



16<sup>th</sup> August 2022

To,  
BSE Limited  
Listing Department  
Department of Corporate Services  
Floor, 25, P.J Towers, Dalal Street  
Mumbai- 400001

Dear Sir/Madam,

Ref: Script Code: 512405

Sub: Submission of Annual Report of the 37<sup>th</sup> Annual General Meeting for FY 2021-22 to be held on 10<sup>th</sup> September 2022 - Regulation 34 of SEBI (LODR) Regulation, 2015

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In pursuance with Regulation 34 of SEBI (LODR) Regulation, 2015, please find the enclosed Annual Report of the 37<sup>th</sup> Annual General Meeting for the FY 2021-22 to be held on 10<sup>th</sup> September 2022 at 3.00 PM through video conferencing facility which does not require physical presence of members of a common venue. The deemed venue for the 37<sup>th</sup> Annual General Meeting shall be the registered office of the Company.

The E voting period begins from 7<sup>th</sup> September 2022 to 9<sup>th</sup> September 2022,  
Cut-off date will be 3<sup>rd</sup> September 2022 and  
The closure of book will be from 04<sup>th</sup> September 2022 to 10<sup>th</sup> September 2022

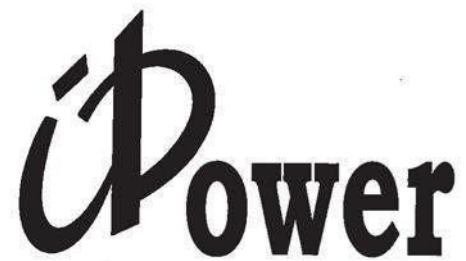
Kindly take the same on records.

For I-POWER SOLUTIONS INDIA LTD

*V. Parandhaman*

**VENUGOPALAN PARANDHAMAN**  
**MANAGING DIRECTOR**

# **i Power Solutions India Limited**



**37<sup>th</sup> Annual Report**

**2021 – 22**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. V.PARANDHAMAN	Chairman cum Managing Director
Mr. D.RAVICHANDRA BABU	Independent Director
Mr. K.BHASKARAN	Independent Director
Mr. N. R. ALAMELU	Women Director & Independent Director
Mr. P.K.RAGHUKUMAR	Company Secretary
Mr. G.RAMASUBRAMANIAM	Chief Financial Officer

### STATUTORY AUDITORS

CA. MACHARLA ROSAIAH  
MACHARLA & ASSOCIATES  
Chartered Accountants  
New No. 648, Old No. 641, Venus  
Complex Poonamallee High Road,  
Aminjikai Chennai - 600029.

### SECRETARIAL AUDITORS

M/S LAKSHMMI SUBRAMANIAN & ASSOCIATES  
Murugesu Naicker Office Complex,  
No. 81, Greams Road, Chennai 600006.

### BANKERS

Bank of Maharashtra,  
Chennai - 600090.  
Indian Bank, Chennai - 600090.

### INTERNAL AUDITOR

Mr. V.R.SRIDHARAN  
Chartered Accountant

### Registrars & Share Transfer Agents

M/S CAMEO CORPORATE SERVICES LIMITED  
SUBRAMANIAN BUILDING  
No. 1, Club House Road,  
Chennai - 600002  
Phone: 044-28460390  
Email: [cameo@cameoindia.com](mailto:cameo@cameoindia.com)

### Registered Office

New no 17, Old no 7/4,  
Vaigai Nagar,  
Besant Nagar,  
Chennai 600 090  
CIN:L72200TN2001PLC047456

## Annual Report 2021-2022

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## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 37th Annual General Meeting of the members of M/s. I-Power Solutions India Limited will be held on 10<sup>th</sup> September 2022 at 3 PM through video conferencing (“VC”) / other audio visual means (“OAVM”) to transact the following business.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2022 and Statement of Profit and Loss for the year ended on that date together with the Board’s Report and Auditors’ Report.
2. To appoint a Director in the place of Mr.V Parandhaman (DIN: 00323551) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint the Statutory Auditors of the Company to hold office from the Conclusion of this AGM until the Conclusion of the 42<sup>nd</sup> AGM and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), pursuant to the proposal of the Audit Committee of the Board and recommendation of the Board M/s. ANANT RAO & MALLIK, Chartered Accountants, Chennai (Firm Registration No 006266S), be and are hereby appointed as Statutory Auditors of the Company (in the place of the existing auditor who had tendered their resignation dated 31-07-2022) to hold office for a period of 5 (five) years from the conclusion of this 37th Annual General Meeting to the conclusion of the 42<sup>nd</sup> Annual General Meeting and on such remuneration plus applicable taxes, reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

### SPECIAL BUSINESS:

4. **To appoint Mr. Rajendra Naniwadekar (DIN: 00032107) as Managing Director and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of section 149,150,152 and any other applicable provisions of the companies Act 2013 read with Schedule IV of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the rules made there-under (including any statutory modification (s) or re-enactment thereof for the time being in force),

**Mr. Rajendra Naniwadekar (DIN: 00032107)** who was appointed as an Additional Director w.e.f 11.08.2022 under section 161 of the Companies Act, 2013, consent of the members be and is hereby accorded for the appointment of **Mr. Rajendra Naniwadekar** as Managing Director of the company.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198, 203 Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any modifications or re-enactment thereof, for the time being in force and in terms of Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the appointment of **Mr. Rajendra Naniwadekar** as Managing director (or such other designation as may be decided by the Board and /or Nomination and Remuneration Committee (NRC) from time to time) for a period of five years with effect from 11.08.2022 to 11.08.2027 on such terms and conditions and on a remuneration as detailed in the explanatory statement annexed hereto with authority to the Board of Directors (on the recommendations of the NRC) to alter, enhance or widen the scope of remuneration (including the fixed pay, variable pay or other benefits) or the terms and conditions of the appointment including such periodical increase in his remuneration as may be permissible within the overall remuneration limits under Section 197 read with Schedule V of the Companies Act, 2013 and rules made thereunder and other applicable laws, regulations as amended from time to time”

**“RESOLVED FURTHER THAT** in event of absence or inadequacy of profit in any financial year during the tenure of the appointment, the Board of Directors/ Nomination and Remuneration Committee constituted by the Board do accept to vary the terms of remuneration and perquisites with the liberty to revise the remuneration payable to **Mr. Rajendra Naniwadekar** as Managing Director in accordance with Section 196, 197, 198 read with Schedule V of the Companies Act, 2013.”

**“FURTHER RESOLVED THAT** **Mr. Rajendra Naniwadekar**, shall be liable to retire by rotation in accordance with the Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** any of the Board of Directors or and Company Secretary of the company be and are, hereby severally authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect.

**5. Appointment of Mr. Pudukollu Kodanda Rambabu (DIN:00069047) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution.**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and

Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. **Punukollu Kodanda Rambabu** (DIN: **00069047**), who was appointed as an Additional Director has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the SEBI Regulations and who is eligible for appointment, be and is hereby appointed as a Non- Executive Independent Director of the Company to hold office for a term of five years with effect from 11.08.2022 to 11.08.2027.”

**“RESOLVED FURTHER THAT** any of the Board of Directors or Ramasubramaniam Gurusamy, Chief Financial officer and Company Secretary of the company be and are, hereby severally authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

**6. Appointment of Mrs. J.Sujatha (DIN: 07014640) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution.**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. J. Sujatha (DIN: **07014640**), who was appointed as an Additional Director has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the SEBI Regulations, and who is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five years with effect from 11.08.2022 to 11.08.2027.

**“RESOLVED FURTHER THAT** any of the Board of Directors or Ramasubramaniam Gurusamy, Chief Financial officer and Company Secretary of the company be and are, hereby severally authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

**7. Appointment of Mr. Naresh Kumar Bhatt (DIN: 00138618) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution.**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“ Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Mr. Naresh Kumar Bhatt (DIN: 00138618)**, who was appointed as an Additional Director has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the SEBI Regulations, and who is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five years with effect from 11.08.2022 to 11.08.2027

**“RESOLVED FURTHER THAT** any of the Board of Directors or Ramasubramaniam Gurusamy, Chief Financial officer and Company Secretary of the company be and are, hereby severally authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

**By Order of the Board  
For I Power Solutions India Limited**

Sd./-

V.PARANDHAMAN

Chairman & Managing Director

Date: 11.08.2022

DIN: 00323551

Place: Chennai



## NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, facility of appointment of Proxies by Members under Section 105 of the Act, will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Sunday , 4<sup>th</sup> September 2022 to Saturday , 10<sup>th</sup> September 2022 (both days inclusive).
5. A statement giving the relevant details of the Director seeking re-appointment under item 2 of the accompanying notice as required under sub clause 3 of regulation 36 of the SEBI (listing obligations and Disclosure requirements) regulations, 2015, is annexed hereto.
6. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. 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 EGM/AGM without restriction on account of first come first served basis.
8. 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.
9. 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 [www.ipwrs.com](http://www.ipwrs.com).

The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://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) i.e. [www.evotingindia.com](http://www.evotingindia.com).

10. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

11. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing a facility to its members to exercise their votes electronically through remote e-voting facility arranged by Central Depository Services (India) limited for all the items of business as set out in the notice of AGM and confirms that the business can be transacted through e-voting in pursuance of the above provisions.

12. The voting rights of members shall be in proportion to their shareholding in the paid up equity share capital of the Company as on 3<sup>rd</sup> September 2022 being the cut-off date.

13. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting during the AGM through electronic means.

14. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of cut-off date, may obtain the login id and password by sending a request to [audit@ipwrs.com](mailto:audit@ipwrs.com)

15. M/s. Lakshmmi Subramanian & Associates, Practising Company Secretaries has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

16. The Scrutiniser shall after the conclusion of voting during the general meeting, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 (Two) days of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of voting forthwith. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company [www.ipwrs.com](http://www.ipwrs.com) and on the website of CDSL viz [www.evotingindia.com](http://www.evotingindia.com) after the declaration of result by the Chairman or a person authorised by him in writing. Simultaneously, the results shall also be forwarded to BSE Limited, Mumbai.

