



SRM ENERGY LIMITED

REGD. OFFICE: ROOM NO. 2, GROUND FLOOR, 1A MALL ROAD, SHANTI KUNJ,
VASANT KUNJ, NEW DELHI - 110070

CIN L17100DL1985PLC303047
TEL. NO. +91-011-26897892

website: www.srmenergy.in
email: info@srmenergy.in

Ref: SRMEL/ST.EX./2024-25/

Dated: 03.09.2024

BOMBAY STOCK EXCHANGE LIMITED
DEPARTMENT OF CORPORATE SERVICES
FLOOR 25, PHIROZE JEEJEEBHOY TOWERS,
DALAL STREET,
MUMBAI-400001

Our Scrip Code: 523222

Subject: Submission of Annual Report 2023-24 under Regulation 34(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 34(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the Financial Year 2023-24.

Please note that the 37th Annual General Meeting of the Company is scheduled to be held on **Thursday, the 26th day of September, 2024 at 11:00 A.M. (IST)** through **Video Conferencing / Other Audio Visual Means ("VC/OAVM")**.

The Annual Report for the Financial Year 2023-24 is also available on the Company's Website at: <http://www.srmenergy.in/Data/Documents/SRM%20Energy%20-%20AR%20-%202023%20-%202024.pdf>

The soft copy of the Annual Report (including Notice of AGM) is being sent electronically to the shareholders as appearing as on the cut-off date, i.e., August 30, 2024.

This is for your information and record please.

Thanking you,

Yours Faithfully,
For **SRM Energy Limited**

(Pankaj Gupta)
Company Secretary and Compliance Officer
M. No. A63088



SRM ENERGY LIMITED

**37th Annual Report
2023-24**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Sharad Rastogi
Mr. Vijay Kumar Sharma
Mrs. Tanu Agarwal
Mr. Parshant Chohan

Whole-time Director
Non-Executive & Non-Independent Director
Non-Executive & Independent Director
Non-Executive & Independent Director

CS & COMPLIANCE OFFICER

Mr. Pankaj Gupta

CHIEF FINANCIAL OFFICER (CFO)

Mr. Raman Kumar Mallick

BANKERS

Axis Bank Limited

STATUTORY AUDITORS

M/s Saini Pati Shah & Co. LLP

CIN: L17100DL1985PLC303047

REGISTERED OFFICE

Room No. 2, Ground Floor, 1A Mall Road, Shanti Kunj,
Vasant Kunj, New Delhi - 110070

REGISTRAR & SHARE TRANSFER AGENTS

MCS Share Transfer Agent Limited
F-65, 1st Floor, Okhla Industrial Area Phase-1,
New Delhi - 110020.
Tel. No : 011- 4140 6149
Fax : 011-41709881
Email : admin@mcsregistrars.com
Website : www.mcsregistrars.com

LISITNG OF SECURITIES

BSE Ltd. (Formerly known as Bombay Stock Exchange Ltd.)
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street, Mumbai- 400001
[SCRIP CODE - 523222]

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NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of the members of SRM Energy Limited (hereinafter the "Company") will be held on Thursday, 26th September, 2024 at 11.00 a.m.(IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements:

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2024, the Auditor's Report and the Board's Report thereon, by passing the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2024, the Auditor's Report and the Board's Report thereon be and are hereby considered and adopted."

Item No. 2: Appointment of Director:

To appoint a director in place of Mr. Sharad Rastogi (DIN: 09828931), who retires by rotation and being eligible, offers himself for re-appointment by passing the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT Mr. Sharad Rastogi (DIN:09828931), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 3: Regularisation of appointment of Mrs. Tanu Agarwal (DIN: 07134266) as Non-Executive and Independent Director of the Company:

To regularize the appointment of Mrs. Tanu Agarwal (DIN: 07134266) as Non-Executive and Independent Director of the Company by passing the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Tanu Agarwal (DIN: 07134266) who was appointed as an additional director of the Company in the capacity of Non-Executive and Independent Director by the Board of Directors with effect from March 28, 2024, in terms of Section 161 of the Companies Act, 2013 in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act 2013, be and is hereby appointed as Non-Executive and Independent Director for a term of five consecutive years effective from March 28, 2024 till March 27, 2029 and shall not be liable to retire by rotation."

By Order of the Board of Directors

Place: New Delhi
Date: August 13, 2024

(Pankaj Gupta)
Company Secretary
ICSI M. No. A63088

NOTES

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 dated 08 April 2020, 13 April 2020, 05 May 2020, 13 January, 2021, 08 December 2021, 14 December 2021, 05 May 2022, 28 December 2022 and 25 September 2023 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 12 May 2020, 15 January 2021, 13 May 2022, 05 January 2023 and 07 October 2023 respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations') as amended from time to time, MCA Circulars and SEBI Circulars, the 37th AGM of the Company is being held through VC/ OAVM which does not require the physical presence of members at a common venue. The proceedings of the AGM will be hosted from the registered office of the Company.
2. The venue of the meeting shall be deemed to be the Registered Office of the Company at Room No. 2, Ground Floor, 1A Mall Road, Shanti Kunj, Vasant Kunj, New Delhi - 110070.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special Business, i.e., Item No. 3, to be transacted at AGM is annexed hereto.
4. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for this AGM and hence, the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
5. Corporate Members intending to send its authorized representative to attend the meeting are requested to send to the Company/ RTA, in advance, a duly certified copy of the Board Resolution/letter of authority to attend and vote on its behalf at the meeting.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members can login and join the AGM 45 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the

Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are provided at the end of the Annual Report 2023-24 (pls see page no. 87-90).

8. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the aforesaid MCA and SEBI Circulars, an e-voting facility is being provided to the members. The details w.r.t the facility and manner of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM are provided at the end of the Annual Report 2023-24 (pls see page no. 87-90). Shareholders are requested to kindly follow the said process for casting their vote electronically.
9. In case of joint holders attending the Meeting, only such joint holder who is first in the order of names will be entitled to vote.
10. The Board of Directors has appointed Mr. Satish Kumar Nirankar, Practicing Company Secretary (FCS No.9605, CP No. 19993) as the Scrutiniser to scrutinise the voting and remote e-voting process in a fair and transparent manner.
11. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send their questions/ comments mentioning their name, demat account number/ folio number, email id, mobile number at agmsrme@gmail.com and the same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
12. The Registers of Members and Share Transfer Books of the Company will remain closed from Friday, 20 September, 2024 to Thursday 26 September, 2024 (both days inclusive) for the purpose of Annual General Meeting.
13. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, MCS Share Transfer Agent Limited at helpdeskdelhi@mcsregistrars.com, to receive copies of the Annual Report 2023-24 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report along with other details and other communications of the company:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, MCS Share Transfer Agent Limited either by email to helpdeskdelhi@mcsregistrars.com or by post to MCS Share Transfer Agent Limited at F-65, 1 st Floor, Okhla Industrial Area, Phase-1, New Delhi – 110020.	
	Form for availing investor services relating to the registration of PAN, email address, bank details and other KYC details or for the purpose of effecting changes or updating these information.	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt-out from Nomination	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3)/ Change of nominee	Form SH-14
Demat	Form for requesting issue of duplicate certificates and other service requests for shares/debentures/ bonds, etc.	Form ISR-4
	Please contact your DP and register your email address and bank account details in your Demat Account, as per the process advised by your DP.	

Note: The forms mentioned above are available on the website of the Company at <http://www.srmenergy.in/Home/InvestorRelations> and on the website of the RTA of the Company at <https://www.mcsregistrars.com/downloads.php>.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant (DP) with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA in the manner as mentioned at Para 13.
15. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of 37th AGM along with Annual Report for the reporting Financial Year is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that Annual Report (including AGM Notice) for the F.Y. 2023-24 has been uploaded on the website of the Company at www.srmenergy.in. The same can also be accessed on the website of Stock Exchange i.e BSE Limited at www.bseindia.com and the Notice of the AGM can be accessed on the website of CDSL (agency for providing the Remote e-voting facility) i.e. www.evotingindia.com.
Physical copies of the Notice of 37th AGM along with Annual report 2023-24 shall only be sent to those Members who request for the same.
16. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection.
17. All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all days except Saturday, Sunday and Public holidays up to the date of the Annual General Meeting.
18. Annual listing fee for the Financial Year 2024-25 has been paid to the Stock Exchange wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year was paid to both the depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
19. **Important Communication to Members**
In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from 01 April 2019. In view of the above members are advised to dematerialise shares held by them in physical form.

NOTES ON DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND IN TERMS OF SECRETARIAL STANDARD-2:

Name of Director	Mr. Sharad Rastogi	Mrs. Tanu Agarwal
DIN	09828931	07134266
Brief Resume and Nature of his expertise in specific functional areas	Mr. Sharad Rastogi is serving as the Whole-time Director on Board of the Company since December 29, 2022. He is a commerce graduate having a rich and diversified experience of more than 36 years in trading, import and export of goods and materials of different natures.	Mrs. Tanu Agarwal is a Corporate compliance professional with approximately 20 years of post-qualification experience in the diversified business activities and holds a degree in Masters of Commerce and Law and is a Fellow Member of the Institute of Company Secretaries of India (ICSI). Her expertise lies in the fields of Corporate Laws, Corporate Restructuring, Merger/Amalgamation and General Corporate Advisory matters, FEMA compliances, Non-Banking Financial regulations, Corporate Debt Restructuring, Drafting and Vetting of MOU's/Agreements including compilation and vetting of the Share Holders & Equity Participation Agreements by the Foreign Institutional Investors. She is also a Master Facilitative-Trainer, Coach & POSH Mentor/Consultant having rich corporate & entrepreneurial experience voicing out the gender inequalities and other sensitive social issues on various platforms.
Date of Birth	April 15, 1962	December 17, 1978
Qualifications	Mr. Sharad Rastogi is a commerce graduate from Delhi University.	Mrs. Tanu Agarwal holds the Degree of Masters of Commerce and Law and is member of the Institute of Company Secretaries of India.
Terms and Conditions of Re-appointment.	In terms of Section 152(6) of the Companies Act, 2013, and as per the Articles of Association of the Company, Mr. Sharad Rastogi, being the longest in the office, shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for re-appointment.	In terms of Section 161(1) of the Act, Mrs. Tanu Agarwal being appointed as an additional director, holds office only upto the date of the forthcoming AGM but is eligible for appointment as a director. A notice under Section 160 (1) of the Companies Act, 2013, has been received from a Member signifying its intention to propose the appointment of Mrs. Tanu Agarwal as a Director of the Company, subject to approval of the members in the ensuing Annual General Meeting. Being an Independent Director, her office shall not be liable to retire by rotation. The above Director has given a declaration to the Board that she meets the criteria of Independence as per the provisions of Section 149(6) of the Companies Act, 2013.
Details of Remuneration and remuneration last drawn	NIL	NIL
Date of first appointment in the Board	December 29, 2022	April 01, 2015 in the capacity of Non Executive and Non-Independent Director
Shareholding in the Company	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel (if any)	N.A.	N. A.
Number of Meetings of the Board attended during the year	Attended 8 out of 8 Board meetings held during F.Y. 2023-24.	Attended 7 out of 8 meetings held during the F.Y. 2023-24 and resigned from the board on February 28, 2024. She was later appointed as an Additional director (in the same capacity of Non-Executive and Independent) w.e.f 28.03.2024.
Details of other Directorships in other Companies	He is serving the following Companies, as a Director: Nyra Holdings Private Limited Delhikem India Private Limited Metropolitan Minerals Private Limited Metropolitan Oil and Gas Private Limited SRM Energy Tamilnadu Private Limited	NIL
Details of Membership/ Chairmanship of Committees of the Boards in other Companies	NIL	NIL

By Order of the Board of Directors

Place: New Delhi
Date: August 13, 2024

(Pankaj Gupta)
Company Secretary
ICSI M. No. A63088

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement set out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice dated August 13, 2024

Mrs. Tanu Agarwal was serving as an Independent Director on the Board of Directors of the Company and she resigned from the Board w.e.f. close of business hours on February 28, 2024 on account of personal reasons and other professional commitments.

However, considering her valuable engagements with the Company in her earlier capacity of the Independent Director, the management of the Company approached her for the re-appointment on the Board of Directors of the Company. Mrs. Tanu Agarwal after considering the proposal agreed to join the Board once again, in the same capacity, i.e., Non-Executive and Independent. Thereafter, the Board in their meeting held on March 28, 2024, considered the appointment of Mrs. Tanu Agarwal as an Additional Director (in the capacity of Non-Executive & Independent) of the Company pursuant to the provisions of the Companies Act, 2013 read with Articles of Association of the Company and in compliance with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to hold office up-to the date of ensuing Annual General Meeting of the Company.

In pursuance of the provisions of Section 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mrs. Tanu Agarwal being eligible and offering herself for the appointment, is proposed to be appointed as an Independent Director for a period of 5 years i.e, from March 28, 2024 to March 27, 2029, not liable to retire by rotation.

The Company has received a notice in writing from a member signifying its intention to propose the candidature of Mrs. Tanu Agarwal for the office of Independent Director of the Company under the provisions of Section 160 of the Companies Act, 2013.

Further, the Nomination and Remuneration Committee has recommended her name to the Board of Directors of the Company and in the opinion of the Board, Mrs. Tanu Agarwal fulfills the conditions specified for her appointment as Independent Director of the Company as per the Companies Act, 2013, and rules made thereunder, moreover, Mrs. Tanu Agarwal is also Independent to the management of the Company.

In terms of the Companies Amendment Act, 2017 (relevant provisions notified on 09.02.2018), the requirement to deposit Rs. 1,00,000/- towards the proposal of the candidature of directorship is not required due to the following provision of Section 160 of the Companies Act, 2013;

"Provided that requirements of deposit of amount shall not apply in case of appointment of an independent director or a director recommended by the Nomination and Remuneration Committee, if any, constituted under sub-section (1) of section 178 or a director recommended by the Board of Directors of the Company, in the case of a Company not required to constitute Nomination and Remuneration Committee."

Hence the proposal by the member in the name of Mrs. Tanu Agarwal for her appointment (in the capacity of Non-Executive and Independent Director), is made without deposit of any amount.

Mrs. Tanu Agarwal has approx. 20 years of professional experience in the Corporate Sector. She is a law graduate and also holds a Master's degree in Commerce. Based on the aforesaid, the Board and Nomination and Remuneration Committee finds her suitable as she fulfils the conditions specified in the Law to be appointed as such.

Also, a copy of the draft letter for her appointment as an independent director setting out the terms and conditions, is available for inspection without any fee by the members, at the Company's registered office during normal business hours on working day up to the date of the AGM.

Having regard to her qualifications, knowledge and experience her appointment as an independent director will be in the interest of the Company. The Board of Directors accordingly recommends the resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members. None of the Directors, Key Managerial Personnel, and/ or their relatives, except Mrs. Tanu Agarwal is, in any way, concerned or interested in the said resolution.

By Order of the Board of Directors

Place: New Delhi
Date: August 13, 2024

(Pankaj Gupta)
Company Secretary
ICSI M. No. A63088

DIRECTORS' REPORT

To

The Members of SRM ENERGY LIMITED

Your Directors submit the 37th Annual Report of the Company together with the Audited Financial Statements for the Financial Year ended March 31, 2024.

1. Financial Summary/highlights on the Performance of the Company (Standalone & Consolidated):-

Summary of the Financial Statements of the Company for the year under review is as under:

(Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from Operations	-	-	-	-
Other Income	0.02	-	2.70	4.32
Total Income	0.02	-	2.70	4.32
Employee Benefit Expenses	24.79	22.60	29.31	30.88
Interest and Finance Charges	0.00	0.00	0.00	0.01
Depreciation and Amortizations	-	-	0.43	0.61
Impairment Loss	-	-	-	-
Other Expenses	13.84	13.17	50.32	200.24
Total Expenses	38.63	35.77	80.06	231.74
Profit/(Loss) before Tax	(38.61)	(35.77)	(77.36)	(227.42)
Tax Expense	-	-	1.16	-
Profit/(Loss) for the year	(38.61)	(35.77)	(78.52)	(227.42)
Other Comprehensive Income/(Loss)	(0.51)	-	(0.51)	-
Total Comprehensive Income/(Loss)	(39.12)	(35.77)	(79.03)	(227.42)

2. Dividend

In view of losses during the financial year 2023-24, the Board of Directors of the Company has not recommended any dividend on the equity shares of the Company.

3. Reserves

There is no surplus available to be carried forward to reserves. However, the negative balance in the Profit/Loss account has been duly accounted for.

4. Results of Business Operations and the State of Company's Affairs

Like previous year this year too no business could be conducted in your Company. The management could not find any possible opportunity in this regard, as the overall financial state of the Company was not favorable. Your management for the purposes of settling their loan in a partial manner had offered its investment in the Wholly owned subsidiary (WOS) to the Holding Company, such arrangement was not approved by the shareholders. The purpose of having such an arrangement was that your Company wanted to reduce the burden of loan and the compliances w.r.t. WOS so that your company could find any possible investor. Since the Company did not conduct any business operation during the reporting year and also no revenue was generated, the negative net worth of the Company has increased from Rs. (332.87) Lakhs to Rs. (371.99) Lakhs, and the losses of the Company has been Rs. 39.12 Lakhs which is increased by Rs. 3.35 Lakhs from the previous year. Moreover, your Company has constantly reported that its project could not take off and is in the abandoned stage. Amidst the

aforesaid situation, your Company is focused to find a suitable business opportunity or investment and to remain compliant in all respects.

As the company is not conducting any business, it was totally dependent on the Financial Assistance from its group companies. As informed earlier the Wholly Owned Subsidiary (WOS), for the purpose of meeting the administrative, legal and other day-to-day expenses and also to settle the outstanding loan, it was selling the land relating to the power project with the prior approval of the shareholders. During the year under reporting, all the land in the Subsidiary Company has been sold in complete. At present, the Subsidiary Company has no land in its account for further selling.

Material Events during the year under review and till the date of signing of this report.

a) During the year of reporting, M/s. Spice Energy Private Limited (the Holding Company) on account of the urgent Requirement of funds, demanded their outstanding loan, as advanced to the Company, to be repaid/settled. Considering their urgent requirement the Board of your company offered the only available assets (i.e. investment in M/s. SRM Energy Tamilnadu Private Limited) to the holding company against the partial settlement of their loan up to an extent of Rs. 1,32,00,000/- to which the Holding Company gave its consent.

In this regard, your company proceeded to accord the requisite approval of the Shareholders through Postal Ballot, which it could not obtained, hence the implementation of the sale/transfer of Investment of the Company in its Wholly-owned subsidiary did not take place and the loan of the Holding Company remained the

same. All the details relating to the relevant postal Ballot proceedings are disclosed to the public at large through the stock exchange in due course of time.

- b) During the year under review, SEBI has attached the Loan as extended by Mr. Gagan Rastogi (former director) to the Wholly owned Subsidiary i.e. M/s. SRM Energy Tamilnadu Private Limited in the recovery proceeding initiated against him. Such recovery proceedings were unrelated to your Company and its WOS. SEBI were continuously demanding the loan to be repaid, however the subsidiary could not meet such demand due to its adverse financial position. Considering its inability to meet such a huge liability and the default committed in this regard, the Board of Directors of the WOS has decided to approach the Hon'ble National Company Law Tribunal, New Delhi Bench under Section 10 of the Insolvency and Bankruptcy Code, 2016 for seeking the suitable resolution plan for it. Till the signing of this report, the Hon'ble NCLT has rejected the application on account of maintainability, though the WOS is planning to appeal against the said order of the Hon'ble NCLT.

5. Change in Nature of Business

There is no change in the nature of business of the Company during the year under review.

6. Material changes and commitment if any affecting the financial position of the Company occurred between the end of the Financial Year to which this Financial statement relates and the date of the report

Apart from disclosed elsewhere in this report, there are no material changes or commitments affecting the financial position of the Company between the end of the Financial Year and the date of the report.

7. Financial Statements

The Audited Financial Statements of the Company drawn up both on a standalone and consolidated basis, for the financial year ended March 31, 2024, in accordance with the requirements of the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS") notified under Section 133 of the Act, read with relevant rules and other accounting principles. The Consolidated Financial Statements have been prepared in accordance with Ind AS and relevant provisions of the Act based on the financial statements received from subsidiary company, as approved by their Board of Directors.

The Board has reviewed the affairs of the Subsidiary Company during the Financial Year. The audited Standalone and Consolidated Financial Statements for the F.Y. 2023-24 are provided in this Annual Report.

8. Internal Financial Controls

Your Company has maintained a well-established internal control framework, which is designed to continuously assess the adequacy, effectiveness and efficiency of financial and operational controls. The Board is of the opinion that the Company has sound Internal Financial Controls commensurate with the size, scale and complexity of its business operations.

The Audit Committee reviews at regular intervals the Internal Financial Control and Risk Management system and also the Statutory Auditors confirm that the Company's Internal Financial control is adequate. The report on the Internal Financial Control issued by M/s. Saini Pati Shah & Co, LLP, Chartered Accountants, Statutory Auditors of the Company in compliance with

the provisions under the Companies Act, 2013 is forming part as **Annexure B** of the Auditor's Report for the F.Y. 2023-24.

9. Annual Return and Extract of Annual Return

In terms of Section 92(3) of the Companies Act, 2013, the Annual Return of the Company as per MCA notification dated 25th August, 2020 is available on the website of the Company and the same can be obtained with the below link:

<http://www.srmenergy.in/Home/AnnualReturns>.

10. Subsidiaries, Joint Ventures and Associate Companies

Your Company has one Wholly Owned Subsidiary Company (WOS) viz. SRM Energy Tamilnadu Private Limited. There has been no material change in the nature of business of the Subsidiary and the said Subsidiary has not commenced operations.

Material Subsidiary

In terms of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the corporate governance provisions as specified in Regulation 24, i.e., with respect to the Subsidiary of the listed entity, does not apply to the Company during the period under review, on account of exemption granted under this regulations, however, your Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16(1)(c) of the Listing Regulations. The Policy, as approved by the Board, is uploaded on the Company's Website, which can be viewed with the below link:

<http://www.srmenergy.in/Data/Documents/SRM%20Energy%20-%20OD%20-%20Policy%20for%20Determining%20Material%20Subsidiary.pdf>

11. Performance and Financial Position of each of the Subsidiaries, Associates and Joint Venture Companies included in the Consolidated Financial Statements.

The Board has reviewed the affairs of the Company's Subsidiary at regular intervals. In accordance with Section 129(3) of the Companies Act, 2013 ("the Act"), the Company has prepared Consolidated Financial Statements incorporating the Financial Statements of Subsidiary which form part of the Annual Report. A separate statement containing the salient features of the Financial Statements of the Company's subsidiary, in the prescribed Form AOC-1 is annexed hereto as **Annexure-1**. This statement also provides details of the performance and financial position of the Subsidiary of the Company. Further, pursuant to the provisions of Section 136 of the Companies Act, 2013, these financial statements are also placed on the Company's website at <http://www.srmenergy.in/Home/AnnualReports>

Copy of these Financial Statements shall be made available to any Member of the Company, on request.

The Board has also explained about the material developments with the Subsidiary Company above at Point No. 4.

12. Deposits

During the Financial Year 2023-24, the Company has neither accepted/ renewed any deposit from the public,

nor there any outstanding deposit at the beginning or at the end of the year. Also, the Company has duly complied with the requirements of filing of return to ROC in the form of DPT-3 in this regard.

13. Statutory Auditor & Auditor's Report

At the Annual General Meeting held on 30th September, 2020, M/s Saini Pati Shah & Co. LLP, Chartered Accountants (FRN: 137904W/W100622) was appointed as Statutory Auditor of the Company for a period of 5 years to hold office till the conclusion of the Annual General Meeting to be held in the Financial Year 2025-26.

