

## NOTICE

**NOTICE** is hereby given that 12<sup>th</sup> Annual General Meeting of the members of SRM Energy Tamilnadu Private Limited will be held on Tuesday, the 29<sup>th</sup> September, 2020 at P.M. at 2:00 P.M. the Registered Office of the Company i.e., 21, Basant Lok Complex, Vasant Vihar, New Delhi-110057, to transact the following businesses:

### **ORDINARY BUSINESSES:**

**1. Adoption of Financial Statements:**

To consider, approve and adopt the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of Director's and Auditor's thereon.

**2. Appointment of Directors:**

To appoint a Director in place of Mr. Vishal Rastogi (DIN-02780975) who retires by rotation and being eligible, offers himself for reappointment.

**3. Appointment of Statutory Auditors**

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

“RESOLVED THAT pursuant to Section 139 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014; the consent of the members of the company be and is hereby accorded to appoint M/s Saini Pati Shah & Co, LLP Chartered Accountants (FRN:137904W/W100622), as Statutory Auditors of the Company for five years commencing from the conclusion of this Annual General Meeting (from the financial year 2020-21) till the conclusion of the Annual General Meeting to be held for the Financial Year 2024-25 on such remuneration and terms and conditions as decided by the Board in consultation with the Auditors.”

RESOLVED FURTHER THAT all actions to be taken by the Board in connection with any matter referred to above or any action contemplated in the foregoing resolution (including alteration in the audit fee, in future with the Consent of Auditor) are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board**

Sd/-  
**(Vishal Rastogi)**  
Director  
DIN:02780975

**Date: 21/08/2020**  
**Place: New Delhi**

**SRM ENERGY TAMILNADU PRIVATE LIMITED (CIN No: U40105DL2008PTC280425)**

Registered Office:  
21, Basant Lok Complex, Vasant Vihar,  
New Delhi-110057.  
Phone: +91-11-41403205  
Email: [info@srmenergy.in](mailto:info@srmenergy.in) Web: [www.srmenergy.in](http://www.srmenergy.in)

## **NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT 21, BASANT LOK COMPLEX, VASANT VIHAR, NEW DELHI-110057 NOT LESS THAN 48 HOURS BEFORE THIS ANNUAL GENERAL MEETING. A FORM OF PROXY IS GIVEN AT THE END OF THIS ANNUAL REPORT.
2. All documents and statutory registers required to kept for inspection or referred to the accompanying notice are open for inspection at the Registered Office of the Company during the office hours on all working days except Saturday, Sunday and the Public holidays between 10.00 A.M. and 12.00 Noon up to the date of the Annual General Meeting ('AGM').
3. Members should bring filled in attendance slips for attending the meeting along with their copies of annual report.
4. Corporate members are requested to send their representatives along with a certified copy of the Board resolution passed under Section 113 of Companies Act, 2013.
5. The Route map is enclosed with the notice of the AGM.



# SRM ENERGY TAMILNADU PRIVATE LIMITED

## ANNUAL GENERAL MEETING

### ATTENDANCE SLIP

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE**

I/We hereby record my/our presence at the Annual general meeting of the Company to be held on 29<sup>th</sup> September, 2020, at 02:00 P.M. at 21, Basant Lok Complex, Vasant Vihar, New Delhi-110057.

<b>Name(s) of the Shareholder(s) or Proxy (in Block Letters)</b>	<b>No. of Shares held</b>	<b>Registered Folio/Client ID No./DP ID No.</b>

I certify that I am a member/proxy/ authorized representative for the member of the Company.

**PLEASE CARRY YOUR  
COPY OF ANNUAL  
REPORT**

\_\_\_\_\_  
**Signature/s of the Shareholders/s or Proxy**  
(To be signed at the time of handing over the slip)

**NO GIFTS/SNACKS  
WILL BE PROVIDED AT  
THE MEETING**

## **BOARD'S REPORT**

To,  
The Members of **SRM Energy Tamilnadu Private Limited**

Your Directors present the Board's Report (prepared on the basis of standalone Financial Statements) of your Company together with the Audited Annual Financial Statements and the Auditors' Report for the financial year ended 31<sup>st</sup> March, 2020.

### **FINANCIAL HIGHLIGHTS**

The Board's Report has been prepared based on the financial statements of the company a summary which are as follows.

(Amount in Rupees)

<b>Particulars</b>	<b>31<sup>st</sup> March, 2020</b>	<b>31<sup>st</sup> March, 2019</b>
Revenue from Operations	-	-
Other Income	<b>475,011</b>	-
Other Expenses	<b>163,330,422</b>	<b>30,000,000</b>
Total Expenses	<b>163,330,422</b>	<b>30,000,000</b>
Net Profit Before Tax	<b>(162,855,411)</b>	<b>(30,000,000)</b>
Current Tax	-	-
Deferred Tax	-	-
Net Profit After Tax	<b>(162,855,411)</b>	<b>(30,000,000)</b>
Earnings Per share		
Basic	<b>(123)</b>	<b>(23)</b>
Diluted	<b>(123)</b>	<b>(23)</b>

### **STATE OF COMPANY'S AFFAIRS**

Your Company has explained in its previous Board Reports details about the loan arrangements between Mr. Gagan Rastogi and the company. The total loan balance of Mr. Gagan Rastogi at the end of the financial year was Rs. 432,656,000.

Based on the approval obtained by the Company from its Holding Company/shareholder (SRM Energy Limited) on 16<sup>th</sup> May, 2019, which in turn the said holding Company also took approval of Shareholders on 21<sup>st</sup> April, 2019 by way of conducting the postal ballot process initiated to sale the land for the power plant admeasuring 215.140 acres towards using the sale proceeds to partially settle the loan extended by Mr. Gagan Rastogi in favour of our company.

Till the end of this reporting year, 97.68 acres of Land has been sold for Rs 2,93,02,500/-. Out of this sale proceeds an amount of Rs. 66,05,000/- has been repaid to Mr. Gagan Rastogi, further the Company has decided to repay the entire sale proceeds of the land in one go after completing the sale process. Hence Rs. 2,10,00,000/- the balance sale proceeds is invested in Fixed Deposits with Axis Bank Ltd in the name of the Company which will be repaid to Mr. Gagan Rastogi along with the interest accrued on the same.

### **CHANGE IN NATURE OF BUSINESS, IF ANY**

During the financial year 2019-20, there was no change in the nature of the Business conducted by the Company.

### **DIVIDEND**

During the financial year 2019-20, your company has not earned any profit and hence no Dividend was declared for the current financial year

### **TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013**

As you are made aware earlier in this report that the Company has not recorded income in the reporting financial year, accordingly there is no instance to transfer the income amount to Reserves.

### **INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY**

At present your company does not have any Subsidiary, Associate or Joint Venture Company.

### **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Since the Company has not declared dividend in any financial year, the provisions of Section 125 of the Companies Act, 2013 does not apply.

### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY FROM THE END OF THE FINANCIAL YEAR TILL THE DATE OF THIS REPORT.**

As informed above the Company has obtained approval of its shareholders to sell off the land for the power project and partially settle the long-standing demand for the repayment of the loan. The Company has sold 97.68 acres of the land for Rs 2,93,02,500 till the end of financial year.

### **EXTRACT OF ANNUAL RETURN**

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith for your as **Annexure: I.**

### **MEETINGS OF THE BOARD OF DIRECTORS**

During the Financial Year 2019-20, the Board of Directors met 6 (Six) times in accordance with the provisions of the Companies Act, 2013 and rules made thereunder on the following dates:

02<sup>nd</sup> May, 2019, 28<sup>th</sup> May 2019, 21<sup>st</sup> June, 2019, 13<sup>th</sup> August 2019, 13<sup>th</sup> November 2019 and 14<sup>th</sup> February, 2020.

During the financial year Mr. Gagan Deep Kumar Rastogi resigned from the Board of the Company on 10<sup>th</sup> August, 2019.

<b>Sl. No.</b>	<b>Name of Director</b>	<b>No. of Meetings held</b>	<b>No. of Meetings attended</b>

1	Mr. Vishal Rastogi	6	6
2	Mr. Vijay Kumar Sharma	6	5
3	Mr. Shailesh Kumar Singh	6	6
4	Mr.Gagan Deep Kumar Rastogi*	6	2

\*Mr Gagan Deep Kumar Rastogi Resigned from Board on 10<sup>th</sup> August,2019.

