

MAITHON POWER LIMITED

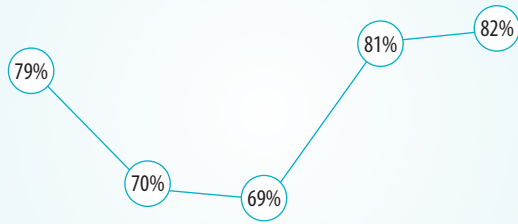
(a Joint venture of Tata Power & DVC)



23rd Annual Report 2022-23

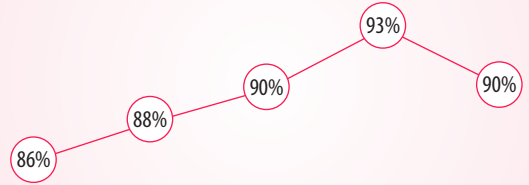


PLF



FY19 FY20 FY21 FY22 FY23

Plant Availability



FY19 FY20 FY21 FY22 FY23

Revenue (Cr)



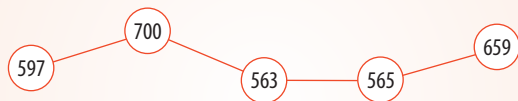
FY19 FY20 FY21 FY22 FY23

EBITDA (Cr)



FY19 FY20 FY21 FY22 FY23

Cash Profit (Cr)



FY19 FY20 FY21 FY22 FY23

PAT (Cr)



FY19 FY20 FY21 FY22 FY23

CORPORATE INFORMATION

Corporate Identity Number (CIN)	U74899MH2000PLC267297
Board of Directors (as on 31st March 2023)	<ul style="list-style-type: none"> ● ● Mr. Vijay Namjoshi, <i>Chairman</i> ● ● Mr. Amarjit Chopra ● ● Mr P R Ravi Mohan ● ● Mr Narendra Nath Misra ● ● Mr. Joydeep Mukherjee ● ● Ms Nita Jha ● Non Executive ● Non Independent ● Independent
Key Managerial Personnel	Mr. Vijayant Ranjan, Chief Executive Officer Mr. Kajal Kumar Singh, Chief Financial Officer Ms. Mona Purandare, Company Secretary
Statutory Auditors	M/s. S.R. Batliboi & CO. LLP
Cost Auditors	M/s. Sanjay Gupta & Associates
Debenture Trustees	SBI CAP Trustee Company Limited 6 th Floor, Apeejay House, 3, Dinshaw Wachha Road, Churchgate, Mumbai. Tel. No. : +91 22 4302 5555 Fax No. : +91 22 2204 0465 E-mail : DT@sbicaptrustee.com
Registrar and Transfer Agent	TSR Consultants Private Limited (formally known as TSR Darashaw Consultants Private Limited) C-101, 1 st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083. Tel No. : 022 6656 8484 Fax No. : 022 6656 8494 E-mail : csg-unit@tcplindia.co.in Web : www.tcplindia.co.in
Bankers	HDFC Bank Limited State Bank of India Kotak Mahindra Bank Limited Axis Bank Limited Union Bank of India
Registered Office	Corporate Center, 34 Sant Tukaram Road, Carnac Bunder, Mumbai - 400 009, Maharashtra, India. Tel No.: (022) 6717 1174 E-mail : cs-mpl@tatapower.com Website: www.tatapower.com/mpl
Plant	Village Dambhui, P.O. Barbindia, P.S. Nirsa, District Dhanbad - 828 205, Jharkhand, India. Tel No.: +91 70336 99446

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Annual General Meeting

Date : Monday the 12th June 2023
Time : 11:00 a.m.
Venue : through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"),
at Corporate Centre, 34 Sant Tukaram Road, Carnac Bunder,
Mumbai 400 009.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD ANNUAL GENERAL MEETING OF MAITHON POWER LIMITED will be held on Monday the 12th day of June 2023 at 11a.m through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To confirm payment of Interim dividend on Equity Shares for the financial year ended 31st March 2023
3. To appoint a Director in place of Mr. Joydeep Mukherjee (DIN 08605394), who retires by rotation and, being eligible, offers himself for re-appointment.

4. Special Business:**Appointment of Mr P R Ravi Mohan as an Independent Director**

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

"RESOLVED that pursuant to the provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr P R Ravi Mohan.(DIN 08534931), who was appointed as an Additional Director of the Company with effect from 20th March 2023 by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and who holds office upto the date of the Annual General Meeting of the Company under section 161 (1) of the Companies Act 2013(the Act), who is eligible for appointment and who has consented to act as a director of the Company and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.

FURTHER RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Act, Mr P R Ravi Mohan.(DIN 08534931), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company, with effect from 20th March 2023 upto 19th March 2026."

5. Appointment of Mr. Narendra Nath Misra as an Independent Director

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

"RESOLVED that pursuant to the provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr Narendra Nath Misra (DIN:00575501), who was appointed as an Additional Director of the Company with effect from 20th March 2023 by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and who holds office upto the date of the Annual General Meeting of the Company under section 161 (1) of the Companies Act 2013(the Act), who is eligible for appointment and who has consented to act as a director of the Company and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.

FURTHER RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Act, Mr Narendra Nath Misra (DIN:00575501), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation be and is hereby appointed as an Independent Director of the Company, with effect from 23rd March 2023 upto 22nd March 2026."

6. Appointment of Ms Nita Jha as a Director

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

"RESOLVED that pursuant to the provisions of the Companies Act, 2013 (the Act), (including any modification or re-enactment thereof) the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Nita Jha (DIN 10066247), who was

appointed as an Additional Director of the Company with effect from 23rd March 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of the 'Act' and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing, under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

7. Alteration to the Articles of Association

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

RESOLVED that pursuant to the provisions of section 14 of the Companies Act 2014 and other applicable provisions if any, read with the rules thereunder (including any statutory modifications or e-enactment thereof, for the time being in force), consent be and is hereby accorded for alteration of the Articles of Association of the Company by inserting the following clause after article 86D.

86E. Debenture Director.

Any Trust Deed for securing debentures or debenture stock may, if so arranged, provide for the appointment from time to time by the trustees thereof or by the holders of the debentures or debenture stock of some person to be a Director of the Company and may empower such trustees or holders of debentures or debenture stock from time to time to remove any Director so appointed. The Director appointed under this Article is herein referred to as the "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or subject to the provisions of the Act be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

8. Ratification of Cost Auditors' Remuneration

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

"RESOLVED that pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactments(s) thereof for the time being in force], the Company hereby ratifies the remuneration of ₹ 2.40 lakh per annum plus GST and out of pocket expenses payable to M/s Sanjay Gupta & Associates, who are appointed by the Board of Directors as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2023-24.

NOTES:

Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the 23rd Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members. In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) vide Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and the MCA circulars, the 23rd AGM of the Company is being held through VC/OAVM on Monday, 12th June, 2023 at 11.00 a.m. (IST). The proceedings of the 23rd AGM shall be deemed to be conducted at the Registered Office of the Company at C/o The Tata Power Company Limited, Corporate Centre, B Block, 34 Sant Tukaram Road, Carnac Bunder, Mumbai 400 009

- (b) As per the provisions of Clause 3.B.IV. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos.4 and 8 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
- (c) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the business as set out in Item Nos.4 to 8 above and the relevant details of the Directors seeking re-appointment/appointment as set out in Item Nos. 3 to 6 above as required under Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.
- (d) **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

- (e) Corporate members intending to appoint their authorized representatives to attend the AGM are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the AGM.
- (f) In line with the MCA Circular dated 5th May 2020, Notice of the AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose email address are registered with the Company.
- (g) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (h) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at mona.purandare@tatapower.com
- (i) INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM FACILITY ARE AS UNDER:**
- The Members will be provided with a facility to attend the AGM through VC/OAVM through the Microsoft Team platform and they may access the same from the link sent on their e-mail. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM and pose questions.
 - The Members may join the AGM through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to allow camera and to use Internet with a good speed to avoid any disturbance during the AGM. Please note that the participants connecting from the Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
 - The Chairman shall at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting, for all those Members who are present during the AGM through VC/OAVM.
 - Only those Members who will be present at the AGM through VC/OAVM facility and are otherwise not barred from doing so, shall be eligible to vote at the AGM.
 - Members who need assistance before or during the AGM may contact Ms. Mona Purandare, Company Secretary by e-mailing at mona.purandare@tatapower.com
 - The Notice will also be available on the Company's website at www.tatapower.com/mpl
 - The AGM shall be conducted through Microsoft Teams platform and as the number of members is less than 50, the Chairman may decide to conduct the voting by show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the AGM, Members are requested to convey their vote at mona.purandare@tatapower.com
- (j) Members desiring inspection of statutory registers during the AGM may send their request in writing to the Company at mona.purandre@tatapower.com
- (k) All the documents referred to in this Notice along with statutory records and registers/returns including 'Register of Directors and Key Managerial Personnel and their shareholding' as maintained under Section 170 of the Act, shall be available for inspection electronically during business hours except Saturday, Sunday and National Holiday from the date hereof up to the date of this AGM and during the AGM. Members seeking inspection of such documents may send their request in writing in advance to the Company at mona.purandre@tatapower.com

Mumbai, 13th April 2023

By Order of the Board of Directors,
For **Maithon Power Limited**

Registered Office:

Corporate Center, 34 Sant Tukaram Road,
Carnac Bunder, Mumbai 400 009.
CIN: U74899MH2000PLC267297
Tel: 91 22 67171236
Email: at mona.purandare@tatapower.com
Website: www.tatapower.com/mpl

Mona Purandare
Company Secretary
ACS No: 11327

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos.4 to 8 of the accompanying Notice dated 13th April 2023:

Item No.4 & 5:

In terms of Section 149 of the Act read along with the Companies (Appointment and Qualifications of Directors) Rules, 2014, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members, the Board vide resolution passed on 13th March 2023, appointed Mr. P R Ravi Mohan and Mr Narendra Nath Misra, as Additional (Independent) Directors of the Company not liable to retire by rotation for a period of three years commencing with effect from 20th March 2023 upto 19th March 2026 and 23rd March 2023 to 22nd March 2026 respectively. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to seek approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received from Mr. P R Ravi Mohan and Mr Narendra Nath Misra (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the "Rules"); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he/she is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that he/she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"); (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations that he/she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his/her ability to discharge his/her duties and (v) Declaration pursuant to NSE Circular No NSE/CML/2018/24 dated June 20, 2018, that he/she has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

They have also confirmed respectively that they are in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs

A brief profile of the Directors is given below:

- i) **Mr P R Ravi Mohan** has rich experience of top leadership in Indian and international banking sectors and was engaged in providing technical assistance regarding banking supervision and financial stability to 13 countries in Sub Saharan Africa. He holds a degree in Science and Master's in Physics from Kerala University and a Master's degree in business administration from Birmingham University. He is a certified associate of the Indian Institute of Bankers.

He is currently Chairman of ESAF Small Finance Bank Limited. Before taking up this assignment he was heading the Banking Supervision Department of Reserve Bank of India, responsible for the supervision of commercial banks in the country. He also worked as Chief General Manager with the Department of Banking Operations and Development (DBOD) of RBI, where he was involved in regulation of the commercial banking system in the country. He was a resident advisor in financial sector supervision with the International Monetary Fund, AFRITAC South, Mauritius. Besides ESAF Small Finance Bank Limited, he is also on the board of TP Renewable Microgrid Limited.

- ii) **Mr Narendra Nath Misra**

Mr Misra was Director (Operations) of NTPC Ltd. (NTPC), a Maharatna Company, for 4 years. He joined NTPC as an Executive Trainee in 1977 after graduating in Electrical Engineering with Hons from REC, Rourkela. He worked in various areas and became a Member of the Board in 2010.

He has an in depth experience in all facets of Power Sector like Design, Engineering, Contracts & Procurement, Human Resources and Operation Services. He was responsible for successful implementation and commissioning of India's first 765 KV substations at NTPC, Sipat.

He was actively associated with BIS and was a member of Electro-Technical Division Council (ETDC) of BIS. He has also represented India in CIGRE (International Conference on Large High Voltage Electrical System) and has contributed in many Study Committees and Working Groups of CIGRE.

Mr Misra has been on the Boards of the various JVs and Subsidiaries of NTPC engaged in Generation, Power Trading & Manufacturing as Chairman and / or Director in the capacity of Executive and Non-Executive. Has worked as Consultant Power (Thermal) of State Bank of India (on non-exclusive basis) and has been Member Governing Board NTPC School of Business as also Member of Enquiry Committee for Mumbai Grid failure of 12/10/2020. Mr Misra was also Vice-Chairman (Technical) CIGRE-India (World Body of Power System Experts)

Additionally Mr Misra has been on the Boards of major companies such as NTPC Limited, Coastal Gujarat Power Limited, Maithon Power Limited, Tata Power Trading Company Limited, Gujarat State Electricity Corporation Limited, Powergrid Himachal Transmission Limited, Rajasthan Rajya Vidyut Utpadan Nigam Limited, Rajasthan Urja Vikas Nigam Limited, The West Bengal Power Development Corporation Limited, Rajasthan Rajya Vidyut Prasaran Nigam Limited and M.P. Power Management Company Limited

Currently, he is on the Boards of the following companies as Independent Director Prayagraj Power Generation Co. Ltd, Gujarat Industries Power Company Ltd (Joint Venture of Gujarat State PSUs), Gujarat Urja Vikas Nigam Ltd (State PSU), Madhya Pradesh Poorv Kshetra Vidyut Vitaran Company Limited (State PSU) and Ind - Barath Energy (Utkal) Limited.

In the opinion of the Board, Mr. Ravi Mohan and Mr Misra, are persons of integrity and fulfil the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and are independent of the Management of the Company. Having regard to their qualifications, experience and knowledge, the Board considers that their association would be of immense benefit to the Company. The terms and conditions of appointment of the Independent Director shall be open for inspection by the Members at the Registered Office of the Company on all working days, during business hours upto the date of the Meeting.

Mr. Ravi Mohan and Mr Misra would be entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof where they are Members.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, and the rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the appointment of Mr. Ravi Mohan and Mr Misra as Independent Directors is now being placed before the Members at the General Meeting for their approval.

Accordingly, the Board commends the Special Resolution as set at Item No. 1 of the accompanying Notice in relation to the appointment of Mr. Ravi Mohan and Mr Misra.

Other than Mr. Ravi Mohan and Mr Misra, none of the Directors or KMPs of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 & 5 of the accompanying Notice.

Mr. Ravi Mohan and Mr Misra are not related to any other Director or KMP of the Company.

Item No.6:

Based on the nomination received from The Tata Power Company Limited (Tata Power) and the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors appointed Ms Nita Jha as an Additional Director of the Company with effect from 23rd March 2023 pursuant to Section 149, 152, 161(1) of the Act and Article 88 of the Articles of Association of the Company, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and disclosure requirements) Regulations and other applicable sections of the Act and the SEBI (LODR) Regulations

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to seek approval of shareholders for the appointment of a person on the Board of Directors to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly Mr. Jha holds office only up to the date of the next General Meeting or three months whichever is earlier but is eligible for appointment as a Director.

Ms. Jha is a Chartered Accountant, has approx. 16 years of professional experience in the field of Finance & Accounts and Regulation. She has been associated with Powerlinks Transmission Limited since 2007 and during her tenure, she has handled Regulatory, Revenue & Collection, MIS, and Statutory Audit of the Company. She also has experience in handling term loans from banks & financial institutions, as well as the issuance and listing of debentures in the Company. She has extensive experience in transmission business.

Ms Jha is the Chief Financial Officer and Key Managerial Personnel of Powerlinks Transmission Limited (PTL) since March 2021. PTL is a joint venture Company, between The Tata Power Company Limited and Power Grid Corporation of India Limited (PGCIL).

Ms Jha will be eligible sitting fee for attending meetings of the Board/Committee of the Company. Having regard to her qualifications, experience and knowledge, the Board considers that her association would be of immense benefit to the Company.

Accordingly, the Board commends the Ordinary Resolution as set at Item No. 6 of the accompanying Notice in relation to the appointment of Ms. Jha.

Other than Ms. Jha, none of the Directors or KMP of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

Ms. Jha is not related to any other Director or KMP of the Company.

Item No7:

In accordance with Regulation 23 (6) (reproduced below) of the Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations 2021 (Inserted by the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023, w.e.f. 02-02-2023.),

23 (6) If an issuer is a company, it shall ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors:

Provided that the issuer whose debt securities are listed as on the date of publication of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 in the official gazette, shall amend its Articles of Association to comply with this provision, on or before September 30, 2023:

Provided further that the issuer, which is in default of payment of interest or repayment of principal amount in respect of listed debt securities, shall appoint the person nominated by the debenture trustee(s) as a director on its Board of Directors, within one month from date of receipt of nomination from the debenture trustee or the date of publication of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 in the official gazette, whichever is later.]"

It is therefore necessary to insert the relevant clause requiring the Board of Directors to appoint such a director nominated by the Debenture trustees.

Accordingly, the Board commends the Special Resolution as set at Item No. 7 of the accompanying Notice in relation to Alternation of the Articles of Association

None of the Directors or KMP of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice.

Item No.8: Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors has approved the re-appointment of M/s Sanjay Gupta & Associates as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2023-24, at a remuneration of ₹ 2.40 lakh/- plus taxes and actual out-of-pocket expenses.

M/s Sanjay Gupta & Associates have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the previous year.

The Board commends the Resolution at Item No.8 of the accompanying Notice for ratification by the Members of the Company.

None of the Directors or Key Managerial Personnel (KMP) of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the accompanying Notice.

Mumbai, 13th April 2023

By Order of the Board of Directors,
For **Maithon Power Limited**

Registered Office:

Corporate Center, 34 Sant Tukaram Road,
Carnac Bunder, Mumbai 400 009.
CIN: U74899MH2000PLC267297
Tel: 91 22 67171236
Email: at mona.purandare@tatapower.com
Website: www.tatapower.com/mpl

Mona Purandare
Company Secretary
ACS No: 11327

**Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
(In pursuance of Secretarial Standard - 2 on General Meetings)**

Name of Director and DIN	Mr. P R Ravi Mohan (DIN: 08534931)	Mr. Narendra Nath Misra (DIN: 0575501)
Designation/Category of Directorship	Independent Non Executive	Independent Non Executive
Date of Birth (Age)	29 th May 1958 (65 years)	29 th October 1954 (68 years)
Date of Appointment	20 th March 2023	23 rd March 2023
Expertise in specific functional areas	<p>Mr. P. R. Ravi Mohan has rich experience of top leadership in Indian and international banking sectors and was engaged in providing technical assistance regarding banking supervision and financial stability to 13 countries in Sub Saharan Africa.</p> <p>He is currently Chairman of ESAF Small Finance Bank Limited. Before taking up this assignment he was heading the Banking Supervision Department of Reserve Bank of India, responsible for the supervision of commercial banks in the country. He also worked as Chief General Manager with the Department of Banking Operations and Development (DBOD) of RBI, where he was involved in regulation of the commercial banking system in the country. He was a resident advisor in financial sector supervision with the International Monetary Fund, AFRITAC South, Mauritius.</p>	<p>Mr Narendra Nath Misra has worked as Director (Operations) of NTPC Ltd. (NTPC), a Maharatna Company, for 4 years. He joined NTPC as an Executive Trainee in 1977 and worked in various areas and became a Member of the Board in 2010. He has in depth experience in all facets of Power Sector like Design, Engineering, Contracts & Procurement, Human Resources and Operation Services.</p> <p>Responsible for successful implementation and commissioning of India's first 765 KV substations at NTPC, Sipat.</p> <p>Was actively associated with BIS and was a member of Electro-Technical Division Council (ETDC) of BIS.</p> <p>Has represented India in CIGRE (International Conference on Large High Voltage Electrical System) and has contributed in many Study Committees and Working Groups of CIGRE. Has been on the Boards of the various JVs and Subsidiaries of NTPC engaged in Generation, Power Trading & Manufacturing as Chairman and / or Director in the capacity of Executive and Non-Executive. Has worked as Consultant Power (Thermal) of State Bank of India (on non-exclusive basis)</p> <p>Has been Member Governing Board NTPC School of Business. Has been Vice-Chairman (Technical) CIGRE-India (World Body of Power System Experts) and has been Member of Enquiry Committee for Mumbai Grid failure of 12/10/2020.</p>
Qualifications	Degree in Science and Master's in Physics from Kerala University and a Master's degree in business administration from Birmingham University. He is a certified associate of the Indian Institute of Bankers.	Graduate in Electrical Engineering with Hons from REC, Rourkela.
Directorships held in other Companies (excluding foreign companies)	<ul style="list-style-type: none"> • ESAF Small Finance Bank • TP Renewable Microgrid Limited (Subsidiary of The Tata Power Company Limited) 	<ul style="list-style-type: none"> • Gujarat Industries Power Company Limited • IND-Barath Energy (Utkal) Limited • Prayagraj Power Generation Company Limited • Gujarat Urja Vikas Nigam Limited • Madhya Pradesh Poorv Kshetra Vidyutvitaran Company Limited • Tata Power Delhi Distribution Limited

**Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
(In pursuance of Secretarial Standard - 2 on General Meetings)**

Committee positions held in other companies	<p><u>Risk Management Committee</u> <i>Member</i> (i) ESAF Small Finance Bank</p> <p><u>Nomination Committee</u> <i>Member</i> (i) ESAF Small Finance Bank</p> <p><u>HR Committee</u> <i>Member</i> (i) ESAF Small Finance Bank</p> <p><u>High Value Frauds Commjttee</u> <i>Member</i> (i) ESAF Small Finance Bank</p> <p><u>Management Committee</u> <i>Chairman</i> (i) ESAF Small Finance Bank</p>	<p><u>Audit Committee</u> <i>Chairman</i> (i) Gujrat Industries Power Company Limited <i>Member</i> (ii) Prayagraj Power Generation Co. Ltd. (iii) Tata Power Delhi Distribution Limited (iv) Madhya Pradesh Poorv Kshetra Vidyutvitaran Company Limited (v) Gujarat Urja Vikas Nigam Ltd (vi) IND-Barath Energy (Utkal) Limited</p> <p><u>Nomination and Remuneration Committee</u> <i>Member</i> (i) Prayagraj Power Generation Co. Ltd. (ii) Madhya Pradesh Poorv Kshetra Vidyutvitaran Company Limited (iii) Gujarat Urja Vikas Nigam Ltd (iv) Gujrat Industries Power Company Limited</p> <p><u>Personnel Committee</u> <i>Member</i> (i) Gujarat Urja Vikas Nigam Ltd.</p> <p><u>Corporate Social Responsibility Committee</u> <i>Member</i> (i) Gujarat Urja Vikas Nigam Ltd.</p>
Remuneration	<p align="center">N.A</p>	<p align="center">N.A</p>
No. of meetings of the Board attended during the year	<p align="center">N.A.</p>	<p align="center">N.A.</p>
No. of shares held: (a) Own (b) For other persons on a beneficial basis	<p align="center">Nil Nil</p>	<p align="center">Nil Nil</p>

**Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
(In pursuance of Secretarial Standard - 2 on General Meetings)**

Name of Director and DIN	Mr. Joydeep Mukherjee (DIN: 08605394)	Ms Nita Jha (DIN: 10066247)
Designation/Category of Directorship	Non Independent Non Executive	Non Independent Non Executive
Date of Birth (Age)	7 th June 1965 (57 years)	28 th June 1981 (42 years)
Date of Appointment	8 th February 2021	23 rd March 2023
Expertise in specific functional areas	<p>Shri Joydeep Mukherjee has joined Damodar Valley Corporation as Sr. Additional Chief Accounts Officer on 09.04.2004. He is presently working as Executive Director (Finance), DVC from 07.12.2018. He is also the Board Member of Bokaro Power Supply Company (P) Ltd., Member of Internal Board of Management of MAMC, a consortium of CIL, BEML & DVC and Director of Maithon Power Limited. He has an experience of around 17 years in Power Sector. He is playing a vital role as Head of Finance & Accounts Department in DVC. He has accomplished various assignments during his career in DVC which included efficient working capital management, Taxation matters, Budgeting & Budgetary Control, Financial concurrences, Finalization of Accounts, Handling of Project Finance & Accounts. Sri Mukherjee is a fellow member of The Institute of Chartered Accountants of India (ICAI).</p> <p>Prior to Joining Damodar Valley Corporation he has also worked for 8 years in BATA India Ltd. and 3 years in M/s. Lovelock & Lewes, a renowned CA Firm.</p>	<p>Ms. Nita Jha has approx.16 years of professional experience in the field of Finance & Accounts and Regulation. She has been associated with Powerlinks Transmission Limited since 2007 and during her tenure, she has handled Regulatory, Revenue & Collection, MIS, and Statutory Audit of the Company. She also has experience in handling term loans from banks & financial institutions, as well as the issuance and listing of debentures in the Company. She has extensive experience in transmission business. Ms Jha is the Chief Financial Officer and Key Managerial Personnel of Powerlinks Transmission Limited (PTL) since March 2021. PTL is a joint venture Company, between The Tata Power Company Limited and Power Grid Corporation of India Limited (PGCIL).</p>
Qualifications	Chartered Accountant	Chartered Accountant
Directorships held in other Companies (excluding foreign companies)	• Bokaro Power Supply Company Private Limited	Nil
Committee positions held in other companies	Nil	Nil
Remuneration	N.A	₹30,000/-
No. of meetings of the Board attended during the year	5	N.A.
No. of shares held: (a) Own (b) For other persons on a beneficial basis	Nil Nil	Nil Nil

BOARD'S REPORT

To the Members,

The Directors are pleased to present the Twenty Third Annual Report on the business and operations of your Company along with the Audited Financial Statements for the year ended 31st March 2023.

1. FINANCIAL RESULTS

Particulars	(₹ crore)	
	FY23	FY22
(a) Income from Operations	3029	2782
(b) Operating Expenditure	2300	2103
(c) Operating Profit	729	679
(d) Add: Other Income	50	22
(e) Less: Finance Cost	120	137
(f) Profit before Depreciation and Tax	659	564
(g) Less: Depreciation / Amortisation	279	272
(h) Profit before Tax	380	292
(i) Tax Expenses	34	12
(j) Net Profit/(Loss) after Tax	345	281
(k) Other Comprehensive Income (Net of Tax)	1	0
(l) Net Comprehensive Income for the Year	345	281

2. FINANCIAL PERFORMANCE AND THE STATE OF COMPANY'S AFFAIRS

• Financial

During the year, income from operations and operating profit were ₹ 3,029 crore and ₹ 729 crore as against ₹ 2,782 crore and ₹ 679 crore, respectively for the previous year. As compared to last year, Revenue from Operations is higher mainly due to increase in sales Mus, increase in PLF increase and income from ancillary services. Increase in other income due to settlement of old pending dues with customer. PAT for the year is higher mainly due to increase in revenue, settlement with customer, one-time impact of order issued by Central Electricity Regulatory Commission (CERC).

No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of your Company.

• Business Environment

i) Fuel

The year 2022-23 was quite challenging from coal procurement perspective as our PLF was consistently above 85% for a major part of the year. Due to better ECR and MOD ranking, coal demand had gone up to ~45.0 Lac MT against the annual target of 44.16 Lac MT with annual average PLF of 82.14%. Since 1st April'22, as a policy decision, Coal India Limited (CIL) had discontinued special forward e-auction and have come up with a concept of single window e-auction in which all the sectors have been allowed to participate. Thus, premium has gone to more than 100% in every e-auction held throughout the year. Due to this, your Company has lifted coal over annual contracted quantity which is currently the most optimum in terms of energy cost.

Due to better co-ordination with coal companies, your company were able to materialize 121% of FSA ACQ (BCCL-141% & CCL-100%) to meet the coal consumption requirements with overall performance incentive pay out of ₹ 88.09 crore and enhancing and sustaining the average coal stock at 23.58 days which is in line with revised norms of CEA. Company could also materialize the carry forward special forward e-auction quantity of 2.90 Lakh MT coal of FY-22 which has helped to reduce the impact of PI in FY23. Besides indigenous coal, company also explored and sourced 0.36 Lakh MT of Tata Steel Middling Coal to improve the quality and energy cost.

Since FY 23 was the first year of railway operations post commissioning of MPL railway, the company has materialized 373 rakes i.e. 30% of total quantity under rail mode and therefore reduced lifting by 30% quantity in road mode. Along with coal, company has also transported 50 nos. of CFA (conditioned fly ash) rakes to various cement plants situated in North-East of India.

With the above initiatives, your company has managed to source 44.37 Lac MT of coal against the consumption of 43.46 Lac MT and achieved the ever-highest PLF at 82.14% at an average energy charge rate (ECR) of 2.74 Rs/Kwh.

ii) Operations

During the year, your Company was able to achieve Plant Availability Factor (PAF) of 91% and Plant Load Factor (PLF) of 82%. PLF was high due to high demand by the customers. Your company took various measures to run the plant at maximum possible load by reducing outage hours and has achieved 100% Station availability in the month of August, September, November and December.

The generation details of both the units are given below:

Particulars	FY23	FY22
Generation (MUs)	7555	7489
PLF (%)	82	81
Plant availability (%)	91	93
Aux Power (%)	5.63	5.72

During the year, your Company has supplied 7455 MUs to the Long Term (LT) beneficiaries as against 7215 MUs in the previous year.

iii) Commercial

Power sale for 1,050 MW had been tied up with DVC for 150 MW and West Bengal State Electricity Distribution Company Limited (WBSEDCL), Tata Power Delhi Distribution Limited (TPDDL) and Kerala State Electricity Board Limited (KSEB) for 300 MW each on LT basis.

The Company had a smooth cash collection pattern during the year.

(iv) Strengthening customer relationship

Your Company takes great pride in the relationships it builds with its customers and has undertaken various initiatives for strengthening such relationships. To foster a collaborative style of working with customers, your Company has executed several structured activities like annual customer meet, sharing of best practices, capturing of customers' feedback and expectations etc. Your Company has also rolled out a customer satisfaction index (CSI) survey for gathering customers' feedback and responding to their requirements.

- Projects**

i) Land for Main Plant

Land of 1110 acres comprising Private land (564.67 acres), Gair Mazura (GM) land (114.95 acres), Forest land (238.39 acres) and Jungle Jhaar Land (191.67 acre) was identified and acquired by Damodar Valley Corporation (DVC) exclusively for the Maithon Right Bank Thermal Power Project (MRBTPP).

The title of private land measuring 564.67 acres, acquired for the purpose of setting up the Power Generation Plant, is in the name of DVC. As per the shareholders agreement, the title is to be transferred to your Company. Pending transfer of title as stated above, the Company had entered into an Indenture Deed with DVC on 5th December, 2008, which provided, inter-alia, lease of private land for a period of 35 years (and extendable for another 35 years at the option of the Company) and provision to create security in favour of lenders and transfer this land to the Company at the cost at which it was acquired subject to approval of the Government of the State of Jharkhand. Subsequently, the Company had created security in favour of lenders on 17th July 2017, as per the terms of the CLA and accordingly the lease rent has been fixed at ₹ 1 per annum. Presently, the procedure of online Mutation of Land is in process in the name of MRBTPP, DVC.

DVC had also acquired GM Land (114.95 acres) and Forest Land (238.39 acres) from the State of Jharkhand with the right to use them for the project. As per the shareholders agreement, the lease is to be transferred to the Company. Pending transfer of lease in the name of the Company by DVC, the Company had entered into a License Agreement with DVC on 18th January 2008 for use of these lands initially for a period of five years and which is to be automatically renewed thereafter.

Subsequent to surrender of 114.95 acres GM land by DVC to GoJ, the Company has applied to GoJ to lease the land in the name of the Company. Matter is being pursued with GoJ to provide payment demand to initiate the leasing process in the name of the Company.

