



i Power Solutions India Ltd.
www.ipwrs.com

03-09-2024

To

The General Manager,
Department of Corporate Services,
M/s. BSE Limited,
Phiroze Jeejeebhoy Towers
25th Floor, Dalai Street
Mumbai - 400 001

Scrip Code: 512405

Respected Sir,

Sub: Submission of Annual Report of the 39th Annual General Meeting for FY 2023-24 to be held on 26th September, 2024-Regulation 34 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

In pursuance with Regulation 34 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find the enclosed Annual Report of the 39th Annual General Meeting for the FY-2023-24 to be held on 26th September, 2024 at 11.30 A.M. through Video Conferencing facility which does not require physical presence of Members of a common venue.

The E-voting period begins from 23rd September 2024 to 25th September 2024

Cut-off date will be 19th September 2024

The Closure of book will be from 20th September 2024 to 25th September 2024

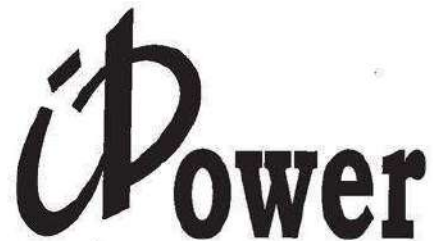
Thanking you,

Yours Faithfully,

For **I POWER SOLUTIONS INDIA LIMITED**

RAJENDRA NANIWADEKAR
MANAGING DIRECTOR
DIN: 00032107

i Power Solutions India Limited



39th Annual Report

2023 – 24

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Rajendra Naniwadekar	Managing Director
Mr. Venugopalan Parandhaman	Executive Director
Mr. Pudukollu Kodanda Ram Babu	Independent Director
Mr. Naresh Kumar Bhatt	Independent Director
Mrs. Sujata Jonnavittula	Women Independent Director
Mr. P.K. Raghukumar	Company Secretary
Mr. G. Ramasubramaniam (Resigned w.e.f. 10.05.2023)	Chief Financial Officer
Mr. Suresh Srinivasan (Appointed w.e.f. 15.05.2023)	Chief Financial Officer

STATUTORY AUDITORS

M/s. ANANT RAO & MALLIK
Chartered Accountants

SECRETARIAL AUDITORS

M/S. LAKSHMMI SUBRAMANIAN & ASSOCIATES
Murugesu Naicker Office Complex,
No. 81, Greaves 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 (RTA)

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

Registered Office

New No. 17, Old No. 7/4,
Vaigai Nagar,
Besant Nagar,
Chennai-600090
CIN: L72200TN2001PLC047456

Annual Report 2023-2024

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NOTICE is hereby given that the 39th Annual General Meeting (AGM) of M/s. I-Power Solutions India Limited will be held on Thursday, 26th of September 2024 through Video Conference (VC) or Other Audio Visual Means (OAVM) at 11.30 A.M to transact the following businesses:

ORDINARY BUSINESS:

1) To receive, consider and adopt the Audited Financial Statements along with the Balance Sheet, Profit/Loss A/C & Cash Flow Statement of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors' thereon.

2) To appoint a director in place of Mr. Rajendra Naniwadekar (having DIN 00032107) who retires from office by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3) **INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RS. 5 CRORES TO RS. 10 CRORES AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the Rules framed thereunder, consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs.5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each to Rs.10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crores) Equity Shares of Rs.10/- (Rupees Ten) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Act read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof) consent of the Members of the Company be and is hereby accorded, for

alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

V. The Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "Board") be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to file e-Form SH-7 with Registrar of Companies, Chennai or with appropriate authorities under the Ministry of Corporate Affairs (MCA) and to sign and execute all necessary documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions."

4) ISSUE OF 16,00,000 EQUITY SHARES ON PREFERENTIAL BASIS TO CERTAIN IDENTIFIED NON-PROMOTER PERSONS:

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

"RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under and the provisions of Chapter VII of the Securities and Exchange of Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 as amended from time to time (hereinafter referred to as "**the SEBI ICDR Regulations**"); any other rules/regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended,

and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchanges where the equity shares of the Company are listed ("**Stock Exchanges**"), the Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("**SEBI Takeover Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("**SEBI**"), and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "**Board**", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded and the Board be and is hereby authorized to create, offer, issue and allot **16,00,000 (Sixteen Lakhs) Equity Shares, having face value of Rs.10/- (Rupees Ten Only) each at an issue price of Rs.20/- (including premium of Rs.10/-) (Rupees Ten Only) aggregating to ₹ 3,20,00,000/- (Rupees Three Crore Twenty Lakhs Only) ("Consideration")** as determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to certain identified non-promoter persons mentioned at S. Nos 1 to 4 below (collectively referred to as the "**Investors**") for **Cash** on a preferential basis ("**Preferential Issue**"), and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws;

S. No	Name	Category	Number of Equity Shares at Rs.20/- Per Share	Value of Equity Shares (in Rs.)
1.	Mrs. Neena Dharod	Public	5,00,000	1,00,00,000
2.	Mr. J. Murali Krishna	Public	5,00,000	1,00,00,000
3.	Mr. Tushar P Shah	Public	5,00,000	1,00,00,000
4.	Mr. K. Ravi Shankar	Public	1,00,000	20,00,000
Total			16,00,000	3,20,00,000

RESOLVED FURTHER THAT in accordance with Regulation 161 of the ICDR Regulations, the “**Relevant Date**”, for determining the minimum price of the equity shares (by the Registered valuer) being allotted to certain identified non-promoters persons, on a preferential basis, is **Tuesday, 27th of August 2024** being the date, which is 30 (Thirty) days prior to the date of passing of Special Resolution to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act.”

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The Equity Shares to be issued and allotted shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- The Equity Shares (Pre-preferential shareholding), if any of the proposed allottee to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;
- The Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- Allotment of Shares shall only be made in dematerialized form within a period of 15 days from the date of passing the special resolution by the members, provided that where the allotment of Equity shares is subject to receipt of any approval or Permission from applicable regulatory authorities , the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions;
- The Equity Shares shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, except to the extent and in a manner permitted thereunder; and

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank *pari-*

passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the SEBI (ICDR) Regulations and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares. The issue and allotment of Equity Shares be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and be listed on the stock exchanges where the equity share of the Company are currently listed.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the terms of issue of Equity Shares, subject to the provisions of the Companies Act, 2013 and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT the monies received by the Company from the Investors pursuant to this preferential issue shall be kept by the Company in a separate account opened/maintained by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Investors through Private Placement Offer Letter in Form No. PAS-4 as prescribed under the Companies Act, 2013 after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange i.e., BSE Limited and receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Issue and Allotment Committee of the Board be and is

hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding/ revising the dates of allotment, deciding and/or finalizing other terms of issue and allotment in consonance with the SEBI ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilization of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deems necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution.”

5) **ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Rules framed thereunder, and other applicable regulations, rules and guidelines issued, if any, and subject to approval of Ministry of Corporate Affairs, and any other appropriate regulatory/statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority, the consent of the members of the Company be and is hereby accorded to alter and amend existing Clause III (A) [Main Objects] of the Memorandum of Association of Company by inserting sub-clause No. 26, 27 and 28 after existing sub-clause no 25:

- *To engage in the business of designing, developing, manufacturing, producing, assembling, selling, buying, distributing, exporting, importing, re-selling, exchanging, altering, improving, dealing in marketing, procuring, sourcing defence related products and to undertake and secure contracts for supply of services and defence related products manufactured by the Company to military, civil and other departments of the government or semi-government bodies, corporations, public or private contracts, firms or any other body corporate or persons.*
- *To invest in, acquire, hold, underwrite, sell or otherwise deal in shares, stocks, debenture stocks, bonds, negotiable instruments, securities of any company whether listed or not, Government, Public Body or Authority, Municipal and Local Bodies, whether in India or abroad.*
- *To acquire and take over the whole or any part of the business, goodwill, trademarks, properties and liabilities of any person or persons, firms, companies or undertakings, either existing or new, engaged in or carrying on or proposing to carry on any business which this Company is authorised to carry on and possession of any property on rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.*

RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities along with the Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs or such other Authority arising from or incidental to the said amendment and to delegate all or any of the powers conferred herein as they may deem fit.”

6) TO APPROVE FORMATION OF WHOLLY OWNED SUBSIDIARY (WOS) COMPANY AND TO MAKE INVESTMENTS IN SECURITIES OF WOS COMPANY OR ANY OTHER BODY CORPORATE AND TO GIVE LOANS, INTER CORPORATE DEPOSITS, GIVE GUARANTEES IN CONNECTION WITH LOANS MADE BY WOS COMPANY OR ANY OTHER BODY CORPORATE IN EXCESS OF THE LIMITS PRESCRIBED IN SECTION 186 OF THE COMPANIES ACT, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the ‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and subject to such other approvals, consents, sanctions and permissions as may be required in that behalf and in terms of the provisions of the Memorandum and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution) to:

(a) form and acquire/invest by way of subscription, purchase or otherwise the securities of Wholly Owned Subsidiary (WOS) Company whether incorporated or not or proposed to be incorporated or any other body corporate which may or may not be/become subsidiary (ies) of the Company from time to time in one or more tranches as the Board may think fit,

(b) give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or to WOS Company or other bodies corporate;

(c) give on behalf of any body corporate, any guarantee in connection with a loan made by any body corporate;

in excess of the limits prescribed under Section 186(2) of the Act up to an aggregate sum of **Rs.25,00,00,000/- (Rupees Twenty Five Crore Only)** notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee is given along with the investments, loans, inter-corporate deposits, guarantee proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board to form and invest in the Wholly Owned Subsidiaries, Subsidiaries, Associates, Related Parties, whether Indian or Overseas, give loans to them; provide guarantees on their behalf, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorised to negotiate and finalise the terms and conditions of the above said investments, loan(s), inter-corporate deposits, or guarantee(s) as they deem fit and in the best interest of the Company and to take such other steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any, as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company.”