17. The Company is concerned about the environment and utilises the natural resources in a sustainable way. We request you to update your email address with your Depository Participant or RTA to enable us send Annual Report, Notices and all other communications via e-mail.

18. Members who are holding shares in more than one folio are requested to intimate the Registrar and Share Transfer Agent (Cameo Corporate Services Ltd), the details of all folio numbers for consolidation in to a single folio.

19. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form duly filled-in to RTA (Cameo Corporate Services Ltd).

Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.

20. Members desiring any information as regards the financial statements are requested to write an email to the Company to its e-mail id [audit@ipwrs.com](mailto:audit@ipwrs.com) at least seven days before the date of the meeting (AGM).

21. 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 their PAN to their Depository Participants with whom they maintaining their demat accounts. Members holding shares in a physical form can submit their PAN to the Company or RTA.

22. Since the AGM will be held through VC/OAVM, the route map is not annexed with the Notice.

23. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members or Register of Beneficial holders as made available by the depositories, will be entitled to vote at the AGM.

24. Shareholders may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [audit@ipwrs.com](mailto:audit@ipwrs.com) .Replies to the same will be given by the company suitably.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**(i)** The voting period begins on Wednesday 7<sup>th</sup> September 2022 at 9 AM and ends on Friday 9<sup>th</sup> September 2022 at 5 PM During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 3<sup>rd</sup> September 2022 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 at the meeting venue.

**(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.

**(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	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting. <ol style="list-style-type: none"> <li>a.</li> </ol> </li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 eVoting 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 &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>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 eVoting 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 &amp; voting during the meeting.</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings 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](http://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](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

1) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>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.</li> </ul>

(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 <iPOWER SOLUTIONS INDIA LIMITED> 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) 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](http://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](mailto: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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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; audit@ipwrs.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 & EVOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM 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 in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [audit@ipwrs.com](mailto:audit@ipwrs.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [audit@ipwrs.com](mailto:audit@ipwrs.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/EGM 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 EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall 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](mailto:helpdesk.evoting@cdslindia.com)

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, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) .

**By Order of the Board**

**For I Power Solutions India Limited**

Sd./-

V.PARANDHAMAN

Chairman & Managing Director

Date: 11.08.2022

DIN: 00323551

Place: Chennai

Details of Director seeking re-appointment at the forthcoming annual General meeting (in pursuance of sub clause 3 of regulation 36 of the SEBI (listing obligations and Disclosure requirements) regulation, 2015 (as on 31st March, 2022)

<b>Particulars</b>	<b>Mr. V Parandhaman</b>
DIN	00323551
Education Qualification	CA, Certified Public Accountant, California, Cost and Management Accountant, London, Cost and Works Accountant, India
Date of appointment on the Board	29/06/2000
Expertise in specific Functional area	Strategic Planning & Executive Decision making.
Directorship held in other public companies (excluding foreign companies)	Nil
Memberships / Chairmanships of committees of other Public companies (includes only Audit and Shareholders/ Investors Grievance Committee)	Nil
Number of shares held in the Company	31,17,431
Terms & conditions of appointment or reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person.	As per Nomination and Remuneration Policy of the Company and terms of appointment

**By Order of the Board  
For I Power Solutions India Limited**

Sd./-

V.PARANDHAMAN

Chairman & Managing Director

Date: 11.08.2022

DIN: 00323551

Place: Chennai

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

### Item no: 4

Mr. Rajendra Naniwadekar was appointed as an Additional Director by the Board of Directors of the Company at its meeting held on 11.08.2022. The Board of Directors on the recommendation of Nomination and Remuneration Committee do hereby seek the approval of Members for his change in designation as a Managing Director with effect from 11.08.2022 for a period of 5 years.

Keeping in view of his rich experience of the above appointee and in the interest of the Company your directors recommend the passing of the Special Resolution.

The terms of appointment and remuneration of the appointee is detailed below: -

Consolidated Salary	NIL
Provident fund, superannuation benefits and gratuity as per the rules of the Company subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.	
Provision of Company's car with driver as per the rules of the Company.	
Leave entitlement and encashment of leave as per the rules of the Company.	
Provision of free telephone at residence as per the rules of the Company.	

Provided that the above terms and conditions shall however be restricted to the limits prescribed under the Companies Act, 2013. A written Memorandum setting out the terms of appointment of Mr. Rajendra Naniwadekar, Managing Director is open for inspection at the registered office of the Company during the business hours on all working days upto the date of Annual General Meeting.

The Board recommends the resolution set out in item no. 4 for approval of the Members.

### Item no 5:

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Pudukollu Kodanda Rambabu who was appointed as an Additional Director in the board meeting held on 11-08-2022, be hereby appointed as Independent

Director on the Board of the Company w.e.f –11.08.2022 The Company has received a declaration from Mr. Pudukollu Kodanda Rambabu that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Keeping in view of his rich experience of the above appointee and in the interest of the Company your directors recommend the passing of the Special Resolution.

The Board recommends the resolution set out in item no. 5 for approval of the Members.

A brief profile of Mr. Pudukollu Kodanda Rambabu is given below:

Name of the Director	Mr. Pudukollu Kodanda Rambabu
Date of Birth	05.05.1956
Date of Appointment	11.08.2022
Qualification & expertise	BCom, PGDM, PGDFM & Qualified in exams of CPA (USA). 46 years’ experience in sectors like Textiles, dairy, Information Technology. Expertise in accounting management, financial reporting internal and external auditing, project management, taxation etc
Shareholding	NIL
Other Directorships in listed companies	NIL
Other Directorships other than listed company	NIL
Membership of the Committees of the Board in listed companies	NIL
Relationship with other directors	NIL

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in item no. 5.

**Item no 6:**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mrs. J.Sujatha who was appointed as an Additional Director in the board meeting held on 11-08-2022, be hereby appointed as Independent Women Director on the Board of the Company w.e.f –11.08.2022 The Company has received a declaration from Mrs. J. Sujatha that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Keeping in view of her rich experience of the above appointee and in the interest of the Company your directors recommend the passing of the Special Resolution.

The Board recommends the resolution set out in item no. 6 for approval of the Members.

A brief profile of Mrs. J.Sujatha is given below:

Name of the Director	JONNAVITTULA SUJATHA
Date of Birth	16.11.1967
Date of Appointment	11.08.2022
Qualification & expertise	Post Graduate in History and Diploma in Classical Music. Over two decades of experience in the teaching profession
Shareholding	65,607 Shares in Vedavaag Systems Limited
Other Directorships in listed companies	2
Other Directorships other than listed company	2
Membership of the Committees of the Board in listed companies	2 Companies
Relationship with other directors	NIL

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in item no. 6

#### Item no 7:

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. **Naresh Kumar Bhatt, (DIN: 00138618)** who was appointed as an Additional Director in the board meeting held on 11-08-2022, be hereby appointed as Independent Director on the Board of the Company w.e.f –11.08.2022 The Company has received a declaration from Mr. **Naresh Kumar Bhatt** that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Keeping in view of his rich experience of the above appointee and in the interest of the Company your directors recommend the passing of the Special Resolution.

The Board recommends the resolution set out in item no. 7 for approval of the Members.



A brief profile of Mr. Naresh Kumar Bhatt is given below:

Name of the Director	Mr. Naresh Kumar Bhatt
Date of Birth	23-05-1959
Date of Appointment	11.08.2022
Qualification & expertise	Commerce Graduate. Over 40 years' experience in Investment, financial planning and wealth management. Is on the Board of the Hyderabad Securities and Enterprise Limited and Hitech Securities Limited.
Shareholding	NIL
Other Directorships in listed companies	NIL
Other Directorships other than listed company	2
Membership of the Committees of the Board in listed companies	NIL
Relationship with other directors	NIL

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in item no. 7.

**By Order of the Board  
For I Power Solutions India Limited**

Sd./-

V.PARANDHAMAN

Chairman & Managing Director

Date: 11.08.2022

DIN: 00323551

Place: Chennai

## I POWER SOLUTIONS INDIA LIMITED

### DIRECTORS' REPORT

Dear Shareholders,

Your directors have pleasure in presenting the 37<sup>th</sup> Annual Report of I POWER SOLUTIONS INDIA LIMITED along with the Audited Statement of Accounts and the Auditors' Report for the Financial Year ended March 31, 2022. The Summarized financial results for the Financial Year are as under:

#### FINANCIAL SUMMARY:

Particulars	31 <sup>st</sup> March, 2022	31 <sup>st</sup> March, 2021
Revenue from Operation	25,06,925	20,80,004
Other Income	0	80
Profit Before Interest, Depreciation and Tax	3,08,476	2,46,580
Finance Charges	-	-
Profit Before Depreciation and Tax	3,08,476	2,46,580
Provision for Depreciation	1,17,918	1,35,992
Net Profit Before Tax	1,90,558	1,10,588
Provision for Tax	45,752	24,740
Net Profit After Tax	1,44,806	85,848
Transfer to General Reserve	-	-
Surplus/(Deficit) carried to Balance Sheet	1,44,806	85,848

#### PERFORMANCE AND STATE OF AFFAIRS OF THE COMPANY:

During the year under review, the Company has incurred net profit Rs 1,44,600.

The previous year net profit was Rs 85,848. There are no changes in the operations of business of the company.

#### SHARE CAPITAL:

The present paid up share capital of the company is Rs 4,44,90,000.

There are no changes in the share capital of the company during the financial year 2021-22

**DIVIDEND:**

The Board of Directors did not recommend any dividend to the Shareholders for the financial year 2021-22 as they wish to conserve the profit for future development and expansion of the company.

**DEPOSITS FROM PUBLIC:**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest and deposits from public was outstanding as on date of the balance sheet.

