, hence the directions issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under are not applicable to the Company.

(vi)		As per the information and explanation given to us, the company has maintained the cost records for the financial year 2018-19 as prescribed under section 148 (1) of the Companies Act 2013. The Cost Audit report for the FY 2018-19 is not available to us, therefore we are unable to comment on any findings of Cost Audit Report, if any.
(vii)	(a)	According to the information and explanation given to us and on the basis of our examination of records, the Company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales tax, Service tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other statutory dues Other than the above and according to the information and explanation given to us, no other undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, duty of Customs, duty of Excise, Value Added Tax, Cess.





(b)

As informed to us, the following dues have not been deposited by the Company on account of disputes: -

S No.	Name of the Statute	Assessment Year	Amount involved (Rs. lakhs)	Amount deposited	Forum where dispute is pending
1.	UP VAT Act, 2008	2011-12	6.78	-----	Appeal pending with Tribunal Commercial Tax, Lucknow
2.	UP VAT Act, 2008	2012-13	20.95	Rs12.57 lakhs in the form of FD & Rs 8.38 lakhs against Stay order	Additional Commissioner (Appeals), Commercial Tax, Lucknow
3.	Income Tax Act, 1961	2011-12	94.36	-----	Assessing Officer, Income Tax, Lucknow
4.	Income Tax Act, 1961	2012-13	2.47	-----	Income Tax Appellate Tribunal, Lucknow Bench
5.	Building and Other Construction Workers Welfare Cess Act 1996	2009-2014	1,800.00	-----	Office of the Regional Labour Commissioner (Central), Kanpur
6.	U.P.VAT ACT 2008	2016-17	2882.19	-----	Deputy Commissioner Commercial Tax, Lucknow



(viii)		The Company does not have any loans or borrowings from any financial institution, banks, government or dues to debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
(ix)		As per the explanations given by the management and on the basis of our examination of records, the Company has not raised money by way of initial public offering (including debt instruments) and term loans.
(x)		According to the information and explanations given to us, we report that neither any fraud on or by the Company by its officers or employees has been noticed or reported during the year, nor have we been informed of any such case by the management.
(xi)		According to the information and explanation given to us and based on our examination of the records of the Company, it has paid /provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
(xii)		In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
(xiii)		According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details of such transactions have been disclosed in the Standalone Ind AS financial statements as required by the applicable accounting standards.
(xiv)		According to the information and explanations given to us and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
(xv)		According to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable.
(xvi)		The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place : Lucknow
Date : 21.04.2019

For **S.Srivastava & Co**
Chartered Accountants
FRN 004570C

Sd/-
(Sanjeev Srivastava)
M.N. 073449
Partner



Annexure B referred to in our Independent Auditors' Report of even date to the Members of Green Gas Limited on the financial statements for the year ended on 31st March, 2019

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (i) OF SUB SECTION 3 OF SECTION 143 OF THE COMPANIES ACT 2013

We have audited the internal financial controls over financial reporting of Green Gas Limited as of March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company 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 the 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. These responsibilities include the design implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information as required under the Companies Act, 2013.

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 Companies Act, 2013, to the extent applicable to an audit of Internal Financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial reporting is a process designed to provide reasonable assurance 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 expenditure 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 material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

According to the information and explanations given to us and on our audit, the following control deficiencies have been identified in operating effectiveness of the Company's internal financial control over financial reporting as at 31st March 2019;



- a) During the course of our audit, we noticed the under mentioned control issues in SAP that There is no quantitative mapping of the principal item i.e. Natural Gas with respect to its Purchase, Sale and conversion of natural gas into CNG.
- b) During the course of our audit we came across a number of cases where the Piped Natural Gas customers have not been billed for usage of PNG domestic gas. In a number of cases the bi-monthly billing cycle has not been strictly followed there by resulting in the postponement of revenue.
- c) While reviewing Bank Guarantees, received from the vendors, we observed that confirmations from banks with respect to 18 bank guarantees amounting in total to Rs. 1,21,18,990.00 are still pending.

A material weakness is a deficiency or a combination of deficiencies in internal financial control over financial reporting such that there is reasonable possibility that a material misstatement of the Companies' annual or interim financial statements will not be prevented or detected on timely basis.

In our opinion, except for the effects/probable effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has maintained in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019 based on the internal control over financial reporting criteria established by the company considering the essential components of the internal control stated in the guidance note on audit of internal financial control over financial reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of March, 31st 2019 standalone Ind AS financial statements of the company and these material weakness does not affect our opinion on the standalone financial statements of the company.

Place : Lucknow
Date : 21.04.2019

For **S.Srivastava & Co**
Chartered Accountants
FRN 004570C

Sd/-
(Sanjeev Srivastava)
M.N. 073449
Partner



COMMENTS OF C&AG- SUPPLEMENTARY AUDIT

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143 (6) (b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF GREEN GAS LIMITED FOR THE YEAR ENDED 31 MARCH 2019.

The preparation of financial statements of Green Gas Limited for the year ended 31 March 2019 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 standard on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 21 April 2019.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the financial statements of Green Gas Limited for the year ended 31 March 2019 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 auditor and is limited primarily to inquiries of the statutory auditor and company personnel and a selective examination of some of the accounting records.

On the basis of my audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to statutory auditor's report under section 143 (6) (b) of the Act.

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

**Sd/-
(Prachi Pandey)**

Principal Director of Commercial Audit
& ex-officio Member, Audit Board – II,
New Delhi

Place: New Delhi
Date: 22.07.2019



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GREEN GAS LIMITED

(A Joint Venture of GAIL (India) Ltd. & IOCL)

For Better Environment and Clean Air to Breathe

REGISTERED OFFICE

Fortuna Tower, 2nd Floor, 10 Rana Pratap Marg, Lucknow-226 001 (UP)

Tel.: 0522-4088530 | **Fax:** 0522-4088529

Web.: <https://ggionline.net>