7) TO APPROVE BORROWINGS IN EXCESS OF THE PAID UP SHARE CAPITAL AND FREE RESERVES BY THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modification(s)/amendment(s)/re-enactment(s) thereof for the time being in force) and as per the provisions of Articles of Association of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (the “Board”, which term shall be deemed to include any Committee which the Board may have constituted or may hereafter constitute or any delegate for exercising the powers conferred on the Board by this Resolution and under Section 179 of the Act) to borrow from time to time, all such money(ies) as may be deem requisite for the purpose of business (including new business ventures or prospects) of the Company, notwithstanding that the money(ies) to be borrowed together with money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes, provided, however that the total amount so borrowed by the Board and outstanding at any point of time shall not exceed a sum of **Rs.25,00,00,000/- (Rupees Twenty Five Crores Only)** .

RESOLVED FURTHER THAT subject to the provisions of the Act and the Rules framed thereunder and other applicable laws (if any), the borrowings stated above may be secured or unsecured, and shall include, but shall not be limited to, borrowings from any person(s) (whether natural or artificial), by way of Loans, Inter Corporate Deposits (ICDs), facilities of any nature from Banks/Financial Institutions, Commercial Papers (CPs), External Commercial Borrowings (ECBs), Debentures (whether convertible or non-convertible), Bonds (including Masala Bonds) or any other instruments permitted to be issued by the Company under any law for the time being in force.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to finalize, settle and execute such document(s)/deed(s)/writing(s)/paper(s)/ agreement(s) as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise, including but not limited to creation, modification or satisfaction of any security in respect of any borrowing and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

Date: 30-08-2024

By Order of the Board

Place: Chennai

For I Power Solutions India Limited

SD/-

SD/-

V Parandhaman

Rajendra Naniwadekar

Director

Managing Director

DIN: 00323551

DIN: 00032107

Notes:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated 13th January, 2021; 03/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022, 9/2023 dated 25th September 2023 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/ HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/ HO/CFD/PoD-2/P/ CIR/2023/4 dated 05th January, 2023 (hereinafter referred to as “Circulars”), and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“Listing Regulations”) permitted the holding of the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue.
2. Accordingly, in compliance with the provisions of the Act read with the Circulars, the AGM of the Company is being held through VC /OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. In compliance with the aforesaid MCA Circulars and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, the Annual Report for the Financial Year 2023-24 including Notice of the 39th AGM of the Company, inter alia, indicating the process and manner of e-voting is being sent by Email, to all the Members whose Email IDs are registered with the Company/Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled and the same will also be available on the website of the Company at www.ipwrs.com and can also be accessed from the websites of the Stock Exchanges i.e., Bombay Stock Exchange Limited at www.bseindia.com
5. The SEBI has mandated the submission of the Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company’s share transfer agent, M/s. Cameo Corporate Services Limited.

6. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
7. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of M/s. Cameo Corporate Services Limited for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the AGM.
9. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 01st April 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.
10. Members are provided with the facility for voting through Voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the AGM.
11. Members who have already casted their vote by remote e-voting prior to the AGM will be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.
12. The Register of Members and Share Transfer Books of the Company will **remain closed from Friday , 20th of September 2024 to Thursday , 26th September 2024** (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015.
13. The Members of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date on Thursday, 19th Day of September 2024** may cast their vote by remote e-voting. The remote e-voting period commences on **Monday, 23rd September 2024 at 09:00 A.M. (IST)** and ends on **Wednesday, 25th September 2024 at 05:00 P.M. (IST)**. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.

14. The Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Special Business(es) to be transacted at the Annual General Meeting (AGM) is annexed hereto and forms part of this notice.
15. Facility of joining the AGM through VC/OAVM shall open 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 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
16. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting, are requested to send a certified copy of the Board Resolution/ authorization letter to the Company or upload on the VC/OAVM portal/e-voting portal.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.
18. All documents referred to in the Notice and Explanatory Statement will also be available for electronic inspection, during business hours, without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to audit@ipwrs.com. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company by sending e-mail on audit@ipwrs.com. The same will be replied by the Company suitably.
19. Members holding shares in demat form are hereby informed to ensure that updated bank particulars be registered with their respective Depository Participants, with whom they maintain their demat accounts. The Company or its Registrar and Transfer Agent (RTA) cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.

20. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to M/s. Cameo Corporate Services Limited, Registrar and Transfer Agent of the Company or Investor Relations Department of the Company immediately by sending a request on email at – Murali@cameoindia.com

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Monday, 23rd September 2024 at 09:00 A.M. (IST) and ends on Wednesday, 25th September 2024 at 05:00 P.M (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of on **Thursday, 19th Day of September 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to the above said 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	<p>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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 e voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

	<p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting 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.
2. Click on “Shareholders” module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user, follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Depository Participant are requested to use the sequence number sent by RTA or contact RTA.
Dividend Bank Details OR 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. If both the details are not recorded with the depository, please enter the member id/folio number in the Dividend Bank details field.

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant I power 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 and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login 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 their email address, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 Aadhaar Card) by Murali@cameoindia.com.

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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

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 at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at audit@ipwrs.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number 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 through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM

facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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.

xvii. The Company has appointed Smt. Lakshmi Subramanian, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast and she has communicated her willingness to be appointed.

The Scrutinizer, after scrutinising the votes cast during the AGM and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.ipwrs.com and CDSL website. The results shall simultaneously be communicated to the Bombay Stock Exchange Limited.

Date: 30-08-2024

By Order of the Board

Place: Chennai

For I Power Solutions India Limited

SD/-

SD/-

V Parandhaman

Rajendra Naniwadekar

Director

Managing Director

DIN: 00323551

DIN: 00032107

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

The following statements sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

3. INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RS. 5 CRORES TO RS. 10 CRORES AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The present Authorised Share Capital of the Company is Rs.5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs.10/- each. In order to facilitate the issue of 16,00,000 (Sixteen Lakh) Equity Shares on preferential basis to non-promoters and for meeting future requirements, if any, it is proposed to increase the Authorised Share Capital of the Company to Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company .

The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

It is also proposed to authorise the Board of Directors of the Company including any Committee thereof to complete all the formalities in connection with the issue of 16,00,000 (Sixteen Lakh) Equity Shares on preferential basis to non-promoters.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require members' approval in general meeting by way of ordinary resolution in terms of Sections 13 and 61 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

The Board of Directors recommends the passing of the resolution contained in Item No. 3 of the Notice as an Ordinary Resolution.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

4. ISSUE OF 16,00,000 EQUITY SHARES ON PREFERENTIAL BASIS TO CERTAIN IDENTIFIED NON-PROMOTER PERSONS:

In terms of Section 62(1)(c) of the Companies Act, 2013 and the Rules made there under (“the Act”), a Company can undertake Preferential Allotment/Private Placement only after obtaining prior approval of the members by way of Special Resolution in terms of Section 62(1)(c) of the Companies Act, 2013 read with provisions of Chapter V – “**Preferential Issue**” of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI ICDR Regulations. Accordingly, the Company proposes to issue and allot **16,00,000 (Sixteen Lakhs) Equity Shares, having face value of Rs.10/- (Rupees Ten Only) each at an issue price of Rs.20/- (Rupees Twenty Only) (including premium of Rs.10/- per share) aggregating to ₹ 3,20,00,000/- (Rupees Three Crores Twenty Lakhs Only) (“Consideration”)** as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to certain identified non-promoters persons for cash on a preferential basis.

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the SEBI ICDR Regulations, as amended from time to time:

(i) The object / purpose of the preferential issue:

The proceeds of the Preferential Issue will be utilized for business activities, financing the future growth opportunities and general corporate purposes.

(ii) Maximum number of specified securities to be issued:

It is proposed to offer, allot and issue up to 16,00,000 (Sixteen Lakhs) fully paid-up equity shares of the Company having a face value of Rs.10/- (Rupees Ten Only) each.

(iii) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:

None of the Promoter Group/Directors or Key Managerial Personnel intends to subscribe to this preferential issue of Equity Shares.

(iv) **Particulars of the Preferential Issue including date of passing of Board resolution:**

The Board of Directors at its meeting held on 23rd August, 2024 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 16,00,000 Equity Shares at an issue price of **Rs.20/- per share (Rupees Twenty Only) (including premium of Rs.10/- per share)**, aggregating to ₹ 3,20,00,000/- (Rupees Three Crore Twenty Lakhs Only) to certain identified non-promoter persons, for cash, on a preferential basis as provided in point (xiii) .

(v) **Kinds of securities offered and the price at which security is being offered:**

Up to 16,00,000 Equity Shares at an issue price of **Rs.20/- per share (Rupees Twenty Only) (including premium of Rs.10/- per share)** aggregating up to ₹ 3,20,00,000/- (Rupees Three Crore Twenty Lakhs Only), on such price being not less than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

(vi) **Pricing of the Issue:**

The issue price of the equity shares to non-promoters is fixed at Rs.20/- per equity share (including a premium of Rs.10/- per share) having a face value of Rs.10/- per share in accordance with the price determined in terms of Regulation 165 of the ICDR Regulations.

Basis on which the price has been arrived at along with report of the Registered Valuer:

The Company is listed on the BSE Limited and the equity shares of the Company are infrequently traded in accordance with ICDR Regulations.