The Company has received demand for 191.67 acres of Jungle Jhaar (Forest Land) from GoJ and has made payment of requisite amount and is in process of execution of lease from GoJ directly in the name of the Company.

ii) Land for Railway Infrastructure

To ensure regular coal availability for sustainable operation of the plant, your Company has constructed railway infrastructure comprising of 22 km railway line on 134 acres comprising of Private land (70 acres), Gair Mazura (GM) land (28.34 acres) and Eastern Railway land (35.27 acres) identified exclusively for the Railway Corridor for the Maithon Right Bank Thermal Power Project.

DVC has acquired private land (66.74 acres). As per the shareholders agreement, the title of these lands is to be transferred to the Company. Presently, the procedure of online Mutation of Land is in process in the name of MRBTTP, DVC.

The Company has directly purchased 3.36 acres private land in name of the Company.

The Company has made full payment for 10.56 acres of GM Land and is in process of execution of lease from GoJ directly in the name of the Company. For balance GM land, the Company has applied and paid partially to GoJ and waiting to receive Final Demand Letter and thereafter GoJ will execute the lease agreement in the name of Company.

The Company has acquired 35.27 acres through lease from Eastern Railway (ER) as required for the construction of railway infrastructure. The said land has been licensed for five years by the ER in favour of your Company with a provision of successive renewal.

iii) Mega Power Project Status

The 1,050 MW Maithon Right Bank Thermal Power Project of the Company has not been granted Mega Power status by the Ministry of Power (MoP) on grounds that the Power Purchase Agreements (PPAs) did not conform to the National Electricity Policy 2005 and Tariff Policy 2006 of the Government of India (GoI). Pending receipt of the Mega Power status, your Company remains liable to pay excise and customs duty on the receipts of goods and materials, wherever applicable. It had claimed 'drawback' of the duty so paid under deemed export benefit chapter of Foreign Trade Policy (FTP) of the GoI.

Initially, your Company received the benefit of excise duty drawback for ₹ 36 crore with respect to various project packages under non mega power status as per the FTP. Further excise duty drawback claims to the tune of ₹ 19 crore were approved by the Directorate General of Foreign Trade (DGFT), however no refund were received by the Company.

Subsequently, DGFT issued a demand notice claiming back the said duty drawback with retrospective effect pursuant to its decision taken at Policy Interpretation Committee (PIC) meeting held in March 2011.

Based on legal advice, your Company filed writ petitions before the Hon'ble Delhi High Court, inter alia, praying for quashing DGFT's demand notice. Subsequently, your Company filed transfer applications before the Supreme Court for transfer of writ petitions filed by it in the Delhi High Court to the Supreme Court as the appeal filed by GoI, in a similar matter, is pending before the Hon'ble Supreme Court. The matter is sub-judice.

iv) FGD & NOx Mitigation Project

In accordance with the new environmental regulations applicable to Thermal Power Plants (TPPs) released by the Ministry of Environment Forest and Climate Change (MoEF & CC) on 7th December 2015 as amended vide a subsequent notification on 28th June 2018, the Company was directed to comply SO₂ norms by Q3 of year 2021 (30th September 2021) for Unit 1 and by Q2 of year 2022 (30th June 2022) for Unit 2. The Company received in principle approval from the Central Electricity Regulatory Commission (CERC) to incur capex to comply with MoEF directives for SO₂ emission. Accordingly, the Company started installation of Flue Gas De-Sulphurisation (FGD) system for Unit#1 & Unit 2 scheduling its completion by Q3 FY 22 and Q2 FY23 respectively as part of ensuring compliances to environmental norms. Due to the onset of the Covid Pandemic, and the consequent nationwide lockdown imposed by the Government of India with effect from March 2020, site mobilization/deployment of additional manpower and resources etc were badly impacted and it was practically impossible to carry out any business activities (except activities specified as essential services) during the period of this "force majeure event of COVID-19". The Company had also intimated the occurrence of the force majeure event and anticipated impact on the project completion schedule to the procurers, CEA/CERC/MoP/MoEF & CC on 31st March 2020 & 10th April 2020.

On 30th March 2021, MoEF & CC has issued revised guidelines considering Force Majeure impact, wherein Thermal Power Plants (TPP) have been categorized into three categories namely Category A, B & C. The Company falls under Category C whose revised timelines for completion of project is December '24.

Accordingly, timelines extension without cost implication has been granted to FGD Main package holder for completion of work by January 24 & Electrical Source Supply Package holder by December 22 respectively. On improvement of the COVID 19 pandemic situation and ease in restrictions by the Government, work has resumed for both units. The Project has not resumed its anticipated pace owing to the impact of COVID-19 induced supply chain constraints. As there has been delay in submission & approval of the drawings, there has been additional price implications from vendor due to commodity price rise.

On 5th September 2022 MoEF & CC has issued another revised guideline (Notification of MoEF & CC GSR 682 (E) Dt 05/09/2022) where the Company falls under Category C whose revised timelines for completion of project has been shifted to December'26. Various package owners have also requested for time extension due to the above factors.

Accordingly, GE has been granted delivery extension up to 30th June'23 for completion of balance works, and Reliance Fire has been granted delivery extension up to 31st October 2023 for completion of balance works. Thermax has also requested for further delivery extension for completion of balance activities i.e., completion of Unit 1 works by June 24 and Unit 2 works by December 24 approval for which is under process.

Lost time accident-free days is 1037 Days (Since 24th April 2020).

v) NOx Mitigation Project

The Emission norms for NOx has been revised from 300mg/Nm³ to 450mg/Nm³ for unit size >500MW for Thermal power units installed between 1st January 2003 to 31st December 2016. Currently emission level of NOx at the Company's plant are in the range of approx. 800-900mg/Nm³ and as such the revised standards shall necessitate implementation of pre-combustion modification of furnaces through mechanisms like Low-NOx burner, staged burning, OFA, SOFA as per the final limits fixed by the statutory bodies. Letter was sent to beneficiaries regarding additional capex for installation of NOx abatement system to comply with emission norms. CEA recommendation for installation of De- NOx project has been received. A petition for in-principal approval of capex for De-NOx Project has been submitted and registered with CERC.

CERC has granted "in-principle" approval for implementation of 'In Combustion Technology' however, considering the fact that the hard cost of NOx control system of the company being much higher as compared to NTPC Stations and other stations, the Commission has not approved the same at this stage. CERC has further directed Company to adopt prudent methods of transparent competitive bidding and arrive at more economical and reasonable capital/ hard cost of the NOx control system in the interest of beneficiaries and the consumers.

Rebidding process has been initiated. Pre bid meeting held at Plant site with GE and L&T MHPI.

vi) Phase-II Expansion of 2X660 MW Super Critical Capacity

Based on the in-principle approval of DVC and The Tata Power Company Limited ('Tata Power'), it has been decided to expand the Maithon Project by establishing another 1,320 MW capacity (2X660 MW) supercritical units (Phase-II).

Following is the status of Phase-II expansion of your Company:

- Water tie-up: Damodar Valley Reservoir Regulation Committee (DVRRC) has permitted to use 55 cusecs water, which is sufficient for Phase I and II.
- Land: Existing land area of the plant is sufficient for both the phases. Your Company is in physical possession of the 1,110 acres of land required for Phase I and II.
- Detailed Project Report (DPR): Draft DPR for Phase-II is in place.
- Fuel Sourcing: An application has been filed with the Ministry of Coal (MoC) for 6.40 MTPA coal. The matter is being followed up on regular basis.
- Environmental clearance shall be obtained based on fuel allocation.
- Power Purchase Agreements: Your Company has approached existing LT beneficiaries and many other distribution companies to purchase power from Phase II. Alternatively, your Company is looking for Case 1 bidding route to tie up power on LT basis.
- Power evacuation: Your Company has initiated discussion with PGCIL for evacuation of power.
- Chimney Clearance: Your Company has obtained aviation clearance from the Ministry of Defense for construction of 275 meters high RCC chimney for the project.
- At present this proposal is on hold due to absence of PPA and coal linkage.

3. DIVIDEND

During the year, your Company has paid Final dividend of ₹ 2.98 per equity share of Rs 10/-each aggregating to ₹ 450/- crore for the year ended 31st March 2022 and ₹ 1.19 per equity share of Rs 10/-each aggregating to ₹ 180/- crore as interim dividend for financial year ended 31st March 2023.

4. RESERVES

Your Company has utilised the retained earnings of ₹ 285.50 crore for payment of final dividend for FY 2022 and there is no transfer to general reserve during the year 2023.

5. SUBSIDIARIES/JOINT VENTURES/ASSOCIATES

As on 31st March 2023, your Company did not have any subsidiary/joint venture/ associate. Hence, Rule 8(1) of the Companies (Accounts) Rules, 2014 does not apply.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, based on the nomination received from The Tata Power Company Limited, and on the recommendation of the Nomination and remuneration Committee (NRC) and subject to the approval of the members at a general meeting, Mr P R Ravi Mohan (DIN 08534931) and Mr Narendra Nath Misra (DIN 00575501) were appointed Additional Director and Independent Director for a period of 3 years with effect from 20th March 2023 to 19th March 2026 and 23rd March 23 to 22nd March 2026 respectively. Mr Ravi Mohan and Mr Misra fulfill the criteria under Regulation 16(1)(b) and Regulation 25(8) of Listing Regulations.

Based on the nomination received from The Tata Power Company Limited, and on the recommendation of the Nomination and remuneration Committee (NRC) Mr. Abhijit Basu and Ms Nita Jha were appointed Additional Directors of the Company wef 10th July 2022 and 23rd March 2023 respectively. Mr Abhijit Basu's appointment as a Director of the Company was approved by the members at the 22nd Annual General Meeting held on 28th September 2022.

Members approval is being sought at the ensuing AGM for the appointment of Mr P R Ravi Mohan (DIN 08534931) and Mr Narendra Nath Misra (DIN 00575501) as Independent Directors and Ms Nita Jha (DIN 10066247) as Director of the Company

In accordance with the requirements of the Act and the Articles of Association of the Company, Mr. Joydeep Mukherjee (DIN 8605394), Non-Executive Director of the Company, retires by rotation and is eligible for re-appointment. Member's approval is being sought at the ensuing AGM for his re-appointment.

During the year under review, the Non-Executive Directors (NEDs) of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, as applicable, received by them.

Consequent to the Completion of tenure as Independent Directors Mr Krishnav Dutt, Mr Ashok Sinha and Ms Rita Sinha ceased to be Non Executive Independent Directors of the Company from the close of business hours on 19th March 2023, 22nd March 2023 and 22nd March 2023 respectively.

In terms of Section 149 of the Act, Mr Amarjit Chopra (DIN 00043355), Mr P R Ravi Mohan (DIN 08534931) and Mr Narendra Nath Misra (DIN 00575501) are the Independent, Directors of the Company. In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based upon the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management. In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. Further, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

Mr Ramesh Narayan (DIN 09046733) and Mr Abhijit Basu (DIN 09644550) tendered their resignations from the Board of the Company wef the close of business hours on 22nd March 2023 in order to help in the reconstitution of the Board

The Board has placed on record its appreciation for the valuable contribution made by the outgoing Directors towards the Company during their respective tenures of office.

In terms of Section 203 of the Act, the following are the Key Managerial Personnel (KMP) of the Company:

- Mr Vijayant Ranjan Chief Executive Officer
- Mr. Kajal Kumar Singh, Chief Financial Officer
- Ms Mona Purandare, Company Secretary

7. BOARD AND COMMITTEES OF THE BOARD

Board meetings and dates

Five (5) Board meetings were held during FY23 on 18th April 2022 (adjourned to 19th April 2022), 13th July 2022, 17th October 2022, 19th January 2023 and 13th March 2023. For further details, please refer to the Report on Corporate Governance, which forms a part of this Annual Report.

Committees of the Board

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following statutory Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee of Directors
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Risk Management Committee
- Stakeholders Relationship Committee

The Board has also constituted a non-statutory Committee of Directors for exercising the powers of the Committee under Schedule of the Authorities of the Company adopted in the Board Meeting held on 14 July 2020.

Details of composition, terms of reference and number of meetings held for respective Committees are given in the Report on Corporate Governance, which forms a part of this Annual Report.

The Company has adopted a Code of Conduct for its employees including the Managing Director. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Act. The same can be accessed using the following link: <https://www.tatapower.com/plants-projects/thermal-generation-projects/maithon/mpl-policies.aspx>. All Senior Management personnel have affirmed compliance with the Tata Code of Conduct (TCoC). The certification is enclosed as Annexure - I at the end of the Report on Corporate Governance.

8. BOARD DIVERSITY

The Board of the Company is highly structured to ensure a high degree of diversity by age, education/qualifications, professional background, sector expertise, special skills and geography. The Company believes that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help your Company to retain competitive advantage. Your Board has adopted the Policy on Board Diversity and Director Attributes which sets out the approach to the diversity of the Board of Directors which is reproduced in Annexure 'A'.

9. REMUNERATION POLICY FOR THE DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

In terms of the provisions of Section 178(3) of the Act, the NRC is responsible for formulating the criteria for determining qualifications, positive attributes and independence of a director. The NRC is also responsible for recommending to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees. In line with this requirement, the Board has adopted a Remuneration Policy for non-executive directors, key managerial personnel and other employees of the Company which is reproduced in Annexure 'B'.

The Independent Non-Executive Directors and the Woman Director are paid remuneration by way of sitting fees. No sitting fees is paid to employees/consultants of Tata Power or DVC, except Women Directors, who are nominated on the Board of your Company, for attending meetings of the Board/Committees. No commission is paid to any Director of your Company.

10. PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached as Annexure 'C'.

The information required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in the Annexure forming part of this Report. In terms of the first proviso to Section 136 of the Act, the Report and Accounts are being sent to the Members excluding the aforesaid Annexure. Any Member interested in obtaining the same may write to the Company Secretary at the Registered Office of your Company. None of the employees listed in the said Annexure is related to any Director of your Company.

11. ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Board has carried out the annual performance evaluation of its own performance, and that of its Committees and Individual Directors for the year pursuant to the provisions of Section 134(3)(p) of the Act read with Rule 8(4) of the Companies (Accounts) Rules, 2014.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors based on criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members based on criteria such as the composition of Committees, effectiveness of Committee meetings, etc.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of the Non Executive Directors.

The NRC reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

The above criteria are broadly based on the Guidance note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

In a subsequent Board meeting, the performance of the Board, its Committees and individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

12. REGULATORY AND LEGAL MATTERS

The Business of your Company is governed primarily by the Electricity Act, 2003 (EA, 2003) and associated regulations. There were no critical regulatory orders issued by the Central Electricity Regulatory Commission (CERC) during FY23 which impacts the "going concern" status of your Company.

13. DEPOSITS

During the year under review, your Company did not accept any deposit from the public and as such no amount on account of principal or interest on public deposits was outstanding as on 31st March 2023.

14. LOANS, GUARANTEES, SECURITIES AND INVESTMENTS

The Company being an infrastructure company, is exempt from the provisions as applicable to loans, guarantees and securities under Section 186 of the Act. No investments have been made by the Company.

15. RISKS AND CONCERN

At Tata Power (holding company), there is a commitment to build a resilient and sustainable future. Our Enterprise Risk Management (ERM) supports an efficient and risk conscious business strategy, delivering minimum disruption to business and augmenting value-creation for our stakeholders.

Taking into account the pervasiveness of industry risks, company's business, we have devised a robust Risk Management Policy. Our process for risk identification is consciously guided by the Company's objectives, external environment, industry reports as well as internal and external stakeholders, among others. This process ensures that the Company is adequately positioned to understand and develop mitigation measures as a response to risks that could potentially impact the execution of our strategy and ability to create value.

Your Company is faced with risks of different types, all of which need different approaches for mitigation. These are risks common to several peers in the sector.

- Risk very specific to the Company due to the way its business /operations are structured.
- Risks common to several peers in the sector.
- Disaster Management and Business continuity risks which are by nature rare but are events with catastrophic impact.

Your Company has identified the following major risks as per their Risk impact value:

- Risk of Regulatory Dis-allowances
- Un-competitiveness of tariff
- Accidents due to activity in operational areas
- Major Operational/catastrophic failures of critical equipment
- Major threats to station from terrorism /sabotage
- Risk of Fire and explosions

RISK MANAGEMENT FRAMEWORK AND INTERNAL FINANCIAL CONTROLS

Risk Management Framework

A standardized Risk Management Process and System has been implemented across Tata Power group of companies including your Company. The process of risk identification is guided by company objectives, external environment, industry reports as well as internal and external stakeholders, among others. The risk identification process covers the whole gamut of risks including strategic, tactical and operational risks. Once risks have been identified, we designate one person as the risk owner and risk champion. The risk owner and champion are responsible to devise plans outlining the mitigation actions for assigned risks. The identified risks with mitigation actions are then mapped onto our online Risk Management System with details of allocation of responsibility and timelines for targets to be achieved. This has enabled continuous tracking of status of mitigation action and monitoring of Risk Mitigation Completion Index (RMCI). The company achieved 100% RMCI in FY23.

Continual improvement in process for robust risk management is practiced judiciously. In FY 2020-21 we implemented a new concept in our Risk Management System©, termed 'Risk Velocity', which measures how fast a risk exposure can impact the organization. We also ensure regular monitoring of the mitigation measures for high velocity risks. In FY2021-22, to meet the future requirement of risk management and effective monitoring of the risk, we have upgraded to RMS 2.0 which is advanced, fully automated Online Risk Management System. The system has enabled effective real time monitoring of mitigation measures and management reporting.

The Board has formed a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. The Audit Committee of Directors has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

Internal Financial Controls and Systems:-

The Company has internal audit function which reviews the sustained effectiveness of Internal Financial Controls (IFC) by adopting a systematic approach to its work.

To fulfil the requirements of the Companies Act, 2013, the internal audit team has integrated Internal Financial Controls into Risk Control Matrix (RCMs) of enterprise processes. IFC controls were tested as part of approved annual internal audit plan.

The Company has implemented an online Internal audit Management tool (LASER) to manage the audit life cycle. On review of the internal audit observations and actions taken on audit observations, we can state that there are no adverse observations having material impact on financials or material non-compliances which have not been acted upon.

The Company continued the Control Self-Assessment (CSA) process through an internally developed online tool, whereby responses of all process owners are used to assess the effectiveness of internal controls in each process. This supports CEO/CFO certifications for internal controls.

16. BUSINESS EXCELLENCE

The Company remains committed to continually raising the bar on performance in all aspects of its business. The Tata Business Excellence Model ('TBEM') serves as a pivotal framework that allows the Company to gain insights into its performance and establish continuous improvement initiatives for attaining superior business results and maximizing satisfaction and value to the customers. Your company has contributed to the achievement of Industry Leadership by Tata Power. Adapted from the renowned Malcolm Baldrige model, TBEM encourages continuous improvements through a formal system of benchmarking and assessment. TBEM instills a process centric approach as a means to achieve the chosen business goals. The key actions identified, were presented to your Board and are being implemented across the organization.

In FY23, Your Company has conducted Renewal Audit in ISO 9001, ISO 14001 and ISO 45001:2018 standards. The 1st Surveillance audit to ISO 50001:2018 standards of Energy Management system was carried out successfully. Your Company has also undergone 1st Surveillance audit in Business Continuity Management Systems (ISO 22301:2019 standards) and is compliant to ISO 31001:2009 standards for Enterprise Risk Management. After first time certification in FY21-22, Your company has undergone 1st Surveillance audit in Information Security Management systems (ISO 27001:2013).

Contemporary quality initiatives and techniques like 5S, Enterprise process management, Strategy Deployment matrix, Sankalp, Six sigma, LASER initiatives were also deployed across the organization for continuous improvement. Your company revisited the Strengths, Weakness, Opportunity and Threats of the organization and finalized the Strategic Key Performance Indicators and Projects during the strategy workshop. This was further cascaded to the tactical and operational level. The Department level scorecards were prepared and being reviewed on monthly basis. Incremental improvements were being tracked through Delta format by all concerned departments.

The Business Excellence initiatives in your company are being tracked through Divisional Quality Index (DQI) on monthly basis. Your company has achieved a DQI of 100% in FY23. Your company celebrated "Quality Month" in November 22 with the theme of "Quality Conscience: Doing the right thing" with whole-hearted participation of Contract workmen and employees in all categories as per guidelines laid down by Corporate Business Excellence and Reward & Recognitions were given to all the concerned winners.

Your company has bagged three prizes in the Delta competitions viz 2nd Prize in Q1 Delta competition, 1st prize in Q2 delta competition and 2nd prize in Q3 Delta competition. The Best practice entry "Benchmarking methodology to improve performance" bagged the 2nd prize in best practice competition. Your company also bagged the Platinum award for the improvement initiative "Reuse of PA Fan Shaft through cost optimized Refurbishment" in the CII 3M Kaizen competition. In the FY22 Generation Cluster Improvement Convention held in May'23 for LASER category, your company has bagged the 1st prize for the project "In-house design & development of noise suppressing device for air receiver auto drain valve". Two research papers have been submitted by your company viz 1st one on "40% MTL operation" and the 2nd one on "Upgradation of CRH and HRH binders" in International Journal on Scientific and Engineering Research.

Your company has responded well to Tata Power's journey to TBEM assessment preparedness by wholehearted participation in the TBEM Internal Assessment held in December 22. There was active participation by your company in the Review mechanism Deep dive assessment and Improvement Management Deep dive assessment and also the action points were closed in due course of time. Your company has submitted 22 entries in Tata Power Innovista, which is better than last year.

17. SUSTAINABILITY

Sustainability for your Company is a key enabler for its strategy program, as it enables your company to operate responsibly and effectively engage with both external and internal stakeholders

At MPL we are convinced that sustainability is a business opportunity, especially in the sense of energy and resource efficiency and a key element for our aim to be the employer of choice. Responsible business practices are an essential part of the corporate world.

The strategic objective of your Company is to build a sustainable organization while generating profitable growth. Your Company adopts a business approach which is guided by sustainable development by integrating economic progress, social responsibility and environmental concerns. The sustainability agenda of your Company addresses all aspects related to resource conservation, energy efficiency, environment protection and enrichment and development of local communities in and around its area of operations.

It has always been your Company's endeavor to achieve its goal of sustainable development by addressing the issues through multi-pronged approach as per details given below:

i) Health Safety and Security

Occupational health and safety at the workplace is one of the prime concerns of your Company. It recognizes and accepts its responsibility for establishing and maintaining a safe working environment for all and gives utmost importance to provide it to its employees and associates, inculcate safety awareness among the employees, the workers of contractors and sub-contractors. The station has been certified with Occupational Health & Safety Management Systems (OHSMS ISO 45001:2018) by the Indian Register Quality Systems (IRQS), Business Continuity Management System ISO: 22301:2012 and Information Security Management System ISO 27001:2013.

Internal safety audits by Company's safety officers, cross functional safety task force and external safety audits by reputed organizations are carried out. There is continuous monitoring of any unsafe working conditions at site and its rectification. For strict compliance and enforcement of safety norms and practices by the contractors, safety clauses are included in general conditions of contract.

Your Company has continued its efforts to minimize the accidents to zero level and encourage safe working practices at the plant during the year. Your Company has been undertaking a number of initiatives on safety and security including but not limited to the following such as

- Safety Code of Conduct (SCOC) is communicated to all employees and displayed at site and reward and recognition program has been implemented to encourage reporting of unsafe incidents and near misses
- Safety induction programs are provided to workers and engineers joining the operations and maintenance department.
- Training on critical safety standard and procedure for employees and business associates.
- Regular plant inspection is in place, safety issues are being periodically reviewed by the top management.
- All high risk job is being audited by cross functional team on regular basis

- Business Continuity and Disaster management plan (BCDMP) in line with the National Disaster Management Authority (NDMA) guidelines is in place.
- Specific safety targets with lead and lag indicators are monitored against targets. A summary of safety results achieved (both employees and contract workforce) is given below:

Sr. No.	Safety Parameters (Employees and contractors)	FY23	FY22	FY21
1	Fatality (Number)	Nil	Nil	Nil
2	LTIFR (Lost Time Injuries Frequency Rate) (per million man hours)	Nil	Nil	Nil
3	Total Injuries Frequency Rate (TIFR) (Number of injuries per million man hours)	Nil	Nil	Nil
4	First Aid cases (Number)	0	02	02

Your Company recognizes and accepts its responsibility for establishing and maintaining a secured working environment for all its installations, employees and associates. This is being taken care by deploying adequate number of security personnel at the plant. Concrete steps are being taken for upgrading surveillance systems at the plant location by installation of modern security systems.

iii) Employee Township

Your Company has constructed field hostel for its shift engineers within plant premises, which can accommodate around 90 officials. Apart from this, during the shutdown we have a workers staying facility hostel available with Capacity of More than 1200 workmen, provided with all facilities like toilets, washroom, kitchen, etc.

iv) Care for Community

Your Company, in line with its CSR vision, continued to support youths, women, and community through various sustainable projects on integrated vocational training, promotion of microenterprises, women empowerment, and livelihood promotions. Your Company has always endeavored towards executing its social and environmental responsibilities to fulfill the need and expectations of the larger society. Your Company believes that its business values and operations need integration to meet the expectations of its stakeholders. The key stakeholders of your Company are the communities around its plant periphery situated at Maithon in the district of Dhanbad, Jharkhand. Your Company is committed to ensure that, the community is benefitted from its presence in their neighborhood.

In line with the CSR policy, your Company undertook certain initiatives in following focus areas:

- Education (Including Financial & Digital Literacy)
- Employability & Employment (Skill development for Livelihood)
- Entrepreneurship

The overall impact of these initiatives includes improvement in skill sets, livelihood/employability, financial and social security along with overall growth in the area.

The CSR policy of the Company has been provided on the Company's website at <https://www.tatapower.com/plants-projects/thermal-generation-projects/maithon/mpl-policies.aspx>

Financial Inclusivity being one of the prime thrust areas of Government, realized to be a necessity for rural population, to remain in mainstream, and garner support/benefits under various schemes as per their eligibility. Your company's this year has extended its reach to larger geographies and benefitted around 100000 beneficiaries from 24 locations across India, extending benefits valuing to more than 50 Cr to marginalized communities.

In alignment with our CSR vision, Your Company has continued its support for youth, women, and the community through various sustainable projects, including integrated vocational training, microenterprise promotion, women empowerment, and livelihood enhancement. We recognize our social and environmental responsibilities and strive to meet the needs and expectations of the broader society. Integrating our business values and operations to align with stakeholder expectations is a priority for Your Company, with a focus on the communities around our plant located in Maithon, Dhanbad, Jharkhand.

Following our CSR policy, Your Company has undertaken initiatives in the areas of education (including financial and digital literacy), employability and employment (skilling for livelihoods), and entrepreneurship. These initiatives have had a positive impact, including improving skill sets, livelihood opportunities, financial inclusion, and social security, leading to overall growth in the region.

Your Company has been committed to enhancing employability options in 21 villages in and around our plant area, providing vocational and technical training to approximately 2000 youths. Through our micro-enterprise's initiative, around 100 women were trained on various livelihood options viz. tailoring, handicrafts, soft toys and sanitary napkin production, with the products being marketed at a broader level.

In line with our commitment to women empowerment, more than 1650 women from 132 self-help groups (SHGs) were provided with handholding support, including livelihood training to 800 women and integrated with the Jharkhand State Livelihood Promotion Scheme. Additionally, more than 650 rural youths were provided with sports training, with many of them displaying substantial improvements and representing in district and state level tournaments.

As per Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Annual Report on CSR for FY23 is attached as Annexure 'D'.

v) Care for Environment

Your Company is pursuing the objective of environment protection as one of its prime responsibilities and focuses its efforts to mitigate the impact of its operation on surrounding environment. Your Company continually strives towards sustainable development by trying to find a balance between the needs of its customers and responsible care for the environment. It has environmental management systems in place which is responsible for all environmental activities, as under:

- CTO (Consent to operate) for your Company has been renewed for next five years i.e. valid upto 31st December 2024
- Rain water harvesting system has been implemented at site through roof top rain-water harvesting and by constructing storage cum percolation pond.
- A continuous ambient air quality monitoring system has been installed at site which can monitor the ambient air as well as weather parameters.
- Wind screen has been established all around the coal yard to control the dispersion of fugitive emission with bamboo/MS structure and green cloth. Bamboo sapling has been planted all around the structure in coal yard area. The total length covered is 1.6 km. This will enhance the quality of ambient air of the surrounding areas.
- In and around the ash pond, precast pole with fence has been established. Additionally, creepers would be planted all around the fence which will act as wind screen or filter media and improve the ambient air quality of the surrounding areas.
- Green belt developed in an area of 95 hectare in and around the plant premises to increase the aesthetic of the surrounding area as well as to comply with the statutory requirement.
- Mobile dust suppression system has been installed at the track hopper area for continuous spray of water mist on all directions and suppress the dust.
- Company has installed Zero Liquid Discharge (ZLD) plant to treat and effectively reuse the major liquid effluent being blown down by cooling tower.
- Utilisation of fly ash brick within plant premises for conservation of top soil.
- Various cement plants, NH contractors and ash brick manufacturing units have been contacted for utilisation of fly ash.
- Bio-degradable waste converter has been installed at plant and employees' township to manage biodegradable waste in an eco-friendly manner and the final output i.e. manure is used in horticulture.
- A unique concept of light pipes and turbo ventilator at the main store has been implemented to reduce energy consumption and improve the working environment.
- Water sprinkling system has been installed at ash pond and working satisfactorily. This project was taken for controlling & reducing fugitive dust emission at ash pond surroundings area.
- RO plant PG test has been completed successfully & continuous operation will help to reduce the specific water consumption as well as fulfill the purpose of complete ZLD.
- We are in the process of mapping the green coverage developed through GIS/remote sensing technology.
- The company has been granted biomedical waste authorisation for a life time period by JSPCB.
- E waste has been disposed of through authorized recycler.
- As per CPCB direction remote calibration facility for SO₂ and NO_x of on line flue gas monitoring system has been implemented.
- Railway operation for coal & ash transportation in the Company has enormously reduced CO₂ (GHG) gas emission.
- Vehicle wheel washing system has been installed & kept in operation.
- Mechanized Road cleaning system has been implemented for inside plant as well as outside roads.
- Piezometers are installed within plant, ash pond as well as MPL township for measuring ground water table at various locations.

- Established wind barrier at wagon ash loading area & coal feeding track hopper.
- MPL had distributed 500 cloth bags to the villagers & this was a Drive for ZERO single use plastic bags
- Water audit has been done to measure water footprint & water flow meters are being installed for monitoring.
- The specific water consumption is 3.5 m³/Mwh.: specific water consumption is well below the limit.
- 14 nos. of water flow meters were installed for optimization /water neutrality.
- Rainwater harvesting study completed for finding additional scope of water recharging

Your Company has been awarded for outstanding Environmental Management (Diamond category) 2019 in Thermal Power Plant by Green Maple Foundation. The Company achieved Four Star Rating by JSPCB in October 2019 for quality and quantity of online Environment monitoring data. The Company ranks 1st industry in Jharkhand to achieve this acclaim. Your Company also participated in JAL Shakti Mission of Govt through saplings donation to local administration as well as in house plantation.

- **Ash management**

The Company generated approximately 18.11 lakh MTPA of ash comprising approximately 13.58 lakh MTPA of fly ash and 4.52 lakh MTPA of bottom ash, out of both the units of 525 MW each, at PLF of 82.14% during FY23.

As a part of community development program and to support local self-help groups consisting of land losers and villagers, the Company has made MOMs with Local Transporters for Transportation of dry fly ash through hywas to brick manufacturing industries at zero subsidy thereby ensuring usage of fly ash and improving the economic condition of the villagers. In FY 23, 0.85 LMT has been utilized by the brick manufacturing Industries.

