



**S. E. POWER LIMITED**

**2017-18  
8<sup>TH</sup> ANNUAL  
REPORT**

## COMPANY INFORMATION

### Board of Directors

Dr. Arun Gopal Agarwal  
Mr. Sachin Agarwal  
Mr. DharamVir Gupta  
Mrs. Anshu Gupta  
Mr. Diwan Chand Arya

Chairman  
Managing Director  
Independent Director  
Independent Director  
Independent Director

### Chief Financial Officer

Mr. Rutvij Ramchandra Khangiwale

### Company Secretary

Ms. Lipika Garg

### Registered Office

Survey No. 54/B, Pratapnagar,  
Jarod-Savli Road, Samlaya  
Vadodara-391520 (Gujarat)

### CIN

L40106GJ2010PLC091880

Registrar and Share Transfer Agent  
Alankit Assignments Limited  
Alankit Heights, 1E/13, Jhandewalan  
Extension, New Delhi – 110055

### Statutory Auditor

M/s R. Lal & Company  
Chartered Accountants

### Website & E-Mail

[www.sepower.in](http://www.sepower.in)  
[info@sepower.in](mailto:info@sepower.in)

### Listing of Equity Shares

- i) National Stock Exchange of India Limited
- ii) BSE Limited

### Banker

Andhra Bank

8th Annual General Meeting  
28th June, 2018 at 10:30 A. M.  
at Registered Office of the Company

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## CHAIRMAN'S SPEECH

Dear Shareholders,

It gives me great pleasure to welcome you to the 08th Annual General Meeting of S.E. POWER LIMITED. The Directors' Report and Audited Accounts for the financial year ended 31st March 2018 are with you. Further, the news of financials of SEPOWER says that the revenue from operations of the Company of the current financial year 2017-2018 is improved by 25.10 % and stood at Rs. 1565.63 in comparison to Rs. 1251.52 in the previous financial year 2016-17. With your permission, I shall take them as read.

With the philosophy to preserve the ecological cycle in harmony with industrialization by way of effective utilization of renewable resources and converting waste into useable materials Your Company is continuously moving towards achieving its goals with a motto of "Green Solution to Improve Business Profitability". As the author of "Guerrilla Marketing Goes Green: Winning Strategies to Improve Your Profits and Your Planet" offers advice to business owners about going green and marketing their green initiatives to both green and non-green customers alike. He writes, "If you understand that profitability is a key objective, going green should MAKE you money and SAVE you money."

By Keeping this green initiative in mind, I am feeling honoured to inform you all that your company has identified a new area of growth in Sync with Mission and Vision of the company. Now, Your company is entering in the field of ESCO business with the name and style of SAVITRA, LED STREET DISPLAY SOLUTIONS. ESCO (Energy Service Company) is a commercial or non-profit business providing a broad range of energy solutions including designs and implementation of energy savings projects, retrofitting, energy conservation, energy infrastructure outsourcing, power generation and energy supply, and risk management. The energy services market is envisaged as a key factor for implementing EE measures and achieving energy savings in buildings. In order to unleash the energy efficiency (EE) potential and achieve the energy savings goals in buildings there is a necessity to adopt new ESCO business models. And this is what S.E. Power Limited is currently working by engaging into this project.

According to World Resource institute, India has an estimated energy savings potential of about 20 GW. Considering the amount of energy savings which can take place vis-a-vis the herculean task of capacity addition in renewable and non-renewable segment the country can save at least Rs.160,000 crore (considering on an average Rs.8 crore/MW to set up a renewable power plant), which on contrary can be deployed gainfully for improving the country's economy, Furthermore, increasing energy efficiency can offer a cheaper and cleaner alternative to meet India's growing energy demands. ESCO Business is the new Opportunities for the business and it is the win-win situation for the Company, this business is the future in the electricity business and it is responsibility of every citizen of country to save the electricity for future generations and minimized the use of electricity by using the electricity saver equipments. Due to increase in the demand of electricity and persisting existence of demand supply gap, there is vast opportunity for ESCOs to grow in India. Although in the recent past, demand supply gap has been brought down with addition of electricity generation capacity, the ever increasing demand can derive immense benefits from ESCOs which can work on Demand side Management by providing Energy Efficiency services resulting in considerable savings. This business has various advantages For the Country and it also provides opportunities for the Company's Business.

However, competition has become stronger with the companies increasing their manufacturing capacities. Your company will strive to be the customers' preferred brand in the market by constantly improving product superiority, widening distribution network and ensuring brand dominance across all segments. We, at S.E. Power Limited, have a deep understanding of the country, its people, its roads, its culture and its market - and this is the critical differentiator which gives us the advantage over our competitors. Coupled with innovative business solutions and multiple modernization initiatives, S.E. Power Limited will be ready for whatever the future may hold.

Finally, I would like to take this opportunity to thank you as the shareholders of the Company for your support & motivation to the Company during the year. I would also like to thank the lenders, customers, suppliers, various national & provincial governments with whom we have been working, further we shall appreciate the employees and workers who have stood by the Company & I look forward to their continuous dedication and support in the future.

With Warm Regards  
Dr. Arun Gopal Agarwal  
Chairman

## ABOUT THE COMPANY

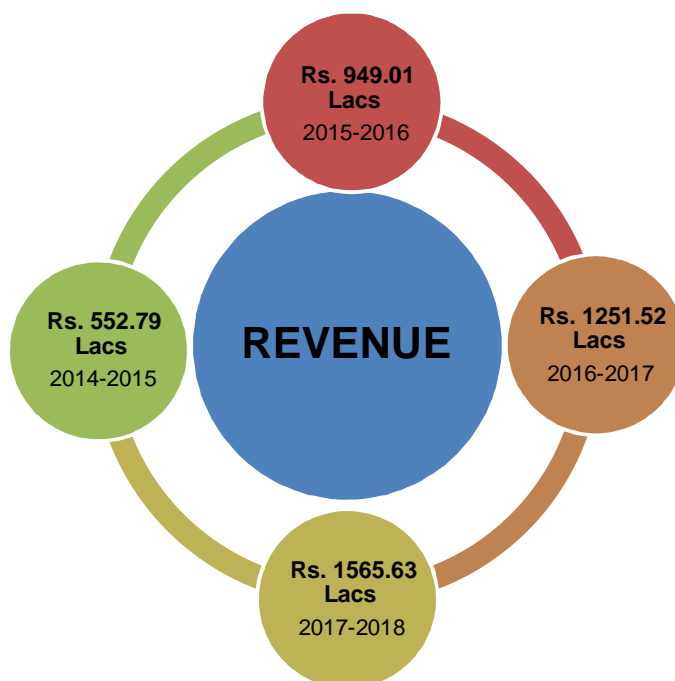
S. E. Power Limited (SEPL) is a public company incorporated and registered under the provisions of the Companies Act, 1956 (CIN: L40106GJ2010PLC091880) having its registered office at Survey No. 54/B, Pratapnagar, Savli-Jarod Road, Samlaya, Vadodara-391520 (Gujarat) with Authorised and Paid-up Capital of the Company of Rs. 40,61,00,000/- (Rupees Forty Crore Sixty One Lacs) only comprising 4,06,10,000 equity shares of Rs. 10/- each.

With the philosophy to preserve the ecological cycle in harmony with industrialization by way of effective utilization of renewable resources and producing useful recycled materials, SEPOWER established state of the art for recycling facility by establishing a plant with the objective to offer recycled rubber in the form of rubber powder and recycled rubber sheet, to cater variety of applications to domestic and global customers.

Now the Company is entering into a new field of consultancy of energy saving and also into the sale and installation of LED Lights, street lights etc. For the purpose the Company has created a new brand with a name and style of SAVITRA, LED STREET DISPLAY SOLUTIONS.

## REVENUE OVERVIEW:

During the last few years the revenue of the Company has been increased year by year:







NOTICE OF 8<sup>TH</sup>  
ANNUAL GENERAL MEETING

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## NOTICE OF THE 8<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 8th Annual General Meeting of Members of S. E. Power Limited will be held on Thursday, 28th day of June, 2018 at 10:30 A.M. at Survey No. 54/B, Pratapnagar, Jarod-Savli Road, Samlaya Vadodara-391520 to transact the following business:

### ORDINARY BUSINESS:

Item No. 1 – To consider and adopt Financial Statements and the reports of the Board of Directors and Auditors

To consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2018 including the Balance Sheet as on 31st March, 2018, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

Item No. 2 – To re-appoint Dr. Arun Gopal Agarwal, Director of the Company

To re-appoint a Director in place of Dr. Arun Gopal Agarwal (holding DIN 00374421), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3 – To confirm the appointment of M/s R. Lal & Company, Chartered Accountants, as Statutory Auditor and to fix their remuneration.

In this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Sections 139 of the Companies Act, 2013 (“the Act”) as amended by Companies (Amendment) Act, 2017, Section 142 and other applicable provisions of the Act, read with the provisions of the Companies (Audit and Auditors) Rules, 2014 (for time being in force), appointment of M/s R. Lal & Company Chartered Accountants (Firm Registration No. 000926C) who has been appointed as Statutory Auditor of the Company for the term of five years at the 6th Annual General Meeting of the Company with the condition of ratification of appointment at every annual general meeting, be and is hereby confirmed for the rest of their tenure without any ratification in Annual General Meeting and Board of Directors of the Company be and is hereby authorised to fix their remuneration from time to time in consultation with them.”

### SPECIAL BUSINESS:

Item No. 4 – To appoint Mr. Sachin Agarwal as the Director of the Company

In this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Sachin Agarwal (DIN: 00007047), who was appointed as an Additional Director by the Board of Directors of the Company in its meeting held on 08th February, 2018 and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”

Item No. 5 – To appoint Mr. Sachin Agarwal as Managing Director for a period of 5 years and fixation of his remuneration:

In this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors and subject to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and provisions of Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Sachin Agarwal (DIN 00007047), as Managing Director of the Company, for a period of 5 years effective from 18th May, 2018 to 17th May, 2023 on the terms and conditions which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board of Directors and Mr. Sachin Agarwal.

RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors and subject to the provisions of section 196 read with Section II of Part II of Schedule V of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for payment of remuneration of Rs. 2.50 Lacs p.m (Rupees Two Lacs Fifty Thousands only) as minimum remuneration in the event of loss or inadequacy of profits, in any financial year, to Mr. Sachin Agarwal during the initial period of 3 (three) years i.e. 18th May, 2018 to 17th May, 2021 out of his tenure of appointment as Managing Director of the Company for 5 (five) years commencing from 18th May, 2018 to 17th May, 2023 or such other limits as may be prescribed from time to time in this regard and other terms and conditions as mentioned below:

### OTHER TERMS AND CONDITIONS:

- He shall not be entitled to any sitting fees for attending the meeting of the Board of Directors or any committee thereof.