The intervening gaps between any two meetings was well within the limits prescribed under Companies Act, 2013.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. The directors have prepared the annual accounts on a going concern basis; and
- e. Company being unlisted sub clause (e) of section 134(5) is not applicable.
- f. Proper systems is in place to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **STATUTORY AUDITORS & THEIR REPORT**

At the Annual General Meeting held on 29th September, 2015 M/s VATSS & Associates, Chartered Accountants (ICAI Firm Registration No. 017573N) were appointed as Statutory Auditors of the Company for a period of 5 years to hold office till the conclusion of the Annual General meeting to be held in Financial year 2020-21. They have successfully completed the audit of the Company for the financial year 2019-20. Their tenure shall be completed with the conclusion of the ensuing Annual General Meeting. The Company is required to appoint a fresh auditor.

In view of the above, the Board considered the appointment of a new auditor. The Board after reviewing a few profiles, found M/s Saini Pati Shah & Co, LLP, Chartered Accountants (ICAI Firm Registration No. 137904W/W100622) suitable to replace the retiring Auditors M/s VATSS & Associates. The Board recommends to appoint M/s Saini Pati Shah & Co, LLP, Chartered Accountants (FRN: 137904W/W100622), New Delhi, as statutory auditors of the company to hold office for a period of 5 years from the conclusion of this Annual General Meeting (from the Financial Year 2020-21) till the conclusion of the Annual General Meeting to be held for the Financial Year 2024-25 on such remuneration and terms and conditions as have been decided by the Board.

Also to note that the Board has received necessary Certificate and Consent from M/s Saini Pati Shah & Co, LLP Chartered Accountants (FRN: 137904W/W100622), Mumbai for the purpose of appointment for the aforesaid period. Their appointment is being placed before the shareholders for approval in the ensuing Annual General Meeting of the Company.

The Report given by the Auditors (M/s VATSS & Associates) on the financial statement of the Company is part of this Report. The standalone and the consolidated financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Act.

Further, in terms of Section 143(12) of the Companies Act, 2013, no frauds has been reported by the Auditors to the Audit Committee.

### **LOANS, GUARANTEES AND INVESTMENTS**

The Company has not given/ made any loans, guarantees and investments under Section 186 of the Companies Act, 2013.

### **RELATED PARTY TRANSACTIONS**

During the financial year 2019-20, the Company has not entered into any Related Parties Transaction as defined under Section 188 of the Companies Act, 2013 with related parties as defined under Section 2 (76) of the said Act.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:**

#### **A. Conservation of Energy, Technology Absorption**

The Company could not initiate its operations till date due to various reasons, hence no particulars in respect of Conservation of Energy and Technology absorption is available to furnish as per Section 134(3)(m) of the Companies Act, 2013.

#### **B. Foreign Exchange Earnings and Outgo**

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

### **RISK MANAGEMENT**

During the financial year under review, the Company does not have any Risk Management Policy as such, however, the Board of Directors are vigilant in identifying any major risks and concerns that threaten the financial position of the Company and take adequate steps to mitigate the same.

### **DIRECTORS AND KMP**

During the financial year 2019-20, Mr. Gagan Deep Kumar Rastogi Resigned from the Board of Company on 10<sup>th</sup> August, 2019.

### **SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT**

During the financial year, Mr. Satish Kumar Nirankar, was appointed as Secretarial Auditor of the Company.

A secretarial Audit Report in Form No. MR-3 for the financial year 2019-20 given by Secretarial Auditors of the Company is annexed as **Annexure-2** with this report.

### **DEPOSITS**

The Company has neither accepted nor renewed any deposits during the financial year 2019-20 under the provisions of Chapter V of the Companies Act, 2013. The Ministry of Corporate Affairs vide Notification dated 22<sup>nd</sup> January, 2019 and 30<sup>th</sup> April, 2019 had mandated every company to file a form DPT-3 which requires to provide the details of deposit received or particulars of transactions not considered as deposits. The Company has duly complied with the requirements.

### **SHARE CAPITAL**

During the financial year 2019-20, there was no change in the structure of the Share Capital of the Company. The Company has neither bought back any of its securities, or issued Shares including Sweat Equity Shares, Bonus Shares, nor has provided any Stock Option Scheme to the employees.

### **ORDER OF COURT**

The Company has not suffered any significant/ material order from any court or tribunal impacting its going concern status and/ or the Company's operation in future.

### **PARTICULARS OF EMPLOYEES**

There were no employees in the Company as such whose particulars are required to be given under Section 197 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2013, hence details are not given.

### **SECRETARIAL STANDARDS**

Your Company complies with all the applicable secretarial standards.

### **SEXUAL HARRASMENT**

Your Directors would like to inform that the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, do not apply to the Company as there was no women employee, during the year of reporting.

### **COST AUDIT**

The Cost audit of the Company has not been conducted for the financial year 2019-20 as provisions of Section 148 of the Companies Act, 2013 are not applicable on the Company.

### **INTERNAL FINANCIAL CONTROL**

Considering the fact that the Company is not having business operations, the financial transactions of it are very limited, though your Board ensures the adequacy of internal financial control with reference to the financial statements.

### **ACKNOWLEDGEMENT**



Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Vendors, Shareholders various other Stakeholders and regulatory authorities during the year under review.

**For & on behalf of the Board of Directors**

**Date: 21/08/2020**

**Place: New Delhi**

**Sd/-  
(Vishal Rastogi)  
Director  
DIN: 02780975**

**Sd/-  
(Vijay Kumar Sharma)  
Director  
DIN: 03272034**

**ANNEXURE**  
**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the financial year ended on 31<sup>st</sup> March 2020**  
**[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the**  
**Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS:**

- i. CIN : U40105DL2008PTC280425
- ii. Registration Date : 29/09/2008
- iii. Name of the Company : SRM Energy Tamilnadu Private Limited
- iv. Category / Sub-Category of the Company : Company Limited by Shares/ Indian Non-Government Company
- v. Address of the Registered office and contact details : 21, Basant Lok Complex, Vasant Vihar, New Delhi-110057.  
E-Mail - cs.setpl@gmail.com
- vi. Whether listed company : Yes/ No
- vii. Name, Address and Contact details of Registrar and Transfer Agent, if any : N.A.

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

The Company did not conduct any business operation during the financial year 2019-20, hence no turnover was recorded.

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
N.A.	N.A.	N.A.	N.A.

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

The Company is having following Holding Company:

Sl. No.	Name And Address Of The Company	CIN/GLN	Holding/ subsidiary/ Associate	% of shares held	Applicable Section
1	SRM Energy Limited Address: 21, Basant Lok Complex, Vasant Vihar, New Delhi-110057.	LI7100DLI985PLC303047	Holding Company	100%	2(46)
2	Spice Energy Private Limited Address: 21, Basant Lok Complex, Vasant Vihar, New Delhi-110057.	U40105DL2007PTC168066	Parent Holding Company	71.19% (Proportionate Holding)	2(46)

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year (2019-20)				No. of Shares held at the end of the year (2019-20)				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	1320000	1320000	100.00	0	1320000	1320000	100.00	0.00
e) Banks/FIs	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (1):-</b>	<b>0</b>	<b>1320000</b>	<b>1320000</b>	<b>100.00</b>	<b>0</b>	<b>1320000</b>	<b>1320000</b>	<b>100.00</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRIs- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other- individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>0</b>	<b>1320000</b>	<b>1320000</b>	<b>0.00</b>	<b>0</b>	<b>1320000</b>	<b>1320000</b>	<b>100.00</b>	<b>0.00</b>

<b>B. Public Shareholding</b>									
<b>I. Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture capital	0	0	0	0.00	0	0	0	0.00	0.00
(i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>2. Non- Institutions</b>									
<b>a) Bodies Corp.</b>									
Indian	0	0	0	0.00	0	0	0	0.00	0.00
Overseas	0	0	0	0.00	0	0	0	0.00	0.00
<b>b) Individuals</b>									
Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00
Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00
<b>c) Others (specify)</b>									
Trust & Foundations	0	0	0	0.00	0	0	0	0.00	0.00
Non Resident Individuals	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total(B)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>

<b>C.Shares heldby Custodianfor GDRs&amp;ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>GrandTotal (A+B+C)</b>	<b>0</b>	<b>1320000</b>	<b>1320000</b>	<b>100.00</b>	<b>0</b>	<b>1320000</b>	<b>1320000</b>	<b>100.00</b>	<b>0.00</b>

**ii. Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
<b>I.</b>	<b>SRM Energy Limited*</b>	1320000	100.00	0	1320000	100.00	0	0.00
	Total	1320000	100.00	0	1320000	100.00	0	0.00

**\*10 (Ten) Equity Shares being held by Mr. Deep Kumar Rastogi as Nominee of SRM Energy Limited.**

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

There was no change in the shareholding of Promoters during the year.

**iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Not Applicable

**v. Shareholding of Directors and Key Managerial Personnel:**

No KMPs and Directors held equity shares of the Company in their name,

## V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i)Principal Amount	Nil	446035603	Nil	446035603
ii)Interest due but not paid	Nil	Nil	Nil	Nil
iii)Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total( i +ii + iii)</b>	Nil	446035603	Nil	446035603
<b>Change in Indebtedness during the financial year</b>				
• Addition	Nil	8710000	Nil	8710000
• Reduction	Nil	14490000	Nil	14490000
<b>Net Change</b>	Nil	(5780000)	Nil	(5780000)
<b>Indebtedness at the end of the financial year</b>				
i)Principal Amount	Nil	440255603	Nil	440255603
ii)Interest due but not paid	Nil	Nil	Nil	Nil
iii)Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total( i +ii + iii)</b>	Nil	440255603	Nil	440255603



## **VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

No remuneration was paid to any of the Directors (including Managing Director, Whole Time Director and/or Manager) of the Company during the year under review.

### **B. Remuneration to other directors:**

No remuneration was paid to any of the Directors of the Company during the year under review.

### **C. Remuneration to key managerial personnel other than MD/Manager/WTD**

There was no Key managerial personnel in the Company during the year.

## **VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

No Penalty, Punishment was imposed by any authority e.g., Regional Director, NCLT and/or Court on the Company and its Directors/Officers and therefore no Compounding of penalties and punishment was made/applied for by the Company its Directors and Officers under the Companies Act, 2013, during the year of reporting.



# S K NIRANKAR & ASSOCIATES

## Company Secretaries

(FRN: S2018UP570400)



+91 9873 199 427

+91 9711 151 652



satish.nirankar@gmail.com

satish@forecoreprofessionals.com

### MR-3

#### Secretarial Audit Report

For the Financial Year ended March 31, 2020

[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,

#### SRM Energy Tamilnadu Private Limited

21, Basant Lok Complex,

Vasant Vihar, New Delhi - 110057

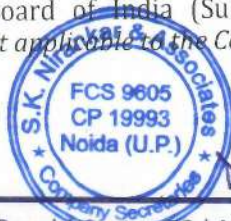
[CIN: U40105DL2008PTC280425]

I have conducted secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by M/s. **SRM Energy Tamilnadu Private Limited** (hereinafter called "**the Company**"). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020, to the best of information/documents reviewed by me, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent based on the management representation letter/ confirmation received from the management, in the manner and subject to the reporting made hereinafter. The members are requested to read this report along with my letter dated August 21, 2020 annexed to this report as **Annexure - A**.

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the applicable provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder (*not applicable to the Company during the Audit period*);
- 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 prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (*not applicable to the Company during the Audit period*);



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Address (O): 409 | Ocean Plaza | P-5 | Sector -18 | Noida (U.P.) – 201301



# S K NIRANKAR & ASSOCIATES

Company Secretaries

(FRN: S2018UP570400)



+91 9873 199 427

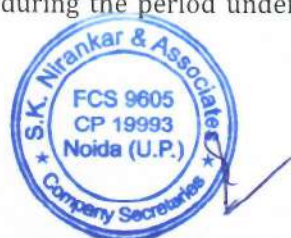
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- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (*not applicable to the Company during the Audit period*);
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (*not applicable to the Company during the Audit period*);
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (*not applicable to the Company during the Audit period*);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (*not applicable to the Company during the Audit period*);
  - f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (*not applicable to the Company during the Audit period*);
  - g) The Securities and Exchange Board of India (Registrars to an issue and share transfer agents) Regulations, 1993 (*not applicable to the Company during the Audit period*); and
  - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (*not applicable to the Company during the Audit period*).
2. I have relied upon the representation made by the Company and its officers for systems and mechanism framed by the Company for compliances of other applicable Act, Laws and Regulations to the Company. Further, on examination of the relevant documents, records, management confirmations in pursuance thereof, on test check basis, I further report that the Company does not have any employees falling under the applicability of Labour Laws.
3. I have also examined compliance with the applicable clauses of the following:
- i) Secretarial Standards issued by "The Institute of Company Secretaries of India", with respect to board and general meetings; and
  - ii) The Listing Agreement entered into by the Company with Stock Exchanges (*not applicable to the Company during the Audit period*).
4. During the period under review, to the best of my knowledge and belief and according to the information and explanations given to me, the Company has complied with the provisions of the Acts, Rules, Regulations and Agreements mentioned under paragraph 1 above, to the extent applicable.
5. I further report that:
- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.





# S K NIRANKAR & ASSOCIATES

Company Secretaries

(FRN: S2018UP570400)



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- b) Adequate notice is given to all directors to schedule the Board Meetings. Notice of Board meetings was sent at least seven days in advance and where any Board Meeting was held on shorter notice the same was conducted in compliance with the Act. A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings. Majority decision is carried through. I am informed that there were no dissenting members' views on any of the matters during the year that were required to be captured and recorded as part of the minutes.
- c) 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.
- d) I further report that during the audit period the Company had no specific actions having bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, standards, guidelines etc, except that reported in the last Secretarial Audit Report for the year ended March 31, 2019.

**Note:** Due to COVID-19 outbreak worldwide, lockdown imposed and social distancing guidelines issued by Government of India and respective State Governments since March 24, 2020 till date of this report, I have not been able to do process audit and physical verification of certain books, papers, minute books, forms and returns filed and other records maintained by the Company and same have been verified electronically either on emails or virtual data room.

**S K Nirankar & Associates**  
Company Secretaries  
[FRN: S2018UP570400]



**Satish Kumar Nirankar**  
Proprietor  
Membership No: F9605  
Certificate of Practice No: 19993  
UDIN: F009605B000601350

**Date:** August 21, 2020  
**Place:** Noida



# S K NIRANKAR & ASSOCIATES

Company Secretaries

(FRN: S2018UP570400)



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## Annexure – A to Secretarial Audit Report dated August 21, 2020

To,

**The Members,**  
**SRM Energy Tamilnadu Private Limited**  
21, Basant Lok Complex,  
Vasant Vihar, New Delhi - 110057  
[CIN: U40105DL2008PTC280425]

The Secretarial Audit Report dated August 21, 2020 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to make a report based on the secretarial records produced for the audit.
2. I 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 test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices being followed provide a reasonable basis of this audit report.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. I have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
5. The compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. This 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.

**S K Nirankar & Associates**  
**Company Secretaries**  
**[FRN: S2018UP570400]**

*Satish*

**Satish Kumar Nirankar**  
**Proprietor**  
**Membership No: F9605**  
**Certificate of Practice No: 19993**  
**UDIN: F009605B000601350**



**Date:** August 21, 2020  
**Place:** Noida



## INDEPENDENT AUDITORS' REPORT

To The Members of SRM Energy Tamilnadu Private Limited

Report on the Audit of the Standalone Ind AS Financial Statements

### Opinion

We have audited the accompanying standalone Ind AS financial statements of **SRM Energy Tamilnadu Private Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the statement of Profit and Loss (including other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statement including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of state of affairs of the Company as at March 2020 and loss, Changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

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

### Material Uncertainty Related to Going Concern

Attention of the matters is invited to note no.28 of the notes to accounts regarding the financial statements of the Company having been prepared on a Going Concern basis, the Company's net worth has been significantly reduced and it has been incurring cash losses and the promoters have infused funds by way of unsecured loan and are committed to provide necessary funding to meet the liabilities and future running expenses of the Company. Further, pursuant to approval obtained from shareholders to sale/transfer, assign, deliver or otherwise dispose off the Land for the Power plant admeasuring 215.14 acres , the company has sold its land admeasuring 97.68 acres for Rs. 293.02 Lacs during the current financial year and the sale proceeds as received is being used to partially settle the pending loan. The company incurred a loss of Rs. 226.15 Lacs during the current financial year on sale of land. Till now approx. 55% of the land are unsold. In view of aforesaid above developments, the accounts have been prepared under going concern basis.