The Company has also tied up with Steel Authority of India (SAIL) for stowing their underground captive mines with bottom Ash thereby promoting coal production. In the Year FY 23 a total of 0.56 LMT has been has been utilized for captive mines filling.

The Company has made a long-term agreement with M/s ACC & RDP Infracon during FY 23 for Fly ash utilization at cement industries through bulkers. This is in a purely dry form for use in cement manufacturing process. A quantity of 4.21 LMT has been despatched through Bulker Mode in FY 23.

With the Operationalization of the MPL Railways, plant started its first leap towards disposal of Conditioned Fly Ash (CFA) through Rake Mode on the 29th March, 2022 to Cement Factories located in the North East States and towards Infrastructure Development in Construction of Railway Sidings. The Company has despatched one Rake equivalent of 3964 Mt of Pond Ash and 49 Rakes of CFA equivalent to 1.81 LMT Fly ash to the North East Cement Manufacturing Units in FY 23 inculcating a four Fold Benefit as follows:

1. Putting a curb in Environment pollution due to Flying of Dust during Hyva Movement
2. Ppromoting Safety in CFA Mode of transport as compared to Multiples Hyyas thus avoiding chances of Road Accidents
3. There is a Saving in Company expenditure along with revenue generation.
4. Minimising Carbon Emission through despatch by Hyvas.

In order to meet the MoEF stipulation to achieve 100% ash utilization on a long term basis, the company is in the process to identify other bulk users who may have perpetual use of ash in their businesses. The Company is exploring scientific basis to develop safe technique of back filling of abandoned mines with ash. The initial results indicate that there is a good potential in this area in amidst of several challenges. The space available in such void mines is capable enough to address the issue of ash disposal of the Company through Liasoning with ECL.

- **New environment regulation for stack emission**

The MoEF has issued a new notification regarding stack emission from thermal power plants on 7th December 2015. The Central Pollution Control Board (CPCB) has vide its letter dated 11th December 2017, informed the Company about the revised timelines, for compliance with the environmental norms. The MOEF&CC has further revised the timelines vide it's gazette notification dated 5th September 2022. The revised timelines and compliances put in place by the Company are as mentioned hereunder:

- a) That plant is equipped with Electrostatic Precipitators (ESP) to control the Stack emission levels.
- b) That plant shall install FGD by 30th June 2024 and 31st December 2024 for Unit#1 and Unit #2, respectively, so as to comply SO₂ emission limit. This is line with the revised notification issued by MOEF&CC on 5th September 2022 which has further extended the timelines till December'26
- c) That plant has initiated measures like installation of low NO_x burners, providing Over Fire Air (OFA), etc. and achieve progressive reduction so as to comply NO_x emission limit by the year 2024. This is as per the timelines mandated by MOEF&CC. In line with CERC directive the company has initiated re tendering process.

- d) The specific water consumption is 2.3 m3/Mwh.: specific water consumption is well below the limit.
- e) 14 nos. of water flow meters were installed for optimization /water neutrality .
- f) Rain water harvesting study completed for finding additional scope of water recharging

The Company has filed petition before CERC seeking it's in principle approval for incurring capex to comply with MoEF directives by December 2017. On the receipt of in principle approval from CERC, the Company would take necessary steps for compliance of this pollution norms.

- **Tree Plantation**

As per the conditions of Environmental Clearance of the project, your Company is mandated to develop greenbelt covering an area of 95 hectares. So far, the Company could develop green belt in and around the plant area with the plantation of approx. 3.50 lakh trees, 14800 tree saplings planted during the year. It has not only contributed to the aesthetics but also helped in carbon sequestration by serving as a "sink" for CO2 release from the stations and thereby protecting the quality of ecology and also control the fugitive dust emission arises from various operational area like CHP, Ash Pond etc.

- **Tiger Grass handicrafts under Dhaaga Initiative**

Your Company has been relentlessly working towards the development and welfare of the communities living in and around its operational areas. Under its group flagship initiative Dhaaga, your company has provided handicrafts training in collaboration with Amarkutir Society for Rural Development and has started a tiger-grass based handicraft production center for women artisans from the peripheral villages of the project.

The venture aims to uplift the livelihood of the community women and foster their holistic development. The women artisans at the center make hand woven crafts made of Tiger grass, a perennial grass native to the Indian subcontinent. Currently more than thirty women are associated with initiative and are earning their livelihood. The Company markets these products in a boutique at Asansol and Amarkutir Society for Rural Development, and are also planning to go online, to make these women financially independent.

Our company has been dedicatedly working towards the progress and well-being of the communities residing in and around our operational areas. As part of our flagship initiative, Dhaaga, we have collaborated with various design agencies to provide handicrafts training and establish a handicraft production center for women artisans from nearby villages. This center utilizes tiger grass, a perennial grass native to the Indian subcontinent, to create hand-woven crafts.

The main goal of this venture is to improve the livelihood of the community women and promote their overall development. Currently, over thirty women are involved in this initiative and are earning a sustainable income. We market these products through various platforms, including online platform to further empower these women and make them financially independent.

- **Improvement in Biodiversity.**

7800 samplings of Fruit and forest species planted at site for additional carbon sequestration and enhancement of green coverage. Organic vegetable garden and Fruit orchard were developed. As a part of Sustainability initiatives, 180 nos additional bird shelter (made of and bamboo frame covered with tiger grass) have been placed in the various locations of the Company's plantation areas. This helps to keep birds safe, useful for nesting birds and shelters protect the nests and hatchlings. 25000 fish seed were placed in the Rainwater harvesting pond and in the Field hostel pond under Sustainability and biodiversity conservation initiative. A pilot project on honey bee farming has been introduced in Field Hostel area (out side plant premises.)

18. INFORMATION TECHNOLOGY AND COMMUNICATION TECHNOLOGY

Your Company is committed towards technology driven innovation and inculcating an innovation driven culture within the organization. Most of the business processes in the Company have been IT enabled. The Company's IT infrastructure is continuously reviewed and renewed in line with the business requirements and technology enhancements. The Company continues to invest in Information Technology (IT) to enhance customer experiences, improve productivity and bolster agility by refining operational efficiency through automation and better data driven insights.

All the Board and Committee Meetings conducted are paperless with documents securely uploaded on the Board Application and accessed online. This has resulted in saving paper, reducing the cycle time to make documents available to the Board/Committee Members and increasing confidentiality.

Your Company has been using SAP Enterprise Resource Planning (ERP) package, extended by Tata Power, covering maximum possible processes across the organisation. In addition to the core business, it encompasses the employee self-service functionality, procurement to pay, knowledge management, business intelligence, document management workflow, security intelligence system, vendor invoice management, billing to cash, etc. The SAP ERP system is fully managed through expertise from the process and technical group.

You Company widely uses video conferencing facility, to hold meetings in a secured manner with outside Company network location.

The Company has taken up initiatives towards ensuring a robust cyber security environment by deploying Advance anti-virus features like-Z scalar, Redefining Firewall rules, blacklisting unwanted ports for creating a holistic secured a safe working environment specially where there is free data traffic flow to outside environment. IT infra-Architectural optimization have been done with highest degree of secured IT-OT Integration. Esecurity related various initiatives have been taken to ensure effective surveillance & strong control over IN/OUT access of plant through various biometric enabled Turnstile gate technology.

19. HUMAN RESOURCES

The Human Resource function of your organization is actively pursuing the agenda of supporting the organization in its strategic objectives. The company believes that employees are its most valuable resource and has implemented effective Human Resource management practices, which has helped in making the Organization robust, progressive and dynamic.

Your company is preparing for the future ready workforce and has focused on the capability building of its officers as well as allied workforce. During the year under review several HR initiatives were undertaken to supplement the Company's effort towards business sustainability and preparing for growth. These initiatives are aimed at developing leaders, creating bench strength for the future and skill and competency development of the Company's existing human capital. Several training programs were conducted to ensure development of the required competencies. Some of the major human resource initiatives undertaken by the Company during the period under review to supplement efforts towards organizational growth include:

a) Manpower

Manpower (officers) stood at 218 at the close of this year, there is no enhancement of manpower in comparison to last year. In FY23, the Company has targeted delegation of multiple responsibilities along with cross functional activities to give more exposure to individuals for better understanding of business and develop multi-skilled and future ready workforce.

With focus on Talent mobility, for manpower sourcing, whenever required, internal job postings (IJP) within Tata Power group companies was given priority to attract right talent and to address the need of development and growth of internal talents. Company has also utilized TPSDI (Tata Power Skill Development Institute) to strengthen the development of their trainees through their programs.

b) Technical and Behavioural Training

With a target of enhancing the functional skill of the workforce various training programs were planned before hand and priority was given on utilising the experience of Internal trainers, who are more accustomed with the existing systems running in the company, thereby giving the trainees a better and practical understanding of the system and functions. External experts, wherever required, were also called to part their knowledge to our workforce to ensure capability development of the workforce.

Taking into consideration of the overall development of the workforce, apart from technical training, the Company has also facilitated in design and execution of various behavioural training programs related to Team building, stress management and emotional intelligence from time to time to help its employees understand and develop their soft skills in their journey on the path of achieving their potential. To maintain a better work life balance, officers were also taken through a workshop facilitated by doctors to enlighten them on better way of living their life.

This year your company has embraced digital learning platform "GYANKOSH". Your company achieved 100% adoption of this platform and employees are utilizing this for behavioural trainings.

Apart from behavioral and technical trainings identified during PMS process in respect of every officers, Focused group trainings were also conducted on various topics for and enhancement of a homogeneous group knowledge.

To address organizational needs S+5S drive, Health & wellness, Care for Environment, SAP, Business Excellence and RCM drive focused on ensuring reliability, Data analytics to enhance analysis of information and other programs were also conducted throughout the year. We have

08 Nos Data Evangelist and 12 Nos Data scientist as a result of these initiatives.

Safety capability building was another area on which continuous focus was kept during the year and your organization achieved highest score in Safety indices.

For allied workforce apart from regular technical training, Tata Power Skill Development Institute (TPSDI) at Maithon, was utilized for providing the basic safety trainings (L1) to induct the safety aspects of their job in their behavioural genes. TPSDI platform was further systematically utilized for enhancing the skill set of the allied workforce in technical areas under the L2&L3 programs.

c) Employee Engagement and CONNECT

Company's employee engagement platforms are inclusive and empowering. It connects employees with leaders, their peers and Human Resource function. Forums such as Townhalls, Employee Connect meetings, Departmental connect meetings, Monthly review meetings like MPL BSC, Daily O&M and Project meetings provide interactive platforms for sharing information and feedback and also conferring rewards and recognitions. Various initiatives in the field of Employee Recreation have also been instrumental in sustaining the engagement levels at the highest level.

Apart from increasing the capability of our employees, the company have continued the initiative for motivating employees to increase their educational qualification through Higher education support policy to help them pursue their aspirations for higher education.

An HR thematic in-house survey was conducted to understand the happiness quotient of the officers as well as to identify the OFIs.

Many engagement activities were undertaken on larger scale like Coffee with Manager, MPL day, Best SBU day, New Year Celebrations, Vishwakarma Puja, Holi, Diwali, Christmas and other events etc. wherein employees along with their families also participated. Also, various sports activities, Quiz competition were conducted for reducing the monotony of the work. Sports person won company level awards for Marathon and Badminton

Festival centric decorations spruced up the office premises giving a festival feeling during various festive days.

Reward & Recognition system through the "Achievers portal" was strengthened with many attractive rewards and recognition. Rewards were provisioned to boost the performers as well as motivating others to be a part of their colleague's achievements.

To fuel ambitious future growth plans in all its business clusters, the organization is looking at building a steady talent pipeline across various levels of the organization. For this purpose, "Talent NXT" program is launched which focuses on growing talent through out of turn grade elevation and special development opportunities. This pipeline will be developed to generate talent which can take up responsibilities in new domains as well as existing domains with enhanced responsibilities. Your organization is happy to inform that one employee has been selected in this program out of eight across Tata Power.

Similarly, workshops were conducted involving the majority of officers in middle and junior management level for maintaining a higher level of synergy among functions and alignment to organizational goals.

d) Innovation

The Company emphasizes Innovation as part of its work culture. Innovation Council has been formed and is fully functioning at MPL with involvement in many innovative projects. New digitally friendly contractor gate pass system has been introduced as a stand alone system taking care of your organization centric requirements.

e) Policy on prevention of sexual harassment of women

The Company follows Tata Power's policy on prevention of sexual harassment of women to ensure a free and fair inquiry process within defined timelines. It ensures prevention and deterrence towards the commissioning of acts of sexual harassment and sets out the procedures for their resolution and settlement. Further, there is an internal module in place to apprise all employees on the provisions of the POSH and redressal mechanisms. Workshops, as a part of new-joiner inductions or in general, are conducted in plants and units to sensitize employees on the subject. No cases of sexual harassment and discriminatory employment were reported in the last financial year.

The following is a summary of sexual harassment issues raised, attended and dispensed during FY23:

- No. of complaints received: Nil
- No. of complaints disposed off: Nil
- No. of cases pending for more than 90 days: Nil
- No. of workshops/awareness program against sexual harassment carried out: 09 Nos. (Approx 645 workforce including allied manpower)
- The POSH sessions conducted by the Divisional POSH coordinators at DVC Maithon and DVC Panchet were very well received by the units there.

f) Industrial Relations

Your Company has, since its inception, supported working collaboratively with all stakeholders to maintain a cordial industrial relationship. Continuing the trend of the last couple of years this year also your company has managed the IR front quite well and achieved no workday loss.

Continuous engagement with the community and stakeholders was undertaken on different matters to ensure continuous dialogue with them and ensuring smooth operation of the Plant.

Various initiatives have been taken round the year for building the capability of allied workforce, ensuring welfare amenities like cold drinking water points, introduction of bio-toilets at remote locations inside Plant and dedicated workers canteen. A session was organized with the director of ESIC government of Jharkhand face to face with the workmen.

Initiatives have been undertaken to build increase the engagement of the allied work force by organizing Cricket Tournament, Safety march, Women's Day celebration and health awareness for female workers. Reward & Recognition program was organized throughout the year to motivate the performers. Turnstile system installed to monitor entry-exit of workforce. Your organization provided training to around 1000 women on various livelihood options, such as manufacturing of handicrafts, soft toys, bangles, garments, and food processing. Your organization supported business incubation and acceleration programs to help startups and entrepreneurs develop their business ideas and scale their operations. The coaching was provided by national and state level sports persons from Volleyball, Football, Athletics, Boxing, Kabbadi to 500 youths and teens from Nirsas. This initiative is helping to promote sports among young people and create a culture of fitness and well-being.

20. WHISTLEBLOWER POLICY AND VIGIL MECHANISM

Your Company believes in upholding professional integrity and ethical behavior in the conduct of its business. To uphold and promote these standards, the Company has adopted a Whistleblower Policy and Vigil Mechanism to provide a formal mechanism to the Directors, employees and its stakeholders to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy without fear of reprisal.

Protected disclosures can be made by a whistleblower through several channels. The policy provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Chairman of the Audit Committee of Directors.

21. TATA CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND CODE OF CORPORATE DISCLOSURE PRACTICES

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended from time to time, the Board of Directors of the Company has adopted the revised Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure practices (the Code). All the Promoters, Directors, Employees of the Company who are Designated Persons and their immediate relatives and other Connected persons such as Auditors, consultants, bankers etc., who could have access to the unpublished price sensitive information of the Company are governed under this code.

The Chief Financial Officer of the Company is the 'Compliance Officer' in terms of this Code.

22. RELATED PARTY TRANSACTIONS

Your Company has formulated a Related Party Transaction (RPT) Policy and framework and guidelines. All RPTs entered into during FY 2022-23 were on an arm's length basis and in the ordinary course of business.

All transactions with related parties were reviewed and approved by the Audit Committee. The disclosure of material RPTs as required under Section 134(3)(h) read with Section 188(2) of the Act in Form No.AOC-2 is annexed herewith as Annexure 'E'. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis. The transactions entered into pursuant to the omnibus approval so granted are reviewed by the internal audit team. Thereafter, a statement giving details of all related party transactions is placed before the Audit Committee on a quarterly basis for its review. There is no materially significant RPTs made by the Company with Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of your Company at large.

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

The information on the conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as Annexure 'F'.

24. CORPORATE GOVERNANCE

Pursuant to the Listing Regulations, Report on Corporate Governance along with the certificate from a Practicing Company Secretary certifying compliance with conditions of Corporate Governance forms part of the Annual Report.

25. STATUTORY AUDITORS

M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No 301003E/E300005, were appointed as Statutory Auditors of the Company for a second term of five years in the Annual General Meeting (AGM) held in 2022 till the conclusion of the AGM to be held in 2027.

26. STATUTORY AUDITORS' REPORT

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013.

The Statutory Auditor's Report does not contain any qualifications, reservations or adverse remarks

The Statutory Auditors of the Company have not reported any fraud to the Audit Committee as specified under Section 143(12) of the Companies Act 2013, during the year under review.

27. COST AUDITOR AND COST AUDIT REPORT

Your Board has appointed M/s. Sanjay Gupta & Associates; Cost Accountants as Cost Auditors to conduct the audit of cost records of your Company for the FY 2023-2024. The remuneration proposed to be paid to them requires ratification of the shareholders of the Company. In view of this, your ratification for payment of remuneration to Cost Auditors is being sought at the ensuing AGM.

Pursuant to Section 148 of the Act, your Company carries out an annual audit of cost accounts relating to electricity. The Cost Audit Report and the Compliance Report of your Company for Company for FY22, was filed on 10th August 2022 with the Ministry of Corporate Affairs through Extensive Business Reporting Language (XBRL) by the Company before the due date of 30th September 2022. Further, the cost accounts and records as required to be maintained under Section 148 of the Act are duly made and maintained by the Company.

28. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. SBR & Co LLP Company Secretary in practice have been appointed as Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure G to this Report. The report is self-explanatory and do not call for any further comments.

29. SECRETARIAL STANDARDS

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

30. OTHER DISCLOSURES/REPORTING

No disclosure or reporting is required in respect of the following items on account of non-applicability/non-concurrence of any of the events during the year under review:

- i. Issue of equity shares with differential rights as to dividend, voting or otherwise
- ii. Issue of shares (including sweat equity shares) to employees of the Company under any Scheme
- iii. Issue of warrants
- iv. Details in respect of frauds reported by Auditors under sub section (12) of Section 143 other than those which are reportable to the Central Government, as there were no such frauds reported by the Auditors.

31. ANNUAL RETURN

Pursuant to Section 92 of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, Annual Return is available on the website of the Company on the following link <https://www.tatapower.com/pdf/mpl/mpl-annual-return-form-mgt-7-20-21.pdf>.

32. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of compliance systems established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's compliance systems were adequate and effective during the financial year 2022-2023.

Accordingly, pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that and based on the representations received from the management, confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures therefrom;
- b) they have, selected such accounting policies, and have 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 of the Company for that period;

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

33. ACKNOWLEDGEMENTS

The Board of Directors would like to place on record their deep sense of appreciation to all shareholders, customers, business partners, contractors and suppliers, auditors, bankers, financial and academic institutions.

The Directors are thankful to the Government of India and the various Ministries, the State Governments and the various Ministries, the Central and State Electricity Regulatory authorities, Corporation, Gram Panchayat and Municipal authorities of the areas where your Company operates and the communities associated with its area of operation.

The Board of Directors take this opportunity to place on record their gratitude for the timely and valuable assistance and support received from officers and employees of DVC and Tata Power. We wish to place on record our appreciation for the tireless effort and contribution made by each employee at all levels to ensure that the Company continue to grow and excel.

On behalf of the Board of Directors,

Date: 13th April 2023
Place: Mumbai

Vijay Namjoshi
Chairman
(DIN: 08626492)

ANNEXURE 'A'

POLICY ON BOARD DIVERSITY & DIRECTOR ATTRIBUTES

1. Objective

- 1.1 The Policy on Board Diversity ('the Policy') sets out the approach to diversity on the board of directors ('the Board') of Maithon Power Limited (the company).
- 1.2 The company recognises that diversity at board level is a necessary requirement in ensuring an effective board. A mix of executive, independent and other non-executive directors is one important facet of diverse attributes that the company desires. Further, a diverse board representing differences in the educational qualifications, knowledge, experience, gender, age, thought and perspective results in delivering a competitive advantage and a better appreciation of the interests of stakeholders. These differences should be balanced against the need for a cohesive, effective board. All board appointments shall be made on merit having regard to this policy.

2. Attributes of directors

The following attributes need to be considered in considering optimum board composition:

i) Gender diversity:

Having at least one woman director on the Board with an aspiration to reach three women directors.

ii) Age

The average age of board members should be in the range of 60 - 65 years.

iii) Competency

The board should have a mix of members with different educational qualifications, knowledge and with adequate experience in finance, accounting, economics, legal and regulatory matters, the environment, green technologies, operations of the company's businesses, energy commodity markets and other disciplines related to the company's businesses.

iv) Independence

The independent directors should satisfy the requirements of the Companies Act, 2013 (the Act) and the listing agreements in respect of the 'independence' criterion.

Additional Attributes

- The directors should not have any other pecuniary relationship with the company, its subsidiaries, associates or joint ventures and the company's promoters, besides sitting fees and commission.
- The directors should not have any of their relatives (as defined in the Act and Rules made thereunder) as directors or employees or other stakeholders (other than with immaterial dealings) of the company, its subsidiaries, associates or joint ventures.
- The directors should maintain an arm's length relationship between themselves and the employees of the company, as also with the directors and employees of its subsidiaries, associates, joint ventures, promoters and stakeholders for whom the relationship with these entities is material.
- The directors should not be the subject of allegations of illegal or unethical behaviour, in their private or professional lives.
- The directors should have ability to devote sufficient time to the affairs of the Company.

3. Role of the Nomination and Remuneration Committee

- 3.1 The Nomination and Remuneration Committee ('the NRC') shall review and assess board composition whilst recommending the appointment or reappointment of independent directors.

4. Review of the Policy

- 4.1 The NRC will review this policy periodically and recommend revisions to the board for consideration

ANNEXURE 'B'

REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

The philosophy for remuneration of directors, Key Managerial Personnel ("KMP") and all other employees of Maithon Power Limited ("company") is based on the commitment of fostering a culture of leadership with trust. The remuneration policy is aligned to this philosophy.

This remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 ("Act"). In case of any inconsistency between the provisions of law and this remuneration policy, the provisions of the law shall prevail and the company shall abide by the applicable law. While formulating this policy, the Nomination and Remuneration Committee ({"NRC"}) has considered the factors laid down under Section 178(4) of the Act, which are as under:

"(a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

(b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals"

Key principles governing this remuneration policy are as follows:

- **Remuneration for independent directors and non-independent non-executive directors**

- Independent directors ("ID") and non-independent non-executive directors ("NED") (other than employees of other Tata companies and nominees of the Joint Venture partner) may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members) and commission within regulatory limits.
- Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the NRC and approved by the Board.
- Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate directors aligned to the requirements of the company (taking into consideration the challenges faced by the company and its future growth imperatives).
- Overall remuneration should be reflective of size of the company, complexity of the sector/industry/company's operations and the company's capacity to pay the remuneration.
- Overall remuneration practices should be consistent with recognized best practices.
- Quantum of sitting fees may be subject to review on a periodic basis, as required.
- The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board based on company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.
- The NRC will recommend to the Board the quantum of commission for each director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and committee meetings, individual contributions at the meetings and contributions made by directors other than in meetings.
- In addition to the sitting fees and commission, the company may pay to any director such fair and reasonable expenditure, as may have been incurred by the director while performing his/ her role as a director of the company. This could include reasonable expenditure incurred by the director for attending Board/Board committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/ management, site visits, induction and training (organized by the company for directors) and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a director.

- **Remuneration for managing director ("MD")/ executive directors ("ED")/ KMP/ rest of the employees¹**

- The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be
 - Market competitive (market for every role is defined as companies from which the company attracts talent or companies to which the company loses talent)
 - Driven by the role played by the individual,

¹ Excludes employees covered by any long term settlements or specific term contracts. The remuneration for these employees would be driven by the respective long term settlements or contracts.

ANNEXURE 'B' (Contd.)

- Reflective of size of the company, complexity of the sector/ industry/ company's operations and the company's capacity to pay,
- Consistent with recognized best practices and
- Aligned to any regulatory requirements.
- In terms of remuneration mix or composition,
 - The remuneration mix for the MD/ EDs is as per the contract approved by the shareholders. In case of any change, the same would require the approval of the shareholders.
 - Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
 - In addition to the basic/ fixed salary, the company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimization, where possible. The company also provides all employees with a social security net (subject to limits) by covering medical expenses and hospitalization through re-imbursments or insurance cover and accidental death and dismemberment through personal accident insurance.
 - The company provides retirement benefits as applicable.
 - [In addition to the basic/ fixed salary, benefits, perquisites and allowances as provided above, the company provides MD/ EDs such remuneration by way of commission, calculated with reference to the net profits of the company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the MD/ EDs would be based on performance as evaluated by the Board or the NRC and approved by the Board.]²
 - [In addition to the basic/ fixed salary, benefits, perquisites and allowances as provided above, the company provides MD/ EDs such remuneration by way of an annual incentive remuneration/ performance linked bonus subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board. An indicative list of factors that may be considered for determination of the extent of this component are:
 - ✧ Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time,
 - ✧ Industry benchmarks of remuneration,
 - ✧ Performance of the individual.]³
 - The company provides the rest of the employees a performance linked bonus. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the company.
- **Remuneration payable to Director for services rendered in other capacity**

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such director in any other capacity unless:

 - a) The services rendered are of a professional nature; and
 - b) The NRC is of the opinion that the director possesses requisite qualification for the practice of the profession.
- **Policy implementation**

The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

² To be retained if Commission is provided to MD/ EDs

³ To be retained only if Commission is not provided to MD/ EDs

ANNEXURE 'C'

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of the Director	Ratio of Directors' remuneration to the median remuneration of the employees of the Company for the financial year
Mr. Vijay Namjoshi	N.A.
Mr. Ashok Sinha (upto 22.03.23)	0.50
Ms. Rita Sinha (upto 22.03.23)	0.36
Mr. Krishnava Dutt (upto 20.03.23)	0.50
Mr. Ananda Kumar Prabhakaran (upto 22.06.22)	N.A.
Mr. Abhijit Basu (wef 10.07.22 upto 22.03.23)	N.A.
Mr. Ramesh Narayan (upto 22.03.23)	N.A.
Mr. Joydeep Mukherjee	N.A.
Mr. Amarjit Chopra (wef 31.03.22)	0.34
Mr. P. R. Ravi Mohan (wef 20.03.23)	NA
Mr. Narendra Nath Misra (wef 23.03.23)	NA
Ms Nita Jha (wef 23.03.23)	0.02

ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name of the Director and Key Managerial Personnel	Percentage increase in remuneration in the financial year
Mr. Vijay Namjoshi	N.A.
Mr. Ashok Sinha (upto 22.03.23)	-32.2
Ms. Rita Sinha (upto 23.03.23)	-29.4
Mr. Krishnava Dutt (upto 20.03.23)	-27.7
Mr. Ananda Kumar Prabhakaran (upto 22.06.22)	N.A.
Mr. Abhijit Basu (wef 10.07.22 upto 22.03.23)	N.A.
Mr. Ramesh Narayan (upto 22.03.23)	N.A.
Mr. Joydeep Mukherjee	N.A.
Mr. Amarjit Chopra (wef 31.03.22)	N.A.
Mr. P.R. Ravi Mohan (wef 20.03.23)	N.A.

Name of the Director and Key Managerial Personnel	Percentage increase in remuneration in the financial year
Mr. Narendra Nath Misra (wef 23.03.23)	N.A
Ms Nita Jha (wef 23.03.23)	N.A
Mr. Vijayant Ranjan, Chief Executive Officer (from 15.02.2022)*	1007.7
Mr. Kajal Kumar Singh, Chief Financial Officer	19.21
Ms Mona Purandare CS (wef 01.11.2021)*	251.4

*Remuneration of Mr. Vijayant Ranjan prorated for 1.5 months for FY22 and full year for FY23. Remuneration of Ms. Mona Purandare prorated for 5 months for FY22 and full year for FY23

- iii) The percentage increase in the median remuneration of employees in the financial year: 0.50%
- iv) The number of permanent employees on the rolls of the Company: 255
- v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year, its comparison with the percentile increase in the managerial remuneration, justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Average increase in remuneration of Mangers (defined as MD and ED on the Board of your Company): 16.13%. For employees of Maithon Power Limited, the median increase was 0.50%
- vi) Affirmation that the remuneration is as per the remuneration policy of the Company: It is affirmed that remuneration is as per the 'Remuneration Policy for Directors, Key Managerial Personnel and other employees' adopted by the Company

On behalf of the Board of Directors,

Date: 13th April 2023
Place: Mumbai

Vijay Namjoshi
Chairman
(DIN: 08626492)

ANNEXURE 'D'

Annual Report on CSR Activities

(Ref.: Board Report, Section 26.1)

1. Brief outline on CSR Policy of the Company:

Maithon Power Limited is committed to ensuring the social wellbeing of the communities in the vicinity of its business operations through Corporate Social Responsibility initiatives (CSR) in alignment with Tata Power Focus Initiatives.

Maithon Power Limited shall engage with the community by undertaking the following principles and activities:

- Consult pro-actively with the community and other key stakeholders for understanding needs and designing initiatives for the social wellbeing of the community.
- Undertake activities as per 3 major thrust areas, which include:
 1. Education (Including financial and digital literacy)
 2. Employability and Employment (Skilling for livelihood)
 3. Entrepreneurship

The Company focussed on Consolidation, Co-Creation and Communication with focus on standardizing our CSR narrative and flagship programmes. This consolidation and integration has helped achieve scale and deliver sustainable results and bring positive change to the communities through Tata Power Community Development Trust (TPCDT), which has internal capabilities to execute CSR programs effectively and efficiently. The Company's CSR policy, including overview of projects or programs undertaken or proposed to be undertaken, is provided on the Company's website.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meeting of CSR Committee attended during the year
1	Mr. Krishnava Dutt (upto 20-03-2023)	Chairman	2	2
2	Mr. Vijay Namjoshi	Member	2	2
3	Mr. Joydeep Mukherjee	Member	2	2
4	Mr. Narendra Nath Misra (wef 23-03-2023)	Chairman	2	NA

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

<https://www.tatapower.com/plants-projects/thermal-generation-projects/maithon/mpl-policies.aspx>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.: NA

5. (a) Average net profit of the company as per sub-section (5) of section 135: ₹ 352,16,05,340

(b) Two percent of average net profit of the company as per sub-section (5) of section 135: ₹ 7,04,32,107

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Not Applicable

(d) Amount required to be set off for the financial year, if any: Not Applicable

(e) Total CSR obligation for the financial year [(b)+ (c) - (d)]: ₹ 7,04,32,107

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):

₹ 3,81,23,350

(b) Amount spent in Administrative Overheads: ₹ 35,21,605

(c) Amount spent on Impact Assessment, if applicable: Not Applicable

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 4,16,44,955

ANNEXURE 'D' (Contd.)

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135 (6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135 (5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 4,16,44,955	₹ 2,87,87,151		Not Applicable		

(f) Excess amount for set off, if any: Not Applicable

Sl.No.	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the company as per sub-section (5) of Section 135	
(ii)	Total amount spent for the Financial Year	
(iii)	Excess amount spent for the financial year [(ii)-(i)]	
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR account under section 135 (6) (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1	FY 22	₹ 2,15,45,599		₹ 2,15,45,599				
2	FY 21							
3	FY 20							

ANNEXURE 'D' (Contd.)

