

NOTICE

NOTICE is hereby given that 14th Annual General Meeting of the members of SRM Energy Tamilnadu Private Limited will be held on Tuesday, the 27th September, 2022 at 11:00 A.M. at the Registered Office of the Company i.e., 21, Basant Lok Complex, Vasant Vihar, New Delhi-110057, to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements:

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2022, the Auditor's Report and the Board's Report thereon, by passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2022, the Auditor's Report and the Board's Report thereon be and are hereby considered and adopted."

Item No. 2: Appointment of Mr. Vishal Rastogi (DIN: 02780975) as a director:

To appoint a director in place of Mr. Vishal Rastogi (DIN: 02780975), who retires by rotation and being eligible, offers himself for re-appointment by passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Vishal Rastogi (DIN:02780975), 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. Parshant Chohan (DIN: 09577754) as Non-Executive and Independent Director of the Company:

To regularize the appointment of Mr. Parshant Chohan (DIN: 09577754) as Non-Executive and Independent Director of the Company by passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Parshant Chohan (DIN: 09577754) who was appointed as an additional director of the Company in the capacity of Non-Executive and Independent Director by the Board of Directors with effect from May 18, 2022, 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 Non-Executive and Independent Director for a term of five consecutive years effective from May 18, 2022 till May 17, 2027 and shall not be liable to retire by rotation."

By Order of the Board

V. Rastogi
(Vishal Rastogi)
Director
DIN:02780975



Date: August 10, 2022
Place: New Delhi

SRM ENERGY TAMILNADU PRIVATE LIMITED (CIN No: U40105DL2008PTC280425)

Registered Office:

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

Phone: +91-11-41403205

Email: info@srmenergy.in Web: www.srmenergy.in

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT 21, BASANT LOK COMPLEX, VASANT VIHAR, NEW DELHI-110057 NOT LESS THAN 48 HOURS BEFORE THIS ANNUAL GENERAL MEETING. A FORM OF PROXY IS GIVEN AT THE END OF THIS ANNUAL REPORT.**
*
2. All documents and statutory registers required to be kept for inspection or referred to in the accompanying notice are open for inspection at the Registered Office of the Company during the office hours on all working days except Saturday, Sunday and the Public holidays between 10.00 A.M. and 12.00 Noon up to the date of the Annual General Meeting ('AGM').
3. Members should bring filled in attendance slips for attending the meeting along with their copies of annual report.
4. Corporate members are requested to send their representatives along with a certified copy of the Board resolution passed under Section 113 of Companies Act, 2013.
5. The Route map is enclosed with the notice of the AGM.

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 of the accompanying Notice dated August 10, 2022:

The Board of Directors had appointed Mr. Parshant Chohan as the Additional Director in the capacity of Non Executive & Independent Director of the Company pursuant to the provisions of the Companies Act, 2013 read with Articles of Association of the Company with effect from May 18, 2022. He will hold office up to the date of ensuing Annual General Meeting.

In pursuance of the provisions of Section 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Parshant Chohan being eligible and offering his appointment, is proposed to be appointed as an Independent Director for a period up to May 17, 2027, not liable to retire by rotation. The Company has received a notice in writing from a member signifying its intention to propose the candidature of Mr. Parshant Chohan for the office of Independent Director of the Company under the provisions of Section 160 of the Companies Act, 2013.

Further, In the opinion of the Board, Mr. Parshant Chohan fulfills the conditions specified for his appointment as Independent Director of the Company as per the Companies Act, 2013, and rules made thereunder, moreover Mr. Parshant Chohan is also an Independent to the management of the Company.

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

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

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

Mr. Parshant Chohan has more than three years of professional experience in the Corporate Sector. He is a law graduate and also holds Master's degree in Commerce.

The Details as required under the provisions of the Secretarial Standard-2, as issued by Institute of Companies Secretaries of India, in case of appointment of a Director are as follows:

Name of Director	Mr. Parshant Chohan
DIN	09577754
Brief Resume and Nature of his expertise in specific functional areas	Mr. Parshant Chohan was appointed as an Additional Director in the capacity of Non-Executive and Independent Director on the Board w.e.f. May 18, 2022. He is master's in commerce from IGNOU and also obtained the degree in Law from Chaudhary Charan Singh University. He has professional experience of more than 3 years of working in the Corporate Sector.
Date of Birth	February 14, 1989
Qualifications	Bachelor's in Law from Chaudhary Charan Singh University M. COM from IGNOU
Terms and conditions of Re-appointment	In terms of Section 161(1) of the Act, Mr. Parshant Chohan holds office only up to the date of the forthcoming AGM but is eligible for