Hence, in accordance with Regulation 165 of the ICDR Regulations, a Valuation Report dated 27-08-2024 has been obtained from an Independent Registered Valuer. The valuation is based on the valuation parameters such as book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of the Company. The valuation report dated 27-08-2024 issued by the Independent Registered Valuer, CA S Dehaleesan (Registered Valuer number: [IBBI/RV/04/2019/11659]) certified the price to be Rs.10/- (Rupees Ten Only) per equity share. We also confirm that the Articles of Association do not contain any restrictive provision.

(viii) THE PERCENTAGE (%) OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THE PROPOSED ALLOTTEES CONSEQUENT TO THE PREFERENTIAL ISSUE:

The percentage (%) of Post Preferential Issue Capital that may be held by the proposed allottees as per regulation 163(fa) as mentioned in table below pursuant to the aforesaid issue.

S.NO	NAME	CATEGORY	Pre-Preferential Holding		No of shares Proposed to be allotted	Post-Preferential Holding	
			No of Equity shares held	%held		No of Equity shares held	%held
1	Mrs. Neena Dharod	Public	Nil	Nil	5,00,000	5,00,000	8.27
2	Mr. J. Murali Krishna	Public	Nil	Nil	5,00,000	5,00,000	8.27
3	Mr. Tushar P Shah	Public	Nil	Nil	5,00,000	5,00,000	8.27
4	Mr. K. Ravi Shankar	Public	Nil	Nil	1,00,000	1,00,000	1.65

(ix) Relevant Date:

The “Relevant Date” in terms of Regulation 161 of the SEBI (ICDR) Regulations, 2018 for determination of minimum price is 27th August,2024(Tuesday), a date which is 30 (Thirty) days prior to the date of AGM.

(x) The class or classes of persons to whom the allotment is proposed to be made:

The allotment of equity shares on preferential basis is proposed to be made to the Proposed Allottee(s), belonging to Non-Promoter category.

(xi) The shareholding pattern of the issuer before and after the preferential issue:

Sr. No	Category	Pre-Issue		No of shares Proposed to be allotted through preferential issue	Post Issue	
		Number of shares	% of shareholding		Number of shares	% of shareholding

A	Promoters and Promoters Group Holding					
	1) Indian					
	Individuals/Hindu undivided Family	27,43,927	61.68%	0	27,43,927	45.36%
	2) Body Corporates	0	0	0	0	0
	3) Foreign Individual	0	0	0	0	0
	Any Other (specify)	0	0	0	0	0
	TOTAL (A)	27,43,927	61.68%		27,43,927	45.36%
B	Non-Promoters Shareholding (Public Holding)					
	1) Institutions	0	0	0	0	0
	Institutions (Domestic)	0	0	0	0	0
	Institutions (Foreign)	0	0	0	0	0
	Central Government/ State Government(s)/ President of India	0	0	0	0	0
	2) Non-Institutions	0	0	0	0	0
	Investor Education and Protection Fund (IEPF)	0	0	0	0	0
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	8,75,442	19.68	1,00,000	9,75,442	16.13%
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	7,15,784	16.09	15,00,000	22,15,784	36.63%
	Non- Resident NRI	2,389	0.05%	0	2,389	0.039%
	Body corporate	48,877	1.10%	0	48,877	0.81%

	Others	62,581	1.40%	0	62,581	1.03%
	TOTAL (B)	17,05,073	38.32%	16,00,000	33,05,073	54.64%
	TOTAL (A+B)	44,49,000	100.00%	16,00,000	60,49,000	100%

There will not be any change of control of the existing shareholders due to issue of such equity shares and company has not issued or allotted any securities on preferential basis during the financial year 2024-2025 and till date.

(xii) Proposed time within which allotment shall be completed:

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

(xiii) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Investors:

Pursuant to the SEBI ICDR Regulations, 2018, stipulates that if in the chain of ownership of the Company there is any listed company, mutual fund, bank or insurance company, no further disclosure will be necessary.

The following are the disclosures of Ultimate Beneficial Ownership details as applicable:

Sl. No.	Name of the Allottee	Category	Beneficial Ownership
NIL			

(xiv) Changes in control, if any, in the Company consequent to the issue:

The present allotment is being made to the Non- Promoters of the Company but, will not result in any change in the control of the Company.

(xv) Number of persons to whom allotment has already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotments during the year.

(xvi) Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:

The allotment is not being made for consideration other than cash.

(xvii) Lock in restrictions:

The equity shares to be issued and allotted to the proposed allottee shall be subject to lock-in as per the requirement of the provisions of the Regulation 167(2) of SEBI (ICDR) Regulations.

(xviii) Certificate from Practicing Company Secretary:

A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations shall be placed before the shareholders at the Annual General Meeting of the Company. The Certificate will also be available on the Company's website.

(xix) Undertakings:

- In accordance with the SEBI ICDR Regulations;
- all the Equity Shares held by the proposed allottees, if any in the Company are in dematerialized form only;
- The Proposed Allottees have not sold/transferred any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date.
- The Proposed Allottees have not previously subscribed to any warrants of the Company but failed to exercise them;

The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI (ICDR) Regulations where it is required to do so.

The Company undertakes that if the amount payable on account of re-computation of price is not paid/within the time stipulated in the SEBI (ICDR) Regulations, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottee.

a. Disclosure pertaining to willful defaulters or a fraudulent borrower:

Neither the Company nor its Promoter/Promoter Group or its Directors are willful defaulters or a fraudulent borrower.

b. Disclosure pertaining to Fugitive Economic Offender:

None of our Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

c. Current and proposed Status of the Proposed Allottees post preferential issue:

The proposed allotment shall be made to certain identified non-promoters. After allotment there will be no change in Control of the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investors is being sought by way of a Special Resolution as set out in the said item of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

5. ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

In order to expand the Company's present scope of operations and to avail the opportunity at local, national and global level the Company is proposed to engage in the business activities of manufacturing and providing services for defence related products to any person or any body corporate, to invest and acquire securities of any Company or any other body corporate and to acquire or take over any Company or any body corporate.

To commence the proposed new business activities, the Objects Clause [Clause III (A)] of the Memorandum of Association of the Company needs to be altered.

It is proposed to alter the Main Objects under the Objects Clause of the Memorandum of Association of the Company to enable the Company to expand and diversify its present scope of operations by inserting sub-clause No. 26, 27, and 28 after existing sub-clause no. 25 as stated in the Special Resolution annexed to the Notice. The above

alteration would be subject to the approval of the Ministry of Corporate Affairs and/or any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

The Board of Directors recommends the passing of the resolution contained in Item No. 5 of the Notice as a Special Resolution.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

6. TO APPROVE FORMATION OF WHOLLY OWNED SUBSIDIARY (WOS) COMPANY AND TO MAKE INVESTMENTS IN SECURITIES OF WOS COMPANY OR ANY OTHER BODY CORPORATE AND TO GIVE LOANS, INTER CORPORATE DEPOSITS, GIVE GUARANTEES IN CONNECTION WITH LOANS MADE BY WOS COMPANY OR ANY OTHER BODY CORPORATE IN EXCESS OF THE LIMITS PRESCRIBED IN SECTION 186 OF THE COMPANIES ACT, 2013.

The Company in the course of its business is proposing to form/incorporate a Wholly Owned Subsidiary (WOS) Company and to make investments in that WOS Company and other body corporates which may or may not be the Subsidiaries of the Company, in compliance with the applicable provisions of the Companies Act, 2013 (the Act).

Such WOS Company will require support from the Company from time to time in the form of infusion of funds into their business for their expansion activities as well as for operations. With a view to meet the funding requirements of WOS Company proposed to be incorporated, the Company proposes to provide assistance in the form investment into the said subsidiary as and when required. The increasing business operations and future growth plans of the Company may necessitate making further investments into the subsidiaries on behalf of or for the benefit of the subsidiaries in favour of banks, financial institutions in India or outside from time to time.

Further, the Members are hereby informed that the Company is also considering to invest in Equity shares & other marketable securities from recognized stock exchanges in India and abroad & subscribing to preferential issues, rights issues, and warrants of other companies in the future. These actions are part of the Company's strategic plans to diversify and strengthen its investment portfolio and financial position.

To facilitate these future transactions and ensure that the Company is adequately prepared to seize opportunities as they arise, it is proposed to enhance the Company's

lending powers and its powers to make investments. The proposed increase in investment powers is aimed at accommodating potential investments in other companies, including preferential issues, rights issues, and warrants, as mentioned above. This will ensure that the Company has the requisite authority to execute such transactions efficiently.

Rationale for the Proposal

The proposed increase in investment powers will enable the Company to:

- Participate in strategic investments and funding opportunities that may arise.
- Capitalize on market conditions to acquire or invest in other entities that align with the Company's long-term growth objectives.
- Ensure financial flexibility to support its business expansion and diversification plans.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly,

(a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition of securities of any body corporate as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required.

It is, therefore, necessary to authorise the Board to form and acquire by way of subscription, purchase or otherwise the securities of the WOS Company proposed to be incorporated in India or outside up to the limits as provided in the proposed Special Resolution.

Hence, prior approval of the members of the Company is sought by way of Special Resolution for exercising these powers by the Board.

The Board of Directors recommends the passing of the Resolution contained in Item no. 6 of the Notice as a Special Resolution.

None of the other Directors or Key Managerial Personnel or their relatives is, in anyway, concerned or interested in the said resolution.

7. TO APPROVE BORROWINGS IN EXCESS OF THE PAID UP SHARE CAPITAL AND FREE RESERVES BY THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013.

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company shall not borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business without the consent of the Members of the company accorded at the General Meeting by means of a special resolution.