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Yes or No: No

If Yes, enter the number of Capital assets created/ acquired: NA

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

(1)	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135.: Not Applicable

Date: 13th April 2023
Place: Mumbai

Vijayant Ranjan
(Chief Executive Officer)

Narendra Nath Misra
(Chairman CSR Committee)
(DIN 0575501)

ANNEXURE 'E'
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 PROVISIO THERETO

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

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contract/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transaction	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
						Nil	

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 contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date (s) of approval by the Board, if any	Amount paid as advances, if any
Damodar Valley Corporation	Sale of Electricity	During FY 22-23	₹ 457.54 crore (As per long term Power Purchase Agreement pursuant to CERC Regulations)	NA	NA
The Tata Power Trading Company Limited	Sale of Electricity	During FY 22-23	₹ 1806.46 crore (As per long term Power Purchase Agreement pursuant to CERC Regulations)	NA	NA
The Tata Power Company Limited	ICD Given	180 days	₹ 100 crore (Fixed interest rate of 6.58% p.a.)	1 st October, 2019	NA
The Tata Power Company Limited	ICDs Given	1 month	₹ 300 crore (Fixed interest rate of 5.93% p.a.)	18 th April 2022	NA
The Tata Power Company Limited	ICDs Given	90 days	₹ 50 crore (Fixed interest rate of 5.17% p.a.)	4 th June, 2022	NA

On behalf of the Board of Directors,

Date: 13th May 2023
Place: Mumbai

Vijay Namjoshi
Chairman
(DIN: 08626492)

ANNEXURE 'F'

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

A. Conservation of energy:

(i) Energy conservation measures taken	<ul style="list-style-type: none"> • SANKALP project taken for reduction of Station Heat Rate • Unit 1 Turbine Overhauling • 12 CT Cell Fills replacement in FY23 • Initiative for Auxiliary Power Consumption (APC) reduction: <ol style="list-style-type: none"> 1. Unit startup with one set of fans. 2. Optimize Coal mill operation with Mill operation window. 3. Compressed air pressure optimization • Optimization of Raw water consumption by proper water management through RO, Ash water management initiatives.
(ii) Steps taken for utilizing alternate sources of energy	NIL
(iii) Capital investment on energy conservation equipment	NIL

B. Technology absorption:

(i) Efforts made towards technology absorption	<ul style="list-style-type: none"> • Artificial Intelligence Machine Language (AI ML) based Combustion optimization & APC Optimization solutions developed in-house • Remote operated Cable Cutter. • ESP hopper ash level monitoring with Gama ray portable sensor • Reliability Centered Maintenance (RCM)
(ii) The benefits derived like product improvement, cost reduction, product development or import substitution	<ul style="list-style-type: none"> • GHR improvement through Combustion optimization solution • Cost reduction by identifying the equipment's consuming more power. • A Step Change initiative in Safety to minimize the risk during electrical cable cutting • A Step Change initiative in Safety to eliminate ESP Hopper Failure and minimize the risk of serious accidents and disruption in power generation. • To reduce O&M expenditure and healthy life of the units through optimizing their performance.
(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- a) The details of technology imported b) The year of import c) Whether the technology been fully absorbed d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Nil
(iv) The expenditure incurred on Research and Development	Nil

ANNEXURE 'F' (Contd.)

C. Foreign exchange earnings and outgo:

(₹crore)

Particulars –Standalone	FY23	FY22
Foreign Exchange Earnings mainly on account of interest, dividend	-	-
Foreign Exchange Outflow mainly on account of:	-	-
Fuel purchase (Freight Payment)	NIL	0.23
Interest on foreign currency borrowings	-	-
Purchase of capital equipment, components and spares and other miscellaneous expenses	-	-

On behalf of the Board of Directors,

Date: 13th April 2023
Place: Mumbai

Vijay Namjoshi
Chairman
(DIN: 08626492)

ANNEXURE 'G'

FORM No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
MAITHON POWER LIMITED
CIN U74899MH2000PLC267297
Corporate Center, 34 Sant Tukaram Road,
Carnac Bunder Mumbai- 400009

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Maithon Power Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed, and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has generally, during the audit period covering the financial year ended on 31st March, 2023:

- Complied with the statutory provisions listed hereunder, and
- Proper Board processes and compliance mechanism are in place,

to the extent, in the manner and subject to the reporting made hereinafter.

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the audit period)**
- (v) The following Regulations and Guidelines as prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and any amendments made from time to time:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the audit period)**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the audit period)**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the audit period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (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 the client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and amendments from time to time; **(Not applicable to the Company during the audit period);** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**

ANNEXURE 'G' (Contd.)

(vi) Other laws applicable specifically to the Company namely:

- (a) The Electricity Act, 2003;
- (b) The Indian Electricity Rules, 1956;
- (c) The Energy Conservation Act, 2001;
- (d) Rules, regulations and applicable order(s) passed by the Central and State Electricity Regulatory Commissions Authority.

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General meetings.
2. Listing Agreements entered into by the Company with Stock Exchange;

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
As per the representation given by the Company, the Independent Directors of the Company are registered with the Independent Director's databank maintained by IICA.
- Adequate notices were given to all Directors to schedule the Board Meetings, other than those held at shorter notice.
- A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decisions is carried through, while the views of the dissenting members are captured and recorded as part of the minutes.

We further report that based on the review of the compliance mechanism established by the Company and on the basis of Compliance certificate(s) issued by various departments and taken on record by the Board of Directors at their meetings, we are of the opinion that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company had no major events which had bearing on the Company's affairs in pursuance of the above-referred laws, rules, regulations, standards, guidelines, etc.

For **SBR & Co LLP**
Company Secretaries

Sumant K. Bhargava
Designated Partner
FCS No. 8250
CP. No.: 15656
UDIN: F008250E000094358
Peer Review No. 1631/2021

Date: 13th April 2023
Place: Mumbai

This report is to be read with our letter of even date which is annexed as "Annexure 1" and forms an integral part of this report.

To,
The Members,
MAITHON POWER LIMITED
CIN U74899MH2000PLC267297
Corporate Center B, 34 Sant Tukaram Road,
Carnac Bunder Mumbai- 400009

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

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **SBR & Co LLP**
Company Secretaries

Sumant K. Bhargava
Designated Partner
FCS No. 8250
CP. No.: 15656
UDIN: F008250E000094358
Peer Review No. 1631/2021

Date: 13th April 2023
Place: Mumbai

REPORT ON CORPORATE GOVERNANCE

Company's Philosophy on Corporate Governance

The essence of Corporate Governance is about maintaining the right balance between economic, social, individual and community goals. At Maithon Power, good corporate governance is a way of life and the way we do our business, encompassing every day's activities and is enshrined as a part of our way of working. The Company is focused on enhancement of long-term value creation for all stakeholders without compromising on integrity, societal obligations, environment and regulatory compliances. Our actions are governed by our values and principles, which are reinforced at all levels of the organisation. These principles have been and will continue to be our guiding force in future.

For your Company, good corporate governance is a synonym for sound management, transparency and adequate disclosure, encompassing good corporate practices, procedures, standards and implicit rules which propel a company to take sound decisions. As a Company with a strong sense of values and commitment, Maithon Power believes that profitability must go hand in hand with a sense of responsibility towards all stakeholders. This is an integral part of the Company's business philosophy. The cardinal principles such as independence, accountability, responsibility, transparency, trusteeship and disclosure serve as means for implementing the philosophy of Corporate Governance.

This philosophy is reflected and practised through the Tata Code of Conduct (TCoC), the Tata Business Excellence Model (TBEM) and the Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices. Further, these codes allow the Board to make decisions that are independent of the management. The Company is committed to focus its energies and resources in creating and positively leveraging shareholders' wealth and, at the same time, safeguarding the interests of all stakeholders. This is our path to sustainable and profitable existence and growth.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, including relaxations granted by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) from time to time on account of the COVID-19 pandemic with regard to corporate governance.

The various material aspects of corporate governance and the Company's approach to them are discussed in the table below:

Board of Directors

- i. The Board is the focal point and custodian of corporate governance for the Company. The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, gender and other distinctions between directors. These differences will be considered in determining the optimum composition of the Board and when possible, will be balanced appropriately.
- ii. The size and composition of the Board as on March 31, 2023 is as under:
As on March 31, 2023, the Company has 6 (six) Directors. Out of 6, 3 (three) (i.e. 50%) are Independent, Non-Executive); 3 (three) (i.e. 50%) are Non-Independent, Non-Executive (including a woman director). None of the Directors held directorship in more than 7 (seven) listed companies. Further, none of the IDs of the Company served as an ID in more than 7 (seven) listed companies. None of the IDs serving as a whole-time director/managing director in any listed entity, serves as an ID of more than 3 (three) listed entities. None of the Directors held directorship in more than 20 (twenty) Indian companies, with not more than 10 (ten) public limited companies. None of the Directors is a member of more than 10 (ten) committees or acted as chairperson of more than 5 (five) committees (being AC and SRC, as per Regulation 26(1) of the Listing Regulations) across all the public limited companies in which he/she is a Director. The necessary disclosures regarding committee positions have been made by the Directors.
All IDs of the Company have been appointed as per the provisions of the Companies Act, 2013 (the Act) and Listing Regulations. The Chairman of the Company is an NED and not related to the CEO.
- iii. The composition of the Board is in compliance with the requirements of the Act and Regulation 17 of the Listing Regulations. The profile of the Directors can be accessed on our website at <https://www.tatapower.com/plants-projects/thermal-generation-projects/maithon/board-of-directors.aspx>
- iv. Five Board meetings were held during the year under review and the gap between two meetings did not exceed 120 days. The said meetings were held on April 18, 2022 (adjourned to April 19, 2022), July 13, 2022, October 17, 2022, January 19, 2023, and March 13, 2023. All Board meetings in FY23 were held through Video Conferencing.
- v. There are no inter-se relationships between the Board members.
- vi. None of the directors hold any shares in the Company

vii. The details of each member of the Board as on March 31, 2023 and their attendance at Board Meetings during the year and last AGM are provided hereunder:

Sr No	Name of Director	Category of Directorship	Number of Board Meetings attended during FY23	Whether attended last AGM held on 28 th September 2022	No of Other Directorships*		No of Committee positions held**		Directorships in other listed entities including debt listed entities (Category of Directorships)
					Chair-person	Member	Chair-person	Member	
1	Mr Vijay Namjoshi (DIN: 08626492)	Non - Independent, Non-Executive Director	5	Yes	0	2	0	0	-
2	Mr. Ashok Sinha (DIN: 00070477)	Independent, Non-Executive Director	5	Yes	0	6	4	2	Cipla Limited # J. K. Cement Limited # Navin Fluoroine International Limited # The Tata Power Company Limited# Tata Telecommunications Limited #
3	Ms Rita Sinha (DIN: 05169220)	Independent, Non-Executive Director	5	No	0	1	0	0	-
4	Mr Krishnav Dutt (DIN: 02792753)	Independent, Non-Executive Director	4	Yes	0	5	2	2	Tata Metaliks Limited# Balrampur Chini Mill Limited# Tata Steel BSL Limited# TRF Limited#
5	Mr Amarjit Chopra ⁶ (DIN: 00043355)	Independent, Non-Executive Director	5	No	5	1	4	0	Rico Auto Industries Limited#
6	Mr P R Ravi Mohan (DIN: 08534931)	Independent, Non-Executive Director	NA	NA	1	1	0	0	ESAF Small Finance Bank#
7	Mr Narendra Nath Misra (DIN: 0575501)	Independent, Non-Executive Director	NA	NA	0	6	1	5	Gujarat Industries Power Company Limited #
8	Mr Anandakumar Prabhakaran (DIN: 06642916)	Non - Independent, Non-Executive Director	1	NA	0	1	1	0	-

Sr No	Name of Director	Category of Directorship	Number of Board Meetings attended during FY23	Whether attended last AGM held on 28 th September 2022	No of Other Directorships*		No of Committee positions held**		Directorships in other listed entities including debt listed entities (Category of Directorships)
					Chair-person	Member	Chair-person	Member	
9	Mr Ramesh Narayanan (DIN: 09046733)	Non - Independent, Non-Executive Director	4	Yes	0	0	0	0	-
10	Mr. Joydeep Mukherjee (DIN: 08605394)	Non - Independent, Non-Executive Director	5	Yes	0	0	0	0	-
11	Mr. Abhijit Basu (DIN: 09644550)	Non - Independent, Non-Executive Director	3	Yes	0	1	0	0	-
12	Ms Nita Jha (DIN: 10066247)	Non - Independent, Non-Executive Director	NA	NA	0	0	0	0	-

Notes

1. Category of Directorship held: @ Non-Independent, Non-Executive; # Independent, Non-Executive; ^ Nominee Director
2. * Excludes directorship in the Company, private companies, foreign companies and companies under Section 8 of the Act.
3. ** Pertains to memberships/chairpersonships of the AC and SRC of Indian public companies (excluding the Company) as per Regulation 26(1)(b) of the Listing Regulations.
4. Mr Abhijit Basu and Mr P R Ravi Mohan were appointed Directors wef 10th July 2022 and 20th March 2023. Mr. Narendra Nath Misra and Ms Nita Jha were appointed Directors wef 23rd March 2023
5. Mr. Abhijit Basu and Mr Ramesh Narayanan ceased to be Directors wef 23rd March 2023

- viii. The Company has not issued any convertible instruments.
- ix. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2023 have been made by the Directors.
- x. IDs are NEDs as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of the Listing Regulations, IDs have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the IDs, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management. Further, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the IDs of the Company have included their names in the data bank of IDs maintained with the Indian Institute of Corporate Affairs.
- xi. **Skills/expertise/competencies of the Board of Directors**

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, diversity and independence. The Board provides leadership, strategic guidance, objective and an independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure.

The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company, which are currently available with the Board:

Name of the Director	Area of Skills/expertise /competence							
	Strategy	Finance	Leadership	Technical	HR	Governance	M&A	Government/Regulatory
Mr Vijay Namjoshi	✓	✓	✓	✓	✓	✓	✓	✓
Mr Amarjit Chopra	✓	✓	✓			✓		✓
Mr P R Ravi Mohan	✓	✓	✓	✓	✓	✓		✓
Mr Narendra Nath Misra	✓		✓	✓	✓	✓		✓
Mr. Joydeep Mukherjee	✓	✓	✓		✓		✓	✓
Ms Nita Jha	✓	✓	✓		✓			✓

xii. Changes in Board Composition

At the Annual General meeting of the Company held on 28th September 2022, the members approved the appointment of Mr Abhijit Basu (DIN: 09644550), as Additional Director, as Director of the Company, liable to retire by rotation.

Pursuant to the requirements of Regulation 17(1)(b) and subject to Regulation 17 (1C) of the SEBI LODR Sixth Amendment Regulations and other applicable provisions of the Companies Act 2013, Mr Amarjit Chopra (DIN 00043355) was appointed Additional Director and Independent Director with effect from 31st March 2022. At the Extra ordinary General meeting of the Company held on 28th June 2022, the members approved the appointment of Mr. Chopra as an Independent Director of the Company, with effect from 31st March 2022 upto 30th March 2025.

Consequent to completion of their respective terms, Mr. Ashok Sinha (DIN: 00070477) and Ms Rita Sinha (DIN: 05169220), ceased to be a Directors of the Company with effect from the close of business hours on 22nd March 2023, while Mr. Krishnavia Dutt (DIN: 02792753), ceased to be Director of the Company effect from the close of business hours on 20th March 2023

Mr. Ramesh Narayanan (DIN 09046733) and Mr Abhijit Basu (DIN 0009644550) ceased to be Directors of the Company from the close of business hours on 22nd March 2023 and Mr. Ananda Kumar Prabhakaran, ceased to be a Director of the Company with effect from the close of business hours on 22nd June 2022 consequent to their resignations from the Board.

The Board of Directors approved the appointment of Mr. P R Ravi Mohan (DIN08534931), Mr Narendra Nath Misra (DIN00575501) as Additional Independent Directors with effect from 20th March 2023 and 23rd March 2023 respectively and Ms Nita Jha (DIN 10066247) as an Additional Director effective 23rd March 2023 subject to the approval of the members at a General Meeting.

xiii. Selection and appointment of new directors

The Board is responsible for the appointment of new directors. The Board has delegated the screening and selection process for new directors to the NRC. Considering the existing composition of the Board and requirement of new domain expertise, if any, the NRC reviews potential candidates. The assessment of candidates to the Board is based on a combination of criteria that include ethics, personal and professional stature, domain expertise, gender diversity and specific qualification required for the position. For appointment of an ID, the NRC evaluates the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepares a description of the role and capabilities required of an ID. The potential ID is also assessed on the basis of independence criteria defined in Section 149(6) of the Act read with rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. If the Board approves, the person is appointed as an Additional Director whose appointment is subject to the approval of the Members at the Company's general meeting.

xiv. Letter of appointment issued to Independent Directors

The IDs on the Board of the Company are given a formal appointment letter inter alia containing the term of appointment, role, duties and responsibilities, time commitment, remuneration, insurance, code of conduct, training and development, performance evaluation process, disclosure, confidentiality, etc. The terms and conditions of appointment of IDs are available on the Company's website at <https://www.tatapower.com/plants-projects/thermal-generation-projects/maithon/mpl-policies.aspx>

xv. Information provided to the Board

During FY23, information as mentioned in Part A of Schedule II of the Listing Regulations as maybe applicable, has been placed before the Board for its consideration. The Company being a high value debt listed entity requires compliance on a 'comply or explain' basis till 31st March 2024.

xvi. Meeting of Independent Directors

During the year under review, one separate meeting of the IDs was held on March 10, 2023. At the said meeting, the IDs reviewed the performance of the NEDs, of the Board as a whole and the Chairman, after considering the view of the Non Executive Directors.

xvii. Details of familiarisation programmes for Directors including Independent Directors

All Board members of the Company are accorded every opportunity to familiarize themselves with the Company, its management, its operations and above all, the industry perspective and issues. They are made to interact with senior management personnel and proactively provided with relevant news, views and updates on the Company and sector. All the information/documents sought by them are also shared with them for enabling a good understanding of the Company, its various operations and the industry of which it is a part. Details of the familiarization program on cumulative basis are available on the Company's website at <https://www.tatapower.com/plants-projects/thermal-generation-projects/maithon/board-of-directors.aspx>

xviii. Code of Conduct

The Company has adopted a Code of Conduct for its employees. All Board members and senior management personnel have affirmed compliance with their respective Code of Conduct. The Chief Executive Officer (CEO) has also confirmed and declared the same. The declaration is reproduced at the end of this report and marked as Annexure I.

xix. Tata Code of Conduct for Prevention of Insider Trading & Code of Corporate Disclosure Practices

In accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has adopted the Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices (the Code). The Chief Financial Officer (CFO) of the Company is the 'Compliance Officer' in terms of this Code

xx. Remuneration to Directors

Details of remuneration to NEDs during and for FY23:

(Gross Amount in ₹)

Sr No	Name of the Director	Sitting Fees paid during FY 23
1.	Mr. Ashok Sinha	7,00,000
2.	Ms Rita Sinha	5,00,000
3.	Mr. Krishna Dutt	6,95,000
4.	Mr Amarjit Chopra	4,80,000
5.	Ms. Nita Jha	30,000

Independent Directors and the Woman Director are paid Sitting Fees for attending meetings of the Board and its committees of which they are members. None of the other directors is paid any remuneration by the Company. None of the NEDs had any pecuniary relationship or transactions with the Company other than the Directors' sitting fees, as applicable, received by them. The Company reimburses the out-of-pocket expenses, if any, incurred by the Directors for attending meetings.

Board Committees

To enable better and more focused attention on the affairs of the Company, the Board has delegated particular matters to the Committees of the Board set up for the purpose. These Committees focus on specific areas and take informed decisions within the framework designed by the Board and make specific recommendations to the Board on matters in their areas or purview. All decisions and recommendations of the Committees are placed before the Board for information or for approval, if required.

The Board has six committees as on March 31, 2023, comprising five statutory committees and one non-statutory committee that has been formed considering the needs of the Company. Details of the statutory and non-statutory committees are as follows:

- Statutory Committees**

The Board has the following statutory committees as on March 31, 2022:

- Audit Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Risk Management Committee
- Stakeholders Relationship Committee

Audit Committee of Directors

The composition of the Committee as on March 31, 2023 and details of attendance at meetings during FY23, are as follows:

Sr. No.	Name of the Director	Category	No. of meetings held during FY23	No. of meetings attended
1.	Mr. Ashok Sinha, Chairman (upto 22 nd March 2023)	Independent, Non-Executive Director	4	4
2.	Mr Krishnava Dutt, Member		4	4
	Mr Amarjit Chopra, Chairman (wef 23 rd March 2023)		4	NA
	Mr. P R Ravi Mohan		NA	NA
	Mr. Narendra Nath Misra		NA	NA
3.	Mr. Anand Kumar Prabhakaran	Non-Independent, Non-Executive Director	4	1
4.	Mr. Abhijit Basu		4	3
5.	Ms Nita Jha*		NA	NA

*Mr P Ravi Mohan, Mr Narendra Nath Misra, Amarjit Chopra and Ms Nita Jha were appointed on the Committee wef 23rd March 2023. There were no Audit Committee meetings held in FY23 after their appointment. Mr. Krishnava Dutt, Mr Abhijit Basu and Mr. Ananda Kumar Prabhakaran, ceased to be members consequent to their ceasing to be Directors of the Company with effect from the close of business hours on 20th March 2023, 22nd March 23 and 22nd June 2022 respectively

Mr. Joydeep Mukherjee, Director is a permanent invitee to the meetings of the Audit Committee.

Audit Committee meetings were held on 18th April 2022, 13th July 2022, 17th October 2022, and 19th January 2022.

All members are financially literate and bring in expertise in the fields of finance, accounting, development, strategy and management. The Audit Committee invites such of the executives, as it considers appropriate to be present at its meetings. The Chief Executive Officer, the Chief Financial Officer, Head-Finance & Accounts, Statutory Auditors and Internal Auditors are also generally invited to the meetings. The Company Secretary acts as the Secretary to the Committee.

The Internal Auditors and Statutory Auditors of the Company discuss their audit findings and updates with the Committee and submit their views directly to the Committee. Separate discussions are held with the Internal Auditors to focus on compliance issues and to conduct detailed reviews of the processes and internal controls in the Company. The permissible non-audit related services undertaken by the Statutory Auditors are also preapproved by the Committee.

The Board of Directors of your Company has adopted a Charter of the Audit Committee to bring the terms of reference, role and scope in conformity with the provisions of the Act. The Charter specifies the composition, meetings, quorum, powers, roles and responsibilities, etc. of the Committee.

The terms of the Charter broadly include:

- Oversee the processes that ensure the integrity of financial statements.
- Oversee the adequacy and effectiveness of the processes and controls for compliance with laws and regulations.
- Oversee the adequacy and effectiveness of the process by which confidential or anonymous complaints or information regarding financial or commercial matters are received and acted upon. This includes the protection of whistle-blowers from victimization and the provision of access by whistleblowers to the Chairman of the Committee.
- Approval/modification of the transactions with related parties.
- Enquiry into reasons for any default by the Company in honouring its obligations to its creditors and members.
- Oversee the quality of internal accounting controls and other controls. o Oversee the system for storage (including back-up).
- Oversee the quality of the financial reporting process, including the selection of the most appropriate of permitted accounting policies.
- Ensure the independence of the auditor.
- Recommend to the Board the appointment and remuneration of the auditors (including cost auditors).

- Framing of rules for the hiring of any current or former employee of the audit firm.
- Scrutinize inter-corporate loans and investments.
- Monitor the end use of funds raised through public offers.
- Conducting the valuation of any undertaking or asset of the Company.
- Oversee the internal audit function and approve the appointment of the Chief Internal Auditor.
- Bring to the notice of the Board any lacunae in the TCoC and the vigil mechanism (whistle blowing process) adopted by the Company.
- Reviewing with the CEO and the CFO of the Company the underlying process followed by them in their annual certification to the Board of Directors.
- Approving the appointment of the CFO.

All the recommendations made by the Committee during the year under review were accepted by the Board.

Mr. Ashok Sinha, Chairman of the Committee, was present at the last AGM held on September 28, 2022.

Nomination and Remuneration Committee (NRC) of Directors

The composition of the Committee as on March 31, 2023 and details of attendance at meetings during FY23, are as follows:

Sr. No.	Name of the Director	Category	No. of meetings held during FY23	No. of meetings attended
1.	Mr. Ashok Sinha, Chairman (upto 22 nd March 2023)	Independent, Non-Executive Director	1	1
2.	Ms. Rita Sinha, Member (upto 22 nd March 2023)		1	1
3.	Mr. P R Ravi Mohan		1	NA
4.	Mr. Narendra Nath Misra (Chairman wef 23 rd March 2023)		1	NA
5.	Mr. Vijay Namjoshi, Member	Non-Independent, Non-Executive Director	1	1

**Mr P Ravi Mohan and Mr Narendra Nath Misra, were appointed on the Committee wef 23rd March 2023 There were no NRC meetings held in FY23 after their appointment. Mr Ashok Sinha and Ms Rita Sinha ceased to be Chairman/member on ceasing to be directors of the Company wef 23rd March 2023*

Meeting of the NRC was held on 13th March 2023.

Mr. Joydeep Mukherjee, Director is a permanent invitee to the meetings of the NRC.

In terms of the provisions of Section 178(3) of the Act and Regulation 19(4) read with Part D of Schedule II to the Listing Regulations, the Committee is responsible for inter alia formulating the criteria for determining qualification, positive attributes and independence of a Director. The Committee is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Board has adopted the Policy on Board Diversity & Director Attributes and Remuneration Policy for Directors, Key Managerial Personnel and other employees of the Company, which are attached as Annexures I and II respectively to the Board's Report. The Company does not have any Employee Stock Option Scheme

The Board of Directors of your Company has adopted the NRC Charter to bring the terms of reference, role and scope in conformity with the provisions of the Act. The Charter specifies the principle and objectives, composition, meetings, quorum, powers, roles and responsibilities etc. of the Committee.

Mr. Ashok Sinha, Chairman of the Committee, was present at the last AGM held on September 28, 2022.

Corporate Social Responsibility (CSR) Committee of Directors

The composition of the Committee as on March 31, 2023 and details of attendance at meetings during FY23, are as follows:

Sr. No.	Name of the Director	Category	No. of meetings held during FY23	No. of meetings attended
1	Mr. Krishnava Dutt, Chairman (upto 20 th March 2022)	Independent, Non-Executive Director	2	2
2	Mr. Vijay Namjoshi	Non-Executive Director	2	2
3	Mr. Joydeep Mukherjee		2	2
4	Mr. Narendra Nath Misra * (Chairman wef 23 rd March 2023)		2	NA

Mr Narendra Nath Misra was appointed on the Committee wef 23rd March 2023.. There were no CSR Committee meetings held in FY23 after his appointment.

CSR Committee meetings were held on 29th September 2022 and 6th March 2023.

The CSR Committee outlines, reviews and monitors identification of target communities, geographies thematic focus areas and resource allocation with respect to CSR action plan. The Company has adopted CSR policy which indicates the activities to be undertaken by the Company as specified in Schedule VII to the Act. The policy, including overview of projects or programs proposed to be undertaken, is provided on the Company's website at <https://www.tatapower.com/plants-projects/thermal-generation-projects/maithon/mpl-policies.aspx>

Mr. Krishnava Dutt, Chairman of the Committee upto 20th March 2023, was present at the last AGM held on September 28, 2022.

Risk Management Committee (RMC)

The composition of the Committee as on March 31, 2023 and details of attendance at meetings during FY23, are as follows:

Sr. No.	Name of the Director	Category	No. of meetings held during FY23	No. of meetings attended
1.	Mr. Krishnava Dutt, Chairman upto 20 th March 2023	Independent Director Non-Executive Director	2	2
	Mr. Amarjit Chopra, Chairman (wef 23 rd March 2023)		2	NA
	Mr. Narendra Nath Misra		2	NA
2.	Mr. Vijay Namjoshi	Non-Independent, Non-Executive Director	2	2
5.	Mr. Ananda Kumar Prabhakaran (upto 22 nd June 2022)		2	NA
	Mr. Abhijit Basu (wef 10 th July 2022 upto 22 nd March 2023)		2	2
6.	Mr. Joydeep Mukherjee		2	2

*Mr P Ravi Mohan, Mr Narendra Nath Misra Amarjit Chopra were appointed on the Committee wef 23rd March 2023 consequent to its reconstitution. There were no RMC Audit Committee meetings held in FY23 after their appointment. Mr. Krishnava Dutt, Mr Abhijit Basu and Mr. Ananda Kumar Prabhakaran, ceased Chairman/Members consequent to their ceasing to be a Directors of the Company with effect from the close of business hours on 20th March 2023, 22nd March 23 and 22nd June 2022.

RMC meetings were held on 29th September 2022 and 6th March 2023.

The Board has approved the Charter of the Committee defining its composition, powers, responsibilities, etc.

The terms of the Charter broadly include:

- Overseeing the Company's risk management process and controls.
- Reviewing strategic plans and objectives for risk management, risk philosophy and risk optimisation.
- Reviewing compliance with risk management policies implemented by the Company and procedures used to implement the same.
- Reviewing risk assessment of the Company annually and exercising oversight of various risks including credit risk, financial and operational risks, technology risk, market risk, liquidity risk, investment risk, cyber security risk, forex risk, commodity risk, etc.
- Exercising oversight of the Company's risk tolerance, capital liquidity and funding.
- Review the adequacy of the charter at least once in two years and make appropriate recommendations to the Board to update the Charter based on the changes that may be brought about due to any regulatory amendments or otherwise

Stakeholders Relationship Committee:

The composition of the Committee as on March 31, 2023 and details of attendance at meetings during FY23, are as follows:

Sr. No.	Name of the Director	Category	No. of meetings held during FY23	No. of meetings attended
1.	Mr. Amarjit Chopra, Chairman	Independent Director Non-Executive Director	1	
2.	Mr. Abhijit Basu*	Non Independent Director Non-Executive Director	1	NA
3.	Mr. Joydeep Mukherjee		1	1
4.	Ms Nita Jha		1	1

Mr Abhijit Basu ceased to be a Member of the Committee consequent to its reconstitution wef 23rd March 2023

RMC meeting was held on 31st March 2023.

The Committee specifically discharges duties of servicing and protecting the various aspects of interest of shareholders, debenture holders and other security holders.

Name and designation and address of the Compliance Officer:

Ms Mona Purandare, Company Secretary
Bombay House, 24, Homi Mody Street, Mumbai 400 001
Tel: 022 6665 7543

Shareholders Complaints: There were no shareholder complaints received during the year

Non Statutory Committee:

The Board has constituted a non-statutory Committee of Directors for exercising the powers of the Committee under Schedule of Authorities of the Company adopted in the Board Meeting held on 14th July 2020. The Committee comprised of the following members as of 31st March 2023:

Sr. No.	Name of the Director	Category
1.	Mr. Vijay Namjoshi Chairman	Non - Independent, Non - Executive Director
2	Ms. Nita Jha	
3	Mr. Joydeep Mukherjee	

General Body Meetings**a) The details of the last three AGMs of the Company:**

Year ended	Day Date & Time	Venue	Special Resolutions passed
March 31, 2022	Wednesday, September 28th 2022 at 11.15 a.m.	Virtual Meeting through Video Conferencing/ Other Audio Visual means	NIL
March 31, 2021	Monday, September 20, 2021 at 10.30 a.m. (IST)	Virtual Meeting through Video Conferencing/ Other Audio Visual means	NIL
March 31, 2020	Friday, August 28, 2020 at 11.30 a.m. (IST)	Virtual Meeting through Video Conferencing/ Other Audio Visual means	Appointment of Mr Krishnava Dutt as an Independent Director

b) Extraordinary General Meeting:

An Extraordinary General Meeting of the Members was held on 28th June 2022

c) Details of the meeting convened in pursuance of the order passed by the National Company Law Tribunal (NCLT):

Not applicable

d) Postal Ballot:

- Details of special resolutions passed by postal ballot: During the year under review, there were no resolutions passed by postal ballot.
- Whether any special resolution is proposed to be conducted through postal ballot: No special resolution is currently proposed to be conducted through postal ballot

Means of Communication to the shareholders

Information about the Company, its operations and investor information can be viewed at the Company's website <https://www.tatapower.com/mpl>. NSE has provided an online platform NEAPS wherein the Company submits all the compliances/disclosures to the Stock Exchanges in the SEBI prescribed format. Quarterly, half-yearly and annual financial results of the Company are published in widely circulated national newspapers, as per the details given below and are also uploaded on the Companies website:

Name of the Newspaper	Region	Language
Indian Express	Ahmedabad Delhi Jaipur Kolkata Lucknow Mumbai Pune Chandigarh	English

The Annual Reports are emailed to Members and others entitled to receive them. The Annual Report is also available on the Company's website at <https://www.tatapower.com/plants-projects/thermal-generation-projects/maithon/annual-report.aspx>. The contact details of compliance officer and person responsible for addressing investor grievances are also placed on website.