- The Company will reimburse Mr. Sachin Agarwal out of pocket expenses incurred by him in connection with the business of the Company.
- Mr. Sachin Agarwal shall be free to resign from his office by giving a notice in writing to the Company.
- During the tenure of his term of office he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

Item No. 6- To appoint Mr. Sanjeet Kumar Rath as an Executive Director of the Company for a period of 5 years and to fix his remuneration:

In this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors and subject to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and provisions of Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Sanjeet Kumar Rath (DIN 08140999), as Executive Director of the Company, for a period of 5 years effective from 28th June, 2018 to 27th June, 2023 on the terms and conditions which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board of Directors and Mr. Sanjeet Kumar Rath.

RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors and subject to the provisions of section 196 read with Section II of Part II of Schedule V of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for payment of remuneration of Rs. 1.50 Lacs p.m (Rupees One Lacs Fifty Thousands only) as minimum remuneration in the event of loss or inadequacy of profits, in any financial year, to Mr. Sanjeet Kumar Rath during the initial period of 3 (three) years i.e. 28th June, 2018 to 27th June, 2021 out of his tenure of appointment as an Executive Director of the Company for 5 (five) years commencing from 28th June, 2018 to 27th June, 2023 or such other limits as may be prescribed from time to time in this regard and other terms and conditions as mentioned below :

**OTHER TERMS AND CONDITIONS:**

- He shall not be entitled to any sitting fees for attending the meeting of the Board of Directors or any committee thereof.
- The Company will reimburse Mr. Sanjeet Kumar Rath out of pocket expenses incurred by him in connection with the business of the Company.
- Mr. Sanjeet Kumar Rath shall be free to resign from his office by giving a notice in writing to the Company.
- During the tenure of his term of office he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

Item No. 7- To increase the limit of Foreign Investment in the Company under the portfolio scheme from 24% upto the sectoral limit as prescribed by Reserve Bank of India/Government of India:

In this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

RESOLVED THAT Pursuant to the provisions of Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 read with Schedule 2 of Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and SEBI(FPI) Regulations, 2014 and all other applicable rules, & regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include a duly authorized committee of Board and individual Directors for the time being exercising the powers conferred by the Board of Directors), the consent of the members be and is hereby accorded to the Board of Directors to increase the aggregate limit of total holding of Foreign Portfolio Investors or Investor Group as referred in SEBI(FPI) Regulations, 2014 to purchase or sell of capital instruments of the Company on a recognized stock exchange of India (Foreign Portfolio Investment) from 24 per cent upto the sectoral cap/statutory ceiling as prescribed by the Reserve Bank of India/Government of India or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modifications or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to settle all matters arising out of and incidental to the abovementioned increase in FPI limits and further take all actions as it may, in its absolute discretion, deem necessary to give effect to this Resolution."

Place : New Delhi  
Date : 18th May, 2018

By Order of the Board of  
S. E. Power Limited  
Sd/-  
(LIPIKA GARG)  
Company Secretary  
Membership No.: A43789



## NOTES

1. The relevant Explanatory Statement, in accordance with provisions of Section 102 of the Companies Act, 2013 ("Act") in respect of the business under item no. 4 to 7 of the Notice, is annexed herewith. The required details as per Regulation 36 (3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard issued under Companies Act, 2013, of persons seeking appointment/re-appointment as Directors under item no. 2, 4, 5, 6 of the Notice, are also annexed.
2. A Member entitled to attend and vote at the Annual General Meeting ("the meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a Member of the Company. The instrument appointing proxy in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than Forty-Eight Hours before the scheduled time for commencement of the meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting right. In case a proxy is proposed to be appointed by a Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights then such proxy shall not act as a proxy for any other person or member.
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members/ Proxies attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of place of the meeting. Proxy/Representative of a Member should mark on the Attendance Slip as "Proxy" or "Representative" as the case may be. Members holding shares in electronic form and desirous of attending the meeting are required to bring along with them Client ID and DP ID Numbers for easy identification.
6. In case of Joint holders attending the meeting, only such joint holder whose name appears first in the order of names, will be entitled to vote.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd June, 2018 to 28th June, 2018 (both days inclusive).
8. Members desirous of getting any information on the Financial Statements at the Annual General Meeting are requested to write to the Company at least 10 days in advance, so as to enable Company to keep the information ready.
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their Bank account details, Electronic Clearing Services (ECS) mandates, nominations, power of attorney, change of address, name, e-mail address, contact numbers etc. to their Depository Participant (DP) only and not to the Company's Registrar & Share Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better service to the Members.
10. Members holding shares in physical form are requested to intimate all changes in their particulars including nominations, power of attorney, change of address, name, e-mail address, contact numbers etc. to the Registrar & Share Transfer Agent of the Company, quoting their registered folio number.
11. The Securities and Exchange Board of India (SEBI) has notified that the shareholders/transferee(s) of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their PAN card to the Company / RTA for transactions in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/ transferee(s) of shares (including joint holders) are requested to furnish a certified copy of their PAN card to the Company/ RTA while transaction in the securities market including transfer, transmission or any other corporate action.

12. All documents referred to in the Notice and the Explanatory Statement requiring the approval of the Members at the meeting shall be available for inspection by the Members at the Registered Office of the Company, on all working days between 11:00 A.M. to 1:00 P.M., except Sundays and public holidays, from the date hereof up to the date of the 8th Annual General Meeting of the Company.
13. As per Section 72 of the Act, Members are entitled to make nomination in respect of shares held by them. Members desirous of making nomination are requested to send their request in Form No. SH 13 to the Company or Registrar and Share Transfer Agent. The form SH 13 will be made available to Member(s) on request.
14. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General meeting. Members are requested to bring their copies to the meeting.
15. Notice of this Annual General Meeting, Audited Financial Statements for 2017-18 along with Auditors' Report and Directors' Report are available on the website of the Company [www.sepower.in](http://www.sepower.in)
16. All communication relating to shares are to be addressed to the Company's Registrar and Share Transfer Agent, M/s Alankit Assignments Limited, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi – 110055.
17. Provisions of Companies Act, 2013 and Green initiative in Corporate Governance, allowed Companies to give notice and share documents with its Members through electronic mode. Accordingly, the Company sends notice and communication, in electronic form to all its Members whose email ids are registered with the Company/ Depository Participant. Members are requested to support this green initiative by registering /updating their email addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form, with Alankit Assignments Ltd., Company's Registrar and Share Transfer Agent.
18. Pursuant to the commencement notification dated 07th May, 2018 issued by Government of India, Ministry of Corporate Affairs, the requirement to ratify the appointment of Statutory Auditor of the Company has been omitted. Therefore, after the conclusion of the forthcoming Annual General Meeting, the term of the Statutory Auditor of the Company will not get ratified.
19. Voting through electronic means:
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 8th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through ballot paper.
  - III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on 25th June, 2018 (9:00 am) and ends on 27th June, 2018 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21st June, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting is as under:

The instructions for e-voting are as follows:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

- a) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

d) Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:   |
|--|--|
| i. For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.    |
| ii. For Members who hold shares in demat account with CDSL.    | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****.   |
| iii. For Members holding shares in Physical Form.              | EVEN Number followed by Folio Number registered with the Company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***. |

e) Your password details are given below:

- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- iii. How to retrieve your 'initial password'?
  - 1) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e 'SEPOWER e- voting.pdf' file. The password to open the 'SEPOWER e- voting.pdf' file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The 'SEPOWER e voting.pdf' file contains your 'User ID' and your 'initial password'.



- 2) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- f) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - i. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - ii. Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - iii. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- h) Now, you will have to click on "Login" button.
- i) After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- c) Select "EVEN" of company for which you wish to cast your vote.
- d) Now you are ready for e-Voting as the Voting page opens.
- e) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- f) Upon confirmation, the message "Vote cast successfully" will be displayed.
- g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizer.sepower@gmail.com](mailto:scrutinizer.sepower@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  - c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - d) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut off date i.e. 21st June, 2018. Voting rights in the e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
  - e) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- VI. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 21st June, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [jksingla@alankit.com](mailto:jksingla@alankit.com).



- VII. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. CS Shubham Arora, Practicing Company Secretary (Membership No. 49178) has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Results declared along with the report of the Scrutinizer shall be placed on the web site of the Company "<http://www.sepower.in>" and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

### ITEM NO. 4

Mr. Sachin Agarwal was appointed as an Additional Director w.e.f. 08th February, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director can hold office up to the date of the ensuing Annual General Meeting. In this regard the Nomination and Remuneration Committee of the company proposed Mr. Sachin Agarwal candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board also feels that presence of Mr. Sachin Agarwal on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

None of the Directors and Key Managerial Personnel of the Company except Mr. Sachin Agarwal or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

### ITEM NO. 5

The Board of Directors of the Company in its meeting held on 18th May, 2018, on recommendation of the Nomination & Remuneration Committee, appointed Mr. Sachin Agarwal as Managing Director of the Company for a period of five years with effect from 18th May, 2018 on terms and conditions approved by the Nomination & Remuneration Committee as given herein below, subject to approval of the shareholders at this Annual General Meeting.

Mr. Sachin Agarwal, S/o Shri Purushottam Agrawal R/o M - 163, 2nd floor, M - Block, Greater Kailash -II, New Delhi -110048, promoter of the Company, aged about 43 years, holds a graduate degree in Commerce with honors and Master of Business Administration in Marketing. His experience has given him deep insight into the art of marketing and management. As an entrepreneur, he is keenly interested in development and production of alternate energy sources for preservation of the fragile ecosystem of this planet.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Effective date of appointment as Managing Director: 18th May, 2018.

Term of appointment : 5 years.

Further, subject to consent of the Members of the Company, on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting has recommended the remuneration of Rs. 2.50 Lacs p.m as minimum remuneration payable to Mr. Sachin Agarwal as Managing Director of the Company and accordingly, pursuant to provisions of the Section II of Part II of Schedule V of the Companies Act, 2013, the consent of the Members of the Company by way of Special Resolution is sought to authorise the Company to make payment of above remuneration to Mr. Sachin Agarwal.