Our opinion is not modified in respect to this matter.



## **Key Audit Matters**

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

## **Information Other than the financial statements and auditors' report thereon**

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

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

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

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

## **Management's responsibility for the financial statements**

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

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

The 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)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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





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

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

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

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the 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 standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rule, 2014.

e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:-

(i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements-Refer Note 18 on Contingent Liabilities;



(ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise; and

(iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

**For VATSS & Associates,**  
**Regn. No.017573N**  
Chartered Accountants



**Suresh Arora**  
Partner(M/N: 90862)  
Place: New Delhi  
Dated: 30/06/2020  
UDIN: 20090862AAAACO3664

## **ANNEXURE "A"**

### **TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' of our Report of even date)

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

We have audited the internal financial controls over financial reporting of **SRM ENERGY TAMILNADU PRIVATE LIMITED** ("the Company") as of March 31, 2020 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

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

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



## Meaning of Internal Financial Controls over Financial Reporting

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

## Inherent Limitations of Internal Financial Controls over Financial Reporting

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

## Opinion

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, 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.

For **V A T S S & ASSOCIATES**

Chartered Accountants

Firm Regn. No. 017573N



**Suresh Kumar Arora**

Partner

Membership No. 090862

Place: New Delhi

Dated: 30/06/2020

UDIN: 20090862AAAACO3664

## **ANNEXURE "B"**

### **Annexure to the Independent Auditors' Report**

The Annexure referred to in our Independent Auditors' Report of even date to the members of **SRM ENERGY TAMILNADU PRIVATE LIMITED** on the accounts of the company for the year ended 31st March, 2020

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets ;

(b) As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification;

(c) In our opinion and according to the information and explanations given to us, the title deeds of immovable property are held in the name of the company;

(ii) The nature of business of the Company does not require it to have any inventory. Hence, the requirement of clause (ii) of paragraph 3 of the said Order is not applicable to the Company;

(iii) As informed to us, the Company has not granted loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act,2013. Hence clauses 3(iii) (a) to (c) of the order are not applicable to the Company.

(iv) In our opinion, and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act,2013 in respect of loans, investments, guarantees, and security.

(v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the Companies(Acceptance of Deposit) Rules,2015 with regard to the deposits accepted from the public are not applicable.

(vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, for the company.

(vii) (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including , , Income-tax, , Service Tax. and any other statutory dues applicable to it, though there has been a slight delay in few cases. Provident Fund, Employees State Insurance, Sales Tax, Wealth tax, Customs duty, Value Added tax are not applicable on the Company According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2020 for a period of more than six months from the date on when they become payable;

(b) According to the information and explanations given to us and based on the records of the Company examined by us, the dues outstanding with respect to, Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty or cess, as applicable to it, on account of any dispute, are as follows



Name of the statute	Nature of dues	Amount <input type="checkbox"/> in million	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	TDS	0.108	AY 2013-14	CIT(Appeals)
Income Tax Act'1961	Income Tax Due u/s 143(3)	0.367	AY2013-14	CIT(Appeals)

(viii) According to the records of the company examined by us and as per the information and explanations given to us, the company has not taken any loans from any financial institutions, banks or debenture holder and hence the question of defaulting in repayment of dues does not arise.

(ix) According to the records of the company examined by us and as per the information and explanations given to us, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

(x) According to the records of the company examined by us and as per the information and explanations given to us, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion, the Company has not paid any managerial remuneration. Therefore, the provisions of clause 4 (xi) of the Order are not applicable to the Company.

(xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

(xiii) According to the records of the company examined by us and as per the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

(xiv) According to the records of the company examined by us and as per the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.



(xv) According to the records of the company examined by us and as per the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

(xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For **VATSS & Associates,**  
**Regn. No.017573N**  
Chartered Accountants







**Suresh Arora**  
Partner(M/N: 090862)  
Place: New Delhi  
Dated: 30/06/2020  
UDIN: 20090862AAAACO3664

**SRM ENERGY TAMILNADU PRIVATE LIMITED**

**Balance Sheet as at 31st March 2020**

(Amount in Rupees, except for share data and if otherwise stated)

	Notes No.	AS at 31st Mar-2020	AS at 31st Mar-2019
<b>I. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, Plant and Equipment	4	62,274,251	114,167,685
(b) Capital work-in-progress	6	168,253,795	308,177,649
(c) Investment Property		-	-
(d) Goodwill on consolidation		-	-
(e) Goodwill	5	-	-
(f) Other Intangible assets		-	-
(g) Intangible assets under development		-	-
(h) Biological Assets other than bearer plants		-	-
(i) Financial Assets		-	-
(i) Investments		-	-
(ii) Trade receivables		-	-
(iii) Loans		-	-
(iv) Others (to be specified)		-	-
(j) Deferred tax assets (net)		-	-
(k) Other non-current assets	7	6,122,192	6,074,690
<b>(2) Current assets</b>			
(a) Inventories		-	-
(b) Financial Assets		-	-
(i) Investments		-	-
(ii) Trade receivables		-	-
(iii) Cash and cash equivalents	8	1,166,676	79,576
(iv) Bank balances other than (iii) above	9	21,427,509	-
(v) Loans		-	-
(vi) Others (to be specified)		-	-
(c) Current Tax Assets (Net)		-	-
(d) Other current assets	7	631,750	15,750
<b>Total Assets</b>		<b>259,876,173</b>	<b>428,515,350</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	10	13,200,000	13,200,000
(b) Other Equity	11	(193,861,748)	(31,006,337)
<b>LIABILITIES</b>			
<b>(1) Non-current liabilities</b>			
(a) Financial Liabilities		-	-
(i) Borrowings		-	-
(ii) Trade payables		-	-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)		-	-
(b) Provisions	12	-	-
(c) Deferred tax liabilities (Net)		-	-
(d) Other non-current liabilities		-	-
<b>(2) Current liabilities</b>			
(a) Financial Liabilities		-	-
(i) Borrowings	13	440,255,603	446,035,603
(ii) Trade payables		-	-
(iii) Other financial liabilities (other than those specified in item (c))		-	-
(b) Other current liabilities	14	282,318	286,084
(c) Provisions	12	-	-
(d) Current Tax Liabilities (Net)		-	-
<b>Total Equity and Liabilities</b>		<b>259,876,173</b>	<b>428,515,350</b>
Accompanying notes forming part of financial statement <b>1 to 33</b>			
In terms of our report attached <b>For VATSS &amp; ASSOCIATES</b> Chartered Accountants ICAI Firm Registration No. 017573N  <b>Suresh Arora</b> Partner M. No. 090862 UDIN:- 20090862AAAAC03664 		For and on behalf of the Board of Directors  <b>Vishal Rastogi</b> Director DIN : 02780975  <b>Vijay Kumar Sharma</b> Director DIN : 03272034	
Place: New Delhi Date : 30/06/2020			



**SRM ENERGY TAMILNADU PRIVATE LIMITED**  
**Statement of Profit and Loss for the year ended 31st Mar-2020**  
(Amount in Rupees, except for share data and if otherwise stated)