General Shareholder Information

a)	Details of AGM:	Day , date, June, 2023 at (IST) The AGM will be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) only.
b)	Financial Year :	April 1 to March 31
c)	Dividend :	The Directors do not recommend any dividend for the financial year 2022-23
d)	Book Closure :	NA
e)	International Securities Identification Number (ISIN) (for equity shares):	INE082G01017
f)	Corporate Identity Number (CIN):	U74899MH2000PLC267297

g) Listing on Stock Exchanges:

The Company's Equity Shares are not listed on any Stock Exchange. The Company has not issued any Global Depository Receipts (GDRs) or American Depository Receipts (ADRs). However, the Non-Convertible Debentures issued by the Company (mentioned below) are listed with National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400 051. The applicable listing fee for the FY 22-23 and 23-24 has been paid to the Stock Exchange. None of the Company's securities have been suspended from trading.

Sr No	Series	Amount Outstanding as on March 31, 2023 (₹ in crore)	Listed on	Name of the Debenture Trustee with Full contact details
1.	Secured, Listed, Rated, Taxable, Redeemable, Non-Cumulative, Non-Convertible Debentures (Coupon rate 0.15% above base rate of HDFC Bank on an annualized basis) (INE082G07014)	170	NSE	SBICAP Trustee Company Limited Apeejay House, 6th Floor, 3, Dinshaw Wachha Road, Churchgate, Mumbai 400 020 Tel: 022 4302 5555 Fax: 022 2204 0465 Email: DT@sbicaptrustee.com
2.	8% Secured, Listed, Rated, Taxable, Redeemable, Non-Cumulative, Non-Convertible Debentures (INE082G07030)	100	NSE	
3.	8% Secured, Listed, Rated, Taxable, Redeemable, Non-Cumulative, Non-Convertible Debentures (INE082G07048)	100	NSE	
4.	8% Secured, Listed, Rated, Taxable, Redeemable, Non-Cumulative, Non-Convertible Debentures (INE082G07055)	100	NSE	
5.	8% Secured, Listed, Rated, Taxable, Redeemable, Non-Cumulative, Non-Convertible Debentures (INE082G07063)	100	NSE	
6.	6.25% Secured, listed, Rated, Redeemable, Non-Cumulative, Non-Convertible Debentures (INE082G07055) non-convertible debentures (INE082G07071)	199	NSE	

h) Stock Code:

Not Applicable

i) Market Price Data:

Not Applicable

j) Performance in comparison to broad-based indices such as BSE/NSE or CRISIL Index etc.:

Not Applicable

k) Securities Trading suspension details:

Not Applicable

l) Registrars and Transfer Agents:

TSR Consultants Private Limited (erstwhile TSR Darashaw Consultants Private Limited) (TCPL)

m) Share transfer system:

The Company has 14 Fourteen Corporate shareholders currently holding shares in physical form. However any transfer of shares will only happen once the shares are dematerialised.

Compliance of Share Transfer formalities:

As per the requirement of Regulation 61(4) read with Regulation 40(9) of the Listing Regulations, the Company has obtained certificates from the Company Secretary in practice for due compliance of share transfer formalities.

n) **Shareholding details of the Company:****Shareholding pattern of the Company as on March 31, 2022:**

Particulars	No of Equity shares of ₹ 10/- each	Percentage shares held
Damodar Valley Corporation (DVC)	39,23,18,009	25.99
Damodar Valley Corporation and Mr. Achintya Debnath	100	
Damodar Valley Corporation and Mr. Alok Raychaudhuri	100	
Damodar Valley Corporation and Mr. Sourendra Coomer Dutt	100	
Damodar Valley Corporation and Mr. Pradyot Chakraborty	100	
Damodar Valley Corporation and Mr. Pulak Datta	100	
Damodar Valley Corporation and Mr. D. Ghosh	100	
The Tata Power Company Limited (TPCL)	1,11,65,99,114	73.99
The Tata Power Company Limited and Mr. Anand Agarwal	1	
The Tata Power Company Limited and Mr. H.M. Mistry	1	
The Tata Power Company Limited and Mr. Prasad Bagade	1	
The Tata Power Company Limited and Mr. Pradip Roy	1	
The Tata Power Company Limited and Mr. Kasturi Soundarajan	1	
The Tata Power Company Limited and Mr. Jeraz E. Mahernosh	1	
Total shares	1,50,89,17,729	100%

o) **Details of shares in dematerialised form and physical form as on 31st March 2023**

The entire shareholding of the company amounting to 1508917729 shares of ₹ 10/- each are currently held in physical form

p) **Commodity price risk or foreign exchange risk and hedging activities:**

The Company is not exposed to foreign exchange risk or commodity price risk

q) **Plant Location**

Maithon Power Limited, Village Dambhui, P.O. Barbindia, P.S. Nirsa, District Dhanbad, Jharkhand-828205

r) **Address for Correspondence**

Maithon Power Limited, Tata Power Corporate Center, 34 Sant Tuzkaram Road Carnac Bunder, Mumbai, 400 009 Maharashtra

s) **Credit Rating**

During the year under review, the Company has received Credit rating of CRISIL AA (Positive) for long term banking and NCD I & NCD III as well as working capital facilities of the Company from CRISIL Limited. CARE Ratings Limited has reaffirmed its rating of CARE AA (stable) for long term banking and NCD-II. For Commercial Paper company has received Credit rating from CRISIL A1+ (A one Plus rating).

Other Information

Particulars	Regulation/Schedule of Listing Regulations	Details and Web link
Web link where policy for determining material subsidiaries is disclosed	Regulation 16 (1)(c) and Schedule V (C) 10(e)	The Company does not have any subsidiaries as of date.
Code of Conduct	Regulation 17	The members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them. A certificate by the CEO on the compliance of same, is reproduced at the end of this report and marked as Annexure I.
Details of establishment of Vigil Mechanism, Whistle Blower policy, and affirmation that no personnel has been denied access to the Audit Committee	Regulation 22 and Schedule V (C) 10(c)	The Company has adopted a Whistle Blower Policy & Vigil Mechanism for directors, employees and stakeholders to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The said policy has been posted on the Company's website. The Company affirms that no personnel have been denied access to the Chairman of the Audit Committee. https://www.tatapower.com/pdf/mpl/whistle-blower-policy-vigil-mechanism.pdf
Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large and Web link for policy on dealing with related party transactions	Regulation 23 and Schedule V (C) 10(f)	There are no material related party transactions during the year under review that have conflict with the interest of the Company. Transactions entered into with related parties during the financial year were in the ordinary course of business and at arm's length basis and were approved by the Audit Committee. Certain transactions, which were repetitive in nature, were approved through omnibus route. The policy on dealing with related party transactions, adopted by the Company, is uploaded on the Company's website. https://www.tatapower.com/pdf/mpl/policy-on-related-party-transactions.pdf
Governance Requirements with respect to Subsidiary Companies	Regulation 24	The Company does not have any subsidiaries as of date.
Familiarisation Program	Regulation 25(7) read with Regulation 62	Details of familiarization program imparted to IDs are available on the Company's website. https://www.tatapower.com/plants-projects/thermal-generation-projects/maithon/mpl-policies.aspx
Archival Policy and Policy on Preservation of Documents	Regulation 9	The Policy on Preservation of Documents, adopted by the Board, are uploaded on the Company's website. https://www.tatapower.com/pdf/mpl/preservation-policy.pdf
Details of mandatory requirements and adoption of the non-mandatory requirements	Schedule II Part E	All mandatory requirements of the Listing Regulations specified in Regulation 17 to 27 of the SEBI Listing regulations which have become applicable to the Company as a high value debt listed entity on a comply or explain basis until March 31, 2024 have been complied with by the Company. The Company has provided the necessary explanation in the quarterly compliance report on Corporate governance submitted to the Stock Exchange under regulation 27(2)(a) of the SEBI Listing Regulations for the quarters ended June 30, 2022, September 30, 2022, December 31, 2022 and March 31 2023. The status of compliance with the discretionary requirements, as stated under Part E of Schedule II to the Listing Regulations, is as under: <ul style="list-style-type: none"> • Shareholder Rights: The half-yearly financial results of the Company are posted on the Company's website. And published in the newspaper • Modified opinion(s) in Audit Report: The auditors have expressed an unmodified opinion in their report on the financial statements of the Company. • Reporting of Internal Auditor: The Internal Auditor reports to the AC.

Particulars	Regulation/Schedule of Listing Regulations	Details and Web link
Details of non-compliance by the Company, penalty, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets	ScheduleV(C) 10(b)	There were no instances of non-compliance, penalties, strictures imposed on the Company by the Stock Exchanges, SEBI or any statutory authority, on any matter related to capital markets, during the last 3 years except fine ₹ 50,000/- and ₹ 5000 respectively for delay in compliance with Regulation 60(2) and Regulation 50(1)(c) imposed by the National Stock exchange in accordance with SEBI Circular No SEBI/HO/DDHS/Div2/ CIR /2021 /699 dated December 29, 2021, and circular No SEBI/HO/DDHS/DDHS/CIR/P/2020/231 dated November 13, 2020, specifying Standard Operating Procedure for imposing fines and other action in case of delay in compliance with the Listing Regulations
Disclosures of commodity price risks and commodity hedging activities	ScheduleV(C) 10(g)	The Company has not undertaken any hedging activities.
Details of utilisation of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32(7A)	ScheduleV(C) 10(h)	Not Applicable
A certificate from Company Secretary in practice for non-debarment/disqualification	A certificate from Company Secretary in practice for non-debarment/disqualification	A certificate from the Practising Company Secretaries has been received stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/MCA or any such statutory authority and the same is reproduced at the end of this report and marked as Annexure IV.
Disclosure with respect to non-acceptance of any recommendation of any Committee of the Board which is mandatorily required, along with reasons thereof	ScheduleV(C) 10(j)	All the recommendations of the various mandatory committees were accepted by the Board.
CEO and CFO certification	Regulation 17(8)	The CEO and the CFO made a certification to the Board of Directors in the prescribed format for the year under review, which has been reviewed by the Audit Committee and taken on record by the Board. The same is reproduced at the end of this report and marked as Annexure II.
Compliance certificate from the Practising Company Secretaries on corporate governance.	ScheduleV(E)	The Company has obtained compliance certificate from the Practising Company Secretaries on corporate governance. The same is reproduced at the end of this report and marked as Annexure III.

Other Disclosures:

- Details of fees paid/payable to the Statutory Auditors and all entities in the network firm /network entity of which the Statutory Auditor is a part, by the Company subsidiaries, during the year, are given below:

(₹ in crore)

Particulars	Total Amount paid by the Company
Statutory Audit	0.35
Other Services	0.02
Tax Audit	0.02
Out-of-pocket expenses	0.03
Total	0.42

2. The Company has always believed in providing a safe and harassment-free workplace for every individual working in the Company. The Company took many initiatives for spreading awareness like POSH awareness sessions, POSH Posters, POSH films, caricature series, different competition regarding POSH, POSH stories in English and local languages.

The status of complaints as of 31st March 2023

Particulars	Number of complaints
No. of complaints filed during the year	NIL
Number of complaints disposed off during the financial year	NIL
Number of complaints pending at the end of the financial year	NIL

3. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount': NIL
4. There is no non-compliance of any requirement of corporate governance, except to the extent of disclosures made in the quarterly corporate governance report submitted to the stock exchange under Regulation 27(2)(a), on 'comply or explain' basis until March 31, 2023.

5. **Directors and Officers Liability Insurance:**

As per the provisions of the Act and in compliance with Regulation 25(10) of the Listing Regulations, the Company has taken a Directors and Officers Liability Insurance (D&O) on behalf of all Directors including Independent Directors and Officers of the Company for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company.

Annexure I

DECLARATION

As required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I affirm that Board Members and the Senior Management Personnel have confirmed compliance with the Codes of Conduct, as applicable to them, for the year ended March 31, 2023.

For **Maithon Power Limited**

Mumbai, April 13, 2023

Vijayan Ranjan
CEO

Chief Executive Officer (CEO) & Chief Financial Officer (CFO) Certification

To
The Board of Directors
Maithon Power Limited

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Maithon Power Limited ("the Company"), to the best of our knowledge and belief certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2023 and to the best of our knowledge and belief, we state that:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) There are no transactions entered into by the Company during the financial year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
 - (i) significant changes, if any, in the internal control over financial reporting during the year;
 - (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Mumbai, April 13, 2023

Vijayant Ranjan
Chief Executive Officer

Kajal Singh
Chief Financial Officer

Practicing Company Secretaries' Certificate on Corporate Governance

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Maithon Power Limited
Corporate Center,
34 Sant Tukaram Road,
Carnac Bunder,
Mumbai - 400009, Maharashtra

We have examined the compliance of Corporate Governance by **Maithon Power Limited** having **CIN: U74899MH2000PLC267297** and having registered office at Corporate Center, 34 Sant Tukaram Road, Carnac Bunder, Mumbai - 400009, Maharashtra (hereinafter referred to as 'the Company') for the financial year ending on 31st March 2023, as stipulated in Regulations 15 to 27, clauses (a) to (i) of sub-regulation (1A) of Regulation 62 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") applicable on a 'comply or explain' basis to the Company until 31st March, 2024, being a 'high value debt listed entity, on the basis of examination of documents produced to us by the Company.

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations.

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

For SBR & Co. LLP
Company Secretaries

Sumant K. Bhargava
Designated Partner
FCS No. 8250
CP. No.: 15656
UDIN: F008250E000149591
Peer Review No. 1631/2021

Date: 13.04.2023
Place: Mumbai

Practicing Company Secretaries' Certificate on Independent Directors**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

[pursuant to Regulation 53 and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Maithon Power Limited
Corporate Center,
34 Sant Tukaram Road,
Carnac Bunder,
Mumbai - 400009, Maharashtra

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Maithon Power Limited** having **CIN: U74899MH2000PLC267297** and having registered office at Corporate Center, 34 Sant Tukaram Road, Carnac Bunder, Mumbai - 400009, Maharashtra (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

S. No.	Name of Directors	DIN	Date of Appointment
1.	Krishnava Satyaki Dutt	02792753	21/03/2017
2.	Vijay Vinayak Namjoshi	08626492	01/02/2020
3.	Ashok Sinha	00070477	23/03/2020
4.	Rita Sinha	05169220	23/03/2020
5.	Ananda Kumar Prabhakaran	06642916	18/12/2020
6.	Joydeep Mukherjee	08605394	08/02/2021
7.	Ramesh Narayan	09046733	08/02/2021
8.	Amarjit Chopra	00043355	31/03/2022
9.	Abhijit Basu	09644550	10/07/2021
10.	P R Ravi Mohan	08534931	20/03/2023
11.	Narendra Nath Misra	00575501	23/03/2023
12.	Nita Jha	10066247	23/03/2023

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

For SBR & Co. LLP
Company Secretaries

Sumant K. Bhargava
Designated Partner
FCS No. 8250
CP. No.: 15656
UDIN: F008250E000149523
Peer Review No. 1631/2021
Date: 13.04.2023
Place: Mumbai

INDEPENDENT AUDITOR'S REPORT

To the Members of Maithon Power Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Maithon Power Limited ("the Company"), which comprise the Balance sheet as at March 31, 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("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, 2023, its profit/loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Key audit matters	How our audit addressed the key audit matter
Accrual of Recoverable from Beneficiaries/Payable to Beneficiaries for items which are subject matter of true up in tariff orders (as described in note 18 of the financial statements)	
<p>The Company's revenue recognition is guided by the tariff norms prescribed by the Central Electricity Regulatory Commission (CERC) guidelines and the tariff orders passed based on these regulations.</p> <p>Consequently, Recoverable from Beneficiaries/Payable to Beneficiaries is recognized for items which are subject matter of True-up in tariff orders to be notified in future years. Judgement is exercised by management in estimating recoverability / payability of such other assets and liabilities in the books of account. As on 31st March 2023, the Company is carrying an amount of ₹ 255.48 crores as Payable to Beneficiaries (Net of Recoverable from Beneficiaries of ₹ 31.53 crores) which is material to the financial statements of the Company. Considering judgements involved in estimates of various elements of capital and operational costs used in the computation of revenue as per applicable regulations, tariff order of prior year, expected true up in future tariff order and the amount involved we have determined this to be a key audit matter.</p>	<p>Following procedures have been performed to address this key audit matter:-</p> <ol style="list-style-type: none"> 1. We have tested the design and operating effectiveness of key controls related to the estimation and realisability of such Recoverable from Beneficiaries/Payable to Beneficiaries. 2. We have evaluated the estimation by management of these Recoverable from Beneficiaries/Payable to Beneficiaries with reference to Tariff Regulations and the tariff orders of earlier years, on similar true up and underlying records of the Company. 3. We discussed with management to understand their assessment of each of the qualitative factors and ensured consistency of the management's explanation with the underlying documentation, rules and regulations. 4. We have re-calculated the workings obtained from the management to check the arithmetical accuracy of the calculations. 5. We have also checked the adequacy of the disclosure on these matters in the financial statements of the Company. 6. We have also obtained necessary management representations, as considered necessary.

Recoverability of MAT Credit Entitlement in future (as described in note 17 of the financial statements)

The Company does not have normal taxable income owing to benefits of section 80IA of Income Tax Act, 1961 and therefore it has been paying Minimum Alternate Tax (MAT) under the relevant provisions of the Income Tax Act, 1961. The Act also provides that such MAT paid can be carried forward (MAT credit entitlement) for set off against regular tax payable in subsequent fifteen years period.

Such MAT credit entitlements that may be utilized before the expiry of 15 years, are recognized when it is probable that future normal taxable profit will be available against which these MAT credits can be utilized. The Company's ability to recognize these MAT credit assets is assessed by management at the end of each reporting period, taking into account forecasts of future taxable profits and the law and jurisdiction of the land in force. The assumptions on these projections are determined by management.

At March 31, 2023, MAT credit entitlement recognized in the Company's financial statements amounts to ₹ 513.05 crores.

Given the degree of judgment involved in making a forecast of future taxable profit of the Company and the materiality of the amounts involved, we considered this to be a key audit matter.

Following procedures have been performed to address this key audit matter:-

1. We have tested the design and operating effectiveness of key controls related to the computation and recognition of such MAT credit.
2. We have assessed the methodology applied by the Company with current accounting standards and applicable taxation laws along with the future business forecast of taxable profits.
3. We have assessed the likelihood of the Company to utilize the available MAT credit entitlements in the future with underlying projections and assumptions relating to future estimated profits, future capitalization and depreciation allowance thereon and future estimates of taxable income.
4. We have tested the arithmetical accuracy of working prepared by management for determination of future taxable income against which MAT credit is expected to be realized.
5. We have also checked the adequacy of the disclosure on these matters in the financial statements of the Company.
6. We have also obtained necessary management representation.

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

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with [the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company, in electronic mode on servers physically located in India so far as it appears from our examination of those books except that we were unable to verify the back up of books of accounts maintained in electronic mode for the period from August 05, 2022 to January 12, 2023, as necessary logs in respect of such period are not available with the company as stated in note 37 to the financial statements;
 - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

- (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 28 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
 - iv.
 - a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.
The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with section 123 of the Act.
 - vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

For S.R. Batliboi & CO. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Bhaswar Sarkar

Partner

Membership Number: 055596

UDIN: 23055596BGYFRR7054

Place of Signature: Kolkata

Date: April 13, 2023

Annexure '1' referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: Maithon Power Limited ("the Company")

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) The Company has verified part of its Property Plant and Equipment during the year in accordance with its regular programme of verification of these assets whereby all the assets are physically verified over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties (other than properties where the Company is the lessee and the valid lease agreements are duly executed in favour of the lessee) disclosed in note 5.8 to the financial statements included in Property, Plant and Equipment are held in the name of the Company, except the following:

Description of Property	Amount in INR crores	Held in the name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in the name of Company
Raiyati Land (Free hold) located at Maithon, Jharkhand.	159.80	Damodar Valley Corporation (DVC)	Promoter	December 2008	In accordance with the term of agreement dated September 2, 2005 with DVC, the title deed of the land parcel were to be executed in favour of the Company by DVC. We have been informed that such title deeds are yet to be executed in favour of the Company pending mutation in favour of DVC by Government of Jharkhand.
Railway Land (Free hold Land) located at Maithon, Jharkhand.	137.12	DVC	Promoter	October 2008 to March 2015	
Forest land (Leasehold) located at Maithon, Jharkhand	11.54	Government of Jharkhand	Not applicable	May 2008	Lease deed yet to be executed in favour of the Company by the Government of Jharkhand.
GM land- Plant (Leasehold) located at Maithon, Jharkhand	18.59	Government of Jharkhand	Not applicable	July 2010	DVC had surrendered their leasehold rights over the land parcel in favour of the Government of Jharkhand in a prior year to enable the Government of Jharkhand to lease the same land parcel in favour of the Company. The Company is yet to receive a demand from the Government of Jharkhand for execution of lease and hence the lease deed in the name of the Company is yet to be executed.
GM land- Railway (Leasehold) located at Maithon, Jharkhand	5.56	Government of Jharkhand	Not applicable	July 2010	Lease deed yet to be executed in favour of the Company by the Government of Jharkhand.
GM land- Railway (Leasehold) located at Maithon, Jharkhand	5.40	Government of Jharkhand	Not applicable	July 2010	

- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year.
- (e) As represented to us by the management, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification. In our opinion the coverage and the procedure of such verification by the management is appropriate.
- (b) As disclosed in note 19.1 to the financial statements, the Company has been sanctioned working capital limits in excess of ₹ five crores in aggregate from banks during the year on the basis of security of current assets of the Company. The quarterly returns/statements filed by the Company with such banks are in agreement with the books of account of the Company. The Company does not have any sanctioned working capital limits from financial institutions.
- (iii) (a) During the year the Company has not provided advances in the nature of loans, stood guarantee or provided security to companies, firms, limited liability partnerships or any other parties other than as follows:

Particulars	Amount in INR crores
Aggregate amount granted/ provided during the year	
- Subsidiaries - Joint Ventures - Associates - Others	450.00
Balance outstanding as at balance sheet date in respect of above cases - Subsidiaries - Joint Ventures - Associates - Others	Nil

- (b) During the year the Company has not provided guarantees and security and not granted advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. The investments made and the terms and conditions of the loans granted are not prejudicial to the Company's interest.
- (c) The Company has not granted advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. The Company has granted loans during the year to a company where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.
- (d) There are no amounts of loans and advances in the nature of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Therefore, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company and hence not commented upon.
- (iv) There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable. Therefore, the requirement to report on clause 3(iv) of the Order is not applicable to the Company and hence not commented upon.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules made thereunder, to the extent applicable. Therefore, the requirement to report on clause 3(v) of the Order is not applicable to the Company and hence not commented upon.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the generation of electricity, and are of the opinion that, prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other statutory dues applicable to it. During the year, the Company did not have any undisputed dues towards sales-tax, service tax, duty of customs, duty of excise and value added tax. No undisputed amounts payable in respect of aforesaid dues were outstanding at the year-end for a period of more than six months from dates when they became payable.
- (b) There are no dues of goods and services tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and other applicable statutory dues which have not been deposited on account of any dispute.
- (viii) As represented to us by the management, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Therefore, the requirement to report on clause 3(viii) of the Order is not applicable to the Company and hence not commented upon.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) As represented to us by the management, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) Based on an overall examination of the Balance Sheet and information, explanations and representations provided to us, term loans were applied for the purpose for which they were obtained.
- (d) Based on an overall examination of the Balance Sheet and information, explanations and representations provided to us, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) and (f) The Company does not have any subsidiary, associate or joint venture. Therefore, the requirement to report on clause 3(ix)(e) and (f) of the Order are not applicable to the Company and hence not commented upon.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments). Therefore, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company and hence not commented upon.
- (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit. Therefore, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company and hence not commented upon.
- (xi) (a) As represented to us by the management, no material fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clauses 3(xii)(a), (b) and (c) of the Order is not applicable to the Company and hence not commented upon.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company for the year under audit which were issued till date of this audit report, have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Therefore, the requirement to report on clause 3(xv) of the Order is not applicable to the Company and hence not commented upon.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. The requirement to report on clause (xvi)(a) of the Order is not applicable to the Company and hence not commented upon.
- (b) As represented to us by management, the Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. The requirement to report on clause 3(xvi) of the Order is not applicable to the Company and hence not commented upon.
- (d) As represented to us by the management, the Group has 6 Core Investment Companies as a part of the Group. However, we have not independently verified their existence.

- (xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. The requirement to report on Clause 3(xviii) of the Order is not applicable to the Company and hence not commented upon.
- (xix) On the basis of the financial ratios disclosed in note 31 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 25(ii) to the financial statements.
- (b) The Company has not transferred the amount remaining unspent in respect of ongoing projects, to a Special Account, till the date of the report. However, the period for such transfer i.e., thirty days from the end of the financial year as permitted under sub section (6) of section 135 of the Companies Act, has not elapsed till the date of our report.

For S.R. Batliboi & CO. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Bhaswar Sarkar

Partner

Membership Number: 055596

UDIN: 23055596BGYFRR7054

Place of Signature: Kolkata

Date: April 13, 2023

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF MAITHON POWER LIMITED**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to financial statements of Maithon Power Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 with reference to these financial statements 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, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements 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 with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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 with reference to these financial statements.

Meaning of Internal Financial Controls With Reference to these Financial Statements

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

Inherent Limitations of Internal Financial Controls With Reference to Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S.R. Batliboi & CO. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Bhaswar Sarkar

Partner

Membership Number: 055596

UDIN: 23055596BGYFRR7054

Place of Signature: Kolkata

Date: April 13, 2023

Balance Sheet as at 31st March, 2023

Particulars	Notes	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
Assets			
Non-current Assets			
(a) Property, Plant and Equipment	5.7	3,104.19	3,320.37
(b) Capital Work-in-Progress	6	395.28	206.86
(c) Intangible Assets	7	0.15	0.30
(d) Right of Use Assets	8	60.48	65.60
(e) Financial Assets			
(i) Loans	9.5	0.13	0.11
(ii) Other Financial Assets	9.6	18.57	13.49
(f) Deferred Tax Assets (Net)	17	67.36	35.61
(g) Non-current Tax Assets (Net)	10	14.01	14.09
(h) Other Non-current Assets	11	56.90	69.61
Total Non-current Assets		3,717.07	3,726.04
Current Assets			
(a) Inventories	12	258.61	212.72
(b) Financial Assets			
(i) Investments	9.1	4.00	65.55
(ii) Trade Receivables	9.2	134.50	60.03
(iii) Unbilled Revenue	9.3	47.07	45.41
(iv) Cash and Cash Equivalents	9.4	180.61	12.01
(v) Loans	9.5	0.02	450.02
(vi) Other Financial Assets	9.6	0.78	2.74
(c) Other Current Assets	11	130.40	126.99
Total Current Assets		755.99	975.47
Total Assets		4,473.06	4,701.51
Equity and Liabilities			
Equity			
(a) Equity Share Capital	13	1,508.92	1,508.92
(b) Other Equity	14	686.47	971.97
Total Equity		2,195.39	2,480.89
Liabilities			
Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15.1	1,199.01	1,334.73
(ii) Lease Liabilities	15.2	3.43	3.24
(iii) Other Financial Liabilities	15.3	73.40	6.39
(b) Provisions	16	8.66	8.08
(c) Other Non-current Liabilities	18	67.36	49.93
Total Non-current Liabilities		1,351.86	1,402.37

Balance Sheet as at 31st March, 2023 (Contd.)

Particulars	Notes	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19.1	416.17	382.15
(ii) Lease Liabilities	15.2	0.06	-
(iii) Trade Payables	19.2		
(a) Total outstanding dues of micro enterprises and small enterprises, and		21.42	3.61
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		222.41	138.51
(iv) Other Financial Liabilities	15.3	63.28	97.85
(b) Provisions	16	0.37	0.48
(c) Current Tax Liabilities (Net)	10	5.28	-
(d) Other Current Liabilities	18	196.82	195.65
Total Current Liabilities		925.81	818.25
Total Liabilities		2,277.67	2,220.62
Total Equity and Liabilities		4,473.06	4,701.51

See accompanying notes to the Financial Statements

As per our report of even date

For S. R. Batliboi & Co LLP

Chartered Accountants

ICAI Firm registration number: **301003E/E300005**per **Bhaswar Sarkar**

Partner

Membership No: 055596

Place: Kolkata

Date: 13th April, 2023**For and on behalf of the Board,****Vijay Namjoshi**

Chairman

DIN: 08626492

Place: Mumbai

Date: 13th April, 2023**Vijayant Ranjan**

Chief Executive Officer

Place: Dhanbad

Date: 13th April, 2023**Joydeep Mukherjee**

Director

DIN: 08605394

Place: Kolkata

Date: 13th April, 2023**Kajal Kumar Singh**

Chief Financial Officer

Place: Dhanbad

Date: 13th April, 2023**Mona Purandare**

Company Secretary

Place: Mumbai

Date: 13th April, 2023

Statement of Profit and Loss for the year ended 31st March, 2023

Particulars	Notes	For Year Ended 31 st March, 2023 ₹ Crores	For Year Ended 31 st March, 2022 ₹ Crores
(I) Revenue from Operations	20	3,029.09	2780.20
(II) Other Income	21	49.67	22.28
(III) Total Income		3,078.76	2,802.48
(IV) Expenses			
Cost of Fuel Consumed		1,943.68	1,772.84
Employee Benefits Expense	22	48.45	44.96
Depreciation and Amortisation Expense	23	279.17	272.14
Finance Costs	24	119.48	137.29
Other Expenses	25	308.24	282.62
Total Expenses		2,699.02	2,509.85
(V) Profit before Tax for the year		379.74	292.63
(VI) Tax Expense			
Current Tax		66.17	50.14
Deferred Tax		(31.75)	(38.04)
Tax Expense	26	34.42	12.10
(VII) Profit after Tax for the year		345.32	280.53
(VIII) Other Comprehensive Income			
Add/(Less):			
(i) Items that will not be reclassified to profit and loss			
(a) Remeasurement of the Defined Benefit Plans		(1.00)	(0.04)
(ii) Tax relating to items that will not be reclassified to Profit & Loss			
(a) Current Tax		0.18	0.01
Total Other Comprehensive Income (Net of taxes)		(0.82)	(0.03)
(IX) Total Comprehensive Income for the year		344.50	280.50
(X) Earnings Per Equity Share (Face Value ₹ 10/- Per Share)	29		
Basic & Diluted (₹)		2.29	1.86

See accompanying notes to the Financial Statements

As per our report of even date

For S. R. Batliboi & Co LLP

Chartered Accountants

ICAI Firm registration number: 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No: 055596

Place: Kolkata

Date: 13th April, 2023

For and on behalf of the Board,

Vijay Namjoshi

Chairman

DIN: 08626492

Place: Mumbai

Date: 13th April, 2023**Vijayant Ranjan**

Chief Executive Officer

Place: Dhanbad

Date: 13th April, 2023**Joydeep Mukherjee**

Director

DIN: 08605394

Place: Kolkata

Date: 13th April, 2023**Kajal Kumar Singh**

Chief Financial Officer

Place: Dhanbad

Date: 13th April, 2023**Mona Purandare**

Company Secretary

Place: Mumbai

Date: 13th April, 2023

Statement of Cash Flows For Year ended 31st March, 2023

Particulars	For Year Ended 31 st March, 2023 ₹ Crores	For Year Ended 31 st March, 2022 ₹ Crores
A. Cash Flow from Operating Activities		
Profit before Taxes for the year	379.74	292.63
Adjustments to reconcile profit before tax to net operating cash flows		
Depreciation and Amortisation Expenses	279.17	272.14
Finance Costs	119.48	137.29
Interest Income	(15.08)	(13.96)
(Gain) / Loss on disposal of Property, Plant and Equipment (Net)	3.95	0.07
Liabilities / provisions written back	(28.04)	-
Gain on sale/fair valuation of Current Investments measured at FVTPL	(3.56)	(4.32)
	355.92	391.22
Working Capital adjustments:		
Adjustments for (increase) / decrease in Assets:		
Trade Receivables	(60.75)	(29.90)
Unbilled Revenue	(1.66)	(4.79)
Inventories	(45.88)	(63.01)
Other Current Assets	(3.41)	(88.33)
Other Non-Current Assets	(3.93)	(15.85)
Other Non Current Financial Assets	(5.08)	(12.99)
	(120.71)	(214.87)
Adjustments for increase / (decrease) in Liabilities:		
Trade Payables	101.71	68.74
Other Non Current Liabilities	31.75	32.96
Other Current Liabilities	1.16	(36.31)
Other Current Financial liabilities	(40.28)	37.43
Other Non Current Financial liabilities	0.23	3.20
Current provisions	(1.12)	0.09
Non-Current provisions	0.58	(0.20)
	94.03	105.91
Cash Generated from Operations	708.98	574.89
Income taxes paid	(60.65)	(48.99)
Net Cash flow from Operating Activities	648.33	525.90

Statement of Cash Flows For Year ended 31st March, 2023 (Contd.)

