



SRM ENERGY LIMITED

**35th Annual Report
2021-2022**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vishal Rastogi
Mr. Vijay Kumar Sharma
Mrs. Tanu Agarwal
Mr. Shailesh Kumar Singh (till May 18, 2022)
Mr. Parshant Chohan (w.e.f. May 18, 2022)

Managing Director
Non-Executive & Non-Independent Director
Non-Executive & Independent Director
Non-Executive & Independent Director
Additional Non-Executive & Independent Director

CS AND COMPLIANCE OFFICER

Mr. Suvintra Kumar (till May 31, 2022)

CHIEF FINANCIAL OFFICER

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 AND 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

LISTING OF SECURITIES

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

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NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the members of **SRM Energy Limited** (hereinafter the “Company”) will be held on Wednesday, September 28, 2022 at 11:00 A.M. at Federation of Indian Export Organisations, Niryat Bhawan, Rao Tula Ram Marg, Opp. Army Hospital Research and Referral, New Delhi-110057, 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, 2022, 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, 2022, the Auditor's Report and the Board's Report thereon be and are hereby considered and adopted.”

Item No. 2: Appointment of Mr. Vijay Kumar Sharma as a 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. 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), 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. 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 of Directors

Place: New Delhi
Date: August 10, 2022

(Vishal Rastogi)
Managing Director
DIN: 02780975

Covid-19 Protocol:

- A. Members/Proxy Holders are requested to mandatorily ensure that they wear mask/face shield while coming to attend the Annual General Meeting of the Company. It is instructed that the members should not remove mask during their presence at the meeting venue.
- B. Also it is advised that the members/shareholders willing to attend the AGM shall get vaccinated, as per the Government guidelines and other authority/ies. Vaccination certificate along with booster dose may be asked to be shown at the entry of the venue.
- C. Following the Covid-19 Protocol the Company shall make below necessary arrangements at the AGM Venue and at its entrance:
 - a. Hand sanitization/Hand Wash: Members/Proxies are instructed to mandatorily sanitize/wash their hands before entering into the premises. Also the sanitizer/disinfectant shall be placed at the prominent places of AGM Venue.
 - b. Thermal Scanning: Thermal scanning/body temperature shall be monitored at the entrance of the AGM Venue.
 - c. Social Distancing Norms: Members/Proxies are requested to mandatorily follow the Social Distancing norms, i.e. the distance of 6 feet between two person, at the registration counter, while attending the AGM in the AGM hall, casting their votes and at the time of leaving the premises.
 - d. Members/Proxies are advised to avoid (as far as possible) Face-to-face meetings/discussions/interactions with each other. Even any discussion/interaction is made amongst the members, they should ensure that their face is covered with the mask and also the necessary social distancing is maintained.
 - e. Members/Proxies are advised to avoid frequently touching the places like handles of the gates, door knobs, hand rails etc. However, the Company shall ensure that such places are frequently sanitized at regular intervals.
 - f. The members/proxies are requested to clean their personal belongings like hand bag, folders etc. by themselves using the sanitizer/ disinfectant frequently. The Company will ensure placing the disinfectant/sanitizer at conspicuous places.
 - g. Used face masks, face shield and gloves should be discarded in bio-medical waste bin only.
- D. The entry in the AGM venue shall be subject to fulfilling all the above instructions.