Particulars	Notes Reference	Year ended 31st March-20	Year ended 31st March-19
<b>I Revenue From Operations</b>			
Other Income	16	475,011	-
<b>Total Revenue (I)</b>		<b>475,011</b>	-
<b>II EXPENSES</b>			
Cost of Material consumed		-	-
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods, stock in trade work in progress		-	-
Employee benefits expense		-	-
Finance costs		-	-
Depreciation and amortization expenses		-	-
Other expenses	17	163,330,422	30,000,000
<b>Total expenses (II)</b>		<b>163,330,422</b>	<b>30,000,000</b>
III Profit before exceptional items and tax (I-II)		<b>(162,855,411)</b>	<b>(30,000,000)</b>
IV Exceptional Items		-	-
V Profit/(loss) before tax (III-IV)		<b>(162,855,411)</b>	<b>(30,000,000)</b>
VI Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
VII Profit (Loss) for the period from continuing operations (V-VI)		<b>(162,855,411)</b>	<b>(30,000,000)</b>
VIII Profit/(loss) from discontinued operations		-	-
IX Tax expense of discontinued operations		-	-
X Profit/(loss) from Discontinued operations (after tax) (VIII-IX)		-	-
XI Profit/(loss) for the period (VII+ X)		<b>(162,855,411)</b>	<b>(30,000,000)</b>
XII Other Comprehensive Income		-	-
<b>A Items that will be reclassified to profit or loss</b>			
Exchange differences on translation of foreign operations		-	-
Income tax effect		-	-
Net movement on cash flow hedges		-	-
Income tax effect		-	-
Net (loss)/gain on FVTOCI financial instruments		-	-
Income tax effect		-	-
<b>B Items that will not be reclassified to profit or loss</b>			
Re-measurement gains (losses) on defined benefit plans		-	-
Income tax effect		-	-
Revaluation of property, plant and equipment		-	-
Income tax effect		-	-
XIII Total Comprehensive Income for the period (XI + XII) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		<b>(162,855,411)</b>	<b>(30,000,000)</b>
XIV Earnings per equity share (for continuing operation):			
(1) Basic		(123)	(23)
(2) Diluted		(123)	(23)
XV Earnings per equity share (for discontinued operation):			
(1) Basic		-	-
(2) Diluted		-	-
XVI Earnings per equity share (for discontinued & continuing operations)			
(1) Basic		(123)	(23)
(2) Diluted		(123)	(23)

Accompanying notes forming part of financial statement

1 to 33

**For VATSS & ASSOCIATES**  
**Chartered Accountants**  
**ICAI Firm Registration No. 017573N**

**For and on behalf of the Board of Directors**

*Suresh Arora*  
**Suresh Arora**  
**Partner**

**M. No. 090862**

**UDIN: 20090862**

**Place: New Delhi**

**Date: 30/06/2020**



*V. Rastogi*  
**Vishal Rastogi**  
**Director**

**DIN : 02780975**

*Vijay Kumar Sharma*  
**Vijay Kumar Sharma**  
**Director**

**DIN : 03272034**

SRM ENERGY TAMILNADU PRIVATE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2020

PARTICULARS	For The Year Ended 31.03.2020 Amount in ₹	For The Year Ended 31.03.2019 Amount in ₹
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
NET PROFIT/(LOSS) BEFORE TAX	(162,855,411)	(30,000,000)
ADJUSTMENTS FOR		
Depreciation and Amortisation	139,923,853	-
Loss on sale of land	22,615,334	-
<b>OPERATING (LOSS) / PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>(316,224)</b>	<b>(30,000,000)</b>
ADJUSTMENT FOR		
Increase/(Decrease) in Other Current Liabilities	(3,766)	97,102
Increase/(Decrease) in Short-term Provisions	-	-
Increase/(Decrease) in Long-term Provisions	-	-
Decrease/(Increase) in Other Current Assets	(616,000)	825,947
Decrease/(Increase) in Other Non Current Assets	(47,501)	-
<b>CASH (OUTFLOW) / GENERATED FROM OPERATIONS</b>	<b>(983,491)</b>	<b>(29,076,951)</b>
Income Tax Refund/(Paid)	-	-
<b>NET CASH (OUTFLOW) / GENERATED FROM OPERATING ACTIVITIES (A)</b>	<b>(983,491)</b>	<b>(29,076,951)</b>
<b>(B) CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Purchase of Fixed Assets including CWIP and Capital Advances	(24,400)	29,297,852
Decrease/(Increase) in Long-term Loans and Advances		-
Proceeds from Sale of Fixed Assets	29,302,500	-
Purchase of Current Investments	-	-
<b>NET CASH USED IN INVESTMENT ACTIVITIES (B)</b>	<b>29,278,100</b>	<b>29,297,852</b>
<b>(C) CASH FLOW FROM FINANCE ACTIVITIES</b>		
Proceeds from Short-term Borrowings	8,710,000	12,095,000
Repayment of Short-term Borrowings	(14,490,000)	(12,306,000)
Interest and Finance Charges Paid	-	-
<b>NET CASH FROM FINANCIAL ACTIVITIES (C)</b>	<b>(5,780,000)</b>	<b>(211,000)</b>
<b>(D) NET CHANGES IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	<b>22,514,609</b>	<b>9,901</b>
<b>(E) CASH &amp; CASH EQUIVALENTS - OPENING BALANCE</b>	<b>79,576</b>	<b>69,675</b>
Add: Transferred from SRM Energy Ltd. as per Scheme of Arrangement	-	-
<b>(F) CASH &amp; CASH EQUIVALENTS - CLOSING BALANCE</b>	<b>22,594,185</b>	<b>79,576</b>

As per our attached report of even date

For **Vatss & Associates**

Chartered Accountants

Firm Registration No. 017573N

**Suresh Arora**

Partner

Membership No. 90862



For and on behalf of the Board of Directors

**V. Rastogi**

**Vishal Rastogi**

Director

DIN : 02780975

**Vijay**

**Vijay Kumar Sharma**

Director

DIN : 03272034

Place : New Delhi

Date : 30/06/2020

**SRM ENERGY TAMILNADU PRIVATE LIMITED****Statement of Change in Equity for the year ended 31st Mar-2020**

(Amount in Rupees, except for share data and if otherwise stated)

Amt. in ₹

<b>(a) Equity Share Capital</b>	
<b>Balance as at March 31, 2019</b>	13,200,000
Change in equity share capital during the year	-
<b>Balance as at March 31, 2020</b>	13,200,000

<b>(b) Other Equity</b>					
	<b>Reserve and Surplus</b>				
	Capital reserve	General reserve	Retained earnings	Foreign currency translation	Total
	reserve	reserve	Retained	reserve	
<b>Balance at March 31, 2019</b>	-	-	(31,006,337)	-	(31,006,337)
Profit/(Loss) for the year	-	-	(162,855,411)	-	(162,855,411)
Other Comprehensive income for the year, net of income tax	-	-	-	-	-
Total Comprehensive income for the year	-	-	-	-	-
Payment of Dividend	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Foreign Currency Translation Reserve	-	-	-	-	-
Transfer to General Reserve	-	-	-	-	-
<b>Balance at March 31, 2020</b>	-	-	(193,861,748)	-	(193,861,748)

Accompanying notes forming part of the financial statements.

1 to 31

In terms of our report attached

**For VATSS & ASSOCIATES**

**Chartered Accountants**

**ICAI Firm Registration No. 017573N**

**Suresh Arora**  
Partner  
M. No. 090862



**For and on behalf of the Board of Directors**

**Vishal Rastogi**  
Director  
DIN : 02780975

**Vijay Kumar Sharma**  
Director  
DIN : 03272034

Place: New Delhi  
Date: 30/06/2020

## SRM ENERGY TAMILNADU PRIVATE LIMITED

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2020

#### 1. Corporate Information

SRM Energy Tamilnadu Private Limited ("the company") is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013("the 2013 Act"). The Company has been engaged in setting up Thermal power project.

#### 2. Significant Accounting Policies

##### 2.1 Statement of Compliance

These consolidated financial Statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments that are measured at fair values, the provisions of the Companies Act,2013('the Act'). The Ind AS are prepared under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules,2015 and the relevant amendment rules issued thereafter.

Effective April 1, 2017, the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards, with April 1, 2016 as the transaction date. The transaction was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules,2014(IGAAP), which was the previous GAAP.

##### 2.2 Basis of preparation

The financial statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies mentioned below.

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

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

The principal accounting policies are set out below.

All assets and liabilities have been classified as current or non-current according to the Company's operating cycle and other criteria set out in the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months.

##### 2.3 Property, plant and equipment [PPE]

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and accumulated impairment losses, if any.

All items of property plant and equipment have been measured at fair value at the date of transition to Ind AS. The Company have opted such fair valuation as deemed cost at the transition date i.e. April 1, 2016.