**TRANSFER TO GENERAL RESERVE:**

The Company retained the entire surplus in the Profit and Loss Account and hence no transfer to General Reserve was made during the Year.

**BOARD MEETINGS:**

The Board of Directors met 5 times during this financial year. The intervening gap between the meetings was within the period prescribed under the Companies act, 2013.

**COMMITTEE MEETINGS:**

There were 5 Audit Committee Meetings, 1 Nomination and Remuneration Committee Meeting and 1 Stakeholder Relationship Committee Meeting held during the year 2021-22

**DETAILS OF POLICIES DEVELOPED BY THE COMPANY:**

The Company has developed and implemented (i) Nomination and Remuneration Policy, (ii) Risk Management Policy and (iii) Whistle-Blower Policy – Vigil Mechanism.

**MATERIAL CHANGE AND COMMITMENTS OF THE COMPANY:**

There were no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report except

1. Mr. Venugopal Parandhaman, Promoter and Key Managerial Personal of the company has sold 2,13,276 (4.79% Share Capital) shares and 2,36,724 (5.32% Share Capital) shares in the open market on 23.02.2022 and 16.02.2022 respectively.

2. A Share Purchase Agreement (“SPA”) has been executed on 11th April 2022 for the sale of the existing promoter group holding, 26,73,181 equity shares constituting 60.08% of Voting Shares which resulted in the change management control and correspondingly, the Acquirer Mr. Rajendra Naniwadekar became the new promoters of the Company.
3. Mr. Rajendra Naniwadekar made an open offer on June 10, 2022, and acquired 36,745 equity shares at a price of 10.10 per share.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The Company has duly complied with the provision of Section 186 of the Companies Act, 2013 and it has not given any loans, guarantees and investments during the financial year.

#### **SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:**

The Company has no subsidiaries/ associate companies/ joint ventures.

#### **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

(A) Mr. V. Parandhaman	Chairman cum Managing Director
(B) Mr. R. Jayaprakash	Independent Non-Executive Director
(C) Mr. K. Bhaskaran	Independent Non-Executive Director
(D) Mr. D. Ravichandra Babu	Independent Non-Executive Director
(E) Mrs. N R Alamelu	Independent Non-Executive Woman Director

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the company, Mr. V Parandhaman (DIN: 00323551), Director retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends his reappointment for the consideration of the members of the company at the forthcoming annual general meeting. Brief details of V Parandhaman (DIN: 00323551), has been mentioned in the notice convening the Annual General Meeting at “Information pursuant to the Listing Regulations and Secretarial Standards in respect of Appointment/ Re-appointment of Directors.

Mr. Rajendra Naniwadekar is to be appointed as Managing Director, Mr. Pudukollu Kodanda Rambabu as an Independent director, Mrs. J. Sujatha as an independent women director and Mr. Naresh Kumar Bhatt as an Independent director. The profile of the above directors is included in the notice.

There are 3 Key Managerial Personnel’s including 1 Managing Director, 1 CFO and 1 Company Secretary

#### **BRIEF PROFILE OF DIRECTORS PROPOSED TO BE RE-APPOINTED:**

Mr. V Parandhaman is a Bachelor Degree holder of Science, University of Madras. He did his CA and obtained certificates in Computer Programming Language in the year 1981. He is the member of Cost and Works

Accountant, India since 1983 and a member of Cost and Management Accountant, London since 1985 and he did his C.A., Certified Public Accountant, California in the year 1991.

Mr. V Parandhaman is the promoter and chairman of the Company and has got wide range of experience in the business of the Company.

#### **RATIO OF REMUNERATION TO EACH DIRECTOR:**

At present Directors are not receiving any remuneration from the company in view of the financial constraints.

#### **BOARD DIVERSITY:**

Since the Company falls under the exempted category as provided under Regulation 15 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 disclosure on Board diversity is not applicable.

#### **PARTICULARS OF EMPLOYEES:**

There are no employees falling within the provisions of section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

#### **REPORTING OF FRAUDS BY AUDITORS:**

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor has reported to the Audit Committee under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees.

#### **AUDITORS:**

M/s. Macharla & Associates, Chartered accountants (Firm Registration No. 013818S ) existing auditors of the Company were appointed for a period of 5(five) years by the members of the Company in the 34th annual General meeting held on 14th August 2019. The Company has received a certificate from the Auditors to the effect they are not disqualified to continue as Auditors of the Company for the financial year 2021-22. Letter of resignation given by M/s. Macharla & Associates dated 31-07-2022 is placed in the board meeting. Therefore,

M/s. ANANT RAO & MALLIK, Chartered Accountants, Chennai (Firm Registration No 006266S) is to be appointed as the statutory Auditor of the company in place of M/s. Macharla & Associates, Chartered accountants who has tendered their resignation dated 31-07-2022.

### **AUDITORS' REPORT:**

There are no qualifications, reservations or adverse remarks made by M/s. Macharla & Associates., Chartered Accountants, Statutory Auditors in their report for the Financial Year ended 31st March, 2022.

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

### **SECRETARIAL AUDITOR:**

Pursuant to the requirements of Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed Secretarial Auditor for the financial year 2021-22.

The Secretarial Audit Report as received from Secretarial Auditor is annexed to this report as **Annexure-I**.

### **QUALIFICATION GIVEN BY SECRETARIAL AUDITOR:**

There are no material qualifications in the Secretarial Audit Report. Except as given in the report.

### **INTERNAL AUDITORS**

Mr. V.R. SRIDHARAN, Chartered Accountants, are the Internal Auditors of the Company. The Audit Committee determines the scope of internal Audit in line with regulatory and business requirements.

### **COST AUDITOR:**

Since the Company has no manufacturing activity at present, and the provisions of Appointment of Cost Auditor pursuant to the Companies Act, 2013 is not applicable, No Cost Auditor has been appointed by the Company during the year.

Details of cost audit are not provided as the commercial operations are very limited and no cost audit is undertaken.

### **INTERNAL CONTROL AND ITS ADEQUACY:**

The Company has an adequate Internal Control system, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditor reports to the Chairperson of the Audit Committee of the Board. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

**CORPORATE GOVERNANCE REPORT:**

Since your Company's paid-up Equity Capital, and Net worth is less than Rs. 10 Crores and Rs. 25 Crores respectively, the provisions of Sebi (LODR), 2015 relating to Corporate Governance, is not applicable to the Company.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations

**INDEPENDENT DIRECTOR'S DECLARATION:**

All Independent Directors have given declarations that they meet the Criteria of independence laid down under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 in respect of financial year ended 31st March, 2022, which has been relied on by the Company and placed at the Board Meeting

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Pursuant to Regulation 34 (2) (e) of SEBI (LODR) Regulations, 2015, a report on Management Discussion & Analysis is herewith annexed as Annexure-II.

**HUMAN RESOURCES:**

The Management envisions trained and motivated employees as the backbone of the Company. Special attention is given to recruit trained and experienced personnel not only in the production department but also in marketing finance and accounts. The management strives to retain and improve employee's morale. The Company is in the process of revamping the employer employee engagement program.

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

The Company informs that the disclosure of particulars under section 134(3)(m) of the Companies act, 2013 read with Rule 8 (3) of Companies (Accounts) Rules, 2014 relating to conservation of Energy etc is not applicable to the Company as no energy intensive works are undertaken by the company.

Particulars relating to Technology Absorption etc., have not been furnished as the Company has neither undertaken any Research & Development activities in the Field of operations nor imported any technology thereto.

In respect of Foreign Exchange earnings and outgo (in US\$), details are given below:

Foreign Exchange Earnings: US\$ 21075 / INR 15,42,857 / -

Foreign Exchange Outgo: US\$ - Nil

#### **RELATED PARTY TRANSACTIONS:**

There are no related party transactions during the financial year under review under section 188 of the Companies Act 2013.

#### **EXTRACT OF ANNUAL RETURN:**

The Submission of Extract of Annual Return in MGT-9 is dispensed with in terms of Companies (Management and Administration) Amendment rules, 2021 dated 5<sup>th</sup> March, 2021. Hence, the question of attaching MGT-9 with this report does not arise. However, the Annual return can be viewed in the website of the company [www.ipwrs.com](http://www.ipwrs.com).

#### **SECRETARIAL STANDARDS:**

The Company has complied with the secretarial standards issued by the Institute of Company Secretaries of India, to the extent as applicable.

#### **RISK MANAGEMENT POLICY:**

The Company has well defined Risk Management Policy in place. The fact that the Risks and opportunities are inevitably intertwined, is well recognized policy by the Company and thus aims to identify, manage and minimize, risks, strategically. It is committed to embedding risk management throughout the organization and its systems and controls are designed to ensure that exposure to significant risk is properly managed. With the predefined risk management principles and policy, the Company identifies, categorizes, assess and addresses risks.

#### **Key Elements of Risks:**

**(i) Global Economic Situation:** The Economic environment around the world is showing sign of growth. Growth in the software industry has been fairly positive.

**(ii) Cost pressure:** Increasing operating cost may create a pressure on margin. The Company is focusing to put up framework for cost management.

**(iii) Regulatory risks:** Any Change in regulations in the field of our operations, would have an impact on the operations. The Company is vigilant on such changes for easy adaptability.

**(iv) Emerging Trend:** New technologies and trends used in software industry may impact consumers' behavior. The Company continuously scan business environment for early detection of emerging trend.



## **DISCLOSURE AS PER SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PERVECTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Internal Complaints Committee ("ICC") has been set up to redress the complaints received regarding sexual harassment. All employees are covered under this policy.

### **BOARD EVALUATION**

Pursuant to the provisions of the Companies act, 2013 and Regulation 4(f) and Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its committees.

