



SRM ENERGY LIMITED

**36th Annual Report
2022-2023**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Sharad Rastogi (w.e.f. December 29, 2022)	Whole-time Director
Mr. Vishal Rastogi (till December 29, 2022)	Managing Director
Mr. Vijay Kumar Sharma	Non-Executive & Non-Independent Director
Mrs. Tanu Agarwal	Non-Executive & Independent Director
Mr. Shailesh Kumar Singh (till May 18, 2022)	Non-Executive & Independent Director
Mr. Parshant Chohan (w.e.f. May 18, 2022)	Non-Executive & Independent Director

CS & COMPLIANCE OFFICER

Mr. Suvindra Kumar (till May 31, 2022)
Mr. Pankaj Gupta (w.e.f. September 21, 2022)

CHIEF FINANCIAL OFFICER (CFO)

Mr. Raman Kumar Mallick

BANKERS

Axis Bank Limited

STATUTORY AUDITORS

M/s Saini Pati Shah & Co. LLP

CIN: L17100DL1985PLC303047

REGISTERED OFFICE

21, Basant Lok Complex, Vasant Vihar, New Delhi - 110057

REGISTRAR & SHARE TRANSFER AGENTS

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

LISITNG OF SECURITIES

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

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NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the members of SRM Energy Limited (hereinafter the "Company") will be held on Thursday, 28th September, 2023 at 09.00 A.M. at Executive Club, Dolly Farms & Resorts, 439, Village Shahoopur, P.O. Fatehpur Beri, New Delhi-110074 to transact the following businesses:

ORDINARY BUSINESS:**Item No. 1: Adoption of Financial Statements:**

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, the Auditor's Report and the Board's Report thereon, by passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, the Auditor's Report and the Board's Report thereon be and are hereby considered and adopted."

Item No. 2: Appointment of Director:

To appoint a director in place of Mr. Vijay Kumar Sharma, who retires by rotation and being eligible, offers himself for re-appointment by passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Vijay Kumar Sharma (DIN:03272034), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:**Item No. 3: Regularization of appointment of Mr. Sharad Rastogi (DIN: 09828931) as a Director of the Company:**

To regularize the appointment of Mr. Sharad Rastogi (DIN: 09828931) as a Director of the Company by passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Sharad Rastogi (DIN: 09828931) who, on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director of the Company by the Board of Directors of the Company with effect from December 29, 2022 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item No. 4: Appointment of Mr. Sharad Rastogi (DIN: 09828931) as a Whole-Time Director:

To appoint Mr. Sharad Rastogi (DIN: 09828931) as a Whole-Time Director of the Company by passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Articles of Association of the Company and on the recommendation of the Board of Directors of the Company and subject to such other approvals as may be necessary, the Consent of the members of the Company be and is hereby accorded for the appointment of Mr. Sharad Rastogi (DIN: 09828931) as a Whole-Time Director of the Company (liable to retire by rotation) for a term of five years effective from December 29, 2022 to December 28, 2027 without any remuneration, on such terms and conditions as set out in the statement annexed to this notice, with full liberty to Board of Directors of the Company (hereinafter referred to as the "Board" which shall deemed to include the Nomination and Remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed by the Board and Mr. Sharad Rastogi with in the applicable provisions of the Companies Act, 2013, Listing Regulations and other provisions of the applicable laws.

By Order of the Board of Directors

Place: New Delhi
Date: August 14, 2023

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

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING. BLANK PROXY FORM IS ENCLOSED.**

"Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person

as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution / authorization, as applicable."

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days' notice is given in writing to the Company.
3. In case of Joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company/ RTA, in advance, a duly certified copy of the Board Resolution/ letter of authority together with the respective specimen signatures of those representative/s authorized under said resolution/letter to attend and vote on their behalf at the meeting.
5. **The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 22, 2023 to Thursday, September 28, 2023 (both days inclusive) for the purpose of the Annual General Meeting.**
6. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The members are requested to note that:
 - a. the copies of Annual Report will not be distributed at the Annual General Meeting.
 - b. Company will ensure that the soft copies of the Annual Report is being provided to all the members attending the Annual General Meeting.
8. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, MCS Share Transfer Agent Limited at helpdeskdelhi@mcsregistrars.com, to receive copies of the Annual Report 2022-23 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report along with other details as follows:

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

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

9. All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m on all days except Saturday, Sunday and Public holidays up to the date of the Annual General Meeting.
10. Members desirous of getting any information on any items of business proposed to be transacted at this Meeting are requested to address their queries to the Company at the registered office of the Company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
11. Annual listing fee for the Financial Year 2023-24 has been paid to the Stock Exchange wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year was paid to both the depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
12. Pursuant to General circular no. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate affairs in continuation of its earlier circulars issued in this regard in the years 2020, 2021 and 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (SEBI) in continuation to its earlier circular issued in the aforesaid years, the Notice of AGM along with Annual Report for the reporting Financial Year is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that Annual Report (including AGM Notice) for the F.Y. 2022-23 has been uploaded on the website of the Company at www.srmenergy.in. The same can also be accessed on the website of Stock Exchange i.e BSE Limited at www.bseindia.com and the notice of the AGM can be accessed on the website of CDSL (agency for providing the Remote e-voting facility) i.e. www.evotingindia.com.
The Annual Report will also be available at the Company's registered office for inspection during normal business hours on all working days.
13. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, an e-voting facility is being provided to the members. Details of the e-voting process and other relevant details are provided at the end of the Annual Report 2022-23 (pls see page no. 64-66). Shareholders are requested to kindly follow the said process for casting their vote electronically. The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM and who have not cast their vote electronically shall be able to exercise their right at the AGM through ballot paper. Members who have cast their vote by e-voting may attend the AGM but shall not be entitled to cast their vote again.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their

Depository Participant (DP) with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA in the manner as mentioned at Para 8.

15. Route Map and details of prominent landmark of the venue of the meeting is annexed with this notice. Also, a link to the AGM Venue is provided herein for your kind convenience:

<https://www.google.com/maps/dir//Executive+club+dolly+farm+house/@28.4638228,77.2052867,19z/data=!4m8!4m7!1m0!1m5!1m1!1s0x390ce03d2cd45fc1:0x9f24031b3591ba59!2m2!1d77.2059044!2d28.4637223?entry=ttu>

16. Important Communication to Members

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from 01 April 2019. In view of the above members are advised to dematerialise shares held by them in physical form.

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

Name of Director	Mr. Vijay Kumar Sharma	Mr. Sharad Rastogi
DIN	03272034	09828931
Brief Resume and Nature of his expertise in specific functional areas	Mr. Vijay Kumar Sharma is a Director on Board since March 15, 2019. He is a science graduate from Punjab University. He has been associated in the corporate sector for more than 43 years. He is having vast and varied experience in the field of Accounts and Finance. He has also handled the job relating to marketing of various products of the Company mainly in Laboratory Chemicals. He is a Non-Executive and Non-Independent Director of the Company.	Mr. Sharad Rastogi was appointed as an Additional Director and Whole-Time Director (KMP) of the Company w.e.f. December 29, 2022. He is a commerce graduate having a rich and diversified experience of more than 35 years in trading, import and export of goods and materials of different natures.
Date of Birth	May 16, 1948	April 15, 1962
Qualifications	Bachelor's in Science from Punjab University	Mr. Sharad Rastogi is a commerce graduate from Delhi University.
Terms and conditions of Re-appointment	In terms of Section 152 (6) of the Companies Act, 2013, also, in terms of sub-regulation (1A) of regulation 17 of SEBI (LODR) Regulations, 2015, no Company shall appoint or continue the Directorship of a Non-Executive Director who has attained an age of 75 years unless a Special Resolution is passed by the shareholders of the Company. However, the provisions of the Regulation 17 of SEBI (LODR) Regulations, 2015 are not applicable to the Company pursuant to the exemptions as enumerated under Regulation 15 of the said regulations. In reference to the above, where Mr. Vijay Kumar Sharma who has already attained the age of 75 years, his appointment is proposed in this AGM by means of passing the 'Ordinary Resolution' under section 152 of the Companies Act, 2013 and not by way of "Special Resolution" under the aforesaid Regulation 17 of LODR pursuant to the exemption available to Company as enumerated under Regulation 15 of the said regulations.	The terms and conditions for the appointment of Mr. Sharad Rastogi are provided in the explanatory statement annexed to this notice on page no. 4.
Details of Remuneration and remuneration last drawn	NIL	NIL
Date of first appointment in the Board	March 15, 2019	December 29, 2022
Shareholding in the Company	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel (if any)	N.A.	N.A.
Number of Meetings of the Board attended during the year	Attended 6 out of 7 Board meetings	Attended 2 out of 2 Board meetings
Details of other Directorships in other Companies	He is serving the following Companies, as a Director: a) Chemical Distributors (I) Limited b) SRM Energy Tamilnadu Private Limited	He is serving the following Companies, as a Director.: a) Nyra Holdings Private Limited b) Delhikem India Private Limited c) Metropolitan Minerals Private Limited d) Metropolitan Oil and Gas Private Limited e) SRM Energy Tamilnadu Private Limited
Details of Membership/ Chairmanship of Committees of the Boards in other Companies	NIL	NIL

By Order of the Board of Directors

Place: New Delhi
Date: August 14, 2023

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

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statements sets out all material facts relating to the business mentioned under Item No. 3 & 4 of the accompanying Notice dated August 14, 2023:

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee (NRC/Committee) and in pursuant to the provisions of the Companies Act, 2013 read with Articles of Association of the Company had appointed Mr. Sharad Rastogi (DIN: 09828931) as an Additional Director of the Company with effect from December 29, 2022. The Board of Directors of the Company, upon the recommendation of the NRC, also appointed him as Whole-Time Director of the Company (liable to retire by rotation) without any remuneration for a period of 5 (Five) years with effect from December 29, 2022 till December 28, 2027, subject to the approval of the members of the Company.

The Company has received from Mr. Sharad Rastogi, his consent to act as Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being a Director or continuing as Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority. Mr. Sharad Rastogi satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this appointment. Further, the Nomination and Remuneration Committee has recommended his name to the Board of Directors of the Company and in the opinion of the Board also Mr. Sharad Rastogi fulfils the conditions specified for his appointment as a Whole-time Director of the Company as per the Companies Act, 2013, and rules made thereunder.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Sharad Rastogi for the office of a Director of the Company. Further, in terms of the Companies Amendment Act, 2017 (relevant provisions notified on 09.02.2018), the requirement to deposit Rs. 1,00,000 towards the proposal of the candidature of directorship as aforementioned is not required to be deposited.

Hence the proposal by the member in the name of Mr. Sharad Rastogi for his appointment, is made without deposit of any amount.

Mr. Sharad Rastogi, aged about 60 years, is a commerce graduate from Delhi University having a rich and diversified experience of more than 35 years in trading, import and export of goods and materials of different natures.

Based on the aforesaid, the Board and Nomination and Remuneration Committee finds him suitable as he fulfils the conditions specified in the Law to be appointed as a Whole-Time Director of the Company. Having regard to his qualifications, knowledge and experience his appointment as a whole-time Director will be in the interest of the Company.

The terms of appointment of Mr. Sharad Rastogi as Whole-Time Director of the Company are as follows:

- 1) **Tenure of Appointment:** The appointment of Mr. Sharad Rastogi as a Whole-Time Director is for a period of 5 (Five) years with effect from December 29, 2022 to December 28, 2027.
- 2) **Duties and Responsibilities:** Mr. Sharad Rastogi, the Whole-time Director of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.
- 3) **Remuneration:** Mr. Sharad Rastogi has consented not to accept any remuneration from the Company, accordingly, his appointment shall be without any remuneration payable to him.
- 4) **Other terms of Appointment:**
 - a) Mr. Sharad Rastogi shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any contract or arrangement of the Company not beneficial in the interest of the Company;
 - b) The terms and conditions of the appointment of Mr. Sharad Rastogi may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Sharad Rastogi, subject to such approvals as may be required.
 - c) The employment of Mr. Sharad Rastogi may be terminated by the Company without notice:
 - (i) If he is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
 - (ii) In the event of any serious, repeated or continuing breach (after prior warning) or non-observance of any of the stipulations contained herein as no separate agreement shall be executed between the Company and Mr. Sharad Rastogi; or
 - (iii) In the event the Board expresses its loss of confidence in Mr. Sharad Rastogi;
 - d) In the event Mr. Sharad Rastogi is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
 - e) Upon the termination by whatever means of the employment of Mr. Sharad Rastogi he shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.
 - f) Mr. Sharad Rastogi will be liable to retire by rotation.

The Board of Directors accordingly recommends the resolution set out at Item No. 3 & 4 of the accompanying Notice for the approval of the Members. None of the Directors, Key Managerial Personnel, and/ or their relatives, except Mr. Sharad Rastogi is, in any way, concerned or interested in the said resolution.

By Order of the Board of Directors

Place: New Delhi
Date: August 14, 2023

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

DIRECTORS' REPORT

To

The Members of SRM ENERGY LIMITED

Your Directors submit the 36th Annual Report of the Company together with the Audited Financial Statements for the Financial Year ended March 31, 2023.

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

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

(Rs. in Million)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Revenue from Operations	-	-	-	-
Other Income	-	-	0.43	0.78
Total Revenue	-	-	0.43	0.78
Operational Expenses	-	-	-	-
Employee Benefit Expenses	2.26	3.77	3.09	4.42
Interest and Finance Charges	-	-	-	-
Depreciation and Amortizations	-	-	0.06	0.01
Impairment Loss	-	-	4.82	-
Other Expenses	1.32	1.13	15.20	4.09
Total Expenses	3.58	4.90	23.17	8.52
Profit/(Loss) before exceptional items	(3.58)	(4.90)	(22.74)	(7.74)
Exceptional Items	-	-	-	-
Tax Expense	-	-	-	0.09
Profit/(Loss) for the year	(3.58)	(4.90)	(22.74)	(7.83)

2. Dividend

In view of losses during the financial year 2022-23, the Board of Directors of the Company has not recommended any dividend on the equity shares of the Company.

3. Reserves

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

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

Your Company did not conduct any business operation during the reporting year and also no income was generated. As reported above the negative net worth of the Company has risen from Rs. (29.71) Millions to Rs. (33.29) Millions. Though your Company has recorded Rs. 3.58 Millions as the total loss of the reporting year as compared to Rs. 4.90 Millions in the previous year. Also, your Company has constantly reported that its project could not take off and is in abandoned stage. Amidst the aforesaid situation, your Company is focused on safeguarding its assets and keeping it compliant in all respect.

As informed earlier the Wholly Owned Subsidiary (WOS), for the purpose of meeting the administrative, legal and other day to day expenses and also to settle its

outstanding loan, was selling its land of the power project with the approval of the shareholders. Till the end of the financial year 2023, out of 215.140 Acres of Land, the WOS had sold 191.68 Acres of Land for Rs. 437.29 Lakhs. Further, during current financial year (2023-24) the remaining land admeasuring 23.46 Acres have been sold. At present, the Subsidiary Company is having no land in its account for further selling. The sale price of the land has adversely affected the realisation of the sale proceeds post pandemic.

5. Change in Nature of Business

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

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

There are no material changes or commitments affecting the financial position of the Company between the end of Financial Year and the date of the report.

7. Financial Statements

The Audited Financial Statements of the Company drawn up both on a standalone and consolidated basis, for the financial year ended March 31, 2023, in accordance with the requirements of the Companies (Indian

Accounting Standards) Rules, 2015 ("Ind AS") notified under Section 133 of the Act, read with relevant rules and other accounting principles. The Consolidated Financial Statements have been prepared in accordance with Ind AS and relevant provisions of the Act based on the financial statements received from subsidiary company, as approved by their Board of Directors.