It is proposed to increase the borrowing limit of the Company over and above aggregate of its paid-up share capital, free reserves and securities premium but up to Rs.25,00,00,000 (Rupees Twenty Five Crores Only).

To facilitate all the future transactions and ensure that the Company is adequately prepared to seize opportunities as they arise, it is proposed to enhance the Company's borrowing powers.

Rationale for the Proposal

The proposed increase in borrowing powers will enable the Company to:

- Ensure financial flexibility to support its business expansion and diversification plans.
- To meet the working capital needs of the Company.

The Company shall endeavor to maintain a capital structure which would be consistent with its cash flows while optimizing the cost of capital. The Company shall ensure that the debt equity ratio is within prudent limits at all times.

Accordingly, the approval of the Members is being sought by way of special resolution authorizing the Board of Directors to borrow sums of monies within an overall limit of Rs.25,00,00,000 (Rupees Twenty Five Crores Only) outstanding at any given point of time. The Board of Directors recommends the passing of the Resolution contained in Item no. 7 of the Notice as a Special Resolution.

None of the other Directors or Key Managerial Personnel or their relatives is, in anyway, concerned or interested in the said resolution.

Date: 30-08-2024

Place: Chennai

By Order of the Board

For I Power Solutions India Limited

SD/-

V Parandhaman

Director

DIN: 00323551

SD/-

Rajendra Naniwadekar

Managing Director

DIN: 00032107

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

Name of the Director	Mr. Rajendra Naniwadekar
DIN	00032107
Age	63 years
Date of Appointment	11-08-2022
Experience in business field	30 years
No. of. Shares held as on 31.03.2024	27,43,927
No. of. Board Meetings Attended during FY 2023-2024	5
Directorship in other public companies	NIL
Chairman/Member of committees of other public company	NIL
Relationship with any other Director	No

Date: 30-08-2024

Place: Chennai

By Order of the Board

For I Power Solutions India Limited

SD/-

V Parandhaman

Director

DIN: 00323551

SD/-

Rajendra Naniwadekar

Managing Director

DIN: 00032107

DIRECTORS' REPORT

Dear Shareholders,

Your directors have pleasure in presenting the 39th Annual Report of M/S I POWER SOLUTIONS INDIA LIMITED along with the Audited Statement of Accounts and the Auditors' Report for the Financial Year ended March 31, 2024. The Summarized financial results for the Financial Year are as under:

FINANCIAL SUMMARY:

(In Lakhs)

Particulars	31 st March, 2024	31 st March, 2023
Revenue from Operation	-	7.55
Other Income	0.13	0.32
Total Revenue	0.13	7.87
Finance Charges	0.03	0.28
Profit Before Depreciation and Tax	(14.72)	(17.37)
Provision for Depreciation	1.27	6.73
Net Profit Before Tax	(15.99)	(24.10)
Provision for Tax	(0.13)	(1.52)
Net Profit After Tax	(15.86)	(23.41)
Transfer to General Reserve	-	-
Surplus/(Deficit) carried to Balance Sheet	(15.86)	(23.41)

PERFORMANCE AND STATE OF AFFAIRS OF THE COMPANY:

During the year under review, the Company has incurred net loss of Rs. (15.86) Lakhs.

The previous year net loss was Rs. (23.41) lakhs. There are no changes in the operations of business of the company. During the year under review there was no revenue from the operations 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 2023-24.

However the Company has Proposed to issue 16,00,000 (Sixteen Lakhs) Equity Shares, having face value of Rs.10/- (Rupees Ten Only) each at an issue price of Rs.20/- (including premium of Rs.10/-) (Rupees Ten Only) aggregating to ₹ 3,20,00,000/- (Rupees Three Crore Twenty Lakhs Only) ("Consideration")

DIVIDEND:

The Board of Directors did not recommend any dividend to the Shareholders for the financial year 2023-24.

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:

No transfer to General Reserve was made during the Year 2023-24 by the Company.

NUMBER OF MEETINGS OF THE BOARD AND BOARDS' COMMITTEE:

The Board meets at regular intervals to discuss and decide on business strategies / policies and review the financial performance of the Company. The Board Meetings are pre-scheduled, and a tentative annual calendar of the Board is circulated to the Directors well in advance to facilitate the Directors to plan their schedules.

Meeting	No. of Meetings during the Financial Year 2023-24	Date of the Meeting
Board Meeting	5	15.05.2023, 25.05.2023, 10.08.2023, 14.11.2023 and 13.02.2024.
Audit Committee	4	25.05.2023, 10.08.2023, 14.11.2023 and 13.02.2024.
Nomination & Remuneration Committee	1	15.05.2023
Stakeholders Relationship Committee	1	12.02.2024
Independent Director's Meeting	1	09.02.2024

The interval between two Board Meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

COMPOSITION OF COMMITTEES OF THE BOARD

Audit committee

- Pudukollu Kodanda Rambabu – Independent Director (Chairman)
- Naresh Kumar Bhatt - Independent Director
- Sujata Jonnavittula - Independent Director
- Rajendra Naniwadekar – Promoter; Director

Nomination Remuneration committee

- Pudukollu Kodanda Rambabu – Independent Director
- Naresh Kumar Bhatt - Independent Director (Chairman)
- Sujata Jonnavittula - Independent Director

Stakeholders Relationship committee

- Pudukollu Kodanda Rambabu – Independent Director
- Naresh Kumar Bhatt - Independent Director (Chairman)
- Sujata Jonnavittula - Independent Director
- Venugopalan Parandhaman - Director

DETAILS OF POLICIES DEVELOPED BY THE COMPANY:

The Company has the following policies which are applicable as per the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 which are placed on the website of the Company www.ipwrs.com

- (i) Code of conduct for Directors and Senior Management
- (ii) Criteria of Making Payments to Non-Executive Directors
- (iii) Policy Determining Materiality Disclosures
- (iv) Nomination & Remuneration Committee Policy
- (iv) Policy on Related Party Transactions
- (v) Policy on sexual harassment of women at work place (Prevention, Prohibition and redressal) Act, 2013
- (vi) Risk Management Policy
- (vii) Vigil Mechanism Policy

NOMINATION AND REMUNERATION POLICY:

Pursuant to Section 178(3) of the Companies Act, 2013, the Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the company. The policy also lays down the criteria for

selection and appointment of Board Members. The policy and details of Nomination and Remuneration is available on the website of the Company at www.ipwrs.com

In accordance with the Nomination and Remuneration Policy, the Nomination and Remuneration Committee has, inter alia, the following responsibilities:

1. The Committee had formulated the criteria for determining qualifications, positive attributes, and independence of a director. and is available in the company website www.ipwrs.com The Committee shall identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
2. Recommend to the Board, appointment, and removal of Director, KMP and Senior Management Personnel.
3. The Board shall carry out evaluations of the performance of every Director, KMP and Senior Management Personnel at regular intervals (yearly).
4. The remuneration/ compensation/ commission etc. to the Managerial Personnel, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/ compensation/ commission etc. shall be subject to the prior/ post approval of the shareholders of the Company and Central Government, wherever required.
5. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Personnel.
6. Where any insurance is taken by the Company on behalf of its Managerial Personnel, Chief Executive Officer, Chief Financial Officer, the Company Secretary, and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.
7. The Non-Executive/ Independent Director is not paid remuneration by way of fees for attending meetings of the Board or Committee thereof.
8. Commission to Non-Executive/ Independent Directors If proposed may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

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

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:

Mr. Rajendra Naniwadekar	Managing Director
Mr. Venugopalan Parandhaman	Executive Director
Mr. Pudukollu Kodanda Rambabu	Independent Director
Mr. Naresh Kumar Bhatt	Independent Director
Mr. Sujata Jonnavittula	Women Independent Director

Company Secretary and Chief Financial Officer

Mr. P.K. Raghukumar	Company Secretary
Mr. G. Ramasubramaniam (Resigned w.e.f. 10.05.2023)	Chief Financial Officer
Mr. Suresh Srinivasan (Appointed w.e.f. 15.05.2023)	Chief Financial Officer

Director's / Key Managerial personal Appointment/Re-appointment:

- Appointment of a director in place of Mr. Rajendra Naniwadekar (having DIN 00032107) who retires from office by rotation and being eligible offers herself for reappointment.
- Resignation of Mr. Ramasubramaniam Gurusamy, Chief Financial Officer of the Company vide letter Dated 10th May 2023.
- Appointment of Mr. Suresh Srinivasan, Chief Financial Officer of the Company w.e.f 15th May 2023.

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

AUDITORS:

M/s. ANANT RAO & MALLIK, Chartered Accountants, Hyderabad (Firm Registration No 006266 S) has been appointed as the statutory Auditor of the company for a period of 5 years in place of M/s. Macharla & Associates, Chartered accountants who has tendered their resignation dated 31-07-2022.

M/s. ANANT RAO & MALLIK, Chartered Accountants, Hyderabad will continue as the statutory Auditor of the company till the 42nd Annual General Meeting.

AUDITORS' REPORT:

There are no qualifications, reservations or adverse remarks made by Statutory Auditors in their report for the Financial Year ended 31st March, 2024.

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 2023-24.

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.

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.

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 formulated a Framework on Internal Financial Controls In accordance with Rule 8 (5) (viii) of Companies (Accounts) Rules, 2014, the Company has adequate internal control systems to monitor business processes, financial reporting and compliance with applicable regulations and they are operating effectively.

The systems are periodically reviewed by the Audit Committee of the Board for identification of deficiencies and necessary time-bound actions are taken to improve efficiency at all the levels. The Committee also reviews the observations forming part of internal auditors' report, key issues and areas of improvement, significant processes and accounting policies.