The following additional detailed information as per Section - II of Schedule V is as follows:

| I. General Information:  |  |
|--|--|
| (a) Nature of industry   | Company is engaged in power generation through wind energy and Rubber reclamation from waste tyres |
| (b) Date or expected date of commencement of commercial production.  | Power Generation- 30th September, 2010*<br>Rubber Reclamation - 26th March, 2014                   |
| (c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. | Not applicable   |

| (d) Financial performance based on given indicators.  | During the year 2017-18 the Company has reported growth of 25.10 % in revenue from operations as compared to the previous financial year 2016-17. During the financial year the total revenue of the Company stood at Rs. 1576.32 Lacs. However, due to challenging business environment for reclaim rubber industry and increase in cost of operations, the Company has suffered Loss of Rs.517.49 Lacs during financial year 2017-18.                                |          |               |   |         |           |       |     |        |      |                        |             |       |
|---|--|----------|---------------|---|---------|-----------|-------|-----|--------|------|------------------------|-------------|-------|
| (e) Foreign investments or collaborators, if any  | <p>The Company does not have any collaboration. Foreign shareholding as on 31st March, 2018 as under:</p> <table border="1" data-bbox="810 577 1399 712"> <thead> <tr> <th>Category</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>FII/FPI</td> <td>72,94,777</td> <td>17.96</td> </tr> <tr> <td>NRI</td> <td>30,763</td> <td>0.07</td> </tr> <tr> <td>Foreign body corporate</td> <td>1,58,88,591</td> <td>39.12</td> </tr> </tbody> </table> | Category | No. of Shares | % | FII/FPI | 72,94,777 | 17.96 | NRI | 30,763 | 0.07 | Foreign body corporate | 1,58,88,591 | 39.12 |
| Category  | No. of Shares  | %        |               |   |         |           |       |     |        |      |                        |             |       |
| FII/FPI   | 72,94,777  | 17.96    |               |   |         |           |       |     |        |      |                        |             |       |
| NRI   | 30,763   | 0.07     |               |   |         |           |       |     |        |      |                        |             |       |
| Foreign body corporate  | 1,58,88,591  | 39.12    |               |   |         |           |       |     |        |      |                        |             |       |
| <b>II. Information about the Managing Director:</b>   |  |          |               |   |         |           |       |     |        |      |                        |             |       |
| (a) Background details  | Mr. Sachin Agarwal aged about 43 years, holds a graduate degree in Commerce with honors and Master of Business Administration in Marketing. His experience has given him deep insight into the art of marketing and management. His key responsibilities include providing leadership in establishing, planning, priority setting and communicating strategic direction of initiatives and brand development with customer base for annual and on going business plan. |          |               |   |         |           |       |     |        |      |                        |             |       |
| (b) Past remuneration   | No amount of remuneration drawn by Mr. Sachin Agarwal during the past two years.   |          |               |   |         |           |       |     |        |      |                        |             |       |
| (c) Recognition or awards   | -  |          |               |   |         |           |       |     |        |      |                        |             |       |
| (d) Job profile and his suitability   | Mr. Sachin Agarwal, Managing Director of the Company and devotes whole time attention to the management of the affairs of the Company. His rich experience in the field of operation, quality control, management and marketing, is suitable towards achievement of common objectives of the Company and exercises powers under the supervision and superintendence of the Board of the Company.   |          |               |   |         |           |       |     |        |      |                        |             |       |
| (e) Remuneration proposed   | It is proposed to pay Rs. 2.50 Lacs p.m. as remuneration, subject to terms and conditions as set out under the Section 196, 197 and Schedule V of Companies Act, 2013.   |          |               |   |         |           |       |     |        |      |                        |             |       |
| (f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person    | Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and remuneration drawn by the managerial personnel held in similar sized and similarly positioned businesses.   |          |               |   |         |           |       |     |        |      |                        |             |       |
| (g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any | Mr. Sachin Agarwal is a promoter shareholder holding 7.61% shares of the Company and will receive remuneration in the capacity of Managing Director. Mr. Sachin Agarwal does not have any relationship with other Key managerial.  |          |               |   |         |           |       |     |        |      |                        |             |       |
| <b>III. Other information:</b>  |  |          |               |   |         |           |       |     |        |      |                        |             |       |
| (a) Reasons of loss or inadequate profits   | Reason of Loss in the Company is due to challenging business environment faced by us and unfavourable environmental conditions for us to generate power through wind.  |          |               |   |         |           |       |     |        |      |                        |             |       |
| (b) Step taken or proposed to be taken for improvement  | The management of the Company is constantly endeavoring for exploring avenues to increase revenues through increase in customer base, cost optimization and improved technology adoptions.   |          |               |   |         |           |       |     |        |      |                        |             |       |

(c) Expected increase in productivity and profits in measurable terms

Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in current year

\*(Appointed date on which non-conventional energy division of M/s Paisalo Digital Limited (Erstwhile known as S. E. Investments Ltd.) was vested in the Company by virtue of Order of Hon'ble High Court of Delhi)

The Board recommends the resolution set out at Item No. 5 of the accompanying notice for approval of the Members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company except Mr. Sachin Agarwal, or their relatives is concerned or interested, in the resolution.

#### ITEM NO. 6

The Nomination and Remuneration Committee and Board have proposed the appointment of Mr. Sanjeet Kumar Rath as Executive Director of the Company for a period of five years on terms and conditions approved by the Nomination & Remuneration Committee and Board, subject to approval of the shareholders at this Annual General Meeting.

Mr. Sanjeet Kumar Rath, S/o Mr. Gourishankar Balbhadra Rath R/o 302, Orchid Residency Taskin Society, Nizampura, Vadodara, Gujarat- 390002, aged about 33 years, holds a graduate degree in B.E (Electronics & Instrumentation). He is oriented professional with proven track record of 12 years in managing Plant Operation as Plant Head involving Production, Production Planning and Control (PPC), Quality Management, Logistics and Warehousing. He is good in introducing positive work culture through best practices, product development, process enhancement, project management and waste reduction.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Effective date of appointment as Executive Director: 28th June, 2018.  
Term of appointment : 5 years.

Further, subject to consent of the Members of the Company, on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting has recommended the remuneration of Rs. 1.50 Lacs p.m as minimum remuneration payable to Mr. Sanjeet Kumar Rath as Executive Director of the Company and accordingly, pursuant to provisions of the Section II of Part II of Schedule V of the Companies Act, 2013, the consent of the Members of the Company by way of Special Resolution is sought to authorise the Company to make payment of above remuneration to Mr. Sanjeet Kumar Rath.

The following additional detailed information as per Section –II of Schedule V is as follows:

| II. General Information:   |   |
|--|---|
| (a) Nature of industry   | Company is engaged in power generation through wind energy and Rubber reclamation from waste tyres  |
| (b) Date or expected date of commencement of commercial production.  | Power Generation- 30th September, 2010*<br>Rubber Reclamation - 26th March, 2014  |
| (c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. | Not applicable  |
| (d) Financial performance based on given indicators.   | During the year 2017-18 the Company has reported growth of 25.10 % in revenue from operations as compared to the previous financial year 2016-17. During the financial year the total revenue of the Company stood at Rs. 1576.32 Lacs. However, due to challenging business environment for reclaim rubber industry and increase in cost of operations, the Company has suffered Loss of Rs.517.49 Lacs during financial year 2017-18. |



| (e) Foreign investments or collaborators, if any  | <p>The Company does not have any collaboration. Foreign shareholding as on 31st March, 2018 as under:</p> <table border="1" data-bbox="807 367 1402 501"> <thead> <tr> <th>Category</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>FII/FPI</td> <td>72,94,777</td> <td>17.96</td> </tr> <tr> <td>NRI</td> <td>30,763</td> <td>0.07</td> </tr> <tr> <td>Foreign body corporate</td> <td>1,58,88,591</td> <td>39.12</td> </tr> </tbody> </table> | Category | No. of Shares | %       | FII/FPI    | 72,94,777 | 17.96      | NRI | 30,763 | 0.07 | Foreign body corporate | 1,58,88,591 | 39.12 |
|---|--|----------|---------------|---------|------------|-----------|------------|-----|--------|------|------------------------|-------------|-------|
| Category  | No. of Shares  | %        |               |         |            |           |            |     |        |      |                        |             |       |
| FII/FPI   | 72,94,777  | 17.96    |               |         |            |           |            |     |        |      |                        |             |       |
| NRI   | 30,763   | 0.07     |               |         |            |           |            |     |        |      |                        |             |       |
| Foreign body corporate  | 1,58,88,591  | 39.12    |               |         |            |           |            |     |        |      |                        |             |       |
| <b>II. Information about the Executive Director:</b>  |  |          |               |         |            |           |            |     |        |      |                        |             |       |
| (a) Background details  | Mr. Sanjeet Kumar Rath have a proven track record of 12 years in managing Plant Operation as Plant Head involving Production, Production Planning and Control (PPC), Quality Management, Logistics and Warehousing.  |          |               |         |            |           |            |     |        |      |                        |             |       |
| (b) Past remuneration   | The remuneration drawn by Mr. Sanjeet Rath during the past two years is as follows:  |          |               |         |            |           |            |     |        |      |                        |             |       |
|   | <table border="1" data-bbox="807 743 1402 842"> <thead> <tr> <th>Year</th> <th>Rs. in Lacs</th> </tr> </thead> <tbody> <tr> <td>2016-17</td> <td>12.00 Lacs</td> </tr> <tr> <td>2015-16</td> <td>10.20 Lacs</td> </tr> </tbody> </table>   | Year     | Rs. in Lacs   | 2016-17 | 12.00 Lacs | 2015-16   | 10.20 Lacs |     |        |      |                        |             |       |
| Year  | Rs. in Lacs  |          |               |         |            |           |            |     |        |      |                        |             |       |
| 2016-17   | 12.00 Lacs   |          |               |         |            |           |            |     |        |      |                        |             |       |
| 2015-16   | 10.20 Lacs   |          |               |         |            |           |            |     |        |      |                        |             |       |
| (c) Recognition or awards   | -  |          |               |         |            |           |            |     |        |      |                        |             |       |
| (d) Job profile and his suitability   | Mr. Sanjeet Rath, being an engineer and having a rich experience in the field of operation, quality control and marketing, is suitable towards achievement of common objectives of the Company and exercises powers under the supervision and superintendence of the Board of the Company.   |          |               |         |            |           |            |     |        |      |                        |             |       |
| (e) Remuneration proposed   | It is proposed to pay Rs. 1.50 Lacs p.m. as remuneration, subject to terms and conditions as set out under the Section 196, 197 and Schedule V of Companies Act, 2013.   |          |               |         |            |           |            |     |        |      |                        |             |       |
| (f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person    | Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with industry standards and remuneration drawn by the managerial personnel held in similar sized and similarly positioned businesses.   |          |               |         |            |           |            |     |        |      |                        |             |       |
| (g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any | Does not have any pecuniary relationship with the Company except remuneration drawn as Executive Director. Mr. Sanjeet Rath does not have any relationship with other Key managerial.  |          |               |         |            |           |            |     |        |      |                        |             |       |
| <b>III. Other information:</b>  |  |          |               |         |            |           |            |     |        |      |                        |             |       |
| (a) Reasons of loss or inadequate profits   | Reason of Loss in the Company is due to challenging business environment faced by us and unfavourable environmental conditions for us to generate power through wind.  |          |               |         |            |           |            |     |        |      |                        |             |       |
| (b) Step taken or proposed to be taken for improvement  | The management of the Company is constantly endeavoring for exploring avenues to increase revenues through increase in customer base, cost optimization and improved technology adoptions.   |          |               |         |            |           |            |     |        |      |                        |             |       |
| (c) Expected increase in productivity and profits in measurable terms   | Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in current year  |          |               |         |            |           |            |     |        |      |                        |             |       |

\*(Appointed date on which non-conventional energy division of M/s Paisalo Digital Limited (Erstwhile known as S. E. Investments Ltd.) was vested in the Company by virtue of Order of Hon'ble High Court of Delhi)

The Board recommends the resolution set out at Item No. 6 of the accompanying notice for approval of the Members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company except Mr. Sanjeet Kumar Rath, or their relatives, are concerned or interested, in the resolution.