The Report given by the Auditors (M/s Saini Pati Shah & Co, LLP) on the financial statement of the Company is part of this Report. The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Act.

Further, basis the confirmations reported by the Auditor to the Board, there were no instances of fraud, misfeasance or irregularity detected and reported in the Company by the Statutory Auditor during the Financial Year 2023-24, however Auditors have expressed their qualified opinions in their report which are as below:

a) Qualified Opinions expressed in Auditors' Report on Standalone Financial Statements of the Company

- i) *We draw attention to Note 2.3 included in notes to the standalone financial statements which describes that the Company has no business operations and is continuously incurring cash losses. The Company has accumulated losses and its net worth has been fully eroded. Further, its current liabilities exceeded its current assets as at the balance sheet date. In the absence of any supportive audit evidence, there is material uncertainty of the Company's continuity as going concern and its ability to meet its financial and operational obligations as and when they fall due.*
- ii) *We draw attention to Note 4(ii) included in notes to the standalone financial statements which describes that the Company has equity investment in wholly owned subsidiary company amounting to Rs 132.00 lakhs. As the subsidiary has no business operations and is continuously incurring cash losses, has accumulated losses and its net worth has been fully eroded, its current liabilities exceeded its current assets as at the balance sheet date, the entire investment should be provided for impairment. However, the management believes that the investment in subsidiary is good for recovery. In the absence of any supportive audit evidence, we are unable to comment on the recoverability of this investment. Had the Company made the provision, the loss for the year would have been higher by Rs 132.00 lakhs and the investment as at that date would have been lower by Rs 132.00 lakhs.*

b) Qualified Opinions expressed in Auditors' Report on Consolidated Financial Statements of the Company.

- i) *We draw attention to Note 2.4 included in notes to the consolidated financial statements which describes that the Group has no business operations and is continuously incurring cash losses. The Group has accumulated losses and its net worth has been fully eroded. Further, its current liabilities exceeded its current assets as at the balance sheet date. In the absence of any supportive audit evidence, there is material uncertainty of the Group's continuity as going*

concern and its ability to meet its financial and operational obligations as and when they fall due.

- ii) *We draw attention to Note 17(ii) included in notes to the consolidated financial statements which describes that the SRM Energy Tamilnadu Private Limited (SETPL), a wholly owned subsidiary, during the year has received an Attachment Order from Securities and Exchange Board of India (SEBI) attaching and directing to remit the loan amount of Rs 4,326.56 lakhs given to SETPL by Mr. Gagan Rastogi to SEBI. SETPL has expressed its inability to remit the amount demanded to SEBI Recovery Officer quoting adverse financial position of the Group. In the absence of any appropriate audit evidence including third party confirmation and in lieu of the aforesaid ongoing recovery proceedings and communications between SETPL and SEBI, we are unable to comment on the consequential impact(s), if any, on these consolidated financial statements.*
- iii) *We draw attention to Note 13(i) included in notes to the consolidated financial statements which describes that SRM Energy Tamilnadu Private Limited (SETPL), a wholly owned subsidiary, during the year has sold balance portion of land for a sale consideration of Rs. 14.86 lakhs incurring loss of Rs 10.16 lakhs. In the absence of sale agreement pertaining to the transfer of title and any other appropriate audit evidence, we are unable to comment on the sale proceeds and resultant loss and additional financial implications, if any, on these consolidated financial statements.*
- iv) *We draw attention to Note 6 included in notes to the consolidated financial statements which describes that SRM Energy Tamilnadu Private Limited (SETPL), a wholly owned subsidiary, in the previous year has made provision for doubtful capital advance of Rs 60.10 lakhs recoverable from a supplier. In the absence of any appropriate audit evidence including any legal proceedings initiated by the Group against the supplier, we are unable to comment on the appropriateness of the provision and additional financial implications, if any, on these consolidated financial statements.*

In terms of Section 134(3)(f), the para wise explanations or comments by the Board of Directors of the Company on each Qualified opinions of the Auditors are as follows:

a) Explanation of the Board of Directors on the qualified opinions expressed in Auditors' Report on Standalone Financial Statements of the Company:

- i) The Parent Company's management is committed to provide the requisite financial support to maintain the 'Going Concern' status until some business projects are introduced.
- ii) The Management of the WOS has decided to approach to the NCLT u/s 10 of the IBC and is hopeful that it shall receive a resolution for this Company and hence, it is believed that the said investment in the WOS has not lost its value.

b) Explanation of the Board of Directors on the qualified opinions expressed in Auditors' Report on Consolidated Financial Statements of the Company:

- i) The Parent Company's management is committed to provide the requisite financial support to maintain the 'Going Concern' status until some business projects are introduced.
- ii) The matter is under the observation of the Management and is aware of the facts. However, till the date of preparation of the Statement on the

Impact of Audit Qualifications, and financial statements, no further communication has been received from SEBI.

- iii) Lands sold off by WOS are in piecemeal, cordoned and scattered under remote villages falling under various Sub-Registrars. Regional language, remoteness adds woes to the management in selling such piecemeal lands and is entirely dependent upon local representatives for the successful land deals. There has been a delay in arranging the executed land agreements but howsoever, the sale proceeds have been received through the banking channels. The management is making the required efforts to arrange the deeds.
- iv) The management is putting all efforts to locate the supplier through various means and channels and is hopeful to derive their whereabouts soon and the Company shall take appropriate actions accordingly.

14. Internal Auditor & their Report

The Company had engaged M/s. Amar Jeet Singh & Associates, Chartered Accountants (FRN: 025470N), as the Internal Auditors of the Company for the Financial Year 2023-24 and their reports are reviewed by the audit committee from time to time. The internal audit assists the Company to review the operational efficiency and the internal controls.

The Internal Auditor has not reported any qualification, reservation or adverse opinion during the period under review.

During the Current year 2024-25, the Board of Directors of the Company, on the recommendation of the Audit Committee, has appointed M/s. A S N & Company, Chartered Accountants (FRN: 022977N), as the Internal Auditors of the Company for the financial year 2024-25.

15. Secretarial Auditor & Secretarial Audit Report

A Secretarial Audit Report for the year ended 31st March, 2024, in prescribed form, duly audited by a Practicing Company Secretary M/s. S.K. Nirankar & Associates is annexed as **Annexure-2** herewith and forming part of the report.

There is no qualification, reservation or adverse remark made by the Secretarial Auditor in its report.

The aforesaid Secretarial Auditor is further appointed for the Financial Year 2024-25 by the Board of Directors of the Company in their meeting held on August 13, 2024.

Further, the Company is exempted from conducting the secretarial audit of the material subsidiary under Regulation 24A (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Such exemption is available to the Company under the provisions of sub-regulation (2) of Regulation 15 of the aforesaid Listing Regulations. Since the requirement of conducting a secretarial audit of the material subsidiary is not applicable to the Company the same is not conducted.

16. Disclosure about Cost Audit

The provisions of maintenance of cost audit records and filing are not applicable to the Company.

17. Share Capital

During the year under review, the Company has not issued equity shares or sweat equity shares. The Company has

not offered any shares under the Employee Stock Option Scheme and bought back any of its securities. The Company has not issued any debentures, bonds or any other non-convertible securities or warrants during this Financial Year.

Hence, during the Financial Year 2023-24 no changes took place in the share capital of the Company.

Authorized Share Capital:

The Authorized Share Capital of the Company as at March 31, 2024 is Rs. 11,30,00,000/- (Rupees Eleven Crore Thirty Lakhs) divided into 1,13,00,000 Equity Shares of Rs. 10/- (Rupees Ten) each.

Issued & Subscribed Share Capital:

The Issued & Subscribed Capital of the Company as at March 31, 2024 is Rs. 9,06,00,000/- (Rupees Nine Crore Six Lakhs) divided into 90,60,000 Equity Shares of Rs. 10/- (Rupees Ten) each.

18. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo.

Members are requested to consider the details as mentioned herein below:

(A)	CONSERVATION OF ENERGY	
	The steps taken or impact on conservation of energy	NA
	The steps taken by the company for utilizing alternate sources of Energy	NA
	The capital investment on energy conservation equipments	NA
(B)	TECHNOLOGY ABSORPTION	
	The efforts made towards technology absorption	NA
	The benefits derived like product improvement, cost reduction, product development or import substitution	NA
	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	NA
	The expenditure incurred on research and development	NA

19. Details of Foreign currency transactions are as follows:

There have been no dealings in forex in the financial year under consideration.

20. Details of policy developed and implemented by the Company on its Corporate Social Responsibility ("CSR") initiatives.

The provisions for CSR under the Companies Act, 2013, are not applicable to the Company for the year of reporting.

21. Directors and Key Managerial Personnel.

The Company's policy is to maintain an optimum combination of Executive and Non-Executive Directors on the Board. There is a change in the Board of Directors / Key Managerial Personnel of the Company which are detailed below:

S. N.	Name of Director/KMP	Designation	Change During the year
1.	Mr. Sharad Rastogi	Whole-time Director	-
2.	Mr. Vijay Kumar Sharma	Non-Executive and Non-Independent Director	-
3.	Mrs. Tanu Agarwal	Non-Executive and Independent Director	Resigned w.e.f. 28.02.2024
4.	Mrs. Tanu Agarwal	Additional Director (In the Capacity of Non-Executive and Independent Director)	Appointed w.e.f. 28.03.2024
5.	Mr. Parshant Chohan	Non-Executive and Independent Director	-
6.	Mr. Raman Kumar Mallick	Chief Financial Officer	-
7.	Mr. Pankaj Gupta	Company Secretary and Compliance Officer	-

Changes in Directors and Key Managerial Personnel (KMP):

a) Changes in Directors: During the year under review:

Mrs. Tanu Agarwal, who was serving as an Independent Director on the Board of the Company had resigned from the Board w.e.f. close of business hours on February 28, 2024 on account of personal reasons and other professional commitment/engagements. However, considering her valuable engagement with the Company in her capacity as an Independent Director of the Company and her discussion with the management of the Company, she consented to re-join the Company's Board in the same capacity, i.e., the Independent Director of the Company. Accordingly, the Board of Directors of the Company in terms of section 161(1) of the Companies Act, 2013, appointed her as an Additional Director (in the capacity of Non-Executive and Independent) on the Board of the Company w.e.f. from March 28, 2024.

The Board recommends for the regularization of the appointment of Mrs. Tanu Agarwal as a Non-Executive Independent Director for a period of 5 years commencing from March 28, 2024 to March 27, 2029 to the shareholders at the item No. 3 set out in the Notice of the Annual General Meeting appended in this Annual Report.

b) Cessation of KMP: During the reporting year, there has been no change in the KMPs of the Company.

Recommendation to the shareholders for appointment of Directors

a) In terms of Section 152(6) and other applicable provisions of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Sharad Rastogi (DIN: 09828931), Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment, a brief resume and other details of Mr. Sharad Rastogi, who is proposed to be re-appointed as Director of your Company has been included in the Notice of the ensuing Annual General Meeting.

b) In terms of Section 161 and other applicable provisions of the Companies Act, 2013, Mrs. Tanu Agarwal (DIN: 07134266), Additional Director (Non-Executive and Independent) shall hold office up to the date of the ensuing Annual General Meeting. The Board recommends to the shareholders at the ensuing Annual General Meeting for the regularization of the appointment of Mrs. Tanu Agarwal as the Director (in the capacity of Non-Executive and

Independent) of the Company for a term of 5 years beginning from March 28, 2024 till March 27, 2029. A brief resume and other details of Mrs. Tanu Agarwal has been included in the Notice of the ensuing Annual General Meeting.

Declaration of Independent Directors and Familiarization Program:

The Company has received necessary declarations from the Independent Directors confirming that they meet the criteria of independence as prescribed under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and they have registered their names in the Independent Director's Data Bank. The Independent Directors are in compliance with the Code of Conduct prescribed under Schedule IV of the Act.

The Company conducts a familiarization program in which various amendments in the Companies Act, 2013 and Amendments in SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 are discussed.

The details of the familiarization program imparted to Independent Directors are available on the website of the Company and can be viewed on the following link: <http://www.srmenergy.in/Home/Policies>

Formal Annual Evaluation

A formal evaluation of the performance of the Board, its Committees and the individual Directors was carried out for the year 2023-24. The evaluation was done using individual questionnaires covering the vision, strategy & role clarity of the Board, Board dynamics & processes, contribution towards the development of the strategy, risk management, receipt of regular inputs and information, functioning, performance & structure of Board Committees, ethics & values, skill set, knowledge & expertise of Directors, leadership etc.

As part of the evaluation process, the Performance evaluation of all the Directors has been done by all the other Directors (except himself & herself) and the Directors have also evaluated the performance of the Board and its Committees as a whole. The Directors expressed satisfaction with the evaluation process.

Number of meetings of the Board of Directors

Your Board meets at regular intervals to discuss and decide on various financial matters, legal and compliance matters, and other businesses. During the year under review, 8 (eight) Board Meetings were convened and held and the interim gap between the meetings was as per the period prescribed under the Companies Act, 2013.

S.N.	Date of Board Meeting	Board Strength	No of Directors Present
1	May 23, 2023	4	4
2	June 13, 2023	4	4
3	June 27, 2023	4	4
4	August 14, 2023	4	4
5	September 28, 2023	4	3
6	November 07, 2023	4	3
7	February 06, 2024	4	3
8	March 28, 2024	4	2

22. Audit Committee

The objective of the audit committee is to ensure and monitor the financial affairs of the Company, its reporting etc. This is also entrusted to ensure the effective control

relating to financial transactions and accounting activities of the Company. The Committee further acts as a link among the Management, the Statutory Auditors, the Internal Auditors and the Board of Directors to oversee the financial affairs and the reporting process. The members of the Committee are with requisite knowledge in financial, accounting and business matters. Minutes of the audit committee meetings are circulated to the Committee and Board members.

The constitution of the audit committee is in conformity with the Companies Act, 2013 and the Listing Regulations. The Chairman of the Audit Committee is an Independent Director

Also, the functioning of the Committee is governed by the terms of reference which are in line with the regulatory requirements as mandated by the Companies Act, 2013 and the Listing Regulations. The recommendations made by the Audit Committee during the year were accepted by the Board.

Moreover, the members of the Audit Committee are financially literate. The Chief Financial Officer, Statutory Auditors and Internal Auditors, Internal Auditors are invitees to the meetings of the Audit Committee. The Company Secretary acts as the secretary to the Audit Committee.

Composition of Audit Committee and changes therein during the financial year 2023-24 are as follows:

S.No.	Name of Member	Designation
1.	Mrs. Tanu Agarwal	Chairperson
2.	Mr. Vijay Kumar Sharma	Member
3.	Mr. Parshant Chohan	Member

During the year under review, Mrs. Tanu Agarwal was the chairperson of the Audit Committee, however due to her resignation from the post of Director of the Company w.e.f close of business hours on February 28, 2024 her appointment as the Chairperson of the Audit Committee was ceased. However, she was re-designated as the Chairperson of the Audit Committee after her appointment on the Board of Directors of the Company w.e.f. March 28, 2024 in the capacity of Non-Executive Independent Director.

Meetings of the Audit Committee and attendance thereat.

During the Financial Year 2023-24, the Audit Committee met 6 (six) times, on the following dates:

S. N.	Date of Audit Committee Meeting	Total No. of members entitled to attend the Meeting	No. of members attended the Meeting
1	May 23, 2023	3	3
2	June 13, 2023	3	2
3	June 27, 2023	3	2
4	August 14, 2023	3	3
5	November 07, 2023	3	2
6	February 06, 2024	3	2

Details of the Establishment of Vigil Mechanism for Directors and Employees

In order to ensure that the activities of the Company are conducted in a fair and transparent manner by adoption of the highest standards of professionalism, honesty, integrity and ethical behavior, the Company has adopted a vigil mechanism policy, there is direct access to the Chairperson of the Audit Committee.

The said policy is available on the Company's website and can be viewed with the link below:

<http://www.srmenergy.in/Data/Documents/SRM%20Energy%20-%20OD%20-%20Whistle%20Blower.pdf>

23. Nomination and Remuneration Committee

Pursuant to the provisions of Section 178 of the Companies Act, 2013, Rule 6 of the Companies (Meetings of Board & its Powers) Rules, 2014 and Regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted a Nomination and Remuneration Committee of the Board of Directors.

The Company has in place a policy formulated by the Board of Directors of the Company relating to the remuneration for the Directors, Key Managerial Personnel, Senior management and other employees and also the criteria for determining the qualification, positive attributes and independence of Directors. Such Policy is annexed in this report as **Annexure-3**.

Composition of Nomination and Remuneration Committee and changes therein during the financial year 2023-24 are as follows:

S.N.	Name of Member	Designation
1.	Mrs. Tanu Agarwal	Chairperson
2.	Mr. Vijay Kumar Sharma	Member
3.	Mr. Parshant Chohan	Member

During the year under review, Mrs. Tanu Agarwal was the chairperson of the Nomination and Remuneration Committee, however due to her resignation from the post of Director of the Company w.e.f close of business hours on February 28, 2024 her appointment as the Chairperson of the Nomination and Remuneration Committee was ceased. However, she was re-designated as the Chairperson of the committee after her appointment on the Board of Directors of the Company w.e.f. March 28, 2024 in the capacity of Non-Executive Independent Director.

Meetings of the Nomination and Remuneration Committee and attendance thereat.

During the Financial Year 2023-24, the Nomination and Remuneration Committee met 3 (three) times, on the following dates:

S.N.	Date of NRC Meeting	Total No. of Members entitled to attend the Meeting	No. of Members attended the Meeting
1	May 23, 2023	3	3
2	August 14, 2023	3	3
3	November 07, 2023	3	2

24. Stakeholders Relationship Committee

The composition of the Stakeholders Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

The Prime responsibility of the Stakeholders Relationship Committee is to ensure that the proper liaisoning is established with the shareholders of the Company and the grievances of

security holders are resolved efficiently and effectively i.e. within the given time period.

Composition of Stakeholders Relationship Committee and changes therein during the financial year 2023-24 are as follows:

S.N.	Name of Member	Designation
1	Mr. Vijay Kumar Sharma	Chairman
2	Mr. Sharad Rastogi	Member
3	Mr. Prashant Chohan	Member

There were no changes in the Committee during the year of reporting.

Meetings of the Stakeholders Relationship Committee and attendance thereat.

During the Financial Year 2023-24, the Stakeholders Relationship Committee met on May 23, 2023 in which all the Members of the Stakeholders Relationship Committee were present.

25. Particulars of loans given, investments made, guarantees given and securities provided.

The Company has neither granted any Loans, extended any Guarantees or provided any Securities nor made any Investments during the Financial Year 2023-24, pursuant to the provisions of Companies Act, 2013.

Particulars of contracts or arrangements made with related parties.

During the Financial Year 2023-24, your Company has not made any new contracts with related parties pursuant to Section 188 of the Companies Act, 2013. Like previous years there were instances of transactions with related party as detailed below:

As informed earlier, the SRM Energy Tamilnadu Pvt. Ltd. (Wholly Owned Subsidiary) related party as per Section 2(76) of the Companies Act, 2013, had provided unsecured loans to our Company to fulfill the Company's requirements related to legal expenses, necessary statutory compliances and to meet the outstanding liabilities. Such loan transactions do not fall under the criteria of Section 188 of the Companies Act, 2013. All these transactions are material related party transactions in terms of Reg 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, however, this regulation is not applicable to the Company as per exemption given under Regulation 15(2) of the said regulations.

The Company has taken omnibus approval from the audit committee for above mentioned transactions as per provisions of Section 177 of the Companies Act, 2013.

The Company has a Related Party Transaction and Arm's Length Pricing Policy, which can be accessed with the link mentioned below:

<http://srmenenergy.in/Data/Documents/SRM%20Energy%20-%20OD%20-%20Policy%20on%20Dealing%20with%20Related%20Party%20Transactions.pdf>

26. Managerial Remuneration

Disclosure pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided below:

- a) The Ratio of the remuneration of each Director to the Median remuneration of the employees of the Company for the year 2023-24:

- None of the Directors of the Company has drawn any remuneration in any form during the Financial Year 2023-24, hence no such ratio could be calculated.

- b) The percentage increase in remuneration of each Director, CFO, CEO, CS or Manager in the Financial Year:

- None of the Directors of the Company has drawn any remuneration in any manner whatsoever from the Company during the year and hence there was no event of increase in the remuneration of any of the Directors during the Financial Year 2023-24.

- Increment in the remuneration of the Chief Financial Officer and Company Secretary of the Company had taken place during the year of reporting as compared to the previous year. The percentage increase in the remuneration was as follow:

Name	Raman Kumar Mallick	Pankaj Gupta
Designation	C.F.O.	Company Secretary
Percentage Change	6.89%	31.25%

- c) The percentage increase in the median remuneration of employees in the Financial Year

- There were no employees on the payroll of the Company other than CFO and CS of the Company. The percentage increase in the median remuneration of the employees of the Company is 6.89%. Median remuneration of the employee is provided only for those employees who have drawn remuneration from the Company for the full fiscal of 2024 and 2023. Only CFO has remain employed for the entire fiscal of 2024 and 2023.

- d) The number of permanent employees on the roll of the Company:

- During the year 2023-24, two employees were on the payroll of the Company which are the Company Secretary and the Chief Financial Officer.

- e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

- As explained above, there is no employee on the roll of the Company other than the managerial personnel (CS and CFO). Hence, no such comparison can be drawn.

- f) The Remuneration is as per the remuneration policy of the Company.

- g) The names of the top 10 employees during the year of reporting in terms of remuneration are:

S.N.	Name of Employee	Designation
1	Mr. Raman Mallick	Chief Financial Officer
2	Mr. Pankaj Gupta	Company Secretary and Compliance Officer

- h) There were no employees in the Company during the year who were in receipt of remuneration in excess of Rs. 1,02,00,000/- per annum or Rs. 8,50,000/- per month.

27. Risk Management Policy

Your Company has developed and implemented a Risk Management Policy, including the identification of elements

of risk and its severity, that may impact the existence of the Company. Though the applicability of the risk management committee does not apply to the Company. However, the Audit Committee of the Board is entrusted to ensure the Risk Management Policy and System.

The Board of Directors has a Risk Management Policy which is available on the Company's website with the below link:

<http://www.srmenergy.in/Data/Documents/SRM%20Energy%20-%20OD%20-%20Risk%20Management.pdf>

28. Management Discussion and Analysis Report

In terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, a Management Discussion and Analysis Report has been prepared and the same is forming part of this Report.

29. Corporate Governance

As per regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with the corporate governance provisions as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V, shall not apply in respect of the listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year. At present, the Company's Paid up capital is Rs. 9.06 Crores and the net worth is Rs. 3.72 Crores in negative, which is within the threshold limits as prescribed in the aforesaid regulation, therefore it is exempted to comply with the aforesaid requirements of the Corporate Governance and hence the said report is not annexed.

30. Annual Secretarial Compliance Report

Your Company being eligible has claimed exemption under Regulation 15(2) of SEBI (LODR), Regulations, 2015 to BSE for submitting Annual Secretarial Compliance Report. Such exemption was duly filed to the exchange.

31. Listing of Securities

The Company's Securities are currently listed on Bombay Stock Exchange Limited (BSE Limited) with ISIN-INE173J01018 and scrip code 523222. The annual listing fees for the Financial Year 2023-24 and 2024-25 have been paid to the exchange.

32. Directors' Responsibility Statement

The Financial Statements of the Company were prepared in accordance with Indian Accounting Standards (Ind AS).