The evaluation process for measuring the performance of Executive/Non-Executive and Independent Directors is being conducted through a survey which contains a questionnaire capturing each Board and Committee Member's response to the survey which provides comprehensive feedback to evaluate the effectiveness of the Board and its Committees as a whole and also their independent performance. The methodology adopted by each Director who responded to the survey has graded their peers against each survey item from 1 to 5 with 1 marking the lower efficiency and 5 the highest efficiency which revealed more realistic data on measuring the effectiveness of the Board dynamics, flow of information, decision making of Directors and performance of Board and Committee as a whole.

The Independent Directors evaluation is being done by the entire Board with main focus on their adherence to the Corporate Governance practices and their efficiency in monitoring the same. They are also being evaluated on various parameters viz., their performance by way of active participation, in Board and Committee meetings, discussing and contributing to strategic planning, fulfillment of Independence criteria as specified under SEBI (LODR) Regulations, 2015 as amended and their independence from the Management etc., ensuring non participation of Independent Director being evaluated.

The performance of the Chairman of the Company was reviewed by the Independent Directors who ensured during their review, that the Chairman conducted the Board proceedings in an unbiased manner without any conflict with his personal interest at any point of time. It was further ascertained by the Independent Directors that the Chairman allowed the Board Members to raise any concerns on any business of the Board during their Meetings and addressed them in the best interest of the Company.

As per the SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2018 /79dated 10th May 2018, the followings details are being provided on Board evaluation

## **CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT:**

The Board of Directors had adopted a Code of Conduct for the Board Members and employees of the company. This Code helps the Company to maintain the Standard of Business Ethics and ensure compliance with the legal requirements of the Company.

The Code is aimed at preventing any wrongdoing and promoting ethical conduct at the Board and employees. The Compliance Officer is responsible to ensure adherence to the Code by all concerned.

The Code lays down the standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Pursuant to section 135 of the Companies Act, 2013, every company having net worth of Rs.500 crore or more, or turnover of Rs.1000 crore or more or a net profit of Rs.5 crore or more during the financial year shall constitute a CSR Committee. Our Company has not triggered any of the above limits; hence, no committee in this has been constituted.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

**In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:**

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

**LISTING WITH STOCK EXCHANGES:**

Shares of the Company are listed on BSE and the Company confirms that it has paid the Annual Listing Fees for the year 2021-22.

**VIGIL MECHANISM:**

The Company has a Whistle Blower Policy framed to deal with instance of fraud and mismanagement, if any in the Company. The details of the Policy are posted on the website of the Company.

**APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR:**

There were no applications made nor any proceeding pending under the insolvency and bankruptcy code, 2016 during the year

**MAJOR THINGS HAPPENED DURING THE YEAR WHICH MADE THE IMPACT ON THE OVERALL WORKINGS OF THE COMPANY & THE MAJOR ACTIONS TAKEN BY THE COMPANY IN THAT RESPECT, SUCH AS COVID-19 PANDEMIC:**

Nil

**THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:**

During the year under review there was no instance of one-time settlement with any Bank or Financial Institution.

**ACKNOWLEDGEMENT:**

Your directors thank and acknowledge the continuous co-operation and assistance extended by Bank of Maharashtra, Indian Bank, BSE Limited, Cameo Corporate Services Ltd., our employees and the various customers who are patronizing our products.

**For and on behalf of the board**

**Sd/-**

**V.Parandhaman**

**Chairman & Managing Director**

**DIN: 00323551**

**Place: Chennai**

**Date: 11.08.2022**

## Annexure I

### SECRETARIAL AUDIT REPORT

For the financial year ended 31.03.2022

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
I POWER SOLUTIONS INDIA LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **I POWER SOLUTIONS INDIA LIMITED** (hereinafter called "**the Company**") during the financial year from 01st April 2021 to 31st March 2022 (the year/ audit period/ period under review).

We conducted the Secretarial audit in a manner that provided us a reasonable basis for evaluating the Company's corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1.1 We have examined the books, papers, minute books, forms, and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31<sup>st</sup> March 2022, according to the applicable provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made there under;
- ii. Secretarial Standards (SS-1) on "Meetings of the Board of Directors" and Secretarial Standards (SS-2) on "General Meetings" issued by the Institute of Company Secretaries of India;
- iii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- iv. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ;
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time ;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time.
- (d) The Securities and Exchange Board of India (Prohibition of Insider Trading Regulations, 2015 as amended from time to time;
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- (f) The Foreign Exchange Management Act, 1999 and the Rules and regulations made there under to the extent of outstanding software exports and filing of FLA Return.

V. The following laws are specifically applicable to the Company:

- a. The Information Technology Act, 2000
- b. Software Technology Parks of India Scheme
- c. The Indian Copyright Act, 1957
- d. The Trademarks Act, 1999
- e. The Patents Act, 1970

1.2 In relation to the period under review, the Company has, to the best of our knowledge and belief and based on the records, information, explanations, and representations furnished to us, complied with the laws mentioned above except the following: -

- a. The Company is yet to strictly comply with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 particularly with relation to trading by the Key Managerial Personnel during the closure of the trading window.
- b. The Statutory Auditor of the Company is not peered review and does not hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India, However, the Management has proposed the appointment of a New Auditor in the forthcoming Annual General Meeting.
- c. The Company at its director's report for the period under review, as attached in the Annual Report hasn't made certain mandatory disclosures as per the Companies Act 2013 and SEBI (LODR) 2015.
- d. The Company is yet to strictly comply with the Secretarial Standard 1 & 2 issued by the Institute of Company Secretaries of India and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- e. The Company's website is not operative.

1.3 We are informed that, during/ in respect of the year no events have occurred which required the Company to comply with the following laws/ rules/ regulations and consequently was not required to maintain any books, papers, minutes books, or other records or file any forms/ returns under:

- a. The Securities Exchange Board of India (Delisting of Equity Shares) Regulation, 2021.
- b. The Securities Exchange Board of India (Buyback of Securities) Regulation, 2018.
- c. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021.
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time.
- e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

## **2. Board Processes:**

We further report that:

- 2.1 The Board of Directors of the Company is duly constituted with the balance of Executive Directors and Non-Executive Independent Directors.
- 2.2 There were no changes in the composition of the Board of Directors during the period under review.
- 2.3 Notice, agenda, and detailed notes on agenda are given to all directors to schedule the Board Meetings, However, the Company is yet to strictly comply with the Secretarial Standard - 1.
- 2.4 A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting; and
- 2.5 All decisions at the Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

## **3. Compliance mechanism:**

We further report that:

- 3.1 There are adequate systems and processes in the Company commensurate with its size and operation to monitor and ensure compliance applicable laws including other laws specifically applicable to the Company.

3.2 The compliance by the Company of applicable finance laws like Direct and Indirect tax laws has not been reviewed in this audit since the same has been subject to review by Statutory Financial Audit and other designated professionals.

**4. Specific Events/ actions:**

We further report that during the audit period the following specific events/ actions having a major bearing on the Company's affairs in pursuance of the above-referred Laws, Rules, Regulations, Guidelines, Standards, etc took place

1. Mr. Venugopal Parandhaman, Promoter and Key Managerial Personal of the company has sold 2,13,276 (4.79% Share Capital) shares and 2,36,724 (5.32% Share Capital) shares in the open market on 23.02.2022 and 16.02.2022 respectively.

**There are no material events after the end of the financial year 31<sup>st</sup> March 2022 and before the signing of the Report except the following:**

1. A Share Purchase Agreement ("SPA") has been executed on 11<sup>th</sup> April 2022 for the sale of the existing promoter group holding, 26,73,181 equity shares constituting 60.08% of Voting Shares which resulted in the change management control and correspondingly, the Acquirer Mr. Rajendra Naniwadekar became the new promoters of the Company.

2. Mr. Rajendra Naniwadekar made an open offer on June 10, 2022, and acquired 36,745 equity shares at a price of 10.10 per share.

Place: Chennai

Date: 30.07.2022

Lakshmmi Subramaniam & associates

P. S. Srinivasan

Membership No. 1090

C.P.No. 3122

PR No. 1670/2022

UDIN: A001090D000712339

## ANNEXURE - A

To,  
The Members  
I POWER SOLUTIONS INDIA LIMITED

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

Place: Chennai  
Date: 30.07.2022

Lakshmmi Subramaniam & associates  
P. S. Srinivasan  
Membership No. 1090  
C.P.No. 3122  
PR No. 1670/2022  
UDIN: A001090D000712339



Annexure – II

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**iPower Solutions India Limited**

CIN L72200TN2001PLC047456

I Power Solutions India Limited, the leading e-commerce and web related service provider has reported significant results for the year ended 31.03.2022.

The Company focuses its training business and proposes to develop its own brand name.

**REVIEW OF OPERATIONS:**

There has been some improvement in Gross Income

**OUTLOOK FOR THE NEXT YEAR:**

With the global economy and Indian economy turning around we are hoping for the best.

**RISKS AND CONCERNS:**

Worldwide recession, U.S. Protectionism. Increasing costs

**RISKS MITIGATION:**

Carefully looking at the opportunities and reduction in the loss.

**OPPORTUNITIES AND THREATS:**

Growing IT field. Competition from low-cost competitors.

**INTERNAL CONTROL SYSTEMS:**

We have very good internal control system, commensurate with our size.

**INDUSTRIAL RELATIONS AND HUMAN RESOURCES MANAGEMENT:**

Keeping very good human relationships with the staff and maintaining contacts with the industry.

**DEVELOPMENT OF NEW PRODUCTS:**

Always looking for niche areas for product developments in newer technology areas.