ITEM NO. 7

As on 31st March, 2018, holding of Foreign Investor under the portfolio scheme in the Company is approximately 17.93% of paid up capital. To make more space for the Foreign Portfolio Investors (FPIs) to invest in the equity of the Company, it is proposed to permit enhancement of the Foreign Investment under portfolio scheme in the Company from 24% upto the sectoral limit as prescribed by Reserve bank of India/ Government of India .

In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, Foreign Portfolio Investors (FPIs) can, in aggregate, hold upto 24% of paid-up capital of the Company. As per the Regulations, the limit of 24% may be increased upto the sectoral cap/ statutory ceiling, as applicable, on the Company concerned, by passing a Resolution by its Board of Directors, followed by passing of Special Resolution to that effect by the Members.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item no. 7 of the Notice for increase in the limit of shareholding by Foreign Investor under the portfolio scheme from 24% of paid up equity capital on a fully diluted basis or paid up value of each series of debentures or preference shares or share warrants upto the sectoral cap/statutory ceiling as prescribed by the Reserve Bank of India/Government of India.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

## DETAILS OF DIRECTORS

### SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(In pursuant to Secretarial Standard issued under the Companies Act, 2013 and Regulation 36 of SEBI (LODR) Regulations, 2015)

|  |   |   |   |
|--|---|---|---|
| Name of director   | Dr. Arun Gopal Agarwal  | Mr. Sachin Agarwal  | Mr. Sanjeet Kumar Rath  |
| DIN  | 00374421  | 00007047  | 08140999  |
| Date of Birth  | 2nd March, 1946   | 01st July, 1975   | 04th April 1985   |
| Age  | Aged about 72 Years   | Aged about 43 years   | Aged about 33 years   |
| Date of Appointment  | 4th August, 2011  | 08th February, 2018   | 28th June, 2018   |
| Qualification  | CS, CWA, Ph. D (Commerce)   | B.Com (Hons), MBA   | Degree of Bachelor of Engineering   |
| Expertise in Specific Functional Areas / Experience                                  | Key areas of his expertise include commercial arbitrations, management, accounting, financial management including budgetary controls, cost accounting and internal audit. He is also fellow member of the Management Association and Arbitration Council of India. | His core areas of expertise include providing leadership planning, priority setting and communicating strategic direction of initiatives and brand development with customer base for annual and on going business plan.  | His areas of expertise include designing, developing, installing, managing and maintaining equipments which are used to monitor and control engineering systems, machinery and processes. |
| Designation (at which appointment to be made)  | Non-Executive Director  | Managing Director   | Executive Director  |
| Shareholding in the Company as on the date of this Notice                            | 100 equity shares of Rs. 10 each  | 3089240 equity shares of Rs. 10 each  | Nil   |
| Shareholding of Non Executive Directors in the Company as on the date of this Notice | Nil   | Nil   | Nil   |
| List of other companies in which directorship held on the date of this Notice        | Bloom Inn Private Limited<br>Value Plus Centre Of Excellence Private Limited<br>Agarwal Meadows Private Limited<br>Shubham Electrochem Limited<br>R N R Infosolution Private Limited  | Spring Trading Private Limited<br>Siyaram Shelters Private Limited<br>Blessings Builders Private Limited<br>Kanak Bhawan Prasad Seva Private Limited<br>Spring Resorts Private Limited<br>Helios Aviation Private Limited<br>Siyaram Infrastructure Private Limited<br>Siyaram Motors Private Limited<br>Saket Buildcon Private Limited<br>Mor Mukut Infradev Private Limited<br>Spring Infradev Limited<br>Bloom Inn Private Limited<br>Superteck Printing Private Limited<br>Aanjneya Vayusutra Private Limited | Nil   |

|   |  |   |   |
|---|--|---|---|
|   |  | Raj Shiksha Foundation                                    |   |
|   |  | Repartee Infrastructures Private Limited                  |   |
|   |  | SCS Educational Foundation                                |   |
| Chairman/ Member of the Committees of the Board across all other public Companies of which he is a Director as on the date of this Notice | None   | Spring Infradev Limited                                   | None  |
|   |  | I. Audit Committee  | Member  |
|   |  | II. Corporate Social Responsibility Committee             | Chairman  |
| Relationships between Directors inter-se  | Nil  | Nil   | Nil   |
| Remuneration  | No remuneration paid or proposed to be paid. | Rs. 2.50 Lacs p.m. as remuneration is proposed to be paid | Rs. 1.50 Lacs p.m. as remuneration is proposed to be paid |



## BOARD'S REPORT

Dear Members

The Directors are pleased to present 8th Board's Report of the Company along with the Audited Financial Statements of the Company for the financial year ended 31st March, 2018.

### Financial Results

The financial results of the Company for the year 2017-18 is summarized in the following table as compared to that of previous year:

(Figures In Lacs)

| Particulars   | Year Ended on<br>31 <sup>st</sup> March, 2018 | Year Ended on<br>31 <sup>st</sup> March, 2017 |
|---|---|---|
| Revenue from Operations                                 | 1565.63                                       | 1251.52                                       |
| Other Income  | 10.69   | 7.18  |
| Total Revenue   | 1576.33                                       | 1258.71                                       |
| Less: Expenditure                                       | 1592.82                                       | 1390.36                                       |
| Profit/Loss before Financial Cost, Depreciation and Tax | (16.49)                                       | (13.17)                                       |
| Less: Financial Cost                                    | 255.78  | 102.82  |
| Less: Depreciation and amortization                     | 438.29  | 401.31  |
| Profit/Loss before Tax (PBT)                            | (517.50)                                      | (635.79)                                      |
| Less: Tax Expenses                                      | (193.07)                                      | (195.19)                                      |
| Profit/Loss after Tax(PAT)                              | (517.50)                                      | (440.60)                                      |
| Balance carried to Balance Sheet                        | 1661.09                                       | 1143.59                                       |

### Summary of Performance

During the year 2017-18 the Company has reported growth of 25.10 % in revenue from operations as compared to the previous financial year 2016-17. During the financial year the total revenue of the Company stood at Rs. 1576.32 Lacs. However, due to challenging business environment for reclaim rubber industry and increase in cost of operations, the Company has suffered Loss of Rs. 517.49 Lacs during financial year 2017-18.

The current year continues to be sluggish in terms of sales value and volume. Management of the Company believes that business environment will change and the Company will come with better and positive results in upcoming years.

### Dividend

In the financial year under review, Company has not earned profit, therefore, the Board of Directors regret their inability to recommend any dividend for the current year.

### Fixed Deposits

Company has not accepted any public deposits within the meaning of Section 73 of Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 and as such no amount of principal or interest on public deposits was outstanding as on the date of balance sheet.

### Board of Directors and Key Managerial Personnel

In accordance with the provisions of Companies Act, 2013 and as per Articles of Association of the Company Dr. Arun Gopal Agarwal, Director of the Company retire by rotation at the forthcoming Annual General Meeting and being eligible, offer s himself for reappointment.

On 27th September, 2017, Mr. Hemant Kumar Jain ceased to be the Chief Financial Officer (CFO) of the Company due to his resignation from the post. Mr. Sachin Agarwal and Mr. Rutvij Ramchandra Khangiware have been appointed as the Additional Director and Chief Financial Officer (CFO) of the Company respectively by the Board of Directors w. e. f. 08th February, 2018. Mr. Ravindra Agrawal, Managing Director of the Company ceased to be the director of the Company w. e. f. 27th March, 2018.

Further, Mr. Sachin Agarwal has been appointed as Managing Director of the Company w. e. f. 18th May, 2018 subject to the approval of shareholders in the forthcoming Annual General Meeting

None of the Directors of the Company is disqualified under Section 164 of the Companies Act, 2013.

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting, as required under clause 36 of SEBI (LODR) Regulations, 2015, is enclosed with the notice of Annual General Meeting.

#### Criteria for Board Membership of the Company

For the appointment of Directors, the Company take into account following points:

Director must have relevant experience in Finance/ Law/ Management/ Sales/ Marketing/Administration/ Research/ Corporate Governance/ Technical Operations or the other disciplines related to Company's business.

- Director should possess the highest personal and professional ethics, integrity and values.
- Director must be willing to devote sufficient time and energy in carrying out their duties and responsibilities.
- Director must be fit and proper person.

#### Audit Committee

Audit committee is in existence in accordance with the provisions of Section 177 of the Companies Act, 2013. Kindly refer to the Section on Corporate Governance, under the head, 'Audit committee' for matters relating to the composition, meetings and functions of the committee. The board has accepted the Audit committee recommendations during the year whenever required and hence no disclosure is required under Section 177(8) of the Companies Act, 2013 with respect to rejection of any recommendations of Audit committee by board.

#### Directors' Responsibility Statement

Pursuant to the requirement of Section 134(3) read with Section 134(5) of the Companies Act, 2013 (the Act), your Directors confirm that:

- a) in the preparation of the annual accounts for the financial year 2017-18, the applicable (IND AS) Indian Accounting Standards had been followed and there are no material departure from the same;
- b) the Directors has selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis;
- e) the Directors had laid down internal financial controls to be followed by the Company and 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.

#### Independent Director

Independent Director is a Non-Executive Director, who does not have any direct or indirect material pecuniary relationship with the Company or any of its officers, other than as a Director or Shareholder of Company. Independent Director shall abide by the Code of Conduct as prescribed under Schedule IV of the Companies Act, 2013.

Independent Director shall meet all criteria specified in Section 149(6) of the Companies Act, 2013 and rules made thereunder and Regulation 25 of SEBI (LODR) Regulations, 2015.