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

SEPARATE MEETING OF THE INDEPENDENT DIRECTORS:

As required under Clause VII of Schedule IV of the Companies Act, 2013, the Independent Directors held a Meeting on 09th February 2024, without the attendance of Non-Independent Directors and members of Management.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The familiarization program is to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes and about the overall functioning and

performance of the Company. The policy and details of familiarization program is available on the website of the Company at www.ipwrs.com

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, 2024, 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\$ - Nil

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 except as mentioned in note number 20 of Audited Financial Statements

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 5th 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.

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.

INTERNAL COMPLAINTS COMMITTEE:

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. Internal Complaints Committee ("ICC") is in place for all works and offices of the Company to redress complaints received regarding sexual harassment. The policy on Prohibition Prevention & Redressal of Sexual Harassment is available on the website of the Company at www.ipwrs.com

During the Financial Year under review, no complaints with allegation of sexual harassment were filed with the ICC.

Internal Complaint Committee Members:

1. Mrs. Sujata Jonnavittula
2. Mr. Venugopalan Parandhaman

BOARD EVALUATION

Pursuant to the provision of the Companies Act, 2013, a structured questionnaire was prepared after taking into consideration of the various aspects of the Boards' functioning, the composition of the Board and its committees, culture, execution and performance of specific duties, obligations, and governance.

The board and the committee were evaluated on various criteria as stated below:

1. Composition of the Board and Committee.
2. Understanding of the Company and its business by the Board.
3. Availability of information to the board and committee.
4. Effective Conduct of Board and Committee Meetings.
6. Monitoring by the Board management effectiveness in implementing strategies, managing risks and achieving the goals.

The Board also carried out the evaluation of directors and chairman based on following criteria:

1. Attendance of meetings.
2. Understanding and knowledge of the entity.
3. Maintaining Confidentiality of board discussion.
4. Contribution to the board by active participation.
5. Maintaining independent judgment in the decisions of the Board

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT:

The Board of Directors has adopted a policy and procedure on Code of Conduct for the Board Members and employees of the Company in accordance with the SEBI (Prohibition of Insiders Trading) Regulations, 2015. 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 wrong doing and promoting ethical conduct at the Board and by 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 workplace, 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

DISCLOSURE REQUIREMENTS:

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and is of the view that such systems are 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 2023-24.

CLOSURE OF REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS:

The Register of Members and Share Transfer books of the company will be closed with effect from Friday, 20th September 2024 to Thursday, 16th September 2024 (Both days inclusive)

RATIO OF REMUNERATION TO EACH DIRECTOR:

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

VIGIL MECHANISM:

Pursuant to Section 177(9) of the Companies Act, 2013, your Company has established a Vigil Mechanism policy for directors and employees to report concerns about unethical behaviours, actual or suspected fraud, violations of Code of Conduct of the Company etc. The mechanism also provides for adequate safeguards against the victimization of employees who avail themselves of the mechanism and also provides for direct access by the Whistle Blower to the Audit Committee. It is affirmed that during the Financial Year 2023-24, no employee has been denied access to the Audit Committee. The vigil mechanism policy is also available on the Company's website www.ipwrs.com

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.

CAUTIONARY STATEMENT:

The statements contained in the Board's Report and Management Discussion and Analysis Report contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities, laws and regulations. Various factors such as economic conditions, changes in government regulations, tax regime, other statues, market forces and other associated and incidental factors may however lead to variation in actual results.

Date: 30-08-2024

Place: Chennai

By Order of the Board

For I Power Solutions India Limited

SD/-

V Parandhaman

Director

DIN: 00323551

SD/-

Rajendra Naniwadekar

Managing Director

DIN: 00032107

Annexure I

Form No. MR-3

Secretarial Audit Report for the financial year ended 31.03.2024

[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

New No.17, Old No. 7/4,
Vaigai Nagar, Besant Nagar,
Chennai-600090

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 01 April 2023 to 31 March, 2024 (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.

We are issuing this report based on our verification of the Company's books, papers, minute books, forms and returns filed, and other records maintained by the Company, the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management.

We hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2024, generally 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 March 31, 2024 according to the applicable provisions of:
 - (i) The Companies Act, 2013 (the Act) and the Rules and the Regulations 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 Contract (Regulation) Act, 1956 and the Rules made thereunder;
- (iv) The Depositories Act, 1996 and the Regulations bye-laws framed thereunder;
- (v) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of their applicability.
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). Since, the paid up capital and Net worth does not exceed the threshold limits as envisaged under Regulation 15(2) of LODR, the compliance with corporate governance provisions as specified in Regulations 17- 27, 46 with Schedule V shall not apply.
 - b. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST");
 - c. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - e. Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 to the extent of Listed Entity engaging the RTA;
 - f. Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; and
 - g. Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- (vii) The Management has confirmed that there are no sectoral laws applicable to the company during the year under our review.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreement entered into by the Company with the Stock Exchange, where the Securities of the Company are listed and the uniform listing agreement with the said stock exchange pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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 representation

furnished to us, complied with the laws mentioned in clause (i) to (iv) of paragraph 1.1 above.

1.2 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. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b. Securities Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021;
- c. Securities Exchange Board of India (Delisting of Equity Shares) Regulation, 2009;
- d. Securities Exchange Board of India (Buyback of Securities) Regulation, 2018;
- e. Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (Amendment, 2023);
- f. Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 and circulars/ guidelines issued thereunder; and
- g. The Securities and Exchange Board of India (Share Based employee Benefits and Sweat Equity) Regulations, 2021.

2. Board Processes:

We further report that:

- 2.1 The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors during the Financial Year 2023-24.
- 2.2 There were no changes in the composition of the Board of Directors except for re-appointment of non-executive director, which was approved by the shareholders of the Company, in compliance with the provisions of the Act during the period under review.
- 2.3 Adequate notice is given to all directors to schedule the Board Meetings at least seven days in advance / consent of directors were received for meetings held at a shorter notice if any, agenda and detailed notes on agenda were also circulated to the Board members prior to the meetings.

- 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. The Company had convened its meetings physically; and
- 2.5 As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions and views of the Board have been recorded.

3. Compliance mechanism:

We further report that:

- 3.1 There is systems and processes in the Company to monitor and ensure compliance with applicable laws.
- 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 have been subject to review by Statutory Financial Audit and other designated professionals.

4. Specific Events/ actions:

We 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. The Board at its meeting held on May 15, 2023 took on record the resignation of Mr. Ramasubramaniam Gurusamy as the Chief Financial Officer of the Company w.e.f. 10- 05-2023 and subsequently appointed Mr. Suresh Srinivasan as the Chief Financial Officer of the Company w.e.f. May 15, 2023

Place: Chennai
Date: 26-08-2024

FOR LAKSHMMI SUBRAMANIAN AND ASSOCIATES

Sd/-
Swetha Subramanian
Partner
FCS No. F10815
C.P No.12512
Peer Review Certificate No.1670/2022
UDIN: F010815F001045079

ANNEXURE - A

To,
The Members
I POWER SOLUTIONS INDIA LIMITED

Our Secretarial Audit Report for the financial year ended 31st March 2024 is to be read along with this Annexure.

1. Maintenance of the Secretarial record and ensuring compliance with all applicable laws is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about financial information, the compliance of law, rules and regulation and happening of certain events etc.
5. The compliance of the provisions of other laws, rules, regulation, standards specifically applicable to the Company is the responsibility of the management. Our examination was limited to the verification of system implemented by the Company on a test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the effectiveness with which the management has conducted the affairs of the Company.
7. We have also issued an Annual Secretarial Compliance Report under Regulation 24A of SEBI LODR which will be available on the website of the Stock Exchanges in which the company securities are listed.

Place: Chennai
Date: 26-08-2024

sd/-
Swetha Subramanian
Partner
FCS No. F10815
C.P No.12512
Peer Review Certificate No.1670/2022
UDIN: F010815F001045079

Annexure – II

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

I Power 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 31.03.2024.

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

Certificate on Non-Disqualification of Directors
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

I POWER SOLUTIONS INDIA LIMITED
NEW NO.17, OLD NO.7/4,
VAIGAI STREET,
BESANT NAGAR,
CHENNAI - 600090.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **I Power Solutions India Limited** CIN L72200TN2001PLC047456 having its registered office at NEW NO.17, OLD NO.7/4, VAIGAI STREET, BESANT NAGAR, CHENNAI TN 600090 IN (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the year ended 31st March 2024.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. No	Name of Director	Designation	DIN	Date of Original Appointment in Company
1	MR. RAJENDRA NANIWADEKAR	Managing Director	00032107	11/08/2022
2	MR. VENUGOPALAN PARANDHAMAN	Director	00323551	29/06/2000
3	MR. PUNUKOLLU KODANDA RAMBABU	Independent Director	00069047	11/08/2022
4	MR. NARESH KUMAR BHATT	Independent Director	00138618	11/08/2022
5	MRS. SUJATA JONNAVITTULA	Independent Director	07014640	11/08/2022

The Company has obtained exemption under Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, thus complying with Regulation 17-27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V shall not apply.

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

Place: Chennai
Date: 23-07-2024

FOR LAKSHMMI SUBRAMANIAN AND ASSOCIATES

sd/-
Swetha Subramanian
Partner
FCS No. F10815
C.P No.12512
Peer Review Certificate No.1670/2022
UDIN: F010815F001031087

INDEPENDENT AUDITORS' REPORT

May 09, 2024

The Members
IPOWER SOLUTIONS INDIA LIMITED
Chennai

Report on the Standalone Ind AS Financial Statements

Opinion:

We have audited the accompanying Ind AS Financial Statements of **IPOWER SOLUTIONS INDIA LIMITED** ("the Company") which comprises the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and notes to the Ind AS Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS,

- a) in the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2024 ;
- b) in the case of Statement of Profit and Loss, of the Loss for the year then ended ;
- c) in the case of Cash Flow Statement, of the cash flows of the Company for the year ;
- d) in the case of Statement of Changes in Equity, of the changes in Equity, for the year ended on that date.