Cost of acquisition or construction is inclusive of freight, duties, relevant taxes, incidental expenses and interest on loans attributable to the acquisition of qualifying assets, up to the date of commissioning of the assets. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for qualifying assets, upto the date of commissioning of the assets



## 2.4 Capital Work in Progress:

Project under which assets are not yet ready for their intended use are carried at cost comprising direct cost, related incidental expenses and attributable interest.

## 2.5 Depreciation

Depreciation has been provided following Written Down Value Method based on life assigned to each asset in accordance with Schedule II of the Companies Act, 2013, unless stated otherwise. Goodwill arose during 2007-08 on amalgamation of SRM Energy Pvt. Ltd., a Special Purpose Vehicle for implementing Power Project, into SRM Energy Limited as per the Scheme of Amalgamation approved by the Hon'ble High Courts at Bombay and Delhi and is being transferred from SRM Energy Ltd to SETPL under the Scheme of Arrangement approved by the Hon'ble Bombay High Court vide their order dated 03/09/2013. Goodwill will be amortised over a period of five years after the commencement of commercial production of the projects. Depreciation on additions is charged proportionately from the date of acquisition. Assets individually costing less than or equal to rupees Five thousand have been fully depreciated in the year of purchase.

The depreciation in respect of following assets has been provided based on management estimate of useful life, which is as under:

Particulars		Useful Life
Office Equipment		3 – 10 years

Freehold land is not depreciated.

Depreciation is calculated on a pro rata basis except that, assets costing upto ` 5,000 each are fully depreciated in the year of purchase.

An item of property, plant and equipment or any significant part initially recognised of such item of property plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

## 2.6 Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or Groups of cash-generating units) that is expected to benefit from the synergies of the combination.

## 2.7 Impairment of Assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/ external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price & value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognized impairment loss is increased or reversed depending upon changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.



## 2.8 Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction/development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Interest income earned on temporary investment of specific borrowing pending expenditure on qualifying asset is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are expensed in the period in which they occur.

## 2.9 Leasing

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the company is classified as a finance lease. The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

## 2.10 Foreign Currencies

Foreign Currency transactions are recorded at the exchange rate prevailing on the date of transaction. Foreign currency denominated asset and liabilities (monetary items) are translated into reporting currency at the exchange rates prevailing on the Balance Sheet date. Exchange difference arising on settlement of foreign currency transactions or restatement of foreign currency denominated assets and liabilities (monetary items) recognized in the Statement of Profit and Loss / Pre-operative expenses.

## 2.11 Employee benefits

Employee benefits such as salaries, allowances, non-monetary benefits which fall due for payment within a period of twelve months after rendering service, are capitalised if related to project else recognised in the Statement of Profit & Loss in the period in which the service is rendered.

Employee benefits under defined benefit plans, such as gratuity which fall due for payment after completion of employment, are measured by the projected unit credit method, on the basis of actuarial valuation carried out by the third party actuaries at each balance sheet date. The Company's obligations recognized in the Balance sheet represents the present value of obligations as reduced by the fair value of plan assets, where applicable.

During Current financial year, Provision for leave encashment is accounted on year to year basis and considered as short term employee benefits and are recognised as an expense at undiscounted amount in the profit and loss account for the year in which the related services are rendered.

Actuarial gains and losses are recognized immediately in the Statement of Profit & Loss.

## 2.12 Investments

Investments that are readily realizable & intended to be held for not more than a year are classified as current investment. All other investments are classified as long term investments. Current investments are carried at lower of cost & fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize the decline other than temporary in the value of investments.



*DK*

## 2.13 Provisions and Contingent Liabilities

### Provisions

The company recognised a provision when there is a present obligation (legal or constructive) as a result of past events and it is more likely than not that an outflow of resources would be required to settle the obligation and a reliable estimate can be made. When the company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pretax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### Contingent liability

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

## 2.14 Taxation

(i) Provision for Current Tax is made after taking into consideration benefits admissible under the provisions of The Income Tax Act, 1961.

(ii) Deferred tax resulting from "timing differences" between book and taxable profit is measured using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

(iii) At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognizes, unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised. The carrying amount of deferred tax assets are reviewed at each balance sheet date. The company write-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

## 2.15 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

## 2.16 Cash flow statement

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



3 Scheme of Arrangement :

In view of the orders of the Hon'ble Bombay High Court dated 3rd September 2013, (which was filed with the Registrar of Companies on 11th October 2013- the Effective date) approving the Scheme of Arrangement (Scheme) under Section 391 to 394 of the Companies Act, 1956 for hive off of the Cuddalore Power Division of SRM Energy Limited to the Company, with effect from 1st April 2012 (the "Appointed Date"), the figures pertaining to financial year ended on March 31, 2013 have been restated to give effect to the Scheme and are approved by the Board of Directors in their meeting held on October 18, 2013. Accordingly all the assets and liabilities of Cuddalore Power Division of SRM Energy Limited at book value as on 01.04.2012 along with increase or decrease thereafter were transferred to the Company. However, the formalities of transfer of properties, assets, consents, approvals, sanctions, licenses, contracts etc pertaining to the Cuddalore Power Division in the name of the Company are under way.

4 Property, Plant and Equipment

Particulars	Land	Computer	Total	Amt. in ₹
				Previous year
<b>Gross Block</b>				
As at 01.04.2019	114,163,609	545,624	114,709,233	114,665,933
Add: Transferred as per the said Scheme	-	-	-	-
Additions during the year	24,400	-	24,400	43,300
Sales/(discarded) during the year	51,917,834	-	51,917,834	-
As at 31.03.2020	62,270,175	545,624	62,815,799	114,709,233
<b>Depreciation</b>				
As at 01.04.2019	-	541,548	541,548	541,548
Add: Transferred as per the said Scheme	-	-	-	-
Provided during the year	-	-	-	-
Adjusted for Last Financial Year	-	-	-	-
On Sale/adjustment	-	-	-	-
As at 31.03.2020	-	541,548	541,548	541,548
<b>Impairment Loss</b>				
As at 01.04.2019	-	-	-	-
Charge for the year	-	-	-	-
As at 31.03.2020	-	-	-	-
<b>Net Block</b>				
As at 01.04.2019	114,163,609	4,076	114,167,685	114,167,685
As at 31.03.2020	62,270,175	4,076	62,274,251	114,167,685

	Current year Amt. in ₹	Previous year Amt. in ₹
Depreciation and Amortization for the year	-	-
Less: Transferred to Preoperative expenses pending allocation	-	-
Depreciation & Amortization as per Profit and Loss Account	-	-

	Current year Amt. in ₹	Previous year Amt. in ₹
Depreciation for last financial year (Refer Note 2 (v))	-	-
Less: Transferred to Preoperative expenses pending allocation	-	-
Depreciation & Amortization as per Profit and Loss Account	-	-

5 Intangible Fixed Assets

<b>Goodwill (*)</b>		
<b>Gross Block</b>		
As at 01.04.2019	-	30,000,000
Add: Transferred as per the said Scheme	-	-
As at 31.03.2020	-	30,000,000
<b>Less: Provision for an Impairment Loss</b>		
As at 01.04.2019	-	-
Charge for the year	-	30,000,000
As at 31.03.2020	-	30,000,000
<b>Net Block</b>		
As at 01.04.2019	-	30,000,000
As at 31.03.2020	-	-



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6 Capital work in Progress

The Company was in the process of setting up Thermal Power Projects in the State of Tamilnadu. As such the related expenses incurred during the previous years were considered as pre operative expenses pending capitalization (included under Capital Work in Progress). During the current year, pursuant to approval obtained from shareholders to sale/transfer, assign, deliver or otherwise dispose off the Land for the Power plant and part of land already sold during the Current year. Accordingly, on sale of land Capital Work in Progress amount accounted for in the books of accounts as "Provision for impairment loss" as per Ind AS-36.