Particulars	For Year Ended 31 st March, 2023 ₹ Crores	For Year Ended 31 st March, 2022 ₹ Crores
B. Cash Flow from Investing Activities		
Capital expenditure on Property, Plant and Equipment and Other Intangible assets (including capital advances)	(145.29)	(182.48)
Purchase of Current Investments	(1,575.45)	(2,147.74)
Proceeds from sale of Current Investments	1,640.57	2,248.25
Interest Received	17.04	12.32
Loan given	(450.03)	(800.00)
Loan repaid	900.00	550.04
Net Cash from/(used in) Investing Activities	386.84	(319.61)
C. Cash Flow from Financing Activities		
Proceeds from Non Current Borrowings	235.58	100.00
Repayment of Non Current Borrowings	(325.06)	(204.62)
Proceeds from Current Borrowings	50.68	33.80
Repayment of Current Borrowings	(61.44)	(48.80)
Interest Paid	(136.33)	(142.00)
Dividend Paid	(630.00)	-
Net Cash from/(used in) Financing Activities	(866.57)	(261.62)
Net Increase/(Decrease) in Cash and Cash Equivalents	168.60	(55.33)
Cash and Cash Equivalents as at 1 st April (Opening Balance)	12.01	67.34
Cash and Cash Equivalents as at 31st March (Closing Balance)	180.61	12.01
Cash and Cash Equivalents include:	As at 31st March, 2023 ₹ Crores	As at 31st March, 2022 ₹ Crores
(i) Balances with banks		
In Current Accounts	2.35	12.01
In Deposit Accounts (with original maturity less than three months)	178.26	-
	180.61	12.01

Note: The above cash flow has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS) 7 - statement of cash flows.

See accompanying notes to the Financial Statements.

As per our report of even date

For S. R. Batliboi & Co LLP

Chartered Accountants

ICAI Firm registration number: 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No: 055596

Place: Kolkata

Date: 13th April, 2023

For and on behalf of the Board,

Vijay Namjoshi

Chairman

DIN: 08626492

Place: Mumbai

Date: 13th April, 2023

Vijayant Ranjan

Chief Executive Officer

Place: Dhanbad

Date: 13th April, 2023

Joydeep Mukherjee

Director

DIN: 08605394

Place: Kolkata

Date: 13th April, 2023

Kajal Kumar Singh

Chief Financial Officer

Place: Dhanbad

Date: 13th April, 2023

Mona Purandare

Company Secretary

Place: Mumbai

Date: 13th April, 2023

Statement of Changes in Equity for the year ended 31st March, 2023
A. Equity Share Capital

₹ Crores

Equity Shares of ₹ 10 each issued, subscribed and fully paid

	No. of Shares	Amount
Balance as at 1 st April, 2021	1,508,917,729	1,508.92
Balance as at 31 st March, 2022	1,508,917,729	1,508.92
Balance as at 1 st April, 2022	1,508,917,729	1,508.92
Balance as at 31 st March, 2023	1,508,917,729	1,508.92

B. Other Equity

₹ Crores

	Debenture Redemption Reserve	Retained Earnings	Total
Balance as at 1 st April, 2021	129.05	562.42	691.47
Profit for the year	-	280.53	280.53
Other Comprehensive Income for the year (Net of Tax)	-	(0.03)	(0.03)
Total Comprehensive Income	-	280.50	280.50
Balance as at 31 st March, 2022	129.05	842.92	971.97
Balance as at 1 st April, 2022	129.05	842.92	971.97
Profit for the period	-	345.32	345.32
Other Comprehensive Income for the period (Net of Tax)	-	(0.82)	(0.82)
Total Comprehensive Income	-	344.50	344.50
Dividend Paid	-	(630.00)	(630.00)
	-	(630.00)	(630.00)
Balance as at 31 st March, 2023	129.05	557.42	686.47

See accompanying notes to the Financial Statements

As per our report of even date

For S. R. Batliboi & Co LLP

Chartered Accountants

ICAI Firm registration number: 301003E/E300005

 per **Bhaswar Sarkar**

Partner

Membership No: 055596

Place: Kolkata

 Date: 13th April, 2023

For and on behalf of the Board,
Vijay Namjoshi

Chairman

DIN: 08626492

Place: Mumbai

 Date: 13th April, 2023

Vijayant Ranjan

Chief Executive Officer

Place: Dhanbad

 Date: 13th April, 2023

Joydeep Mukherjee

Director

DIN: 08605394

Place: Kolkata

 Date: 13th April, 2023

Kajal Kumar Singh

Chief Financial Officer

Place: Dhanbad

 Date: 13th April, 2023

Mona Purandare

Company Secretary

Place: Mumbai

 Date: 13th April, 2023

Notes to the Financial Statements for the year ended 31st March, 2023

1. Corporate Information

MAITHON POWER LIMITED ('the Company'), has been set up pursuant to an agreement entered into between The Tata Power Company Limited (TPCL) and Damodar Valley Corporation (DVC) with 74% and 26% shareholding respectively, to operate and maintain Electric power generating stations. The Company has set up a thermal power generation plant (comprising of two units of 525 MW each namely 'Unit I and Unit II') at Maithon, Jharkhand with a total capacity of 1050 MW. Unit I and Unit II of the project were commissioned on 1 September, 2011 and 24 July, 2012 respectively. The registered office of the Company is Corporate Center, 34 Sant Tukaram Road, Carnac Bunder, Mumbai 400009, Maharashtra, India.

The financial statements have been approved for issue in accordance with a resolution of the directors on 13th April, 2023.

2. Significant Accounting Policies

2.1 Basis of preparation and presentation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III).

The financial statements have been prepared on a historical cost basis except for certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

Accounting Policy are consistent with earlier years unless stated otherwise.

3. Other Significant Accounting Policies (Other than those mentioned in respective notes)

3.1 Foreign Currencies

The functional currency of the Company is Indian rupee (₹)

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognized in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Exchange differences on monetary items are recognized in profit or loss in the period in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

3.2 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

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

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

3.4 Financial Assets

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), or fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

3.4.1 Financial assets at amortised cost

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. The EIR amortisation is included in finance income in the profit or loss.

3.4.2 Financial assets at fair value through other comprehensive income (FVTOCI)

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

On initial recognition, the Company makes an irrevocable election on an instrument-by-instrument basis to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments, other than equity instruments which are held for trading. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on sale of the investments.

3.4.3 Financial assets at fair value through profit or loss (FVTPL)

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Other financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in statement of profit or loss.

3.4.4 Derecognition of Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- i) the right to receive cash flows from the asset have expired, or
- ii) the Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its right to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

3.4.5 Impairment of financial assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

3.5 Financial Liabilities

All financial liabilities are recognised initially at fair value and in case of loans and borrowings and payables, net of directly attributable transaction cost.

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- a) Financial liabilities at fair value through profit or loss
- b) Financial liabilities at amortised cost (loans and borrowings)

3.5.1 Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognised in the profit or loss. The Company has not designated any financial liability as at fair value through profit or loss.

3.5.2 Financial liabilities at amortised cost (Loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. The EIR amortisation is included as finance costs in the statement of profit and loss.

3.5.3 Derecognition of Financial Liabilities

A Financial liability is derecognised 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 derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

3.6 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.

3.7 Dividend Distribution to equity shareholders of the Company

The Company recognises a liability to make dividend distributions to its equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

In case of Interim Dividend, the liability is recognised on its declaration by the Board of Directors.

3.8 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. Cash and cash equivalents include balances with banks which are unrestricted for withdrawal and usage.

4. Critical accounting estimates and judgements

In the application of the Company's accounting policies, the management of the Company is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements are:

- a) Estimation of current tax and deferred tax expense (including Minimum alternate tax credit) - Note 17 and Note 26
- b) Recoverable from Beneficiaries / Payable to Beneficiaries(Net) - Note 18
- c) Estimation of defined benefit obligations- Note 16
- d) Judgement to estimate the amount of provision required or to determine required disclosure related to litigation and claims against the Company - Note 28.

Estimates and judgement are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

5. Property, Plant and Equipment

5.1 Accounting Policy

Property, plant and equipment (PPE) is stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price (net of trade discount and rebates) and any directly attributable cost of bringing the asset to its working condition for its intended use and for qualifying assets, borrowing costs capitalised in accordance with Ind AS 23. Capital work in progress is stated at cost, net of accumulated impairment loss, if any. Other Indirect Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital Work-in-Progress. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

5.2 Subsequent Cost

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. All other repair and maintenance costs are recognized in the statement of profit or loss as incurred.

5.3 Depreciation

Depreciation commences when the assets are ready for the intended use.

Depreciation on property, plant and equipment in respect of electricity business of the Company is covered under Part B of Schedule II of the Companies Act, 2013, has been provided on the straight line method at the rates using the methodology required by relevant provisions of Central Electricity Regulatory Commission.

Depreciation on all other assets is recognised on the cost of assets (other than freehold land) less their residual values over their estimated useful lives, using the straight-line method.

5.4 Useful lives of tangible assets:

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The Company, based on technical assessment made by technical expert and management estimate, depreciates certain items of building, plant and equipments over estimated useful lives which are different from the useful lifes prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Type of Asset	Useful Lives
Buildings-Plant	25 Years
Buildings-Others	25 Years
Plant and Equipment	25 Years
Computer	3 Years
Furniture and Fixtures	5 to 10 years
Office Equipment	5 to 10 years
Motor vehicles etc	5 Years
Railway Sidings & Overhead Electrification	25 Years

5.5 Derecognition of tangible assets

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

5.6 Impairment of tangible and intangible assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets of or Group of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of tangible and intangible assets are recognised in the statement of profit and loss.

Description	₹ Crores									
	Freehold Land	Buildings - Plant	Buildings - Others	Railway Sidings	Plant and Equipment	Overhead Electrification	Furniture and Fixtures	Office Equipment	Motor Vehicles	Total
Cost or Valuation										
Balance as at 1st April, 2022	299.91	263.98	179.46	492.84	4,425.99	47.39	13.55	7.28	2.67	5,733.07
Additions	-	15.67	1.01	0.53	42.87	-	0.28	0.35	0.98	61.69
Disposals	-	-	-	-	(9.70)	-	-	(0.11)	(0.25)	(10.06)
Balance as at 31st March, 2023	299.91	279.65	180.47	493.37	4,459.16	47.39	13.83	7.52	3.40	5,784.70
Accumulated depreciation										
Balance as at 1st April, 2022	-	78.98	45.27	17.20	2,247.96	2.77	11.38	6.64	2.50	2,412.70
Depreciation Expense(Refer Note 23)	-	8.84	5.95	16.43	239.22	2.53	0.76	0.08	0.08	273.89
Disposal of assets	-	-	-	-	(5.73)	-	-	(0.11)	(0.24)	(6.08)
Balance as at 31st March, 2023		87.82	51.22	33.63	2,481.45	5.30	12.14	6.61	2.34	2,680.51
Net carrying amount										
As at 31st March, 2023	299.91	191.83	129.25	459.74	1,977.71	42.09	1.69	0.91	1.06	3,104.19
As at 31st March, 2022	299.91	185.00	134.19	475.64	2,178.03	44.62	2.17	0.64	0.17	3,320.37

Description	₹ Crores									
	Freehold Land	Buildings - Plant	Buildings - Others	Railway Sidings	Plant and Equipment	Overhead Electrification	Furniture and Fixtures	Office Equipment	Motor Vehicles	Total
Cost or Valuation										
Balance as at 1st April, 2021	299.91	263.30	179.44	492.84	4,383.78	47.39	14.07	7.26	2.67	5,690.66
Additions	-	0.68	0.02	-	42.34	-	0.12	0.02	-	43.18
Disposals	-	-	-	-	(0.13)	-	(0.64)	-	-	(0.77)
Balance as at 31st March, 2022	299.91	263.98	179.46	492.84	4,425.99	47.39	13.55	7.28	2.67	5,733.07
Accumulated depreciation										
Balance as at 1st April, 2021	-	70.19	39.31	-	2,017.01	-	11.04	6.56	2.38	2,146.49
Depreciation Expense (Refer Note 23)	-	8.79	5.96	17.20	231.07	2.77	0.91	0.08	0.12	266.90
Disposal of assets	-	-	-	-	(0.12)	-	(0.57)	-	-	(0.69)
Balance as at 31st March, 2022		78.98	45.27	17.20	2,247.96	2.77	11.38	6.64	2.50	2,412.70
Net carrying amount										
As at 31st March, 2022	299.91	185.00	134.19	475.64	2,178.03	44.62	2.17	0.64	0.17	3,320.37
As at 31st March, 2021	299.91	193.11	140.13	492.84	2,366.77	47.39	3.03	0.70	0.29	3,544.17

Note: The Company has elected to fair value its freehold land and use that fair value in its opening Ind AS Balance Sheet as at 1 April, 2015 as deemed cost. Accordingly, the freehold land is carried at fair value of ₹ 296.22 crores and carrying amount reported under previous GAAP was ₹ 172.71 crores. Accordingly an amount of ₹ 123.51 crores has been credited to retained earnings as at 1 April, 2015 (transition date).

5.8 Immovable properties whose title deeds are not in the name of the Company

As on 31st March, 2023

₹ Crores

Description	Relevant line item in the Balance Sheet	Carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the company
Raiyati Land (Free hold) located at Maithon, Jharkhand.	PPE	159.80	Damodar Valley Corporation	Promoters	December 2008	Refer Note (a)
Railway Land (Freehold Land) located at Maithon, Jharkhand.	PPE	137.12	Damodar Valley Corporation	Promoters	Oct 2008 to Mar 2015	Refer Note (b)
Forest land (Leasehold) located at Maithon, Jharkhand	Right of use Assets	11.54	GOJ*	Not Applicable	May 2008	Refer Note (c)
GM land - Plant (Leasehold) located at Maithon, Jharkhand	Right of use Assets	18.59	GOJ*	Not Applicable	July 2010	Refer Note (d)
GM land - Railway (Leasehold) located at Maithon, Jharkhand	Right of use Assets	10.97	GOJ*	Not Applicable	July 2010	Refer Note (e)

As on 31st March, 2022

₹ Crores

Description	Relevant line item in the Balance Sheet	Carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the company
Raiyati Land (Free hold) located at Maithon, Jharkhand.	PPE	159.80	Damodar Valley Corporation	Promoters	December 2008	Refer Note (a)
Railway Land (Freehold Land) located at Maithon, Jharkhand.	PPE	137.12	Damodar Valley Corporation	Promoters	Oct 2008 to Mar 2015	Refer Note (b)
Forest land (Leasehold) located at Maithon, Jharkhand	Right of use Assets	12.40	GOJ*	Not Applicable	May 2008	Refer Note (c)
GM land - Plant (Leasehold) located at Maithon, Jharkhand	Right of use Assets	7.06	GOJ*	Not Applicable	July 2010	Refer Note (d)
GM land - Railway (Leasehold) located at Maithon, Jharkhand	Right of use Assets	5.91	GOJ*	Not Applicable	July 2010	Refer Note (e)

*Government of Jharkhand

- (a) The Land was acquired by Damodar Valley Corporation (DVC) exclusively for the Maithon Right Bank Thermal Power Project (MRBTTP). As per the Shareholders Agreement, the title is to be transferred to the Company. Pending transfer of title as stated above, the Company had entered into an Indenture Deed with DVC on 5 December, 2008, which provided inter-alia, lease of private land for a period of 35 years (and extendable for another 35 years at the option of the Company) and provision to create security in favour of Lenders and transfer this land to the Company at the cost at which it was acquired subject to approval of the Government of the State of Jharkhand. Mutation of Land in the name of MRBTTP, DVC is completed for 471.20 acres as on 31.03.2023 (470.16 acres as on 31.03.2022) out of 564.67 acres.

- (b) The Land was acquired by Damodar Valley Corporation (DVC) exclusively for the MRBTPP. As per the shareholders agreement, the title of these lands is to be transferred to the Company. DVC is in the process of transferring title of these lands in favour of the Company as per applicable laws of the State of Jharkhand. Mutation of Land in the name of MRBTPP, DVC is completed for 37.78 acres as on 31.03.2023 (Nil acres as on 31.03.2022) out of 66.74 acres.
- (c) The Company has received demand for 191.67 acres of Jungle Jhar (Forest Land) from Government of Jharkhand and has made payment of requisite amount and is in process of execution of lease from Government of Jharkhand in the name of Company.
- (d) The Land was acquired by Damodar Valley Corporation (DVC) exclusively for the MRBTPP. As per the shareholders agreement, the lease of these lands is to be transferred to the Company. Accordingly, DVC has surrender the land to facilitate the process of transferring lease of lands in favour of the Company as per applicable laws of the State of Jharkhand. The Company is yet to receive demand from Government of Jharkhand for payment and execution of lease in the name of Company. Refer note 8.1
- (e) The Company has applied lease of the land and made partial payment to GoJ. Final Demand is yet to receive from Government of Jharkhand for balance payment and execution of lease in the name of Company.
- (f) The expenditure in connection with private land including land compensation and rehabilitation and resettlement expenses has been capitalised as freehold land and the expenditure in connection with GM land and Forest land has been included in Right of Use Assets.
- (g) Freehold land with a carrying amount of ₹299.91 crores (as at 31st March, 2022 ₹299.91 crores) has been mortgaged to secure borrowings of the Company (Refer Note 15.1 & 19.1).

6. Capital Work-in-Progress

Accounting Policy

Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

CWIP ageing Schedule as at 31st March 2023

₹ Crores

Capital Work in Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	205.89	124.51	61.70	3.18	395.28

CWIP ageing Schedule as at 31st March 2022

₹ Crores

Capital Work in Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	125.73	62.40	2.85	15.88	206.86

Note:- There is no project whose completion is overdue or its cost has exceeded the original plan as at 31st March, 2023 as well as 31st March, 2022.

7. Intangible Assets

7.1 Accounting Policy

Intangible assets acquired separately

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

7.2 Subsequent Cost

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

7.3 Derecognition of intangible assets

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

7.4 Amortisation of intangible assets

Intangible assets with finite lives are amortised over the useful economic life on straight line basis and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Estimated useful lives of the intangible assets are as follows:

Type of Asset	Useful Lives
Computer Software	5 years

₹ Crores

Description	Computer software	Total
Cost		
Balance as at 1st April, 2022	1.26	1.26
Additions	0.01	0.01
Balance as at 31st March, 2023	1.27	1.27
Accumulated amortisation		
Balance as at 1st April, 2022	0.96	0.96
Amortisation expense (Refer Note 23)	0.16	0.16
Balance as at 31st March, 2023	1.12	1.12
Net Book Value		
As at 31st March, 2023	0.15	0.15
As at 31st March, 2022	0.30	0.30

Description	Computer software	Total
Cost		
Balance as at 1st April, 2021	1.26	1.26
Additions	-	-
Balance as at 31st March, 2022	1.26	1.26
Accumulated amortisation		
Balance as at 1st April, 2021	0.81	0.81
Amortisation expense (Refer Note 23)	0.15	0.15
Balance as at 31st March, 2022	0.96	0.96
Net Book Value		
As at 31st March, 2022	0.30	0.30
As at 31st March, 2021	0.45	0.45

8. Right-of-use-assets

The Company recognizes right-of-use assets at the date of commencement of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, lease payments made at or before the commencement date less any lease incentives received and estimate of costs to dismantle. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Land: 05 to 35 years

The right-of-use assets are also subject to impairment in accordance with Ind AS 36 "Impairment of assets". The Company presents right-of-use assets that do not meet the definition of investment property in 'Property, plant and equipment'.

₹ Crores

Description	ROU-Land	Total
Cost		
Balance as on 1 st April, 2022	105.30	105.30
Additions	-	-
Balance as at 31st March, 2023	105.30	105.30
Accumulated depreciation		
Balance as on 1 st April, 2022	39.70	39.70
Depreciation Expense (Refer Note 23)	5.12	5.12
Balance as at 31st March, 2023	44.82	44.82
Net carrying amount		
As at 31st March, 2023	60.48	60.48
As at 31st March, 2022	65.60	65.60

₹ Crores

Description	ROU-Land	Total
Cost		
Balance as at 1 st April, 2021	102.05	102.05
Additions	3.25	3.25
Balance as at 31st March, 2022	105.30	105.30
Accumulated depreciation		
Balance as at 1 st April, 2021	34.61	34.61
Depreciation Expense (Refer Note 23)	5.09	5.09
Balance as at 31st March, 2022	39.70	39.70
Net carrying amount		
As at 31st March, 2022	65.60	65.60
As at 1st April, 2021	67.44	67.44

- 8.1 In terms of the Shareholders' Agreement dated 2nd September 2005 between Damodar Valley Corporation (DVC) and The Tata Power Company Limited, DVC was to transfer its leasehold rights over certain land parcels measuring 114.95 acres to the Company. Unamortised consideration paid by the Company to DVC for such leasehold rights is ₹ 1.03 Cr as on March 31, 2023. Based on information received by the management during the quarter/year, DVC had surrendered its aforesaid leasehold rights in favour of the Government of Jharkhand (GoJ) in a prior year for grant of leasehold rights over those land parcels directly to the Company. Pending execution of revised lease deeds by GoJ in favour of the Company, the financial impact of such lease arrangement including lease premium and amortisation thereof based on the terms of the lease agreement to be entered into is not ascertainable at this stage and will be recognised as and when the revised lease deed is executed. Management does not expect that resultant impact, if any, will be material to these financial statements.

9. Financial Assets

9.1 Investments - Current

At Fair Value through Profit and Loss (FVTPL) Mutual Funds (Unquoted)

	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
i. SBI Liquid Fund - Direct Plan - Growth Nil Units (31 st March 2022: 60,015.389 Units)	-	20.00
ii. IDFC Cash Fund - Direct Plan - Growth Nil Units (31 st March 2022: 177,155.187Units)	-	45.55
iii. Mirae Liquid Fund - Direct Plan - Growth 8,419.848 Units Units (31 st March 2022: Nil Units)	2.00	-
iv. Bandhan Liquid Fund - Direct Plan - Growth (Erstwhile IDFC Cash Fund) 7,360.545 Units (31 st March 2022: Nil Units)	2.00	-
	4.00	65.55

Notes:

1. Aggregate Carrying Value of Unquoted Investments	4.00	65.55
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9.2 Trade Receivables

	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
Secured, Considered good	134.50	60.03
	134.50	60.03

The average credit period for the Company's receivable from sale of power is 45 to 60 days. As per the relevant provisions of the Central Electricity Regulatory Commission Regulations, penal interest @ 18% p.a. is claimable from the customers as Late payment Surcharge (LPS).

No Trade or Other receivable are due from directors or other officers of the company either severally or jointly with any other person. No Trade or Other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade Receivables Ageing schedule:

There is no outstanding balance of Trade Receivable which are due for payment as on 31st March, 2023 and as on 31st March, 2022, therefore ageing schedule has not been disclosed. Further the outstanding balance of trade receivables are undisputed as on year end.

9.3 Unbilled Revenue

	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
Secured, Considered good	47.07	45.41
	47.07	45.41

9.4 Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash at bank, cash/cheques on hand and short-term deposits, as defined above as they are considered an integral part of the Company's cash management.

	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
(i) Balances with Banks:		
In Current Accounts	2.35	12.01
In Deposit Accounts (with original maturity less than three months)	178.26	-
Cash and Cash Equivalents as per Balance Sheet	180.61	12.01
Cash and Cash Equivalents as per Statement of Cash Flows	180.61	12.01

Reconciliation of liabilities from Financing Activities

₹ Crores

Particulars	As at 31 st March, 2022	Cash flows		Non Cash Transactions	As at 31 st March, 2023
		Proceeds	Repayment		
Non-current Borrowings (including Current Maturity of Non-current Borrowings)	1,659.79	235.58	(325.06)	(1.44)	1,568.87
Current Borrowings (excluding Bank Overdraft)	57.09	50.68	(61.44)	-	46.33
Total	1,716.88	286.25	(386.50)	(1.44)	1,615.20

₹ Crores

Particulars	As at 31 st March, 2021	Cash flows		Non Cash Transactions	As at 31 st March, 2022
		Proceeds	Repayment		
Non-current Borrowings (including Current Maturity of Non-current Borrowings)	1,763.41	100.00	(204.62)	1.00	1,659.79
Current Borrowings (excluding Bank Overdraft)	15.00	90.89	(48.80)	-	57.09
Total	1,778.41	190.89	(253.42)	1.00	1,716.88

Note - Figures in brackets represents Cash outflow.

9.5 Loans

(Unsecured and considered good unless otherwise stated)

Non-current

	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
Loans to Employees	0.13	0.11
Including loans due by officers of the Company - ₹ 0.05 Crores (As at March 31, 2022 - ₹ 0.05 Crores)		
	0.13	0.11

Current

Loan to Related Party (Refer Note 30)	-	450.00
Loans to Employees	0.02	0.02
Including loans due by officers of the Company - ₹ 0.00 Crores* (As at March 31, 2022 - ₹ 0.00 Crores)*		

* Amount is lesser than the rounding off norms followed by the Company.

0.02 **450.02**

Note-There is no Loan or Advance in the nature of Loan given to specified persons without specific terms of period of repayment.

9.6 Other Financial Assets

(Unsecured and considered good unless otherwise stated)

Non - Current

Security Deposit

	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
With Related Parties (Refer Note 30)	0.28	0.28
With Others	0.28	0.20
With bank in deposit accounts*	18.01	13.01
	18.57	13.49

* Includes deposit for Debt Service Reserve Account

Current

Interest Accrued on Bank Deposits	0.78	0.14
Interest Accrued on loan to related party	-	2.60

0.78 **2.74**

10. Tax Assets / Liabilities**Non-current tax assets**

	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
Advance Income Tax (Net)	14.01	14.09
	14.01	14.09
Current tax liabilities		
Income Tax Payable(Net)	5.28	-
	5.28	-

11. Other Assets**(Unsecured and considered good unless otherwise stated)****Non-current**

	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
Capital Advances	20.38	37.02
Claims Receivable from Suppliers	36.52	32.59
	56.90	69.61

Current

Prepaid Expenses	3.20	7.27
Advances to Vendors	127.17	119.65
Other Advances	0.03	0.07
	130.40	126.99

12. Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventory includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Costs of inventories are determined on weighted average basis. Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Unserviceable/damaged stores and spares are identified and written down based on technical evaluation.

	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
(a) Raw Materials		
Fuel (in transit of Rs.23.65 Cr. (31 st March 2022: Rs. 3.71 Cr.))	200.33	157.12
(b) Stores and Spares		
Stores and Spare Parts	58.25	55.56
(c) Loose Tools	0.03	0.04
	258.61	212.72

Notes:-Refer Note 15.1 & 19.1 for Inventories pledged as security for borrowings.

13. Equity - Share Capital**Authorised**

	As at 31 st March, 2023		As at 31 st March, 2022	
	Number	₹ Crores	Number	₹ Crores
Equity Shares of ₹10/- each	2,00,00,00,000	2,000.00	2,00,00,00,000	2,000.00
		2,000.00		2,000.00

Issued, Subscribed and Paid-up Capital

Equity shares of ₹10/- each fully paid up	1,50,89,17,729	1,508.92	1,50,89,17,729	1,508.92
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(i) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	As at 31 st March, 2023		As at 31 st March, 2022	
	Number	₹ Crores	Number	₹ Crores
Equity Shares				
At the beginning of the year and at the end of the year	1,50,89,17,729	1,508.92	1,50,89,17,729	1,508.92

Terms/rights attached to Equity Shares

The Company has issued only one class of Equity Shares having a par value of ₹ 10/- per share. Each holder of Equity Shares is entitled to one vote per share. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

(ii) Details of shareholders holding more than 5% shares in the Company and shares held by holding Company

	As at 31 st March, 2023		As at 31 st March, 2022	
	Number	% Holding	Number	% Holding
Equity shares of ₹10/- each fully paid up				
The Tata Power Company Limited (the holding company)	1,116,599,120	74%	1,116,599,120	74%
Damodar Valley Corporation	392,318,609	26%	392,318,609	26%

(ii) Shares held by promoters

	As at 31 st March, 2023		As at 31 st March, 2022	
	No. of shares	% of total shares	No. of shares	% of total shares
The Tata Power Company Limited (TPCL) (the holding company)	1,116,599,114	74%	1,116,599,114	74%
Others jointly held with with TPCL	6	0%	6	0%
Damodar Valley Corporation (DVC)	392,318,009	26%	392,318,009	26%
Others jointly held with with DVC	600	0%	600	0%

14. Other Equity**(i) Debenture Redemption Reserve (DRR)**

	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
As at the beginning of the year	129.05	129.05
As at the end of the year	129.05	129.05

(ii) Retained Earnings

As at the beginning of the year	842.92	562.42
Add: Remeasurement of Defined Benefit Obligation (Net of Tax)	(0.82)	(0.03)
Profit for the year	345.32	280.53
Less: Dividend Paid	630.00	-
Movement for the year	(285.50)	280.50
As at the end of the year	557.42	842.92

686.47	971.97
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Note:

The Company paid final dividend of ₹ 450 Crore for the financial year 2021-22 at ₹ 2.98 per share during the year and interim dividend of ₹ 180 Crore during the year.

