

# S. E. POWER LIMITED

CIN : L40106GJ2010PLC091880

Date: 26<sup>th</sup> May, 2023

The Manager  
Department of Corporate Relationship  
**BSE Limited**  
25 P. J. Towers, Dalal Street  
Mumbai-400001  
**Ref.: Scrip Code: 534598**

The Asstt. Vice President  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East)  
Mumbai-400051  
**Scrip Symbol: SEPOWER**

**Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2023.**

Dear Sir/ Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27 /2019 dated February 8, 2019 and other related circulars & notifications issued by SEBI & Exchanges from time to time, please find enclosed the Annual Secretarial Compliance Certificate of S. E. Power Limited issued by Satish Jadon & Associates, Practicing Company Secretaries, for the financial year ended 31st March, 2023.

We would appreciate if you could take the above on record.

Thanking You,

Yours Faithfully,

**For S. E. Power Limited**

**SAURABH** Digitally signed by  
SAURABH AGRAWAL  
**AGRAWAL** Date: 2023.05.26  
14:59:37 +05'30'

**(Saurabh Agrawal)**

**Company Secretary**

**Encl.: As above**

Registered Office & Works

Survey No.: 54/B, Pratapnagar, Jarod - Savli Road, Samlaya, Vadodara - 391520, Gujarat, India.  
Phone +91 2667 251566 | Mobile : 82380 27440 | E-mail : info@sepower.in | website : www.sepower.in

**SECRETARIAL COMPLIANCE REPORT OF  
M/S S. E. POWER LIMITED  
(CIN: L40106GJ2010PLC091880)  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

**[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015 as amended from time to time]**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s S. E. Power Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Survey No. 54/B, Pratapnagar Jarod, Savli Road, Samlaya, Vadodara, Gujrat-391520. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

**We, Satish Jadon & Associates, Company Secretaries, have examined:**

- all the documents and records made available to us and explanation provided by M/s S. E. Power Limited ("the listed entity")
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/filing, as may be relevant, which has been relied upon to make this report,

**for the financial year ended 31<sup>st</sup> March, 2023 ("Review Period") in respect of compliance with the provisions of:**

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

**The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:**

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Review period)**



- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; **(Not Applicable to the Company during the Review period)**
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the Review period)**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the Review period)**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depository Participant) Regulations, 2018
- j) Other applicable Regulations and Circulars / Guidelines issued thereunder.

and based on the above examination, we hereby report that during the Review:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
None										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: -

Sr. No	Compliance Requirement (Regulations/circulars/guide-lines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Re-marks
1.	Regulation 17(1)(c) of SEBI (LODR) Regulations, 2015 required that top 2000 companies as per their market	17(1)(c) of SEBI (LODR) Regulations, 2015	Pursuant to Regulation 17(1)(c) of SEBI (LODR), the Board of Directors of top 2000 listed	NSE	Fine	As per NSE, the Company was falling under the list of top 2000 entities listed	Rs. 5,36,900/- & Rs. 3,83,500/-	During the year 2021-22 NSE has imposed fine of Rs. 5,36,900/- & Rs. 3,83,500/- in violation of	Company informed that in the appeal filed before Ld. SAT, Ld. SAT vide its order dated 14 <sup>th</sup>	Ld. SAT has given its order in favor of the company and waived the fine



<p>capitalization must have six Directors on the Board of the Company from April 1, 2020.</p>		<p>entities with effect from April 1, 2020 must have six Directors in the Board of the Company. As per NSE the Company was falling under the list of top 2000 entities listed on the Exchange (s) but it failed to comply with requirement of Regulation 17(1)(c) of SEBI (LODR) Regulation, 2015 for not having six Directors on the Board of the Company from April 1, 2020 to September 3, 2020.</p>			<p>the Exchange (s) but it failed to comply with requirement of Regulation 17(1)(c) of SEBI (LODR) Regulations, 2015 for not having six Directors on the Board of the Company from April 1, 2020 to September 3, 2020.</p>	<p>Regulation 17(1)(c) of SEBI (LODR) Regulations, 2015. Company informed that it has made various submissions to the Exchange for waiving of the fine. Company further informed that it has made appeal against the fine imposed by NSE before Ld. Securities Appellate Tribunal on 05.05.2021. Ld. SAT vide its interim order 12.05.2021 had directed the company to deposit 50% amount of fine within 4 weeks, subject to outcome of appeal. Company has deposited the amount on 3<sup>rd</sup> June 2021. Company further informed that in the appeal filed before Ld.</p>	<p>February, 2023 has quashed the order dated 13<sup>th</sup> April, 2021 in favor of the company and the amount that has been deposited with NSE of the order of Tribunal has been returned back to the Company Account.</p>	<p>amount imposed by NSE.</p>
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								SAT, Ld. SAT vide its order dated 14 <sup>th</sup> February, 2023 has quashed the order dated 13 <sup>th</sup> April, 2021 in favor of the company and the amount which has been deposited on the order of Tribunal has been returned back to the Company Account.		
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**II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>TH</sup>October, 2019:**

Sr. No	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	



2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:		
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>N.A.</p> <p>N.A.</p> <p>N.A.</p>	
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	N.A.	



**III. We hereby further report that during the Review Period the compliance status of the listed entity is appended as below:**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remark by PCS
1.	<p><b><u>Secretarial Standards:</u></b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	-
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes  Yes	-  -
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes Yes Yes	- - -
4.	<p><b><u>Disqualification of Director:</u></b> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	-
5.	<p><b><u>To examine details related to Subsidiaries of listed entities:</u></b></p> <ul style="list-style-type: none"> <li>a) Identification of material subsidiary companies</li> <li>b) Requirements with respect to disclosure of material as well as other subsidiaries</li> </ul>	a) NA b) NA	- -
6.	<p><b><u>Preservation of Documents:</u></b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-



7.	<b><u>Performance Evaluation:</u></b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	-
8.	<b><u>Related Party Transactions:</u></b> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	a) Yes b) NA	- -
9.	<b><u>Disclosure of events or information:</u></b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	-
12.	<b><u>Additional Non-compliances, if any:</u></b> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	No additional non-compliance was observed for any SEBI regulation/circular/guidance notes etc.

Date : 25/05/ 2023

Place : Agra

For Satish Jadon & Associates  
Company Secretaries



Satish Kumar Jadon  
Membership No. F9512  
CoP No.9810  
P.R.No.1028/2020

UDIN:F009512E000374844