**CAUTIONARY STATEMENT:**

Competition and size restriction

## **INDEPENDENT AUDITOR’S REPORT**

To the Members of **I POWER SOLUTIONS INDIA LIMITED**

### **Report on the Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying standalone financial statements of **I POWER SOLUTIONS INDIA LIMITED** (“the Company”), which comprise the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the “Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing (“SA”s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the 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 the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## **Emphasis of Matter**

As more fully described in Note 1.2 to the financial statements & the Significant Accounting Policies to the financial statements, the company has taken over the assets and liabilities of Vanavil technology Private limited by amalgamation and the scheme of amalgamation was approved by the High court order dated 21st day of September, 2001. The Capital work in progress of the Portal assessed at Rs.4.40 crore. Certain WIP of small projects from Vanavil was taken over to the tune of Rs.0.13 crore and relevant expenditure from the date of amalgamation to till date were added to this social net working platform. The company has incurred 2.48 crores towards Capital Work in progress of this portal. Once the portal is completed in all aspects, it will be capitalized in the books of accounts of the company. The company is not contemplating of any transfer to other company. Further, the Capital Work In Progress around Rs.2.72 crore was transferred to V. Parandhaman Loan account as a book entry.

Our opinion is not modified in respect of this matter.

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

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

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

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

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

## **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of

the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, 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.

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

### **Auditor's Responsibility**

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial 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 the 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 auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
  - e) On the basis of the written representations received from the directors of the Company as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
  - g) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

UDIN:

**For MACHARLA & ASSOCIATES**

Chartered Accountants

FRN: 013818S

**Sd/-**

**(MACHARLA ROSAIAH)**

Partner

M.No.223435

Place: Chennai

Date:

## **ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements section of our report to the Members of **I POWER SOLUTIONS INDIA LIMITED** of even date)

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

We have audited the internal financial controls over financial reporting of **I POWER SOLUTIONS INDIA LIMITED** (“the Company”) as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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.

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

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also,

Projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

UDIN: **21223435AAAAKI7378**

**For MACHARLA & ASSOCIATES**

Chartered Accountants

FRN: 013818S

**Sd/-**

**(MACHARLA ROSAIAH)**

Partner

M.No.223435

Place: Chennai

Date: 30.06.2021

**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of I POWER SOLUTIONS INDIA LIMITED of even date)**

i. In respect of the Company’s fixed assets:

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

(b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.

ii. The Company is in the business of providing software & allied services and does not have any physical inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.

iii. According to the information and explanations given to us, the Company has not granted any unsecured loans to the bodies corporate, covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:

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 grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2021 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by

the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.

viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has not paid any managerial remuneration during the year. Hence, reporting under the provisions of section 197 read with Schedule V to the Act shall not arise.

xii. The Company is not a Nidhi Company and hence 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 Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors, except those provided in the Note No 6.1 of the Notes to accounts forming part of the Financial statements.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

UDIN: **21223435AAAAKI7378**

**For MACHARLA & ASSOCIATES**

Chartered Accountants

FRN: 013818S

**Sd/-**

**(MACHARLA ROSAIAH)**

Partner

M.No.223435

Place: Chennai

Date: 30.06.2021

## **14. SIGNIFICANT ACCOUNTING POLICIES**

### **Basis of preparation**

Standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

The standalone financial statements have been prepared on the historical cost basis, except for following assets and liabilities which have been measured at fair values.

- Derivative Financial Instruments
- Certain financial assets measured at fair value (refer accounting policy regarding financial instruments).

In addition, the carrying values of assets and liabilities designated as hedged items are recognized at fair value.

The standalone financial statements are presented in INR (‘₹’) and all the values are rounded off to the nearest rupees except when otherwise indicated.

### **Business Combinations**

The Company accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognized in the statement of profit and loss as incurred. The acquiree’s identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognized at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

Business combinations arising from transfers of interests in entities that are under the common control are accounted using pooling of interest method. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity are recorded in shareholders’ equity.

### **Use of estimates, assumptions and judgements**

The preparation of the standalone financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the standalone financial statements and the reported amounts of revenues and expenses for the year reported. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty as at the date of standalone financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of the following:

- **Revenue recognition**

The Company uses the percentage-of-completion method in accounting for its fixed-price contracts. Use of the percentage-of completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

- **Impairment of non-financial assets**

Impairment exists when the carrying value of an asset or cash generating unit 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 DCF model. The cash flows are derived from the forecast for future years. These 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. These estimates are most relevant to other intangibles with indefinite useful lives recognized by the Company.

- **Share-based payments**

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

- **Taxes**

The Company's major tax jurisdictions is in India. Significant judgments are involved in determining the provision for income taxes and tax credits, including the amount expected to be paid or refunded.

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that future taxable profit will be available against which the losses can be utilized.

Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

- **Defined benefit plans**

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future.

- **Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using internal valuation techniques. 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. Judgements 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.

- **Intangible assets under development**

The Company capitalizes intangible asset under development in accordance with the accounting policy. Initial capitalization of costs is based on management's judgement that technological and economic feasibility is confirmed. This is done when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalized, management makes assumptions regarding the expected future cash generation, discount rates to be applied and the expected tenure of benefits.

## **Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, considering contractually defined terms of payment.

Sales tax/Value Added Tax (VAT) / Service Tax / Goods and Service Tax ("GST") is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity/service rendered by the seller on behalf of the government. Accordingly, it is excluded from revenue

The Company derives its revenues primarily from software services & projects as well as other allied services.

Revenues from software services & projects comprise income from time-and-material and fixed price contracts. Revenue from time and material contracts is recognized when the services are rendered in accordance with the terms of contracts with clients.

Revenue from fixed price contracts is recognized using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort.



Revenue from sale of services is shown as net of applicable discounts and pricing incentives to customer.

Revenue is recognised only when evidence of an arrangement is obtained and the other criteria to support revenue recognition are met, including the price is fixed or determinable, services have been rendered, the cost incurred and cost to complete the transaction can be measured reliably and collectability of the resulting receivables is probable.

Provisions for estimated losses on incomplete contracts are recorded in the year in which such losses become probable based on the current contract estimates.

Unbilled revenue represents revenues in excess of amounts billed to clients as at the balance sheet date. Unearned revenue represent billings in excess of revenues recognized.

Advances received for services are reported as liabilities until all conditions for revenue recognition are met.

Interest income is recognized as it accrues in the statement of profit and loss using effective interest rate method.

Dividend income is recognized when the right to receive the dividend is established.

### **Property, Plant and Equipment and Intangible assets**

Property, plant and equipment are stated at the cost of acquisition or construction less accumulated depreciation and write down for, impairment if any. Direct costs are capitalised until the assets are ready to be put to use. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

All other repair and maintenance costs are recognised in the statement of profit or loss as incurred. Property, plant and equipment purchased in foreign currency are recorded at cost, based on the exchange rate on the date of purchase.

The Company identifies and determines cost of each component/ part of Property, plant and equipment separately, if the component/ part has a cost which is significant to the total cost of the Property, plant and equipment and has useful life that is materially different from that of the remaining asset.

Intangible assets purchased or acquired in business combination, are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any. The amortization period and the amortization method are reviewed at least at each financial year end. Internally developed intangible assets are stated at cost that can be measured reliably during the development phase and capitalised when it is probable that future economic benefits that are attributable to the assets will flow to the Company.

Gains or losses arising from de-recognition of Property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of Property, plant and equipment and are recognized in the statement of profit and loss when the Property, plant and equipment is derecognized.

Cost of assets not ready for use at the balance sheet date are disclosed under capital work-in-progress.

### **Capital work in progress Rs.4.30 crore**

The company has taken over the assets and liabilities of Vanavil technology Private limited by amalgamation and the scheme of amalgamation was approved by the High court order dated 21st day of September, 2001. The Capital work in progress of the Portal assessed at Rs.4.40 crore. Certain WIP of small projects from Vanavil was taken over to the tune of Rs.0.13 crore and relevant expenditure from the date of amalgamation to till date were added to this social net working platform. The company has incurred 2.48 crores towards Capital Work in progress of this portal. Once the portal is completed in all aspects, it will be capitalized in the books of accounts of the company.

Based on our review conducted as above, during the period an amount of Rs. 2,71,55,306/- has been transferred from Unsecured Loans account to WIP account by book adjustment entry and other than that, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement. The company is not contemplating of any transfer to other company. Refer 1.2 of the Notes to Financial statements.

### **Depreciation and amortisation**

Depreciation on Property, plant and equipment is calculated on a straight-line basis using the rates arrived at, based on the useful lives estimated by the management. Intangible assets are amortised on a straight-line basis over the estimated useful economic life. The useful lives estimated by the management are given below:

<b>(In years) Asset</b>	<b>Useful life as per Companies Act, 2013</b>	<b>Useful life estimated by the management</b>
Computer equipment	3	7-10
Furniture and fixtures	10	10-12
Lease hold improvements	Not Applicable	10 or remaining primary lease term whichever is less
Office equipment	5	7-10
Plant and equipment	15	7-10
Server and networks	6	6
Purchased / Internally developed software for self-consumption	As per Ind AS 38	3 to 7
Internally developed software for sale	As per Ind AS 38	3 to 7
Vehicles	8	7-10

## **Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Leases, where the Lessor effectively retains substantially all the risks and benefits of ownership of the leased items are classified as operating leases. Operating lease payments are recognised in the statement of profit and loss on a straight line basis over the lease term, unless the lease agreement explicitly states that increase is because of inflation.

Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets acquired are capitalised at the fair value of the leased asset or the present value of the minimum lease payments at the inception of the lease, whichever is lower.

For arrangements entered into prior to 1 April 2015, the Company has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

## **Borrowing costs**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

## **Impairment**

### **Financial assets (other than at fair value)**

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 recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company provides for impairment upon the occurrence of the triggering event. As per the policy, The Company provides for impairment of trade receivables (other than intercompany receivables) outstanding more than 180 days from the date they are due for payment.

## **Non-financial assets**

### **Tangible and intangible assets**

Property, plant and equipment and intangible assets 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 cash generating unit (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 statement of profit and loss.

### **Retirement and other employee benefits**

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on project unit credit method as at the balance sheet date. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognized in OCI are not to be subsequently reclassified to statement of profit and loss. As required under Ind AS compliant Schedule III, the Company transfers it immediately to retained earnings.