The Board has reviewed the affairs of the Subsidiary Company during the Financial Year. The audited Standalone and Consolidated Financial Statements for the F.Y. 2022-23 are provided in this Annual Report.

8. Internal Financial Controls

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

The Audit Committee reviews at regular interval the Internal Financial Control and Risk Management system and also the Statutory Auditors confirm that the Company's Internal Financial control is adequate. The report on the Internal Financial Control issued by M/s. Saini Pati Shah & Co, LLP, Chartered Accountants, Statutory Auditors of the Company in compliance with the provisions under the Companies Act, 2013 is forming part as Annexure A of the Auditor's Report for the F.Y.2022-23.

9. Annual Return and Extract of Annual Return

In terms of Section 92(3) of the Companies Act, 2013, the Annual Return of the Company as per MCA notification dated 25th August, 2020 is available on the website of the Company and the same can be obtained with the below link: <http://www.srmenergy.in/Home/AnnualReturns>

10. Subsidiaries, Joint Ventures and Associate Companies

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

Material Subsidiary

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

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

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

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

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

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

12. Deposits

During the Financial Year 2022-23, the Company has neither accepted/ renewed any deposit from the public, nor there any outstanding deposit at the beginning or at the end of the year. Also, the Company has duly complied with the requirements of filing of return to ROC in the form of DPT-3 in this regard.

13. Statutory Auditor & Auditor's Report

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

There is no qualification, reservation, or adverse remark made by the Statutory Auditor in its report. The said report also forms a part of this Annual Report.

Further, basis the confirmations reported by the Auditor to the Board, there were no instances of fraud, misfeasance or irregularity detected and reported in the Company by the Statutory Auditor during the Financial Year 2022-23.

14. Internal Auditor & their Report

The Company had engaged M/s. Amar Jeet Singh & Associates, Chartered Accountants as the Internal Auditors of the Company for the Financial Year 2022-23 and their reports are reviewed by the audit committee from time to time. The internal audit assists the Company to review the operational efficiency and the internal controls.

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

The aforesaid Internal Auditor is further appointed for the Financial Year 2023-24 by the Board of Directors of the Company in their meeting held on May 23, 2023.

15. Secretarial Auditor & Secretarial Audit Report

A Secretarial Audit Report for the year ended 31st March, 2023, in prescribed form, duly audited by a Practicing Company Secretary M/s. S.K. Nirankar & Associates, is annexed as 'Annexure 1' herewith and forming part of the report.

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

The aforesaid Secretarial Auditor is further appointed for the Financial Year 2023-24 by the Board of Directors of the Company in their meeting held on August 14, 2023.

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

16. Disclosure about Cost Audit

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

17. Share Capital

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

Hence, during the Financial Year 2022-23 no changes took place in the share capital of the Company.

Authorized Share Capital:

The Authorized Share Capital of the Company as at March 31, 2023 is Rs. 11,30,00,000/- (Rupees Eleven Crore Thirty Lakhs) divided into 1,13,00,000 Equity Shares of Rs. 10/- (Rupees Ten) each.

Issued & Subscribed Share Capital:

The Issued & Subscribed Capital of the Company as at March 31, 2023 is Rs. 9,06,00,000/- (Rupees Nine Crore Six Lakhs) divided into 90,60,000 Equity Shares of Rs. 10/- (Rupees Ten) each.

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

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

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

Details of Foreign currency transactions are as follows:

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

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

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

20. Directors and Key Managerial Personnel.

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

S. N.	Name of Director/KMP	Designation	Change During the year
1.	Mr. Sharad Rastogi	Whole-time Director	Appointed w.e.f. December 29, 2022
2.	Mr. Vijay Kumar Sharma	Non-Executive and Non-Independent Director	-
3.	Mrs. Tanu Agarwal	Non-Executive and Independent Director	-
4.	Mr. Parshant Chohan	Non-Executive and Independent Director	Appointed w.e.f. May 18, 2022
5.	Mr. Shailesh Kumar Singh	Non-Executive and Independent Director	Resigned w.e.f. May 18, 2022
7.	Mr. Vishal Rastogi	Managing Director	Resigned w.e.f. December 29, 2022
6.	Mr. Raman Kumar Mallick	Chief Financial Officer	-
7.	Mr. Suvintra Kumar	Company Secretary and Compliance Officer	Resigned w.e.f. May 31, 2022
8	Mr. Pankaj Gupta	Company Secretary and Compliance Officer	Appointed w.e.f. September 21, 2022

A) Changes in Directors and Key Managerial Personnel (KMP):

- a) Changes in Directors: During the year under review:
- Mr. Shailesh Kumar Singh, Non-Executive and Independent Director, has ceased to be a Director of the Company w.e.f. May 18, 2022.
 - The Board, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Parshant Chohan as an Additional Director (in the capacity of Non-Executive Independent Director) w.e.f May 18, 2022 and his appointment was duly regularized by the shareholders of the Company at the Annual General Meeting held on September 28, 2022.
 - Mr. Vishal Rastogi, Managing Director of the Company, has ceased from the office of the Managing Director of the Company w.e.f December 29, 2022.
 - The Board, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Sharad Rastogi as an Additional Director and designated as the Whole-time Director of the Company w.e.f. December 29, 2022.
- The Board recommends for the regularization of the appointment of Mr. Sharad Rastogi as a Director and also propose to appoint him in the capacity of Whole-time Director (KMP) to the shareholders at the item No. 3 & 4 set out in the Notice of the Annual General Meeting appended in this Annual Report.
- b) Cessation of KMP: During the reporting year, Mr. Suvintra Kumar, Company Secretary and Compliance Officer of the Company has ceased to be the Company Secretary and Compliance Officer w.e.f. May 31, 2022 and Mr. Pankaj Gupta, was appointed as the Company Secretary and Compliance Officer of the Company w.e.f. September 21, 2022.

Your Directors place their sincere appreciation towards the valuable contributions, guidance and support received from the aforesaid Directors/Officers/KMPs during their tenure, towards the effective management of the Company.

Apart from the above, there is no other change in the Directors and Key Managerial Personnel ("KMP") during the year under review and thereafter.

B) Recommendation to the shareholders for appointment of Directors

- a) In terms of Section 152(6) and other applicable provisions of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Vijay Kumar Sharma (DIN: 03272034), Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment, a brief resume and other details of Mr. Vijay Kumar Sharma, who is proposed to be re-appointed as Director of your Company has been included in the Notice of the ensuing Annual General Meeting.
- b) In terms of Section 161 and other applicable provisions of the Companies Act, 2013, Mr. Sharad Rastogi (DIN:09828931), Additional Director shall hold office up to the date of the ensuing Annual General Meeting. The Board recommends to the shareholders at the ensuing Annual General Meeting for the regularization of the appointment of Mr. Sharad Rastogi as the Director of the Company in the capacity of Whole-time Director for a term of 5 years beginning from December 29, 2022 till December 28, 2027. A brief resume and other details of Mr. Sharad Rastogi has been included in the Notice of the ensuing Annual General Meeting.

C) Declaration of Independent Directors and Familiarization Program:

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

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

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

D) Formal Annual Evaluation

A formal evaluation of the performance of the Board, its Committees and the individual Directors was carried out for

the year 2022-23. The evaluation was done using individual questionnaires covering amongst others vision, strategy & role clarity of the Board, Board dynamics & processes, contribution towards development of the strategy, risk management, receipt of regular inputs and information, functioning, performance & structure of Board Committees, ethics & values, skill set, knowledge & expertise of Directors, leadership etc.

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

21. Number of meetings of the Board of Directors

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

S.No	Date of Board Meeting	Board Strength	No of Directors Present
1	May 18, 2022	4	4
2	August 10, 2022	4	4
3	September 21, 2022	4	3
4	September 28, 2022	4	4
5	November 11, 2022	4	3
6	December 29, 2022	5	5
7	February 03, 2023	4	4

22. Audit Committee

The objective of the audit committee is to ensure and monitor the financial affairs of the Company its reporting etc. This is also entrusted to ensure the effective control relating to financial transactions and accounting activities of the Company. The Committee further acts as a link among the Management, the Statutory Auditors, Internal Auditors, and the Board of Directors to oversee the financial affairs and the reporting process. The members of the Committee are with requisite knowledge in financial, accounting and business matters. Minutes of the audit committee meetings are circulated to the Committee and Board members.

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

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

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

Composition of Audit Committee and Changes therein during the financial year 2022-23 are as follows:.

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

* Mr. Shailesh Kumar Singh resigned from the directorship of the Company w.e.f. May 18, 2022 accordingly, Ms. Tanu Agarwal was designated as the Chairperson of the Committee

** Mr. Parshant Chohan was inducted as the Member of the Committee w.e.f. May 18, 2022.

Meetings of the Audit Committee and attendance thereat.

During the Financial Year 2022-23, the Audit Committee met four times, on the following dates:

S. N.	Date of Audit Committee Meeting	Total No. of members entitled to attend the Meeting	No. of members attended the Meeting.
1	May 18, 2022	3	3
2	August 10, 2022	3	2
3	November 11, 2022	3	3
4	February 03, 2022	3	3

During the year of reporting, the Chairperson of the Audit Committee was Ms. Tanu Agarwal, she remained present at the Annual General Meeting of the Company held on September 28, 2022.

23. Details of Establishment of Vigil Mechanism for Directors and Employees

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

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

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

24. Nomination and Remuneration Committee

Pursuant to the provisions of Section 178 of the Companies Act, 2013, Rule 6 of the Companies (Meetings of Board & its Powers) Rules, 2014 and Regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, your Company has constituted a Nomination and Remuneration Committee of the Board of Directors.

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

Composition of Nomination and Remuneration Committee and Changes therein during the financial year 2022-23.

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

* Mr. Shailesh Kumar Singh resigned from the Company w.e.f. May 18, 2022 accordingly, Ms. Tanu Agarwal was designated as the Chairperson of the Committee.

** Mr. Parshant Chohan was inducted as the Member of the Committee w.e.f. May 18, 2022.

Meetings of the Nomination and Remuneration Committee and attendance thereat.

During the Financial Year 2022-23, the Nomination and Remuneration Committee met four times, on the following dates:

S.N.	Date of NRC Meeting	Total No. of Members entitled to attend the Meeting	No. of Members attended the Meeting
1	May 18, 2022	3	3
2	August 10, 2022	3	2
3	September 21, 2022	3	2
4	December 29, 2022	3	3

25. Stakeholders Relationship Committee

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

The Prime responsibility of the Stakeholders' Relationship Committee is to ensure that the grievances of security holders are resolved efficiently and effectively i.e. within the given time period.

Composition of Stakeholders' Relationship Committee and Changes therein during the financial year 2022-23.

S.N.	Name of Member	Designation
1	Mr. Vijay Kumar Sharma	Chairman
2	Mr. Vishal Rastogi*	Member
3	Mr. Sharad Rastogi*	Member
4	Mr. Prashant Chohan**	Member
5	Mr. Shailesh Kumar Singh**	Member

*Mr. Vishal Rastogi resigned from the Company w.e.f. December 29, 2022, accordingly, Mr. Sharad Rastogi was inducted to the Committee as a Member of the Committee w.e.f. the same date.

**Mr. Shailesh Kumar Singh resigned from the Company w.e.f. May 18, 2022, accordingly, Mr. Parshant Chohan was inducted to the Committee as a member w.e.f. May 18, 2022.

Meetings of the Stakeholders' Relationship Committee and attendance thereat.

During the Financial Year 2022-23, the Stakeholders' Relationship Committee met two times, on the following dates:

S.N.	Date of NRC Meeting	Total No. of Members entitled to attend the Meeting	No. of Members attended the Meeting
1	May 18, 2022	3	3
2	February 03, 2023	3	3

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

The Company has neither granted any Loans, extended any Guarantees nor made any Investments during the Financial Year 2022-23, pursuant to the provisions of Companies Act, 2013.

27. Particulars of contracts or arrangements made with related parties

During the Financial Year 2022-23, your Company has not made any new contracts with related parties pursuant to Section 188 of the Companies Act, 2013. Like previous years there were instances of transactions with a related party as detailed below:

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

The Company has taken omnibus approval from audit committee for above mentioned transactions as per provisions

of Section 177 of the Companies Act, 2013. Further the transactions with related parties are enumerated in the Financial Statements of the Company, which forms part of the Annual Report.

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

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

28. Managerial Remuneration

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

- a) The Ratio of the remuneration of each Director to the Median remuneration of the employees of the Company for the year 2022-23:

None of the Director of the Company has drawn any remuneration in any form during the Financial Year 2022-23, hence no such ratio could be calculated.

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

None of the Director of the Company has drawn any remuneration in any manner whatsoever from the Company during the year and hence there was no event of increase in the remuneration of any of the Director during the Financial Year 2022-23.

Increment in the remuneration of the Chief Financial Officer of the Company had taken place during the year of reporting. The percentage increase in the remuneration was as follows:

Name	Raman Kumar Mallick
Designation	C.F.O.
Previous Remuneration	1.30 Lakhs/Month
New Remuneration	1.41 Lakhs/Month
Percentage Change	11.82%

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

There were no employees on the payroll of the Company other than Company Secretary & Compliance Officer and CFO of the Company. The percentage increase in the median remuneration of the employees of the Company is Negative 85.40%. This change has occurred due to difference in the remuneration paid to the previous Company Secretary and the Current Company Secretary of the Company. The experience of the previous Company Secretary was much higher than the existing Company Secretary, which accordingly affected the remuneration. Further, No event of increase in the remuneration of the Company Secretary and Compliance Officer took place in the year of reporting.

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

During the year 2022-23, two employees were on the pay roll of the Company which are the Company Secretary and the Chief Financial Officer.

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

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

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

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

S.N.	Name of Employee	Designation
1	Mr. Suvintra Kumar (Till 31.05.2022)	Company Secretary and Compliance Officer
2	Mr. Raman Mallick	Chief Financial Officer
3	Mr. Pankaj Gupta (W.e.f. 21.09.2022)	Company Secretary and Compliance Officer

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

29. Risk Management Policy

Your Company has developed and implemented a Risk Management Policy, including identification of element of risk and its severity, that may impact the existence of the Company. Though the applicability of risk management committee does not apply to the Company.

However, the Audit Committee of the Board is entrusted to ensure the Risk Management Policy and System.

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

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

30. Management Discussion and Analysis Report

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

31. Corporate Governance

As per regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with the corporate governance provisions as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V, shall not apply in respect of the listed entity having paid up equity share capital

not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year. At present, the Company's Paid up capital is Rs. 9,06,00,000/- and the net worth is Rs. (3,32,78,456)/-, therefore it is exempted to comply with the aforesaid requirements of the Corporate Governance and hence the said report is not annexed.

32. Annual Secretarial Compliance Report

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

33. Listing of Securities

The Company's Securities are currently listed on Bombay Stock Exchange Limited (BSE Limited) with ISIN-INE173J01018 and scrip code 523222. The annual listing fee for the Financial Year 2022-23 and 2023-24 have been paid by the Company to BSE Limited.

34. Directors' Responsibility Statement

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

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

- (a) in the preparation of the annual accounts for the Financial Year ended on 31st March, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the appropriate accounting policies have been selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year 2022-23 and of the profit and loss of the Company for that period;
- (c) the proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts for the Financial Year ended on 31st March, 2023 have been prepared on a going concern basis;
- (e) the Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively, and

- (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.

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

During the Financial Year 2022-23, no such event has arisen as the Company has not declared dividend for the concerned years. Hence, the provisions of Section 125(2) of the Companies Act, 2013 do not apply.