In terms of Section 134(5) of the Companies Act, 2013, the Directors would like to state/confirm that:

- in the preparation of the annual accounts for the Financial Year ended on 31st March, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the appropriate accounting policies have been selected and applied 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 2023-24 and of the profit and loss of the Company for that period;
- the proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- the annual accounts for the Financial Year ended on 31st March, 2024 have been prepared on a going concern basis;
- the Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively, and
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

33. Transfer of unclaimed dividend to Investor Education and Protection Fund

During the Financial Year 2023-24, no such event has arisen as the Company has not declared dividend for the concerned years. Hence, the provisions of Section 125(2) of the Companies Act, 2013 do not apply.

34. Secretarial Standards

The Board of Directors affirms that the Company has complied with the applicable Secretarial Standards, i.e., SS-1 and SS-2 issued by the Institute of Companies Secretaries of India.

35. Prevention of Sexual Harassment of Women at the Workplace

In terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, your Company is exempted from compliance under said provisions. Hence, no Internal Complaint Committee (ICC) is constituted during the period under review.

36. Details of Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016.

No application has been made under the Insolvency and Bankruptcy Code by or against the Company till the date of this report; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year along with their status as at the end of the financial year is not applicable.

However, as disclosed above, the Wholly-owned subsidiary has made an Application under Section 10 of the Insolvency and Bankruptcy Code, 2016 which was rejected by the tribunal on the ground of maintainability. The subsidiary is planning to challenge the said order of the hon'ble tribunal NCLT.

37. Acknowledgements

Your directors are pleased to place their gratitude to all the shareholders of the Company and also the Bank and Government Authorities for their co-operation to the Company. Your Directors are also grateful to the employee/ s for their dedication and support given to the Company, especially in this adverse position.

For and on behalf of the Board of Directors

(Sharad Rastogi)
Whole-time Director
DIN: 09828931

(Vijay Kumar Sharma)
Director
DIN:03272034

Place: New Delhi
Date: August 13, 2024

Annexure-1

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries

Part "A": Subsidiaries

(Information in respect of each subsidiary with amounts in Lakhs)

S.No.	Particulars	Name of the Subsidiary
		SRM Energy Tamilnadu Private Limited
1	Date since when subsidiary was acquired	October 18, 2013
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.
4	Share capital (Paid-up)	132.00
5	Reserves & surplus	(4,458.96)
6	Total assets	2.43
7	Total Liabilities	4,329.39
8	Investments	-
9	Turnover	-
10	Profit / (Loss) before taxation	(262.10)
11	Provision for taxation	-
12	Adjustment in respect of tax of earlier years	1.16
13	Profit after taxation	(263.26)
14	Proposed Dividend	-
15	Extent of shareholding (in percentage)	100%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations:
 - a. SRM Energy Tamilnadu Private Limited
2. Names of subsidiaries which have been liquidated or sold during the year: N.A.

**For & on Behalf of the Board of Directors
SRM Energy Limited**

Sharad Rastogi
Whole Time Director
DIN:09828931

Vijay Kumar Sharma
Director
DIN:03272034

Pankaj Gupta
Company Secretary
and Compliance Officer
Membership No. A63088

Raman Kumar Mallick
Chief Financial Officer

Place : Delhi
Date : 28/05/2024

**FORM MR-3
SECRETARIAL AUDIT REPORT**

Annexure-2

For the Financial year ended 31st March 2024

[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 Board of Directors,
SRM Energy Limited**

Regd. Off: 21 Basant Lok Complex,
Vasant Vihar, New Delhi- 10057, India.
[CIN: L17100DL1985PLC303047]

We, M/s S K Nirankar & Associates, Company Secretaries (FRN: S2018UP570400) have conducted secretarial audit of the compliance of applicable statutory provisions and adherence to corporate governance practices by **SRM Energy Limited** [hereinafter referred as '**the Company**'] for financial year ended March 31, 2024 ("**Audit Period**"). The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Limitation of the Auditors

- (i) Based on our verification of the Company's books, papers, minute books, forms and returns filed, and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the Audit Period, complied with the statutory provisions listed hereunder; and
- (ii) Based on the confirmation and explanation wherever required by us, the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

Auditors Responsibility

- (i) Our responsibility is to express the opinion on the compliance with the applicable laws, as per prescribed format, and maintenance of records based on audit. We conducted our audit in accordance with the Guidance Note on Secretarial Audit ("Guidance Note") and Auditing Standards issued by the Institute of Company Secretaries of India ("ICSI"). The Guidance Note and Auditing Standards require that we comply with statutory and regulatory requirements and also that we plan and perform the audit so as to obtain reasonable assurance about compliance with applicable laws and maintenance of records.
- (ii) Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.
- (iii) We believe that the audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Board processes and compliance-mechanism.

The Members are requested to read Secretarial Audit Report ("Report") along with our letter dated August 13, 2024 an enclosed herewith to this Report as **Annexure - A**.

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial period ended on March 31, 2024 according to the applicable provisions, as amended, of:
 - i) The Companies Act, 2013 (the 'Act') and the Rules made thereunder read with notification issued by Ministry of Corporate Affairs;
 - ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
 - iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
 - iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period) ;
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)
 - f) The Securities and Exchange Board of India (Registrars to an issue and share transfer agents) Regulations, 1993 regarding the Companies Act and dealing with clients; (Not applicable since the Company is not registered as Registrar to an Issue and Share Transfer Agent during the audit period)
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period)

- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period) and
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Based upon the Management Representation, wherever required from the Company, its officers, and compliance reports from the management for systems and mechanism framed by the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, we further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company, to monitor and ensure compliance of other Act, Laws and Regulations specifically applicable to the Company.
3. We have also examined compliance with the applicable clauses of the following:
 - (a) the Secretarial Standards issued by the Institute of Company Secretaries of India, with respect to Board and General Meetings (hereinafter referred as 'Secretarial Standards'); and
 - (b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'SEBI (LODR) Regulations, 2015') and the Listing Agreements entered by the Company with the National Stock Exchange of India Limited and the BSE Limited.
4. During the period under review, to the best of our knowledge and belief and according to the information and explanations given to us, the Company has been generally regular in compliance with the provisions of the Acts, Rules, Regulations and Secretarial Standards and other applicable laws including labour and environmental laws, as applicable to it:
5. We further report that compliance of applicable financial laws including direct and indirect tax laws and maintenance of financial records and books of accounts by the Company has not been reviewed in this audit since the same has been subject to review by the Statutory Auditors and other designated professionals.
6. We further report that:
 - i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors and Independent Directors including women Director. Further, the changes in the composition of the Board of Directors that took place during the period under review as stated below, were carried out in compliance with the provisions of the Act.

During the period under review, Mrs. Tanu Agarwal resigned as Independent Director of the Company w.e.f February 28, 2024.

Further, Mrs. Tanu Agarwal was appointed by the Board in the Board Meeting held on March 28, 2023 as an Additional Director (Non-Executive and Independent) of the Company w.e.f. March 28, 2023, shall hold the office till ensuing Annual General Meeting.
 - ii. Adequate notice is given to all directors to schedule the Board Meetings and Committee. Notice and Agenda with notes to Agenda of Board and Committee meetings was sent at least seven days in advance of the meeting and 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.
 - iii. Decisions of Board/Committee were carried through majority. We have been 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.
 - iv. 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.
 - v. We 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 as mentioned herein below:
 - a. During the period under review, the Board of Directors of the Company in their meeting held on June 27, 2023 has approved the proposal for selling or disposing of assets / undertaking of the company (by way of transfer of investment (equity shares) in SRM Energy Tamilnadu Private Limited, the wholly owned subsidiary of the company, to M/s. Spice Energy Private Limited, the Holding Company).

However, the shareholders of the Company via postal ballot dated August 04, 2023 regarding the aforementioned subject, did not approve in favor of the resolution and proposal was not passed accordingly.

For S K Nirankar & Associates
Company Secretaries
[FRN S2018UP570400]

Satish Kumar Nirankar
Partner
Membership No.: F9605
COP No.:19993
Peer View No.: 2025/2022
UDIN: F009605F000962282

Place: Noida (U.P.)
Date: August 13, 2024

Annexure - A to Secretarial Audit Report dated August 13, 2024

To,
The Members,

SRM Energy Limited
21, Basant Lok Complex,
Vasant Vihar, New Delhi-110057
[CIN: L17100DL1985PLC303047]

The Secretarial Audit Report dated August 13, 2024 is to be read with this letter.

The compliance of provisions of all laws, rules, regulations and standards applicable to SRM Energy Limited [hereinafter referred as 'the Company'] is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.

1. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices followed provide a reasonable basis for the purpose of issue of the Secretarial Audit Report.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is taken care in the statutory audit process.
4. We have relied upon the management confirmation and compliance certificates, as presented to the Board, on compliance of laws, rules and regulations and happening of events, wherever required.
5. 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.

For S K Nirankar & Associates
Company Secretaries
[FRN S2018UP570400]

Satish Kumar Nirankar
Partner
Membership No.: F9605
COP No.:19993
Peer View No.: 2025/2022
UDIN:F009605F000962282

Place: Noida (U.P.)
Date: August 13, 2024

Remuneration Policy for Directors, Key Managerial Personnel, Senior Management and other employees

- 1. Introduction**
 - 1.1 SRM Energy Limited (SRM) formulated the remuneration policy for its directors, key managerial personnel, Senior Management and other employees keeping in view the following objectives:
 - 1.1.1 Ensuring that the level and composition of remuneration is rational and adequate to attract, retain and motivate, to run the company successfully.
 - 1.1.2 Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
 - 1.1.3 Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.
- 2. Scope and Exclusion:**

This Policy sets out the guiding principles for the, Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel senior management and other employees of the Company.
- 3. Terms and References:**

In this Policy, the following terms shall have the following meanings:

 - 3.1 "Director" means a director appointed to the Board of the Company.
 - 3.2 "Key Managerial Personnel" means
 - (i) the Chief Executive Officer or the managing director or the manager;
 - (ii) the company secretary;
 - (iii) the whole-time director;
 - (iv) the Chief Financial Officer;
 - (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
 - (vi) such other officer as may be prescribed under the Companies Act, 2013
 - 3.3 "Nomination and Remuneration Committee" means the committee constituted by SRM's Board in accordance with the provisions of Section 178 of the Companies Act, 2013, Companies (Amendment) Act, 2017, rules made thereunder (including any amendment/modifications thereof) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - 3.4 "**Senior Management**" means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors (including the functional heads)/chief executive officer /managing director /whole time director/ manager (including chief executive officer/ manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.
- 4. Policy:**
 - 4.1 Remuneration to Executive Directors and Key Managerial Personnel**
 - 4.1.1 The Board, on the recommendation of the Nomination and Remuneration (NR) Committee, shall review, approve and ratify the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.
 - 4.1.2 The Board, on the recommendation of the NR Committee, shall also review, approve and ratify the remuneration payable to the Key Managerial Personnel of the Company.
 - 4.1.3 The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:
 - (i) Basic Pay
 - (ii) Perquisites and Allowances
 - (iii) Stock Options
 - (iv) Commission (Applicable in case of Executive Directors)
 - (v) Retiral benefits
 - (vi) Annual Performance Bonus
 - 4.1.4 If committee finds it suitable, the Annual Plan and Objectives for Executive Directors and Senior Executives (Executive Committee) shall be reviewed by the NR Committee and Annual Performance Bonus will be approved by the Committee based on the achievements against the Annual Plan and Objectives.
 - 4.2 Remuneration to Non-Executive Directors & Independent Directors**
 - 4.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.
 - 4.2.2 Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof. The Non-Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.
 - 4.3 Remuneration to Senior Management Personnel**

The NR Committee shall be responsible to recommend to the board, all remuneration, in whatever form, payable to senior management as required from time to time.
 - 4.4 Remuneration to other employees**

Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, position, knowledge and current remuneration levels for comparable jobs.
- 5. In view of the the prevailing financial conditions of the company, the Managing Director is not taking any remuneration and rest all other directors have also decided not to accept any sitting fees.**

Policy for selection of Directors and determining Directors' Independence

1. Introduction

1.1 SRM Energy Limited (SRM) believes that a progressive Board consciously creates a background of direction to offer a long-term vision and policy approach to Improve the quality of governance. Towards this, SRM ensures structure of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.

1.2 SRM recognizes the significance of Independent Directors in achieving the efficiency of the Board. SRM aims to have an optimal combination of Executive, Non-Executive and Independent Directors.

2. Scope and Exclusion:

This Policy sets out the guiding principles for the Human Resources, Nomination and Remuneration Committee for Identifying persons who are qualified to become Directors and to conclude the Independence of Directors, In case of their appointment as Independent directors of the Company.

3. Terms and References:

In this Policy, the following terms shall have the following meanings:

3.1 "Director" means a director appointed to the Board of a company.

3.2 "Human Resources, Nomination and Remuneration Committee" means the committee constituted by SRM's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement.

3.3 "Independent Director" means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49(II)(B) of the Equity Listing Agreement.

4. Policy

4.1 Qualifications and criteria

4.1.1 The Human Resources, Nomination and Remuneration (HRNR) Committee, and the Board, shall. review on an annual basis, appropriate skills, acquaintance and knowledge required of the Board as a whole and its individual members. The objective is to have a Board with varied background and skill that are relevant for the Company's operations.

4.1.2 In evaluating the appropriateness of individual Board members, the HRNR Committee may take into account factors, such as:

- Common understanding of the Company's
- Educational and professional background
- Position In the profession;
- Individual and professional principles, Integrity and ethics;
- Passion to dedicate enough time and energy In carrying out their duties and responsibilities efficiently.

4.1.3 The proposed appointee shall also fulfill the following requirements:

- Shall possess a Director Identification Number;
- Shall not be disqualified under the Companies Act, 2013;
- Shall give his written consent to act as a Director;
- Shall effort to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
- Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
- Shall disclose his concern or Interest In any company or companies or bodies corporate, firms, or other association of Individuals Including his shareholding at the first meeting of the Board In o every financial year and thereafter whenever there is a change In the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013,
- Equity Listing Agreements and other relevant laws.

4.1.4 The HRNR Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

4.2 Criteria of Independence

4.2.1 The HRNR Committee shall assess the independence of Directors at the time of appointment / reappointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

4.2.2 The criteria of independence, as laid down in Companies Act, 2013 and Clause 49 of the Equity Listing Agreement, is as below:

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director-

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company; (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two

- immediately preceding financial years or during the current financial year;
- e. who, neither himself nor any of his relatives
- (l) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ll) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of-
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - (iii) holds together with his relatives two per cent or more of the total voting power of the company; or
 - (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or
 - (v) is a material supplier, service provider or customer or a lessor or lessee of the company.
- f. shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the Company's business.
- g. shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013.
 - h. who is not less than 21 years of age.
- 4.2.3 The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.
- 4.3 Other directorships/ committee memberships
- 4.3.1 The Board members are likely to have sufficient time and knowledge and skill to contribute to efficient Board performance. Accordingly, members should willingly limit their directorships in other listed public limited companies in such a way that it does not hamper with their role as directors of the Company. The HRNR Committee shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.
- 4.3.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies.
- 4.3.3 A Director shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole time Director in any Listed Company.
- 4.3.4 A Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships.
- For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
Board of Directors
SRM ENERGY LIMITED

- A. We have reviewed Financial Statements and the cash flow statement for the Financial Year ended March 31, 2024, and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which is fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee the:
- (1) Significant changes in internal control over financial reporting during the year;
 - (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

(Sharad Rastogi)
Whole-time Director
DIN: 09828931

Date : May 28, 2024
Place : New Delhi

(Raman Kumar Mallick)
Chief Financial Officer

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion Analysis ("MDA") includes the relevant aspects which may have impact on the Company and its wholly owned subsidiary during the year of reporting. It contains an overall review and analysis of the Industry Structure to which your Company belongs to. It discusses the developments, opportunities, threats and Performance of the Company and overall industry. The management also discusses the Internal Control Systems and their Adequacy, Key financial aspects and the Overall Risks and Concerns during the financial year and till date of this report.

GLOBAL ECONOMY

After a year marked by global uncertainties and volatilities, the global economy achieved greater stability in 2023. While having the uncertainty belonging to the adverse geopolitical developments, the growth w.r.t the global economy was fairly good. As per the World Economic Outlook (WEO), April 2024 of the International Monetary Fund (IMF), the global economy registered a growth of 3.20% in 2023, though marginally lower compared to the growth in 2022 having 3.50% but higher compared to the projection of 2.80% as per the report in April 2023.

Both emerging market and developing economies (EMEs) and Advance Economies (AEs) has achieved higher growth in 2023 than projected a year ago. The growth in the EMEs has been 4.30% in 2023 (April-2024 report) compared to 4.10% in the year 2022 and 3.90% projected in April-2023. However, the AEs have recorded the growth of 1.60% in the year 2023 (April-24 Report) compared to the projected growth of 1.30% and the growth of 2.60% in the year 2022.

Almost all major economies have surpassed the pre Covid-19 pandemic. The real gross domestic product (GDP) levels in 2023. However, growth has been diverse across countries, raising prospects of increasing divergences. Some economies, including India and China, have attained GDP levels 20 per cent higher in 2023 compared to 2019 levels. Among AEs, the US witnessed continued growth momentum. However, economic activity remains subdued in the Euro area, although the magnitude of the downturn has eased.

(Source: Economic Survey 2023-24.)

INDIAN ECONOMY

India's economy carried forward the momentum it built in F.Y. 2022-23 into F.Y. 2023-24 despite a gamut of global and external challenges. The focus on maintaining macroeconomic stability ensured that these challenges had minimal impact on India's economy. As a result, India's real GDP grew by 8.20% in F.Y. 2023-24, posting growth of over 7% for a third consecutive year, driven by stable consumption demand and steadily improving

investment demand. Net taxes at constant (2011-12) prices grew by 19.10% in F.Y. 2023-24, aided by reasonably strong tax growth, both at the centre and state levels which has rationalised the subsidy expenditure.

(Source: Economic Survey 2023-24.)

FORWARD-LOOKING STATEMENT

The forward-looking statements which may be identified by their use of words like 'plans', 'anticipate', 'believe', 'estimate', 'expect', 'intend', 'will', 'projects' or other words of similar expressions as they relate to the Company or its business are intended to identify such forward-looking statements. All statements that address expectations or projections about the future, including, but not limited to statements about the Company's strategy for growth, development, market position, expenditures and financial results are forward looking statements. These are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company undertakes no obligations to publicly update or revise forward looking statements, whether as a result of new information, future event or otherwise. Actual results, performances or achievements could differ materially from those expressed or implied in such statements. Therefore, as a matter of caution, undue reliance on the forward-looking statements should not be made as they speak only of their dates. The above discussion and analysis should be read in conjunction with the Company's financial statements included herein and the notes thereto.

Unless otherwise specified or the context otherwise requires, all references herein to "we", "us", "our", "the Company", or "SRM Energy" are to SRM Energy Limited and/or its subsidiary company.

Company's current business position and Indian Power Sector outlook.

Though your company is not doing business or having any ongoing project, despite of having the object for the implementation of project for the production, generation and transmission of electricity. In the past Company had plans to implement the power project (660 MW x 3) in the wholly owned subsidiary at Cuddalore, Tamilnadu, though the same could not be implemented due to the various factors, which inter-alia included the changed government policies, economic and industry scenario etc. Your Company had already discussed about such factors at the multiple times in the past. Though the Indian power sector has been witnessing a significant transformation, driven by various measures taken by the Government, e.g., Integration of digital technologies and smart grid solutions is revolutionizing the sector, optimizing grid

operations, and enhancing system reliability. Ongoing power sector reforms address the challenges and create a conducive environment for growth.

India is the third-largest producer and consumer of electricity worldwide, with an installed power capacity of 442.85 GW (Gigawatt) as of April 30, 2024. India has been on a path to achieve 100% household electrification as envisaged under the Saubhagya scheme. As of March 2023, more than 2.86 crore households were electrified under the Saubhagya scheme.

A total of 187.05 GW of capacity from non-fossil fuel sources has been installed in the country as of November 30, 2023. As of January 31, 2024, India's installed renewable energy capacity (including hydro) stood at 182.04 GW, representing 42.34% of the overall installed power capacity. As of April 30, 2024, Solar energy contributed 82.63 GW, followed by 46.16 GW from wind power, 10.35 GW from biomass, 5.00 GW from small hydropower, 0.59 GW from waste to energy and 46.93 GW from hydropower.

(Source: IBEF Power Industry Report May, 2024)

INDUSTRY STRUCTURE AND DEVELOPMENTS

India has been one of the biggest electricity consuming country. The International Energy Agency (IEA) has listed the country as fourth in renewable power installed capacity, wind power capacity and also in the solar capacity, globally.

India remains committed to unprecedented levels of investment in the energy sector. The infusion of the Foreign Direct Investment in India's renewable energy sector has noted a remarkable growth with an infusion of USD 6.10 billion from April 2020 to September 2023. The Government has taken several steps to attract the investors (domestic as well as foreign), in the renewable energy sector, e.g., establishing a Project Development Cell, creating Ultra Mega Renewable Energy Parks, implementing new transmission lines under the Green Energy Corridor Scheme, launch of green hydrogen mission with an aim to make India Global leader for production, utilisation and export of green hydrogen and its derivatives and launch of schemes PM -KUSUM, solar rooftop phase-II & 1200 MW (Megawatt) CPSU phase-II etc.

India is on a path to achieve 500 GW, i.e., half of its energy requirement by 2030 under Panchamrit action plan i.e., energy source based on Non-fossil fuel, which shall facilitate in the reduction of Carbon emission by 1 billion tonnes by 2030.

(Source: IBEF Power Industry Report May, 2024)

Generation, Fuel, Transmission and Distribution

The total power generation including the renewable energy in the country has been increased from 1624.47 BU (Billion Unit) to 1739.09 BU clocking a growth of nearly 7%. Despite a growing focus on renewable energy, thermal power continues to act as the bedrock for serving India's energy needs.

Coal continues to power a major portion of India's energy needs, accounting for approx. 75% of the nation's power generation in F.Y. 2023-24. The dependability on coal may be gauged by the fact that about 49% of India's installed power capacity is coal based. Today India is the 2nd largest producer of coal in the world. The all India coal production during 2022-23 was 893.19 million tonnes and in 2023-24 it stood at 997.25 million tonnes with a positive growth of 11.65%.

(Source: Ministry of Coal)

India's transmission network is growing rapidly to support the increasing power demand and the expanding power generation capacity in the country and it is crucial to facilitate integration of renewable energy sources into the grid. Country's Transmission Network consist of about 4,81,326 ckm of transmission lines and 12,25,260 MVA of transformation capacity as on 31.01.2024. Besides, our inter-regional capacity has increased by whopping 224% to 1,16,540 MW since 2014.

(Source: Ministry of Power)

The power distribution sector of India is crucial link in the electricity supply chain. It serves as the sole point of contact between utilities and customers, acting as the industry cash register. Power is a concurrent topic under the Indian Constitution, and the states are in charge of distributing & supplying power to both rural and urban consumers.

The Central Government has approved a Revamped Distribution Sector Scheme- a Reforms-based and Results-linked Scheme with an outlay of Rs. 3,03,758 crore over a period of five years from F.Y. 2021-22 to F.Y. 2025-26 with the objective to improve the quality, reliability and affordability of power supply to consumers through a financially sustainable and operationally efficient distribution sector.

(Source: Ministry of Power)

OPERATIONAL PERFORMANCE

The company intended to establish a 1980 MW (3X660 MW) power facility in Tamilnadu. The proposal was to establish the aforementioned plan via SRM Energy Tamilnadu Pvt. Ltd., a wholly owned subsidiary. As apprised above the Company and its subsidiary are having no operations at present. Though the Company has been updating you on a regular basis about the aforesaid facts.