Basis for Opinion:

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

Key Audit Matters:

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. During the current year, the company had very minimal turnover relating to ITES services which are one off items and are not contractual. The Company has Capital Work-in-Progress towards development of a Portal and the amount spent upto 31-03-2024 was Rs. 4,30,62,958/-. The project is in progress for over last 3 years. These matters were addressed in the context of our audit of the Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Responsibility of Management for the Ind AS Financial Statements:

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the Balance Sheet (financial position), Profit or Loss (financial performance including Other Comprehensive Income), Cash Flows and Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibility for the Audit of the Ind AS Financial Statements:

Our responsibility is to express an opinion on these Ind AS Financial Statements based on our audit.

We have taken into account the provisions of the Act, the Indian accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Ind AS Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain

reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS Financial Statements.

Report on Other Legal and Regulatory Requirements:

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we enclose in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the Directors as on 31st March, 2024 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2024 from being appointed as a Director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our

opinion and to the best of our information and according to the explanations given to us:

- 1) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements - Refer Note 16 (Continent Liabilities) to the Ind AS Financial Statements.
- 2) Provision relating to Material Foreseeable Losses on Long-Term Contracts - Not Applicable. The company neither entered into any derivative contract during the year nor have any outstanding derivative contract at the year end.
- 3) The company does not have any funds that are required to be transferred, to the Investor Education and Protection Fund.
- 4) Based on our audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the various matters mentioned in 'Disclosures of other Statutory Information' annexed to the Notes to accounts, contain any material mis-statement.
- 5) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- 6) Provisio to Rule 3(1) of the Companies (Accounts) Rules, 2014 and Reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 - Based on our examination, which included test checks, the company had used an accounting software - Tally ERP 9 - for maintaining its books of account which does not have a feature of recording audit trail (edit log) facility for the financial year ended March 31, 2024.

For ANANT RAO & MALLIK
Chartered Accountants
Firm Regn. No. 006266S

Sd/-
V ANANT RAO
Partner
Membership No. 022644
UDIN: 24022644BKANSF1436

Annexure - A to the Independent Auditors' Report

The Annexure referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of IPOWERSOLUTIONS INDIA LIMITED for the year ended 31st March, 2024 :

We report that :

(i) **With respect to Property, Plant and Equipment :**

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment which needs to be updated.

The Company does not have any Intangible Assets.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment have not been physically verified by the management during the year.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does not hold any immovable properties.

(d) The Company has not revalued its Property, Plant and Equipment during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(ii) (a) According to the information and explanations given to us and on the basis of our

Examination of the records of the Company, the company is in the business of

Developing and providing software and allied services and does not have any

Physical inventories. As such clause 3(ii) of the said Order is not applicable to the

Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company had not made any investments in or provided any guarantee or security or granted any loans or advances in the nature of loans to companies, firms or LLP's or any other parties during the year.

(iv) According to the information and explanations given to us, the provisions of

clause 3(iv) of the said Order are not applicable to the Company as there were no such instances as mentioned in point 3(iii) above.

- (v) The Company has not accepted fixed deposits from its shareholders and General Public as per the information and explanations given to us. As such, clause 3(v) of the said Order is 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 on by the company. As such clause 3(vi) of the said Order is not applicable to the Company.

(vii) With respect to Statutory Dues :

- (a) According to the information and explanations given to us and the records of the Company examined by us, the Company is generally regular in depositing the undisputed statutory dues including Income-tax, Goods and Services Tax and other material statutory dues as applicable to it, with the appropriate authorities and there were no undisputed statutory dues outstanding as at 31st March, 2024 for a period exceeding six months from the date they became payable. The company is not registered with PF and ESI authorities as they are not applicable to the company at present.
 - (b) According to the information and explanations given to us and the records of the Company examined by us, there are no disputed statutory dues which have not been deposited as at 31st March 2024.
- (viii) On the basis of our examination of records and according to the information and explanations given to us, the Company does not have any transactions which are referred to in clause (viii) of para 3 referred to in the said Order.
- (ix) (a) In our opinion and according to the information and explanations given to us the
Company has not availed any Loans from Banks, Financial Institutions and
Government.
 - (b) Clauses 3(ix) (a) and (f) referred to in the said Order are not applicable.
- (x) In our opinion and according to the information and explanations given to us, the Company has not raised any monies by way of initial public offer or further public offer during the year. The company has also not made any preferential allotment or private placement of shares or convertible debentures during the year. Therefore, clause (x) of paragraph 3 of the said order is not applicable to the Company.
 - (xi) In our opinion and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers / employees / whistle

blowers has been noticed or reported during the year. Therefore, clauses (xi) (a) to (xi) (c) of paragraph 3 of the said order are not applicable to the Company.

- (xii) The Company is not a Nidhi Company. Therefore, clauses (xii)(a) to (xii)(c) of paragraph 3 of the said order are not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
- (xiv) (a) We are informed that the Company did not have an Internal Audit System as the operations are very minimal.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with them and as such the provisions of Section 192 of the Companies Act, 2013 are not applicable.
- (xvi) According to the information and explanations given to us and based on our examination of the records of the Company, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Therefore, clauses (xvi)(a) to (xvi)(d) of paragraph 3 of the said order is not applicable to the Company.
- (xvii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has incurred cash losses in this financial year (FY 2023-24) and the previous financial year (FY 2022-23).
- (xviii) There has been no resignation by the Statutory Auditors of the company during the year and as such provisions of clause (xviii) of paragraph 3 of the said order is not applicable to the Company.
- (xix) According to the information and explanations given to us and based on our examination of the records of the Company, the information accompanying the financial statements, our knowledge of the Board of Directors and the management plans, no material uncertainty exists as on the date of the audit report and the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) According to the information and explanations given to us and based on our examination of the records of the Company, the company does not have any on-going projects or other projects and as such provisions of clause (xx) (a) and (b) of paragraph 3 of the said order are not applicable to the Company.

(xxi) Clause 3(xxix) of the said Order is not applicable to the company as it does not have any subsidiaries.

For ANANT RAO & MALLIK

Chartered Accountants

Firm Regn.No. 006266S

Sd/-

V.ANANT RAO

Partner

Membership No. 022644

Annexure – B to the Independent Auditor’s Report

The Annexure referred to in Paragraph 2 (f) under the heading of “Report on Other Legal and Regulatory Requirements” of our report of even date to the members of IPOWER SOLUTIONS INDIA LIMITED for the year ended 31st March, 2024 :

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 IPOWER SOLUTIONS INDIA LIMITED (“the Company”) as of March 31, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls :

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

Auditors’ Responsibility :

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

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting :

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone Ind AS 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 standalone Ind AS 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 unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting :

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

Opinion :

In our opinion, 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, 2024, based on “the internal control over financial reporting” criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For ANANT RAO & MALLIK

Chartered Accountants

Firm Regn No. 006266S

Sd/-

V.ANANT RAO

Partner

Membership No. 022644

M/S iPOWER SOLUTIONS INDIA LIMITED

CIN: L72200TN2001PLC047456
NEW NO.17, OLD NO.7/4, VAIGAI STREET, BESANT NAGAR
CHENNAI, TAMILNADU - 600090

STANDALONE BALANCE SHEET AS AT 31-03-2024

Particulars	Note No.	31-03-2024	31-03-2023
		Rs.	Rs.
ASSETS			
1. Non Current Assets :			
a) Property, Plant and Equipment	1	4	1,26,533
b) Capital Work In Progress	2	4,30,62,958	4,30,62,958
c) Deferred Tax Asset		1,09,989	96,503
2. Current Assets :			
a) Financial Assets :			
i) Trade Receivables	3	-	-
ii) Cash and Cash Equivalents	4	41,547	1,17,652
iii) Short Term Loans & Advances	5	-	-
iv) Other Current Assets	6	3,61,460	3,10,883
TOTAL		4,35,75,958	4,37,14,529
EQUITY AND LIABILITIES			
EQUITY :			
a) Equity Share Capital	7	4,44,90,000	4,44,90,000
b) Other Equity	8	(34,72,919)	(18,86,514)
LIABILITIES :			
1. Non Current Liabilities :			
a) Long Term Borrowings	9	24,66,878	10,25,443
2. Current Liabilities :			
a) Trade Payables	10	-	-
b) Short Term Provisions	11	92,000	85,600
TOTAL		4,35,75,958	4,37,14,529

for ANANT RAO & MALLIK
Chartered Accountants
FRN: 006266S

Sd/-
V ANANT RAO
Partner
Membership No: 022644

Date: 09-05-2024
UDIN: 24022644BKANSF1436

FOR AND ON BEHALF OF BOARD

Sd/-
RAJENDRA NANIWADEKAR
Director
DIN : 00032107

Sd/-
VENUGOPALAN PARANDHAMAN
Director
DIN : 00323551

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 31-03-2024

Particulars		Note No.	2023-24	2022-23
			Rs.	Rs.
	INCOME :			
I	Revenue from Operations	12	-	7,55,387
II	Other Income	13	12,600	32,290
III	Total Revenue (I + II)		12,600	7,87,677
	EXPENDITURE :			
	a) Cost of Inputs		-	-
	b) Employees Benefits Expenses	14	1,80,000	8,03,581
	c) Finance Costs	15	2,642	28,035
	d) Depreciation On Fixed Assets	1	1,26,529	6,72,985
	e) Other Expenses	16	13,03,319	16,93,334
	Total Expenses		16,12,491	31,97,935
V	PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX	(III - IV)	(15,99,891)	(24,10,258)
VI	Less : Exceptional Items : Prior Period Expenses - Audit Fee		-	82,600
VII	PROFIT BEFORE TAX	(V - VI)	(15,99,891)	(24,92,858)
VIII	Tax Expense :			
	a) Current Tax - Current Year		-	-
	b) Income Tax - Earlier Year		-	-
	c) Deferred Tax		(13,487)	(1,52,141)
IX	PROFIT AFTER TAX (from continuing operations)	(VII - VIII)	(15,86,404)	(23,40,718)
X	Other Comprehensive Income (Items that will not be reclassified to Profit or Loss)		-	-
XII	Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)	IX+X	(15,86,404)	(23,40,718)
XI	Earnings Per Share :			
	a) Basic		(0.357)	(0.526)
	b) Diluted		(0.357)	(0.526)