36. Secretarial Standards

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

37. Prevention of Sexual Harassment of Women at Workplace

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

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

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

39. Acknowledgements

Your directors place its gratitude to the shareholders and also the Bank and Government Authorities for their co-operation to the Company. Your Directors are also grateful to the employees for their dedication and support given to the Company.

For and on behalf of the Board of Directors

(Sharad Rastogi)
Whole-time Director
DIN: 09828931

(Vijay Kumar Sharma)
Director
DIN:03272034

Place: New Delhi
Date: August 14, 2023

FORM MR-3
SECRETARIAL AUDIT REPORT

ANNEXURE-I

For the Financial Period ended 31st March 2023
[Pursuant to Section 204(1) of the Companies Act, 2013 and
Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

We have conducted secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **SRM Energy Limited** [hereinafter referred as 'the Company']. The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Limitation of the Auditors

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

Auditors Responsibility

- (i) Our responsibility is to express the opinion on the compliance with the applicable laws and maintenance of records based on audit. We conducted our audit in accordance with the Guidance Note on Secretarial Audit ("Guidance Note") and Auditing Standards issued by the Institute of Company Secretaries of India ("ICSI"). The Guidance Note and Auditing Standards require that we comply with statutory and regulatory requirements and also that we plan and perform the audit so as to obtain reasonable assurance about compliance with applicable laws and maintenance of records.
- (ii) Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.
- (iii) Our audit involves performing procedures to obtain audit evidence about the adequacy of compliance mechanism exist in the Company to assess any material weakness and testing and evaluating the design and operating effectiveness of compliance mechanism based upon the assessed risk. The procedures selected depend upon the auditor's judgement, including assessment of the risk of material non-compliance whether due to error or fraud.
- (iv) 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 Board processes and compliance-mechanism.

The Members are requested to read Secretarial Audit Report ("Report") along with our letter dated August 14, 2023 anenclosed herewith to this Report as **Annexure - A**.

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial period ended on March 31, 2023 according to the applicable provisions of:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during the audit period);
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021{or the erstwhile Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014};(Not applicable to the Company during the audit period);
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;(Not applicable to the Company during the audit period);
 - f) The Securities and Exchange Board of India (Registrars to an issue and share transfer agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the audit period).

- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the audit period); and
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:
2. We have relied upon the representation made by the Company, its officers for systems and mechanism framed by the Company and basis that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company, to monitor and ensure compliance of other Act, Laws and Regulations specifically applicable to the Company.
 3. We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India, with respect to board and general meetings (hereinafter referred as 'Secretarial Standards'). We noted that the Company is generally regular in complying with the Secretarial Standards.
 4. During the period under review, to the best of our knowledge and belief and according to the information and explanations given to us, the Company has been regular in compliance with the provisions of the Acts, Rules, Regulations and Secretarial Standards, except as mentioned in Para (6) below.
 5. We further report that compliance of applicable financial laws including direct and indirect tax laws and maintenance of financial records and books of accounts by the Company has not been reviewed in this audit since the same has been subject to review by the Statutory Auditors and other designated professionals.
 6. We further report that:
 - i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors and Independent Directors including women Directors. There are Executive Directors on the Board of the Company. Further, the changes in the composition of Board of Directors and Committees that took place during the year under review were carried out in compliance with the provisions of the Act.
 - ii. Adequate notice is given to all directors to schedule the Board Meetings. Notice and Agenda with notes to Agenda of Board meetings was sent at least seven days in advance of the meeting except in certain cases where meeting was held at shorter notice and a system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings.
 - iii. Decisions of Board/Committee were carried through majority. We have been informed that there were no dissenting members' views on any of the matters during the year that were required to be captured and recorded as part of the minutes.
 - iv. There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
 - v. We further report that during the audit period the Company had no specific actions having bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, standards, guidelines etc.,

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

Satish Kumar Nirankar
Partner
Membership No.: F9605
COP No.: 19993
Peer View No.: 2025/2022
UDIN: F009605E000798241

Place: Noida (U.P.)
Date: August 14, 2023

Annexure - A to Secretarial Audit Report dated August 14, 2023

To,
The Members,

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

The Secretarial Audit Report dated August 14, 2023 is to be read with this letter.

1. The compliance of provisions of all laws, rules, regulations and standards applicable to SRM Energy Limited [hereinafter referred as 'the Company'] is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices followed provide a reasonable basis for the purpose of issue of the Secretarial Audit Report.
4. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is taken care in the statutory audit process.
5. We have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
6. This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

Satish Kumar Nirankar
Partner
Membership No.: F9605
COP No.:19993
Peer View No.: 2025/2022
UDIN: F009605E000798241

Place: Noida (U.P.)
Date: August 14, 2023

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

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

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

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

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

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

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

Policy for selection of Directors and determining Directors' Independence

1. Introduction

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

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

2. Scope and Exclusion:

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

3. Terms and References:

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

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

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

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

4. Policy

4.1 Qualifications and criteria

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

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

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

4.1.3 The proposed appointee shall also fulfill the following requirements:

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

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

4.2 Criteria of Independence

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

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

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

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

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

COMPLIANCE CERTIFICATE

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

To,
Board of Directors
SRM ENERGY LIMITED

- A. We have reviewed Financial Statements and the cash flow statement for the Financial Year ended March 31, 2023, and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which is fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee the:
- (1) Significant changes in internal control over financial reporting during the year;
 - (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

(Sharad Rastogi)
Whole-time Director
DIN: 09828931

Date : May 23, 2022
Place : New Delhi

(Raman Kumar Mallick)
Chief Financial Officer

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion Analysis ("MDA") is a report containing a review and analysis of Industry Structure and Developments, Opportunities and Threats, Performance of the Company, Internal Control Systems and their Adequacy, Key financial aspects and the Overall Risks and Concerns during the financial year and till date of this report.

GLOBAL ECONOMY

From the beginning of this millennium several events can be recollected that have had a mixed impact on the global economy. In the first decade it started with the technology bust, followed several years later by the global financial crisis. The second decade, was relatively better than the first decade, which recorded the constant growth without having any bigger problem for the most of its time. Before the third decade of the new millennium commenced, incidents of global economic turbulence were generally spaced out, allowing economies breathing time to recover before preparing for the next challenge.

The Covid-19 pandemic notified by the WHO in January 2020 was the first challenge of the third decade that hit global growth. Two years later, as the global economy was recovering from the pandemic-induced output contraction, the Russia-Ukraine conflict broke out in February 2022, triggering multiple issues simultaneously. Global economic recovery was well on track until the Russia-Ukraine conflict broke out in February 2022. The conflict has now continued for more than one year, disrupting the restoration of the supply chains disrupted earlier by lockdowns and causing many more issues.

Global growth is projected to fall from 3.5 percent in 2022 to 3.0 percent in both 2023 and 2024 on an annual average basis. The forecast for 2023-24 remains well below the historical annual average of 3.8 percent.

INDIAN ECONOMY

The impact of the pandemic on India was seen in a significant GDP contraction in Financial year 2020-21. The following year, i.e., Financial Year 2021-22, the Indian economy started to recover despite the Omicron wave of January 2022. Country also noticed the constant growth during the current financial year. The effects of the Covid-19 seems to be recovered in full. The GDP in India has expanded with 7.2% in the financial year 2022-23. For the 2023-24 financial year, the central bank projects GDP growth at 6.5%. Also our country has managed the inflation relatively better than other developing and developed countries of the world specially for the years after Covid-19.

FORWARD-LOOKING STATEMENT

The forward-looking statements which may be identified by their use of words like 'plans', 'anticipate', 'believe', 'estimate', 'expect', 'intend', 'will', 'projects' or other words of similar expressions as

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

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

INDIAN POWER SECTOR OUTLOOK

The Indian power sector has undergone a significant transformation in the past decade. In 2012, the energy deficit was nearly 4.2%. Over 175 GW of generation capacity has been added since 2014 transforming the country to a power surplus. The whole country has been connected to one grid by adding 173,459 circuit kilometres of transmission lines in the last 8 years and the power transmission capacity in Inter-State Transmission Systems (ISTS) is now 112,250 MW in different directions resulting in "One Nation - One Grid - One Frequency". The Indian grid has now emerged as the largest integrated grid in the world.

In past few years The country had pledged that by 2030 more than 40% of the installed electricity generation capacity will be from non-fossil fuel sources. This target has been achieved 9 years ahead of schedule - in November, 2021. India's non-fossil fuel capacity is already 42 percent. The country is currently on the path to honour the pledge in COP26 at Glasgow that 50% of the electricity generation installed capacity will be met from non-fossil fuel sources by 2030.

India is the third-largest producer and consumer of electricity worldwide, with an installed power capacity of 416.59 GW as of April 30, 2023.

As of April 30, 2023, India's installed renewable energy capacity (including hydro) stood at 172.54 GW, representing 41.4% of the overall installed power capacity. Solar energy contributed 67.07 GW, followed by 42.86 GW from wind power, 10.24 GW from biomass, 4.94 GW from small hydropower, 0.55 GW from waste to energy, and 46.85 GW from hydropower.

The non-hydro renewable energy capacity addition stood at 4.2 GW for the first three months of Financial 2022-23 against 2.6 GW for the first three months of Financial 2021-22.

India's power generation witnessed its highest growth rate in over 30 years in financial years 2022-23. Power generation in India increased by 8.87% to 1,624.15 billion kilowatt-hours (kWh) in financial years 2022-23. According to data from the Ministry of Power, India's power consumption stood at 130.57 BU in April, 2023.

INDUSTRY STRUCTURE AND DEVELOPMENTS

India's power sector has undergone a remarkable transformation, aimed at providing reliable, affordable, and sustainable energy to its people. Over the last 9 years, significant efforts have been made in enhancing power generation capacity, expanding access to electricity, promoting renewable energy, and implementing innovative policies. The country explores the inspiring achievements and transformative initiatives that have propelled India's power sector to the new heights.

India's journey towards a greener future has gained global recognition. With the addition of over 175 GW of generation capacity in the past nine years, India has transitioned from a power deficit to a power surplus nation.

With achievements like universal electrification, the rapid expansion of renewable energy, improved distribution, and enhanced energy efficiency, India has set an inspiring example for the world. The commitment of the Government of India, coupled with the participation of stakeholders, has propelled the nation towards a future powered by sustainable, affordable, and reliable energy.

Generation

The total electricity generation including generation from renewable sources in the country during the current year 2022-23 (Upto December 2022) was 1223.135 BU as against the generation of 1113.712 BU during the corresponding period last year, showing a growth of 9.83%.

The electricity generation from Fossil Fuel Power Plants (Thermal) during 2022-23 (Upto December 2022) has increased by 9.2% over same period last year. The electricity generation from Non-Fossil Fuel Power Plants during 2022-23 (Upto December 2022) has increased by 11.5% over corresponding period last year. Share of generation from Non-Fossil Fuel in total generation has been 27.1% during the current year 2022-23 (Upto December 2022).

The electricity generation in the country increased from 878.30 Billion Unit (BU) during 2014-15 to 1223.10 BU during the year 2022-23 (Upto December 2022).

Fuel

Coal remains the predominant indigenous energy source in the country. The energy security of the country and its prosperity are

integrally linked to efficient and effective use of this abundant, affordable and dependent fuel, coal. The dependability on coal may be gauged by the fact that about 49.3% of India's installed power capacity is coal (excluding lignite) based.

Today, India is the 2nd largest producer of coal in the world producing about 893.08 Million tonne of coal in 2022-23.

Transmission

The transmission system has expanded over the years for evacuation of power from generating stations to load centre through Intra State and Inter State Transmission System. The progressive integration of regional grids started in 1992, and on 31st December 2013, our country achieved 'ONE NATION'-'ONE GRID'-'ONE FREQUENCY' with synchronous interconnection of Southern Region Grid with rest of the Indian Grid with the commissioning of 765 kV Raichur-Solapur Transmission line.

India has become one of the largest synchronous interconnected electricity grids in the world with 4,71,817 ckm of transmission line and 11,85,058 MVA of transformation capacity (as on April 23). Besides, our inter-regional capacity increased by 212% to 1,12,250 MW since 2014.

Distribution

Distribution is the key link in realizing the Government of India's vision of supplying reliable 24x7 Power for all. In this regard, the financial health of distribution companies is of prime importance, enabling them to efficiently discharge their functions and responsibilities. However, their poor financial health has remained a matter of concern. To reverse this trend, reduction of AT&C losses and ACS (Average Cost of Supply) - ARR (Average Revenue Realization) gap are critical factors. With these intentions, Revamped Distribution Sector Scheme (RDSS) has been launched to reinvigorate the DISCOMs

Under this scheme Action Plans for 46 DISCOMs (28 States/UTs) have been approved where ~20.46 crore pre-paid smart consumer meters, ~54 Lakh smart DT meters and ~1.98 Lakh smart feeder meters have been sanctioned.

OPERATIONAL PERFORMANCE

The Company had plan to set up a power project at Tamilnadu with a capacity of 3X660 MW i.e. 1980 MW. The said plan was proposed to be set up through the Wholly Owned Subsidiary SRM Energy Tamilnadu Pvt. Ltd. The Company is not having any operations at present. Management has been regularly informing you that the project could not take off due to various factors inter-alia including the unfavourable industrial scenario, change in the Govt. Policies over the period of time, status of the land acquisition, and overall investment being low.

The company's position remained unchanged since last year, the accumulated loss of the Company has increased from Rs. 120.31 Millions in financial year 2021-22 to Rs. 123.89

Millions in the reporting year. Also the net worth of the Company has fallen to Rs. 33.29 Millions in negative in the reporting year from Rs. 29.71 Millions in negative in the previous financial year.

As informed in the earlier annual reports the company initiated the process for sale of land of subsidiary company and utilized the sale proceeds towards settling of loan as extended to its subsidiary. Further, as per the circumstances, an arrangement is made where the sale proceeds of the land are being utilised to carry out statutory, administrative, other day to day expenses and also to settle the existing liabilities of the WOS and our Company over and above the existing arrangements. The Company obtained shareholders approval for the same on 15th April, 2021.

Till the end of financial year 2023, out of 215.140 Acres of Land, the WOS had sold 191.68 Acres of Land for Rs. 437.29 Lakhs. Further, during current financial year (2023-24) the remaining land admeasuring 23.46 Acres has also been sold. At present Company is having no land in its account for further selling. The sale price of the land has adversely affected the realisation of the sale proceeds post pandemic.

PROJECT AT CUDDALORE

As reported earlier, in this year too status of the Company has remain unchanged in terms of implementation of the project, its overall operation. We had apprised you about the current status of the Company and the various reasons due to which the project could not took off and is abundant.

HUMAN RESOURCES

Your Company has laid high emphasis on driving an effective and transparent Performance Culture and an open mindset.

Your Company is committed to create an environment of learning and development, promoting internal talent and developing cross functional expertise. The human resource strategy is focused on creating a performance-driven environment in the company, where innovations is encouraged, performance is recognized and employees are motivated to realize their potential.

INTERNAL CONTROL SYSTEMS

Your Company's internal control systems are commensurate with the nature, size and complexity of its business and ensure proper safeguarding of assets, maintaining proper accounting records and providing reliable financial information. The Board and Audit Committee regularly evaluates the functioning and quality of internal controls and provides assurance of its adequacy and effectiveness through periodic reporting.

RISKS AND CONCERNS

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

CAUTIONARY STATEMENT

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

INDEPENDENT AUDITOR'S REPORT

To The Members of SRM Energy Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of SRM Energy Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the statement of Profit and Loss (including other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statement including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of state of affairs of the Company as at March 2023 and loss, Changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the standards on Auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules 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.