The Company is providing you regular updates about its situation in Annual Reports. It is suffering losses and net worth of the company has been eroded.

As reported earlier, the land related to the power projects as acquired earlier, has been completely sold by the wholly owned subsidiary to utilise the funds to meet the expenses relating to the statutory, administrative, other day to day requirements and also to settle its existing liabilities and the liabilities of our company.

PROJECT AT CUDDALORE

As informed earlier, the company's general operations and project implementation status have remained unchanged this year as well. We have repeatedly informed you of the different reasons for the company's current state and the project, (which could not took off).

While the project is being shelved, the company is focusing solely on protecting its assets and maintaining compliance in every way.

HUMAN RESOURCES

Though the real scenario is such that your Company has employed only two person who are KMPs and are required to be employed as per the law. However your Company has always believed in creating an environment of learning and development, promoting internal talent and developing cross functional expertise. The human resource strategy is focused on creating a performance-driven environment in the company, where innovations is encouraged, performance is recognized and employees are motivated to realize their potential.

INTERNAL CONTROL SYSTEMS

The internal control systems of the company are appropriate for the size, complexity, and type of business it operates in. Through periodic evaluation, the Board and Audit Committee ensures that internal controls are adequate and effective by routinely assessing their performance and quality.

RISKS AND CONCERNS

Every business has its inherent risks and it is required to possess a proactive approach to identify and mitigate them. Your Company has embedded an efficient organizational risk management framework, which regularly scans all possible internal and external environments to identify risks and decide on possible mitigation plans.

CAUTIONARY STATEMENT

Certain statements in the this report (MDA) may be forward-looking. Actual outcomes may vary from those expressed or implied. The Company assumes no responsibility to publicly amend, modify, update or revise any such statements on the basis of subsequent developments, information or events.

INDEPENDENT AUDITOR'S REPORT

To The Members of
SRM Energy Limited

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of SRM Energy Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2024, the standalone statement of profit and loss including other comprehensive income, the standalone statement of changes in equity and the standalone cash flow statement for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible impact of the matters described in the 'Basis for Qualified Opinion' paragraph below, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the standalone state of affairs of the Company as at 31 March 2024, its standalone loss (including other comprehensive income), standalone changes in equity and its standalone cash flows for the year ended on that date.

Basis for Qualified Opinion

- a. We draw attention to Note 2.3 included in notes to the standalone financial statements which describes that the Company has no business operations and is continuously incurring cash losses. The Company has accumulated losses and its net worth has been fully eroded. Further, its current liabilities exceeded its current assets as at the balance sheet date. In the absence of any supportive audit evidence, there is material uncertainty of the Company's continuity as going concern and its ability to meet its financial and operational obligations as and when they fall due.
- b. We draw attention to Note 4(ii) included in notes to the standalone financial statements which describes that the Company has equity investment in wholly owned subsidiary company amounting to Rs 132.00 lakhs. As the subsidiary has no business operations and is continuously incurring cash losses, has accumulated losses and its net worth has been fully eroded, its current liabilities exceeded its current assets as at the balance sheet date, the entire investment should be provided for impairment. However, the management believes that the investment in subsidiary is good for recovery. In the absence of any supportive audit evidence, we are unable to comment on the recoverability of this investment. Had the Company made the provision, the loss for the year would have been higher by Rs 132.00 lakhs and the investment as at that date would have been lower by Rs 132.00 lakhs.
- c. We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Act. Our

responsibilities under those SAs are further described in the Auditors' Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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.

Sr. No.	Key Audit Matters	Auditor's Response
1	<p>Accuracy and completeness of disclosure of related party transactions and compliance with the provisions of Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI (LODR) 2015') (as described in note 22 of the standalone financial statements)</p> <p>We identified the accuracy and completeness of disclosure of related party transactions as set out in respective notes to the standalone financial statements as a key audit matter due to:</p> <ul style="list-style-type: none"> • the significance of transactions with related parties during the year ended 31 March 2024. • Related party transactions are subject to the compliance requirement under the Companies Act 2013 and SEBI (LODR) 2015. 	<p>Our audit procedures in relation to the disclosure of related party transactions included the following:</p> <ul style="list-style-type: none"> • We obtained an understanding related to capturing of related party transactions and management's process of ensuring all transactions and balances with related parties have been disclosed in the standalone financial statements. • We obtained an understanding of the Company's policies and procedures in respect of evaluating approval process by the audit committee and the board of directors. • We agreed the amounts disclosed with underlying documentation, on a sample basis, as part of our evaluation of the disclosure. • We assessed management evaluation of compliance with the provisions of Section 177 and Section 188 of the Companies Act 2013 and SEBI (LODR) 2015. • We evaluated the disclosures through reading of statutory information, books and records and other documents obtained during the course of our audit.

Information other than the Standalone Financial Statements and Auditor's Report thereon

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

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

In connection with our audit of the standalone 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 in the audit or otherwise appears to be materially misstated.

The Annual Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

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

In preparing the standalone financial statements, Board of Directors 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 is responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Standalone Financial Statements

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

Auditors' Responsibility for the Audit of the Standalone Financial Statements (Continued)

As part of an audit in accordance with SAs specified under section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when,

in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order'), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A", a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
2. Further to our comments in Annexure A, as required by Section 143(3) of the Act based on our audit, we report to the extent applicable, that:
 - (a) except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, 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 of the accompanying standalone financial statements;
 - (b) except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, 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 standalone financial statements dealt with by this report are in agreement with the books of account;
 - (d) except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, the aforesaid standalone financial statements comply with the Ind AS prescribed under Section 133 of the Act;
 - (e) in our opinion, the matter described in the Basis of Qualified Opinion paragraph above, may have an adverse effect on the functioning of the Company;
 - (f) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act;
 - (g) the qualification relating to the maintenance of accounts and other matters connected therewith is as stated in the Basis for Qualified Opinion paragraph above;
 - (h) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting; and
 - (i) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the standalone financial statements disclose the impact of pending litigations on the standalone financial position of the Company as at 31 March 2024 - Refer note 21(A) to the standalone financial statements;
 - ii. the Company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses as at 31 March 2024;

- iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2024.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries.
 - (b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year ended 31 March 2024.
 - vi. Based on our examination, which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.
3. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the Company has not paid managerial remuneration to its directors during the current year.

For Saini Pati Shah & Co LLP

Chartered Accountants
FRN - 137904W/W100622

Ankush Shah

Partner
Membership No: 145370
UDIN: 24145370BKFVDD1264

Place: Mumbai
Dated: 28/05/2024

ANNEXURE "A"

To the Independent Auditors' Report - 31 March 2024

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2024, we report the following

- (i) The Company does not have any property, plant and equipment and intangible assets and accordingly, reporting under clause 3(i)(a) to 3(i)(e) of the Order is not applicable to the Company
- (ii) (a) The Company does not have any inventory, hence physical verification of inventory and reporting under clause 3(ii)(a) of the Order is not applicable to the Company.
(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits from banks or financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments in, provided any guarantees or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, reporting under clause 3(iii)(a) to clause 3(iii)(f) of the Order is 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 sections 185 and 186 of the Act in respect of loans and investments made, and guarantees and security provided by it, as applicable.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified the maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable to the Company.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues have been subsumed into Goods and Services Tax.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, Income-Tax, Cess

and other material statutory dues have been regularly deposited by the Company with the appropriate authorities though there has been delays in certain instances. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) above that have not been deposited with the appropriate authorities on account of any dispute except as stated below:

(Rs in lakhs)

Name of the statute	Nature of the dues	Forum where dispute is pending	Period to which the amount relates	Amount demanded	Amount paid under protest
The Income tax Act, 1961	Income tax and interest	Assessing Officer	A.Y. 2003-04	1.20	-
The Income tax Act, 1961	Income tax	Assessing Officer	A.Y. 2007-08	45.88	-
The Income tax Act, 1961	Income tax (TDS)	Assessing Officer	A.Y. 2008-09	0.68	-
The Income tax Act, 1961	Income tax	Assessing Officer	A.Y. 2009-10	3.81	-
The Income tax Act, 1961	Income tax (TDS)	Assessing Officer	A.Y. 2015-16	0.01	-

- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have loans or borrowings from any lender during the year. Accordingly, reporting under clause 3(ix)(a) of the Order is not applicable to the Company.
(b) According to the information and explanations given to us and representation received from the management of the Company, and on the basis of our audit procedures, the Company has not been declared a willful defaulter by any bank or financial institutions or government or government authority. Accordingly, reporting under clause 3(ix)(b) of the Order is not applicable to the Company.
(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not taken any term loans from any lender. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised

- on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken funds from any entity or persons on account of or to meet the obligations of its subsidiary as defined under this Act. The Company does not hold any investment in any joint ventures or associates (as defined under the Act) during the year ended 31 March 2024. Accordingly, reporting under clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary as defined under the Act. The Company does not hold any investment in any joint ventures or associates (as defined under the act) during the year ended 31 March 2024. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (b) No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistleblower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has incurred cash losses of Rs. 38.61 lakhs in the current financial year and of Rs. 35.77 lakhs in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and with reference to note (a) in Basis for Qualified Opinion paragraph, in the absence of any supportive audit evidence there exists material uncertainty as on the date of the audit report of the Company's continuity as going concern and its ability to meet its financial liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) According to the information and explanations given to us, the Company does not fulfill the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For Saini Pati Shah & Co LLP
Chartered Accountants
FRN - 137904W/W100622

Ankush Shah
Partner
Membership No: 145370
UDIN: 24145370BKFVDD1264
Place: Mumbai
Dated: 28/05/2024

ANNEXURE "B"**The Independent Auditors' Report - 31 March 2024**

Report on the Internal Financial Controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

(Referred to in paragraph (2)(h) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to standalone financial statements of SRM Energy Limited ("the Company") as of 31 March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to standalone financial statements 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 ("the Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 with respect to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether 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 with respect to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with respect to standalone financial statements included obtaining an understanding of internal financial controls with respect to standalone financial statements,

assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the standalone 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 with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

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

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

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

For Saini Pati Shah & Co LLP

Chartered Accountants
FRN - 137904W/W100622

Ankush Shah
Partner
Membership No: 145370
UDIN: 24145370BKFD1264
Place: Mumbai
Dated: 28/05/2024

BALANCE SHEET AS AT 31ST MARCH 2024

(All amounts are in INR lakhs, unless otherwise stated)

	Note No.	As at 31.03.2024	As at 31.03.2023
ASSETS			
Non-current assets			
Financial assets			
Investments	4	132.00	132.00
Deferred tax assets (net)	5	-	-
Total non-current assets		132.00	132.00
Current assets			
Financial assets			
Cash and cash equivalents	6	1.12	0.30
Other financial assets	7	0.10	0.10
Total current assets		1.22	0.40
Total assets		133.22	132.40
EQUITY AND LIABILITIES			
Equity			
Equity share capital	8	906.00	906.00
Other equity	9	(1,277.99)	(1,238.87)
Total equity		(371.99)	(332.87)
Liabilities			
Non-current liabilities			
Provisions	10	3.07	1.96
Total non-current liabilities		3.07	1.96
Current liabilities			
Financial liabilities			
Borrowings	11	499.78	461.58
Other financial liabilities	12	1.37	1.05
Other current liabilities	13	0.26	0.18
Provisions	14	0.73	0.50
Total current liabilities		502.14	463.31
Total liabilities		505.21	465.27
Total equity and liabilities		133.22	132.40
Summary of material accounting policies	3		
Notes referred to above form an integral part of the financial statements	1 to 37		

As per our report of even date attached

For **Saini Pati Shah & Co LLP**
Chartered Accountants
Firm Registration No. 137904W/W100622

Ankush Shah
Partner
Membership No. 145370
UDIN: 24145370BKFVDD1264
Place : Mumbai
Date : 28/05/2024

For & on behalf of the board of directors
SRM Energy Limited

Sharad Rastogi
Whole-time Director
DIN:09828931

Vijay Kumar Sharma
Director
DIN:03272034

Pankaj Gupta
Company Secretary
and Compliance Officer
Membership No. A63088

Raman Kumar Mallick
Chief Financial Officer

Place : New Delhi
Date : 28/05/2024

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2024

(All amounts are in INR lakhs, unless otherwise stated)

Particulars	Note No.	For the year ended 31 March 2024	For the year ended 31 March 2023
Income			
Revenue from operations	-	-	
Other income	15	0.02	-
Total income		0.02	-
Expenses			
Employee benefits expenses	16	24.79	22.60
Finance costs	17	0.00	0.00
Other expenses	18	13.84	13.17
Total expenses		38.63	35.77
Profit / (Loss) before tax		(38.61)	(35.77)
Tax expense:	19		
- Current tax		-	-
- Deferred tax		-	-
Total tax expense		-	-
Profit / (Loss) for the year		(38.61)	(35.77)
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
- Remeasurement of the defined benefit plans		(0.51)	-
- Income tax relating to the above		-	-
Other comprehensive income / (loss) for the year, net of tax		(0.51)	-
Total comprehensive income / (loss) for the year		(39.12)	(35.77)
Basic and diluted earning per share (face value of Rs 10 each)	20	(0.43)	(0.39)
Summary of material accounting policies	3		
Notes referred to above form an integral part of the financial statements	1 to 37		

As per our report of even date attached

For **Saini Pati Shah & Co LLP**
Chartered Accountants
Firm Registration No. 137904W/W100622

Ankush Shah
Partner
Membership No. 145370
UDIN: 24145370BKFVDD1264
Place : Mumbai
Date : 28/05/2024

For & on behalf of the board of directors
SRM Energy Limited

Sharad Rastogi
Whole-time Director
DIN:09828931

Vijay Kumar Sharma
Director
DIN:03272034

Pankaj Gupta
Company Secretary
and Compliance Officer
Membership No. A63088

Raman Kumar Mallick
Chief Financial Officer

Place : New Delhi
Date : 28/05/2024

SRM ENERGY LIMITED
Standalone Statement of Changes in Equity for the year ended 31 March 2024

(All amounts are in INR lakhs, unless otherwise stated)

A. Equity Share Capital
As at 31 March 2024

Balance at the beginning of the current reporting year	Changes in equity share capital during the year	Balance at the end of the year
906.00	-	906.00

As at 31 March 2023

Balance at the beginning of the current reporting year	Changes in equity share capital during the Previous year	Balance at the end of Previous reporting year
906.00	-	906.00

B. Other equity
As at 31 March 2024

Particulars	Retained earnings
Balance at the beginning of the year	(1,238.87)
Total comprehensive income / (loss) for the current year	(39.12)
Balance at the end of the year	(1,277.99)

As at 31 March 2023

Particulars	Retained earnings
Balance at the beginning of the year	(1,203.10)
Total comprehensive income / (loss) for the year	(35.77)
Balance at the end of the year	(1,238.87)

As per our report of even date attached

 For **Saini Pati Shah & Co LLP**
 Chartered Accountants
 Firm Registration No. 137904W/W100622

Ankush Shah
 Partner
 Membership No. 145370
 UDIN: 24145370BKFFVDD1264
 Place : Mumbai
 Date : 28/05/2024

For & on behalf of the board of directors
SRM Energy Limited
Sharad Rastogi
 Whole-time Director
 DIN:09828931

Vijay Kumar Sharma
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 DIN:03272034

Pankaj Gupta
 Company Secretary
 and Compliance Officer
 Membership No. A63088

Raman Kumar Mallick
 Chief Financial Officer

 Place : New Delhi
 Date : 28/05/2024

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2024

(All amounts are in INR lakhs, unless otherwise stated)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Cash flows from operating activities		
Profit / (Loss) before tax for the year	(38.61)	(35.77)
Adjustments:		
Finance costs	0.00	0.00
Liabilities no longer required written back	(0.02)	-
Operating cash flows before working capital changes	(38.63)	(35.77)
Working capital movements:		
Increase / (Decrease) in other financial liabilities	0.34	(0.06)
Increase / (Decrease) in other liabilities	0.08	(0.31)
Increase / (Decrease) in provisions	0.83	(0.02)
Cash generated from operations	(37.38)	(36.16)
Direct taxes paid, net	-	-
Net cash flows generated from / (used in) operating activities (A)	(37.38)	(36.16)
Cash flows from financing activities		
Proceeds from borrowings	86.20	45.20
Repayment of borrowings	(48.00)	(10.00)
Finance costs paid	(0.00)	(0.00)
Net cash flows generated from / (used in) financing activities (B)	38.20	35.20
Net increase/ (decrease) in cash and cash equivalents (A+B)	0.82	(0.96)
Cash and cash equivalents at the beginning of the year	0.30	1.26
Cash and cash equivalents at the end of the year	1.12	0.30
Notes to cash flow statement		
1 Component of cash and cash equivalents		
Cash on hand	0.03	0.02
Balances with banks		
- In current accounts	1.09	0.28
Total cash and cash equivalents	1.12	0.30
2 The above cash flow statement has been prepared under the indirect method as set out in Ind AS 7 statement of cash flows u/s 133 of Companies Act, 2013 ('Act') read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015, as amended, and the relevant provisions of the Act.		

Reconciliation of liabilities from financing activities for the year ended 31 March 2024

Particulars	As at 31 March 2023	Cashflow (net)	Non cash changes current/non-current classification	As at 31 March 2024
Borrowings-current	461.58	38.20	-	499.78
Total	461.58	38.20	-	499.78

Reconciliation of liabilities from financing activities for the year ended 31 March 2023

Particulars	As at 31 March 2022	Cashflow (net)	Non cash changes current/non-current classification	As at 31 March 2023
Borrowings-current	426.38	35.20	-	461.58
Total	426.38	35.20	-	461.58

The accompanying notes form an integral part of these standalone financial statements

As per our report of even date attached
For **Saini Pati Shah & Co LLP**
Chartered Accountants
Firm Registration No. 137904W/W100622

Ankush Shah
Partner
Membership No. 145370
UDIN: 24145370BKFDVDD1264
Place : Mumbai
Date : 28/05/2024

For & on behalf of the board of directors

Sharad Rastogi
Whole-time Director
DIN:09828931

Vijay Kumar Sharma
Director
DIN:03272034

Pankaj Gupta
Company Secretary
and Compliance Officer
Membership No. A63088

Raman Kumar Mallick
Chief Financial Officer

Place : New Delhi
Date : 28/05/2024

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024 (All amounts are in INR lakhs, unless otherwise stated)

1. Corporate Information

SRM Energy Limited ('the Company') is a public company domiciled in India and incorporated under the provisions of Indian Companies Act, 1956 having CIN L17100DL1985PLC303047. The equity shares of the Company are listed on Bombay Stock Exchange ('BSE'). The registered office of the Company is situated at 21, Basant Lok Complex, Vasant Vihar, New Delhi - 110057. The Company has been engaged in the business of generation of power. The Company is a subsidiary of Spice Energy Private Limited.

2. Statement of compliance and basis of preparation and presentation

2.1 Statement of Compliance

The standalone financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules as amended from time to time and notified under Section 133 of the Companies Act, 2013 ("the Act") and in conformity with the accounting principles generally accepted in India and other relevant provisions of the Act.

These standalone financial statements for the year ended 31 March 2024 are approved by the Board of Directors at its meeting held on 28 May 2024.

2.2 Basis of preparation and measurement

These standalone financial statements have been prepared on an accrual basis and under the historical cost convention except for certain financial instruments that are measured at fair values at the end of each reporting period.

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these standalone financial statements is determined on such a basis, except for measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

2.3 Going Concern

The Company has no business operations and is continuously incurring cash losses. The Company has accumulated losses and its net worth has been fully eroded. Further, its current liabilities exceeded its current assets as at the balance sheet date. The Company's ability to meet its statutory and other administrative expenses over the next 12 months is dependent on support from the group company, if required. The Holding Company, without prejudice to the demand/settlement of loan due against our company, has confirmed to provide the necessary financial assistance to meet the statutory or other administrative expenses for the next 12 months, if the Company is unable to meet the expenses on its own. Based on this financial support/comfort the Company's management believes that the use of 'going concern' assumption for preparation of the standalone financial statements is appropriate and hence these standalone financial statements has been prepared on going concern basis.

2.4 Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

2.5 Current Versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current - non-current classification of assets and liabilities.

2.6 Critical accounting judgements and use of estimates

The preparation of standalone financial statements requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent liabilities at the date of the standalone financial statements and the results of operations during the reporting period. The actual results could differ from those estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision or future periods if the revision affects both current and future periods.

Accounting estimates and judgements are used in various line items in the standalone financial statements for e.g.:

Income taxes

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

Contingencies

The management's judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

Expected credit losses on financial assets:

The impairment provisions of financial assets and contract assets are based on assumptions about risk of default and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history of collections, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit ("CGU") exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow ("DCF") model. The cash flows are derived from the budget for future years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Effective Interest Rate (EIR) Method:

The Company recognizes interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loans given / taken. This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well as expected changes to other income/expense that are integral parts of the instrument.

Fair value measurements and valuation processes:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation technique that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgments include considerations of inputs

such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

2.7 New and amended standards

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. As on 31 March 2024, no new standards or amendments are issued or notified.

3. Summary of material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The following are the material accounting policies as applicable to the Company:

3.1 Foreign currency translation**Initial recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in previous standalone financial statements, are recognised as income or as expenses in the year in which they arise except those arising from investments in non-integral operations.

3.2 Taxes

Tax expense comprises of current and deferred tax.

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

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

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end

of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

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

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

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

3.3 Financial instruments:

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

i. Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified as:

- Debt instruments assets at amortised cost
- Equity instrument measured at fair value through profit or loss (FVTPL)

When assets are measured at fair value, gains and losses are either recognised entirely in the standalone statement of profit and loss (i.e. fair value through profit and loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

Debt instruments at amortised cost

A debt instrument is measured at amortised cost (net of any write down for impairment) if both the following conditions are met:

- the asset is held to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes), and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit and loss. The losses arising from impairment are recognised standalone statement of profit and loss. This category generally applies to trade and other receivables

Financial assets at fair value through OCI (FVTOCI)

A financial asset that meets the following two conditions is measured at fair value through OCI unless the asset is designated at fair value through profit and loss under fair value option.

- The financial asset is held both to collect contractual cash flows and to sell.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial assets at fair value through profit and loss (FVTPL)

FVTPL is a residual category for company's investment instruments. Any instruments which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

All investments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss

In addition, the company may elect to designate an instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company has not made any such election. This classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment, However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity investment in subsidiary are measured at cost. Derecognition

When the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement? it evaluates if and to what extent it has retained the risks and rewards of ownership.

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- Based on above evaluation, either
 - (a) the Company has transferred substantially all the risks and rewards of the asset, or
 - (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a bases that reflect the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

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

ii. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss or at amortised cost, as appropriate.

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

The Company's financial liabilities include trade payables and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the standalone statement of profit and loss.

Derecognition

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

iii. Offsetting of financial instruments

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

iv. Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

3.4 Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. Provision are measured at the present value of

management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as finance cost.

3.5 Contingent liabilities, contingent assets and commitments

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the notes to the standalone financial statements

Contingent assets are not recognized in the standalone financial statements. However, it is disclosed only when an inflow of economic benefits is probable.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

3.6 Employee benefits

(i) Short-term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. All short-term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees and recognized as expenses in the standalone statement of profit and loss unless related to the project in which case they are capitalized. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. These benefits include salary and wages, bonus, performance incentives, etc.

(ii) Long-term employee benefits (Post-employment benefits):

Defined benefit plans - Gratuity:

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

The present value is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the standalone statement of profit and loss.

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

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

(iii) Other benefits (Compensated absences):

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

3.7 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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

3.8 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker.