Significant Accounting Policies and Notes to the Financial Statements
The accompanying notes are an integral part of the financial statements

A & B

for ANANT RAO & MALLIK
Chartered Accountants
FRN: 006266S

Sd/-
V ANANT RAO
Partner
Membership No: 022644

Date: 09-05-2024
UDIN: 24022644BKANSF1436

FOR AND ON BEHALF OF BOARD

Sd/-
RAJENDRA NANIWADEKAR
Director
DIN : 00032107

Sd/-
VENUGOPALAN PARANDHAMAN
Director
DIN : 00323551

M/s. iPOWER SOLUTIONS INDIA LIMITED
Standalone Cash Flow Statement for the Year Ended 31-03-2024

Particulars		2023-24	2022-23
		Rs.	Rs.
A.	Cash Flow from Operating Activities		
	Net Profit / (Loss) before Tax	(15,99,891)	(24,92,858)
	<u>Adjustments for:</u>		
	Depreciation	1,26,529	6,72,985
	Finance Cost	2,642	28,035
	Operating Profit before Working Capital Changes	(14,70,719)	(17,91,838)
	Decrease / (Increase) in Trade Receivables	-	8,04,509
	Decrease / (Increase) in Short Term Loans And Advances	-	47,000
	Decrease / (Increase) in Other Current Assets	(50,577)	(1,04,015)
	Increase / (Decrease) in Trade Payables	-	-
	Increase / (Decrease) in Short Term Provisions	6,400	(36,332)
	Cash generated from Operating Activities	(15,14,896)	(10,80,676)
	Income Tax Paid	-	-
	Net Cash Flow from Operating Activities	(15,14,896)	(10,80,676)
B.	Cash Flow from Investing Activities :		
	Acquisition of Fixed Assets	-	-
	Changes in Investments	-	-
	Net Cash Flow from Investing Activities	-	-
C.	Cash Flow from Financing Activities :		
	Increase / (Decrease) in Long Term Borrowings	14,41,435	10,25,443
	Equity Shares Issued	-	-
	Decrease in Capital Work-in-Progress	-	-
	Finance Costs	(2,642)	(28,035)
	Net Cash Flow from Financing Activities	14,38,793	9,97,408
	Net Increase/(decrease) in Cash and Cash Equivalents (A+B+C)	(76,105)	(83,268)
	Opening Cash and Cash Equivalents	1,17,652	2,00,920
	Closing Cash and Cash Equivalents	41,547	1,17,652
Notes:			
1	The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (Ind As 3) 'Cash Flow Statements' notified by the Central Govt under Companies (Accounting Standards) Rules, 2006.		
2	Previous year figures have been regrouped / rearranged, wherever necessary to conform to the current period classification.		

for ANANT RAO & MALLIK
Chartered Accountants
FRN : 006266S

Sd/-
V ANANT RAO
Partner
Membership No : 022644

Date: 09-05-2024
UDIN: 24022644BKANSF1436

FOR AND ON BEHALF OF BOARD

Sd/-
RAJENDRA NANIWADEKAR
Director
DIN : 00032107

Sd/-
VENUGOPALAN PARANDHAMAN
Director
DIN : 00323551

IPOWER SOLUTIONS INDIA LIMITED

(FY 2023-24)

Note No. 1

PROPERTY, PLANT AND EQUIPMENT :

The Changes in the carrying value of Property, Plant and Equipment for the year ended 31-03-2024 are as follows :

(Amount in Rs.)

Particulars	Furniture & Fixtures	Office Equipment	Electrical Equipment	Computers & Software	Total
Rate	10%	10%	15%	40%	
Gross carrying value as at April 1, 2023	18,06,400	11,92,470	3,37,692	52,11,892	85,48,455
Additions	-	-	-	-	-
Deletions	-	-	-	-	-
Gross carrying value as at March 31, 2024	18,06,400	11,92,470	3,37,692	52,11,892	85,48,455
Accumulated Depreciation as at April 1, 2023	17,42,537	11,29,802	3,37,691	52,11,891	84,21,922
Depreciation	63,862	62,667	-	-	1,26,529
Accumulated Depreciation on Deletions	-	-	-	-	-
Accumulated Depreciation as at March 31, 2024	18,06,399	11,92,469	3,37,691	52,11,891	85,48,451
Carrying value as at as at April 1, 2023	63,863	62,668	1	1	1,26,533
Carrying value as at as at March 31, 2024	1	1	1	1	4

The Changes in the carrying value of Property, Plant and Equipment for the year ended 31-03-2023 are as follows :

(Amount in Rs.)

Particulars	Furniture & Fixtures	Office Equipment	Electrical Equipment	Computers & Software	Total
Rate	10%	10%	15%	40%	
Gross carrying value as at April 1, 2022	18,06,400	11,92,470	3,37,692	52,11,892	85,48,455
Additions	-	-	-	-	-
Deletions	-	-	-	-	-
Gross carrying value as at March 31, 2023	18,06,400	11,92,471	3,37,693	52,11,892	85,48,456
Accumulated Depreciation as at April 1, 2022	15,61,897	10,10,556	3,26,326	48,50,159	77,48,936
Depreciation	1,80,640	1,19,247	11,366	3,61,733	6,72,985
Accumulated Depreciation on Deletions	-	-	-	-	-
Accumulated Depreciation as at March 31, 2023	17,42,537	11,29,803	3,37,691	52,11,891	84,21,922
Carrying value as at as at April 1, 2022	2,44,503	1,81,915	11,367	3,61,733	7,99,518
Carrying value as at as at March 31, 2023	63,863	62,668	1	1	1,26,534

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

DEPRECIATION FOR THE YEAR

FY 2023-24 / AY 2024-25

1.1 Property, Plant & Equipment

Sl. No.	Description	Gross Block				Depreciation On SLM						Net Block		
		As at 01-04-2023	Additions	Date of Addition	Deduction / Adjustments	As at 31-03-2024	As at 01-04-2023	Useful Life	Rate %	For the year	Deletions	Upto 31-03-2024	As at 31-03-2024	As at 31.03.2023
TANGIBLE ASSETS :														
A.	FURNITURES & FIXTURES	18,06,400				18,06,400.13	17,42,536.68	10.00	0.10	63,862.38	-	18,06,399	1	63,863
B.	OFFICE EQUIPMENTS	11,92,470				11,92,470.42	11,29,802.46	10.00	0.10	62,667.04	-	11,92,470	1	62,668
C.	ELECTRICAL EQUIPMENTS	3,37,692				3,37,692.00	3,37,691.39	2.50	0.15	-	-	3,37,691	1	1
D.	COMPUTER & SOFTWARE	52,11,892				52,11,892.45	52,11,891.45	6.50	0.40	-	-	52,11,891	1	1
	TOTAL	85,48,455	-		-	85,48,455.00	84,21,921.99			1,26,529.43	-	85,48,451	4	1,26,533
FY 2022-23		85,48,455	-			85,48,455.00	77,48,937.00			6,72,985.00		84,21,922.00	1,26,533.00	7,99,518.00

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

B. NOTES TO THE FINANCIAL STATEMENTS :

2 Capital Work In Progress:

Particulars	31-03-2024	31-03-2023
	Rs.	Rs.
a) Web Portal, Research & Development	4,30,62,958	4,30,62,958
	4,30,62,958	4,30,62,958

3 Trade Receivables :

Particulars	31-03-2024	31-03-2023
	Rs.	Rs.
Sundry Debtors : (Unsecured and Considered good unless otherwise stated)		
- Debts Outstanding for a period exceeding six months	-	-
- Other Debts	-	-
	-	-

4 Cash and Cash Equivalents :

Particulars	31-03-2024	31-03-2023
	Rs.	Rs.
a) Balances with Banks :		
- Bank of Maharashtra - Current Account	16,022	78,038
- Bank of Maharashtra STP - Current Account	-	10,768
- Indian Bank - Current Account	21,748	21,748
b) Cash on Hand	3,777	7,098
	41,547	1,17,652

5 Short Term Loans & Advances :

Particulars	31-03-2024	31-03-2023
	Rs.	Rs.
a) Short Term Advances to Others	-	-
	-	-

6 Other Current Assets :

Particulars	31-03-2024	31-03-2023
	Rs.	Rs.
a) GST Input Tax Credits	3,61,460	3,10,883
	3,61,460	3,10,883

IPOWER SOLUTIONS INDIA LIMITED

8 Statement of Changes in Equity for the year ended 31 March 2024

(All amounts in Indian Rupees , except share data and where otherwise stated)

Equity Share Capital :