Material Uncertainty Related to Going Concern

Attention of the matters is invited to note no.28 of the notes to accounts regarding the financial statements of the Company having been prepared on a Going Concern basis, the Company's net worth has been significantly reduced and it has been incurring cash losses and the promoters/ directors/ Subsidiary Company have infused funds by way of unsecured loan and are committed to provide necessary funding to meet the liabilities and future running expenses of the Company. Further, pursuant to approval obtained from shareholders to sale/transfer, assign, deliver or otherwise dispose off the Land for the Power plant admeasuring 215.14 acres currently in the name of its wholly owned subsidiary, the subsidiary company has sold its land admeasuring 191.74 acres for Rs. 403.51 Lacs till the end of current financial year and the sale proceeds as received is being used to partially settle the pending loan.

The Subsidiary company incurred a loss of Rs. 32.25 Lakhs during the current financial year on sale of land. Till now approx. 11% of the lands are unsold. In view of aforesaid, the accounts have been prepared under going concern basis.

Our opinion is not modified in respect to this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context. We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
<p>Accuracy and completeness of disclosure of related party transactions and compliance with the provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI (LODR) 2015') (as described in note 22 of the standalone Ind AS financial statements)</p> <p>We identified the accuracy and completeness of disclosure of related party transactions as set out in respective notes to the standalone Ind AS financial statements as a key audit matter due to:</p> <ul style="list-style-type: none"> The significance of transactions with related parties during the year ended March 31, 2023. Related party transactions are subject to the compliance requirements under the Companies Act 2013 and SEBI (LODR) 2015. 	<p>Our procedures in relation to the disclosure of related party transactions included:</p> <ul style="list-style-type: none"> Obtaining an understanding of the Company's policies and procedures in respect of the capturing of related party transactions and how management ensures all transactions and balances with related parties have been disclosed in the standalone Ind AS financial statements. Obtaining an understanding of the Company's policies and procedures in respect of evaluating approval process by the Board of Directors. Agreeing the amounts disclosed to underlying documentation and reading relevant agreements, on a sample basis, as part of our evaluation of the disclosure. Assessing management evaluation of compliance with the provisions of Section 177 and Section 188 of the Companies Act 2013 and SEBI (LODR) 2015. Evaluating the disclosures through reading of statutory information, books and records and other documents obtained during the course of our audit.

Information Other than the financial statements and auditors' report thereon

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

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

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

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

Management's responsibility for the financial statements

The Company's Board of Directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's responsibilities for the audit of the financial statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on Other Legal and Regulatory Requirements

1. With respect to the matter to be included in the Auditors' Report under Section 197(16):

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

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rule, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:-
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements-Refer Note 18 on Contingent Liabilities;
 - (ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise; and
 - (iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and

Protection Fund. The question of delay in transferring such sums does not arise.

- h) (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
 - (b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
 - g) The Company has not declared or paid any dividend during the year ended 31 March 2023.
3. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For Saini Pati Shah & Co LLP

Chartered Accountants
FRN - 137904W/W100622

(Pawan Kumar Jain)

Partner
(M/N: 418772)
UDIN: 23418772BGSFCS1663

Place: New Delhi
Dated: 23/05/2023

ANNEXURE "A"**TO THE INDEPENDENT AUDITORS' REPORT**

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

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

We have audited the internal financial controls over financial reporting of **SRM ENERGY LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance or 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 or reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit

opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, 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 Saini Pati Shah & Co LLP

Chartered Accountants
FRN - 137904W/W100622

(Pawan Kumar Jain)
Partner
(M/N: 418772)
UDIN: 23418772BGSFCS1663
Place: New Delhi
Dated: 23/05/2023

ANNEXURE "B"

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report of even date to the members of **SRM ENERGY LIMITED** on the accounts of the company for the year ended 31st March, 2023

- i. The Company does not have fixed assets. Hence, clause 3(i)(a) to 3(i)(c) of the order are not applicable to the Company;
- ii. The nature of business of the Company does not require it to have any inventory. Hence, the requirement of clause (ii) of paragraph 3 of the said Order is not applicable to the Company;
- iii. In our opinion, and according to the information and explanations given to us, the Company has not made investments in, or provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, reporting under clause 3(iii)(a) to clause 3(iii)(f) of the Order is not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has not granted any loans, or provided any guarantees or security to the parties covered under sections 185 of the Act. According to the information and explanations given to us, the provisions of Section 186 of the Act in respect of the loans given, guarantees given, securities provided or investments made not applicable to the Company. Accordingly, reporting under clause 3(iv) of the Order is not applicable to the Company.
- v. In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not specified the maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable to the Company.
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including, Goods and Service Tax, Income-tax and any other statutory dues applicable to it, though there has been a slight delay in few cases. Provident Fund, Employees State Insurance, Sales Tax, Wealth tax, Customs duty, Value Added tax are not applicable on the Company. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2023 for a period of more than six months from the date on when they become payable;
- (b) According to the information and explanations given to us and based on the records of the Company examined by us, no dues has been outstanding with respect to, Income Tax, Wealth Tax, Good and Service Tax, Sales Tax, Customs Duty and Excise Duty or cess, as applicable to it, on account of any dispute.
- viii. According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- ix. (a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
- (b) According to the information and explanations given to us including confirmations received from banks and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank.
- (c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and there has been no utilization during the current year of the term loans obtained by the Company during any previous years. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) In our opinion and according to the information and explanations given to us, the Company has not used funds raised on short term basis for long term purpose during the year.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not raised loans during the year on the pledge of Securities held in its Subsidiary, Joint Venture or Associate Company.
- x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of these cords of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no material fraud by the

- Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us and on the basis of examination of the records of the Company, the transactions with related parties are in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) of the Order is not applicable to the Company.
- xvii. The Company has incurred cash loss of Rs. 3.58 Millions in the current as well as Rs. 4.90 Millions the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not 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. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations given to us, the Company does not fulfil the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.
- xxi. The reporting under clause 3(xxi) is not applicable in respect of audit of financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For Saini Pati Shah & Co LLP

Chartered Accountants
FRN - 137904W/W100622

(Pawan Kumar Jain)

Partner
(M/N: 418772)
UDIN: 23418772BGSFCS1663

Place: New Delhi
Dated: 23/05/2023

BALANCE SHEET AS AT 31ST MARCH 2023

(₹ in million)

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

	Note No.	As at 31.03.2023	As at 31.03.2022
I. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment		-	-
(b) Capital work-in-progress		-	-
(c) Investment Property		-	-
(d) Goodwill on consolidation		-	-
(e) Goodwill		-	-
(f) Other Intangible assets		-	-
(g) Intangible assets under development		-	-
(h) Biological Assets other than bearer plants		-	-
(i) Financial Assets			
(i) Investments	4	13.20	13.20
(ii) Trade receivables		-	-
(iii) Loans		-	-
(iv) Others (to be specified)		-	-
(j) Deferred tax assets (net)		-	-
(k) Other non-current assets		-	-
(2) Current assets			
(a) Inventories		-	-
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade receivables		-	-
(iii) Cash and cash equivalents	5	0.03	0.13
(iv) Bank balances other than (iii) above		-	-
(v) Loans		-	-
(vi) Others (to be specified)		-	-
(c) Current Tax Assets (Net)		-	-
(d) Other current assets	6	0.01	0.01
Total Assets		13.24	13.34
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	7	90.60	90.60
(b) Other Equity	8	(123.89)	(120.31)
LIABILITIES			
(1) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade payables		-	-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)		-	-
(b) Provisions	9	0.20	0.25
(c) Deferred tax liabilities (Net)		-	-
(d) Other non-current liabilities		-	-
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	10	46.16	42.64
(ii) Trade payables		-	-
(iii) Other financial liabilities (other than those specified in item (c))		-	-
(b) Other current liabilities	11	0.17	0.15
(c) Provisions		-	-
(d) Current Tax Liabilities (Net)		-	-
Total Equity and Liabilities		13.24	13.34

Accompanying notes forming part of the consolidated financial statements

1 to 33

In terms of our report attached
For **Saini Pati Shah & Co LLP**
Chartered Accountants
FRN : 137904W/W-100622

Pawan Kumar Jain
Partner
Membership No. 418772
UDIN: 23418772BGSFCS1663
Place : New Delhi
Date : 23/05/2023

For & on Behalf of the Board of Directors

Sharad Rastogi
Whole Time Director
DIN:09828931

Vijay Kumar Sharma
Director
DIN:03272034

Pankaj Gupta
Company Secretary

Raman Kumar Mallick
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2023

(₹ in million)

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

Particulars	Note No.	Year Ended 31.03.2023	Year Ended 31.03.2022
I Revenue From Operations			
Other Income	12	-	-
Total Revenue (I)		-	-
II EXPENSES			
Cost of Material consumed		-	-
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods, stock in trade work in progress		-	-
Employee benefits expense	13	2.26	3.77
Finance costs		-	-
Depreciation and amortization expenses		-	-
Other expenses	14	1.32	1.13
Total expenses (II)		3.58	4.90
III Profit before exceptional items and tax (I-II)		(3.58)	(4.90)
IV Exceptional Items		-	-
V Profit/(loss) before tax (III-IV)		(3.58)	(4.90)
VI Tax expense:		-	-
(1) Current tax		-	-
(2) Deferred tax		-	-
VII Profit (Loss) for the period from continuing operations (V-VI)		(3.58)	(4.90)
VIII Profit/(loss) from discontinued operations		-	-
IX Tax expense of discontinued operations		-	-
X Profit/(loss) from Discontinued operations (after tax) (VIII-IX)		-	-
XI Profit/(loss) for the period (VII+ X)		(3.58)	(4.90)
XII Other Comprehensive Income		-	-
A Items that will be reclassified to profit or loss			
Exchange differences on translation of foreign operations		-	-
Income tax effect		-	-
Net movement on cash flow hedges		-	-
Income tax effect		-	-
Net (loss)/gain on FVTOCI financial instruments		-	-
Income tax effect		-	-
B Items that will not be reclassified to profit or loss			
Re-measurement gains (losses) on defined benefit plans		-	-
Income tax effect		-	-
Revaluation of property, plant and equipment		-	-
Income tax effect		-	-
XIII Total Comprehensive Income for the period (XI + XII) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		(3.58)	(4.90)
XIV Earnings per equity share (for continuing operation):	24		
(1) Basic		(0.39)	(0.54)
(2) Diluted		(0.39)	(0.54)
XV Earnings per equity share (for discontinued operation):			
(1) Basic		-	-
(2) Diluted		-	-
XVI Earnings per equity share (for discontinued & continuing operations)			
(1) Basic		(0.39)	(0.54)
(2) Diluted		(0.39)	(0.54)
Accompanying notes forming part of the consolidated financial statements	1 to 33		

 In terms of our report attached
 For **Saini Pati Shah & Co LLP**
 Chartered Accountants
 FRN : 137904W/W-100622

Pawan Kumar Jain
 Partner
 Membership No. 418772
 UDIN: 23418772BGSFCS1663
 Place : New Delhi
 Date : 23/05/2023

For & on Behalf of the Board of Directors
Sharad Rastogi
 Whole Time Director
 DIN:09828931

Vijay Kumar Sharma
 Director
 DIN:03272034

Pankaj Gupta
 Company Secretary

Raman Kumar Mallick
 Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in million)

Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
(A) CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT/(LOSS) BEFORE TAX	(3.58)	(4.90)
ADJUSTMENTS FOR		
Interest and Finance Expenses	-	-
Interest Income	-	-
Pre-operative expenses written off	-	-
OPERATING (LOSS) / PROFIT BEFORE WORKING CAPITAL CHANGES	(3.58)	(4.90)
ADJUSTMENT FOR		
Increase/(Decrease) in Other Current Liabilities	0.02	(0.04)
Increase/(Decrease) in Current Provisions	(0.05)	0.12
Increase/(Decrease) in Non-Current Provisions	-	-
Decrease/(Increase) in Current Loans and Advances	-	-
Decrease/(Increase) in Non-Current Loans and Advances	-	-
CASH (OUTFLOW) / GENERATED FROM OPERATIONS	(3.61)	(4.82)
NET CASH USED IN OPERATING ACTIVITIES (A)	(3.61)	(4.82)
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment including CWIP and Capital Advances	-	-
NET CASH USED IN INVESTING ACTIVITIES (B)	-	-
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Current Borrowings (Net)	3.52	4.90
Interest and Finance Charges Paid	-	-
NET CASH FROM FINANCING ACTIVITIES (C)	3.52	4.90
(D) NET CHANGES IN CASH & CASH EQUIVALENTS (A+B+C)	(0.09)	0.09
(E) CASH & CASH EQUIVALENTS - OPENING BALANCE	0.13	0.04
(F) CASH & CASH EQUIVALENTS - CLOSING BALANCE (Refer Note 11)	0.04	0.13

In terms of our report attached
For **Saini Pati Shah & Co LLP**
Chartered Accountants
FRN : 137904W/W-100622

Pawan Kumar Jain
Partner
Membership No. 418772
UDIN: 23418772BGSFCS1663
Place : New Delhi
Date : 23/05/2023

For & on Behalf of the Board of Directors

Sharad Rastogi
Whole Time Director
DIN:09828931

Vijay Kumar Sharma
Director
DIN:03272034

Pankaj Gupta
Company Secretary

Raman Kumar Mallick
Chief Financial Officer

SRM ENERGY LIMITED
Statement of Change in Equity for the year ended 31st Mar-2023

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

(a) Equity Share Capital	(₹ in million)
Balance as at April 01, 2022	90.60
Change in equity share capital during the year	-
Balance as at March 31, 2023	90.60

(b) Other Equity	Reserve and Surplus				
	Capital reserve	General reserve	Retained earnings	Foreign currency translation reserve	Total
Balance as at March 31, 2022	-	-	(120.31)	-	(120.31)
Profit/(Loss) for the year	-	-	(3.58)	-	(3.58)
Other Comprehensive income for the year, net of income tax	-	-	-	-	-
Total Comprehensive income for the year	-	-	-	-	-
Payment of Dividend	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Foreign Currency Translation Reserve	-	-	-	-	-
Transfer to General Reserve	-	-	-	-	-
Balance as at March 31, 2023	-	-	(123.89)	-	(123.89)

Accompanying notes forming part of the consolidated financial statements
1 to 33

In terms of our report attached
For **Saini Pati Shah & Co LLP**
Chartered Accountants
FRN : 137904W/W-100622

Pawan Kumar Jain
Partner
Membership No. 418772
UDIN: 23418772BGSFCS1663
Place : New Delhi
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For & on Behalf of the Board of Directors

Sharad Rastogi
Whole Time Director
DIN:09828931

Vijay Kumar Sharma
Director
DIN:03272034

Pankaj Gupta
Company Secretary

Raman Kumar Mallick
Chief Financial Officer

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2023

1. Corporate Information

SRM Energy Limited ("the company") is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013("the 2013 Act"). The company equity shares are listed on Bombay Stock Exchange(BSE). The Company has been engaged in setting up Thermal power project in its wholly owned subsidiary. The registered office of the company situated at 21, Basant Lok Complex, Vasant Vihar, New Delhi-110057. The company parent and ultimate holding Company is Spice Energy Pvt. Ltd.

2. Significant Accounting Policies**2.1 Statement of Compliance**

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

2.2 Basis of preparation

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

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

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

The principal accounting policies are set out below.

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

2.3 Property, plant and equipment [PPE]

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

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

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

2.4 Capital Work in Progress:

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

2.5 Depreciation

Depreciation has been provided following Written Down Value Method based on life assigned to each asset in accordance with Schedule II of the Companies Act, 2013, unless stated otherwise.