The cost of Short-term compensated absences is provided for based on estimates. Long term compensated absence costs are provided for based on actuarial valuation using the project unit credit method. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Contributions payable to recognized provident funds, which are defined contribution schemes, are charged to the statement of profit and loss.

### **Share based payments**

The Company measures compensation cost relating to share-based payments using the fair valuation method in accordance with Ind AS 102 Share-Based Payment. Compensation expense is amortized over the vesting period of the option on a straight line basis. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model (Black-Scholes model). That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

### **Foreign currencies**

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the balance sheet date.

Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are included in the statement of profit and loss.

The Company's financial statements are presented in INR. The Company determines the functional currency as INR on the basis of primary economic environment in which the entity operates.

### **Income taxes**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

#### **Current income tax**

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

#### **Deferred income tax**

Deferred income tax is recognised using the balance sheet approach. Deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income taxes are not provided on the undistributed earnings of branches where it is expected that the earnings of the branch will not be distributed in the foreseeable future.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Effective Apr 2018, the Company has adopted Ind-As. Due to the various constraints the Management could not determine the Differed tax effects at the end of previous reporting period. However, during the current reporting period the Company has evaluated the effect of deferred taxes and made necessary adjustments to the statement of Profit & Loss and to the Balance Sheet. Refer Note No 6.2 of the Financial statements.

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

### **Provisions and contingent liabilities**

A provision is recognized when an enterprise has a present obligation (legal or constructive) as result of past event and it is probable that an outflow embodying economic benefits of resources will be required to settle a reliably assessable obligation. Provisions are determined based on best estimate required to settle each obligation at each balance sheet date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting obligations under a contract exceed the economic benefits expected to be received, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

### **Related Party Transaction**

The details of the transactions entered into by the Company with its Directors is provided below.

Sl.No	Particulars	Amount
1.	<u>V. Parandhaman</u> Amount of Capital Work in Progress Transferred	Rs. 2,71,78,807.33/-

Further, The balance sheet as at 31/03/2022 shows Capital Work In Progress Transferred From Vanavil Rs.2.72 Crore. The Unsecured Loan of the previous financial year (31/03/2021) was been adjusted by a book entry transferring to the Capital Work in Progress.

### **Earnings per share**

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. The diluted potential equity shares have been arrived at, assuming that the proceeds receivable were based on shares having been issued at the average market value of the outstanding shares. In computing dilutive earnings per share, only potential equity shares that are dilutive and that would, if issued, either reduce future earnings per share or increase loss per share, are included.

### **Inventories**

Inventory comprises of traded goods and is measured at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost necessary to make the sale.

### **Cash dividend to equity holders of the Company**

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

### **Government Grants**

The Company recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with, and the grants will be received. Government grants related to assets are treated as deferred income and are recognized in net profit in the statement of profit and loss on a systematic and rational basis over the useful life of the asset. Government grants related to revenue

are recognized on a systematic basis in net profit in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate.

### **Current vs non-current classification**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is treated as current when:

- It is expected to be realised or intended to be sold or consumed in normal operating cycle.
- It is held primarily for purpose of trading.
- It is expected to be realised within twelve months after the reporting period.
- Cash and cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to settle in the normal operating cycle.
- It is due to be settled within twelve months after the reporting date.
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

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

Advance tax paid is classified as non-current assets.

#### **For MACHARLA & ASSOCIATES**

Chartered Accountants

FRN: 013818S

**Sd/-**  
**(MACHARLA ROSAIAH)**  
Partner  
M.No.223435

Place: Chennai  
Date: 16.05.2022

#### **For iPower Solutions India Limited**

**Sd/-**  
**V.PARANDHAMAN**  
Director  
Din: 00323551

**Sd/-**  
**P.K.RAGHU KUMAR**  
Company Secretary  
Membership No.A4749

**Sd/-**  
**G.RAMASUBRAMANIAM**  
CEO



**M/S. IPOWERSOLUTIONS INDIA LIMITED**  
**CIN: L72200TN2001PLC047456**  
**NEW NO.17, OLD NO.7/4, VAIGAI STREET, BESANT NAGAR**  
**CHENNAI, TAMILNADU - 600090**

**BALANCE SHEET AS AT 31st MARCH, 2022**

Sl.No.	PARTICULARS	Note No.	Amount in As at March 31,	
			2022	2021
I	<b>ASSETS:</b>			
	Non-current assets	1		
	Property, Plant and Equipments	1.1	7,99,518	9,11,738
	Capital work-in-progress	1.2	4,30,62,958	7,03,79,303
	Investment properties		-	-
	Goodwill		-	-
	Other intangible Assets		-	-
	Investment accounted for using equity method		-	-
	Financial Assets	2		
	i) Investments		-	-
	ii) Loans	2.1	47,000	40,100
	iii) Other financial assets		-	-
	Deffered tax assets (Net)		-	-
	Other Non-current assets		-	-
	<b>TOTAL NON-CURRENT ASSETS (I)</b>		<b>4,39,09,475</b>	<b>7,13,31,141</b>
	<b>CURRENT ASSETS</b>	3		
	Inventories			
	Financial Assets			
	i) Investments			
	ii) Trade Receivables	3.1	8,04,509	3,99,709
	iii) Cash And cash equivalents	3.2	2,00,920	1,66,043
	iv) Bank balance other than (iii)		-	-
	v) Loans		-	-
	vi) Other financial assets		-	-
	Other current assets	3.3	2,06,868	1,80,632
	Assets classified as held for sale		-	-
	<b>TOTAL CURRENT ASSETS (II)</b>		<b>12,12,296</b>	<b>7,46,384</b>
	<b>TOTAL ASSETS (I+II)</b>		<b>4,51,21,772</b>	<b>7,20,77,525</b>
II	<b>EQUITY AND LIABILITIES</b>			
1	<b>Equity</b>	4		
	Equity Share Capital	4.1	4,44,90,000	4,44,90,000
	Other equity	5		
	Equity components of compound financial investments			
	Reserves and surplus	5.1	4,54,203	3,09,397
	Other reserves			
	Equity attributable to owners		4,49,44,203	4,47,99,397
	Non controlling interest		-	-
	Total Equity		4,49,44,203	4,47,99,397
2	<b>LIABILITIES</b>			
3	<b>Non-current liabilities</b>			
	Financial liabilities	6		
	(i) Borrowings	6.1	-	2,71,19,494
	(ii) Other financial liabilities		-	-
	Provision for income tax		-	-
	Deffered tax liabilities (Net)	6.2	55,638	59,431
	Other Non current liabilities		-	-
	<b>TOTAL NON CURRENT LIABILITIES</b>		<b>55,638</b>	<b>2,71,78,925</b>
4	<b>Current Liabilities</b>	7		
	Financial liabilities			
	(i) Borrowings		-	-
	(ii) Trade payables		-	-
	(a) Other financial liabilities		-	-
	Income tax liabilities		49,547	28,753
	Other current liabilities	7.1	72,385	70,450
	<b>TOTAL CURRENT LIABILITIES</b>		<b>1,21,932</b>	<b>99,203</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>4,51,21,772</b>	<b>7,20,77,524</b>
	Significant accounting policies Notes on Financial Statements	11		

As per our Report attached

For MACHARLA AND ASSOCIATES  
Chartered Accountants.  
Firm Regn No.0138185

For iPower Solutions India Limited

Sd/-  
(MACHARLA ROSAIAH)  
Partner  
Membership No.223435

Sd/-  
(P.K.RAGHU KUMAR)  
COMPANY SECRETARY  
Membership No.A4769

Sd/-  
(G.RAMASUBRAMANIAM)  
CFO

Sd/-  
(V.PARANDHAMAN)  
DIRECTOR  
DIN: 00323551

Place : Chennai  
Date: 16/05/2022

**M/S. IPOWER SOLUTIONS INDIA LIMITED**

CIN: L72200TN2001PLC047456

NEW NO.17, OLD NO.7/4, VAIGAI STREET, BESANT NAGAR  
CHENNAI, TAMILNADU - 600090**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March, 2022**

Sl.No.	PARTICULARS	Note No.	Amount in	
			As at March 31,	
			2022	2021
	<b>Continuing operations</b>	<b>8</b>		
I	Revenue from operations	8.1	25,06,925	20,80,004
II	Other Income	8.2		80
III	Total Revenue (I + II)		25,06,925	20,80,084
IV	Expenses	9		
	Cost of Material Consumed and Operating Cost		-	-
	Purchase of Stock in trade		-	-
	Changes in inventories of finished goods, work in progress and Stock-in- trade		-	-
	Employee benefits expense	9.1	10,00,266	7,33,516
	Finance Costs		-	-
	Depreciation and amortization expense	9.2	1,17,918	1,35,992
	Other expense	9.3	11,98,183	10,99,988
	Total Expense		23,16,367	19,69,496
V	Profit before exceptional and extraordinary items and tax (III-IV)		1,90,558	1,10,588
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V-VI)		1,90,558	1,10,588
VIII	Extraordinary items		-	-
IX	Profit before tax (VII-VIII)		1,90,558	1,10,588
X	Tax expense:			
	(1) Current tax		49,545	28,753
	(2) Deferred tax		(3,793)	(4,013)
			45,752	24,740
XI	Profit/(Loss) for the period from continuing operations (IX - X)		1,44,806	85,848
XII	Profit/(Loss) for the period from discontinuing operations		-	-
XIII	Tax expense of discontinuing operations		-	-
XIV	Profit/(Loss) from discontinuing operations (after tax) (XII-XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		1,44,806	85,848
XVI	Earnings per equity share:	10		
	(1) Basic	10.1	0.033	0.019
	(2) Diluted	10.1	0.033	0.019
	Significant accounting policies Notes on Financial Statements	11		

As per our Report attached

For MACHARLA AND ASSOCIATES  
Chartered Accountants.  
Firm Regn No.0138185Sd/-  
(MACHARLA ROSAIAH)  
Partner  
Membership No.223435Sd/-  
(P.K.RAGHU KUMAR)  
COMPANY SECRETARY  
Membership No.A4769