Notes to the standalone financial statements for the year ended 31 March 2024
(All amounts are in INR lakhs, unless otherwise stated)

4 Investments (Non-Current)

Particulars	As at	As at
	31 March 2024	31 March 2023
Measured at cost:		
Investment in equity instruments of subsidiary (unquoted):		
13,20,000 (31 March 2023: 13,20,000) Equity shares of Rs 10 each in SRM Energy Tamilnadu Private Limited (Refer notes below)	132.00	132.00
	<u>132.00</u>	<u>132.00</u>
Aggregate amount of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate amount of unquoted investments	132.00	132.00
Aggregate amount of impairment in value of investment	-	-

Note:

- Investment in subsidiaries are stated at cost using the principles of Ind AS 27 'Separate Financial Statements'.
- SRM Energy Tamilnadu Private Limited ('SETPL') has no business operations and is continuously incurring cash losses. SETPL has accumulated losses and its net worth has been fully eroded. Further, its current liabilities exceeded its current assets as at the balance sheet date. The Company's management is in the process of restructuring operations of SETPL. Pending the outcome of the restructuring process, the Company's management believes that the recoverable value will not be less than the carrying value of the investment.

5 Deferred tax assets/(liabilities) (net)

Particulars	As at	As at
	31 March 2024	31 March 2023
i) Deferred Tax Liabilities		
Depreciation	-	-
ii) Deferred Tax Assets		
Accumulated tax loss	29.60	34.26
Employee benefit expenses	0.99	0.64
	<u>30.59</u>	<u>34.90</u>
Restricted to Deferred Tax Liabilities	-	-
Deferred Tax Assets (Net)	<u>-</u>	<u>-</u>

(i) Significant components of Deferred tax assets & liabilities recognized in Financial Statements
As at 31 March 2024

Particulars	As at 1 April 2023	Recognised in		As at 31 March 2024
		P&L	OCI	
i) Deferred Tax Liabilities				
Depreciation	-	-	-	-
ii) Deferred Tax Assets				
Accumulated tax loss	34.26	(4.66)	-	29.60
Employee benefit expenses	0.64	0.35	-	0.99
	<u>34.90</u>	<u>(4.31)</u>	<u>-</u>	<u>30.59</u>
Restricted to Deferred Tax Liabilities	-	-	-	-
Deferred Tax Assets (Net)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

Notes to the standalone financial statements for the year ended 31 March 2024
(All amounts are in INR lakhs, unless otherwise stated)

As at 31 March 2023

Particulars	As at 1 April 2022	Recognised in		As at 31 March 2023
		P&L	OCI	
i) Deferred Tax Liabilities				
Depreciation	-	-	-	-
	-	-	-	-
ii) Deferred Tax Assets				
Accumulated tax loss	24.96	9.30	-	34.26
Employee benefit expenses	0.89	(0.25)	-	0.64
	25.85	9.05	-	34.90
Restricted to Deferred Tax Liabilities	-	-	-	-
Deferred Tax Assets (Net)	-	-	-	-

Notes:

Deferred tax assets have been recognised to the extent of deferred tax liabilities on taxable temporary differences available. It is expected that any reversals of the deferred tax liability would be offset against the reversal of the deferred tax assets.

- (ii) The Company has unused tax losses under the head Business Loss as per the Income Tax Act, 1961 as on 31 March 2024. Based on the probable uncertainty regarding the set off of these losses, the Company has not recognized deferred tax asset in the Balance Sheet. Details of tax losses under the head business losses with expiry is as follows:

Particulars	As at	As at
	31 March 2024	31 March 2023
Within five years	40.80	96.00
More than five years	73.06	35.77
No expiry	-	-
	113.86	131.77

6 Cash and cash equivalents

Particulars	As at	As at
	31 March 2024	31 March 2023
Cash on hand	0.03	0.02
Balances with banks:		
- In current accounts	1.09	0.28
	1.12	0.30

7 Other financial assets (Current)

Particulars	As at	As at
	31 March 2024	31 March 2023
Security deposits	0.10	0.10
	0.10	0.10

Refer note 24 for information about credit risk and market risk of other financial assets.

Notes to the standalone financial statements for the year ended 31 March 2024

(All amounts are in INR lakhs, unless otherwise stated)

8 Equity share capital

Particulars	As at	
	31 March 2024	31 March 2023
Authorised:		
1,13,00,000 (31 March 2023: 1,13,00,000) equity shares of Rs. 10 each	1,130.00	1,130.00
	<u>1,130.00</u>	<u>1,130.00</u>
Issued, subscribed and paid-up:		
90,60,000 (31 March 2023: 90,60,000) equity shares of Rs. 10 each, fully paid-up	906.00	906.00
	<u>906.00</u>	<u>906.00</u>

a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year:

Particular	As at 31 March 2024		As at 31 March 2023	
	No. of shares	Amount	No. of shares	Amount
Outstanding as at the beginning of the year	9,060,000	906.00	9,060,000	906.00
Add: Share issued during the year	-	-	-	-
Outstanding as at the end of the year	<u>9,060,000</u>	<u>906.00</u>	<u>9,060,000</u>	<u>906.00</u>

b) Rights, preference and restrictions attached to the equity shares:

The Company has single class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of 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.

c) List of shareholders holding more than 5% shares of a class of shares

Particular	As at 31 March 2024		As at 31 March 2023	
	No. of shares	% of Holding	No. of shares	% of Holding
Spice Energy Private Limited	6,450,000	71.19%	6,450,000	71.19%

d) Details of shares held by the holding company

Particular	As at 31 March 2024		As at 31 March 2023	
	No. of shares	% of Holding	No. of shares	% of Holding
Spice Energy Private Limited	6,450,000	71.19%	6,450,000	71.19%

e) Equity shares of Rs 10 each fully paid-up

Promoter's name	Shareholding		% change during the year	
	Number of shares	% of total shares	Number of shares	% of total shares
Spice Energy Private Limited	6,450,000	71.19%	-	-
	(6,450,000)	(71.19%)		

(figures in bracket denote previous year figures)

f) The Company has not allotted any fully paid-up equity share by way of bonus shares, or in pursuant to contract without payment being received in cash nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date.

Notes to the standalone financial statements for the year ended 31 March 2024

(All amounts are in INR lakhs, unless otherwise stated)

9 Other equity

Particulars	As at 31 March 2024	As at 31 March 2023
Retained earnings		
Balance at the beginning of the year	(1,238.87)	(1,203.10)
Add: Total comprehensive income/(loss) for the year	(39.12)	(35.77)
Balance at the end of the year	<u>(1,277.99)</u>	<u>(1,238.87)</u>

Retained earnings:

Retained earnings represents surplus / accumulated earnings of the Company and are available for distribution to shareholders. Further, it also includes the impact of remeasurements of defined benefit obligations, net of tax.

10 Provisions (Non-current)

Particulars	As at 31 March 2024	As at 31 March 2023
Provision for employee benefits:		
- Gratuity (refer note 23)	3.07	1.96
	<u>3.07</u>	<u>1.96</u>

11 Borrowings (Current)

Particulars	As at 31 March 2024	As at 31 March 2023
Unsecured:		
Loans from related parties {refer note (i) and (ii) below} (refer note 22)	499.78	461.58
	<u>499.78</u>	<u>461.58</u>

Notes:

- (i) Interest free indian rupee loan outstanding of Rs 276.43 lakhs as at 31 March 2024 (31 March 2023: Rs 320.33 lakhs) from Spice Energy Private Limited, Holding Company, is repayable on demand.
- (ii) Interest free indian rupee loan outstanding of Rs 223.35 lakhs as at 31 March 2024 (31 March 2023: Rs 141.25 lakhs) from SRM Energy TamilIndu Private Limited, Subsidiary Company, is repayable on demand.

12 Other financial liabilities (Current)

Particulars	As at 31 March 2024	As at 31 March 2023
Provision for expenses	1.32	0.88
Other payables	0.05	0.17
	<u>1.37</u>	<u>1.05</u>

13 Other current liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Statutory dues payable	0.26	0.18
	<u>0.26</u>	<u>0.18</u>

14 Provisions (Current)

Particulars	As at 31 March 2024	As at 31 March 2023
Provision for employee benefits:		
- Gratuity (refer note 23)	0.09	0.01
- Compensated absences (refer note 23)	0.64	0.49
	<u>0.73</u>	<u>0.50</u>

Notes to the standalone financial statements for the year ended 31 March 2024

(All amounts are in INR lakhs, unless otherwise stated)

15 Other Income

Particulars

Liability no longer required written back

	Year Ended 31 March 2024	Year Ended 31 March 2023
	0.02	-
	<u>0.02</u>	<u>-</u>

16 Employee Benefit expenses

Particulars

Salaries and wages

Gratuity (refer note 23)

Compensated absences (refer note 23)

Staff welfare expense

	Year Ended 31 March 2024	Year Ended 31 March 2023
	22.86	23.10
	0.67	(0.51)
	0.64	-
	0.61	-
	<u>24.79</u>	<u>22.60</u>

17 Finance costs

Particulars

Interest on delayed payment of tax deducted at source

	Year Ended 31 March 2024	Year Ended 31 March 2023
	0.00	0.00
	<u>0.00</u>	<u>0.00</u>

Amount "0.00" represents amount less than Rs 1 thousand in absolute terms.

18 Other Expenses

Particulars

Rates and taxes

Legal and professional fees

Annual listing fees

Payment to auditors:

Statutory audit fees

Travelling and conveyance

Printing and stationery

Postage and communication

Advertisement expenses

Miscellaneous expenses

	Year Ended 31 March 2024	Year Ended 31 March 2023
	0.14	0.02
	3.22	3.75
	4.55	4.22
	1.72	1.72
	0.16	0.35
	0.16	0.35
	1.24	0.01
	1.12	0.36
	1.53	2.39
	<u>13.84</u>	<u>13.17</u>

Notes to the standalone financial statements for the year ended 31 March 2024

(All amounts are in INR lakhs, unless otherwise stated)

19 Income tax

The major components of income tax expense for the years ended 31 March 2024 and 31 March 2023 are:

Statement of profit and loss section

Particulars	Year Ended 31 March 2024	Year Ended 31 March 2023
Current income tax:		
Current income tax charge	-	-
Deferred tax:		
Relating to origination and reversal of temporary differences	-	-
Income tax expense reported in the statement of profit and loss	<u>-</u>	<u>-</u>

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended

Particulars	Year Ended 31 March 2024	Year Ended 31 March 2023
Accounting profit/(loss) before tax	(38.61)	(35.77)
Computed tax expense	(10.04)	(9.30)
At India's statutory income tax rate of 26.00% (31 March 2023: 26.00%)		
Adjustments for:		
Expenses not allowed for tax purposes	0.00	0.00
Current year losses on which no deferred tax is created	10.04	9.30
At the effective income tax rate	-	-
Income tax expense reported in the statement of profit and loss	<u>-</u>	<u>-</u>

20 Earnings per share

The following table sets forth the computation of basic and dilutive earnings per share:

Particulars	Year Ended 31 March 2024	Year Ended 31 March 2023
Net profit / (loss) for the year attributable to equity shareholders	(38.61)	(35.77)
Weighted average number of shares	9,060,000	9,060,000
Earnings per share, basic and diluted (Rupees)	<u>(0.43)</u>	<u>(0.39)</u>

Note: Basic and diluted earnings per share during the current year are same as the Company has no potentially dilutive equity shares outstanding as at the year end.

Reconciliation of shares used in computing earnings per share

Particulars	Year Ended 31 March 2024	Year Ended 31 March 2023
No. of equity shares at the beginning of the year	9,060,000	9,060,000
Add: Shares issued during the year	-	-
No. of equity shares at the end of the year	<u>9,060,000</u>	<u>9,060,000</u>
Weighted average number of equity shares of Rs 10 each used for calculation of basic and diluted earnings per share	9,060,000	9,060,000

Notes to the standalone financial statements for the year ended 31 March 2024
(All amounts are in INR lakhs, unless otherwise stated)

21 Contingent liabilities and commitments

(A) Contingent liabilities:

- (i) The Company have been made one of the parties to the case filed by Mr. D Sundararajan (Plaintiff) against Spice Energy Private Limited, Holding Company in the Bombay High Court (Suit No. 966 of 2014) for the recovery of his alleged salary of Rs 853.67 lakhs along with interest @ 18% p.a. from the Holding Company. The other parties to the case are SRM Energy Tamilnadu Private Limited, wholly owned subsidiary company, Mr. Gagan Rastogi and Mr. Deep Kumar Rastogi (all parties against the Plaintiff together referred to as "the Defendants"). The last effective order in the matter is dated 30 September 2019 directing the Defendants to prepare a list of admission and denial of the Plaintiff's documents. The case is getting adjourned thereafter.

(ii) Particulars	As at	As at
	31 March 2024	31 March 2023
Disputed tax liabilities [net of amount deposited under protest Rs Nil (31 March 2023: Rs Nil)] (refer note below)	51.59	50.99

Note:

The various disputed tax liabilities are as under:

Particulars	Period to which it relates	As at	As at
		31 March 2024	31 March 2023
Income Tax			
a) Disallowances / additions / demand raised by the income tax department pending before various authorities / appellate authorities	AY 2003-04, AY 2007-08 and AY 2009-10 (31 March 2023: AY 2003-04, AY 2007-08 and AY 2009-10)	50.89	50.29
b) Dues of income tax on account of non/late deposit of tax deducted at sources	FY 2007-08 and FY 2014-15 (31 March 2023: FY 2007-08 and FY 2014-15)	0.70	0.70
		51.59	50.99

The Company is contesting the demands and the management, including its tax advisors, believe that its position will likely be upheld. No tax expense has been accrued in the standalone financial statements for the tax demand raised. The management believes that the ultimate outcome will not have a material adverse effect on the Company's financial position and results of operations.

(B) Capital and other commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for: Rs Nil (31 March 2023: Rs Nil)

22 Related party disclosure

A Names of related parties and description of relationship

(I) Holding Company

Spice Energy Private Limited

(II) Subsidiary company

SRM Energy Tamilnadu Private Limited, wholly owned subsidiary

(III) Key management personnel and relatives

(a) Executive directors #

Mr. Vishal Rastogi, Managing Director (upto 29 December 2022)
Mr. Sharad Rastogi, Whole-time Director (w.e.f. 29 December 2022)
did not draw any remuneration from the Company during the reporting years.

(b) Non Executive directors

Mr. Vijay Kumar Sharma, Non Executive Director
Mr. Shailesh Kumar Singh, Non Executive Independent Director (upto 18 May 2022)
Mr. Prashant Chohan, Non Executive Independent Director (w.e.f. 28 September 2022)
Ms. Tanu Agarwal, Non Executive Independent Director (upto 28 February 2024)
Ms. Tanu Agarwal, Non Executive Independent Director (w.e.f. 28 March 2024)

(c) Executive officers

Mr. Raman Kumar Mallick, Chief Financial Officer
Mr. Suvindra Kumar, Company Secretary and Compliance Officer (upto 31 May 2022)
Mr. Pankaj Gupta, Company Secretary and Compliance Officer (w.e.f. 21 September 2022)

Notes to the standalone financial statements for the year ended 31 March 2024

(All amounts are in INR lakhs, unless otherwise stated)

B Related parties transactions

Particulars	Year Ended 31 March 2024	Year Ended 31 March 2023
Loan taken		
SRM Energy Tamilnadu Private Limited	82.10	45.20
Spice Energy Private Limited	4.10	-
Loan repaid		
Spice Energy Private Limited	48.00	10.00
Transactions with key management personnel		
Salaries and other employee benefits (including gratuity and compensated absences) to executive officers	22.86	-

C Related party balances

Particulars	As at 31 March 2024	As at 31 March 2023
Loan payable		
Spice Energy Private Limited	276.43	320.33
SRM Energy Tamilnadu Private Limited	223.35	141.25
Payables to key management personnel		
Salaries and other employee benefits (including gratuity and compensated absences) to executive officers	3.80	-

23 Employee benefits
(i) Defined Benefit Plan - Gratuity:

The Company has a defined benefit gratuity plan in India (unfunded). The Company's defined benefit gratuity plan is a final salary plan for employees. Gratuity is paid from entity as and when it becomes due and is paid as per Company scheme for Gratuity.

The Company determines the gratuity liability based on the actuarial valuation using Projected Unit Credit Method by an Independent firm of Actuaries that is registered with The Institute of Actuaries of India.

The following table summarizes the position of obligation relating to gratuity plan:

Reconciliation of Defined Benefit Obligation ("DBO")

Particulars	As at 31 March 2024	As at 31 March 2023
Present value of DBO at start of the year	1.97	2.48
Current service cost	0.53	(0.51)
Past service cost	-	-
Interest cost	0.15	-
Benefit paid	-	-
Actuarial (gains) / losses	0.51	-
Present value of DBO at end of the year	3.16	1.97

Net Liability / (Asset) recognised in the Balance Sheet

Particulars	As at 31 March 2024	As at 31 March 2023
Present value of DBO	3.16	1.97
Fair value of plan assets	-	-
Liability / (Asset) recognised in the Balance Sheet	3.16	1.97

Notes to the standalone financial statements for the year ended 31 March 2024
(All amounts are in INR lakhs, unless otherwise stated)

Expense recognised in the statement of profit and loss

Particulars	As at	As at
	31 March 2024	31 March 2023
Current service cost	0.53	(0.51)
Past service cost	-	-
Interest cost	0.15	-
Total	0.67	(0.51)

Income / (Loss) recognised in other comprehensive income

Particulars	As at	As at
	31 March 2024	31 March 2023
Actuarial (gains) / losses on obligations - Due to change in demographic assumptions	-	-
Actuarial (gains) / losses on obligations - Due to change in financial assumptions	0.04	-
Actuarial (gains) / losses on obligations - Due to experience	0.47	-
Total (income) / expense	0.51	-

Actuarial Assumptions:

Particulars	Year Ended	Year Ended
	31 March 2024	31 March 2023
Discount rate	7.22% p.a.	7.48% p.a.
Salary escalation rate	5.00% p.a.	5.00% p.a.
Attrition rate (for all service groups)	2.00% p.a.	2.00% p.a.
Mortality rate	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)
Retirement age (Years)	58	58
Weighted average duration of the obligation (Years)	14	15

Experience adjustments

Particulars	Year Ended	Year Ended
	31 March 2024	31 March 2023
Defined benefit obligation	3.16	1.97
Fair value of plan assets	-	-
Funded status [Surplus/ (Deficit)]	(3.16)	(1.97)
Exp. Adj. on plan liabilities: (gain) / loss	0.51	-
Exp. Adj. on plan assets: gain / (loss)	NA	NA

Expenses recognised in the Statement of Profit and Loss for next year

The Company expects to recognise expense of Rs 0.78 lakhs (31 March 2023: Rs 0.67 lakhs) towards gratuity in next year.

Maturity profile of Defined Benefit Obligation

(i) 1st following year	0.09	0.01
(ii) 2nd following year	0.09	0.06
(iii) 3rd following year	0.09	0.06
(iv) 4th following year	0.10	0.06
(v) 5th following year	0.11	0.07
(vi) Sum of years 6 to 10	4.03	2.82
(vii) Sum of years 11 and above	0.55	0.28
	5.06	3.36

Notes to the standalone financial statements for the year ended 31 March 2024
(All amounts are in INR lakhs, unless otherwise stated)

Sensitivity analysis on defined benefit obligation

Particulars	As at	
	31 March 2024	31 March 2023
Discount rate		
a. Rate + 1% - the liability to decrease by	0.17	0.12
b. Rate - 1% - the liability to increase by	0.18	0.13
Salary increase rate		
a. Rate + 1% - the liability to increase by	0.19	0.13
b. Rate - 1% - the liability to decrease by	0.17	0.12
Employee turnover rate		
a. Rate + 1% - the liability to decrease by	0.01	0.01
b. Rate - 1% - the liability to decrease by	0.02	0.01

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the Defined Benefit Obligation as recognised in the balance sheet.

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

Interest rate risk: A fall in the discount rate which is linked to the G.Sec. rate will increase the present value of the liability requiring higher provision.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Asset Liability matching risk: The plan faces the ALM risk as to the matching cash flow. Company has to manage pay-out based on pay as you go basis from own funds.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

During the year, there were no plan amendments, curtailments and settlements.

- (ii) The obligation for compensated absences cover the Company's liability for earned leave. The Company during the year has recognised compensated absences expense amounting to charge of Rs. 0.64 lakhs (31 March 2023: Rs. Nil) disclosed under Employee benefits expense (refer note 16).

24 Financial instruments - fair value measurement
Accounting classifications and fair values

Particulars	As at 31 March 2024		As at 31 March 2023	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets measured at amortised cost:				
Cash and cash equivalents	1.12	1.12	0.30	0.30
Other financial assets	0.10	0.10	0.10	0.10
Total	1.22	1.22	0.40	0.40
Financial liabilities measured at amortised cost:				
Borrowings	499.78	499.78	461.58	461.58
Other financial liabilities	1.37	1.37	1.05	1.05
Total	501.15	501.15	462.63	462.63

The management assessed that carrying amounts of these financial assets and financial liabilities approximate their fair value largely due to the nature and short-term maturities of these instruments.

Notes to the standalone financial statements for the year ended 31 March 2024

(All amounts are in INR lakhs, unless otherwise stated)

Fair value hierarchy

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Financial instruments - risk management

The Company has exposure to the following risks arising from financial instruments: credit risk (refer note (b) below); liquidity risk (refer note (c) below); market risk (refer note (d) below).

(a) Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company's board oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

(b) Credit risk

Credit risk is the risk that a counter party fails to discharge its obligation to the Company. The maximum credit risk comprises the carrying amounts of the financial assets. The Company's exposure to credit risk arises mainly from cash and cash equivalents and loans.

Cash and cash equivalents

Credit risk on cash and cash equivalent is not significant as it majorly includes deposits with banks with high credit ratings assigned by credit rating agencies. Management does not expect any losses from non-performance by these counterparties.

Other financial assets measured at amortized cost

Other financial assets measured at amortized cost includes security deposits. Credit risk related to these is managed by monitoring the recoverability of such amounts continuously. The expected credit loss on these financial instruments is expected to be insignificant.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to settle or meet its obligations on time. The cash flows from operating activities are driven primarily by operating results and changes in the working capital requirements.

The table below provides details of financial liabilities further, based on contractual undiscounted payments.

Maturities of financial liabilities

Particulars	Carrying amount	Total	On demand	0-12 months	1-5 years	> 5 years
As at 31 March 2024						
Borrowings	499.78	499.78	499.78	-	-	-
Other financial liabilities	1.37	1.37	-	1.37	-	-
	501.15	501.15	499.78	1.37	-	-
Particulars	Carrying amount	Total	0-12 months	1-2 years	3-5 years	> 5 years
As at 31 March 2023						
Borrowings	461.58	461.58	461.58	-	-	-
Other financial liabilities	1.05	1.05	-	1.05	-	-
	462.63	462.63	461.58	1.05	-	-

(d) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, which will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

i) Currency risk

The transactions entered into by the Company are denominated in Indian Rupees. Accordingly, the Company does not have any currency risk.

ii) Interest rate risk

The Company's does not have any interest bearing borrowings and accordingly does not have any interest rate risk.

Notes to the standalone financial statements for the year ended 31 March 2024

(All amounts are in INR lakhs, unless otherwise stated)

25 Capital management

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximizing the return to stakeholders through optimisation of debt and equity balance.

The Adjusted net debt to total equity ratio at the end of the reporting period was as follows:

Particulars	As at 31.03.2024	As at 31.03.2023
Total borrowings	499.78	461.58
Less: Cash and cash equivalent	(1.12)	(0.30)
Adjusted net debt	498.66	461.28
Total equity	(371.99)	(332.87)
Adjusted net debt to total equity ratio	(1.34)	(1.39)

26 Segment information

The Company is engaged into one reportable business segment i.e. 'generation of power". No other operating segment has been aggregated to form the above reportable operating segment. Accordingly, the disclosure requirements of Ind AS - 108, Operating Segments notified under section 133 of the Companies Act, 2013 are not applicable.