2.6 Impairment of Assets

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

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

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

2.7 Borrowing costs

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

2.8 Leasing

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

2.9 Foreign Currencies

Foreign Currency transactions are recorded at the exchange rate prevailing on the date of transaction. Foreign currency denominated asset and liabilities

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

2.10 Employee benefits

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

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

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

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

2.11 Investments

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

2.12 Provisions and Contingent Liabilities

Provisions

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

Contingent liability

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

2.13 Taxation

- (i) Provision for Current Tax is made after taking into consideration benefits admissible under the provisions of The Income Tax Act, 1961.
- (ii) Deferred tax resulting from "timing differences" between book and taxable profit is measured using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.
- (iii) At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognizes, unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised. The carrying amount of deferred tax assets are reviewed at each balance sheet date. The company write-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

2.14 Earnings per share

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

2.15 Cash flow statement

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

3 Scheme of Arrangement :

The Board of Directors in their meeting held on October 18, 2013 had approved the effect of the orders of the Hon'ble Bombay High Court dated 3rd September 2013, (which was filed with the Registrar of Companies on 11th October 2013- the Effective date) approving the Scheme of Arrangement under Section 391 to 394 of the Companies Act, 1956 for hive off of the Cuddalore Power Division of the Company to the SRM Energy Tamilnadu Private Limited, with effect from 1st April 2012 (the "Appointed Date"). Accordingly all the assets and liabilities of the Cuddalore Power Division of the Company at book value as on 01.04.2012 along with increase or decrease thereafter were transferred to the SRM Energy Tamilnadu Private Limited.

4 Non-current Investments

Trade Investments (valued at cost unless stated otherwise)

-Investment in Equity Instruments of Wholly Owned Subsidiary Company

1.32 million (Previous year 1.32 million) Equity Shares in SRM Energy Tamilnadu Pvt. Ltd. of ₹ 10 each fully paid up

As at 31.03.2023 (₹ in million)	As at 31.03.2022 (₹ in million)
---------------------------------------	---------------------------------------

13.20	13.20
13.20	13.20

As at 31.03.2023 (₹ in million)	As at 31.03.2022 (₹ in million)
---------------------------------------	---------------------------------------

Current Assets

5 Cash and Cash Equivalents

Balances with Banks in Current Account

Cash in Hand

0.03	0.12
0.00	0.00
0.03	0.13

As at 31.03.2023 (₹ in million)	As at 31.03.2022 (₹ in million)
---------------------------------------	---------------------------------------

6 Other Current Assets

Unsecured Considered good

Advances recoverable in cash or in kind

Balance with Revenue Authorities

0.01	0.01
-	-
0.01	0.01

7 Equity Share Capital

Authorised Shares

Equity Shares of ₹10/- each

As at 31.03.2023		As at 31.03.2022	
No. million	₹ million	No. million	₹ million
11.30	113.00	11.30	113.00
11.30	113.00	11.30	113.00

The shareholders of the Company have given their approval for increase of Authorised Capital to ₹ 150 million pursuant a resolution passed on August 13, 2010 through postal ballot. The process with Registrar of Companies is underway to increase the same.

Issued, subscribed and paid up

Equity Shares of ₹10/- each fully paid up

9.06	90.60	9.06	90.60
9.06	90.60	9.06	90.60

7.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period
Equity Shares

At the beginning of the year	9.06	90.60	9.06	90.60
Issued during the year	-	-	-	-
Outstanding at the end of the year	9.06	90.60	9.06	90.60

7.2 6.45 million (Previous year 6.45 million) Equity Shares are held by the Holding Company - Spice Energy Pvt. Ltd.

7.3 Details of shareholders holding more than 5% shares in the Company

	As at 31.03.2023		As at 31.03.2022	
	No. million	% holding	No. million	% holding
Equity Shares of ₹ 10 each fully paid up held by Spice Energy Pvt. Ltd., the holding company	6.45	71.19%	6.45	71.19%
	6.45	71.19%	6.45	71.19%

7.4 Terms / rights attached to equity shares

The Company has only one class of Equity Shares having a par value of Rs.10 per share. Each holder of Equity Shares is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend, if any proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

8 Other Equity
Surplus/(Deficit) in the Statement of Profit and Loss

	As at 31.03.2023 (₹ in million)	As at 31.03.2022 (₹ in million)
Balance as per last financial statements	(120.31)	(115.41)
Loss for the Current year	(3.58)	(4.90)
Balance at the end of the year	(123.89)	(120.31)

9 Provisions

	Non-Current		Current	
	As at 31.03.2023 ₹ million	As at 31.03.2022 ₹ million	As at 31.03.2023 ₹ million	As at 31.03.2022 ₹ million
Provision for employee benefit				
Provision for Gratuity (Unfunded)	0.20	0.25	0.00	0.00
	0.20	0.25	0.00	0.00

Current Liabilities
10 Financial Liabilities - Borrowings

Loan from Related party (Refer Note 22)

- Spice Energy Private Limited
- SRM Energy Tamilnadu Pvt. Ltd.
- Directors & Relatives

	As at 31.03.2023 (₹ in million)	As at 31.03.2022 (₹ in million)
	32.03	33.03
	14.13	9.61
	0.00	0.00
	46.16	42.64

11 Other Current Liabilities

Sundry Creditors for Expenses	0.01	0.10
Provision for Expenses	0.09	0.00
Other Liabilities	0.07	0.05
	0.17	0.15

	Year Ended 31.03.2023 (₹ in million)	Year Ended 31.03.2022 (₹ in million)
12 Other Income		
Liability No Longer Required Written Back	-	-
Interest on income tax refund/TDS written off recovered	-	-
	<u> -</u>	<u> -</u>
	<u> -</u>	<u> -</u>
	<u> -</u>	<u> -</u>
13 Employee Benefit expenses		
Salaries	2.31	3.56
Gratuity (refer note no. 21)	(0.05)	0.12
Leave Encashment	0.00	0.10
	<u> 2.26</u>	<u> 3.77</u>
	<u> 2.26</u>	<u> 3.77</u>
	<u> 2.26</u>	<u> 3.77</u>
14 Other Expenses		
Advertisement Expenses	0.04	0.11
Auditors' Remuneration	0.17	0.17
Postage, Telephone, Telex & Courier Charges	0.00	0.00
Printing and Stationery	0.03	0.06
Legal and Professional Charges	0.38	0.20
Rates & Taxes	0.00	0.00
Annual Listing Fees	0.42	0.42
Miscellaneous Expenses	0.27	0.17
	<u> 1.32</u>	<u> 1.13</u>
	<u> 1.32</u>	<u> 1.13</u>
	<u> 1.32</u>	<u> 1.13</u>
15 Extra-ordinary Items		
Liability No Longer Required Written Back(*)	-	0.85
	<u> -</u>	<u> 0.85</u>
	<u> -</u>	<u> 0.85</u>
	<u> -</u>	<u> 0.85</u>

(*)Provision created of unclaimed liability of one of the employees more than 3 years engaged with the company in early years.

16 Notes to the financial statements for the year ended 31 March 2023
Ratio's

Sr. No.	Ratio	Numerator / denominator	31-Mar-23		31-Mar-22		% Change from 31 March 2022 to 31 March 2023	Explanation for change in the ratio by more than 25% as compared to the ratio of preceding year
1	Current ratio	= Current assets	0.04	0.001	0.14	0.003	73%	Change in Ratio due to reduction in Cash and Cash Equivalents
		= Current liabilities	46.33		42.79			
2	Debt - Equity ratio	= Total debt	NA	NA	NA	NA	NA	NA
		= Shareholder's equity	NA	NA	NA	NA		
3	Debt Service Coverage ratio	= Earnings available for debt service *	NA	NA	NA	NA	NA	NA
		= Debt service ^	NA	NA	NA	NA		
4	Return on Equity ("ROE")	= Net profits after taxes - Preference dividend	(3.58)	0.114	(4.90)	0.180	37%	Due to reduction in Shareholder's Equity this variation arised.
		= Average shareholder's equity	(31.50)		(27.26)			
5	Inventory Turnover Ratio	= Cost of goods sold	NA	NA	NA	NA	NA	NA
		= Average inventory	NA	NA	NA	NA		
6	Trade receivables turnover ratio	= Net credit sales	NA	NA	NA	NA	NA	NA
		= Average accounts receivable	NA	NA	NA	NA		
7	Trade payables turnover ratio	= Total purchases	NA	NA	NA	NA	NA	NA
		= Average accounts payable	NA	NA	NA	NA		
8	Net capital turnover ratio	= Net sales	NA	NA	NA	NA	NA	NA
		= Working capital	NA	NA	NA	NA		
9	Net profit ratio	= Net profit after tax	NA	NA	NA	NA	NA	NA
		= Net sales	NA	NA	NA	NA		
10	Return on capital employed	= Earning before interest and taxes	(3.58)	0.108	(4.90)	0.17	35%	Reduction in Net Worth caused this variation.
		= Capital employed #	(33.09)		(29.45)			
11	Return on investment	= Income from Current investment	NA	NA	NA	NA	NA	NA
		= Average Invested Funds in Current Investment	NA	NA	NA	NA		

* Earnings available for debt service = Net profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest.

^ Debt service = Interest and lease payments + Principal repayments

Capital employed = Tangible networth + Total debt

17 Capital and other commitments

Estimated amount of contract remaining to be executed on capital account net of advances paid as at 31/03/2023 : Nil
(Previous year: Nil)

18 Contingent Liabilities:

Disputed dues of Income tax due to non/late deposit of TDS for the assessment years 2008-09 to 2014-15: ₹ million
0.07/- (Previous year - 0.07 million)

	As at 31.03.2023 (₹ in million)	As at 31.03.2022 (₹ in million)
19 Auditors Remuneration (Refer note no 14 above)		
Audit Fees (including limited review)	0.17	0.17
Out of Pocket Expenses	-	-
Total	0.17	0.17

20 CIF VALUE OF IMPORTS, EXPENDITURE, REMITTANCES AND EARNINGS IN FOREIGN CURRENCY - Nil

21 DISCLOSURE OF "EMPLOYEE BENEFITS" are as follows:

	2022-23	2021-22
Defined Benefits Plans		
Gratuity		
Actuarial Assumptions		
Discount Rate (Per Annum)	7.48%	7.23%
Rate of increase in compensation levels (Per Annum)	5%	5%
Expected average remaining lives of the employees (in no of years)	15	15
Attrition Rate	2%	2%

Particulars	₹ million 2022-23	₹ million 2021-22
I Change in Present Value of Obligation		
Present value of defined benefits obligation as at the beginning of the year	0.30	0.18
Interest Cost	-	-
Current Service Cost	(0.05)	0.12
Benefits Paid	-	-
Actuarial (Gain) / loss on obligation	-	-
Present value of defined benefits obligation as at the end of the year	0.25	0.30
II Amount recognised in the Balance Sheet		
Liability at the end of the year	0.20	0.25
Fair Value of Plan Assets at the end of the year	-	-
Amount recognised in the Balance Sheet	0.20	0.25
III Expenses recognised in the Statement of Profit & Loss		
Current Service Cost	(0.05)	0.12
Past Service Cost	-	-
Interest Cost	-	0.00
Expected Return on Plan Assets	-	-
Net Actuarial (Gain)/Loss Recognised in the year	-	-
Total expenses recognised in the Statement of Profit & Loss	(0.05)	0.12
IV Balance Sheet Reconciliation		
Liability at the beginning of the year	0.30	0.18
Expenses as above	(0.05)	0.12
Benefits Paid	-	-
Amount recognised in the Balance Sheet	0.25	0.30

V Disclosures as required under Para 120(n):

Particulars	2022-2023	2021-2022	2020-2021	2019-2020	2018-2019
Present value of defined benefit obligation	0.25	0.42	0.13	0.01	0.01
Fair Value of Plan Assets	-	-	-	-	-
Surplus / (Deficit) in the Plan	(0.05)	0.12	0.07	(0.01)	(0.01)
Experience adjustment on liability {loss/(gain)}	(0.05)	0.12	0.07	(0.01)	(0.01)

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

22 Segment Reporting :

The Company is in the process of setting up Thermal power project in its wholly owned subsidiary, which at present, constitutes its single operating segment. Therefore, there is no disclosure as per Ind AS-108 on 'Segment Reporting'.

23 Related Party Transactions as per Ind AS 24 :
A. List of Related Parties
1) Holding Company:

Spice Energy Pvt. Ltd

2) Subsidiaries:

SRM Energy Tamilnadu Pvt. Ltd. (Wholly owned subsidiary)

3) Key Management Personnel :

Mr. Vishal Rastogi	Managing Director - Resigned
Mr. Sharad Rastogi	Director - Appointed
Mr. Raman Kumar Mallick	Chief Financial Officer
Mr. Suvindra Kumar	Company Secretary - Resigned
Mr. Pankaj Gupta	Company Secretary - Appointed

4) Relatives of Key Management Personnel
B. Transactions with Related Parties

Particulars	Holding Company		Subsidiary		Key management personnel and their relatives	
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Investment in Wholly owned subsidiary as per Scheme of Arrangement	-	-	-	-	155	-
Loan Given	-	-	-	-	-	-
Payment received against Loan Given	-	-	-	-	-	-
Loan Taken *	-	-	4.52	7.39	-	-
Loans repaid *	1.00	-	-	-	-	2.49
Interest Income	-	-	-	-	-	-
Interest Paid	-	-	-	-	0.06	-
Closing Balance:					-	-
Investment in Wholly owned subsidiary	-	-	13.20	13.20	-	-
Creditors for expenses	-	-	-	-	-	-
Loan Payable	32.03	33.03	14.13	9.61	-	-

24 Earnings Per Share (EPS):

Particulars	As at 31.03.2023 ₹ in million	As at 31.03.2022 ₹ in million
Net Loss as per Statement of Profit and Loss (in ₹)	(3.58)	(4.90)
Weighted average number of equity shares (par value of ₹10/- each)	9.06	9.06
Earnings per share (Face value of ₹ 10/- each)- Basic and Diluted (in ₹)	(0.39)	(0.54)

25 Deferred Tax:

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

26 Disclosure in respect of Operating Leases:

- (a) The Company has entered into cancellable / non-cancellable leasing agreement for office premises renewable by mutual consent on mutually agreeable terms.
- (b) Future minimum lease payments under non-cancellable operating lease are as under:

₹ in million

Particulars	Lease Rental Debited to Statement of Profit and Loss (Cancellable and Non cancellable)	Future Minimum Lease Rentals		
		Less Than 1 Year	Between 1 to 5 Years	More than 5 Years
Office Premises	-	0.00	0	0

The lease rentals have been included under the head "Rent" under Note no. "15 - Other Expenses".

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

28 Going Concern

The Company's net worth has been significantly reduced and it has been incurring cash losses and the Subsidiary Company have infused funds by way of unsecured loan and are committed to provide necessary funding to meet the liabilities and future running expenses of the Company. Further, pursuant to approval obtained from shareholders to sale/ transfer, assign, deliver or otherwise dispose off the Land for the Power plant admeasuring 215.14 acres currently in the name of its wholly owned subsidiary, the subsidiary company has sold its land admeasuring 191.74 acres for Rs. 43.73 Millions till the end of current financial year and the sale proceeds as received is being used to partially settle the pending loan of the subsidiary Company. As on 31st March, 2023 approx 11% of the land are unsold, in view of this aforesaid the accounts have been prepared under going concern basis.

- 29 INFORMATION PERTAINING TO LOANS AND GUARANTEES GIVEN TO SUBSIDIARIES (INFORMATION PURSUANT TO CLAUSE 32 OF LISTING AGREEMENTS WITH STOCK EXCHANGES AND SECTION 186 OF THE COMPANIES ACT, 2013):**

(₹ in millions)

Loans and advances in the nature of loans to subsidiary :

Name of Company	Outstanding as at the beginning of the year	Given during the year	Adjusted/ repaid during the year	Closing at the end of the year	Maximum amount outstanding during the year	Purpose of Loan
SRM Energy Tamilnadu Pvt. Ltd.	-	-	-	-	-	-

- 30** Previous year figures have been regrouped and rearranged wherever necessary. to make them comparable to those for the current year. Figures in bracket indicate previous year's figures.