For iPower Solutions India Limited

Sd/-  
(G.RAMASUBRAMANIAM)  
CFOSd/-  
(V.PARANDHAMAN)  
DIRECTOR  
DIN: 00323551Place : Chennai  
Date: 16/05/2022

**M/S. iPOWER SOLUTIONS INDIA LIMITED**  
**CIN: L72200TN2001PLC047456**  
**NEW NO.17, OLD NO.7/4, VAIGAI STREET, BESANT NAGAR**  
**CHENNAI, TAMILNADU - 600090**

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st March, 2022**

Particulars	Amount in (Rs.) As at March 31,	
	2022	2021
<b>NOTE-4 SHARE CAPITAL</b>		
<b>4.1</b>		
AUTHORIZED SHARE CAPITAL: 50,00,000 EQUITY SHARES OF RS.10/= EACH	5,00,00,000	5,00,00,000
	<b>5,00,00,000</b>	<b>5,00,00,000</b>
ISSUED SUBSCRIBED AND PAID-UP SHARE CAPITAL 44,49,000 EQUITY SHARES OF RS.10/= EACH	4,44,90,000	4,44,90,000
	<b>4,44,90,000</b>	<b>4,44,90,000</b>

As per our Report attached

**For MACHARLA AND ASSOCIATES**  
Chartered Accountants.  
Firm Regn No.0138185

For iPower Solutions India Limited

Sd/-  
**(MACHARLA ROSAIAH)**  
Partner  
Membership No.223435

Sd/-  
**(P.K.RAGHU KUMAR)**  
COMPANY SECRETARY  
Membership No.A4769

Sd/-  
**(G.RAMASUBRAMANIAM) (V.PARANDHAMAN)**  
CFO  
DIRECTOR  
DIN: 00323551

Place : Chennai  
Date: 16/05/2022

**M/S. iPOWER SOLUTIONS INDIA LIMITED**  
**CIN: L72200TN2001PLC047456**  
**NEW NO.17, OLD NO.7/4, VAIGAI STREET, BESANT NAGAR**  
**CHENNAI, TAMILNADU - 600090**

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st March, 2022**

PARTICULARS		Amount in Rs	
		As at March 31,	
		2022	2021
<b>NOTE-1 NON-CURRENT ASSETS:</b>			
<b>NOTE-1.2 CAPITAL WORK-IN-PROGRESS:-</b>			
<b>1.2</b>	<b>CAPITAL WORK-IN-PROGRESS</b>		
	WEB PORTAL, RESERCH AND DEVELOPMENT	4,30,62,958	7,03,79,303
		<b>4,30,62,958</b>	<b>7,03,79,303</b>
<b>NOTE-2. FINANCIAL ASSETS:-</b>			
<b>2.1</b>	<b>LOANS</b>		
	LOANS AND ADVANCE	47,000	40,100
		<b>47,000</b>	<b>40,100</b>
<b>NOTE-3 CURRENT ASSETS:</b>			
<b>3.1</b>	<b>TRADE RECEIVABLES</b>		
	TRADE RECEIVABLES ( UNSECURED, CONSIDER GOOD) - O/S FOR NOT MORE THAN 6 MONTHS	8,04,509	3,99,709
		<b>8,04,509</b>	<b>3,99,709</b>
<b>3.2</b>	<b>CASH AND CASH EQUIVELANT:</b>		
	CASH IN HAND	13,280	13,578
	CASH AT BANK	1,87,640	1,52,465
		<b>2,00,920</b>	<b>1,66,043</b>
<b>3.3</b>	<b>OTHER CURRENT ASSETS</b>		
	LOANS & ADVANCES -VANAVIL	-	
	ITC OF GST PAID	2,06,868	1,75,732
	MISC	-	4,900
		<b>2,06,868</b>	<b>1,80,632</b>

As per our Report attached

**For MACHARLA AND ASSOCIATES**

Chartered Accountants.

Firm Regn No.0138185

Sd/-

**(MACHARLA ROSAIAH)**

**Partner**

**Membership No.223435**

Sd/-

**(P.K.RAGHU KUMAR)**

**COMPANY SECRETARY**

**Membership No.A4769**

Sd/-

**(G.RAMASUBRAMANIAM)**

**CFO**

Sd/-

**(V.PARANDHAMAN)**

**DIRECTOR**

**DIN: 00323551**

**For iPower Solutions India Limited**

Place : Chennai

Date: 16/05/2022

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st March, 2021			
PARTICULARS		Amount in Rs	
		As at March 31	
		2022	2021
<b>NOTE-5 OTHER EQUITY</b>			
<b>5.1 RESERVES AND SURPLUS:</b>		-	-
	<b>TOTAL (A)</b>	-	-
	<b>SURPLUS FROM THE STATEMENT OF PROFIT AND LOSS</b>		
	OPENING BALANCE	3,09,397	2,23,549
	LESS: INCOME TAX PAID FOR THE AY: 19-20 ADJUSTED		
	LESS: DEFERRED TAX LIABILITY ADJUSTED		
	ADD: AMOUNT TRANSFERRED FROM STATEMENT OF P& L A/C	1,44,806	85,848
	<b>TOTAL (B)</b>	<b>4,54,203</b>	<b>3,09,397</b>
	<b>GRAND TOTAL(A+B)</b>	<b>4,54,203</b>	<b>3,09,397</b>
<b>NOTE-6 FINANCIAL LIABILITIES</b>			
<b>6.1 BORROWINGS</b>			
	LOAN FROM DIRECTOR / CURRENT ACCOUNT	-	2,71,19,494
	<b>TOTAL</b>	-	<b>2,71,19,494</b>
<b>6.2 DEFERRED TAX LIABILITIES (NET)</b>			
	OPG BALANCE	<b>59,431</b>	<b>63,444</b>
	LIABILITY CREATED AS AN ADJUSTMENT TO THE RESERVES (SUB SCH-1)		
	DEFERRED TAX REVERSALS DURING THE YEAR (SUB SCH-1)	<b>(3,793)</b>	<b>(4,013)</b>
		<b>55,638</b>	<b>59,431</b>
<b>NOTE-7 CURRENT LIABILITIES</b>			
<b>7.1 OTHER CURRENT LIABILITIES</b>			
	AUDIT FEES PAYABLE		-
	DIRECTOR SITTING FEES PAYABLE	24,000	24,000
	PROVISION FOR TAXATION	28,753	
	TDS PAYABLE	1,500	3,188
	PROFESSIONAL & CONSULTANCY CHARGES PAYABLE	17,650	35,462
	OTHER SUNDRY LIABILITIES	482	7,800
		<b>72,385</b>	<b>70,450</b>
As per our Report attached			
<b>For MACHARLA AND ASSOCIATES</b>		<b>For iPower Solutions India Limited</b>	
Chartered Accountants.			
Firm Regn No.0138185			
Sd/-	Sd/-	Sd/-	Sd/-
(MACHARLA ROSAIAH)	(P.K.RAGHU KUMAR)	(G.RAMASUBRAMANIAM)	(V.PARANDHAMAN)
Partner	COMPANY SECRETARY	CFO	DIRECTOR
Membership No.223435	Membership No.A4769		DIN: 00323551
Place : Chennai			
Date: 16/05/2022			

<b>M/S. iPOWER SOLUTIONS INDIA LIMITED</b>			
<b>CIN: L72200TN2001PLC047456</b>			
<b>NEW NO.17, OLD NO.7/4, VAIGAI STREET, BESANT NAGAR</b>			
<b>NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st March, 2022</b>			
PARTICULARS		Amount in	
		As at March 31,	
		2022	2021
<b>NOTE-8 CONTINUING OPERATIONS:-</b>			
<b>8.1</b>	<b>SALE OF PRODUCTS &amp; SERVICES</b>		
	SALE OF SERVICES	25,06,925	20,80,004
		<b>25,06,925</b>	<b>20,80,004</b>
<b>NOTE-9 EXPENSES:</b>			
<b>9.1</b>	<b>EMPLOYEES BENEFIT EXPENSES</b>		
	STAFF SALARIES, STAFF WELFARE AND OTHERS	10,00,266	7,33,516
		<b>10,00,266</b>	<b>7,33,516</b>
<b>9.2</b>	<b>DEPRECIATION AND AMORTIZATION EXPENSES</b>		
	DEPRECIATION ON FIXED ASSETS	1,17,918	1,35,992
		<b>1,17,918</b>	<b>1,35,992</b>
As per our Report attached			
<b>For MACHARLA AND ASSOCIATES</b>		<b>For iPower Solutions India Limited</b>	
Chartered Accountants.			
Firm Regn No.0138185			
Sd/-	Sd/-	Sd/-	Sd/-
<b>(MACHARLA ROSAIAH)</b>	<b>(P.K.RAGHU KUMAR)</b>	<b>(G.RAMASUBRAMANIAM)</b>	<b>(V.PARANDHAMAN)</b>
<b>Partner</b>	<b>COMPANY SECRETARY</b>	<b>CFO</b>	<b>DIRECTOR</b>
<b>Membership No.223435</b>	<b>Membership No.A4769</b>		<b>DIN: 00323551</b>
<b>Place : Chennai</b>			
<b>Date: 16/05/2022</b>			