27 Dues to micro and small enterprises

There are no dues outstanding to micro and small enterprises as at the end of reporting years. The information regarding micro and small enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Notes to the standalone financial statements for the year ended 31 March 2024
(All amounts are in INR lakhs, unless otherwise stated)

28 Ratio's

Sr. No.	Ratios	Numerator	Denominator	31 March 2024	31 March 2023	% Change from 31 March 2023 to 31 March 2024	Explanation for change in the ratio by more than 25% as compared to the ratio of preceding year
1	Current ratio (in times)	Current assets	Current liabilities	0.001	0.001	184.12%	Primarily due to increase in cash and cash equivalents
2	Debt - Equity ratio (in times)	Total debt	Shareholder's equity	-1.39	-1.39	-3.11%	Not Applicable
3	"Debt Service Coverage ratio (in times) (Refer note i below)"	Earnings available for debt service	Debt service	NA	NA	NA	Not Applicable
4	Return on Equity ("ROE") (in %)	Net profits after taxes - Preference dividend	Average shareholder's equity	11.35%	11.35%	-0.40%	Not Applicable
5	Inventory Turnover Ratio (in times) (Refer note ii below)	Cost of goods sold	Average inventory	NA	NA	NA	Not Applicable
6	Trade receivables turnover ratio (in times) (Refer note iii below)	Net sales	Average trade receivables	NA	NA	NA	Not Applicable
7	Trade payables turnover ratio (in times) (Refer note iv below)	Net purchases	Average trade payables	NA	NA	NA	Not Applicable
8	Net capital turnover ratio (in times) (Refer note iii below)	Net sales	Working capital	NA	NA	NA	Not Applicable
9	Net profit ratio (in %) (Refer note iii below)	Net profit after tax	Net sales	NA	NA	NA	Not Applicable
10	Return on capital employed (in %)	Earning before interest and taxes	Capital employed (Refer note v below)	-27.79%	-27.79%	-2.42%	Not Applicable
11	Return on investment (in %) (Refer note vi below)	Interest income	Average investments	NA	NA	NA	Not Applicable

Notes:

- i. Debt Service Coverage ratio is not applicable as the Company do not have any interest bearing borrowings.
- ii. Inventory Turnover Ratio is not applicable as the Company do not have inventory.
- iii. Trade receivables turnover ratio, Net capital turnover ratio and Net profit ratio are not applicable as the Company do not have sales/trade receivables during the reporting years.
- iv. Trade payables turnover ratio is not applicable as the Company do not have purchases/trade payables during the reporting years.
- v. Capital employed = Tangible net worth + Total debt + Deferred tax liability
- vi. Return on investment ratio is not applicable as the Company do not hold any income generating investments during the reporting years.

Notes to the standalone financial statements for the year ended 31 March 2024

(All amounts are in INR lakhs, unless otherwise stated)

29 Subsequent events

There are no subsequent events that have occurred after the reporting period till the date of these standalone financial statements.

30 Other statutory information

- i) Details of benami property held: The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
 - ii) Wilful defaulter: The Company is not declared wilful defaulter by any bank or Financial institution or other lender during the year.
 - iii) Relationship with struck off companies: The Company does not have any transactions with companies struck off.
 - iv) Registration of charges or satisfaction with Registrar of Companies (ROC): The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
 - v) Borrowings secured against current assets: The Company does not have borrowings from banks or financial institutions on the basis of security of current assets.
 - vi) Utilisation of borrowed funds and share premium:
 - A. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - B. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - vii) Compliance with number of layers of companies: The Company has complied with the requirements of the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
 - viii) Valuation of Property, Plant and Equipment or Intangible Assets: The Company does not have any property, plant and equipment or intangible assets, thus, disclosures relating to revaluation of property, plant and equipment or intangible assets is not applicable.
 - ix) Loans or advances in the nature of loans to specified persons: The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) that are: (a) repayable on demand or (b) without specifying any terms or period of repayment during the year.
 - x) Compliance with approved Scheme of Arrangement: The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- 31 Details of crypto currency or virtual currency:** The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year. The Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.
- 32 Undisclosed income:** The Company does not have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 33 Corporate Social Responsibility:** The Company does not fulfil the criteria as as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. Accordingly, provisions of section 135 of the Act are not applicable to the Company.
- 34** In the opinion of the board of directors, assets, loans and advances have a value on realization in the ordinary course of the business at least equal to the amounts at which they are stated and provision for all known liabilities have been made.
- 35** The Company did not have any long-term contracts including derivative contracts for which there were any foreseeable losses as at 31 March 2024.
- 36** There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2024.

37 Previous year's figures

Previous year's figures have been regrouped / restated / reclassified, wherever necessary, to confirm to the current year's presentation.

As per our report of even date attached

For **Saini Pati Shah & Co LLP**
Chartered Accountants
Firm Registration No. 137904W/W100622

Ankush Shah
Partner
Membership No. 145370
UDIN: 24145370BKFDVDD1264
Place : Mumbai
Date : 28/05/2024

For & on behalf of the board of directors
SRM Energy Limited

Sharad Rastogi
Whole-time Director
DIN:09828931

Vijay Kumar Sharma
Director
DIN:03272034

Pankaj Gupta
Company Secretary
and Compliance Officer
Membership No. A63088

Raman Kumar Mallick
Chief Financial Officer

Place : New Delhi
Date : 28/05/2024

INDEPENDENT AUDITOR'S REPORT

To The Members of SRM Energy Limited

Report on the Consolidated Ind AS Financial Statements Opinion

We have audited the accompanying consolidated financial statements of SRM Energy Limited ("the Company") and its subsidiary (the Company and its subsidiary together referred to as "the Group"), as listed in Annexure A, which comprise the consolidated balance sheet as at 31 March 2024, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible impact of the matters described in the 'Basis for Qualified Opinion' paragraph below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") or other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2024, its consolidated loss (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

- a. We draw attention to Note 2.4 included in notes to the consolidated financial statements which describes that the Group has no business operations and is continuously incurring cash losses. The Group has accumulated losses and its net worth has been fully eroded. Further, its current liabilities exceeded its current assets as at the balance sheet date. In the absence of any supportive audit evidence, there is material uncertainty of the Group's continuity as going concern and its ability to meet its financial and operational obligations as and when they fall due.
- b. We draw attention to Note 17(ii) included in notes to the consolidated financial statements which describes that the SRM Energy Tamilnadu Private Limited (SETPL), a wholly owned subsidiary, during the year has received an Attachment Order from Securities and Exchange Board of India (SEBI) attaching and directing to remit the loan amount of Rs 4,326.56 lakhs given to SETPL by Mr. Gagan Rastogi to SEBI. SETPL has expressed its inability to remit the amount demanded to SEBI Recovery Officer quoting adverse financial position of the Group. In the absence of any appropriate audit evidence including third party confirmation and in lieu of the aforesaid ongoing recovery proceedings and communications

between SETPL and SEBI, we are unable to comment on the consequential impact(s), if any, on these consolidated financial statements.

- c. We draw attention to Note 13(i) included in notes to the consolidated financial statements which describes that SRM Energy Tamilnadu Private Limited (SETPL), a wholly owned subsidiary, during the year has sold balance portion of land for a sale consideration of Rs. 14.86 lakhs incurring loss of Rs 10.16 lakhs. In the absence of sale agreement pertaining to the transfer of title and any other appropriate audit evidence, we are unable to comment on the sale proceeds and resultant loss and additional financial implications, if any, on these consolidated financial statements.
- d. We draw attention to Note 6 included in notes to the consolidated financial statements which describes that SRM Energy Tamilnadu Private Limited (SETPL), a wholly owned subsidiary, in the previous year has made provision for doubtful capital advance of Rs 60.10 lakhs recoverable from a supplier. In the absence of any appropriate audit evidence including any legal proceedings initiated by the Group against the supplier, we are unable to comment on the appropriateness of the provision and additional financial implications, if any, on these consolidated financial statements.
- e. We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditors' Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated 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.

Sr. No.	Key Audit Matters	Auditor's Response
1	<p>Accuracy and completeness of disclosure of related party transactions and compliance with the provisions of Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI (LODR) 2015') (as described in note 29 of the consolidated financial statements)</p> <p>We identified the accuracy and completeness of disclosure of related party transactions as set out in respective notes to the consolidated financial statements as a key audit matter due to:</p> <ul style="list-style-type: none"> the significance of transactions with related parties during the year ended 31 March 2024. Related party transactions are subject to the compliance requirement under the Companies Act 2013 and SEBI (LODR) 2015. 	<p>Our audit procedures in relation to the disclosure of related party transactions included the following:</p> <ul style="list-style-type: none"> We obtained an understanding related to capturing of related party transactions and management's process of ensuring all transactions and balances with related parties have been disclosed in the consolidated financial statements. We obtained an understanding of the Company's policies and procedures in respect of evaluating approval process by the audit committee and the board of directors. We agreed the amounts disclosed with underlying documentation, on a sample basis, as part of our evaluation of the disclosure. We assessed management evaluation of compliance with the provisions of Section 177 and Section 188 of the companies Act 2013 and SEBI (LODR) 2015. We evaluated the disclosures through reading of statutory information, books and records and other documents obtained during the course of our audit.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

The Annual Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The accompanying consolidated financial statements have been approved by the Board of Directors of the Company. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Group, in accordance with Ind AS and other accounting principles generally accepted in India. The respective Board of Directors / Management of the entities included in the Group are responsible for maintenance of adequate

accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors / Management of the entities included in the Group are responsible for assessing the ability of the Group 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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors / Management of the entities included in the Group are responsible for overseeing the financial reporting process of each entity.

Auditors' Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 consolidated financial statements.

As part of an audit in accordance with SAs specified under section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group 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 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 consolidated 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 Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements, of which we are the independent auditors'. We are responsible for direction, supervision and performance of the audit of the financial information of such entities.

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.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated 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 consolidated financial statements.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order'), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure B", a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit, we report to the extent applicable, that:
 - (a) except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, 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 of the accompanying consolidated financial statements;

- (b) except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
- (c) the consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, the aforesaid consolidated financial statements comply with the Ind AS prescribed under Section 133 of the Act;
- (e) in our opinion, the matter described in the Basis of Qualified Opinion paragraph above, may have an adverse effect on the functioning of the Group;
- (f) on the basis of the written representations received from the directors of the Company and its subsidiary incorporated in India as on 31 March 2024 taken on record by the respective Board of Directors, none of the directors of the Group is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act;
- (g) the qualification relating to the maintenance of accounts and other matters connected therewith is as stated in the Basis for Qualified Opinion paragraph above;
- (h) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to the financial statements of the Company and its subsidiary incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure C". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- (i) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us,
 - (i) the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as at 31 March 2024 - Refer Note 28(A) to the consolidated financial statements;
 - ii. the Group did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses as at 31 March 2024;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company and its subsidiary incorporated in India during the year ended 31 March 2024.
- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other

sources or kind of funds) by the Company or its subsidiary incorporated in India to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or its subsidiary incorporated in India ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company or its subsidiary incorporated in India from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company or its subsidiary incorporated in India shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement
- v. The Company has not declared or paid any dividend during the year ended 31 March 2024.
- vi. Based on our examination, which included test checks, the Company and its subsidiary incorporated in India has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.
3. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:
- In our opinion and according to the information and explanations given to us, the Company and its subsidiary incorporated in India has not paid managerial remuneration to its directors during the current year.

For Saini Pati Shah & Co LLP
Chartered Accountants
Firm's Registration No: 137904W/W100622

Ankush Shah
Partner
Membership No: 145370
UDIN: 24145370BKFVDE6232
Place: Mumbai
Dated: 28/05/2024

ANNEXURE "A"

To the Independent Auditors' Report - 31 March 2024

Details of entity consolidated

Name	Country on incorporation	% of holding as at 31 March 2024
Subsidiary		
SRM Energy Tamilnadu Private Limited	India	100%

For Saini Pati Shah & Co LLP

Chartered Accountants
Firm's Registration No: 137904W/W100622

Ankush Shah

Partner
Membership No: 145370
UDIN: 24145370BKFVDE6232

Place: Mumbai
Dated: 28/05/2024

ANNEXURE "B"

To the Independent Auditors' Report - 31 March 2024

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

(xxi) According to the information and explanations given to us, the following company incorporated in India and included in the consolidated financial statements, have certain remarks included in their reports under Companies (Auditor's Report) Order, 2020 ("CARO"), which have been reproduced as per the requirements of the Guidance Note on CARO:

Sr. No.	Name of the entities	CIN	Relations hip with the Holding Company	Date of the respective auditor's report	Clause number of the CARO report
1	SRM Energy Tamilnadu Private Limited	U40105DL2008PTC280425	Subsidiary	24 May 2024	(i)(c), (iii)(a)(b)(f), (vii)(a), (xvii), (xix)

For Saini Pati Shah & Co LLP

Chartered Accountants
Firm's Registration No: 137904W/W100622

Ankush Shah

Partner
Membership No: 145370
UDIN: 24145370BKFVDE6232

Place: Mumbai
Dated: 28/05/2024

ANNEXURE "C"**Report on the Internal Financial Controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

(Referred to in paragraph (2)(h) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of SRM Energy Limited ("the Company") as of and for the year ended 31 March 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Company and its subsidiary incorporated in India (the Company and its subsidiary incorporated in India together referred to as the "Group") as of that date.

In our opinion, the Company and subsidiary incorporated in India, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements 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

with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated 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 internal financial controls system with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to consolidated financial statements

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

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

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

For Saini Pati Shah & Co LLP

Chartered Accountants

Firm's Registration No: 137904W/W100622

Ankush Shah

Partner

Membership No: 145370

UDIN: 24145370BKFDVE6232

Place: Mumbai

Dated: 28/05/2024

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2024

(All amounts are in INR lakhs, unless otherwise stated)

	Note No.	As at 31 March 2024	As at 31 March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	4	0.28	0.71
Deferred tax assets (net)	5	-	-
Other non-current assets	6	-	-
Total non-current assets		0.28	0.71
Current assets			
Current assets			
Financial assets			
Investments	7	-	90.29
Cash and cash equivalents	8	2.15	5.13
Loans	9	1.11	0.96
Other financial assets	10	0.10	0.10
Other current assets	11	-	0.69
Current tax assets (net)	12	-	1.16
Total current assets		3.36	98.33
Assets held for sale	13	-	25.02
Total assets		3.64	124.06
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	906.00	906.00
Other equity	15	(5,513.60)	(5,434.57)
Total equity		(4,607.60)	(4,528.57)
Liabilities			
Non-current liabilities			
Provisions	16	3.07	2.25
Total non-current liabilities		3.07	2.25
Current liabilities			
Financial liabilities			
Borrowings	17	4,602.99	4,646.89
Other financial liabilities	18	3.92	2.39
Other current liabilities	19	0.53	0.40
Provisions	20	0.73	0.70
Total current liabilities		4,608.17	4,650.38
Total liabilities		4,611.24	4,652.63
Total equity and liabilities		3.64	124.06
Summary of material accounting policies	3		
Notes referred to above form an integral part of the financial statements	1 to 43		

As per our report of even date attached

For **Saini Pati Shah & Co LLP**
Chartered Accountants
Firm Registration No. 137904W/W100622

Ankush Shah
Partner
Membership No. 145370
UDIN: 24145370BKFVDE6232
Place : Mumbai
Date : 28/05/2024

For & on behalf of the board of directors
SRM Energy Limited

Sharad Rastogi
Whole-time Director
DIN:09828931

Vijay Kumar Sharma
Director
DIN:03272034

Pankaj Gupta
Company Secretary
and Compliance Officer
Membership No. A63088
Place : New Delhi
Date : 28/05/2024

Raman Kumar Mallick
Chief Financial Officer

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2024

(All amounts are in INR lakhs, unless otherwise stated)

Particulars	Note No.	Year Ended 31 March 2024	Year Ended 31 March 2023
Income			
Revenue from operations		-	-
Other income	21	2.70	4.32
Total income		2.70	4.32
Expenses			
Employee benefits expenses	22	29.31	30.88
Finance costs	23	0.00	0.01
Depreciation and amortisation expense	24	0.43	0.61
Other expenses	25	50.32	200.24
Total expenses		80.06	231.74
Profit / (Loss) before tax		(77.36)	(227.42)
Tax expense:	26		
- Current tax		-	-
- Adjustment in respect of tax of earlier years		1.16	-
- Deferred tax		-	-
Total tax expense		1.16	-
Profit / (Loss) for the year		(78.52)	(227.42)
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
- Remeasurement of the defined benefit plans		(0.51)	-
- Income tax relating to the above		-	-
Other comprehensive income / (loss) for the year, net of tax		(0.51)	-
Total comprehensive income / (loss) for the year		(79.03)	(227.42)
Basic and diluted earning per share (face value of Rs 10 each)	27	(0.87)	(2.51)
Summary of material accounting policies	3		
Notes referred to above form an integral part of the financial statements	1 to 43		

As per our report of even date attached

For **Saini Pati Shah & Co LLP**
Chartered Accountants
Firm Registration No. 137904W/W100622

Ankush Shah
Partner
Membership No. 145370
UDIN: 24145370BKFVDE6232
Place : Mumbai
Date : 28/05/2024

For & on behalf of the board of directors
SRM Energy Limited

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Whole-time Director
DIN:09828931

Vijay Kumar Sharma
Director
DIN:03272034

Pankaj Gupta
Company Secretary
and Compliance Officer
Membership No. A63088
Place : New Delhi
Date : 28/05/2024

Raman Kumar Mallick
Chief Financial Officer

SRM ENERGY LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2024

(All amounts are in INR lakhs, unless otherwise stated)

A. Equity Share Capital
As at 31 March 2024

Balance at the beginning of the current reporting year	Changes in equity share capital during the current year	Balance at the end of current reporting year
906.00	-	906.00

As at 31 March 2023

Balance at the beginning of the current reporting year	Changes in equity share capital during the Previous year	Balance at the end of Previous reporting year
906.00	-	906.00

B. Other equity
As at 31 March 2024

Particulars	Retained earnings
Balance at the beginning of the year	(5,434.57)
Total comprehensive income / (loss) for the year	(79.03)
Balance at the end of the year	(5,513.61)

As at 31 March 2023

Particulars	Retained earnings
Balance at the beginning of the year	(5,207.15)
Total comprehensive income / (loss) for the year	(227.42)
Balance at the end of the year	(5,434.57)

As per our report of even date attached

For **Saini Pati Shah & Co LLP**
Chartered Accountants
Firm Registration No. 137904W/W100622

Ankush Shah
Partner
Membership No. 145370
UDIN: 24145370BKFVDE6232
Place : Mumbai
Date : 28/05/2024

For & on behalf of the board of directors
SRM Energy Limited

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Whole-time Director
DIN:09828931

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DIN:03272034

Pankaj Gupta
Company Secretary
and Compliance Officer
Membership No. A63088
Place : New Delhi
Date : 28/05/2024

Raman Kumar Mallick
Chief Financial Officer

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2024

(All amounts are in INR lakhs, unless otherwise stated)

Particulars	Year Ended 31 March 2024	Year Ended 31 March 2023
Cash flows from operating activities		
Profit / (Loss) before tax for the year	(77.36)	(227.42)
Adjustments:		
Depreciation and amortisation expense	0.43	0.61
Finance costs	0.00	0.01
Provision for doubtful advances	0.82	-
Provision for doubtful capital advance	-	60.10
Impairment allowance on land	-	48.21
Loss on sale of land	10.16	32.25
Profit on sale/redemption of investments in mutual funds	(2.18)	(4.32)
Provision no longer required written back	(0.52)	-
Operating cash flows before working capital changes	(68.65)	(90.56)
Working capital movements:		
(Increase) / Decrease in other assets	(0.13)	(0.36)
Increase / (Decrease) in other financial liabilities	1.53	0.96
Increase / (Decrease) in other liabilities	0.14	(0.11)
Increase / (Decrease) in provisions	0.85	0.36
Cash generated from operations	(66.26)	(89.71)
Direct taxes paid, net	-	-
Net cash flows generated from / (used in) operating activities (A)	(66.26)	(89.71)
Cash flows from investing activities		
Purchase of property, plant and equipment	-	(0.54)
Proceeds from sale of land	14.86	33.78
Proceeds from sale of mutual funds	92.47	52.00
Loans (given) / repaid (net)	(0.15)	(0.96)
Net cash flows generated from / (used in) investing activities (B)	107.18	84.28
Cash flows from financing activities		
Proceeds from borrowings	4.10	-
Repayment of borrowings	(48.00)	(10.00)
Finance costs paid	(0.00)	(0.01)
Net cash flows generated from / (used in) financing activities (C)	(43.90)	(10.01)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(2.98)	(15.44)
Cash and cash equivalents at the beginning of the year	5.13	20.57
Cash and cash equivalents at the end of the year	2.15	5.13
Notes to cash flow statement		
1 Component of cash and cash equivalents		
Cash on hand	0.08	0.07
Balances with banks		
- In current accounts	2.07	5.06
Total cash and cash equivalents	2.15	5.13

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2024

(All amounts are in INR lakhs, unless otherwise stated)

Particulars	Year Ended	
	31 March 2024	31 March 2023

2 The above cash flow statement has been prepared under the indirect method as set out in Ind AS 7 statement of cash flows u/s 133 of Companies Act, 2013 ('Act') read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015, as amended, and the relevant provisions of the Act.

Reconciliation of liabilities from financing activities for the year ended 31 March 2024

Particulars	As at 31 March 2023	Cashflow (net)	Non cash changes current/non-current classification	As at 31 March 2024
Borrowings-current	4,646.89	(43.90)	-	4,602.99
Total	4,646.89	(43.90)	-	4,602.99

Reconciliation of liabilities from financing activities for the year ended 31 March 2023

Particulars	As at 31 March 2022	Cashflow (net)	Non cash changes current/non-current classification	As at 31 March 2023
Borrowings-current	4,656.89	(10.00)	-	4,646.89
Total	4,656.89	(10.00)	-	4,646.89

As per our report of even date attached

For **Saini Pati Shah & Co LLP**
Chartered Accountants
Firm Registration No. 137904W/W100622

Ankush Shah
Partner
Membership No. 145370
UDIN: 24145370BKFVDE6232
Place : Mumbai
Date : 28/05/2024

For & on behalf of the board of directors
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Company Secretary
and Compliance Officer
Membership No. A63088
Place : New Delhi
Date : 28/05/2024

Raman Kumar Mallick
Chief Financial Officer

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR lakhs, unless otherwise stated)

1. Group Overview

SRM Energy Limited ('Company' or 'Holding Company') is a public company domiciled in India and incorporated under the provisions of Indian Companies Act, 1956 having CIN L17100DL1985PLC303047. The equity shares of the Company are listed on Bombay Stock Exchange ('BSE'). The registered office of the Company is situated at 21, Basant Lok Complex, Vasant Vihar, New Delhi -110057. The Company is a subsidiary of Spice Energy Private Limited ('Parent Company').

The Holding Company along with its subsidiary collectively referred to as "the Group" in the following notes. The Group has been engaged in the business of generation of power.

Following are the details of the entity consolidated in these consolidated financial statements:

Name of the entities	Country of incorporation	% equity interest as at 31 March 2024
Subsidiary		
SRM Energy Tamilnadu Private Limited	India	100.00%

2. Statement of compliance and basis of preparation and presentation

2.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules as amended from time to time and notified under Section 133 of the Companies Act, 2013 ("the Act") and in conformity with the accounting principles generally accepted in India and other relevant provisions of the Act.