- 31.** Also, demand raised by the Income Tax office Rs.45.88 lacs for the AY 2007-08. In response of these demands, a suitable reply along with respective challans have been submitted by the Company to the Income Department.

- 32** As on the end of the reporting year, the WOS has sold the land admeasuring 191.40 acres for Rs. 43.73 Million. Out of these sale proceeds Rs. 13.41 million has been utilised to settle the pending loan of the Company and the WOS and Rs. 3.32 million has been spent on the statutory, administrative, legal and other expenses as per the approval obtained from the shareholders through postal ballot on April 15, 2021 and the remaining amount is lying in Cash & Cash equivalent and in the Mutual Fund (debt fund). As on 31st March, 2023 11% (approx.) of the land are unsold.
- 33** Figures are rounded off to the million. '@'- represents figures less than Rs. 5,000 which have been shown at actual in brackets with @.

In terms of our report attached
For **Saini Pati Shah & Co LLP**
Chartered Accountants
FRN : 137904W/W-100622

Pawan Kumar Jain
Partner
Membership No. 418772
UDIN: 23418772BGSFCS1663
Place : New Delhi
Date : 23/05/2023

For & on Behalf of the Board of Directors

Sharad Rastogi
Whole Time Director
DIN:09828931

Vijay Kumar Sharma
Director
DIN:03272034

Pankaj Gupta
Company Secretary

Raman Kumar Mallick
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

To The Members of SRM Energy Limited

Report on the Consolidated Ind AS Financial Statements Opinion

We have audited the accompanying consolidated Ind AS financial statements of **SRM Energy Limited** (hereinafter referred to as "the Holding Company") and its subsidiary SRM ENERGY TAMILNADU PRIVATE LIMITED (the Holding Company and its subsidiaries together referred to as "the Group") comprising the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity, for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of state of affairs of the Company as at March 2023 and loss, Changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

Attention of the matters is invited to note no. 30 of the notes to accounts regarding the consolidated financial statements of the Group having been prepared on a Going Concern basis, the Group's net worth has been significantly reduced and it has been incurring cash losses and the promoters/ director/ subsidiary company have infused funds by way of unsecured loan and are committed to provide necessary funding to meet the liabilities and future running expenses of the Group. Further, the Board of Directors of the SRM Energy Limited ("the Holding Company") have obtained requisite approval from shareholders to sale/transfer, assign, deliver or otherwise dispose off the Land for the Power plant admeasuring 215.14 acres currently in the name of its wholly owned subsidiary, the subsidiary Company has sold its land admeasuring 191.74 acres for Rs. 437.29 Lacs till the end of current financial year and the sale proceeds as received is being used to partially settle the pending loan. The Subsidiary company incurred a loss of Rs. 32.25 Lacs during the current financial year on sale of land. Till now approx. 11% of the lands are unsold. Considering the aforesaid facts the accounts are prepared under going concern basis.

Our opinion is not modified in respect to this matter.

Key Audit Matters

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

consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
<p>Accuracy and completeness of disclosure of related party transactions and compliance with the provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI (LODR) 2015') (as described in note 22 of the standalone Ind AS financial statements)</p> <p>We identified the accuracy and completeness of disclosure of related party transactions as set out in respective notes to the standalone Ind AS financial statements as a key audit matter due to:</p> <ul style="list-style-type: none"> The significance of transactions with related parties during the year ended March 31, 2023. Related party transactions are subject to the compliance requirements under the Companies Act 2013 and SEBI (LODR) 2015. 	<p>Our procedures in relation to the disclosure of related party transactions included:</p> <ul style="list-style-type: none"> Obtaining an understanding of the Company's policies and procedures in respect of the capturing of related party transactions and how management ensures all transactions and balances with related parties have been disclosed in the standalone Ind AS financial statements. Obtaining an understanding of the Company's policies and procedures in respect of evaluating approval process by the Board of Directors. Agreeing the amounts disclosed to underlying documentation and reading relevant agreements, on a sample basis, as part of our evaluation of the disclosure. Assessing management evaluation of compliance with the provisions of Section 177 and Section 188 of the Companies Act 2013 and SEBI (LODR) 2015. Evaluating the disclosures through reading of statutory information, books and records and other documents obtained during the course of our audit.

Information Other than the financial statements and auditors' report thereon

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

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

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

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

Management's responsibility for the financial statements

The Holding Company's Board of Directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's responsibilities for the audit of the financial statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
 2. As required by Section 143(3) of the Act, based on our audit we report 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 of the aforesaid consolidated Ind AS financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
 - (d) In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rule, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group company are disqualified as on March 31, 2023 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 and the operating effectiveness of such controls, refer to our separate Report in "Annexure B", which is based on the auditors' reports of the Holding company and subsidiary company, incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Holding Company's and its subsidiary company's internal financial controls over financial reporting.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The consolidated Ind AS financial statement disclose the impact of pending litigations on the consolidated financial position of the Group-Refer Note 22 to the consolidated financial statements;
 - (ii) The Group did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise; and
 - (iii) There has not been an occasion in case of the Group during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.
- h) (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the holding company or its subsidiary company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the holding company or its subsidiary company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
 - (b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the holding company or its subsidiary from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the holding company or its subsidiary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- i) The Company has not declared or paid any dividend during the year ended 31 March 2023.

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

(Pawan Kumar Jain)
Partner
(M/N: 418772)
UDIN: 23418772BGSFCR6907

Place: New Delhi
Dated: 23/05/2023

ANNEXURE "A"

TO THE INDEPENDENT AUDITORS' REPORT

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

In our opinion and according to the information and explanations given to us, there are no unfavorable or qualifications or adverse remarks in the Companies (Auditor's Report) Order, 2020 reports of the Holding Company and its subsidiary company incorporated in India:

Name of Company	CIN	Holding Company/ Subsidiary Company
SRM Energy Limited	L17100DL1985PLC303047	Holding Company
SRM Energy Tamilnadu Private Limited	U40105DL2008PTC280425	Subsidiary

ANNEXURE "B"

TO THE INDEPENDENT AUDITORS' REPORT

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

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

We have audited the internal financial controls over financial reporting of SRM ENERGY LIMITED ("the Holding Company") and its subsidiary SRM ENERGY TAMILNADU PRIVATE LIMITED (the Holding Company and its Subsidiary together referred to as "the Group") as of March 31, 2023 in conjunction with our audit of the financial statements of the Group 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 Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance or adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Group'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 Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best our information and according to the explanation given to us, the Group 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, 2023, based on the internal control over financial reporting criteria established by the Group 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 Saini Pati Shah & Co LLP
Chartered Accountants
FRN - 137904W/W100622

(Pawan Kumar Jain)
Partner
(M/N: 418772)
UDIN: 23418772BGSFCR6907
Place: New Delhi
Dated: 23/05/2023

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2023

(₹ in million)

	Note No.	As at 31.03.2023	As at 31.03.2022
I. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	3	0.07	0.08
(b) Capital work-in-progress	4	-	-
(c) Investment Property		-	-
(d) Goodwill on consolidation		-	-
(e) Goodwill		-	-
(f) Other Intangible assets		-	-
(g) Intangible assets under development		-	-
(h) Biological Assets other than bearer plants		-	-
(i) Financial Assets		-	-
(i) Investments		-	-
(ii) Trade receivables		-	-
(iii) Loans		-	-
(iv) Others (to be specified)		-	-
(j) Deferred tax assets (net)		-	-
(k) Other non-current assets	5	-	-
(2) Current assets			
(a) Inventories		-	-
(b) Financial Assets		-	-
(i) Investments	6	9.03	13.80
(ii) Trade receivables		-	-
(iii) Cash and cash equivalents	7	0.51	2.06
(iv) Bank balances other than (iii) above	9	-	-
(v) Loans		-	-
(vi) Others (to be specified)		-	-
(c) Current Tax Assets (Net)		-	-
(d) Other current assets	10	0.29	0.01
(3) Assets Held For Sale	11	2.50	13.93
Total Assets		12.41	36.03
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	12	90.60	90.60
(b) Other Equity	13	(543.44)	(520.70)
LIABILITIES			
(1) Non-current liabilities			
(a) Financial Liabilities		-	-
(i) Borrowings		-	-
(ii) Trade payables		-	-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)		-	-
(b) Provisions	14	0.23	0.25
(c) Deferred tax liabilities (Net)		-	-
(d) Other non-current liabilities		-	-
(2) Current liabilities			
(a) Financial Liabilities		-	-
(i) Borrowings	15	464.69	465.69
(ii) Trade payables		-	-
(iii) Other financial liabilities (other than those specified in item (c))		-	-
(b) Other current liabilities	16	0.34	0.19
(c) Provisions	14	-	-
(d) Current Tax Liabilities (Net)		-	-
Total Equity and Liabilities		12.41	36.03

Accompanying notes forming part of the consolidated financial statements

1 to 39

In terms of our report attached
For **Saini Pati Shah & Co LLP**
Chartered Accountants
FRN : 137904W/W-100622

Pawan Kumar Jain
Partner
Membership No. 418772
UDIN : 23418772BGSFCR6907
Place : New Delhi
Date : 23/05/2023

For & on Behalf of the Board of Directors

Sharad Rastogi
Whole Time Director
DIN:09828931

Vijay Kumar Sharma
Director
DIN:03272034

Pankaj Gupta
Company Secretary

Raman Kumar Mallick
Chief Financial Officer

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2023 (₹ in million)

Particulars	Note No.	Year Ended 31.03.2023	Year Ended 31.03.2022
I Revenue From Operations			
Other Income	17	0.43	0.78
Total Revenue (I)		0.43	0.78
II EXPENSES			
Cost of Material consumed		-	-
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods, stock in trade work in progress		-	-
Employee benefits expense	18	3.09	4.42
Finance costs		-	-
Depreciation and amortization expenses		0.06	0.01
Impairment Loss		4.82	-
Other expenses	19	15.20	4.09
Total expenses (II)		23.17	8.52
III Profit before exceptional items and tax (I-II)		(22.74)	(7.74)
IV Exceptional Items		-	-
V Profit/(loss) before tax (III-IV)		(22.74)	(7.74)
VI Tax expense:		-	0.09
(1) Current tax		-	-
(2) Earlier Year Taxes		-	0.09
(3) Deferred tax		-	-
VII Profit (Loss) for the period from continuing operations (V-VI)		(22.74)	(7.83)
VIII Profit/(loss) from discontinued operations		-	-
IX Tax expense of discontinued operations		-	-
X Profit/(loss) from Discontinued operations (after tax) (VIII-IX)		-	-
XI Profit/(loss) for the period (VII+ X)		(22.74)	(7.83)
XII Other Comprehensive Income		-	-
A Items that will be reclassified to profit or loss			
Exchange differences on translation of foreign operations		-	-
Income tax effect		-	-
Net movement on cash flow hedges		-	-
Income tax effect		-	-
Net (loss)/gain on FVTOCI financial instruments		-	-
Income tax effect		-	-
B Items that will not be reclassified to profit or loss			
Re-measurement gains (losses) on defined benefit plans		-	-
Income tax effect		-	-
Revaluation of property, plant and equipment		-	-
Income tax effect		-	-
XIII Total Comprehensive Income for the period (XI + XII) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		(22.74)	(7.83)
XIV Earnings per equity share (for continuing operation):	0		
(1) Basic		(2.51)	(0.86)
(2) Diluted		(2.51)	(0.86)
XV Earnings per equity share (for discontinued operation):			
(1) Basic		-	-
(2) Diluted		-	-
XVI Earnings per equity share (for discontinued & continuing operations)			
(1) Basic		(2.51)	(0.86)
(2) Diluted		(2.51)	(0.86)

Accompanying notes forming part of the consolidated financial statements

1 to 39

In terms of our report attached
For **Saini Pati Shah & Co LLP**
Chartered Accountants
FRN : 137904W/W-100622

Pawan Kumar Jain
Partner
Membership No. 418772
UDIN : 23418772BGSFCR6907
Place : New Delhi
Date : 23/05/2023

For & on Behalf of the Board of Directors

Sharad Rastogi
Whole Time Director
DIN:09828931

Vijay Kumar Sharma
Director
DIN:03272034

Pankaj Gupta
Company Secretary

Raman Kumar Mallick
Chief Financial Officer

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in million)

Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
(A) CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT/(LOSS) AFTER TAX	(22.74)	(7.83)
ADJUSTMENTS FOR		
Depreciation and Amortisation	0.06	0.01
Impairment Loss	4.82	-
Loss on sale of land	3.23	1.56
Tax Expenses	-	0.09
OPERATING (LOSS) / PROFIT BEFORE WORKING CAPITAL CHANGES	(14.63)	(6.17)
ADJUSTMENT FOR		
Increase/(Decrease) in Other Current Liabilities	0.15	(0.04)
Increase/(Decrease) in Non-Current Provisions	(0.02)	0.12
Decrease/(Increase) in Other Current Assets	5.88	0.06
Decrease/(Increase) in Non-Current Loans and Advances	-	-
CASH (OUTFLOW) / GENERATED FROM OPERATIONS	(8.63)	(6.03)
Income Tax (Paid)/Refund	-	(0.29)
NET CASH USED IN OPERATING ACTIVITIES (A)	(8.63)	(6.30)
(B) CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase) of Property, Plant and Equipment including CWIP	(0.05)	(0.09)
Decrease in Assets Held for Sale	3.37	6.47
Decrease/(Increase) in Other Non Current Assets	4.77	(13.80)
NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES (B)	8.08	(7.41)
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds / (Repayment) from Current Borrowings (Net)	(1.00)	(12.17)
Repayment of Short-term Borrowings	-	-
NET CASH FROM FINANCING ACTIVITIES (C)	(1.00)	(12.17)
(D) NET CHANGES IN CASH & CASH EQUIVALENTS (A+B+C)	(1.55)	(25.88)
(E) CASH & CASH EQUIVALENTS - OPENING BALANCE	2.06	27.95
(F) CASH & CASH EQUIVALENTS - CLOSING BALANCE (Refer Note 11)	0.51	2.06

As per our attached report of even date
For **Saini Pati Shah & Co LLP**
Chartered Accountants
FRN : 137904W/W-100622

Pawan Kumar Jain
Partner
Membership No. 418772
UDIN : 23418772BGSFCR6907
Place : New Delhi
Date : 23/05/2023

For & on Behalf of the Board of Directors

Sharad Rastogi
Whole Time Director
DIN:09828931

Vijay Kumar Sharma
Director
DIN:03272034

Pankaj Gupta
Company Secretary

Raman Kumar Mallick
Chief Financial Officer

SRM ENERGY LIMITED
Consolidated Statement of Change in Equity for the year ended 31st Mar-2023

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

(a) Equity Share Capital	(₹ in million)
Balance as at April 01, 2022	90.60
Change in equity share capital during the year	-
Balance as at March 31, 2023	90.60

(b) Other Equity					
	Reserve and Surplus				
	Capital reserve	General reserve	Retained earnings	Foreign currency translation reserve	Total
Balance as at March 31, 2022	-	-	(520.70)	-	(520.70)
Profit/(Loss) for the year	-	-	(22.74)	-	(22.74)
Other Comprehensive income for the year, net of income tax	-	-	-	-	-
Total Comprehensive income for the year	-	-	-	-	-
Payment of Dividend	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Foreign Currency Translation Reserve	-	-	-	-	-
Transfer to General Reserve	-	-	-	-	-
Balance as at March 31, 2023	-	-	(543.44)	-	(543.44)

Accompanying notes forming part of the
consolidated financial statements

1 to 39

In terms of our report attached
For **Saini Pati Shah & Co LLP**
Chartered Accountants
FRN : 137904W/W-100622

Pawan Kumar Jain
Partner
Membership No. 418772
UDIN : 23418772BGSFCR6907
Place : New Delhi
Date : 23/05/2023

For & on Behalf of the Board of Directors
Sharad Rastogi
Whole Time Director
DIN:09828931

Vijay Kumar Sharma
Director
DIN:03272034

Pankaj Gupta
Company Secretary

Raman Kumar Mallick
Chief Financial Officer

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED

1. Corporate Information

SRM Energy Limited ("the Group") is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013("the 2013 Act"). The group's equity shares are listed on Bombay Stock Exchange(BSE). The Company has been engaged in setting up Thermal power project in its wholly owned subsidiary. The registered office of the group situated at 21, Basant Lok Complex, Vasant Vihar, New Delhi-110057. The group's parent and ultimate holding Company is Spice Energy Pvt. Ltd.