Particulars	Amt. in ₹ As at 31.03.2020
Balance as at 31.03.2019	308,177,648
Less: Provision for an Impairment Loss	139,923,853
Balance as at 31.03.2020	168,253,795

7 Loans and Advances

	Long Term		Short Term	
	31.03.2020 Amt. in ₹	31.03.2019 Amt. in ₹	31.03.2020 Amt. in ₹	31.03.2019 Amt. in ₹
<b>a Capital Advances</b>				
Secured Considered good	-	-	-	-
Unsecured Considered good		6,009,980	-	-
Doubtful	6,009,980	-	-	-
	6,009,980	6,009,980	-	-
Less: Provision for Doubtful advances	-	-	-	-
	6,009,980	6,009,980	-	-
<b>b Security Deposit</b>				
Secured Considered good	-	-	-	-
Unsecured Considered good	-	-	-	-
	-	-	-	-
<b>c Other Loans &amp; Advances</b>				
Unsecured Considered good				
Deposit for Income Tax Appeal	64,710	64,710	-	-
Advance to Staff	-	-	-	-
Demerger Expenses Recoverable	-	-	-	-
Prepaid Expenses	-	-	-	-
Loans and advances to Employees	-	-	-	-
Loans & advances to Holding Company	-	-	-	-
Balance with Revenue authorities	47,502	-	15,750	15,750
Advance to Sundry Creditors for Expenses	-	-	-	-
Other Receivables	-	-	616,000	-
	112,212	64,710	631,750	15,750
Total (a+b+c)	6,122,192	6,074,690	631,750	15,750

	31.03.2020	31.03.2019
	Amt. in ₹	Amt. in ₹
<b>8 Cash and Cash Equivalents</b>		
Balances with Banks in Current Account	1,162,249	73,869
Cash on Hand	4,427	5,707
	1,166,676	79,576
<b>9 Bank Balance other than Cash and Cash Equivalents</b>		
Balances with Banks in Current Account	21,427,509	-
	21,427,509	-



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10 **Equity Share Capital**

	31.03.2020		31.03.2019	
	No.	Amt. in ₹	No.	Amt. in ₹
<b>Authorized</b>				
Equity Shares of ₹.10/- each	1500000	15000000	1500000	15000000
	1500000	15000000	1500000	15000000

Pursuant to the said Scheme approved by the Hon'ble Bombay High Court, the Authorized Capital stands increased to Rs.15,000,000 divided into 1,500,000 equity shares of Rs.10 each.

<b>Issued, subscribed and paid up</b>				
Equity Shares of ₹10/- each, fully paid-up	1320000	13200000	1320000	13200000
	1320000	13200000	1320000	13200000

10.1 **Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

<b>Equity Shares</b>				
At the beginning of the year	1320000	13200000	1320000	13200000
Issued during the year	-	-	-	-
Outstanding at the end of the year	1320000	13200000	1320000	13200000

10.2 **13,20,000 Equity Shares (Previous year 10,000) of Rs. 10/- each fully paid-up are held by holding company - SRM Energy Ltd. & its nominees**

	31.03.2020		31.03.2019	
	Nos.	% holding	Nos.	% holding
Equity Shares of ₹ 10 each fully paid up held by SRM Energy Limited, the holding Company	1320000	100.00%	1320000	100.00%
	1320000	100.00%	1320000	100.00%

10.4 **Terms / rights attached to equity shares**

The company has 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 company declares and pays dividend in Indian rupees. The 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 the 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.

	31.03.2020	31.03.2019
	Amt. in ₹	Amt. in ₹
<b>10.5 Other Equity Surplus</b>		
Balance as per last financial statements	(31,006,337)	(1,006,337)
Loss for the Current year	(162,855,411)	(30,000,000)
Balance at the end of the year	(193,861,748)	(31,006,337)

11 **Provisions**

	Non-Current		Current	
	31.03.2020	31.03.2019	31.03.2020	31.03.2019
	Amt. in ₹	Amt. in ₹	Amt. in ₹	Amt. in ₹
<b>Provision for employee benefit</b>				
Provision for Gratuity	-	-	-	-
Provision for Leave Encashment	-	-	-	-
	-	-	-	-

12 **Financial Liabilities- Borrowings (Refer Note No. 19)**

Loan from Spice Energy Pvt. Ltd. (Unsecured & repayable on demand)	-	-	2,879,603	10,249,603
Loan from Directors (Unsecured & repayable on demand)	-	-	436,376,000	434,286,000
Sovinchem Industries Pvt. Ltd. (Unsecured & repayable on demand)	-	-	1,000,000	1,500,000
	-	-	440,255,603	446,035,603

13 **Other Current Liabilities**

	31.03.2020	31.03.2019
	Amt. in ₹	Amt. in ₹
Sundry Creditors for Expenses	243,318	245,084
Other Liabilities	39,000	41,000
	282,318	286,084

14 **Capital and other commitments**

- i) Estimated amount of contract remaining to be executed on capital account net of advances paid as at 31/03/2020 : Nil (Previous year: Nil)
- ii) For commitment relating to lease arrangements, please Refer Note 20 below



*[Handwritten signature]*

	31.03.2020 Amt. in ₹	31.03.2019 Amt. in ₹
<b>15 Other Income</b>		
Interest Income	475,011	-
	<u>475,011</u>	<u>-</u>
<b>16 Other Expenses</b>		
Auditors' Remuneration	35,400	-
Brokerage Expenses	500,000	-
Postage, Telephone, Telex & Courier Charges	3,500	-
Printing and Stationery	1,230	-
Legal and Professional Charges	62,334	-
Rates & Taxes	50	-
Interest on TDS	750	-
Impairment loss	139,923,853	30,000,000
Bank Charges	788	-
Travelling & Conveyance Expenses	169,081	-
Miscellaneous Expenses	18,102	-
Loss on sale of Land	22,615,334	-
	<u>163,330,422</u>	<u>30,000,000</u>
<b>17 Auditors' Remuneration (including GST) consists of the following :</b>		
Towards Statutory Audit	35,400.00	-
<b>Total</b>	<u>35,400.00</u>	<u>-</u>

**18 Disclosure of "Employee Benefits" are as follows:**

Defined Benefits Plans

**Gratuity**

Actuarial Assumptions

Discount Rate (Per Annum)

Rate of increase in compensation levels (Per Annum)

Expected average remaining lives of the employees (in no of years)

Attrition Rate

	2019-20	2018-19
Discount Rate (Per Annum)	0.00%	0.00%
Rate of increase in compensation levels (Per Annum)	0%	0%
Expected average remaining lives of the employees (in no of years)	0	0
Attrition Rate	0%	0%

**Particulars**

Amt. in ₹  
2019-20

Amt. in ₹  
2018-19

**I Change in Present Value of Obligation**

Present value of defined benefits obligation as at the beginning of the year

Transferred from SRM Energy Ltd. as per the said Scheme

Interest Cost

Current Service Cost

(Liability Transferred Out/ Divestments)

Actuarial (Gain) / loss on obligation

Present value of defined benefits obligation as at the end of the year

**II Amount recognized in the Balance Sheet**

Liability at the end of the year

Fair Value of Plan Assets at the end of the year

Difference

Unrecognized Past Service Cost

Unrecognized Transitional Liability

Amount recognized in the Balance Sheet

**III Expenses recognized in the Pre-operative Expenses**

Current Service Cost

Past Service Cost

Interest Cost

Expected Return on Plan Assets

Recognition of Transitional Liability

Net Actuarial (Gain)/Loss Recognized in the year

Total expenses recognized in the Preoperative Expenses

**IV Balance Sheet Reconciliation**

Liability at the beginning of the year

Expenses as above(Refer point III)

Net (Liability)/Asset Transfer Out

Amount recognized in the Balance Sheet

**V Disclosures as required under Para 120(n):**

**Particulars**

2019-20

2018-19

2017-2018

2016-17

2015-16

Present value of defined benefit obligation

Fair Value of Plan Assets

Surplus / (Deficit) in the Plan

Experience adjustment on liability

-

-

-

148,617

107,448

-

-

-

(148,617)

(107,448)

-

-

-

-

135,823

In assessing the Companies Post retirement liabilities, the Company monitors mortality assumptions and uses up to date mortality tables the base being the LIC 1994-96 ultimate tables.

The estimates of future salary increase considered in actuarial valuation take account of inflation, seniority, promotion, and other relevant factors, such as supply and demand in the employment market.