	<p>appointment as a director.</p> <p>A notice under Section 160 (1) of the Companies Act, 2013, has been received from a Member signifying its intention to propose the appointment of Mr. Parshant Chohan as a Director of the Company, subject to approval of the Members in the ensuing annual general meeting. His office shall not be liable to retire by rotation.</p> <p>The above Director has given declaration to the Board that he meets the criteria of Independent Director as per the provisions under Section 149(6) of the Companies Act, 2013.</p>
Details of Remuneration and remuneration last drawn	NIL
Date of first appointment in the Board	May 18, 2022
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel (if any)	NA
Number of Meetings of the Board attended during the year	N.A.
Details of other Directorships in other Companies	SRM Energy Limited
Details of Membership/Chairmanship of Committees of the Boards in other Companies	Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship of SRM Energy Limited

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

Having regard to his qualifications, knowledge and experience his appointment as an independent director will be in the interest of the Company.

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

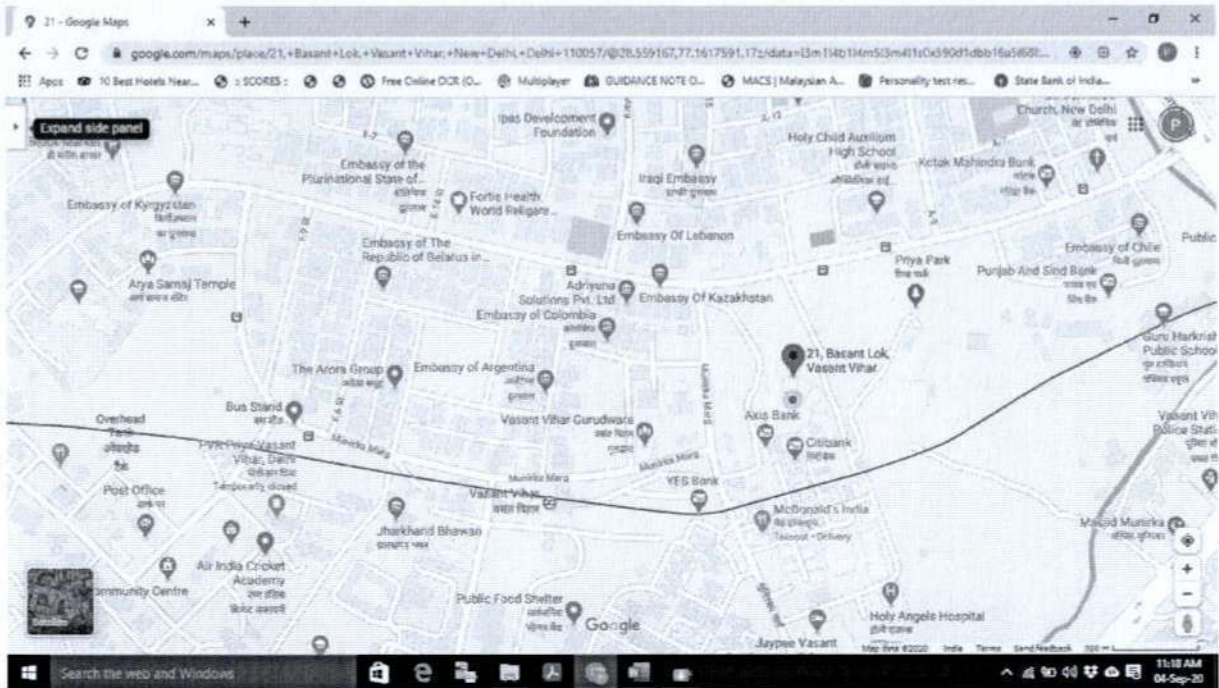
By Order of the Board

V. Rastogi
(Vishal Rastogi)
Director
DIN:02780975



Place: New Delhi
Date: August 10, 2022

ROUTE MAP OF AGM VENUE



BOARD'S REPORT

To,
The Members of **SRM Energy Tamilnadu Private Limited**

Your Directors present the Board's Report (prepared on the basis of standalone Financial Statements) of your Company together with the Audited Annual Financial Statements and the Auditors' Report for the financial year ended 31st March, 2022.

FINANCIAL HIGHLIGHTS

The Summary of the financial highlights for the year under-reporting is as below:

(Amount in Rs.)