2. Significant Accounting Policies

2.1 Statement of Compliance

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

2.2 Basis of preparation and consolidation

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

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

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

The principal accounting policies are set out below.

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

The consolidated financial statements incorporate the financial statements of the holding company and its subsidiaries. Control is achieved when the group:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

All intra group assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Companies included in Consolidation

Name of the consolidated entity	Country of Incorporation	Nature of Interest	% of Interest
SRM Energy Tamilnadu Pvt. Ltd. (i.e. SETPL)	India	Subsidiary	100

2.3 Property, plant and equipment [PPE]

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

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

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

2.4 Capital Work in Progress:

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

2.5 Depreciation

Depreciation has been provided following Written Down Value Method based on life assigned to each asset in accordance with Schedule II of the Companies Act, 2013, unless stated otherwise.

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

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

2.6 Goodwill

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

2.7 Impairment of Assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/ external factors. An impairment loss is

recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price & value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

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

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

2.8 Borrowing costs

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

2.9 Leasing

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

2.10 Foreign Currencies

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

2.11 Employee benefits

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

Statement of Profit & Loss in the period in which the service is rendered.

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

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

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

2.12 Investments

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

2.13 Provisions and Contingent Liabilities

Provisions

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

Contingent liability

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

2.14 Taxation

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

- (ii) Deferred tax resulting from "timing differences" between book and taxable profit is measured using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.
- (iii) At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognizes, unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised. The carrying amount of deferred tax assets are reviewed at each balance sheet date. The company write-down the carrying amount of a deferred tax asset to the

extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

2.15 Earnings per share

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

2.16 Cash flow statement

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

3 Property, Plant and Equipment

Particulars	Land	Computer	Total	Previous year
Gross Block				
As at 01.04.2022	-	0.63	0.63	0.55
Add: Transferred as per the said Scheme	-	-	-	-
Additions during the year	-	0.05	0.05	0.09
Sales/(discarded) during the year	-	-	-	-
Less: Assets Classified as Assets held for Sale	-	-	-	-
As at 31.03.2023	-	0.69	0.69	0.63
Depreciation				
As at 01.04.2022	-	0.55	0.55	0.54
Add: Transferred as per the said Scheme	-	-	-	-
Provided during the year	-	0.06	0.06	0.01
Adjusted for Last Financial Year	-	-	-	-
On Sale/adjustment	-	-	-	-
As at 31.03.2023	-	0.61	0.61	0.55
Impairment Loss				
As at 01.04.2022	-	-	-	-
Charge for the year	-	-	-	-
As at 31.03.2023	-	-	-	-
Net Block				
As at 01.04.2022	-	0.00	0.00	0.08
As at 31.03.2023	-	0.07	0.07	0.08

Depreciation and Amortisation for the year	0.06	0.01
Less: Transferred to Preoperative expenses pending allocation	-	-
Depreciation & Amortisation as per Profit and Loss Account	0.06	0.01

	As on 31.03.2023 ₹ million	As on 31.03.2022 ₹ million
Transitional Depreciation (Refer Note 2.7)	-	-
Less: Transferred to Preoperative expenses pending allocation	-	-
Depreciation & Amortization as per Profit and Loss Account	-	-

4 Capital work in Progress

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

Particulars	As on 31.03.2023 (₹ in million)
Balance as at 31.03.2022	-
Less: Provision for an Impairment Loss	-
Balance as at 31.03.2023	-

5 Other non-current assets	As at 31.03.2023 (₹ in million)	As at 31.03.2022 (₹ in million)
a <u>Capital Advances</u>		
Doubtful	-	-
	-	-
Less:Provision for Doubtful advances	-	-
	-	-
b <u>Other Loans & Advances</u>		
Unsecured Considered good		
Deposit for Income Tax Appeal	-	-
Balance with Revenue authorities`	-	-
	-	-
Total (a+b)	-	-
6 Investments	As at 31.03.2023 (₹ in million)	As at 31.03.2022 (₹ in million)
SBI Mutual Funds	8.24	13.14
Gain/(Loss) on Investment	0.79	0.66
	9.03	13.80
Current Assets	As at 31.03.2023 (₹ in million)	As at 31.03.2022 (₹ in million)
7 Cash and Cash Equivalents		
Cash in Hand	0.01	0.01
Balances with Banks in Current Account	0.51	2.05
	0.51	2.06

8 Notes to the financial statements for the year ended 31 March 2023
Ratio's

Sr. No.	Ratio	Numerator / denominator	31-Mar-23		31-Mar-22		% Change from 31 March 2022 to 31 March 2023	Explanation for change in the ratio by more than 25% as compared to the ratio of preceding year
1	Current ratio	= Current assets	9.83	0.021	22.02	0.047	55%	Change in Ratio due to reduction in Cash and Cash Equivalents
		= Current liabilities	465.03		465.88			
2	Debt - Equity ratio	= Total debt	NA	NA	NA	NA	NA	NA
		= Shareholder's equity	NA	NA	NA	NA		
3	Debt Service Coverage ratio	= Earnings available for debt service *	NA	NA	NA	NA	NA	NA
		= Debt service ^	NA	NA	NA	NA		
4	Return on Equity ("ROE")	= Net profits after taxes - Preference dividend	(22.74)	0.052	(7.74)	0.018	-184%	Due to reduction in Shareholder's Equity this variation arised.
		= Average shareholder's equity	(441.47)		(426.19)			
5	Inventory Turnover Ratio	= Cost of goods sold	NA	NA	NA	NA	NA	NA
		= Average inventory	NA	NA	NA	NA		
6	Trade receivables turnover ratio	= Net credit sales	NA	NA	NA	NA	NA	NA
		= Average accounts receivable	NA	NA	NA	NA		
7	Trade payables turnover ratio	= Total purchases	NA	NA	NA	NA	NA	NA
		= Average accounts payable	NA	NA	NA	NA		
8	Net capital turnover ratio	= Net sales	NA	NA	NA	NA	NA	NA
		= Working capital	NA	NA	NA	NA		
9	Net profit ratio	= Net profit after tax	NA	NA	NA	NA	NA	NA
		= Net sales	NA	NA	NA	NA		
10	Return on capital employed	= Earning before interest and taxes	(22.74)	0.050	(7.74)	0.018	-179%	Reduction in Net Worth caused this variation.
		= Capital employed #	(452.62)		(429.85)			
11	Return on investment	= Income from Current Investment	0.43	0.04	0.78	0.04	2%	NA
		= Average Invested Funds in Current Investment	11.41		20.18			

* Earnings available for debt service = Net profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest.

^ Debt service = Interest and lease payments + Principal repayments

Capital employed = Tangible networth + Total debt

	As at 31.03.2023 (₹ in million)	As at 31.03.2022 (₹ in million)
9 Bank Balance other than Cash and Cash Equivalents		
Balances with Banks in Fixed Deposit Account	0.00	0.00
	0.00	0.00
10 Other Current Assets		
a Capital Advances		
Doubtful	6.01	6.01
	6.01	6.01
Less: Provision for Doubtful advances	6.01	-
	-	6.01
	0.00	0.00
* Amount of Rs. 6.01 Millions as shown as Capital Advance has now been provided for, as the management has the opinion that recovery of this advance is doubtful.		
b Other Loans & Advances		
Unsecured Considered good		
Deposit for Income Tax Appeal	-	-
Advance recoverable in cash or kind	0.01	0.01
Balance with Revenue authorities`	0.28	0.15
Other Receivables	-	-
	0.29	0.16
Total (a+b)	0.29	6.17
11 Assets held for Sale		
Value as on 01.04.2022	-	-
Add: Assets Classified as Assets held for sale during the year	13.93	21.96
Less: Assets Sold/ Discarded during the year	11.42	8.03
Less: Provision for Impairment Loss	-	-
Value as on 31.03.2023	2.50	13.93
12 Equity Share Capital		
	As at 31.03.2023	As at 31.03.2022
Authorised Shares	No. million ₹ million	No. million ₹ million
Equity Shares of ₹10/- each	11.30 113.00	11.30 113.00
	11.30 113.00	11.30 113.00
Issued, subscribed and paid up		
Equity Shares of ₹10/- each fully paid up	9.06 90.60	9.06 90.60
	9.06 90.60	9.06 90.60
12.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period		
Equity Shares		
At the beginning of the year	9.06 90.60	9.06 90.60
Issued during the year	- -	- -
Outstanding at the end of the year	9.06 90.60	9.06 90.60

12.2 6.45 million (Previous year 6.45 million) Equity Shares are held by the Holding Company - Spice Energy Pvt. Ltd.

12.3 Details of shareholders holding more than 5% shares in the Company

	As at 31.03.2023		As at 31.03.2022	
	No. million	% holding	No. million	% holding
Equity Shares of ₹ 10 each fully paid up held by Spice Energy Pvt. Ltd., the holding company	6.45	71.19%	6.45	71.19%
	6.45	71.19%	6.45	71.19%

12.4 Terms / rights attached to equity shares

The company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

13 Other Equity

Retained earnings

Surplus/(Deficit) in the Statement of Profit and Loss

	As at 31.03.2023 (₹ in million)	As at 31.03.2022 (₹ in million)
Balance as per last financial statements	(520.70)	(512.87)
(Loss) for the Current Year	(22.74)	(7.83)
Balance at the end of the year	(543.44)	(520.70)

14 Provisions

	Non-Current		Current	
	As at 31.03.2023 ₹ million	As at 31.03.2022 ₹ million	As at 31.03.2023 ₹ million	As at 31.03.2022 ₹ million
Provision for employee benefit				
Provision for Gratuity (Refer Note no.22)	0.23	0.25	-	-
Provision for Leave Encashment	-	-	0.00	0.00
Provisions for Expenses	-	-	0.00	0.00
Provision for Income Tax	-	-	0.20	-
	0.23	0.25	0.20	0.00

15 Borrowings

Current

(Unsecured & repayable on demand)

Loan from Related party (Refer Note 23)

	As at 31.03.2023 (₹ in million)	As at 31.03.2022 (₹ in million)
- Inter Corporate Deposit from related party	-	-
- Loan From Directors and Relatives of Director	432.66	432.66
- Spice Energy Private Limited	32.03	33.03
	464.69	465.69

16 Other Current Liabilities

	As at 31.03.2023	As at 31.03.2022
Sundry Creditors for Expenses	0.23	0.14
Other Liabilities	0.04	0.06
Short Term Provision	0.07	-
	0.34	0.19

	Year Ended 31.03.2023 (₹ in million)	Year Ended 31.03.2022 (₹ in million)
17 Other Income		
Liability No Longer Required Written Back	-	-
Interest on income tax refund/TDS written off recovered	-	-
Interest on Fixed deposit	-	-
Gain/(Loss) on Investment	0.43	0.78
	<u>0.43</u>	<u>0.78</u>
	<u>0.43</u>	<u>0.78</u>
18 Employee Benefit expenses		
Salaries	3.12	4.18
Gratuity (refer note no. 18)	(0.05)	0.13
Leave Encashment	0.02	0.11
	<u>3.09</u>	<u>4.42</u>
	<u>3.09</u>	<u>4.42</u>
19 Other Expenses		
Advertisement Expenses	0.04	0.11
Auditors' Remuneration	0.21	0.21
Brokerage Expenses	0.07	0.13
Postage, Telephone, Telex & Courier Charges	0.01	0.00
Printing and Stationery Expenses	0.05	0.06
Bank Charges	0.00	0.00
Electricity Expenses	0.13	-
Repair and Maintenance	1.35	-
Legal and Professional Charges	2.77	0.44
Rates & Taxes	0.01	0.01
Travelling & Conveyance Expenses	0.59	1.01
Annual Listing Fees	0.42	0.42
Miscellaneous Expenses	0.30	0.14
Loss on sale of land	3.23	1.56
Provision for Doubtful Advances	6.01	-
Unutilized InputGST Reversed	0.03	-
	<u>15.20</u>	<u>4.09</u>
	<u>15.20</u>	<u>4.09</u>
20 Extra-ordinary Items		
Liability No Longer Required Written Back(*)	-	-
	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>

(*) Provision created of unclaimed liability of one of the employees more than 3 years engaged with the company in early years.

21 Capital and other commitments

- i) Estimated amount of contract remaining to be executed on capital account net of advances paid as at 31/03/2023 : Nil and as at 31/03/2022 : Nil
- ii) For commitment relating to lease arrangements, please Refer Note 21 below.

22 Contingent Liabilities:

Disputed dues of Income tax due to non/late deposit of TDS for the assessment years 2008-09 to 2014-15: ₹ 0.07 million/- (Previous year - 0.02 million)

23 DISCLOSURE OF "EMPLOYEE BENEFITS" are as follows:

Defined Benefits Plans

Gratuity

Actuarial Assumptions	2022-23	2021-22
Discount Rate (Per Annum)	6.84%	6.84%
Rate of increase in compensation levels (Per Annum)	5%	5%
Expected average remaining lives of the employees (in no of years)	15	15
Attrition Rate	2%	2%

Particulars	₹ million	₹ million
	2022-23	2021-22
Change in Present Value of Obligation		
I Present value of defined benefits obligation as at the beginning of the year	0.30	0.06
Net Liability/Asset transferred out		
Interest Cost		
Current Service Cost	(0.02)	0.13
Benefits Paid	-	-
Actuarial (Gain) / loss on obligation		
Present value of defined benefits obligation as at the end of the year	0.28	0.19
II Amount recognised in the Balance Sheet		
Liability at the end of the year	0.28	0.19
Fair Value of Plan Assets at the end of the year		
Amount recognised in the Balance Sheet	0.28	0.19
III Expenses recognised in the Pre-operative Expenses / Statement of Profit and Loss		
Current Service Cost	(0.02)	0.13
Past Service Cost	-	-
Interest Cost	-	-
Expected Return on Plan Assets		
Net Actuarial (Gain)/Loss Recognised in the year	-	-
Total expenses recognised in the Preoperative Expenses / Statement of Profit and Loss	(0.02)	0.13
IV Balance Sheet Reconciliation		
Liability at the beginning of the year	0.30	0.06
Net Liability/Asset transferred out	-	-
Expenses as above(Refer Point III)	(0.02)	0.24
Employers' Contribution		
Amount recognised in the Balance Sheet	0.28	0.30

V Disclosures as required under Para 120(n):

Particulars	2022-23	2021-22	2020-21	2019-20	2018-19
Present Value of defined benefit obligation	0.28	0.30	0.06	0.01	0.01
Fair Value of plan Asset	-	-	-	-	-
Surplus / (Deficit) in the Plan	(0.02)	0.24	0.05	(0.01)	(0.01)
Experience adjustment on liability {loss/(gain)}	(0.02)	0.24	0.05	(0.01)	(0.01)

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

24 Segment Reporting :

The Company is in the process of setting up Thermal power project in its wholly owned subsidiary, which at present, constitutes its single operating segment. Therefore, there is no disclosure as per Ind AS-108 on 'Segment Reporting'.