Nature and purpose of reserves:**Debenture Redemption Reserve**

The Company was required to create a Debenture Redemption Reserve out of the profits which are available for payment of dividend for the purpose of redemption of debentures. Pursuant to Companies (Share Capital and Debentures) Amendment Rules, 2019 dated 16th August, 2019, the Company is not required to create Debenture Redemption Reserve (DRR). Accordingly, the Company has not created DRR during the year and DRR created till previous years will be transferred to retained earnings on redemption of debentures.

Retained Earnings

Retained Earnings are the profits of the Company earned till date net of appropriations.

14. Financial Liabilities**15.1 Non-current Borrowings****Secured - At Amortised Cost**

	As at 31 st March, 2023 ₹ Crores		As at 31 st March, 2022 ₹ Crores	
	Non-current	Current Maturities*	Non-current	Current Maturities*
(i) Redeemable Non-Convertible Debentures	456.14	309.80	765.09	265.00
(See Note I, II & III below)				
(ii) Term Loans from Banks (See Note IV & V below)				
(a) Union Bank of India	118.76	12.51	131.26	12.51
(b) Axis Bank	390.98	47.55	438.38	47.55
(c) State Bank of India	233.13	-	-	-
	742.87	60.06	569.64	60.06
	1,199.01	369.86	1,334.73	325.06

* (Refer Note 19.1)

I. Redeemable Non-Convertible Debentures issued on 30th November 2015

- (a) The Company has issued ₹ 500.00 crores of secured, non-cumulative and non-convertible redeemable debentures of face value ₹10.00 lakhs each on 30 November, 2015, at par. The debentures have been issued for the part-refinancing of the outstanding term loan from banks and financial institution. The debentures are listed in the wholesale debts market segment of National Stock Exchange of India Limited (NSE).
- (b) These debentures are secured in favour of the debenture trustee by a first ranking pari passu mortgage (by way of an equitable or any other mortgage) and charge over all the immovable properties including the freehold land of the plant and railway (included under property, plant and equipment as freehold land) of the issuer, both present and future.
- (c) These debentures carry a floating rate which is base rate of HDFC Bank Limited plus 15 basis points. Interest is payable on the 30th of November each year.

II. Redeemable Non-Convertible Debentures issued on 9th February 2017

- (a) The Company has issued ₹ 500.00 crores of secured, non-cumulative and non-convertible redeemable debentures of face value ₹50.00 Lakhs on 9 February, 2017 at par respectively. The debentures have been issued for the part-refinancing of the outstanding term loan from banks and financial institution. The debentures are listed in the wholesale debts market segment of National Stock Exchange of India Limited (NSE).
- (b) These debentures have been secured by a first ranking pari passu mortgage (by way of an equitable or any other mortgage) and charge over all the immovable properties including the freehold land of the plant and railway (included under property, plant and equipment as freehold land), all movable properties and assets, all the bank accounts, all current assets, all intangible assets, both present and future.
- Assignment by way of security over letter of credit, performance bonds or guarantees provided by any person, all the rights, title, interest, benefits, claims and demands, whatsoever of the Issuer in each of the Project Documents, all Insurance Contracts/proceeds under Insurance Contracts, in relation to the Project of the issuer.

The above security will at all times, rank pari-passu inter se the Existing Lenders and the Debenture holders.

- (c) These debentures carry a fixed rate of interest of 8% per annum. Interest is payable on the 9th of February each year.
- The Company will have to take a prior written no-objection certificate from the debenture holders in the event it intends to create a security over the above secured properties in favour of its working capital lenders over and above ₹ 1000.00 crores.

III. Redeemable Non-Convertible Debentures issued on 24th December 2020

- (a) The Company has issued ₹ 199.00 crores of secured, non-cumulative and non-convertible redeemable debentures of face value ₹10.00 Lakhs each on 24th December, 2020 at par respectively. The debentures have been issued for the part-repayment of the existing term loan availed from SBI. The debentures are listed in the wholesale debts market segment of National Stock Exchange of India Limited (NSE).
- (b) These Debentures have been secured by Security as mentioned in above para II-(b).
- (c) These debentures carry a fixed coupon rate of 6.25% per annum. Interest is payable on 24th December each year.

IV. Term Loan from Axis Bank & Union Bank of India

- (a) The Company has entered into a Loan Agreement of ₹ 500 Crore for Railway Infra with Axis Bank on 28th January, 2020. Axis bank has down sell borrowings of ₹ 150 Crs to Union Bank of India with same terms & condition on 6th January 2021.
- (b) These loan have been secured by Security as mentioned in above para II-(b).
- (c) Interest rate term loan is Axis bank 12 Month MCLR plus 25 basis points.

V. Term Loans from Axis Bank (Refinancing)

- (a) The Company has entered into a Loan Agreement of ₹ 225 Crore with Axis Bank on 29th December, 2020 for the part-refinancing of the outstanding term loan from SBI.
- (b) These loan have been secured by Security as mentioned in above para II-(b).
- (c) Interest rate term loan is Axis Bank 12 month MCLR plus 5 basis points.

VI. Term Loans from State Bank of India

- (a) The Company has entered into a Loan Agreement of ₹ 537 Crore with SBI on 9th July, 2021 for FGD Project.
- (b) These loan have been secured by Security as mentioned in above para II-(b).
- (c) Interest rate term loan is SBI 6 month MCLR plus 50 basis points.

VII. Non Current borrowings secured against current assets

The quarterly returns or statements of current assets filed by the company with banks or financial institutions are in agreement with the books of accounts and there are no discrepancies.

Terms of Repayment As at 31st March, 2023

₹ Crores

Particulars	Amount Outstanding	Repayments							
		FY 23-24	FY 24-25	FY 25-26	FY 26-27	FY 27-28	FY 28-29 to FY 32-33	FY 33-34 & onwards	
(i) Non-Convertible Debentures issued on 30 th Nov , 2015	170.00	170.00	-	-	-	-	-	-	-
(ii) Non-Convertible Debentures issued on 09 th Feb , 2017	400.00	100.00	100.00	100.00	100.00	-	-	-	-
(iii) Non-Convertible Debentures issued on 24 th Dec , 2020	199.00	39.80	59.70	99.50	-	-	-	-	-
(iv) Term Loan - Axis Bank	269.89	28.41	28.41	28.41	28.41	28.41	127.84	-	-
(v) Term Loan - Union Bank of India	118.75	12.50	12.50	12.50	12.50	12.50	56.25	-	-
(vi) Term Loan - Axis Bank (Refinancing)	181.91	19.15	19.15	19.15	19.15	19.15	86.17	-	-
(vii) Term Loan - State Bank of India	235.57	-	3.25	16.23	25.91	25.91	129.57	34.70	-
Less: Impact of recognition of borrowings at amortised cost using EIR	6.26								
Total	1,568.87								

Terms of Repayment As at 31st March, 2022

₹ Crores

Particulars	Amount Outstanding	Repayments							
		FY 22-23	FY 23-24	FY 24-25	FY 25-26	FY 26-27	FY 27-28 to FY 31-32	FY 32-33 & onwards	
(i) Non-Convertible Debentures issued on 30 th Nov , 2015	335.00	165.00	170.00	0.00	-	-	-	-	-
(ii) Non-Convertible Debentures issued on 09 th Feb , 2017	500.00	100.00	100.00	100.00	100.00	100.00	-	-	-
(iii) Non-Convertible Debentures issued on 24 th Dec , 2020	199.00	-	39.80	59.70	99.50	-	-	-	-
(iv) Term Loan - Axis Bank	298.30	28.41	28.41	28.41	28.41	28.41	114.77	41.48	-
(v) Term Loan - Union Bank of India	131.25	12.50	12.50	12.50	12.50	12.50	62.50	6.25	-
(vi) Term Loan - Axis Bank (Refinancing)	201.06	19.15	19.15	19.15	19.15	19.15	95.74	9.57	-
Less: Impact of recognition of borrowings at amortised cost using EIR	4.82								
Total	1,659.79								

15.2 Lease Liabilities

Accounting Policy

At inception of contract, the Company assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. At inception or on reassessment of a contract that contains a lease component, the Company allocates consideration in the contract to each lease component on the basis of their relative standalone price.

As a lessee

i) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. In calculating the present value of lease payments, the Company generally uses its incremental borrowing rate at the lease commencement date if the discount rate implicit in the lease is not readily determinable.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. The carrying amount is remeasured when there is a change in future lease payments arising from a change in index or rate. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

ii) Short term leases and leases of low value of assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

Leasing arrangement as Lessee

The Company has lease contracts for various items of plant, machinery, land, vehicles and other equipment used in its operations. Leases of land generally have lease terms between 05 and 35 years. Expenses related to leases of low value asset has been charged to statement of profit and loss account as lease rent amounting ₹0.61 crores during the current year (31st March 2022 - ₹0.59 crores).

	For the year ended 31 st March, 2023 ₹crores	For the year ended 31 st March, 2022 ₹crores
Depreciation of Right-of-use assets	5.12	5.09
Interest on lease liabilities	0.25	0.04
Expenses related to short term leases	0.61	0.59

Refer Note (8) for additions to Right-of-Use Assets and the carrying amount of Right-of-Use Assets as at 31st March, 2023. Further, Refer Note 32.3.3 for maturity analysis of lease liabilities.

	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
Non-current		
Lease Liabilities	3.43	3.24
Total	3.43	3.24
Current		
Lease Liabilities	0.06	-
Total	0.06	-

15.3 Other Financial Liabilities**Non-current**

(a) Security Deposits from Customers	0.23	-
(b) Payables towards Purchase of Property, Plant and Equipment	73.17	6.39

Current

(a) Interest accrued but not due on Borrowings	14.30	17.46
(b) Payables towards Purchase of Property, Plant and Equipment	47.56	38.70
(c) Security Deposits from Others	1.42	1.03
(d) Tender Deposits from Vendors	-	0.10
(e) Other Financial Liabilities	-	40.56

	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
	73.40	6.39
	63.28	97.85

16. Provisions**Accounting Policy**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of time value of money is material).

Present obligations arising under onerous contracts are recognised and measured as provisions with charge to statement of profit and loss. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

Defined contribution plans

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Defined benefits plans

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liabilities 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 profit or loss in subsequent periods.

Past service costs are recognised in the statement of profit and loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liabilities or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non routine settlements; and
- Net interest expense or income.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity 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 and mortality rates. 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.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Current and other non-current employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of current employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other non-current employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
Non-Current		
Compensated Absences	5.06	4.93
Gratuity (Net)	0.34	-
Post-Employment Medical Benefits	0.94	0.98
Other Defined Benefit Plans	1.22	1.13
Other Employee Benefits	1.10	1.04
	8.66	8.08
Current		
Compensated Absences	0.20	0.31
Other Defined Benefit Plans	0.14	0.14
Other Employee Benefits	0.03	0.03
	0.37	0.48

Employee Benefit Plans

16.1 Defined Contribution plan

The Company makes Provident Fund and Superannuation Fund contributions to defined contribution retirement benefit plans for eligible employees. The provident fund plan is operated by the Regional Provident Fund Commissioner. The Superannuation fund is managed by LIC of India. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The only obligation of the Company with respect to the retirement benefit scheme is to make the specified contributions.

The Company has recognized ₹ 1.35 crores (31st March, 2022 ₹ 1.28 crores) for provident fund contributions and ₹ 0.42 crores (31st March, 2022 ₹ 0.37 crores) for superannuation contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

16.2 Defined benefit plans

(i) Unfunded

Post-Employment Medical Benefits

The Company provides certain post-employment health care benefits to superannuated employees at some of its locations. In terms of the plan, the retired employees can avail free medical check-up and medicines at Company's facilities.

Pension

The Company operates a defined benefit pension plan for employees who have completed 15 years of continuous service. The plan provides benefits to members in the form of a pre-determined lumpsum payment on retirement. Executive Director, on retirement, is entitled to pension payable for life including HRA benefit. The level of benefit is approved by the Board of Directors of the Company from time to time.

Ex-Gratia Death Benefit

The Company has a defined benefit plan granting ex-gratia in case of death during service. The benefit consists of a pre-determined lumpsum amount along with a sum determined based on the last drawn basic salary per month and the length of service.

Retirement Gift

The Company has a defined benefit plan granting a pre-determined sum as retirement gift on superannuation of an employee.

(ii) Funded

Gratuity Plan

The Company has a defined benefit gratuity plan. The gratuity plan is primarily governed by the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The level of benefits provided depends on the member's length of service and salary at the retirement, withdrawal, resignation or death of an employee. The gratuity plan is funded plan. The gratuity fund is managed by Aditya Birla Sun Life Insurance Company Limited. The fund has the form of a trust and is governed by Trustees appointed by the Company. The Trustees are responsible for the administration of the plan assets and for the definition of the investment strategy in accordance with the regulations. The funds are deployed in recognized insurer managed funds in India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimates of expected gratuity payments.

The Plan assets include investments in G-Sec Bonds and accordingly exposed to financial risk.

(iii) Risks associated with Plan Provisions

Risks associated with the plan provisions are actuarial risks. These risks are: - (i) investment risk, (ii) interest risk (discount rate risk), (iii) mortality risk and (iv) salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government Bonds Yield. If plan liability is funded and return on plan assets is below this rate, it will create a plan deficit.
Interest rate risk (discount rate risk)	A decrease in the bond interest rate (discount rate) will increase the plan liability; however, this will be partially offset by an increase in the return on the plan debt investments.
Mortality risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after the employment. Indian Assured Lives Mortality (2006-08) ultimate table has been used in respect of the above. An increase in the life expectancy of the plan participants such as, an increase in the salary of the plan participants will increase the plan's liability.
Salary escalation risk	The present value of the defined benefit plan liability 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	This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligations is not straight forward and depends upon the combination of salary increase, discount rate and vesting criterion.
Medical Inflation rate risk	Higher than expected increase in salary and medical cost will increase the defined benefit obligation.
Change in Leave Balances	This is the risk of variability of results due to a significant variation from expected accumulation of leave balances. All other aspects remaining same, higher than expected increase in the leave balances will increase the defined benefit obligation.

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

S. No.	Particulars	Refer note below	As at 31 st March, 2023	As at 31 st March, 2022
i.	Discount rate (p.a)	1	7.30%	6.80%
ii.	Salary escalation rate (p.a)	2		
	Management		7.00%	7.00%
	Non-Management		6.00%	6.00%
iii.	Retirement Age		60 years	60 years
iv.	Mortality Table		Indian Assured Lives Mortality (2006-08) Ult	Indian Assured Lives Mortality (2006-08)Ult
v.	Withdrawal Rate			
	Management: 21-44 years		6.00%	6.00%
	45 years and above		2.00%	2.00%
	Non-Management		0.50%	0.50%
vi.	Rate of Gold Inflation		8.00%	8.00%
vii.	Rate of Medical inflation (p.a)		8.00%	8.00%

Note:

1. The discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of obligations
2. The gratuity plan is funded
3. The estimates of future salary increases considered take into account the inflation, seniority, promotion and other relevant factors.

16.3 The amounts recognized in the financial statements and the movements in the net defined benefit obligations (DBO) over the year are as follows:

i. Amounts recognized in the Statement of Profit and Loss in respect of the funded defined benefits plans are as follows:

Particulars	For Year ended 31 st March, 2023 ₹crores	For Year ended 31 st March, 2022 ₹crores
Current service cost	0.97	1.04
Net interest on net defined liability / (asset)	(0.13)	(0.14)
Components of defined benefit costs recognized in profit or loss	0.84	0.90

ii. Remeasurement on the net defined benefit liability:

Particulars	For Year ended 31 st March, 2023 ₹crores	For Year ended 31 st March, 2022 ₹crores
Actuarial (gain)/Loss due to DBO Experience	1.43	0.20
Actuarial (gain)/Loss due to assumption changes	(0.62)	(0.24)
Actuarial (gain)/loss arising during period	0.80	(0.03)
Return on plan assets (greater)/less than discounting rate	0.51	0.40
Component of defined benefit costs recognized in Other Comprehensive Income	1.31	0.37

Note:

- 1) The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' in the Statement of Profit and Loss.
- 2) The remeasurement of the net defined benefit liability is included in the other comprehensive income.

iii. The amount included in the Balance Sheet arising from the entity's obligation in respect of its defined benefits plans as follows:

Particulars	For Year ended 31 st March, 2023 ₹crores	For Year ended 31 st March, 2022 ₹crores
Present value of funded defined benefit obligation	(13.70)	(12.59)
Fair value of plan assets	13.37	14.17
Funded status surplus/(deficit)	(0.34)	1.57

iv. Movement in the fair value of the defined benefit obligation:

Particulars	For Year ended 31 st March, 2023 ₹crores	For Year ended 31 st March, 2022 ₹crores
Opening defined benefit obligation	12.59	11.72
Current service cost	0.97	1.04
Interest cost on defined benefit obligation	0.79	0.76
Acquisitions (credit) / cost	0.37	(0.42)
Actuarial (gains) / loss arising from changes in experience	1.43	0.20
Actuarial (gains) / loss arising from changes in financial assumption	(0.62)	(0.24)
Benefits paid directly by the company	(1.82)	(0.47)
Closing defined benefit obligations	13.70	12.59

v. Movement in the fair value of the plan assets are as follows:

Particulars	For Year ended 31 st March, 2023 ₹crores	For Year ended 31 st March, 2022 ₹crores
Opening fair value of plan assets	14.17	13.66
Interest income on plan assets	0.92	0.90
Return on plan assets (greater)/less than discounting rate	(0.51)	(0.40)
Benefits paid	(1.21)	-
Closing fair value of plan assets	13.37	14.17

Note:

- 1) The plan assets of the Company managed through a trust are managed by Birla Sun Life Insurance (BSLI) Company Limited. The details of investments relating to these assets are not shown by BSLI. Hence, the composition of each major category of plan assets, the percentage or amount that each major category constitutes to the fair value of the total plan assets has not been disclosed.
- 2) The Company expects to make a contribution of ₹ Nil (as at 31 March, 2022: ₹ Nil) to defined benefit plan during the next financial year.

vi. Sensitivity analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

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

Particulars	31 st March, 2023 ₹crores		31 st March, 2022 ₹crores	
	Increase	Decrease	Increase	Decrease
Discount Rate (-/+0.5%)	0.62	(0.58)	(0.56)	0.60
Salary Growth Rate (+/-0.5%)	(0.58)	0.62	0.60	(0.56)
Withdrawal Rate (-/+ 5%)	-	(0.48)	(0.65)	-

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit liability recognized in the Balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

vii. The expected maturity analysis of defined benefit obligation is as follows:

Time Period	31 st March, 2023 ₹crores	31 st March, 2022 ₹crores
Within 1 year.....	0.52	1.05
Between 1-2 years	0.55	0.58
Between 2-3 years	1.95	0.52
Between 3-4 years	2.05	1.90
Between 4-5 years	1.12	2.27
Beyond 5 years	9.99	8.28

Particulars

The weighted average duration of the defined benefit plan obligation represents average duration for active members

	31 st March, 2023	31 st March, 2022
	7.4 years	7.6 years

16.4 Other Defined benefit plans

The amounts recognized in the financial statements and the movements in the net defined benefit obligations over the year are as follows:

i. Amounts recognized in the Statement of Profit and Loss in respect of these defined benefits plans are as follows:

Particulars	For Year ended 31 st March, 2023 ₹crores	For Year ended 31 st March, 2022 ₹crores
Current service cost	0.64	0.64
Past Service Cost	0.01	-
Net interest expenses	0.57	0.55
Actuarial (Gain)/ Loss	0.22	0.22
Components of defined benefit costs recognized in profit or loss	1.44	1.41

ii. Remeasurement on the net defined benefit liability:

Particulars	For Year ended 31 st March, 2023 ₹crores		For Year ended 31 st March, 2022 ₹crores	
Actuarial (gain)/Loss due to DefinedBenefit Obligation Experience		0.12		0.01
Actuarial (gain)/Loss due to assumption Changes		(0.52)		(0.12)
		(0.40)		(0.11)
Return on plan assets (greater)/less than discounting rate		0.09		0.22
Component of defined benefit costs recognized in Other Comprehensive Income		(0.31)		0.12

Note:

- 1) The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' in the Statement of Profit and Loss.
- 2) The remeasurement of the net defined benefit liability is included in the other comprehensive income.

iii. Reconciliation of Net Balance Sheet Position

Particulars	For Year ended 31 st March, 2023 ₹crores		For Year ended 31 st March, 2022 ₹crores	
Opening Net defined benefit asset/ (liability)		(8.65)		(8.63)
Current service cost		(0.65)		(0.64)
Net interest on net defined benefit liability/ (asset)		(0.57)		(0.55)
Amount recognized in OCI		0.31		0.33
Actuarial Gains/ (Losses)		0.09		(0.22)
Benefit paid directly by the Company		0.47		0.74
Acquisitions credit/ (cost)		0.22		0.32
Closing Net defined benefit asset/ (liability)		(8.78)		(8.65)

iv. Sensitivity analysis

Particulars	31 st March, 2023 ₹crores		31 st March, 2022 ₹crores	
	Increase	Decrease	Increase	Decrease
Discount Rate (-/+0.5%)	(0.47)	0.52	(0.48)	0.54
Salary Growth Rate (+/-0.5%)	0.30	(0.28)	0.31	(0.28)
Withdrawal Rate (-/+ 5%)	(1.96)	-	(1.96)	-
Gold Inflation Rate (+/- 5%)	0.07	(0.07)	0.07	(0.06)
Medical Inflation Rate (+/- 5%)	0.13	(0.11)	0.14	(0.12)
MortalityRate (+/- 5%)	0.04	(0.04)	0.05	(0.04)

vi. The expected maturity analysis of defined benefit obligations

Time Period	31 st March, 2023 ₹crores		31 st March, 2022 ₹crores	
Within 1 year		0.38		0.50
Between 1-2 years		0.39		0.51
Between 2-3 years		0.76		0.37
Between 3-4 years		0.78		0.75
Between 4-5 years		0.64		1.08
Beyond 5 years		4.82		4.07
Particulars		31st March, 2023		31st March, 2022
The weighted average duration of the Post Retirement Medical Benefit represents average duration for active members		17 years		17 years

17. Deferred Tax Assets / Liabilities (Net)

Accounting Policy

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

For operations carried out under tax holiday period (80IA benefits of Income Tax Act, 1961), deferred tax assets or liabilities, if any, have been established for the tax consequences of those temporary differences between the carrying values of assets and liabilities and their respective tax bases that reverse after the tax holiday ends.

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

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

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised. The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

In the situations where one or more units of the Company are entitled to a tax holiday under the tax law, no deferred tax (asset or liability) is recognized in respect of temporary differences which reverse during the tax holiday period, to the extent the concerned unit's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognized in the year in which the temporary differences originate. However, the Company restricts recognition of deferred tax assets to the extent it is probable that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the temporary differences which originate first are considered to reverse first.

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

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset. The Company reviews the "MAT credit entitlement" asset at each reporting date.

	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
Deferred Tax Liabilities (Net)	445.69	427.62
Less: MAT Credit entitlement	513.05	463.23
Deferred Tax Assets (Net)	67.36	35.61

For Year ended 31st March, 2023

₹ Crores

Particulars	Opening Balance	Recognised in profit or loss	Recognised in Other Comprehensive income	Closing balance
MAT credit entitlement	463.23	49.82	-	513.05
Deferred Tax Liabilities (Net) in relation to:				
Difference in WDV of PPE between books of accounts and for tax purpose	427.63	21.43	-	449.06
Borrowings	1.69	0.50	-	2.19
Investments	(0.04)	0.04	-	-
Provision for compensated absences	(1.66)	0.60	-	(1.06)
Interest Accrued But not due on borrowings	-	(4.50)	-	(4.50)
Total Deferred Tax Liabilities/(Assets)(Net)	427.62 (35.61)	18.07 (31.75)	-	445.69 (67.36)

For Year ended 31st March, 2022

₹ Crores

Particulars	Opening Balance	Recognised in profit or loss	Recognised in Other Comprehensive income	Closing balance
MAT credit entitlement	418.68	44.55	-	463.23
Deferred Tax Liabilities (Net) in relation to:				
Difference in WDV of PPE between books of accounts and for tax purpose	421.33	6.30	-	427.63
Borrowings	2.03	(0.34)	-	1.69
Investments	(0.35)	0.31	-	(0.04)
Provision for compensated absences	(1.89)	0.23	-	(1.66)
Total Deferred Tax Liabilities/(Assets)(Net)	421.12 2.44	6.50 (38.05)	-	427.62 (35.61)

Note:

- Deferred tax assets and liabilities are being offset as they relate to taxes on income levied by the same governing taxation laws.
- The Company is entitled for availing the tax benefit under section 80IA of the Income-tax Act, 1961, with effect from the financial year 2016-17 for 10 years. Deferred tax liabilities as at 31 March, 2023, reflect the quantum of tax liabilities accrued upto the period end but payable after the expiry of the tax holiday period.
- The Company has recognised MAT credit entitlement of ₹ 513.05 crores as at March 31, 2023 (as at March 31, 2022: ₹ 463.23 crores). Basis the existing tax laws and the projections of future profitability considering definitive Power purchase agreements which are completely tied up with the plant capacity, the management is confident of earning taxable profits each year and will be able to utilise the entire amount of MAT credit entitlement recognised in the financial Statement.

	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
18. Other Liabilities		
Non-current		
Consumers' Benefit Account	-	14.32
Payable to Beneficiaries (Net)	67.36	35.61
	67.36	49.93
Current		
Payable to Beneficiaries (Net)	188.12	185.93
Statutory Liabilities	5.82	7.57
Liability towards Corporate Social Responsibility	2.88	2.15
	196.82	195.65
19. Current Financial Liabilities		
19.1 Current Borrowings		
Secured - At amortised Cost		
From Banks		
(a) Short term loan from Bank	46.31	57.09
(b) Current Maturities of Long-term Debt (Refer Note 19)	369.86	325.06
	416.17	382.15
	416.17	382.15

Note:

- i. The Company has entered into 'Working Capital Facility Agreement' with State Bank of India, Axis Bank, Kotak Mahindra Bank and HDFC Bank for availing fund for managing working capital requirement.
- ii. Security offered to State Bank of India secured by way of first charge on movable and immovable assets of the Company present and future, ranking pari passu with first charge in favour of other lenders for term loans and working capital loans.
- iii. Kotak Mahindra Bank working capital facilities is secured by way of first hypothecation charge on all the existing and future current assets of the borrower ranking pari passu with first charge in favour of other lenders for term loans and working capital loans.
- iv. HDFC Bank working capital facilities is secured by way of first charge on current assets ranking pari passu with first charge in favour of other lenders for term loans and working capital loans.
- v. Axis Bank working capital facilities is secured by way of first charge on current assets ranking pari passu with first charge in favour of other lenders for term loans and working capital loans.
- vi. The quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of account and there are no discrepancies.

19.2 Trade Payables

	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
Current		
Outstanding dues of micro enterprises and small enterprises	21.42	3.61
Outstanding dues of trade payables other than micro enterprises and small enterprises	222.41	138.51
Total	243.83	142.12

Trade Payables Ageing schedule as at 31st March , 2023

₹ Crores

Particulars	Outstanding for following periods from due date of payment #				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
(i) Undisputed Trade Payables					
a) MSME	21.01	0.35	0.06	-	21.42
b) Others	194.55	15.85	9.40	2.61	222.41

Where due date of payment is not available date of transaction has been considered

Trade Payables Ageing schedule as at 31st March , 2022

₹ Crores

Particulars	Outstanding for following periods from due date of payment #				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
(i) Undisputed Trade Payables					
a) MSME	3.48	0.13	-	-	3.61
b) Others	114.29	18.58	(3.29)	8.93	138.51

Where due date of payment is not available date of transaction has been considered

Note : There are no disputed Trade Payables.

MSME Disclosure**Micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006:**

The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year

	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
(a) Principal amount remaining unpaid	21.42	3.61
(b) Interest* due thereon	-	-
(c) The amount of Interest* paid along with the amounts of the payment made to the supplier beyond the appointed day.....	-	-
(d) The amount of Interest* due and payable for the year	-	-
(e) The amount of Interest* accrued and remaining unpaid	-	-
(f) The amount of further interest* due and payable even in the succeeding years, until such date when the interest* dues as above are actually paid	-	-
	21.42	3.61

* Amounts unpaid to Micro and Small Enterprises vendors on account of retention money have not been considered for the purpose of interest calculation.

20. Revenue from Operations

Accounting Policy

Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to customers for a consideration that the Company expects to be entitled as per terms of relevant contracts and orders of applicable regulatory authorities.

Description of performance obligations are as follows :

Sale of Power - Generation (Thermal)

Revenue from sale of power is recognised net of cash discount over time for each unit of electricity delivered.

Contract price determined as per tariff regulations

The Company as per the prevalent tariff regulations is required to recover its Annual Revenue Requirement ('ARR') comprising of expenditure on account of fuel cost, operations and maintenance expenses, financing costs, taxes and assured return on regulator approved equity with incentive for operational efficiencies. Accordingly, rate per unit of power supplied is determined using cost of inputs for generation of power based on the Company's efforts to the satisfaction of a performance obligation to deliver power. As per tariff regulations, the Company determines ARR and any surplus/shortfall in recovery of the same is accounted as revenue.

The difference between the revenue recognised and amount invoiced has been presented as deferred revenue/unbilled revenue.

Deferred tax recoverable/payable

The Income tax cost is pass through cost and accordingly the Company recognises Deferred tax recoverable/payable against any Deferred tax expense/ income. The same is included in Revenue from Operations.

Late Payment Surcharge

Late payment surcharge leviable as per CERC Regulations are recognised on accrual basis when the company considers that its realisation is probable based on customers acknowledgement or orders issued by relevant regulatory authorities.

No Late Payment Surcharge ('LPS') is charged for the initial 45 to 60 days from the date of receipt of invoice by customer. Thereafter, LPS is charged at the rate prescribed by CERC Regulations on the outstanding balance once the dues are received. Revenue in respect of late payment surcharge leviable as per the relevant contracts are recognised on actual realisation or accrued based on an assessment of certainty of realization supported by either an acknowledgement from customers or on receipt of favourable order from regulatory authorities.

Dividend and interest income

Dividend income from investments is recognized when the shareholder's right to receive payment has been established.

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected or contracted life of the financial asset to that asset's net carrying amount on initial recognition.

	For Year ended 31 st March, 2023 ₹crores	For Year ended 31 st March, 2022 ₹crores
(a) Revenue from Power Operations	3,108.70	2,841.99
Less: Cash Discount	(58.39)	(55.88)
	3,050.31	2,786.11
Less: Income to be adjusted in future tariff determination (Net)	(22.02)	(5.95)
	3,028.29	2,780.16
(b) Other Operating Revenue		
Rental of Buildings	0.03	0.04
Sale of Fly Ash	0.77	-
	0.80	0.04
	3,029.09	2,780.20

Note:-

Tariff to be charged under terms of Long term power supply agreements are determined by Central Electricity Regulatory Commission (CERC) in accordance with its notified tariff regulations or norms. The tariff consists of two parts namely, capacity charge (for recovery of fixed cost based on plant availability) and energy charges (for recovery of fuel costs). The Company has received true-up order for the control period 2014-19 and also the Tariff order for the control period 2019-24, issued by CERC on 8th January, 2022. Further, the tariff order for 2019-24 has considered a significant cost element that has hitherto not been considered in tariff order till date and also in the true-up order for 2014-19, in respect of which the Company has filed review petition with the relevant appellate authority, and has recognised revenue as per the tariff order, on a conservative basis. Further adjustments could arise upon disposal of company's review petition.