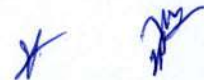
Particulars	2021-22	2020-21
Revenue from Operations	-	-
Other Income	7,81,373	12,08,210
Total Income	7,81,373	12,08,210
Employee benefit expense	6,49,798	-
Depreciation and amortization expenses	10,935	-
Other Expenses	29,61,949	20,46,22,954
Total Expenses	36,22,682	20,46,22,954
Net Profit Before Tax	(28,41,309)	(20,34,14,744)
Current Tax	-	1,96,603
Earlier year Tax	90,995	-
Deferred Tax	-	-
Net Profit After Tax	(29,32,304)	(20,36,11,347)
Earnings Per share		
Basic	(2)	(154)
Diluted	(2)	(154)

STATE OF COMPANY'S AFFAIRS

The company had obtained approval of the shareholders for the sale of land of the power project admeasuring 215.1450 acres to use such sale proceeds to settle the loan obtained by the Company and also to meet the statutory, legal and administrative expenses of it and of the parent Company. In due course, such approval was suitable altered with the permission of the shareholder to meet the emerging situation of the Company.

Till the end reporting year, the Company has sold 159.435 acres of land, for Rs. 4.03 Crores (approx.) and out of these proceeds, the Company has repaid Rs. 167.45 Lacs as outstanding loan and has spent Rs. 118.18 Lacs on account of administrative, statutory and legal expenses of it and of the parent Company, the balance amount of either in mutual funds and lying in the banks account of the Company.

Overall, the project of the Company has been in the status of abandoned.



Further during the financial year ended March 31, 2022, the Company suffered a loss of Rs. 29,32,304/- as compared to Rs. 20,36,11,347/- in the previous financial year and the Net worth of the Company has been reduced to Rs. (38,72,05,399)/- as compared to Rs. (38,42,73,095)/- in the previous financial year, the total expenses of Rs. 36,22,682/- has been reported for this year, which was Rs. 20,46,22,954/- in the previous year.

CHANGE IN NATURE OF BUSINESS, IF ANY

During the financial year 2021-22, there was no change in the nature of the Business conducted by the Company.

DIVIDEND

During the financial year 2021-22, your company has not earned any profit and hence no Dividend was declared for the current financial year

TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

As you are made aware earlier in this report that the Company has not recorded income in the reporting financial year, accordingly there is no instance to transfer the income amount to Reserves.

INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY

At present your company does not have any Subsidiary, Associate or Joint Venture Company.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since the Company has not declared dividend in any financial year, the provisions of Section 125 of the Companies Act, 2013 does not apply.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY FROM THE END OF THE FINANCIAL YEAR TILL THE DATE OF THIS REPORT.

There are no material changes or commitments affecting the financial position of the company between the end of financial year and date of the report.



DETAILS OF BOARD DIRECTORS AND CHANGES THEREIN

Composition of Board of Directors of the Company:

The Board of the Company consists of 3 directors as on 31st March, 2022 namely:

- Mr. Vishal Rastogi
- Mr. Vijay Kumar Sharma
- Mr. Shailesh Kumar Singh (till May 18, 2022)

During the current financial year Mr. Shailesh Kumar Singh (DIN: 07688944), Director of the Company has resigned from the Company w.e.f. May 18, 2022 and Mr. Parshant Chohan (DIN: 09577754), was

appointed as an Additional Director of the Company (in the capacity of Non-Executive Independent Director) w.e.f. May 18, 2022.

Reappointment of Directors:

- 1) 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. Vishal Rastogi (DIN: 02780975), Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. The Board recommends to the Shareholders at the ensuing Annual General Meeting for his re-appointment.
- 2) In terms of Section 161 and other applicable provisions of the Companies Act, 2013, Mr. Parshant Chohan (DIN: 09577754), Additional Non-Executive Independent 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. Parshant Chohan as Non-Executive Independent Director of the Company for a term of 5 years beginning from May 18, 2022 till May 17, 2027. A brief resume and other details of Mr. Parshant Chohan has been included in the Notice of the ensuing Annual General Meeting.

Declaration of Independent Directors:

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.

MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2021-22, the Board of Directors met 6 (six) times in accordance with the provisions of the Companies Act, 2013 and rules made thereunder on the following dates:

April 19, 2021; June 28, 2021; August 09, 2021; September 08, 2021; October 29, 2021 and January 31, 2022.