25 Related Party Transactions as per Ind AS 24 :

A. List of Related Parties

- 1) **Holding Company:**
Spice Energy Pvt. Ltd
- 2) **Enterprises over which key management personnel and relatives of such personnel exercise significant influence**
Sovinchem Industries LLP
- 3) **Key Management Personnel :**

Mr. Vishal Rastogi	Managing Director - Resigned
Mr. Sharad Rastogi	Director - Appointed
Mr. Raman Kumar Mallick	Chief Financial Officer
Mr. Suvindra Kumar	Company Secretary - Resigned
Mr. Pankaj Gupta	Company Secretary
- 4) **Relatives of Key Management Personnel**
Mr. Gagan Rastogi (Relative of Mr.Vishal Rastogi)

B. Transactions with Related Parties

Particulars	Holding Company		Key Management Personnel and Relatives of Key Management Personnel*		Enterprise in which key management personnel and their relatives exercise significant influence	
	2022-23	2020-21	2022-23	2020-21	2022-23	2020-21
Amount paid pursuant to Scheme	-	-				
Loans Repaid	1.00	3.46	11.48	-	0.70	0.30
Interest Paid		-	-	-	-	
Share Application Money Pending Allotment	-	-	-	-	-	-
Loan Payable	32.02	33.02	432.66	444.14	-	0.70

* Loan taken includes Loan taken from Mr. Vishal Rastogi amounting to Rs. 7.76 Millions and Loan payable includes Loan payable to Mr. Gagan Rastogi amounting to Rs. 432.66 Millions (432.66 Millions) and Mr. Vishal Rastogi amounting to Rs. 11.48Millions (Rs. 3.72Million)

26 Disclosure in respect of Operating Leases:

- (a) The Company has entered into cancellable / non-cancellable leasing agreement for office premises renewable by mutual consent on mutually agreeable terms.

₹ in million

Particulars	Lease Rental Debited to Statement of Profit and Loss (Cancellable and Non cancellable)	Future Minimum Lease Rentals		
		Less Than 1 Year	Between 1 to 5 Years	More than 5 Years
Office Premises	-	-	-	-

Total lease payments recognised in Statement of Profit and loss / pre operative expenses during the year was Nil (Previous Year : ₹ 0.10 million)

27 Earnings Per Share (EPS):

Particulars	For the year 31.03.2023 ₹ in million	For the year 31.03.2022 ₹ in million
Net Loss as per Statement of Profit and Loss (in ₹)	(22.74)	(7.83)
Weighted average number of equity shares (par value of ₹10/- each)	9.06	9.06
Earnings per share (Face value of ₹ 10/- each)- Basic and Diluted (in ₹)	(2.51)	(0.86)

28 Deferred Tax:

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

29 Discontinuing Operations :

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

- 1) SRM Energy Tamilnadu Private Limited (the Company), wholly owned subsidiary of SRM Energy Limited, is a private company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is in the process of setting up of the Thermal Power Project of 3 X 660 MW i.e. 1980 MW capacity in Tamilnadu. The said power project is still in Pre-operative stage and no expenses have been charged to Statement of Profit and Loss.
- 2) As the Company, at present, is operating in single segment viz. setting up of Thermal power project, only as per Ind AS-108 on 'Segment Reporting', the disclosure as required by Ind AS-108, Segment Reporting is not applicable;
- 3) At the meeting of Board of directors of SRM Energy limited (Holding Company) held on March 09, 2015, resolution has been passed to sale/ dispose off the Power Plant of its subsidiary viz. SRM Energy Tamilnadu Private Limited, subject to the necessary approvals from the shareholders and other statutory authorities.
- 4) Since, the company is yet to find the proposed buyer, it is not possible to determine the date or period in which discontinuance is expected to be completed.
- 5) Since the company is in pre-operative stage, there was no revenue or profit attributable to the ordinary activities carried on by the company. The expenses and losses, incurred during the year are not being charged to the Profit and Loss account and the same are being considered under Capital Work-in-progress for pending allocation.
- 6) The amounts of net cash flows attributable to the operating, investing and financing activities of the discontinuing operation during the current financial reporting period are Rs. (5.83) millions, Rs. 29.30 millions and Rs. (0.94) millions respectively.

30 Going Concern

The Group's net worth has been significantly reduced and it has been incurring cash losses and the Subsidiary Company has infused funds by way of unsecured loan and is committed to provide necessary funding to meet the liabilities and future running expenses of the Group. Further, the Board of Directors of the SRM Energy Limited ("the Holding Company") have obtained requisite approval from the shareholders to sale/transfer, assign, deliver or otherwise dispose off the Land for the Power plant admeasuring 215.14 acres currently in the name of its wholly owned subsidiary, the subsidiary Company sold its land admeasuring 191.74 acres for Rs. 43.73 million till the end of current financial year and the sale proceeds as received is being used to partially settle the pending loan of the subsidiary Company. As on 31st March, 2023 approx 11% of the land are unsold, in view of this aforesaid the accounts have been prepared under going concern basis.

- 31 Pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013, read with rule 5 of Companies (Accounts) Rules, 2014, Salient features of the financial statement of its subsidiary are as follows:-

Name of the subsidiary	SRM Energy Tamilnadu Pvt. Ltd.
Particulars	₹ million
Date Since when Subsidiary was acquired	10/18/2013
Reporting Period for the subsidiary concerned, if different from the holding Company's reporting period	N.A.
Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	N.A.
Equity Share Capital	13.20
Other Equity	(419.57)
Total Assets	26.49
Total Liabilities	432.86
Investment	-
Turnover	0.43
Profit/(Loss) before Taxation	(19.16)
Provision for Taxation	-
Profit/(Loss) after Taxation	(19.16)
Proposed Dividend	-
% of Shareholding	100%

32 Particulars of Derivative Instruments as at March 31, 2023:

- i) No derivative instruments are acquired for hedging purposes.
- ii) No derivative instruments are acquired for speculation purposes
- iii) Foreign currency exposures that are not hedged by derivative instruments or otherwise are :
- Capital advance of USD 0.10 million (previous year USD 0.10 million)

- 33 Based on the information available with the company, both the balances due to Micro & Small Enterprises as defined under the MSMED Act, 2006 and interest paid /payable during the year under the terms of said act under the terms of MSMED Act are Nil (previous year nil). The auditors have relied upon in respect of this matter.
- 34 In the opinion of the management, the realizable value of Current Assets, loans and Advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and provision for all known and determined liabilities are adequately made.
- 35 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary/ Associates/ Joint Ventures.

Name of the Company	Net Assets i.e. total assets minus total liabilities		Share in Profit / (Loss)	
	As % of consolidated net assets	Amount (₹ in Millions)	As % of consolidated profit and loss	Amount (₹ in Millions)
Parent				
SRM Energy Limited	7%	(33.28)	92%	(3.58)
Subsidiary (Indian)				
SRM Energy Tamilnadu Pvt. Ltd.	90%	(406.37)	-88%	(19.16)
Adjustments arising out of consolidation	3%	(13.20)		(0.00)
Consolidated Net Assets/ Profit after Tax		(452.85)		(22.74)

- 36 Previous year figures have been regrouped and rearranged wherever necessary. to make them comparable to those for the current year. Figures in bracket indicate previous year's figures.
- 37 During the year the liabilities relating to the leave encashment has been calculated and fully paid up. Further no provisions has been created for the same as the leave encashment policy has been abolished, effective from 01st April, 2018
- 38 Also, demand raised by the Income Tax office Rs.0.60 lacs for the AY 2003-04, Rs.45.88 lacs for the AY 2007-08 and Rs.3.81 lacs for the AY 2009-10. In response of these demands of Rs.50.29 lacs, a suitable reply along with respective challans have been submitted by the Company to the Income Department.
39. As on the end of the reporting year, the WOS has sold the land admeasuring 191.40 acres for Rs. 43.73 Million. Out of these sale proceeds Rs. 13.41 million has been utilised to settle the pending loan of the Company and the WOS and Rs. 3.32 million has been spent on the statutory, administrative, legal and other expenses as per the approval obtained from the shareholders through postal ballot on April 15, 2021 and the remaining amount is lying in Cash & Cash equivalent and in the Mutual Fund (debt fund). As on 31st March, 2023 11% (approx.) of the land are unsold.

Figures are rounded off to the million. '@' represents figures less than Rs. 5,000 which have been shown at actual in brackets with @.

As per our attached report of even date
For **Saini Pati Shah & Co LLP**
Chartered Accountants
FRN : 137904W/W-100622

Pawan Kumar Jain
Partner
Membership No. 418772
UDIN : 23418772BGSFCR6907
Place : New Delhi
Date : 23/05/2023

For & on Behalf of the Board of Directors

Sharad Rastogi
Whole Time Director
DIN:09828931

Vijay Kumar Sharma
Director
DIN:03272034

Pankaj Gupta
Company Secretary

Raman Kumar Mallick
Chief Financial Officer

SHAREHOLDER'S INSTRUCTIONS FOR E-VOTING

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on September 25, 2023 at 09:00 A.M. and ends on September 27, 2023 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2023 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 abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdEasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or 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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

(v) **Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.

(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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; satish@forecoreprofessionals.com and to the Company at cs@srmenergy.in, 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/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- Members holding shares in physical mode and whose email address is not

registered with the Company / RTA, may register the same by completing their KYC in terms of SEBI circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023. Members may download KYC forms by following link: <http://www.srmenergy.in/Home/InvestorRelations>. (For more details please refer para 8 on page No. 2 of this report)

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33



SRM ENERGY LIMITED

CIN: L17100DL1985PLC303047

Regd. off: 21, Basant Lok Complex, Vasant Vihar, New Delhi-110057

Phone: +91 (11) 41403205

Email: info@srmenergy.in & cs@srmenergy.in, Web: www.srmenergy.in

PROXY FORM

Proxy Form MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID :

I/We, being member(s) of SRM Energy Limited ("the Company") and hold _____ equity shares of the Company, hereby appoint,

- Name : _____ Address: _____
E-mail: _____ Signature: _____, or failing him
- Name : _____ Address: _____
E-mail: _____ Signature: _____, or failing him
- Name : _____ Address: _____
E-mail: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Thursday, the 28th day of September, 2023 at Executive Club, Dolly Farms & Resorts, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074 at 09:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

- To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, the Auditor's Report and the Board's Report thereon.
- To appoint a Director in place of Mr. Vijay Kumar Sharma (DIN: 03272034), who retires by rotation and being eligible, offers himself for reappointment.

Special Business:

- To regularize the appointment of Mr. Sharad Rastogi (DIN: 09828931) as a Director of the Company.
- To Appoint Mr. Sharad Rastogi (DIN: 09828931) as a Whole-Time Director.

Signed this ____ day of _____ 20 ____.

Affix Revenue Stamp

Signature of shareholder _____ Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

----- Cut Here -----



ATTENDANCE SLIP

SRM ENERGY LIMITED

CIN: L17100DL1985PLC303047

Regd. off: 21, Basant Lok Complex, Vasant Vihar, New Delhi- 110057

Phone: +91 (11) 41403205, Email: info@srmenergy.in & cs@srmenergy.in, Web: www.srmenergy.in

36th ANNUAL GENERAL MEETING

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE AGM PREMISES.

I/We hereby record my/our presence at the 36th Annual General Meeting of the Company to be held on Thursday, the 28th day of September, 2023 at Executive Club, Dolly Farms & Resorts, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074 at 09:00 A.M.

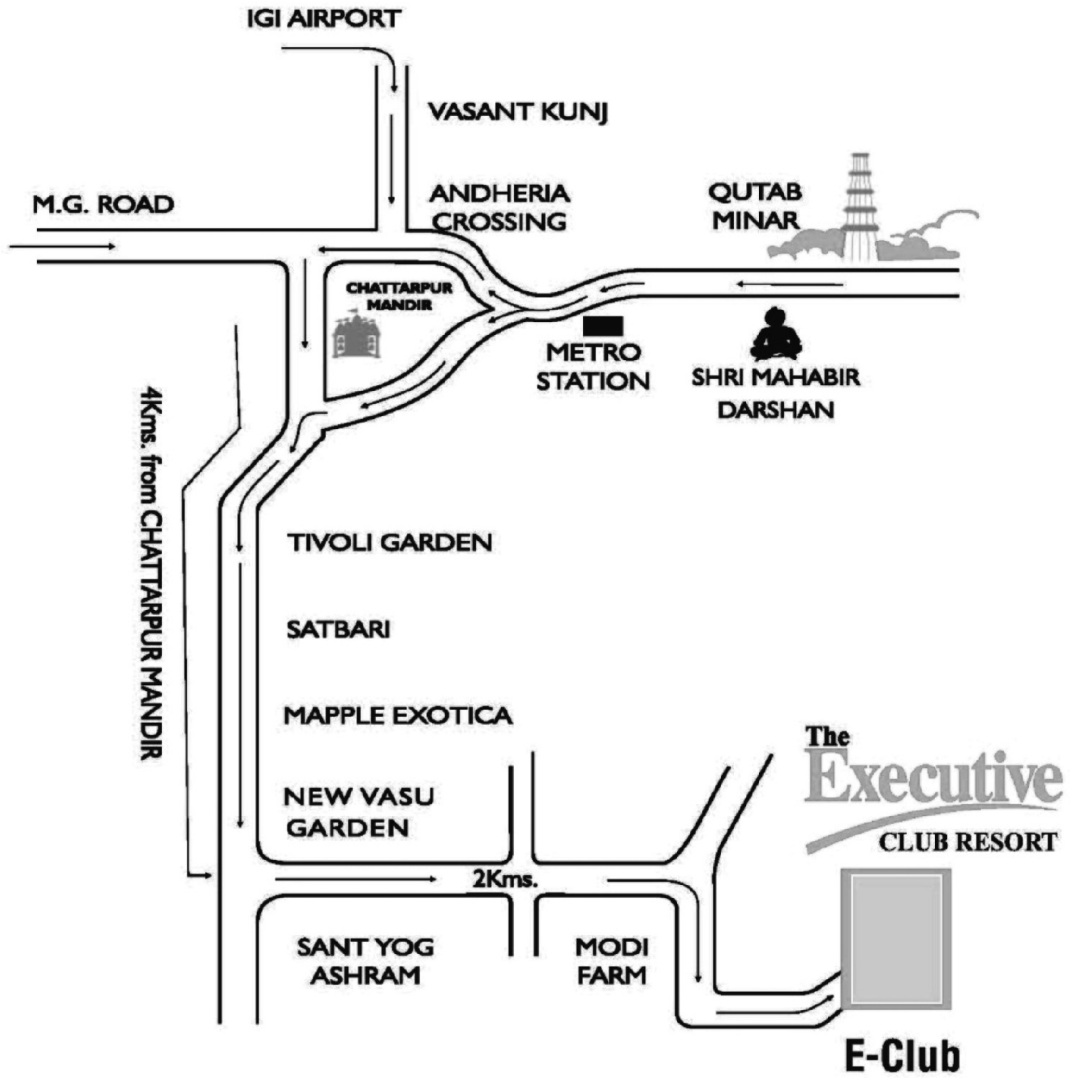
Name(s) of the Shareholder(s) or Proxy (in Block Letters)	No. of Shares held	Registered Folio/ Client ID No. / DP ID No.

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

**Signature/s of the Shareholder/s /or
Proxy/ Authorized Representative**
(To be signed at the time of handing over the slip)

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

ROUTE MAP OF THE AGM VENUE



SRM ENERGY LIMITED
21, Basant Lok Complex,
Vasant Vihar, New Delhi- 110057