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19 Related Party Transactions as per Ind AS 24:

A List of Related Parties

1) Holding Company:  
SRM Energy Limited

2) Key Management Personnel :  
Gagan Rastogi Ex - Director  
Vishal Rastogi Director

3) Enterprises over which key management personnel and relatives of such personnel exercise significant influence [ Parties with whom the Company has entered into transactions during the year]

- Spice Energy Pvt. Ltd.  
- Sovinchem Industries LLP

B Transaction with Related parties

Amt. in ₹

Particulars	Holding Company		Key Management Personnel		Enterprises where key management personnel and their relatives exercise significant influence	
	31.03.2020	31.03.2019	31.03.2020	31.03.2019	31.03.2020	31.03.2019
Share Application Money Received	-	-	-	-	-	-
Shares Allotted against share application money	-	-	-	-	-	-
Amount paid pursuant to Scheme	-	-	-	-	-	-
Temporary Loan Received	-	-	8,695,000	12,095,000	15,000	-
Temporary Loan Given / Repaid	-	825,947	6,605,000	650,000	7,885,000	11,656,000
Expenses Incurred on their behalf	-	-	-	-	-	-
Interest Expense	-	-	-	-	-	-
<b>Closing Balance:</b>						
Loan Payable - Mr. Gagan Rastogi	-	-	432,656,000	434,286,000	-	-
Loan Payable - Spice Energy P. Ltd.	-	-	-	-	2,879,603	10,249,603
Loan Payable- Mr. Vishal Rastogi	-	-	3,720,000	-	-	-
Loan Payable	-	-	-	-	1,000,000	1,500,000
Loan Receivable	-	-	-	-	-	-

20 Disclosure as required by Accounting Standard -19 are as follows:

The Company has taken office premises under lease and license agreements against refundable interest free deposit. These are generally cancellable and are renewable by mutual consent on mutually agreed terms. The obligation towards non-cancellable leases are as under:

Lease Obligation	31.03.2020 Amt. in ₹	31.03.2019 Amt. in ₹
Not later than one year	-	-
Later than one year but not later than five years	-	-

Total lease payments recognized in the pre-operative expenses during the year was Rs. Nil /- (Previous Year : 102,300/-)

21 Earnings Per Share (EPS):

Particulars	31.03.2020	31.03.2019
Net Loss as per Profit and Loss Account (in ₹)	(162,855,411)	(30,000,000)
Weighted average number of equity shares (par value of ₹ 10/- each)	1,320,000	1,320,000
Earnings per share (Face value of ₹.10/-each)- Basic (in ₹)	(123)	(23)
Earnings per share (Face value of ₹.10/-each)- Diluted (in ₹)	(123)	(23)

22 Contingent Liabilities And Commitments (To The Extent Not Provided For)

Particulars	As at March 31,2020	As at March 31,2019
<b>Contingent Liabilities :</b>		
Disputed Duties/Tax Demands relating to AY-2013-14	474,390.00	474,390.00

23 Deferred Tax:

Deferred tax asset has not been recognized considering the principle of virtual certainty as per Ind AS 12 'Income Taxes'.



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#### 24 Discontinuing Operations :

Pursuant to the resolution passed at the meeting of Board of directors of SRM Energy limited (Holding Company) held on March 09, 2015 to sale/ dispose off the Power Plant of its subsidiary viz. SRM Energy Tamilnadu Private Limited, subject to the necessary approvals from the shareholders and other statutory authorities, the following disclosures are being made as per the Ind AS – 105 Non-Current Assets held for sale and Discontinued Operations.

1) SRM Energy Tamilnadu Private Limited (the Company), wholly owned subsidiary of SRM Energy Limited, is a private company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is in the process of setting up of the Thermal Power Project of 3 X 660 MW i.e. 1980 MW capacity in Tamilnadu. The said power project is still in Pre-operative stage and no expenses have been charged to Statement of Profit and Loss.

2) As the Company, at present, is operating in single segment viz. setting up of Thermal power project, only as per Ind AS-108 on 'Segment Reporting', the disclosure as required by Ind AS 108, Segment Reporting is not applicable;

3) At the meeting of Board of directors of SRM Energy limited (Holding Company) held on March 09, 2015, resolution has been passed to sale/ dispose off the Power Plant of its subsidiary viz. SRM Energy Tamilnadu Private Limited, subject to the necessary approvals from the shareholders and other statutory authorities.

4) Since, the company is yet to find the proposed buyer, it is not possible to determine the date or period in which discontinuance is expected to be completed.

5) Since the company is in pre-operative stage, there was no revenue or profit attributable to the ordinary activities carried on by the company. The expenses and losses, incurred during the year are not being charged to the Profit and Loss account and the same are being considered under Capital Work-in-progress for pending allocation.

6) The amounts of net cash flows attributable to the operating, investing and financing activities of the discontinuing operation during the current financial reporting period are Rs. (-)0.10 Crore, Rs. 2.93 Crores and Rs. (-) 0.58 Crores respectively.

25 Based on the information available with the company, both the balances due to Micro & Small Enterprises as defined under the MSMED Act, 2006 and interest paid /payable during the year under the terms of said act under the terms of MSMED Act are Nil (previous year nil).

#### 26 Particulars of Derivative Instruments as at March 31, 2020 :

- i) No derivative instruments are acquired for hedging purposes.
- ii) No derivative instruments are acquired for speculation purposes.
- iii) Foreign currency exposures that are not hedged by derivative instruments or otherwise are :  
- Capital advance of USD 100,000 (previous year 100,000)

27 In the opinion of the management, the realizable value of Current Assets, loans and Advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and provision for all known and determined liabilities are adequately made.

#### 28 Going Concern :

The resolution has been passed at the meeting of Board of directors of SRM Energy limited (Holding Company) dated March 09, 2015 to sale/ dispose off the Power Plant of its subsidiary viz. SRM Energy Tamilnadu Private Limited, subject to the necessary approvals from the shareholders and other statutory authorities. However, the holding company is yet to take the necessary permission from its shareholders and other statutory approvals. Further, as explained, the promoters have infused funds from time-to-time wherever required and are committed to provide necessary funding to meet the liabilities and future running expenses. In view of above developments, the accounts have been prepared under going concern basis.

29 Pursuant to the demand for the settlement of loan by Mr. Gagan Rastogi, who has extended to our company a sum of Rs. 43.43 crore as unsecured loan till 31/03/2019 and our following up with the holding company to assist financially in the aforesaid matter or to decide a suitable way for such settlement of loan, the Holding Company has obtained approval of Shareholders on 21st April, 2019 by way of conducting the postal ballot process, to sale/ transfer, assign, deliver or otherwise dispose off the Land for the Power plant admeasuring 215.140 acres currently in the name of our Company towards using the sale proceeds to settle partially the loan extended by Mr. Gagan Rastogi to our Company.

Pursuant to the aforesaid approval, the negotiation with the prospective buyer/s or investor/s has been initiated and after due negotiation under the intimation of Board of Directors of the Holding Company, sold its land admeasuring 97.680 acres for Rs. 293.03 Lacs and out of the the sale proceeds Rs. 66.05 Lac has been utilized to partially settle the pending loan and Rs. 210.00 Lac is transferred to FDR which will be utilized alongwith interest accrued to settle the remaining pending loan. The subsidiary company incurred a loss of Rs. 226.15 lacs on sale of land till date.

30 In March, 2020 the World Health Organization declared COVID-19 to be a pandemic. The spread of Covid-19 from mid- March is having an unprecedented impact on people and economy. SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated 19th March, 2020 had duly extended date for filing of financial results under Regulation 33 of SEBI (LODR), 2015 from 30th May,2020 to 30th June, 2020. Further to note that the company is not having any operations or activity at present, hence the Company is only restricted to activities relating to statutory compliance. Due to lack of business operations and turnover there is no considerable impact on company profitability and cash flow. However, the board is complying with all the necessary statutory and legal compliances.

31 Figures for the previous year have been regrouped / rearranged wherever necessary to conform to the current year's classification.

32 Figures are rounded off to the nearest Rupee.

As per our attached report of even date

For Vatss & Associates

Chartered Accountants

Firm Registration No. 017573N

Suresh Arora

Partner

Membership No. 90862

Place : New Delhi

Date: 30/06/2020

For and on behalf of the Board of Directors

V. Rastogi

Vishal Rastogi

Director

DIN : 02780975

Vijay Kumar Sharma

Director

DIN : 03272034