<b>M/S. iPOWER SOLUTIONS INDIA LIMITED</b>			
<b>CIN: L72200TN2001PLC047456</b>			
<b>NEW NO.17, OLD NO.7/4, VAIGAI STREET, BESANT NAGAR</b>			
<b>NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st March, 2022</b>			
<b>PARTICULARS</b>		<b>Amount in</b>	
		<b>As at March 31,</b>	
		<b>2022</b>	<b>2021</b>
<b>NOTE - 9.3 OTHER EXPENSES:-</b>			
<b>9.3</b>	<b>OTHER EXPENSES:</b>		
	ADVERTISEMENT & BUSINESS PROMOTION	1,06,296	91,472
	AGM EXPENSES	2,000	
	OFFICE MAINTENANCE	10,549	5,368
	PAYMENT TO AUDITOR:-		
	a) Statutory Audit fee	70,000	85,700
	b) Internal Audit fees	10,000	10,000
	STATUTORY EXPENSES & SHARE TRANSFER EXPENSES	3,652	
	PROFESSIONAL CHARGES		2,62,650
	CONSULTANCY CHARGES	1,59,700	13,500
	INCOME TAX PAID	37,360	
	POWER AND ELECTRICITY	4,193	5,336
	PRINTING AND STATIONERY	65,508	41,580
	POSTAGE AND COURIER	3,055	3,019
	LICENCE FEE AND TAXES		-
	DIRECTOR SITTING FEE	40,000	55,000
	FEES PAID TO STPI	8,000	8,000
	SHARE TRANSFER/MAINTAINANCE EXPENSES	4,07,272	4,08,148
	TRAVELING AND CONVEYANCE	16,580	16,655
	TELEPHONE,DOMAIN AND INTERNET EXPENSES	68,187	71,159
	MCA & IEC FILING FEES	85,040	11,445
	GST FILLING CHARGES	1,400	
	REPAIRS AND MAINTANANCE CHARGES	84,507	2,500
	SUNDRY DEBTORS WRITTEN OFF		1,180
	BANK CHARGES AND EXCHANGE FLUCTION LOSS	6,983	7,276
	MISCELLANEOUS EXPENSES	7,900	
		<b>11,98,183</b>	<b>10,99,988</b>
<b>NOTE - 10 EARNINGS PER EQUITY SHARE</b>			
<b>10.1</b>	<b>BASIC AND DILUTED EPS</b>		
	NET PROFIT AFTER TAX	1,44,806	85,848
	NO. OF SHARES OUTSTANDING	44,49,000	44,49,000
	EARNING PER SHARE ( BASIC AND DILUTED)	0.033	0.019
	FACE VALUE OF SHARE	10.00	10.00
	<b>EARNING PER SHARE ( BASIC AND DILUTED)</b>	<b>0.033</b>	<b>0.019</b>
As per our Report attached			
<b>For MACHARLA AND ASSOCIATES</b>		<b>For iPower Solutions India Limited</b>	
Chartered Accountants.			
Firm Regn No.0138185			
Sd/-	Sd/-	Sd/-	Sd/-
<b>(MACHARLA ROSAIAH)</b>	<b>(P.K.RAGHU KUMAR)</b>	<b>(G.RAMASUBRAMANIAM)</b>	<b>(V.PARANDHAMAN)</b>
<b>Partner</b>	<b>COMPANY SECRETARY</b>	<b>CFO</b>	<b>DIRECTOR</b>
<b>Membership No.223435</b>	<b>Membership No.A4769</b>		<b>DIN: 00323551</b>
<b>Place : Chennai</b>			
<b>Date: 16/05/2022</b>			

**M/S. IPOWER SOLUTIONS INDIA LIMITED**  
**CIN: L72200TN2001PLC047456**  
**NEW NO.17, OLD NO.7/4, VAIGAI STREET, BESANT NAGAR**  
**CHENNAI, TAMILNADU - 600090**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 2021-22**

PARTICULARS	31.03.2022	31.03.2021
	AMOUNT IN Rs	AMOUNT IN Rs
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
NET PROFIT/(LOSS) BEFORE TAX AS PER STATEMENT OF PROFIT & LOSS	1,90,558	1,10,588
<b>ADJUSTED FOR</b>		
DEPRECIATION	1,17,918	1,35,992
INTEREST EXPENSES	-	-
OTHER INCOME	-	-
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES (A)</b>	<b>3,08,476</b>	<b>2,46,580</b>
<b>ADJUSTED FOR</b>		
(INCREASE) / DECREASE IN TRADE RECEIVABLES	(4,04,800)	(3,80,664)
(INCREASE) / DECREASE IN SHORT TERM LOANS AND ADVANCES	(6,900)	54,272
(INCREASE) / DECREASE IN OTHER CURRENT ASSETS	(26,236)	(69,678)
INCREASE / (DECREASE) IN IN TRADE PAYABLES	-	-
INCREASE / (DECREASE) IN OTHER CURRENT LIABILITIES	1,935	27,450
<b>CHANGES IN WORKING CAPITAL (B)</b>	<b>(4,36,000)</b>	<b>(3,68,621)</b>
<b>TAXES PAID (C)</b>	<b>(28,752)</b>	<b>(9,720)</b>
<b>I. NET CASH INFLOW FROM OPERATING ACTIVITIES (A+B-C)</b>	<b>(1,56,276)</b>	<b>(1,31,761)</b>
<b>CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
MOVEMENTS IN LOANS	-	-
PURCHASE OF FIXED ASSETS	(5,698)	-
<b>II. NET INFLOW FROM INVESTING ACTIVITY</b>	<b>(5,698)</b>	<b>-</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
INCREASE IN LONG TERM BORROWINGS		1,54,876
REPAYMENT OF LONG-TERM BORROWINGS	(2,71,19,494)	-
DECREASE IN CAPITAL WORK IN PROGRESS	2,73,16,345	-
<b>III. NET INFLOW FROM FINANCING ACTIVITY</b>	<b>1,96,852</b>	<b>1,54,876</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALANT (I+II+III)</b>	<b>34,877</b>	<b>23,115</b>
OPENING BALANCE OF CASH AND CASH EQUIVALENTS	1,66,043	1,42,928
<b>CLOSING BALANCE OF CASH AND CASH EQUIVALENTS</b>	<b>2,00,920</b>	<b>1,66,043</b>

As per our Report attached

**For MACHARLA AND ASSOCIATES**  
Chartered Accountants.  
Firm Regn No.0138185

**For iPower Solutions India Limited**

Sd/-  
**(MACHARLA ROSAIAH)**  
**PARTNER**  
Membership No.223435

Sd/-  
**(P.K.RAGHU KUMAR)**  
**COMPANY SECRETARY**  
Membership No.A4769

Sd/-  
**(G.RAMASUBRAMANIAM)**  
**CFO**

Sd/-  
**(V.PARANDHAMAN)**  
**DIRECTOR**  
DIN: 00323551

Place : Chennai  
Date: 16/05/2022



**M/s. iPOWER SOLUTIONS INDIA LIMITED**  
**CIN: L72200TN2001PLC047456**  
**NEW NO.17, OLD NO.7/4, VAIGAI STREET, BESANT NAGAR**  
**CHENNAI, TAMILNADU - 600090**  
**STATEMENT OF CHANGES IN EQUITY AT 31st MARCH, 2022**

a. Equity Share Capital	No. of Shares	Amount(Rs.)
Equity Shares of Rs. 10 each issued, subscribed and fully paid		
<b>As at 1st April, 2021</b>	<b>44,49,000</b>	<b>4,44,90,000</b>
Issue of Share Capital	-	-
Equity Buy Back	-	-
<b>As at 31st March, 2022</b>	<b>44,49,000</b>	<b>4,44,90,000</b>
<b>As at 1st April, 2020</b>	<b>44,49,000</b>	<b>4,44,90,000</b>
Issue of Share Capital	-	-
Equity Buy Back	-	-
<b>As at 31st March, 2021</b>	<b>44,49,000</b>	<b>4,44,90,000</b>

**b. Other Equity**

	Funds attributable to Equity Share Holders of the Company								
	Reserves and Surplus							Items of OCI	
	Securities Premium	General Reserve	Retained Earnings	Capital Reserve	Capital Redemption Reserve	Share based Payments	Treasury Shares	Hedging Reserve	Total
<b>As at 1st April, 2021</b>	-	3,09,397	-	-	-	-	-	-	3,09,397
Other Adj	-	-	-	-	-	-	-	-	-
Profit of the year	-	1,44,806	-	-	-	-	-	-	1,44,806
Other Comprehensive income	-	-	-	-	-	-	-	-	-
Equity Dividend & DDT	-	-	-	-	-	-	-	-	-
Buy Back of shares	-	-	-	-	-	-	-	-	-
Buy Back expenses	-	-	-	-	-	-	-	-	-
Transfer to General reserve	-	-	-	-	-	-	-	-	-
Effect on Share based Payments	-	-	-	-	-	-	-	-	-
<b>As at 31st March, 2022</b>	-	<b>4,54,203</b>	-	-	-	-	-	-	<b>4,54,203</b>
<b>As at 1st April, 2020</b>	-	2,23,549	-	-	-	-	-	-	2,23,549
Other Adj	-	-	-	-	-	-	-	-	-
Profit of the year	-	85,848	-	-	-	-	-	-	85,848
Other Comprehensive income	-	-	-	-	-	-	-	-	-
Equity Dividend & DDT	-	-	-	-	-	-	-	-	-
Buy Back of shares	-	-	-	-	-	-	-	-	-
Buy Back expenses	-	-	-	-	-	-	-	-	-
Transfer to General reserve	-	-	-	-	-	-	-	-	-
Effect on Share based Payments	-	-	-	-	-	-	-	-	-
<b>As at 31st March, 2021</b>	-	<b>3,09,397</b>	-	-	-	-	-	-	<b>3,09,397</b>

Summary of Significant accounting policies

As per our report of even date.

For Macharla & Associates

Chartered Accountants

FRN: 0138185

For iPower Solutions India Limited

Sd/-  
(MACHARLA ROSAIAH)  
Partner  
M.No. 223435

Sd/-  
(P.K.RAGHU KUMAR)  
COMPANY SECRETARY  
Membership No.A4769

Sd/-  
(G.RAMASUBRAMANIAM)  
CFO

Sd/-  
(V.PARANDHAMAN)  
DIRECTOR  
DIN: 00323551

Place: Chennai

Date: 16/05/2022