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 authorised 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 authorised 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 Thursday, September 22, 2022 to Wednesday, September 28, 2022 (both days inclusive)** for the purpose of Annual General Meeting.
6. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The members are requested to note that:
- the copies of Annual Report will not be distributed at the Annual General Meeting.
 - Company shall ensure that the soft copy of the Annual Report is being provided to all the members attending the Annual General Meeting.
8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. Members who hold shares under more than one folio in name(s) in the same order are requested to send the relevant share certificate(s) to MCS Share Transfers Agent Limited (RTA) for consolidating the holdings into one account. RTA will return the share certificate(s) after consolidation.
10. 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, and subject to the necessary adherence of the Covid-19 Protocol.
11. 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.
12. Annual listing fee for the Financial Year 2022-23 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.
13. The Ministry of Corporate Affairs (MCA) has issued a Circular No. 2/2022 dated 5th May, 2022 in continuation to its earlier circulars dated 14th December, 2021, 5th May, 2020 and also the Circular as issued by the Securities and Exchange Board of India (SEBI) on May 13, 2022 bearing No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 in continuation of its earlier circular dated 15th January, 2021 and 12th May, 2020, 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. 2021-22 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 with the adherence of Covid-19 protocols.
14. To support the 'Green Initiative', Members (holding share in physical mode) who have not registered their e-mail addresses are requested to register the same with Depositories/ RTA. Members (holding shares in electronic mode) and have not registered their e-mail addresses so far should get it registered with their respective DP, for receiving all communication including Annual Report, Notices, Circulars etc. of the Company, electronically.
15. 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 2021-22 (pls see page no. 67-69). 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.

16. **Voting through Electronics Means-** A detailed instructions and related write ups, on [Electronic Voting Process](#), which forms part of this notice, is given at the end of this Annual Report (please see page no. 67-69). Shareholders are requested to kindly follow the said process for casting their vote electronically.
17. 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 with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company /RTA.
18. 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/place/Federation+of+Indian+Export+Organisations/@28.5752634,77.1566363,18z/data=!3m1!1e4m5!3m4!1s0x390d1dae4061f983:0x12d1906436a6f532!8m2!3d28.5750738!4d77.1576145>
19. **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. Parshant Chohan
DIN	03272034	09577754
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. 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	May 16, 1948	February 14, 1989
Qualifications	Bachelor's in Science from Punjab University	Bachelor's in Law from Chaudhary Charan Singh University M. COM from IGNOU
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. Requisite disclosure regarding non-applicability of various regulations including Regulation 17 of SEBI (LODR) Regulation has already been given to the stock exchange on May 18, 2022 and May 19, 2022. In reference to the above, where Mr. Vijay Kumar Sharma who has already attained the age of 74 years and shall cross his age of 75 years before the Annual General Meeting to be held in the year 2023, 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.	In terms of Section 161(1) of the Act, Mr. Parshant Chohan holds office only upto the date of the forthcoming AGM but is eligible for appointment as a director. 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. 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.
Details of Remuneration and remuneration last drawn	NIL	NIL
Date of first appointment in the Board	March 15, 2019	May 18, 2022
Shareholding in the Company	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel (if any)	NA	NA
Number of Meetings of the Board attended during the year	Details mentioned in the Corporate Governance Report	N.A.

Details of other Directorships in other Companies	He is serving the following Companies, as a Director/Partner: a) Metropolitan Minerals Private Limited b) Chemical Distributors (I) Limited c) SRM Energy Tamilnadu Private Limited	NIL
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 10, 2022

(Vishal Rastogi)
Managing Director
DIN: 02780975

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 and in compliance with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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, 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. 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.

Based on the aforesaid, the Board and Nomination and Remuneration Committee finds him suitable as he fulfills the conditions specified in the Law to be appointed as Independent Director of the Company.

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 of Directors

Place: New Delhi
Date: August 10, 2022

(Vishal Rastogi)
Managing Director
DIN: 02780975

DIRECTORS' REPORT

To,

The Members of SRM ENERGY LIMITED

Your Directors submits the 35th Annual Report of the Company together with the Audited Financial Statements for the Financial Year ended March 31, 2022.

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

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

(in Rs. Million)

Particulars	Standalone		Consolidated	
	2021-22	2020-21	2021-22	2020-21
Revenue from Operations	-	-	-	-
Other Income	-	0.01	0.78	1.22
Total Revenue	-	0.01	0.78	1.22
Operational Expenses	-	-	-	-
Employee Benefit Expenses	3.77	3.16	4.42	3.16
Interest and Finance Charges	-	-	-	-
Depreciation and Amortizations	-	-	0.01	-
Impairment Loss	-	-	-	199.72
Other Expenses	1.13	1.14	4.09	6.05
Total Expenses	4.90	4.30	8.52	208.92
Profit/(Loss) before exceptional items	(4.90)	(4.29)	(7.74)	(207.70)
Exceptional Items	-	-	-	-
Tax Expense	-	-	0.09	0.20
Profit/(Loss) for the year	(4.90)	(4.29)	(7.83)	(207.90)

2. COVID-19 CORONA PANDEMIC:

The second wave of Covid-19 hit hard in early April 2021, and we witnessed yet another lockdown thereafter. The situation remained same as the previous year, and it brought global business activity to a screeching halt. The second wave of Covid-19 had much more impact than the first wave. Various States and parts of the country remained under continuous lockdown for more than 2 months.