Particulars	Balance at the beginning of the reporting period 01-04-2023	Changes in equity share capital during the year	Balance at the end of the reporting period 31-03-2024
44,49,000 Equity Shares of Rs. 10/- each - Issued, Subscribed and Fully Paid-up	4,44,90,000	-	4,44,90,000

Previous Year (2022-23) :	01-04-2022		31-03-2023
44,49,000 Equity Shares of Rs. 10/- each - Issued, Subscribed and Fully Paid-up	4,44,90,000	-	4,44,90,000

8 Other Equity :

	Securities Premium	Reserves and Surplus	Total
		Surplus/Deficit in Statement of Profit & Loss	
Balance as at April 1, 2022	-	4,54,203	4,54,203
Profit / (Loss) for the Year	-	(23,40,718)	(23,40,718)
Other Compressive Income / (Loss)	-	-	-
Balance as at March 31, 2023	-	(18,86,514)	(18,86,514)
Balance as at April 1, 2023	-	(18,86,514)	(18,86,514)
Profit / (Loss) for the Year	-	(15,86,404)	(15,86,404)
Other Compressive Income / (Loss)	-	-	-
Rounding off Difference	-	(1)	-
Balance as at March 31, 2024	-	(34,72,919)	(34,72,919)
Total Other Equity	-	(34,72,919)	(34,72,919)

7 Equity Share Capital :

Particulars	31-03-2024	31-03-2023
	Rs.	Rs.
Authorized :		
a) Equity Share Capital : 50,00,000 Equity Shares of Rs. 10/- each	5,00,00,000	5,00,00,000
Total	5,00,00,000	5,00,00,000
Issued, Subscribed and Paid-up :		
a) Equity Share Capital 44,49,000 Equity Share of Rs. 10/- each	4,44,90,000	4,44,90,000
Total	4,44,90,000	4,44,90,000

7.1 Reconciliation of Number of Shares :

Reconciliation of number of shares	31-03-2024	31-03-2023
	Rs.	Rs.
Equity Shares :		
Opening balance	44,49,000	44,49,000
* Issued during the year	-	-
Closing Balance	44,49,000	44,49,000
	44,49,000	44,49,000

7.2 The following is the list of the shareholders holding more than 5% Equity Shares :

Name of the Shareholder	31-03-2024		31-03-2023	
	No. of Shares	% age	No. of Shares	% age
Equity Shares :				
a) Sri Rajendra Naniwadekar	27,43,927	61.68	27,43,927	61.68
b) Sri Venugopalan Parandhaman	-	-	-	-

9 Long Term Borrowings :

Particulars	31-03-2024	31-03-2023
	Rs.	Rs.
a) Loans From Directors	24,66,878	10,25,443
	24,66,878	10,25,443

10 Trade Payables :

Particulars	31-03-2024	31-03-2023
	Rs.	Rs.
a) Creditors for Expenses	-	-
	-	-

11 Short Term Provisions :

Particulars	31-03-2024	31-03-2023
	Rs.	Rs.
a) Provisions for Expenses :		
- Audit Fee Payable	70,000	82,600
- Salaries Payable	15,000	-
- TDS Payable	3,000	3,000
- Professional & Consultancy Charges Payable	4,000	-
- Other Sundry Liabilities	-	-
b) Current Income Tax	-	-
	92,000	85,600

12 Revenue From Operations :

Particulars	2023-24	2022-23
	Rs.	Rs.
a) Web / Software Maintenance Exports	-	5,51,387
b) Sale Of Services	-	2,04,000
	-	7,55,387

13 Other Income :

Particulars	2023-24	2022-23
	Rs.	Rs.
a) Sundry Balances Written Back	12,600	32,290
	12,600	32,290

14 Employee Benefits Expenses :

Particulars	2023-24	2022-23
	Rs.	Rs.
a) Salaries to Staff, Staff Welfare and Other Staff Expenses	1,80,000	8,03,581
	1,80,000	8,03,581

15 Finance Costs:

Particulars	2023-24	2022-23
	Rs.	Rs.
a) Bank Charges	2,642	5,185
b) Foreign Exchange Fluctuations	-	22,850
	2,642	28,035

16 Other Expenses :

Particulars	2023-24	2022-23
	Rs.	Rs.
a) Advertisement & Business Promotion	63,660	1,31,060
b) AGM Expenses	-	14,547
c) Office Maintenance	-	1,180
d) Payment To Auditors :-		
i) Statutory Audit Fee	70,000	87,500
ii) Internal Audit Fees	10,000	10,000
e) Professional and Consultancy Service Charges	6,74,800	6,02,350
f) Power and Electricity	-	3,674
g) Printing and Stationery	44	11,884
h) Postage and Courier	23,993	2,775
i) Share Transfer / Listing Fee / Maintenance Expenses	4,28,602	3,93,984
j) Traveling and Conveyance	-	9,300
k) Telephone, Domain And Internet Expenses	26,812	67,748
l) MCA & IEC Filing Fees	5,408	56,445
m) GST Filing Charges	-	13,600
n) Repairs And Maintenance Charges	-	30,965
o) Legal Expenses	-	2,50,000
p) Pooja Expenses	-	3,255
q) Membership Fees	-	3,068
r) Miscellaneous Expenses	-	-
	13,03,319	16,93,334

17 Contingent Liabilities :

NIL

18 a) There were no employees drawings remuneration in excess of the limits laid down in Section 197 of the Companies Act, 2013.

19 Additional Information :

	2023-24	2022-23
	Rs.	Rs.
a) Foreign Exchange Inflow / Outflow : Revenue	-	5,51,387

20 RELATED PARTY DISCLOSURES :

i) Key Management Personnel :

1. Sri Rajendra Naniwadekar - Director
2. Sri Venugopalan Parandhaman - Director

ii) Related Party Transactions :

Nature of Transactions	Related Party	2023-24	2022-23
Unsecured Loan Received	Sri Rajendra Naniwadekar	24,66,878	10,21,023

Unsecured Loan Received	Sri Venugopalan Parandhaman	-	4,420
Capital Work-in-Progress taken over by him	Sri Venugopalan Parandhaman	-	-

21 Earnings Per Share (EPS) :

Earnings per Share is calculated in accordance with Indian Accounting Standard 33 - 'Earnings per Share'

Particulars	2023-24	2022-23
	Rs.	Rs.
a) Profit / (Loss) after Tax	(15,86,404)	(23,40,718)
b) Equity shares at the end of the Year	44,49,000	44,49,000
c) Weighted Average Number of Equity Shares	44,49,000	44,49,000
d) Diluted Number of Equity Shares	44,49,000	44,49,000
e) Earnings per Share - Basic (Rs.)	(0.357)	(0.526)
- Diluted (Rs.)	(0.357)	(0.526)

22 Dues to Micro, Small and Medium Enterprises outstanding for more than 45 days as at Balance Sheet date

NIL	NIL
NIL	NIL

23 Payments to Auditors :

	2023-24	2022-23
	Rs.	Rs.
- For Statutory Audit (for Audit & Taxation matters)	70,000	87,500

24 Analytical Ratios :

See Annexure

25 Disclosure of other Statutory Information :

See Annexure

26 Deferred Tax has been provided on the timing differences.

27 All figures are mentioned in INR rounded off to the nearest rupee.

28 Previous year's figures have been regrouped wherever necessary.

SIGNATURES TO SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

Sd/-
RAJENDRA NANIWADEKAR
Director
DIN : 00032107

Sd/-
VENUGOPALAN PARANDHAMAN
Director
DIN : 00323551

IPOWER SOLUTIONS INDIA LIMITED
(FY 2023-24)

NOTE 25:

ANNEXURE TO NOTES TO ACCOUNTS:

DISCLOSURE OF OTHER STATUTORY INFORMATION:

1. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
2. The Company does not have any charges or satisfaction of charges which is yet to be registered with ROC beyond the statutory period.
3. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
4. The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall : (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
5. Company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
6. The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
7. The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

8. Compliance with the number of layers for its holding in downstream companies :

The Company does not have any downstream subsidiary companies.

9. The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year.

10. The company is not having any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

IPOWER SOLUTIONS INDIA LIMITED
SIGNIFICANT ACCOUNTING POLICIES
(FY 2023-24)

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.

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.

During the FY 2021-22, an amount of Rs. 2,71,55,306/-, being part of Capital Work-in-Progress, was transferred to one of the Unsecured Loan Creditors. A note in this connection was mentioned to this effect in FY 2021-22. The Capital Work-in-Progress as on 31-03-2024 was Rs. 4,30,62,958/-.

Depreciation And Amortization

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:

(In years) Asset	Useful life as per Companies Act, 2013	Useful life estimated by the Management
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
	As per Ind AS 38	3 to 7
Internally developed software for sale		
	8	7-10
Vehicles		

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:

a) 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.

b) 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-Scholesmodel).

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 Transactions :

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 Payable to him as on 31-03-2023 Amount Payable to him as on 31-03-2024	Rs. 4,420/- NIL
2.	<u>Rajendra Naniwadekar</u> Inducted as director in FY 2022-23 Amount brought in by him to meet expenses in FY 2022-23. The balance due to him on 31-03-2023 Amount Payable to him on 31-03-2024	Rs. 10,21,023/- Rs. 24,66,878/-

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.

Our Report Attached

For **ANANT RAO & MALLIK**
Chartered Accountants
FRN: 006266S

For I Power Solutions India Limited

Sd/-
V. ANANT RAO
Partner
M.No.: 022644

Date: 09-05-2024
UDIN: 24022644BKANSF1436

SD/-
V Parandhaman
Director
DIN: 00323551

SD/-
Rajendra Naniwadekar
Managing Director
DIN: 00032107