Mr. Dharam Vir Gupta, Mrs. Anshu Gupta and Mr. Diwan Chand Arya are Independent Directors on the Board of the Company. In the opinion of the Board and as declaration submitted by these Directors under Section 149 (7) of Companies Act, 2015, they comply with all the criteria of Independent Director as envisaged in Section 149(6) the Companies Act, 2013 and Regulation 25 SEBI (LODR) Regulations, 2015.

### Familiarization Programme for Independent Directors

Every new Independent Director of the Board attends an orientation program, which is to familiarize the new Non-Executive Director with the strategy, operations and functions of the Company. The Executive Directors / Senior Managerial Personnel conduct meetings with the Non-Executive Directors to make them understand the Company's strategy, operations, product and organization structure, human resources, facilities and risk management. Through meetings and interaction among Senior Managements and Non- Executive Directors and Independent Directors, Company has made its best effort to ensure that the Non- Executive Directors understand their roles, rights, responsibilities in the Company.

Further, at the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as an Independent Director. The format of the letter of appointment is available on Company's website.

### Company's Policy on Directors' Appointment and Remuneration

Company has constituted Nomination and Remuneration Committee as required under Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015, which inter-alia has recommended and formulated a Remuneration Policy ("the policy").

The Policy is framed in accordance with the provisions of Companies Act, 2013 and listing Regulations. In case of any subsequent changes in the provisions of Companies Act, 2013 and Listing Regulations which makes any of the provisions of the policy inconsistent with the Act or regulations, the provisions of the Act or regulation shall prevail over the policy.

The objective of the policy is to provide criteria for appointment of Directors viz. experience, qualification, positive attributes understanding of the Company's business and social perspective, personal achievements and Board diversity. The Policy also contained the provisions to ensure that Executive Directors, KMP and other employees are sufficiently compensated for their performance. Under the Policy, Nomination and Remuneration Committee is entrusted with the responsibility to evaluate the various aspects relating to recommend the appointment and remuneration of the Directors of the Company.

Independent Non-Executive Directors are appointed for their professional expertise in their individual capacity as independent professionals. Independent Non-Executive Directors shall be entitled for sitting fees, reimbursement of expenses, paid for attending the meeting of the Board and Board Committees and commission as approved by the Board or/and shareholders.

The remuneration of employees largely consists of basic salary, perquisites, allowances and performance incentives. Perquisites and other benefits are paid according to the Company policy, subject to prescribed statutory ceiling. The components of the total remuneration vary for different grades and are governed by the industry pattern, qualification & experience /merits, performance of each employee.

### Board Evaluation

The Companies Act, 2013 states that formal annual evaluation required to be made by Board of its own performance and that of its Committees and individual Directors and Schedule IV of the Companies Act, 2013 states that the performance of Independent Directors shall be evaluated by the entire Board of Directors, excluding the Director being evaluated. Further, listing regulations also mandates that the Board shall monitor and review the Board evaluation framework.

Accordingly, the Board in consultation with the Nomination and Remuneration Committee, has set the criteria for evaluation of performance of Executive/Non-Executive/Independent Directors. Such criteria provides that the evaluation of performance of Board as whole, its Committees and Directors shall be carried out on annual basis and the Board may avail services of independent consultant to facilitate it for evaluating the performance of directors individually or collectively.

During the year, evaluation of performance of all the Directors and the Board as a whole and its Committees was conducted based on criteria set in this regard. The Evaluation process focused on various aspect of the Board and Committees functioning such as composition of the Board and Committees, competencies and experiences, performance of duties and obligation assigned etc. A separate process was also carried out to evaluate the performance of individual Director on the criteria such as contribution in decision making, governance issue, independent judgment, experience and presence in the meetings of Board and Committees. The results of evaluations were satisfactory. In addition to above evaluation, the performance of Non-Independent Directors, performance of Board as a Whole, performance of Chairman of the Company have also been reviewed by Independent Directors in their separate meeting held on 8th February, 2018 in terms of provisions of Schedule IV of the Companies Act, 2013 and Listing Regulations.



#### Meetings of the Board of Directors

During the financial year under review Four (4) meetings of the Board of Directors were duly convened, details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

#### Statutory Auditor and Audit Report

In terms of Section 139 of the Companies Act, 2013, M/s R. Lal & Company, Chartered Accountants, has been appointed as Statutory Auditor of the Company in 6th Annual General Meeting of the Company up to the conclusion of 11th Annual General Meeting of the Company subject to annual ratification. But as per Section 40 of the Companies (Amendment) Act, 2017 (notified vide notification dated 07th May, 2018) the provision of ratification of the appointment of Auditor has been omitted, therefore in this Annual General Meeting the appointment of M/s R. Lal & Company will be confirmed for the rest of their tenure without any ratification in upcoming Annual General Meeting during their tenure and Board of Directors of the Company will be authorised to fix their remuneration from time to time in consultation with them.

#### Secretarial Auditor and Secretarial Audit Report

As stipulated in the Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Secretarial Audit for the financial year 2016-17 has been carried out by a qualified Practising Company Secretary and submitted Secretarial Audit Report on the compliance of applicable Acts, Rules, Regulations, Guidelines, Standards etc. The Secretarial Audit Report is enclosed to this Annual Report as an integral part of this report.

The observations of Statutory Auditor and Secretarial Auditor in their reports read with notes thereto are self-explanatory and do not call for any further explanation. The Auditors of the Company have not given any adverse remark or disclaimer in their reports.

The report of the Statutory Auditor and Secretarial Auditor are enclosed to this report.

#### Internal Financial Controls

The internal financial control policies and internal audit program adopted by the Company plays an important role in safeguarding the Company's assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

The Board has adopted procedures for ensuring the orderly and efficient conduct of its business, including risk management feedback loop, in which the information generated in the internal control process is reported back to Board and Management.

A firm of Competent Chartered Accountants has been engaged by the Company for conducting internal audit, to examine and evaluate the adequacy and effectiveness of internal financial control system of the Company. The Audit Committee of Board of Directors, Statutory Auditor and the Department Heads are periodically apprised of the internal audit findings and corrective actions taken.

The Audit Committee of Board of Directors actively review the adequacy and effectiveness of internal financial control system and suggests improvements for strengthening them. Internal Financial Control System of the Company are adequate with the respect to the operations of the Company.

#### Subsidiary Company

The Company owned hundred percent shares of M/s Shubham Electrochem Limited (Wholly Owned Subsidiary Company). At the year ended 31st March, 2018, the turnover of M/s Shubham Electrochem Limited stood at Rs. 10.36 Lacs. During the reporting period Subsidiary Company reported profit after tax of Rs. 3.09 Lacs.

#### Particulars of Contracts or Arrangements with Related Parties

During the year under the review, there were no materially significant related party transactions which could have had a potential conflict with the interests of the Company and do not attract the provisions of Section 188(1) of the Companies Act, 2013. The related party transactions were periodically placed before the Audit Committee and/or Board for its approvals or review as and when required. The policy on Material Related Party Transactions is available on the Company's website.



## Credit Rating

CARE BB and CARE A4 rating has been assigned by Credit Analysis & Research Ltd. (CARE Ratings) to the Company for Long Term Bank Facilities and Short Term Bank Facilities respectively.

## Particulars of Employees

In accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 information regarding employees is annexed as Annexure-A to this report.

## Extracts of Annual Return

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, Extracts of Annual Return in the prescribed form MGT-9 is annexed as an integral part of this report as Annexure-B.

## Particulars of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The particulars pursuant to Section 134(3)(m) of Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 to the extent applicable are as under:

### (A) Conservation of energy-

- i. Company has been continually working on energy conservation and has taken and implemented various measures towards this in production, domestic lightning and cooling facilities. Company has installed significant numbers of powerless turbo ventilators in the entire working shed for ventilation using 'zero' power. Building have been designed for ingress of adequate natural light thus requiring no artificial lightning during the day time. Many provisions have been made in various machines for consuming energy, during processing line losses has been maintained close to 'zero' by adequate design of cables and other systems.
- ii. No step has been taken by the Company for utilization of alternate source of energy. However, Company at its non-conventional energy division generate electricity by wind energy and transfer the same to power grids.
- iii. Company has on proposals for power generation for captive consumption at its reclaim rubber plant through solar route.

### (B) Technology absorption-

|      |   |   |   |
|------|---|---|---|
| i.   | The efforts made towards technology absorption  | : | It's a continual process and the drive for reaching and adapting new technology is always under progress.   |
| ii.  | The benefits derived like production improvement, cost reduction, product development or import substitution  | : | Performance improvement is a continual process with respect to productivity, delivery, quantity cost and safety. Company is regularly following this and each department has set its own objective for performance improvement, which is closely monitored and regulated. With continued improvement in technology our production rate has been improved. |
| iii. | In case imported technology (imported during last 3 years reckoned from the beginning of the financial year)- |   |   |
| (a)  | The details of technology imported  | : | Company is using imported machines in its reclaimed rubber division.  |
| (b)  | The year of import  | : | —   |
| (c)  | Whether technology been fully absorbed  | : | Yes   |
| (d)  | Research and developments   | : | The company seeks regular technical support from experts in this field and undertake appropriate R&D activities depending upon future requirements.   |

## (C) Foreign exchange earnings and Outgo-

The details of the foreign exchange exposure during the period under review are as under:

(Amount in Lacs)

| Particulars   | Current Year | Previous Year |
|---|--------------|---------------|
| Total Foreign Exchange Earnings                       | -            | -             |
| Total Foreign Exchange Outgo (Import of material)     | 152.23       | 160.75        |
| Total Foreign Exchange Outgo (Foreign Travel expense) | 2.16         | 5.86          |

## Statement on Risk Management

The Board identifies and reviews the various elements of risk which the company has to face and laid out the procedures and measures for mitigating those risks. The elements of risk threatening the company's existence are minimal. The company does not face any risks other than those that are prevalent in the industry and is taking all possible steps to overcome such risks. The main concerns are volatility in raw material prices, maintenance of machineries, market pressure, etc.

As a part of the overall risk management strategy, all assets are appropriately insured.

## Vigil Mechanism/ Whistle Blower Policy

Pursuant to the requirement of the Companies Act, 2013, the Company has established vigil mechanism/ whistle blower policy. Section 177 of the Companies Act, 2013 which inter-alia provides for a requirement to establish a mechanism for all the Directors and employees to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

Accordingly, the Mechanism is established to provide adequate safeguards against victimization of persons who use such mechanisms. Whistle blower Policy is available on Company's website.

## Prevention of Sexual Harassment at Workplace

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder. The Directors of the Company state that during the year under review there was no case filed pursuant to sexual harassment of woman at workplace (Prevention, Prohibition and Redressal) Act, 2013.

## Material Changes and Commitments

No material changes and commitments, affecting the financial position of the Company has been occurred between the end of the financial year 2017-18 and till the date of this report.