Sl. No.	Name of Director	No. of Meetings held	No. of Meetings attended
1	Mr. Vishal Rastogi	6	5
2	Mr. Vijay Kumar Sharma	6	6
3	Mr. Shailesh Kumar Singh	6	6

The intervening gaps between any two meetings was well within the limits prescribed under Companies Act, 2013.

X

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DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. The directors have prepared the annual accounts on a going concern basis; and
- e. Company being unlisted sub clause (e) of section 134(5) is not applicable.
- f. Proper systems is in place to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDITORS & THEIR REPORT

At the Annual General Meeting held on 29th September, 2020 M/s Saini Pati Shah & Co, LLP, Chartered Accountants (ICAI Firm Registration No. 137904W/W100622) was appointed as Statutory Auditors of the Company for a period of 5 years to hold office till the conclusion of the Annual General meeting to be held in Financial year 2025-26.

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

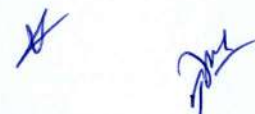
Further, in terms of Section 143(12) of the Companies Act, 2013, no frauds has been reported by the Auditors to the Audit Committee. Also, there is no any adverse remarks, qualifications or observations in the report of the Auditors.

LOANS, GUARANTEES AND INVESTMENTS

The Company has complied with provisions under Section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

During the financial year 2021-22, the Company has not entered into any Related Parties Transaction as defined under Section 188 of the Companies Act, 2013 with related parties as defined under Section 2 (76) of the said Act.



CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

A. Conservation of Energy, Technology Absorption

The Company could not initiate its operations till date due to various reasons, hence no particulars in respect of Conservation of Energy and Technology absorption is available to furnish as per Section 134(3)(m) of the Companies Act, 2013.

B. Foreign Exchange Earnings and Outgo

There were no foreign exchange earnings and outgo during the year under review.

RISK MANAGEMENT

During the financial year under review, the Company does not have any Risk Management Policy as such, however, the Board of Directors are vigilant in identifying any major risks and concerns that threaten the financial position of the Company and take adequate steps to mitigate the same.

SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT

During the financial year, Mr. Satish Kumar Nirankar, was appointed as Secretarial Auditor of the Company.

A secretarial Audit Report in Form No. MR-3 for the financial year 2021-22 given by Secretarial Auditors of the Company is annexed as **Annexure-I** with this report.

DEPOSITS

During the financial year 2021-22, 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 Annual return DPT-3 in this regard.

SHARE CAPITAL

During the financial year 2021-22, there was no change in the structure of the Share Capital of the Company. The Company has neither bought back any of its securities, or issued Shares including Sweat Equity Shares, Bonus Shares, nor has provided any Stock Option Scheme to the employees.

The Authorized Share Capital of the Company as at March 31, 2022 is Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs) divided into 15,00,000 Equity Shares of Rs. 10/- (Rupees Ten) each. Issued & Subscribed Share Capital: The Issued & Subscribed Capital of the Company as at March 31, 2022 is Rs. 1,32,00,000/- (Rupees One Crore Thirty Two Lakhs) divided into 13,20,000 Equity Shares of Rs. 10/- (Rupees Ten) each.

ORDER OF COURT

The Company has not suffered any significant/ material order from any court or tribunal impacting its going concern status and/ or the Company's operation in future.



PROCEEDINGS UNDER THE INSOLVENCY AND BANKRUPTCY CODE

No application was made nor any proceedings is pending under the Insolvency and Bankruptcy Code, 2016 during the year.

DETAILS OF ONE-TIME SETTLEMENT WITH BANKS

The Company has not made any one-time settlement with any Banks or Financial Institutions.

PARTICULARS OF EMPLOYEES

There were no employees in the Company as such whose particulars are required to be given under Section 197 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2013, hence details are not given.

SECRETARIAL STANDARDS

Your Company complies with all the applicable secretarial standards.

SEXUAL HARRASMENT

Your Directors would like to inform that the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, do not apply to the Company as there was no women employee, during the year of reporting.

COST AUDIT

The provisions of Section 148 of the Companies Act, 2013 are not applicable to the Company.

INTERNAL FINANCIAL CONTROL

Considering the fact that the Company is not having business operations, the financial transactions of it are very limited, though your Board ensures the adequacy of internal financial control with reference to the financial statements.

ACKNOWLEDGEMENT

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Shareholders, various other Stakeholders and regulatory authorities during the year under review.

For & on behalf of the Board of Directors

Date: August 10, 2022
Place: New Delhi


(Vishal Rastogi)
Director
DIN: 02780975


(Vijay Kumar Sharma)
Director
DIN: 03272034