During the second wave which started from the April, 2021, the office remain closed from 20th April, 2021 to 6th June, 2021 adhering to the lockdown guidelines of government of NCT of Delhi and Keeping health and safety as a top priority.

Since the Company is not having any operations or activity at present and restricted to the activities relating to statutory compliances and other routine activities, there is no considerable impact on the Company's revenues, liquidity position and cash flow, however the Board remained vigilant to the overall situation.

3. Dividend

On account of losses incurred during the Financial Year ended 31st March, 2022, the Board of Directors of the Company have not recommended dividend.

4. Reserves

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

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

Your Directors would like to intimate that your Company has not register any positive changes during the year as compared to the previous year. It has been on record and have also been intimated regularly through this report that the project of the Company could not took off and is in abandoned stage. The Company did not generate any revenue during the year. Amidst the aforesaid situation, your Company is focused on safeguarding its assets and keeping it compliant in all respect.

As reported in the previous year that the Wholly Owned Subsidiary (WOS) has initiated to sell the land of the project with the approval of the shareholders for setting-off the outstanding loan of it. In the year of reporting the WOS has further sold 32.135 acres of the land for Rs. 64.74 Lakhs. Hence till the end of the reporting year the total 159.435 acres of the land has been sold for Rs. 403.51 Lacs. Out of these sale proceeds Rs. 167.45 has been utilised to settle the pending loan of the Co. and the WOS and Rs. 118.18 Lacs has been spent on the statutory, administrative, legal and other expenses and the remaining amount of Rs. 117.88 Lacs were invested in the Mutual Fund (debt fund). As on 31st March, 2022 25.89% (approx.) of the land are unsold. This is also important to apprise you all that the Covid-19 has again affected considerably on the sale price of the land.

In this reporting year the total loss of the Company was Rs. 4.90 million as compared to Rs. 4.29 million in the previous year. The increase in the loss of the Company has impacted the Net worth adversely which has come down to Rs. (29.7) million as compared to Rs. (24.8) million in the previous year.

This is important to note that the Wholly Owned Subsidiary have been infusing funds to meet the liabilities and future running expenses of the Company.

6. Change in Nature of Business

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

7. 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 Statement 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.

8. Financial Statements

The Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2022 has been prepared in accordance with the provisions of Companies Act, 2013, Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and Indian Accounting Standard (AS)-110. 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. 2021-22 are provided in this Annual Report.

9. Internal Financial Controls

The Company believes in the effective internal control system within the Company. This is also understood that to ensure effective internal control system a proper checks and balances should be maintained with the decision making process and over all activities of the Company. 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 management is committed to ensure an effective internal control environment, commensurate with the size and complexity of the business, which provides an assurance on compliance with internal policies, applicable laws, regulations and protection of resources and assets.

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. 2021-22.

10. 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>

11. 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>

12. 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. 5.

13. 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 of return to ROC in the form of DPT-3 in this regard.

14. 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 2021-22.

15. 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 2021-22 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 2022-23 by the Board of Directors of the Company in their meeting held on May 18, 2022.

16. Secretarial Auditor & Secretarial Audit Report

A Secretarial Audit Report for the year ended 31st March, 2022, in prescribed form, duly audited by a Practicing Company Secretary Ms. S.K. Nirankar & Associates, is annexed as 'Annexure I' 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 2022-23 by the Board of Directors of the Company in their meeting held on August 10, 2022.

Further, the requirement of annexing the Secretarial Audit Report of the material Subsidiary of the Company with the Annual Report of the Company as specified under sub-regulation (1) of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is not applicable to the Company as the Company falls under the ambit of exemptions provided under sub-regulation (2) of Regulation 15 of the aforesaid Listing Regulations.