These consolidated financial statements for the year ended 31 March 2024 are approved by the Board of Directors at its meeting held on 28 May 2024.

2.2 Basis of preparation and measurement

These consolidated financial statements have been prepared on an accrual basis and under the historical cost convention except for certain financial instruments that are measured at fair values at the end of each reporting period.

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction

between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

2.3 Basis of consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. The Group can have power over the investee even if it owns less than majority voting rights i.e. rights arising from other contractual arrangements. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Statement of profit and loss (including other comprehensive income ('OCI') of subsidiaries acquired or disposed of during the period are recognized from the effective date of acquisition, or up to the effective date of disposal, as applicable.

The Group combines the financial statements of the Holding Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR lakhs, unless otherwise stated)

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost.
- Derecognises the cumulative translation differences recorded in equity.
- Recognises the fair value of the consideration received.
- Recognises the fair value of any investment retained.
- Recognises any surplus or deficit in profit or loss.
- Recognise that distribution of shares of subsidiary to Group in Group's capacity as owners.
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or transferred directly to retained earnings, if required by other Ind ASs as would be required if the Group had directly disposed of the related assets or liabilities.

2.4 Going Concern

The Group has no business operations and is continuously incurring cash losses. The Group has accumulated losses and its net worth has been fully eroded. Further, its current liabilities exceeded its current assets as at the balance sheet date. The Group's ability to meet its statutory and other administrative expenses over the next 12 months is dependent on support from the group company. The Parent company, without prejudice to the demand/settlement of loan due from the SRM Energy Limited, has confirmed to extend the necessary financial support for the next 12 months to meet the statutory and other administrative expenses if SRM Energy Limited fails to do so. Basis the financial support / comfort provided by the Parent company, Group's management believes that the use of 'going concern' assumption for preparation of the consolidated financial statements is appropriate and hence these consolidated financial statements has been prepared on going concern basis.

2.5 Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (INR), which is also the Group's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

2.6 Current Versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current - non-current classification of assets and liabilities.

2.7 Critical accounting judgements and use of estimates

The preparation of consolidated financial statements requires the management to make estimates and

assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent liabilities at the date of the consolidated financial statements and the results of operations during the reporting period. The actual results could differ from those estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision or future periods if the revision affects both current and future periods.

Accounting estimates and judgements are used in various line items in the consolidated financial statements for e.g.:

Property, plant and equipment

The management engages internal technical team to assess the remaining useful lives and residual value of property, plant and equipment annually in order to determine the amount of depreciation to be recorded during any reporting period. The management believes that the assigned useful lives and residual value are reasonable.

Income taxes

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

Contingencies

The management's judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Group as it is not possible to predict the outcome of pending matters with accuracy.

Expected credit losses on financial assets:

The impairment provisions of financial assets and contract assets are based on assumptions about risk of default and expected timing of collection. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history of collections, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit ("CGU") exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR lakhs, unless otherwise stated)

calculation is based on a discounted cash flow ("DCF") model. The cash flows are derived from the budget for future years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Effective Interest Rate (EIR) Method:

The Group recognizes interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loans given / taken. This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well as expected changes to other income/expense that are integral parts of the instrument.

Fair value measurements and valuation processes:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation technique that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

2.8 New and amended standards

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. As on 31 March 2024, no new standards or amendments are issued or notified.

3. Summary of material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The following are the material accounting policies as applicable to the Group:

3.1 Property, plant and equipment

All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the consolidated statement of profit and loss on the date of disposal or retirement.

Subsequent costs are capitalised on the carrying amount or recognised as a separate asset, as appropriate, only when future economic benefits associated with the item

are probable to flow to the Group and cost of the item can be measured reliably. All other repair and maintenance are charged to the consolidated statement of profit and loss during the reporting period in which they are incurred.

Depreciation on property, plant and equipment is provided on Written Down Value method based on the useful lives of assets as prescribed under Schedule II to the Companies Act, 2013. Based on past experience and internal technical evaluation, the management believes that these useful lives represent the appropriate period of usage and therefore, considered to be appropriate for charging depreciation. Depreciation on addition (disposal) is provided on a pro-rata basis i.e. from (upto) the date on which assets is ready for use (disposed of).

Assets residual values, depreciation method and useful lives are reviewed at the end of financial year considering the physical condition of the assets or whenever there are indicators for review and adjusts residual life prospectively.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the consolidated statement of profit and loss within other income.

3.2 Assets held for sale

Non-current assets, or disposal groups are classified as held for sale if its carrying amount will be recovered principally through sale rather than through continuing use, it is available for immediate sale and sale is highly probable within one year.

On initial classification as held for sale, assets and disposal groups are measured at the lower of previous carrying amount and fair value less costs to sell with any adjustments taken to the consolidated statement of profit and loss. The same applies to gains and losses on subsequent remeasurement although gains are not recognised in excess of any cumulative impairment loss. Any impairment loss on a disposal group is first allocated to goodwill, and then to remaining assets and liabilities on a pro-rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets and investment property, which continue to be measured in accordance with the accounting policies. Property, plant and equipment once classified as held for sale or distribution are not depreciated.

3.3 Foreign currency translation**Initial recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR lakhs, unless otherwise stated)

foreign currency, are translated using the exchange rate at the date when such value was determined.

Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting monetary items of Group at rates different from those at which they were initially recorded during the year, or reported in previous consolidated financial statements, are recognised as income or as expenses in the year in which they arise except those arising from investments in non-integral operations.

3.4 Taxes

Tax expense comprises of current and deferred tax.

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

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

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

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

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

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable

profits will be available to allow all or part of the asset to be recovered.

3.5 Financial instruments:

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

i. Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified as:

- Debt instruments assets at amortised cost
- Equity instrument measured at fair value through profit or loss (FVTPL)

When assets are measured at fair value, gains and losses are either recognised entirely in the consolidated statement of profit and loss (i.e. fair value through profit and loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

Debt instruments at amortised cost

A debt instrument is measured at amortised cost (net of any write down for impairment) if both the following conditions are met:

- the asset is held to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes), and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit and loss. The losses arising from impairment are recognised consolidated statement of profit and loss. This category generally applies to trade and other receivables

Financial assets at fair value through OCI (FVTOCI)

A financial asset that meets the following two conditions is measured at fair value through OCI unless the asset is designated at fair value through profit and loss under fair value option.

- The financial asset is held both to collect contractual cash flows and to sell.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of

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(All amounts are in INR lakhs, unless otherwise stated)

principal and interest on the principal amount outstanding.

Instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI. However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial assets at fair value through profit and loss (FVTPL)

FVTPL is a residual category for Group's investment instruments. Any instruments which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

All investments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss

In addition, the Group may elect to designate an instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group has not made any such election. This classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity investment in subsidiary are measured at cost.**Derecognition**

When the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement? it evaluates if and to what extent it has retained the risks and rewards of ownership.

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
 - Based on above evaluation, either
- (a) the Group has transferred substantially all the risks and rewards of the asset, or
- (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a bases that reflect the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

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

ii. Financial liabilities**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss or at amortised cost, as appropriate.

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

The Group's financial liabilities include trade payables and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR lakhs, unless otherwise stated)

are recognised in profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated statement of profit and loss.

Derecognition

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

iii. Offsetting of financial instruments

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

iv. Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

3.6 Impairment of non-financial assets

Non-financial assets including Property, plant and equipment with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not

generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

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

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the consolidated statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

3.7 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as finance cost.

3.8 Contingent liabilities, contingent assets and commitments

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the notes to the consolidated financial statements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR lakhs, unless otherwise stated)

Contingent assets are not recognized in the consolidated financial statements. However, it is disclosed only when an inflow of economic benefits is probable.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

3.9 Employee benefits**(i) Short-term employee benefits:**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. All short-term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees and recognized as expenses in the consolidated statement of profit and loss unless related to the project in which case they are capitalized. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. These benefits include salary and wages, bonus, performance incentives, etc.

(ii) Long-term employee benefits (Post-employment benefits):**Defined benefit plans - Gratuity:**

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

The present value is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the consolidated statement of profit and loss.

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

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

(iii) Other benefits (Compensated absences):

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

3.10 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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

3.11 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker.

Notes to the consolidated financial statements for the year ended 31 March 2024
(All amounts are in INR lakhs, unless otherwise stated)

4 Property, plant and equipment

Particulars	Land *	Computers	Total
Gross block:			
As at 01 April 2022	-	6.31	6.31
Additions	-	0.54	0.54
Disposals	-	-	-
As at 31 March 2023	-	6.85	6.85
Additions	-	-	-
Disposals	-	-	-
As at 31 March 2024	-	6.85	6.85
Accumulated depreciation:			
As at 01 April 2022	-	5.52	5.52
Charge for the year	-	0.61	0.61
Disposals	-	-	-
As at 31 March 2023	-	6.14	6.14
Charge for the year	-	0.43	0.43
Disposals	-	-	-
As at 31 March 2024	-	6.57	6.57
Net block:			
As at 31 March 2023	-	0.71	0.71
As at 31 March 2024	-	0.28	0.28

* Pursuant to the approval obtained from the shareholders of SRM Energy Tamilnadu Private Limited ('SETPL'), a wholly owned subsidiary, on 16 May 2019 to sale/transfer, assign, deliver or otherwise dispose off the land for the power plant admeasuring 215.14 acres held by SETPL rather than to use the said land for the purpose of business, SETPL had started to sale/dispose off the said land. Accordingly, the Group had classified the said land separately in Balance Sheet as assets held for sale in accordance with Ind AS 105 "Non-current assets held for sale and discontinued operations". For assets held for sale, refer note 13.

5 Deferred tax assets/(liabilities) (net)

Particulars	As at 31 March 2024	As at 31 March 2023
i) Deferred Tax Liabilities		
Depreciation	0.07	0.19
	0.07	0.19
ii) Deferred Tax Assets		
Accumulated tax loss	141.08	139.39
Employee benefit expenses	0.99	0.77
	142.07	140.16
Restricted to deferred tax liabilities	0.07	0.19
Deferred Tax Assets (Net)	-	-

**(i) Significant components of Deferred tax assets & liabilities recognized in Financial Statements
As at 31 March 2024**

Particulars	As at 1 April 2023	Recognised in		As at 31 March 2024
		P&L	OCI	
i) Deferred Tax Liabilities				
Depreciation	0.19	(0.12)	-	0.07
	0.19	(0.12)	-	0.07
ii) Deferred Tax Assets				
Accumulated tax loss	139.39	1.69	-	141.08
Employee benefit expenses	0.77	0.22	-	0.99
	140.16	1.91	-	142.07
Restricted to deferred tax liabilities	0.19	(0.12)	-	0.07
Deferred Tax Assets (Net)	-	-	-	-

Notes to the consolidated financial statements for the year ended 31 March 2024
(All amounts are in INR lakhs, unless otherwise stated)

As at 31 March 2023

Particulars	As at 1 April 2022	Recognised in		As at 31 March 2023
		P&L	OCI	
i) Deferred Tax Liabilities				
Depreciation	0.20	(0.01)	-	0.19
	0.20	(0.01)	-	0.19
ii) Deferred Tax Assets				
Accumulated tax loss	80.42	58.97	-	139.39
Employee benefit expenses	0.92	(0.15)	-	0.77
	81.34	58.82	-	140.16
Restricted to Deferred Tax Liabilities	0.20	(0.01)	-	0.19
Deferred Tax Assets (Net)	-	-	-	-

Notes:

Deferred tax assets have been recognised to the extent of deferred tax liabilities on taxable temporary differences available. It is expected that any reversals of the deferred tax liability would be offset against the reversal of the deferred tax assets.

- (ii) The Group has unused tax losses under the head Business Loss as per the Income Tax Act, 1961 as on 31 March 2024. Based on the probable uncertainty regarding the set off of these losses, the Group has not recognized deferred tax asset in the Balance Sheet. Details of tax losses under the head business losses with expiry is as follows:

Particulars	As at	As at
	31 March 2024	31 March 2023
Within five years	307.43	214.64
More than five years	289.07	374.80
No Expiry	-	-
	596.50	589.44

6 Other non-current assets

Particulars	As at	As at
	31 March 2024	31 March 2023
Unsecured, considered doubtful:		
Capital advance (refer note below)	60.10	60.10
Less: Allowance for bad and doubtful capital advance	(60.10)	(60.10)
	-	-

Note:

The Group in the previous year has made allowance for bad and doubtful capital advance of Rs 60.10 lakhs recoverable from one of the supplier, as the management is of the opinion that recovery of this capital advance is doubtful.

7 Investments (Current)

Particulars	As at	As at
	31 March 2024	31 March 2023
Investments at fair value through profit and loss:		
Investments in mutual funds (Unquoted):		
Nil (31 March 2023: 210,081.41) units of		
SBI Magnum Medium Duration Fund Regular Growth	-	90.29
	-	90.29
Aggregate amount of unquoted current investments at cost	-	82.40
Aggregate market value of unquoted current investments	-	90.29

Notes to the consolidated financial statements for the year ended 31 March 2024
(All amounts are in INR lakhs, unless otherwise stated)

8 Cash and cash equivalents

Particulars	As at 31 March 2024	As at 31 March 2023
Cash on hand	0.08	0.07
Balances with banks:		
- In current accounts	2.07	5.06
	<u>2.15</u>	<u>5.13</u>

9 Loans (Current)

Particulars	As at 31 March 2024	As at 31 March 2023
Unsecured, considered good:		
Loans to others	1.11	0.96
	<u>1.11</u>	<u>0.96</u>
Breakup of security details:		
Loans receivables considered good – Secured	-	-
Loans receivables considered good – Unsecured	1.11	0.96
Loans receivables which have significant increase in credit risk	-	-
Loans receivables – credit impaired	-	-

Refer note 31 for information about credit risk and market risk of loans.

10 Other financial assets (Current)

Particulars	As at 31 March 2024	As at 31 March 2023
Security deposits	0.10	0.10
	<u>0.10</u>	<u>0.10</u>

11 Other current assets

Particulars	As at 31 March 2024	As at 31 March 2023
Unsecured, considered good:		
Other advances	-	0.69
Unsecured, considered doubtful:		
Other advances	0.82	-
Less: Allowance for bad and doubtful advances	(0.82)	-
	<u>-</u>	<u>0.69</u>

12 Current tax assets (net)

Particulars	As at 31 March 2024	As at 31 March 2023
TDS receivables	-	1.16
	<u>-</u>	<u>1.16</u>

13 Assets held for sale

Particulars	As at 31 March 2024	As at 31 March 2023
Opening balance	25.02	139.26
Less:		
Impairment allowance on land	-	48.21
Proceeds from sale of land	14.86	33.78
Loss on sale of land	10.16	32.25
	<u>25.02</u>	<u>114.24</u>
Closing balance	<u>-</u>	<u>25.02</u>

Notes to the consolidated financial statements for the year ended 31 March 2024

(All amounts are in INR lakhs, unless otherwise stated)

Notes:

- (i) SRM Energy Tamilnadu Private Limited, a wholly-owned subsidiary, during the year has sold balance portion of land for a sale consideration of Rs. 14.86 lakhs incurring loss of Rs 10.16 lakhs. Lands sold off by the Group are in piecemeal, not cordoned and scattered under remote villages falling under various sub-registrars. There has been delay in arranging the executed land agreements but howsoever, the sale proceeds have been received through the banking channels. The management is making required efforts to arrange the deeds.
- (ii) During the year, remaining land of 23.46 acres is sold by SRM Energy Tamilnadu Private Limited, a wholly-owned subsidiary, during the previous year, 32.30 acres of land was sold by the Group out of the total land as on 01 April 2022 and remaining land of 23.46 acres was valued at Rs. 1.07 lakhs per acre as per the valuation report obtained from registered valuer.
- (iii) SRM Energy Tamilnadu Private Limited, a wholly owned subsidiary, vide shareholders resolutions dated 16 May 2019 and 06 May 2021 approved sale/transfer, assign, deliver or otherwise dispose off the land for the power plant admeasuring 215.14 acres towards using the sale proceeds to settle the loan extended by erstwhile directors to the Group and to carry out administrative, statutory, other day to day expenses and to settle the existing liabilities of the Group. By the end of reporting year, the Group has sold land admeasuring 215.14 acres for Rs. 452.15 lakhs and out of the sale proceeds utilised Rs. 134.10 lakhs to settle pending loans and Rs. 317.55 lakhs to carry out administrative, statutory and other day to day expenses and to settle the existing liabilities of the Group.

14 Equity share capital

Particulars

	As at 31 March 2024	As at 31 March 2023
Authorised:		
1,13,00,000 (31 March 2023: 1,13,00,000) equity shares of Rs. 10 each	1,130.00	1,130.00
	<u>1,130.00</u>	<u>1,130.00</u>
Issued, subscribed and paid-up:		
90,60,000 (31 March 2023: 90,60,000) equity shares of Rs. 10 each, fully paid-up	906.00	906.00
	<u>906.00</u>	<u>906.00</u>

a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year:

Particular	As at 31 March 2024		As at 31 March 2023	
	No. of shares	Amount	No. of shares	Amount
Outstanding as at the beginning of the year	9,060,000	906.00	9,060,000	906.00
Add: Share issued during the year	-	-	-	-
Outstanding as at the end of the year	<u>9,060,000</u>	<u>906.00</u>	<u>9,060,000</u>	<u>906.00</u>

b) Rights, preference and restrictions attached to the equity shares:

The Company has single class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of 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.

c) List of shareholders holding more than 5% shares of a class of shares

Particular	As at 31 March 2024		As at 31 March 2023	
	No. of shares	% of Holding	No. of shares	% of Holding
Spice Energy Private Limited	6,450,000	71.19%	6,450,000	71.19%

d) Details of shares held by the holding company

Particular	As at 31 March 2024		As at 31 March 2023	
	No. of shares	% of Holding	No. of shares	% of Holding
Spice Energy Private Limited	6,450,000	71.19%	6,450,000	71.19%

Notes to the consolidated financial statements for the year ended 31 March 2024

(All amounts are in INR lakhs, unless otherwise stated)

e) Disclosure of shareholding of promoters
Equity shares of Rs 2 each fully paid-up

Promoter's name	Shareholding		% change during the year	
	Number of shares	% of total shares	Number of shares	% of total shares
Spice Energy Private Limited	6,450,000	71.19%	-	-
	(6,450,000)	(71.19%)		

(figures in bracket denote previous year figures)

- f) The Company has not allotted any fully paid-up equity share by way of bonus shares, or in pursuant to contract without payment being received in cash nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date.

15 Other equity

Particulars	As at 31 March 2024	As at 31 March 2023
Retained earnings		
Balance at the beginning of the year	(5,434.57)	(5,207.15)
Add: Profit / (Loss) for the year	(79.03)	(227.42)
Balance at the end of the year	<u>(5,513.60)</u>	<u>(5,434.57)</u>

Retained earnings:

Retained earnings represents surplus / accumulated earnings of the Company and are available for distribution to shareholders.

16 Provisions (Non-current)

Particulars	As at 31 March 2024	As at 31 March 2023
Provision for employee benefits:		
- Gratuity (refer note 30)	3.07	2.25
	<u>3.07</u>	<u>2.25</u>

17 Borrowings (Current)

Particulars	As at 31 March 2024	As at 31 March 2023
Unsecured:		
Loan from individual having indirect control over the Group (erstwhile director) {refer note (i) and (ii) below} (refer note 29)	4,326.56	4,326.56
Loans from Parent Company {refer note (iii) below} (refer note 29)	276.43	320.33
	<u>4,602.99</u>	<u>4,646.89</u>

Notes:

- (i) Interest free indian rupee loan from Mr. Gagan Rastogi is repayable on demand and do not carry any interest rate. The loan was given to SRM Energy Tamilnadu Private Limited, a wholly owned subsidiary, by Mr. Gagan Rastogi in the capacity when he was a director.
- (ii) SRM Energy Tamilnadu Private Limited ('SETPL'), a wholly owned subsidiary, during the year has received an Attachment Order from Securities and Exchange Board of India (SEBI) attaching and directing to remit the loan amount of Rs 4,326.56 lakhs given to SETPL by Mr. Gagan Rastogi to SEBI. SETPL has expressed its inability to remit the amount demanded to SEBI Recovery Officer quoting adverse financial position of the Group. In lieu of the aforesaid ongoing recovery proceedings and communications between SETPL and SEBI, the consequential impact(s), if any, on these financial statements is currently not ascertainable.
- (iii) Interest free indian rupee loan from Spice Energy Private Limited, the Parent Company, is repayable on demand.

Notes to the consolidated financial statements for the year ended 31 March 2024
(All amounts are in INR lakhs, unless otherwise stated)

18 Other financial liabilities (Current)

Particulars	As at 31 March 2024	As at 31 March 2023
Provision for expenses	1.64	1.20
Other payables	2.28	1.19
	<u>3.92</u>	<u>2.39</u>

19 Other current liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Statutory dues payable	0.53	0.40
	<u>0.53</u>	<u>0.40</u>

20 Provisions (Current)

Particulars	As at 31 March 2024	As at 31 March 2023
- Gratuity (refer note 30)	0.09	0.01
- Compensated absences (refer note 30)	0.64	0.69
	<u>0.73</u>	<u>0.70</u>

21 Other Income

Particulars	Year Ended 31 March 2024	Year Ended 31 March 2023
Liabilities no longer required written back	0.02	-
Profit on sale/redemption of investments in mutual funds	2.18	4.32
Provision no longer required written back *(refer note 30)	0.50	-
	<u>2.70</u>	<u>4.32</u>

* Since there are no employees in SRM Energy Tamilnadu Private Limited ('SETPL'), a wholly owned subsidiary, as at 31 March 2024, SETPL during the year has entirely reversed both opening provision and expense provided during the year towards gratuity total amounting to Rs 0.39 lakhs and has also reversed expense provided during the year towards compensated absences of Rs 0.11 lakhs.

22 Employee Benefit expense

Particulars	Year Ended 31 March 2024	Year Ended 31 March 2023
Salaries and wages	26.62	29.82
Gratuity (refer note 30)	0.77	(0.33)
Compensated absences (refer note 30)	0.75	0.20
Staff welfare expense	1.16	1.19
	<u>29.31</u>	<u>30.88</u>

23 Finance costs

Particulars	Year Ended 31 March 2024	Year Ended 31 March 2023
Interest on delayed payment of tax deducted at source	0.00	0.01
	<u>0.00</u>	<u>0.01</u>

Amount "0.00" represents amount less than Rs 1 thousand in absolute terms.