## Statutory Orders

No significant and material orders were passed by Courts, Tribunals and other Regulatory Authorities affecting the going concern status of the Company's operations.

## Management Discussion and Analysis Report

In terms of Regulation 34 of SEBI (LODR) Regulations, 2015, Management Discussions and Analysis Report is appended to this Board's Report as Annexure-C.

## Corporate Governance

The Company is committed to maintain the good standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company continues to benchmark its corporate governance policies in its true sense. The report on Corporate Governance as stipulated under the Listing Regulations forms an integral part of this report as Annexure-D. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is annexed to the report on Corporate Governance.

### Cautionary Statement

Statements in this report, especially those relating to MD&A giving details of company's objectives, projections, estimates and expectations may be construed as "forward looking statements" within the realm of applicable laws and regulations. Actual results are liable to differ materially from those either expressed or implied.

### Acknowledgements

We place on record our appreciation to employees at all level for their contribution, dedication and commitment. The Board take this opportunity to thank all Investors, Clients, Vendors, Banks, Government and Regulatory Authorities for their support, and look forward for their continued support in the future.

Place : New Delhi  
Date : 18th May, 2018

For and on behalf of the Board of  
S. E. Power Ltd.

Sd/-  
(Dr. Arun Gopal Agarwal)  
Chairman  
DIN : 00374421

## REMUNERATION OF DIRECTORS/EMPLOYEES

[Disclosure as per Section 197(12) of the Companies Act, 2013 read with rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

| S. No. | Details   | Mr. Ravindra Agrawal (MD) upto 27.03.2018   | Mr. Hemant Kumar Jain (CFO) upto 27.09.2017 | Mr. Rutvij Ramchandra Khangiware (CFO) from 08.02.2018 | Ms. Lipika Garg (CS) |
|--------|---|---|---|--|----------------------|
| 1.     | Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year  | 22.60 :1  | 2.42 : 1                                    | 1.84 : 1   | 2.36 : 1             |
| 2      | Percentage increase in remuneration of each director, CFO, CEO, Company Secretary or Manager, if any, in financial year   | Nil   | Nil   | Nil  | Nil                  |
| 3.     | Percentage increase in the median remuneration of employees in the financial year   | 9.77%   |   |  |                      |
| 4.     | The number of permanent employees on the rolls of Company   | 70 (incl. workers)  |   |  |                      |
| 5.     | Average percentile increase already made in the salaries of employees other than the 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.   | <p>Managerial Remuneration of Mr. Ravindra Agrawal (MD) have increased by NIL over previous year 2017-18 as against Employees remuneration increased by 9.77% over the previous year figure.</p> <p>The Increase in remuneration was in line with the industrial standards and individual employees performance.</p> <p>There is no exceptional circumstances for increase in the managerial remuneration. The Remuneration paid as above was as per the Remuneration policy of the company</p> |   |  |                      |
| 6.     | Name of top ten employee in terms of remuneration drawn   | Mr. Ravindra Agrawal (Managing Director), Mr. Sanjeet Rath (GM - Operations), Mr. Ambrish Bedade (Head - HR & IR), Mr. Hemant Kumar Jain (CFO), Mr. Manish Kumar Singh (Sr. Sales Manager), Mr. Vinod Thorve (Sales Manager), Mr. Sunil Kumar Misra (Maintenance Head), Mr. Rakesh Chaudhary (Sr. Manager-Quality), Mr. Pawan Mangal (Production Manager), Ms. Lipika Garg (CS).  |   |  |                      |
| 7.     | Name of every employee of the company, who have remuneration more than 8.50 lac in month and 120 lacs in year   | No  |   |  |                      |
| 8.     | Name of every employee of the company, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole-Time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company | No  |   |  |                      |

It is hereby affirmed that remuneration is as per the remuneration policy.

Place : New Delhi  
Date : 18<sup>th</sup> May, 2018

For and on behalf of the Board of  
S. E. Power Limited  
Sd/-  
(Dr. Arun Gopal Agarwal)  
Chairman  
DIN : 00374421



## FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN

As on 31st March, 2018  
[Pursuant to Section 92(1) of the Companies Act, 2013 and rules made thereunder]

### I. Registration and Other Details:

|      |   |   |   |
|------|---|---|---|
| i)   | CIN   | : | L40106GJ2010PLC091880   |
| ii)  | Registration Date   | : | 11 <sup>th</sup> August, 2010   |
| iii) | Name of the Company   | : | S. E. Power Limited   |
| iv)  | Category / Sub-Category of the Company                                      | : | Company Limited by Shares, Indian Non Government Company  |
| v)   | Address of the Registered Office and contact details                        | : | Survey No. 54/B, Pratapnagar, Jarod-Savli Road, Samlaya, Vadodara-391520 (Gujarat)<br>Phone: + 91 2667 251566<br>E-mail: <a href="mailto:cs@sepower.in">cs@sepower.in</a>                       |
| vi)  | Whether listed company  | : | Equity Shares of the Company Listed on<br>i) BSE Limited<br>ii) National Stock Exchange of India Limited  |
| vii) | Name, Address and contact details of Registrar & Share Transfer Agent (RTA) | : | Alankit Assignments Limited<br>Alankit Heights, 1E/13,<br>Jhandewalan Extension, New Delhi-110055<br>Email - <a href="mailto:info@alankit.com">info@alankit.com</a><br>Tel No. - +91 1142541234 |

### II. Principal Business Activities of the Company:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated-

| S. No. | Name and Description of main products / services      | NIC Code of the Product/ service* | % to total turnover of the company |
|--------|---|-----------------------------------|------------------------------------|
| 1.     | Generation of Energy through Non-Conventional Sources | Class 3510                        | 7.93                               |
| 2.     | Manufacturing of Reclaimed Rubber                     | Class 2219                        | 92.07                              |

\*As per National Industrial Classifications 2008 (NIC-2008)

### III. Particulars of Holding, Subsidiary and Associate Companies:

| S. No. | Name and Address of the Company | CIN                   | Holding/ Subsidiary/ Associate | % of Shares held | Applicable Section           |
|--------|---------------------------------|-----------------------|--------------------------------|------------------|------------------------------|
| 1.     | M/s Shubham Electrochem Ltd.    | U34301DL1988PLC033788 | Subsidiary                     | 100%             | 2(87) of Companies Act, 2013 |

IV. Share Holding Pattern:  
(Equity Share Capital Breakup as percentage of Total Equity)

(a) Category-wise Share Holding for the year ended 31st March, 2018-

| Category of Shareholders   | No. of Shares held at the beginning of the year |          |             |                   | No. of Shares held at the end of the year |          |             |                   | % Change during the year |
|--|---|----------|-------------|-------------------|---|----------|-------------|-------------------|--------------------------|
|  | Demat   | Physical | Total       | % of Total Shares | Demat                                     | Physical | Total       | % of Total Shares |                          |
| <b>A. Promoter</b>   |   |          |             |                   |   |          |             |                   |                          |
| (1) Indian   |   |          |             |                   |   |          |             |                   |                          |
| a. Individual/HUF  | 65,18,640                                       | -        | 65,18,640   | 16.05             | 65,18,640                                 | -        | 65,18,640   | 16.05             | -                        |
| b. Cent. Govt.   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| c. State Govt.   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| d. Bodies Corp.  | 39,65,866                                       | -        | 39,65,866   | 9.77              | 39,65,866                                 | -        | 39,65,866   | 9.77              | -                        |
| e. Bank/ FI  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| f. Any Other   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| Sub-Total- A(1)  | 1,04,84,506                                     | -        | 1,04,84,506 | 25.82             | 1,04,84,506                               | -        | 1,04,84,506 | 25.82             | -                        |
| (2) Foreign  |   |          |             |                   |   |          |             |                   |                          |
| a. NRI- Individual   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| b. Other Individual  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| c. Body Corp.  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| d. Bank/ FI  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| e. Any   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| Sub Total- A (2)   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| Total SH of Promoter A (1+2)   | 1,04,84,506                                     | -        | 1,04,84,506 | 25.82             | 1,04,84,506                               | -        | 1,04,84,506 | 25.82             | -                        |
| <b>B. Public Shareholding</b>  |   |          |             |                   |   |          |             |                   |                          |
| (1) Institution  |   |          |             |                   |   |          |             |                   |                          |
| a. Mutual Funds  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| b. Bank/ FI  | 2,00,000  | -        | 2,00,000    | 0.49              | 2,00,000                                  | -        | 2,00,000    | 0.49              | -                        |
| c. Cent. Govt.   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| d. State Govt.   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| e. Venture Capital   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| f. Insurance Co.   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| g. FIs/FPIs  | 72,32,275                                       | -        | 72,32,275   | 17.81             | 70,94,777                                 | -        | 70,94,777   | 17.47             | (0.34)                   |
| h. Foreign Venture Capital Fund  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| i. Other   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| Share issued to Custodian for GDRs of Demerged Company                   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| Sub-Total-B (1)  | 74,32,275                                       | -        | 74,32,275   | 18.30             | 72,94,777                                 | -        | 72,94,777   | 17.96             | (0.34)                   |
| (2) Non Institution  |   |          |             |                   |   |          |             |                   |                          |
| a. Body Corp.  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| b. Indian  | 43,26,973                                       | -        | 43,26,973   | 10.65             | 43,83,360                                 | -        | 43,83,360   | 10.79             | 0.14                     |
| c. Overseas  | 1,58,88,591                                     | -        | 1,58,88,591 | 39.12             | 1,58,88,591                               | -        | 1,58,88,591 | 39.12             | -                        |
| d. Individual  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| i. Individual shareholders holding nominal share capital upto Rs. 2 lakh | 15,33,024                                       | 33,406   | 15,66,430   | 3.86              | 17,05,748                                 | 25,406   | 17,31,154   | 4.26              | 0.40                     |