17. Disclosure about Cost Audit

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

18. 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 2021-22 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, 2022 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, 2022 is Rs. 9,06,00,000/- (Rupees Nine Crore Six Lakhs) divided into 90,60,000 Equity Shares of Rs. 10/- (Rupees Ten) each.

19. 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 toward 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.

20. 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.

21. Directors and Key Managerial Personnel.

The Company's policy is to maintain an optimum combination of Executive and Non-Executive Directors on the Board. The Composition of Board during the year was changed which are detailed as below:

S. N.	Name of Director/KMP	Designation
1.	Mr. Vishal Rastogi	Managing Director
2.	Mr. Vijay Kumar Sharma	Non-Executive and Non-Independent Director
3.	Mrs. Tanu Agarwal	Non-Executive and Independent Director
4.	*Mr. Shailesh Kumar Singh	Non-Executive and Independent Director
5.	**Mr. Parshant Chohan	Additional Director (Non-Executive and Independent Director)
6.	Mr. Raman Kumar Mallick	Chief Financial Officer
7.	#Mr. Suvindra Kumar	Company Secretary & Compliance Officer.

* Resigned with effect from May 18, 2022

**Appointed w.e.f. May 18, 2022

Resigned with effect from May 31, 2022

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

- Cessation of Director: During the current year, Mr. Shailesh Kumar Singh, Non-Executive and Independent Director, has ceased to be a Director of the Company w.e.f. May 18, 2022.
- Cessation of KMP: During the current year, Mr. Suvindra 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.

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

- Appointment of Additional Non-Executive Independent Director: During the current year, the Board, on the recommendation of the Nomination and Remuneration Committee of the Company, in their meeting held on May 18, 2022, has appointed Mr. Parshant Chohan bearing (DIN: 09577754) as an Additional Director (in the capacity of Non-Executive and Independent Director) w.e.f. May 18, 2022.

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) Reappointment of Directors:

- 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.
- 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.

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 2021-22. 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.

22. 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, five Board Meetings were convened and held and the interim gap between the meetings was as per the period prescribed under the Companies Act, 2013 and various relaxations provided by MCA, vide its Circular dated May 03, 2021 and SEBI vide its Circular dated April 29, 2021 issued in light to the Covid-19 situation.

Further most of the Board Meetings during the Financial Year were conducted from the registered office via video conferencing due to lockdown and restrictions imposed by the government of India in view of the prevalent Covid-19 situation:

S. N.	Date of Board Meeting	Board Strength	No of Directors Present
1	June 29, 2021	4	4
2	August 10, 2021	4	3
3	September 09, 2021	4	3
4	October 29, 2021	4	4
5	February 01, 2022	4	4

23. Audit Committee

During the Financial Year 2021-22, the Audit Committee met four times, i.e., on June 29, 2021, August 10, 2021, October 29, 2021, and February 01, 2022. The composition of the Committee is as per the requirements of the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. 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 and Internal Auditors are invitees to the meetings.

During the year of reporting, the Chairman of the Audit Committee was Mr. Shailesh Kumar Singh, he remained present at the Annual General Meeting of the Company held on September 09, 2021.

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

In order to ensure that the activities of the Company and its employees 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 Chairman 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>

25. 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 details regarding the composition, terms of reference, meetings and attendance of members of Nomination & Remuneration Committee of the Company are disclosed in the report of Corporate Governance, which forms part of this Annual Report.

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 and other employees and also the criteria for determining the qualification, positive attributes and independence of Directors is annexed in this report as **Annexure- 2**.

The Nomination and Remuneration Committee met two times, i.e., on June 29, 2021 and August 10, 2021 during the Financial Year 2021-22.

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 2021-22, pursuant to the provisions of Companies Act, 2013.

27. Particulars of contracts or arrangements made with related parties

During the Financial Year 2021-22, 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 reported above, 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 statutory 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://srmenergy.in/Data/Documents/SRM%20Energy%20-%20OD%20-%20Policy%20on%20Dealing%20with%20Related%20Party%20Transactions.pdf>