21. Other Income**(a) Interest Income****On Financial Assets held at amortised cost**

	For Year ended 31 st March, 2023 ₹crores	For Year ended 31 st March, 2022 ₹crores
Interest on Banks Deposits	4.01	1.96
Interest on loan to related party (Refer Note 30)	11.06	11.99
Other Interest	0.01	0.01
	15.08	13.96

(b) Gain on Investments

Gain on sale/fair valuation of Current Investments measured at FVTPL	3.56	4.32
	3.56	4.32

(c) Other Non Operating Income

Gain/(Loss) on Disposal of Property, Plant and Equipment (Net)	(3.95)	(0.07)
Miscellaneous Income (Refer note below)	34.98	4.07
	31.03	4.00

	49.67	22.28
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Note- Pursuant to order of the Hon'ble Central Electricity Regulatory Authority, New Delhi, the Company has entered into a Memorandum of Understanding on March 31, 2023 (MoU) with a former customer for resolution of disputes towards supply of electricity. As per the terms of the MoU, the Company is entitled to receive an amount of ₹13.72 Cr towards full and final settlement of such disputes that has been reported as trade receivable in these financial statements. Accordingly, provision of ₹14.32 Cr towards claims received from the said party and provision for doubtful receivable of ₹13.72 Cr recognised in prior years have been reversed during the quarter/year.

	For Year ended 31 st March, 2023 ₹ crores	For Year ended 31 st March, 2022 ₹ crores
22. Employee Benefits Expenses		
Salaries and Wages	41.40	37.37
Contribution to Provident Fund	1.35	1.28
Contribution to Superannuation Fund	0.42	0.37
Retiring Gratuities	0.84	0.56
Leave Encashment Scheme	0.71	1.11
Pension Scheme	0.75	0.69
Staff Welfare Expenses	7.14	7.13
	52.61	48.51
Less:		
Employee Cost Capitalised	4.16	3.55
	4.16	3.55
	48.45	44.96
23. Depreciation and Amortisation expenses:		
Depreciation on Property, Plant & Equipment (Refer Note 5.7)	273.89	266.90
Depreciation on Right of use Assets (Refer Note 8)	5.12	5.09
Amortisation on Intangible Assets (Refer Note 7)	0.16	0.15
	279.17	272.14
24. Finance Costs		

Accounting Policy

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

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

All other borrowing costs are recognized in statement of profit and loss in the period in which they are incurred.

	For Year ended 31 st March, 2023 ₹ crores	For Year ended 31 st March, 2022 ₹ crores
(a) Interest Expense:		
Borrowings		
Interest on Debentures	75.81	87.03
Interest on Loans from banks	54.30	47.95
Others		
Other Interest and Commitment Charges	-	0.01
Interest on Lease Liability - At Amortised cost	0.25	0.04
	130.36	135.03
Less: Interest Capitalised	12.51	-
	117.85	135.03
(b) Other Borrowing Cost:		
Other Finance Costs	1.63	2.26
	1.63	2.26
	119.48	137.29

25. Other Expenses

	For Year ended 31st March, 2023 ₹crores	For Year ended 31st March, 2022 ₹crores
Consumption of Stores, Oil, etc.	14.43	11.90
Rental of Land, Buildings etc.	0.11	3.49
Repairs and Maintenance -		
(i) To Buildings and Civil Works	3.32	4.22
(ii) To Machinery and Hydraulic Works	100.43	97.51
(iii) To Furniture, Vehicles, etc.	3.78	3.19
Water Charges & Others Taxes	22.46	21.58
Insurance	9.82	8.57
Ash Disposal Expenses	43.98	30.24
Travelling and Conveyance Expenses	1.60	1.35
Auditor's Remuneration (Refer - i)	0.50	0.42
Engineering and consulting services	79.84	75.33
Security Expenses	10.57	9.19
Corporate Social Responsibility Expenses (Refer - ii)	7.04	7.55
Miscellaneous Expenses	10.36	8.08
	308.24	282.62
(i) Payment to the Auditors		
Audit Fee & Limited Review	0.37	0.38
Tax Audit Fees	0.05	0.02
Other Services (Certification Fees)	0.04	0.01
Reimbursement of Expenses	0.04	0.01
	0.50	0.42
(ii) Corporate Social Responsibility Expenses		
(a) Amount required to be spent as per Sec 135 of the Companies Act 2013 :	7.04	7.55
(b) Amount spent during the year:		
i. Construction/acquisition of any asset	-	0.28
ii. On purposes other than (i) above	7.04	7.27
	7.04	7.55
(c) Details related to spent / unspent obligations:		
i. Contribution to Charitable Trust	3.46	3.17
ii. Unspent amount in relation to:		
-Ongoing project	2.88	2.15
-Other than ongoing project	-	-

	For Year ended 31st March, 2023 ₹crores	For Year ended 31st March, 2022 ₹crores
(d) Details of ongoing project and other than ongoing project	5.55	-
Ongoing Project as per Sec 135(6) of the Companies Act 2013:		

	As on 31st March, 2023	As on 31st March, 2022
Opening Balance		
With Company	-	-
In Separate CSR Unspent A/c	2.15	-

Amount required to be spent during the year	5.55	3.51
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Amount spent during the year		
From Company's bank A/c	2.67	1.36
In Separate CSR Unspent A/c	2.15	-

Closing Balance		
With Company	2.88	-
In Separate CSR Unspent A/c	-	2.15

Other than ongoing Project as per Sec 135(5) of the Companies Act 2013:

Opening Balance	-	-
Amount deposited in Specified Fund of Sch. VII within 6 months	-	-
Amount required to be spent during the year	1.14	4.04
Amount spent during the year	1.14	4.04
Closing Balance	-	-

(e) Amount spent on administrative overhead	0.35	0.38
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26. Income taxes

Accounting Policy

Current Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

	For Year ended 31 st March, 2023 ₹crores	For Year ended 31 st March, 2022 ₹crores
(i) Income tax recognised in profit and loss		
Current tax		
For the year	66.17	51.13
In respect of earlier years	-	(0.99)
Current Tax (Including adjustment of tax relating to earlier year)	66.17	50.14
Deferred tax	18.07	6.50
MAT Credit	(49.82)	(44.54)
Deferred Tax (Net).....	(31.75)	(38.04)
Income tax expense reported in the Statement of Profit and Loss	34.42	12.10

(ii) Reconciliation of tax expense as per the effective rate of tax and India's statutory rate of tax

	For Year ended 31 st March, 2023 ₹crores	For Year ended 31 st March, 2022 ₹crores
Profit before tax.....	379.74	292.63
Applicable income tax rate	34.94%	34.94%
Income tax expense calculated at applicable rate	132.70	102.26
Temporary difference reversed during tax holiday period.....	40.18	27.57
On account of 80IA benefits.....	(146.64)	(121.15)
Other Adjustments	8.18	3.42
Total income tax expense	34.42	12.10

- The tax rate used for the financial years 2022-23 and 2021-22 reconciliations above is the corporate tax rate of 34.94% and 34.94% respectively payable by the corporate entities in India on taxable profits under the Indian tax law.
- The rate used for calculation of deferred tax is @34.94% for FY 2022-23 & for FY 2021-22 being statutory enacted rates at respective Balance Sheet Dates.

(iii) Income tax recognised in other comprehensive income

	For Year ended 31 st March, 2023 ₹crores	For Year ended 31 st March, 2022 ₹crores
Arising on income and expenses reclassified in other comprehensive income:		
Remeasurement of the defined benefit plan	(1.00)	(0.04)
Total income tax expense recognised in other comprehensive income	(1.00)	(0.04)
Bifurcation of the income tax recognised in other comprehensive income into:		
- Items that will not be reclassified to profit or loss	0.18	0.01
	0.18	0.01

27. Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for

	For Year ended 31st March, 2023 ₹crores	For Year ended 31st March, 2022 ₹crores
	70.63	358.79
	70.63	358.79

28. Contingent liabilities

(a) Claims against the Company not acknowledged as debts for demands raised by the office of the Zonal Jt. Director General Trade for revocation of grant of deemed export benefits which has been disputed by the Company ₹ 36.41 crores (31 March, 2022 : ₹ 36.41 crores).

(b) Demand in respect of lease rent for GM Land as referred in note 5.8 (d) and (e).

(c) The Code on Social Security 2020 has been notified in the Official Gazette on 29th September, 2020. The effective date from which the changes are applicable is yet to be notified and the rules are yet to be framed. Impact if any of the change will be assessed and accounted in the period in which said Code becomes effective and the rules framed thereunder are notified.

29. Earnings per share (EPS)**Accounting Policy**

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. The average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

	For Year ended 31st March, 2023 ₹crores	For Year ended 31st March, 2022 ₹crores
Basic and diluted earnings per share (face value of ₹ 10/- each)	2.29	1.86
Basic and diluted earnings per share	2.29	1.86

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

	For Year ended 31st March, 2023 ₹crores	For Year ended 31st March, 2022 ₹crores
Profit After Tax	345.32	280.53
The weighted average number of equity shares for Basic and Diluted EPS	1,50,89,17,729	1,50,89,17,729

Note:

There have been no other transactions involving Equity Shares or Potential Equity Shares between the Reporting date and the date of authorisation of these financial statements.

30. Related Party Transactions**a. List of related parties****i. Controlling Entity (CE)**

The Tata Power Company Limited (TPCL) (Holding Company)

ii. Entity exercising significant influence (SI)

Damodar Valley Corporation (DVC)

iii. Subsidiaries and Jointly Controlled Entities of Promoter or Ultimate promoter - Promoter Group

(With whom the Company has entered transaction during the reporting period)

Tata Power Trading Company Limited (TPTCL)

Tata Power Renewable Energy Limited (TPREL)

TP Ajmer Distribution Limited (TPADL)

Tata Power Solar System Ltd (TPSSL)

Tata Power Renewable Microgrid Limited (TPRML)

TP Solapur Limited (TPSL)

Tata Technologies Limited (TTL)

Tata Steel Ltd. (TSL)

Voltas Limited (VL)

Tata Aig General Insurance Co. Ltd (TAGICL)

Tata Capital Financial Services Limited (TCFSL)

Tata Consulting Engineers Ltd (TCEL)

Tata Consultancy Services Ltd (TCS)

iv. Directors & Key Managerial Personnel

Vijay Namjoshi (Chairman)

Krishnava Dutt (Independent Director) (Till 19th March 2023)

Ashok Sinha (Independent Director) (Till 22th March 2023)

Rita Sinha (Independent Director) (Till 22th March 2023)

Joydeep Mukherjee (Non Executive Director)

Ramesh Narayan (Non Executive Director) (Till 22th March 2023)

Amarjit Chopra (Independent Director) (w.e.f. 31st March 2022)

Anandakumar Prabhakaran (Non Executive Director) (Till 22nd June 2022)

Abhijit Basu (Non Executive Director) (Till 2th March 2023)

Vijayant Ranjan (Chief Executive Officer) (w.e.f. 15th February 2022)

Ramesh Jha (Chief Executive Officer) (Till 14th February 2022)

Kajal Kumar Singh (Chief Financial Officer)

Mona Purandare (Company Secretary) (w.e.f. 1st November 2021)

Poonam Shirke (Company Secretary) (Till 31st October 2021)

Mr PR Ravi Mohan (Independent Director) (w.e.f. 20th March 2023)

Mr Narendra Nath Misra (Independent Director) (w.e.f. 20th March 2023)

Ms. Nita Jha (Independent Director) (w.e.f. 20th March 2023)

b. Transactions/balances outstanding with related parties
i) Transactions for the year ended 31st March, 2023

₹ Crores

Particulars	CE	SI	Fellow Subsidiaries (FS)						Subsidiaries and Jointly Controlled Entities of Promoter or Ultimate promoter - Promoter Group						KMP & Directors	Total
	TPCL	DVC	TPTCL	TPREL	TPSL	TPADL	TPSSL	TPRML	TTL	TCS	TSL	VL	TAGICL	TCFSL		
Revenue from power supply	-	457.74	1,806.46	-	-	-	-	-	-	-	-	-	-	-	-	2,264.21
	-	(423.04)	(1,593.09)	-	-	-	-	-	-	-	-	-	-	-	-	(2,016.12)
Cash discount on power sales	-	-	38.26	-	-	-	-	-	-	-	-	-	-	-	-	38.26
	-	-	(37.4)	-	-	-	-	-	-	-	-	-	-	-	-	(-37.44)
Reimbursement of RRAS/SCED/Others refund by the company	-	0.30	1.91	-	-	-	-	-	-	-	-	-	-	-	-	2.21
	-	(-1.07)	(11.72)	-	-	-	-	-	-	-	-	-	-	-	-	(10.66)
Interest income	7.76	-	-	2.19	1.11	-	-	-	-	-	-	-	-	-	-	11.06
	(11.99)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(11.99)
Electricity Charges	-	0.37	-	-	-	-	-	-	-	-	-	-	-	-	-	0.37
	-	(0.38)	-	-	-	-	-	-	-	-	-	-	-	-	-	(0.38)
Water charges	-	22.51	-	-	-	-	-	-	-	-	-	-	-	-	-	22.51
	-	(21.49)	-	-	-	-	-	-	-	-	-	-	-	-	-	(21.49)
Rent and hire charges	-	0.19	-	-	-	-	-	-	-	-	-	-	-	-	-	0.19
	-	(3.44)	-	-	-	-	-	-	-	-	-	-	-	-	-	(3.44)
Cost of Services Procured	73.20	-	-	-	-	-	-	-	-	-	-	-	-	-	0.12	73.32
	(68.38)	-	-	-	-	-	-	-	-	(0.27)	-	-	-	(0.46)	-	(69.11)
Loan Novated [From]/To	(300.34)*	-	-	222.70	77.64	-	-	-	-	-	-	-	-	-	-	-
Loan Given	450.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	450.00
	(800.00)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(800.00)
Loan Repaid	599.66	-	-	222.70	77.64	-	-	-	-	-	-	-	-	-	-	900.00
	(550.00)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(550.00)
Reimbursement of expenses to the Company	-	0.17	0.65	-	-	-	-	-	-	-	-	-	-	-	-	0.82
	-	(0.12)	(0.54)	-	-	-	-	-	-	-	-	-	-	-	-	(0.66)
Reimbursement of expenses by the Company	3.16	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3.16
	(2.36)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(2.36)
Service received related to CWIP	5.38	-	-	-	-	-	-	-	-	-	-	-	-	-	-	5.38
	(10.47)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(10.47)
KMP Remuneration	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2.49
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(1.99)
Director's sitting fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.28
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(0.27)
O&M-Insurance Services/Material procurement & Others	-	-	-	-	-	-	-	-	-	0.00	20.16	0.75	2.01	-	-	22.92
	-	-	-	-	-	-	-	-	-	-	(1.24)	(0.71)	(0.21)	-	-	(2.17)
Lease services	-	-	-	-	-	-	-	-	-	-	-	-	-	0.23	-	0.23
	-	-	-	-	-	-	-	-	-	-	-	-	-	(0.27)	-	(0.27)
Dividend Paid	466.20	163.80	-	-	-	-	-	-	-	-	-	-	-	-	-	630.00
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

 Figures in brackets stated pertain to the year ended 31st March, 2022

*Figure in bracket related to novation of Loan From Tata Power to TP Renewables and TP Solapur.

ii) Balances outstanding as at 31st March, 2023

₹ Crores

Particulars	CE	SI	Fellow Subsidiaries (FS)						Subsidiaries and Jointly Controlled Entities of Promoter or Ultimate promoter - Promoter Group						KMP & Directors	Total
	TPCL	DVC	TPTCL	TPREL	TPSL	TPADL	TPSSL	TPRML	TTL	TCS	TSL	VL	TAGICL	TCFSL		
Trade receivables																
As at 31 st March, 2023	-	26.13	77.16	-	-	-	-	-	-	-	-	-	-	-	-	103.30
As at 31 st March, 2022	-	(53.99)	(-36.19)	-	-	-	-	-	-	-	-	-	-	-	-	(17.80)
Other receivables																
As at 31 st March, 2023	-	1.70	-	0.03	-	0.00	-	-	0.01	0.02	-	-	-	0.00	0.00	1.76
As at 31 st March, 2022	-	-	-	-	-	-	-	-	(0.01)	(0.02)	(0.09)	-	-	(0.00)	-	(0.12)
Loans given (including interest thereon)																
As at 31 st March, 2023	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31 st March, 2022	(452.60)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(452.60)
Unbilled revenue																
As at 31 st March, 2023	-	40.53	3.44	-	-	-	-	-	-	-	-	-	-	-	-	43.97
As at 31 st March, 2022	-	(29.94)	(17.02)	-	-	-	-	-	-	-	-	-	-	-	-	(46.96)
Security deposits																
As at 31 st March, 2023	-	0.28	-	-	-	-	-	-	-	-	-	-	-	-	-	0.28
As at 31 st March, 2022	-	(0.28)	-	-	-	-	-	-	-	-	-	-	-	-	-	(0.28)
Trade payables																
As at 31 st March, 2023	8.47	2.30	-	-	-	-	-	-	-	-	-	-	-	-	-	10.77
As at 31 st March, 2022	(6.25)	(2.99)	(0.01)	-	-	-	-	-	-	-	-	-	-	-	-	(9.25)
Other payables																
As at 31 st March, 2023	-	-	-	-	-	-	0.22	-	-	-	0.14	0.01	0.01	-	-	0.37
As at 31 st March, 2022	-	-	-	-	-	-	-	-	-	-	-	(0.02)	(0.00)	-	0.17	(0.15)
Letter of credit (LC)																
As at 31 st March, 2023	-	37.07	148.78	-	-	-	-	-	-	-	-	-	-	-	-	185.85
As at 31 st March, 2022	-	(24.10)	(134.53)	-	-	-	-	-	-	-	-	-	-	-	-	(158.63)

* Amount is lesser than the rounding off norms followed by the Company.

Notes:

- Figures in brackets stated pertain to the year ended 31st March, 2022.
- Trade Receivable & Unbilled Revenue are secured to the extent of outstanding LC amount and remaining balance are unsecured.
- All transactions with the related parties have been done at arms length.
- Key Managerial Personnel are entitled to post-employment benefits and other long term employee benefits recognised as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is included above on payment basis.

31. Financial Ratios

SI No	Ratios	Numerator	Denominator	As at 31 st March, 2023	As at 31 st March, 2022	% of Variance	Reason for Variance in excess of 25 %
a)	Current Ratio	Current Assets	Current Liabilities	0.82	1.19	-31.50	Decrease in loan given
b)	Debt-equity ratio	Total Debt	Shareholders Equity	0.78	0.73	7.07	
c)	Debt service coverage ratio	Earnings for debt service= Net Profit After Tax + Non-cash operating expenses	Debt Service = Interest & Lease Payments + Principal Repayments	1.63	2.02	-19.49	
d)	Return on equity ratio	Net Profits after taxes - Interest on Perpetual securities	Average Shareholder's Equity	14.77	11.99	23.23	
e)	Inventory turnover ratio	Cost of goods sold	Average Inventories	10.88	14.09	-22.81	
f)	Trade receivables turnover ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivables	21.40	44.40	-51.81	Decrease in ratio due to higher revenue.
g)	Trade payables turnover ratio	Net credit purchase = Gross credit purchase - purchase return	Average Trade Payables	11.63	10.01	16.23	
h)	Net capital turnover ratio	Net sales = Total sales - sales return	Working capital = Current assets - Current liabilities	-17.84	17.68	-200.87	Ratio is decrease due to Loan repaid
i)	Net profit ratio	Net Profit	Net sales = Total sales - sales return	11.37	10.09	12.72	
j)	Return on capital employed	Earning after taxes + interest	Capital Employed = Tangible Net worth + Total Debt + Deferred Tax Employed	12.14	9.89	22.71	
k)	Return on investment	Interest income + Dividend income + Gain on fair value of current investment at FVTPL	Average (Investment + Fixed deposit+ Loans Given)	0.05	0.04	28.19	Ratio is increased due to lower loan given

32. Financial Instruments

This section gives an overview of the significance of financial instruments for the company and provides additional information on balance sheet items that contain financial instruments. The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in the financial statements.

32.1 Financial assets and liabilities

The carrying value and fair value of financial instruments by categories as of 31st March, 2023 is as follows:

₹ Crores

Particulars	Fair Value through P&L	Fair Value through OCI	Amortised Cost	Total Carrying value	Total Fair Value
Assets					
Cash and Cash Equivalents	-	-	0.02	0.02	0.02
Trade Receivables	-	-	47.07	47.07	47.07
Investments	134.50	-	-	134.50	134.50
Unbilled Revenues	-	-	180.61	180.61	180.61
Loans	-	-	4.13	4.13	4.13
Other financial Assets	-	-	19.35	19.35	19.35
Total	134.50	-	251.18	385.68	385.68
Liabilities:					
Trade Payables	-	-	243.83	243.83	243.83
Fixed Rate Borrowings (Includes Current Maturities)	-	-	969.87	969.87	969.87
Floating Rate Borrowings (Includes Current Maturities)	-	-	599.00	599.00	599.00
Short term borrowings- Letter of credit	-	-	46.31	46.31	46.31
Lease Liability	-	-	3.49	3.49	3.49
Other Financial Liabilities	-	-	136.68	136.68	136.68
Total	-	-	1,999.18	1,999.18	1,999.18

The carrying value and fair value of financial instruments by categories as of 31st March, 2022 is as follows:

₹ Crores

Particulars	Fair Value through P&L	Fair Value through OCI	Amortised Cost	Total Carrying value	Total Fair Value
Assets					
Cash and Cash Equivalents	-	-	450.02	450.02	450.02
Trade Receivables	-	-	45.41	45.41	45.41
Investments	60.03	-	-	60.03	60.03
Unbilled Revenues	-	-	12.01	12.01	12.01
Loans	-	-	65.66	65.66	65.66
Other Financial Assets	-	-	16.23	16.23	16.23
Total	60.03	-	589.33	649.36	649.36
Liabilities:					
Trade Payables	-	-	142.12	142.12	142.12
Fixed Rate Borrowings (Includes Current Maturities)	-	-	964.16	964.16	964.16
Floating Rate Borrowings (Includes Current Maturities)	-	-	695.63	695.63	695.63
Short term borrowings- Letter of credit	-	-	57.09	57.09	57.09
Lease Liability	-	-	3.24	3.24	3.24
Other Financial Liabilities	-	-	104.24	104.24	104.24
Total	-	-	1,966.48	1,966.48	1,966.48

The management assessed that the fair value of cash and cash equivalents, other balances with bank, trade receivables, loans, unbilled revenues, trade payables, other financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties. The following methods and assumptions were used to estimate the fair values.

Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 : Quoted prices in an active market : Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities and net assets value of mutual funds declared by the issuer

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

Level 3 : Valuation techniques with significant unobservable inputs : Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities. :

		Fair value hierarchy as at 31st March, 2023				
Date of valuation		(Level 1)	(Level 2)	(Level 3)	Total	
		₹ Crores	₹ Crores	₹ Crores	₹ Crores	
Asset measured at fair value						
At Fair Value through Profit and Loss (FVTPL)						
(Unquoted Mutual Funds)						
	31 st March, 2023	134.50	-	-	134.50	
		134.50	-	-	134.50	
Liabilities for which fair values are disclosed						
Fixed rate borrowings		31 st March, 2023	-	969.87	-	969.87
Floating rate borrowings		31 st March, 2023	-	599.00	-	599.00
Total			-	1,568.87	-	1,568.87

		Fair value hierarchy as at 31st March, 2022				
Date of valuation		(Level 1)	(Level 2)	(Level 3)	Total	
		₹ Crores	₹ Crores	₹ Crores	₹ Crores	
Asset measured at fair value						
At Fair Value through Profit and Loss (FVTPL)						
(Unquoted Mutual Funds)						
	31 st March, 2022	60.03	-	-	60.03	
		60.03	-	-	60.03	
Liabilities for which fair values are disclosed						
Fixed rate borrowings		31 st March, 2022	-	964.16	-	964.16
Floating rate borrowings.....		31 st March, 2022	-	695.63	-	695.63
Total			-	1,659.79	-	1,659.79

There has been no transfer between level 1 and level 2 during the year.

32.2 Capital Management & Gearing Ratio

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the value for shareholders.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. From time to time, the Company reviews its policy related to dividend payment to shareholders, return capital to shareholders or fresh issue of shares. The Company monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio around 50%. The Company includes within net debt, interest bearing loans and borrowings, less cash and bank balances, excluding discontinued operations as detailed in the notes below.

The Company's capital management is intended to create value for shareholders by facilitating the meeting of its long-term and short-term goals. Its Capital structure consists of net debt (borrowings as detailed in notes below) and total equity.

Gearing ratio

The gearing ratio at the end of the reporting year was as follows:

	As at 31 st March, 2023 ₹ Crores	As at 31 st March, 2022 ₹ Crores
Debt (i)	1,615.18	1,716.88
Less: Cash and Bank balances	180.61	12.01
Net debt	1,434.57	1,704.87
Total Capital (ii)	2,195.39	2,480.89
Capital and net debt	3,629.96	4,185.76
Gearing ratio (%)	39.52	40.73

- (i) Debt is defined as Non-current borrowings (including current maturities) and Current borrowings (excluding derivative, financial guarantee contracts and contingent considerations) and interest accrued on Non-current and Current borrowings.
- (ii) Equity is defined as Equity share capital and other equity including reserves and surplus.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no significant breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31st March, 2023 and 31st March, 2022.

32.3 Financial risk management objectives and policies

The Company's principal financial liabilities, comprise borrowings, trade and other payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include investments, loans, trade and other receivables, cash and cash equivalents, other bank balances, unbilled receivables and other financial assets that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a risk committee that reviews the financial risks and the appropriate financial risk governance framework for the Company. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The risk management policies are approved by the board of directors, which is summarized below.

32.3.1 Market risk management

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risk: currency risk, interest rate risk and equity price risk. The impact of equity price risk and currency risk is not material. Financial instruments affected by market risk are loans and borrowings.

The following sensitivity analysis relates to borrowings as at 31st March, 2023 and 31st March, 2022.

a) Interest rate risk management

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The exposure of the Company's borrowings to interest rate changes at the end of the reporting period are as follows:

Particulars	31 st March, 2023		31 st March, 2022	
	Balance	Percentage	Balance	Percentage
Fixed Rate Borrowings (Includes Current Maturities)	969.87	62%	964.16	58%
Floating Rate Borrowings (Includes Current Maturities)	599.00	38%	695.63	42%
Total	1,568.87		1,659.79	

Interest rate sensitivity:

The sensitivity analysis below have been determined based on exposure to interest rates for term loans and debentures at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in case of term loans and debentures that have floating rates.

If the interest rates had been 50 basis points higher or lower and all the other variables were held constant, the effect on Interest expense for the respective financial years and consequent effect on Company's profit in that financial year would have been as below:

Particulars	31 st March, 2023		31 st March, 2022	
	50 bps increase	50 bps decrease	50 bps increase	50 bps decrease
Interest expense on loan	(+) ₹ 3.00	(-) ₹ 3.00	(+) ₹ 3.48	(-) ₹ 3.48
Effect on profit before tax	(-) ₹ 3.00	(+) ₹ 3.00	(-) ₹ 3.48	(+) ₹ 3.48

32.3.2 Credit risk management

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (i.e. Primarily trade receivables and unbilled revenue) and from its financing activities including loans, foreign exchange transactions and other financial instruments. ₹ crore

Collateral held as security

The Company holds collateral i.e. letter of credit and bank guarantee to partly secure its outstanding trade receivables. Credit risk associated with receivables is mitigated because the receivables are partly secure.

₹ Crores

	31 st March, 2023	31 st March, 2022
Trade Receivables	47.07	45.41
Loans	4.13	65.66
Other Financial Assets	19.35	16.23
Unbilled Revenue	180.61	12.01
Total	251.16	139.31

Refer Note 9.2 for credit risk and other information in respect of trade receivables. Other receivables as stated above are due from the parties under normal course of the business and as such the Company believes exposure to credit risk to be minimal.

32.3.3 Liquidity risk management

Liquidity risk is the risk that the company will encounter difficulty in meeting obligation, associated with financial liabilities that are settled by delivering cash or another financial asset.

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. The Company has access to a sufficient variety of sources of funding. Having regards to the nature of the business wherein the Company is able to generate fixed cash flows over a period of time and to optimize the cost of funding, the Company, from time to time, funds its long-term investment from short-term sources. The short-term borrowings can be rollforward or, if required, can be refinanced from long term borrowings.

	Up to 1 year	1 to 5 years	5+ years	Total	Carrying Amount
31st March, 2023					
Non-Derivatives					
Borrowings [#]	369.86	850.71	354.56	1,575.13	1,583.17
Trade Payables	243.83	-	-	243.83	243.83
Lease Liability	0.31	1.55	4.68	6.54	3.43
Other Financial Liabilities	48.98	73.40	-	122.38	122.38
Total Non-Derivative Liabilities	662.97	925.66	359.24	1,947.87	1,952.81
31st March, 2022					
Borrowings [#]	325.06	1,063.84	275.71	1,664.61	1,677.25
Trade Payables	142.12	-	-	142.12	142.12
Lease Liability	0.36	1.80	4.74	6.90	3.24
Other Financial Liabilities	80.29	6.39	-	86.68	86.68
Total Non-Derivative Liabilities	547.83	1,072.03	280.45	1,900.31	1,909.29

The table has been drawn up based on the undiscounted contractual maturities of the financial liabilities including interest that will be paid on those liabilities upto the maturity of the instruments.

32.4 Commodity price risk

The operating activity of the company involves generation of power and therefore requires continuous supply of coal. The company has entered into fuel supply agreements with Central Coalfields Limited and Bharat Coking Coal Limited and any price fluctuation is passed on to the customers.

33. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

34. Segment Reporting

The Company is mainly engaged in the business of generation and selling of power in India. Based on the information reported to the chief operating decision maker (CODM) for the purpose of resource allocation and assessment of performance, there are no other reportable segments in accordance with the requirements of Indian Accounting Standard 108-'Operating Segments', notified under the Companies (Indian Accounting Standards) Rules, 2015.

35. Significant Events after the Reporting Period

There were no significant adjusting event that occurred subsequent to the reporting period.

36. Other Statutory Information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961."

37. The Company has defined process to take daily back-up of books of account maintained electronically and maintain the logs of the back-up of such books of account for cyclic period of 90 days only. Hence, this is not been considered as non-compliance with the provisions of The Companies (Accounts) Rules, 2014 (as amended), since, at any point of time, logs are available for a period upto 90 days. However, management is taking steps to configure systems to ensure that logs of daily back up for books of account is maintained on a daily basis so long as they are required to be maintained under applicable statute.

38. Previous year's figures are regrouped / rearranged, where necessary, to confirm to the current year's presentation.

As per our report of even date

For S. R. Batliboi & Co LLP

Chartered Accountants

ICAI Firm registration number: **301003E/E300005**

per **Bhaswar Sarkar**

Partner

Membership No: 055596

Place: Kolkata

Date: 13th April, 2023

For and on behalf of the Board,

Vijay Namjoshi

Chairman

DIN: 08626492

Place: Mumbai

Date: 13th April, 2023

Joydeep Mukherjee

Director

DIN: 08605394

Place: Kolkata

Date: 13th April, 2023

Vijayant Ranjan

Chief Executive Officer

Place: Dhanbad

Date: 13th April, 2023

Kajal Kumar Singh

Chief Financial Officer

Place: Dhanbad

Date: 13th April, 2023

Mona Purandare

Company Secretary

Place: Mumbai

Date: 13th April, 2023



MPL

MAITHON POWER LIMITED

(a Joint venture of Tata Power & DVC)

Registered Office

Corporate Center, 34, Sant Tukaram Road,
Carnac Bunder, Mumbai - 400 009, Maharashtra, India.

Corporate Identity Number (CIN): U74899MH2000PLC267297

Website Address: www.tatapower.com/mpl