## S. E. Power Limited

|   |  |             |        |             |        |             |        |             |        |        |
|---|--|-------------|--------|-------------|--------|-------------|--------|-------------|--------|--------|
| ii.   | Individual shareholders holding nominal share capital in excess of Rs 2 lakh | 8,25,122    | -      | 8,25,122    | 2.03   | 7,52,369    | -      | 7,52,369    | 1.85   | (0.18) |
| c.  | Other  |             |        |             |        |             |        |             |        |        |
| i.  | Non Resident Indian  | 24,370      | -      | 24,370      | 0.06   | 30,763      | -      | 30,763      | 0.07   | 0.01   |
| ii.   | Clearing Member/ Broker/Margin Trading                                       | 61,733      | -      | 61,733      | 0.15   | 44,480      | -      | 44,480      | 0.12   | 0.03   |
|   | Sub-Total-B (2)  | 2,26,55,069 | 33,406 | 2,26,55,069 | 55.88  | 2,28,05,311 | 25,406 | 2,28,05,311 | 56.22  | 0.34   |
|   | Total SH of Public (other than GDRs) B (1+2)                                 | 3,00,92,088 | 33,406 | 3,01,25,494 | 74.18  | 3,01,00,088 | 25,406 | 3,01,25,494 | 74.18  | -      |
| C. Shares held by Custodian for GDRs & ADRs |  |             |        |             |        |             |        |             |        |        |
| (1)   | Promoter and Promoter Group  | -           | -      | -           | -      | -           | -      | -           | -      | -      |
| (2)   | Public   | -           | -      | -           | -      | -           | -      | -           | -      | -      |
|   | Total SH issued against GDRs C   | -           | -      | -           | -      | -           | -      | -           | -      | -      |
|   | Grand Total (A+B+C)  | 4,05,76,594 | 33,406 | 4,06,10,000 | 100.00 | 4,05,76,594 | 33,406 | 4,06,10,000 | 100.00 | -      |

### (b) Shareholding of Promoters-

| S. No. | Shareholder's Name                        | Shareholding at the beginning of the year |                                  |  | Shareholding at the end of the year |                                  |  | % change in shareholding during the year |
|--------|---|---|----------------------------------|--|-------------------------------------|----------------------------------|--|--|
|        |   | No. of Shares                             | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares                       | % of total Shares of the company | % of Shares Pledged / encumbered to total shares |  |
| 1.     | Mr. Sachin Agarwal                        | 30,89,240                                 | 7.61                             | -  | 30,89,240                           | 7.61                             | -  | -  |
| 2.     | Mrs. Shikha Agarwal                       | 34,29,400                                 | 8.44                             | -  | 34,29,400                           | 8.44                             | -  | -  |
| 3.     | Spring Infradev Ltd.                      | 4,97,080                                  | 1.22                             | -  | 4,97,080                            | 1.22                             | -  | -  |
| 4.     | S. E. Micro Housing Finance Pvt. Ltd.     | 10,35,000                                 | 2.55                             | -  | 0                                   | 0.00                             | -  | (2.55)                                   |
| 5.     | Gajodhari Chemicals Pvt. Ltd.             | 61,756                                    | 0.15                             | -  | 0                                   | 0.00                             | -  | (0.15)                                   |
| 6.     | Agrim Marketing Pvt. Ltd.                 | 91,000                                    | 0.22                             | -  | 0                                   | 0.00                             | -  | (0.22)                                   |
| 7.     | Baba Herbals Pvt. Ltd.                    | 60,800                                    | 0.15                             | -  | 60,800                              | 0.15                             | -  | -  |
| 8.     | Diamond Infradev Pvt. Ltd.                | 1,10,000                                  | 0.27                             | -  | 1,10,000                            | 0.27                             | -  | -  |
| 9.     | Bhavya Electronics and Networks Pvt. Ltd. | 62,608                                    | 0.15                             | -  | 12,50,364                           | 3.07                             | -  | 2.92                                     |
| 10.    | Superteck Printing Pvt. Ltd               | 20,47,622                                 | 5.04                             | -  | 20,47,622                           | 5.04                             | -  | -  |
|        | Total                                     | 1,04,84,506                               | 25.82                            | -  | 1,04,84,506                         | 25.82                            | -  | -  |

Pursuant to Scheme of Amalgamation as approved by National Company Law Tribunal New Delhi, the shares of promoter group companies at serial no 4, 5, 6 are transferred and vested in Bhavya Electronics and Networks Pvt. Ltd.

- (c) Change in Promoters' Shareholding-  
During the financial year ended March 31, 2018, there is no change in the total shareholding of Promoters and Promoter Group other than as provided above.

(d) Shareholding Pattern of top ten Shareholders-  
(Other than Directors, Promoters and Holders of GDRs and ADRs)

| S. No. | Name of Top 10 Shareholder                 | Shareholding at the beginning of the year (01.04.2017) |      | Date wise increase/decrease in Shareholding |            | Cumulative shareholding during the year | Shareholding at the end of the year (31.03.2018) |      |
|--------|--|--|------|---|------------|---|--|------|
|        |  | No. of Shares  | %    |   |            |   | No. of Shares                                    | %    |
| 1.     | M/s Auctor Investments Limited             | 37,95,504  | 9.35 | Shares                                      | —          | 37,95,504                               | 37,95,504  | 9.35 |
|        |  |  |      | Date  | —          |   |  |      |
|        |  |  |      | Reason                                      | —          |   |  |      |
| 2.     | M/s Heshika Growth Fund                    | 37,95,504  | 9.35 | Shares                                      | —          | 37,95,504                               | 37,95,504  | 9.35 |
|        |  |  |      | Date  | —          |   |  |      |
|        |  |  |      | Reason                                      | —          |   |  |      |
| 3.     | M/s Plutus Terra India Fund                | 37,43,581  | 9.22 | Shares                                      | —          | 37,43,581                               | 37,43,581  | 9.22 |
|        |  |  |      | Date  | —          |   |  |      |
|        |  |  |      | Reason                                      | —          |   |  |      |
| 4.     | M/s Antara India Evergreen Fund Ltd        | 33,46,493  | 8.24 | Shares                                      | —          | 33,46,493                               | 33,46,493  | 8.24 |
|        |  |  |      | Date  | —          |   |  |      |
|        |  |  |      | Reason                                      | —          |   |  |      |
| 5.     | M/s Davos International Fund               | 29,29,449  | 7.21 | Shares                                      | —          | 29,29,449                               | 29,29,449  | 7.21 |
|        |  |  |      | Date  | —          |   |  |      |
|        |  |  |      | Reason                                      | —          |   |  |      |
| 6.     | M/s Elara India Opportunities Fund Limited | 21,44,704  | 5.28 | Shares                                      | —          | 21,44,704                               | 21,44,704  | 5.28 |
|        |  |  |      | Date  | —          |   |  |      |
|        |  |  |      | Reason                                      | —          |   |  |      |
| 7.     | M/s Kuvera Fund Limited                    | 16,25,016  | 4.00 | Shares                                      | 46,675     | 15,78,341                               | 14,87,518  | 3.66 |
|        |  |  |      | Date  | 14.04.2017 |   |  |      |
|        |  |  |      | Reason                                      | Sell       |   |  |      |
|        |  |  |      | Shares                                      | 151        | 15,78,190                               |  |      |
|        |  |  |      | Date  | 21.04.2017 |   |  |      |
|        |  |  |      | Reason                                      | Sell       |   |  |      |
|        |  |  |      | Shares                                      | 3,318      | 15,74,872                               |  |      |
|        |  |  |      | Date  | 05.05.2017 |   |  |      |
|        |  |  |      | Reason                                      | Sell       |   |  |      |
|        |  |  |      | Shares                                      | 1,801      | 15,73,071                               |  |      |
|        |  |  |      | Date  | 26.01.2018 |   |  |      |
|        |  |  |      | Reason                                      | Sell       |   |  |      |
| Shares | 6,105                                      | 15,66,966  |      |   |            |   |  |      |
| Date   | 02.02.2018                                 |  |      |   |            |   |  |      |
| Reason | Sell                                       |  |      |   |            |   |  |      |
| Shares | 39,342                                     | 15,27,624  |      |   |            |   |  |      |
| Date   | 16.02.2018                                 |  |      |   |            |   |  |      |
| Reason | Sell                                       |  |      |   |            |   |  |      |



## S. E. Power Limited

|        |   |           |      |        |            |           |           |      |
|--------|---|-----------|------|--------|------------|-----------|-----------|------|
|        |   |           |      | Shares | 14,750     | 15,12,874 |           |      |
|        |   |           |      | Date   | 23.02.2018 |           |           |      |
|        |   |           |      | Reason | Sell       |           |           |      |
|        |   |           |      | Shares | 13,001     | 14,99,873 |           |      |
|        |   |           |      | Date   | 02.03.2018 |           |           |      |
|        |   |           |      | Reason | Sell       |           |           |      |
|        |   |           |      | Shares | 8,705      | 14,91,168 |           |      |
|        |   |           |      | Date   | 09.03.2018 |           |           |      |
|        |   |           |      | Reason | Sell       |           |           |      |
|        |   |           |      | Shares | 150        | 14,91,018 |           |      |
|        |   |           |      | Date   | 16.03.2018 |           |           |      |
|        |   |           |      | Reason | Sell       |           |           |      |
| Shares | 3500  | 14,87,518 |      |        |            |           |           |      |
| Date   | 23.03.2018                                      |           |      |        |            |           |           |      |
| Reason | Sell  |           |      |        |            |           |           |      |
| 8.     | M/s Zeal Professional Services Pvt. Ltd.        | 13,86,000 | 3.41 | Shares | —          | 13,86,000 | 13,86,000 | 3.41 |
|        |   |           |      | Date   | —          |           |           |      |
|        |   |           |      | Reason | —          |           |           |      |
| 9.     | M/s Sparrow Asia Diversified Opportunities Fund | 12,07,509 | 2.97 | Shares | —          | 12,07,509 | 12,07,509 | 2.97 |
|        |   |           |      | Date   | —          |           |           |      |
|        |   |           |      | Reason | —          |           |           |      |
| 10.    | M/s Antara India Evergreen Fund Ltd             | 4,75,615  | 1.17 | Shares | —          | 4,75,615  | 4,75,615  | 1.17 |
|        |   |           |      | Date   | —          |           |           |      |
|        |   |           |      | Reason | —          |           |           |      |

## (e) Shareholding of Directors and Key Managerial Personnel-

Directors and Key Managerial Personnel of the Company hold shares in the Company during the financial year.

| S. No. | Shareholding of each Directors and each Key Managerial Personnel   | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--------|--|---|----------------------------------|---|----------------------------------|
|        |  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
|        | At the beginning of the year   |   |                                  |   |                                  |
|        | i. Mr. Sachin Agarwal  | 3089240                                   | 7.61                             | 3089240                                 | 7.61                             |
|        | ii. Dr. Arun Gopal Agarwal   | 100                                       | 0.00                             | 100                                     | 0.00                             |
|        | iii. Mr. Diwan Chand Arya  | 100                                       | 0.00                             | 100                                     | 0.00                             |
|        | Date wise Increase / Decrease in Directors and Key Managerial Personnel Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | 0   | 0                                | 0                                       | 0                                |
|        | At the end of the year   |   |                                  |   |                                  |
|        | i. Mr. Sachin Agarwal  | 3089240                                   | 7.61                             | 3089240                                 | 7.61                             |
|        | ii. Dr. Arun Gopal Agarwal   | 100                                       | 0.00                             | 100                                     | 0.00                             |
|        | iii. Mr. Diwan Chand Arya  | 100                                       | 0.00                             | 100                                     | 0.00                             |