24 Depreciation and amortisation expense

Particulars	Year Ended 31 March 2024	Year Ended 31 March 2023
Depreciation on property, plant and equipment	0.43	0.61
	<u>0.43</u>	<u>0.61</u>

Notes to the consolidated financial statements for the year ended 31 March 2024
(All amounts are in INR lakhs, unless otherwise stated)

25 Other Expenses

Particulars	Year Ended 31 March 2024	Year Ended 31 March 2023
Power and fuel	0.58	1.26
Rates and taxes	0.19	0.45
Repair and maintenance	-	13.53
Legal and professional fees	17.85	27.70
Annual listing fees	4.55	4.22
Payment to auditors:		
Statutory audit fees	2.07	2.07
Travelling and conveyance	2.11	5.87
Printing and stationery	0.17	0.54
Postage and communication	1.29	0.12
Allowance for bad and doubtful advances	0.82	-
Allowance for bad and doubtful capital advance	-	60.10
Impairment allowance on land	-	48.21
Loss on sale of land	10.16	32.25
Brokerage expenses	7.63	0.68
Advertisement expenses	1.12	0.36
Miscellaneous expenses	1.78	2.87
	<u>50.32</u>	<u>200.24</u>

26 Income tax

The major components of income tax expense for the years ended 31 March 2024 and 31 March 2023 are:

Statement of profit and loss section

Particulars	Year Ended 31 March 2024	Year Ended 31 March 2023
Current income tax:		
Current income tax charge	-	-
Deferred tax:		
Relating to origination and reversal of temporary differences	-	-
Income tax expense reported in the statement of profit and loss	<u>-</u>	<u>-</u>

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended

Particulars	Year Ended 31 March 2024	Year Ended 31 March 2023
Accounting profit/(loss) before tax	<u>(77.36)</u>	<u>(227.42)</u>
Computed tax expense	<u>(20.11)</u>	<u>(59.13)</u>
At India's statutory income tax rate of 26.00% (31 March 2023: 26.00%)		
Adjustments for:		
Expenses not allowed for tax purposes	0.00	-
Adjustment in respect of tax of earlier years	1.16	-
Current year losses on which no deferred tax is created	20.11	59.13
At the effective income tax rate	<u>1.16</u>	<u>-</u>
Income tax expense reported in the statement of profit and loss	<u>1.16</u>	<u>-</u>

Notes to the consolidated financial statements for the year ended 31 March 2024
(All amounts are in INR lakhs, unless otherwise stated)

27 Earnings per share

The following table sets forth the computation of basic and dilutive earnings per share:

Particulars	Year Ended 31 March 2024	Year Ended 31 March 2023
Net profit / (loss) for the year attributable to equity shareholders	(78.52)	(227.42)
Weighted average number of shares	9,060,000	9,060,000
Earnings per share, basic and diluted (Rupees)	(0.87)	(2.51)

Note: Basic and diluted earnings per share during the current year are same as the Company has no potentially dilutive equity shares outstanding as at the year end.

Reconciliation of shares used in computing earnings per share

Particulars	Year Ended 31 March 2024	Year Ended 31 March 2023
No. of equity shares at the beginning of the year	9,060,000	9,060,000
Add: Shares issued during the year	-	-
No. of equity shares at the end of the year	9,060,000	9,060,000
Weighted average number of equity shares of Rs 10 each used for calculation of basic and diluted earnings per share	9,060,000	9,060,000

28 Contingent liabilities and commitments

(A) Contingent liabilities:

(i) The Company have been made one of the parties to the case filed by Mr. D Sundararajan (Plaintiff) against Spice Energy Private Limited, Parent Company in the Bombay High Court (Suit No. 966 of 2014) for the recovery of his alleged salary of Rs 853.67 lakhs along with interest @ 18% p.a. from the Parent Company. The other parties to the case are SRM Energy Tamilnadu Private Limited, wholly owned subsidiary company, Mr. Gagan Rastogi and Mr. Deep Kumar Rastogi (all parties against the Plaintiff together referred to as "the Defendants"). The last effective order in the matter is dated 30 September 2019 directing the Defendants to prepare a list of admission and denial of the Plaintiff's documents. The case is getting adjourned thereafter.

(ii) Particulars	As at 31 March 2024	As at 31 March 2023
Disputed tax liabilities [net of amount deposited under protest Rs Nil (31 March 2023: Rs Nil)] {refer note (i)}	51.59	50.99

Note:

The various disputed tax liabilities are as under:

Particulars	Period to which it relates	As at 31 March 2024	As at 31 March 2023
Income Tax			
a) Disallowances / additions / demand raised by the income tax department pending before various authorities / appellate authorities	AY 2003-04, AY 2007-08 and AY 2009-10 (31 March 2023: AY 2003-04, AY 2007-08 and AY 2009-10)	50.89	50.29
b) Dues of income tax on account of non/late deposit of tax deducted at sources	FY 2007-08 and FY 2014-15 (31 March 2023: FY 2007-08 and FY 2014-15)	0.70	0.70
		51.59	50.99

The Group is contesting the demands and the management, including its tax advisors, believe that its position will likely be upheld. No tax expense has been accrued in the consolidated financial statements for the tax demand raised. The management believes that the ultimate outcome will not have a material adverse effect on the Group's financial position and results of operations.

(B) Capital and other commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for: Rs Nil (31 March 2023: Rs Nil)

Notes to the consolidated financial statements for the year ended 31 March 2024
(All amounts are in INR lakhs, unless otherwise stated)

29 Related party disclosure

A Names of related parties and description of relationship

(I) Parent Company

Spice Energy Private Limited

(II) Individual having indirect control over the Group

Mr. Gagan Rastogi

(III) Key management personnel and relatives

(a) Executive directors #

Mr. Vishal Rastogi, Managing Director (upto 29 December 2022)
Mr. Sharad Rastogi, Whole-time Director (w.e.f. 29 December 2022)
did not draw any remuneration from the Company during the reporting years.

(b) Non-whole-time directors

Mr. Vijay Kumar Sharma, Non Executive Director
Mr. Shailesh Kumar Singh, Non Executive Independent Director (upto 18 May 2022)
Mr. Prashant Chohan, Non Executive Independent Director (w.e.f. 28 September 2022)
Ms. Tanu Agarwal, Non Executive Independent Director (upto 28 February 2024)
Ms. Tanu Agarwal, Non Executive Independent Director (w.e.f. 28 March 2024)

(c) Executive officers

Mr. Raman Kumar Mallick, Chief Financial Officer
Mr. Suvindra Kumar, Company Secretary and Compliance Officer (upto 31 May 2022)
Mr. Pankaj Gupta, Company Secretary and Compliance Officer (w.e.f. 21 September 2022)

B Related parties transactions

Particulars

	Year Ended 31 March 2024	Year Ended 31 March 2023
Loan taken		
Spice Energy Private Limited	4.10	-
Loan repaid		
Spice Energy Private Limited	48.00	10.00
Transactions with key management personnel		
Salaries and other employee benefits (including gratuity and compensated absences) to executive officers	22.86	-

C Related party balances

Particulars

	As at 31 March 2024	As at 31 March 2023
Loan payable		
Mr. Gagan Rastogi	4,326.56	4,326.56
Spice Energy Private Limited	276.43	320.33
Payables to key management personnel		
Salaries and other employee benefits (including gratuity and compensated absences) to executive officers	3.80	-

30 Employee benefits

(i) Defined Benefit Plan - Gratuity:

The Group has a defined benefit gratuity plan in India (unfunded). The Group's defined benefit gratuity plan is a final salary plan for employees. Gratuity is paid from entity as and when it becomes due and is paid as per Group scheme for Gratuity. The Group determines the gratuity liability based on the actuarial valuation using Projected Unit Credit Method by an Independent firm of Actuaries that is registered with The Institute of Actuaries of India. Since there are no employees in SRM Energy Tamilnadu Private Limited ('SETPL'), a wholly owned subsidiary, as at 31 March 2024, SETPL have not carried out actuarial valuation during the year.

Notes to the consolidated financial statements for the year ended 31 March 2024
(All amounts are in INR lakhs, unless otherwise stated)

The following table summarizes the position of obligation relating to gratuity plan:

Reconciliation of Defined Benefit Obligation ("DBO")

Particulars	As at	As at
	31 March 2024	31 March 2023
Present value of DBO at start of the year	2.26	2.59
Current service cost	0.63	(0.33)
Past service cost	-	-
Interest cost	0.15	-
Benefit paid	-	-
Actuarial (gains) / losses	0.51	-
Provision reversed *	(0.39)	-
Present value of DBO at end of the year	3.16	2.26

Net Liability / (Asset) recognised in the Balance Sheet

Particulars	As at	As at
	31 March 2024	31 March 2023
Present value of DBO	3.16	2.26
Fair value of plan assets	-	-
Liability / (Asset) recognised in the Balance Sheet	3.16	2.26

Expense recognised in the statement of profit and loss

Particulars	Year Ended	Year Ended
	31 March 2024	31 March 2023
Current service cost	0.63	(0.33)
Past service cost	-	-
Interest cost	0.15	-
Provision reversed *	(0.39)	-
Total	0.39	(0.33)

* Since there are no employees in SRM Energy Tamilnadu Private Limited ('SETPL'), a wholly owned subsidiary, as at 31 March 2024, SETPL during the year has entirely reversed both opening provision and expense provided during the year towards gratuity total amounting to Rs 0.39 lakhs (31 March 2023: Nil) disclosed as part of provision no longer required written back under Other income (refer note 21).

Expenses recognised in other comprehensive income

Particulars	Year Ended	Year Ended
	31 March 2024	31 March 2023
Actuarial (gains) / losses on obligations - Due to change in demographic assumptions	-	-
Actuarial (gains) / losses on obligations - Due to change in financial assumptions	0.04	-
Actuarial (gains) / losses on obligations - Due to experience	0.47	-
Total (income) / expense	0.51	-

Actuarial Assumptions:

Particulars	Year Ended	Year Ended
	31 March 2024	31 March 2023
Discount rate	7.22% p.a.	7.48% - 7.49% p.a.
Salary escalation rate	5.00% p.a.	5.00% p.a.
Attrition rate (for all service groups)	2.00% p.a.	2.00% p.a.
Mortality rate	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)
Retirement age (Years)	58	58
Average expected future service (Years)	14	15 - 16

Notes to the consolidated financial statements for the year ended 31 March 2024
(All amounts are in INR lakhs, unless otherwise stated)

Experience adjustments

Particulars	Year Ended	Year Ended
	31 March 2024	31 March 2023
Defined benefit obligation	3.16	2.26
Fair value of plan assets	-	-
Funded status [Surplus/ (Deficit)]	(3.16)	(2.26)
Exp. Adj. on plan liabilities: (gain) / loss	0.51	-
Exp. Adj. on plan assets: gain / (loss)	NA	NA

Expenses recognised in the Statement of Profit and Loss for next year

The Group expects to recognise expense of Rs 0.78 lakhs
(31 March 2023: Rs 0.67 lakhs) towards gratuity in next year.

Maturity analysis of the benefit payments

(i) 1st following year	0.09	0.01
(ii) 2nd following year	0.09	0.06
(iii) 3rd following year	0.09	0.06
(iv) 4th following year	0.10	0.06
(v) 5th following year	0.11	0.07
(vi) Sum of years 6 to 10	4.03	2.82
(vii) Sum of years 11 and above	0.55	0.28
	<u>5.06</u>	<u>3.36</u>

Sensitivity analysis on defined benefit obligation

Particulars	As at	As at
	31 March 2024	31 March 2023
Discount rate		
a. Rate + 1% - the liability to decrease by	0.17	0.16
b. Rate - 1% - the liability to increase by	0.18	0.18
Salary increase rate		
a. Rate + 1% - the liability to increase by	0.19	0.18
b. Rate - 1% - the liability to decrease by	0.17	0.16
Employee turnover rate		
a. Rate + 1% - the liability to decrease by	0.01	0.01
b. Rate - 1% - the liability to increase by	0.02	0.01

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the Defined Benefit Obligation as recognised in the balance sheet.

Risk exposures:

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

Interest rate risk: A fall in the discount rate which is linked to the G.Sec. rate will increase the present value of the liability requiring higher provision.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Notes to the consolidated financial statements for the year ended 31 March 2024

(All amounts are in INR lakhs, unless otherwise stated)

Asset Liability matching risk: The plan faces the ALM risk as to the matching cash flow. Group has to manage pay-out based on pay as you go basis from own funds.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

During the year, there were no plan amendments, curtailments and settlements.

- (ii) The obligation for compensated absences cover the Group's liability for earned leave. The Group during the year has recognised compensated absences expense amounting to charge of Rs. 0.75 lakhs (31 March 2023: Rs. 0.20 lakhs) disclosed under Employee benefits expense (refer note 22).

Since there are no employees in SRM Energy Tamilnadu Private Limited ('SETPL'), a wholly owned subsidiary, as at 31 March 2024, SETPL has also reversed expense provided during the year towards compensated absences of Rs 0.11 lakhs (31 March 2023: Rs Nil) disclosed as part of provision no longer required written back under Other income (refer note 21).

31 Financial instruments - fair value measurement
Accounting classifications and fair values

Particulars	As at 31 March 2024		As at 31 March 2023	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets measured at fair value through profit and loss:				
Investments	-	-	90.29	90.29
Financial assets measured at amortised cost:				
Cash and cash equivalents	2.15	2.15	5.13	5.13
Loans	1.11	1.11	0.96	0.96
Other financial assets	0.10	0.10	0.10	0.10
Total	3.36	3.36	96.48	96.48
Financial liabilities measured at amortised cost:				
Borrowings	4,602.99	4,602.99	4,646.89	4,646.89
Other financial liabilities	3.92	3.92	2.39	2.39
Total	4,606.91	4,606.91	4,649.28	4,649.28

The management assessed that carrying amounts of these financial assets and financial liabilities approximate their fair value largely due to the nature and short-term maturities of these instruments.

Fair value hierarchy

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Adjusted net debt to total equity ratio at the end of the reporting period was as follows:

Particulars	Level	As at	As at
		31.03.2024	31.03.2023
Financial assets measured at fair value through profit and loss:			
Investment in mutual funds	Level 1	-	90.29

Financial instruments - risk management

The Group has exposure to the following risks arising from financial instruments: credit risk (refer note (b) below); liquidity risk (refer note (c) below); market risk (refer note (d) below).

(a) Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group's board oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

Notes to the standalone financial statements for the year ended 31 March 2024

(All amounts are in INR lakhs, unless otherwise stated)

(b) Credit risk

Credit risk is the risk that a counter party fails to discharge its obligation to the Group. The maximum credit risk comprises the carrying amounts of the financial assets. The Group's exposure to credit risk arises mainly from cash and cash equivalents, loans and other financial assets.

Cash and cash equivalents

Credit risk on cash and cash equivalent is not significant as it majorly includes deposits with banks with high credit ratings assigned by credit rating agencies. Management does not expect any losses from non-performance by these counterparties.

Loans and other financial assets measured at amortized cost

Loans and other financial assets measured at amortized cost includes loans to other parties and security deposits. Credit risk related to these is managed by monitoring the recoverability of such amounts continuously. The expected credit loss on these financial instruments is expected to be insignificant.

(c) Liquidity risk

Liquidity risk is the risk that the Group will not be able to settle or meet its obligations on time. The cash flows from operating activities are driven primarily by operating results and changes in the working capital requirements.

The table below provides details of financial liabilities further, based on contractual undiscounted payments.

Maturities of financial liabilities

Particulars	Carrying amount	Total	On demand	0-12 months	1-5 years	> 5 years
As at 31 March 2024						
Borrowings	4,602.99	4,602.99	4,602.99	-	-	-
Other financial liabilities	3.92	3.92	-	3.92	-	-
	4,606.91	4,606.91	4,602.99	3.92	-	-
As at 31 March 2023						
Borrowings	4,646.89	4,646.89	4,646.89	-	-	-
Other financial liabilities	2.39	2.39	-	2.39	-	-
	4,649.28	4,649.28	4,646.89	2.39	-	-

(d) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, which will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

i) Currency risk

The transactions entered into by the Company are denominated in Indian Rupees. Accordingly, the Company does not have any currency risk.

ii) Interest rate risk

The Company's does not have any interest bearing borrowings and accordingly does not have any interest rate risk.

32 Capital management

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximizing the return to stakeholders through optimisation of debt and equity balance.

The Adjusted net debt to total equity ratio at the end of the reporting period was as follows:

Particulars	As at 31.03.2024	As at 31.03.2023
Total borrowings	4,602.99	4,646.89
Less: Cash and cash equivalents	(2.15)	(5.13)
Adjusted net debt	4,600.84	4,641.76
Total equity	(4,607.60)	(4,528.57)
Adjusted net debt to total equity ratio	(1.00)	(1.02)

33 Segment information

The Group is engaged into one reportable business segment i.e. 'generation of power'. No other operating segment has been aggregated to form the above reportable operating segment. Accordingly, the disclosure requirements of Ind AS - 108, Operating Segments notified under section 133 of the Companies Act, 2013 are not applicable.

Notes to the consolidated financial statements for the year ended 31 March 2024
(All amounts are in INR lakhs, unless otherwise stated)

34 Ratio's

Sr. No.	Ratios	Numerator	Denominator	31 March 2024	31 March 2023	% Change from 31 March 2023 to 31 March 2024	Explanation for change in the ratio by more than 25% as compared to the ratio of preceding year
1	Current ratio (in times)	Current assets	Current liabilities	0.001	0.02	-96.55%	Primarily due to increase in cash and cash equivalents
2	Debt - Equity ratio (in times)	Total debt	Shareholder's equity	-1.00	-1.03	-2.64%	Not Applicable
3	Debt Service Coverage ratio (in times) (Refer note i below)	Earnings available for debt service	Debt service	NA	NA	NA	Not Applicable
4	Return on Equity ("ROE") (in %)	Net profits after taxes - Preference dividend	Average shareholder's equity	1.72%	5.15%	-3.43%	Not Applicable
5	Inventory Turnover Ratio (in times) (Refer note ii below)	Cost of goods sold	Average inventory	NA	NA	NA	Not Applicable
6	Trade receivables turnover ratio (in times) (Refer note iii below)	Net sales	Average trade receivables	NA	NA	NA	Not Applicable
7	Trade payables turnover ratio (in times) (Refer note iv below)	Net purchases	Average trade payables	NA	NA	NA	Not Applicable
8	Net capital turnover ratio (in times) (Refer note iii below)	Net sales	Working capital	NA	NA	NA	Not Applicable
9	Net profit ratio (in %) (Refer note iii below)	Net profit after tax	Net sales	NA	NA	NA	Not Applicable
10	Return on capital employed (in %)	Earning before interest and taxes	Capital employed (Refer note v below)	1677.34%	-192.21%	1869.55%	Primarily due to loss during the year and reduction of borrowing due to repayment.
11	Return on investment (in %)	Profit on sale/redemption of mutual funds	Average investments	4.83%	3.79%	1.04%	Not Applicable

Notes:

- Debt Service Coverage ratio is not applicable as the Group do not have any interest bearing borrowings.
- Inventory Turnover Ratio is not applicable as the Group do not have inventory.
- Trade receivables turnover ratio, Net capital turnover ratio and Net profit ratio are not applicable as the Group do not have sales/trade receivables during the reporting years.
- Trade payables turnover ratio is not applicable as the Group do not have purchases/trade payables during the reporting years.
- Capital employed = Tangible net worth + Total debt + Deferred tax liability

Notes to the consolidated financial statements for the year ended 31 March 2024
(All amounts are in INR lakhs, unless otherwise stated)

35 Additional information as required by paragraph 2 of the general instructions for preparation of consolidated financial statements to Schedule III of the Companies Act 2013:

Name of the entities	Net assets as on 31 March 2024 i.e. total assets minus total liabilities		Share in profit / (loss) for 31 March 2024		Share in other comprehensive income / (loss) for 31 March 2024		Share in total comprehensive income / (loss) for 31 March 2024	
	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount	As % of consolidated profit and loss	Amount	As % of consolidated profit and loss	Amount
Holding Company								
SRM Energy Limited	8.07%	(371.99)	49.17%	(38.61)	99.76%	(0.51)	49.50%	(39.12)
Subsidiary								
SRM Energy Taminadu Private Limited	93.91%	(4,326.96)	335.27%	(263.26)	-	-	333.10%	(263.26)
Less: Consolidation adjustments	(1.98%)	91.35	(284.44%)	223.35	-	-	(282.60%)	223.35
Total	100.00%	(4,607.60)	100.00%	(78.52)	99.76%	(0.51)	100.00%	(79.03)
Name of the entities	Net assets as on 31 March 2023 i.e. total assets minus total liabilities		Share in profit / (loss) for 31 March 2023		Share in other comprehensive income / (loss) for 31 March 2023		Share in total comprehensive income / (loss) for 31 March 2023	
	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount	As % of consolidated profit and loss	Amount	As % of consolidated profit and loss	Amount
Holding Company								
SRM Energy Limited	7.35%	(332.87)	15.73%	(35.77)	-	-	15.73%	(35.77)
Subsidiary								
SRM Energy Taminadu Private Limited	89.74%	(4,063.70)	84.27%	(191.65)	-	-	84.27%	(191.65)
Less: Consolidation adjustments	2.91%	(132.00)	-	-	-	-	-	-
Total	100.00%	(4,528.57)	100.00%	(227.42)	-	-	100.00%	(227.42)

Notes to the standalone financial statements for the year ended 31 March 2024

(All amounts are in INR lakhs, unless otherwise stated)

36 Subsequent events

There are no subsequent events that have occurred after the reporting period till the date of these consolidated financial statements.

37 Other statutory information

- i) **Details of benami property held:** The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property."
 - ii) **Wilful defaulter:** The Group is not declared wilful defaulter by any bank or Financial institution or other lender during the year.
 - iii) **Relationship with struck off companies:** The Group does not have any transactions with companies struck off.
 - iv) **Registration of charges or satisfaction with Registrar of Companies (ROC):** The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
 - v) **Borrowings secured against current assets:** The Group does not have borrowings from banks or financial institutions on the basis of security of current assets.
 - vi) **Utilisation of borrowed funds and share premium:**
 - A. The Company or its subsidiaries incorporated in India has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or its subsidiaries incorporated in India (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - B. The Company or its subsidiaries incorporated in India has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company or its subsidiaries incorporated in India shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - vii) **Compliance with number of layers of companies:** The Group has complied with the requirements of the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
 - viii) **Valuation of Property, Plant and Equipment or Intangible Assets:** The Group has not revalued its property, plant and equipment during the current or previous year. The Group does not have any intangible assets, thus, disclosures relating to revaluation of intangible assets is not applicable.
 - ix) **Compliance with approved Scheme of Arrangement:** The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- 38 Details of crypto currency or virtual currency:** The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year. The Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.
- 39 Undisclosed income:** The Group does not have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- 40** In the opinion of the board of directors, assets, loans and advances have a value on realization in the ordinary course of the business at least equal to the amounts at which they are stated and provision for all known liabilities have been made.
- 41** The Group did not have any long-term contracts including derivative contracts for which there were any foreseeable losses as at 31 March 2024.

Notes to the standalone financial statements for the year ended 31 March 2024

(All amounts are in INR lakhs, unless otherwise stated)

42 There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company and its subsidiary incorporated in India during the year ended 31 March 2024.

43 Previous year's figures

Previous year's figures have been regrouped / restated / reclassified, wherever necessary, to confirm to the current year's presentation.

As per our report of even date attached

For Saini Pati Shah & Co LLP

Chartered Accountants

Firm Registration No. 137904W/W100622

Ankush Shah

Partner

Membership No. 145370

UDIN: 24145370BKFVDE6232

Place : Mumbai

Date : 28/05/2024

**For & on Behalf of the Board of Directors
SRM Energy Limited****Sharad Rastogi**

Whole Time Director

DIN:09828931

Vijay Kumar Sharma

Director

DIN:03272034

Pankaj Gupta

Company Secretary
and Compliance Officer

Membership No. A63088

Place : New Delhi

Date : 28/05/2024

Raman Kumar Mallick

Chief Financial Officer

Shareholders' Instructions for E-voting and Manner to participate in the AGM of the Company.

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 dated 08 April 2020, 13 April 2020, 05 May 2020, 13 January, 2021 08 December 2021, 14 December 2021, 05 May, 2022 28 December 2022 and 25 September 2023 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and aforesaid MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 45 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.srmenergy.in/Home/AGMDocuments>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on Monday, 23rd September, 2024 at 09:00 A.M. and ends on Wednesday, 25th September, 2024 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote on the date of the meeting.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click " at https://eservices.nsd.com/SecureWeb/IdEasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; satish.nirankar@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at agmsrmel@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries. mentioning their name, demat account number/folio number, email id, mobile number at agmsrmel@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their

vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.