## V. Indebtedness:

Indebtedness of the Company including interest outstanding/accrued but not due for payment-

(Rs. in Lacs)

| S. No.  |                              | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|------------------------------|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year |                              |                                  |                 |          |                    |
| i.  | Principal Amount             | 2018.54                          | 3516.95         | -        | 5535.49            |
| ii.   | Interest due but not paid    | -                                | -               | -        | -                  |
| iii.  | Interest accrued but not due | -                                | -               | -        | -                  |
| Total (i+ii+iii)                                    |                              | 2,359.89                         | 3516.95         | -        | 5535.49            |
| Change in Indebtedness during the financial year    |                              |                                  |                 |          |                    |
| i.  | Addition                     | -                                | 544.25          | -        | 544.25             |
| ii.   | Reduction                    | 372.43                           | -               | -        | 372.43             |
| Net Change  |                              | 372.43                           | 544.25          | -        | 171.82             |
| Indebtedness at the end of the financial year       |                              |                                  |                 |          |                    |
| i.  | Principal Amount             | 1646.11                          | 4061.20         | -        | 5707.31            |
| ii.   | Interest due but not paid    | -                                | -               | -        | -                  |
| iii.  | Interest accrued but not due | -                                | -               | -        | -                  |
| Total (i+ii+iii)                                    |                              | 1646.11                          | 4061.20         | -        | 5707.31            |

## S. E. Power Limited

### VI. Remuneration of Directors and Key Managerial Personnel:

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager-

(Rs. in Lacs)

| S. No. | Particulars of Remuneration  | Mr. Ravindra Agrawal<br>(Managing Director<br>upto 27.03.2018)                               | Total<br>Amount |
|--------|--|--|-----------------|
| 1.     | Gross salary (Per Annum)   |  |                 |
|        | i. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 30.87  | 30.87           |
|        | ii. Value of perquisites u/s 17(2) Income-tax Act, 1961                            | -  | -               |
|        | iii. Profits in lieu of salary under   | -  | -               |
| 2.     | Stock Option   | -  | -               |
| 3.     | Sweat Equity   | -  | -               |
| 4.     | Commission   | -  | -               |
| 5.     | Others   | 30.87  | 30.87           |
|        | Total  |  | 30.87           |
|        | Total (A)  |  |                 |
|        | Ceiling as per the Act   | Above remuneration to Managing Director is paid as per Schedule V of the Companies Act, 2013 |                 |

#### B. Remuneration to other directors-

| S. No.   | Particulars of Remuneration               | Name of Director       |                     |                      | Total |
|--|---|------------------------|---------------------|----------------------|-------|
|  |   | Mrs. Anshu Gupta       | Mr. Dharm Vir Gupta | Mr. Diwan Chand Arya |       |
| 1.   | Independent Directors                     |                        |                     |                      |       |
|  | Fee for attending board committee meeting | Nil                    | Nil                 | Nil                  | Nil   |
|  | Commission                                | Nil                    | Nil                 | Nil                  | Nil   |
|  | Others                                    | Nil                    | Nil                 | Nil                  | Nil   |
|  | Total (1)                                 | Nil                    | Nil                 | Nil                  | Nil   |
| 2.   | Other Non-Executive Director              | Dr. Arun Gopal Agarwal |                     |                      |       |
|  | Fee for attending board committee meeting | Nil                    |                     |                      |       |
|  | Commission                                | Nil                    |                     |                      |       |
|  | Others                                    | Nil                    |                     |                      |       |
|  | Total (2)                                 | Nil                    |                     |                      |       |
|  | Total (B) = (1+2)                         |                        |                     |                      | Nil   |
| Total Managerial Remuneration= A+B   |   |                        |                     |                      | 30.87 |
| Remuneration paid to directors is as per the provisions of Companies Act, 2013 |   |                        |                     |                      |       |

## C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD-

(Rs. in Lacs)

| S. No. | Particulars of Remuneration  | Key Managerial Personnel |   |  | Total       |
|--------|--|--------------------------|---|--|-------------|
|        |  | Ms. Lipika Garg (CS)     | Mr. Hemant Kumar Jain (CFO) Upto 27.09.2017 | Mr. Rutvij Ramchandra Khangiwale (CFO) from 08.02.2018 |             |
| 1.     | Gross salary<br>Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br>Value of perquisites u/s 17(2) Income-tax Act, 1961<br>Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | 3.45                     | 3.54  | 2.70   | 9.69        |
| 2.     | Stock Option   | -                        | -   | -  | -           |
| 3.     | Sweat Equity   | -                        | -   | -  | -           |
| 4.     | Commission   | -                        | -   | -  | -           |
| 5.     | Others   | -                        | -   | -  | -           |
|        | <b>Total</b>   | <b>3.45</b>              | <b>3.54</b>                                 | <b>2.70</b>  | <b>9.69</b> |

## VII. Penalties/Punishment/Compounding of Offences:

| S. No. | Type   | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment compounding fee imposed | Authority (RD/NCLT/ COURT) | Appeal made, if any |
|--------|--|------------------------------|-------------------|--|----------------------------|---------------------|
| 1.     | Company Penalty<br>Punishment<br>Compounding                   |                              |                   | None   |                            |                     |
| 2.     | Directors Penalty<br>Punishment<br>Compounding                 |                              |                   | None   |                            |                     |
| 3.     | Other Officers in Default Penalty<br>Punishment<br>Compounding |                              |                   | None   |                            |                     |

Place : New Delhi  
Date : 18<sup>th</sup> May, 2018

For and on behalf of the Board of  
S. E. Power Limited  
Sd/-  
(Dr. Arun Gopal Agarwal)  
Chairman  
DIN : 00374421



## MANAGEMENT DISCUSSION & ANALYSIS REPORT

### INDUSTRY STRUCTURE AND DEVELOPMENT

One of the various problems which mankind faces as it enters into the 21st century is the problem of waste disposal management. Since polymeric materials do not decompose easily, disposal of waste polymers is a serious environmental problem. Large amounts of rubbers are used as tyres for aeroplanes, trucks, cars, two-wheelers etc. But after a long run when these tires are not serviceable and discarded, only a few grams or kilograms of rubber (<1%) are abraded out from the tyre. Almost the entire amount of rubber from the worn out tyres is discarded, which again need very long time for natural degradation due to crosslinked structure of rubbers and presence of stabilizers and other additives. This poses two major problems: the wastage of valuable rubber and the disposal of waste tyres leading to environmental pollution. Two major approaches to solve this problem are the recycle and the reuse of used and waste rubber, and the reclaim of rubber raw materials.

Further, the use of rubber in so many applications results in a growing volume of rubber waste. With the increase in demand, the manufacturing and use of rubber and the rubber products has increased tremendously both in the developed and developing countries. About 242 million tyres are discarded every year in the United States alone. Less than 7 percent are recycled. 11 percent are incinerated for their fuel value and another 5 percent are exported. The remaining 78 percent are either landfilled, or are illegally dumped. According to a recent report of the Environmental Protection Agency (EPA), this has resulted in a national stockpile of over 4 billion waste tyres. But with the decreasing scope of available sites and due to the corresponding cost explosion this process of waste rubber disposal is no longer feasible.

In recent years, recycling has gained attention worldwide due to growing focus on sustainability and realisation that natural resources are limited. Now Companies are articulating a vision of using more and more portion of recycled material in their products. The rubber industry is not an exception to this. This envisages tremendous growth pockets of the industry in the years to come as India is far from attaining any saturation level, so far as consumption of rubber products is concerned. End of life tyres are an important source of recycled rubber worldwide and its status has changed from waste to resource. The reclaim rubber industry has been developed around this reality and made India the world's second largest producer of reclaim rubber.

Waste tyres are often found morosely disposed of in vast landfills, not only eating up fertile, cultivable land space but also ruining serene landscapes. These tyres are now being put to good use by recyclers who have found the ultimate salvation for such products, using the innovative reclamation process.

Although reclamation has been around for decades, the technology has only recently come to light after developments have contributed to better product characteristics and lower processing costs as compared to natural or synthetic rubber. Furthermore, rising costs of these rubbers have also driven manufacturers to seek alternative sources of rubber in an increasingly competitive world.

The shift in trend towards eco-friendly & sustainable materials has also contributed to the demand for reclaimed rubber products in major end-use industries such as automotive, aerospace, consumer goods, footwear, and others.

Expansion of these industries in developing economies has also provided a stimulus for market growth in countries across Asia Pacific. The ban on landfills and other favorable regulatory framework provided by governments in order to support and encourage recycling has also driven product demand in developed nations.

Thus, reclamation offers an ideal solution for these end-of-life tyres, providing a new outlet for innovative applications in several regions across the globe.

Further the power generation sector is always a promising sector in India. Worldwide demand for energy is increasing with the increase in world population. One of the renewable source to produce power is wind energy which has become a cost effective source. In India, there is a huge potential to generate electricity by various non - conventional resources. India has huge geographical area with quite intense wind velocities in many regions thus making wind power installation a viable proposition.

Energy efficiency has multi-dimensional rewards for India's economy. Making energy efficiency the first fuel will aid energy security, avoid power generation and carbon emissions, surge private sector investments and help India lead on global energy commitments such as the Nationally Determined Contributions (NDCs) and Sustainable Development Goals.

Bureau of Energy Efficiency has been steering and championing energy efficiency in India. BEE has launched various energy efficiency programmes in the country. The market has been given thrust in the form of training and certification of energy professionals, and empanelment of companies.

However, the energy efficiency market cannot achieve its true potential without an active inclusion of Energy Service Companies (ESCOs) in its landscape. The ESCO Market Assessment Report by AEEE highlights the transformative role ESCOs can play in growing the energy efficiency market in India. The report offers in-depth analysis through direct outreach efforts to ESCOs, Equipment manufacturers, End users and Financial institutions, that can benefit private and public players, including policy makers.

ESCO enters into a performance contract with a client, guaranteeing a certain amount of energy saving which will pay back for the project cost and ESCO service. ESCO is expected to play crucial role in delivering improved energy efficiency and contributing to potentially substantial energy savings in all sectors including Industrial, Commercial, Agricultural, Residential, etc. This would result in reduction of Greenhouse gas emission, promote clean energy and foster economic growth by reducing the power demand supply gaps. The ESCO market, in India is, however, still at a very nascent stage.

#### OPPORTUNITIES AND THREATS

Amidst the gloomy landscape of high volatility in the international economic environment, Indian economy stands as a place of stability and opportunity. The country's macro-economy is stable. The worldwide economic crisis is leading to surpluses, falling prices and import/export restrictions imposed by countries to protect their own industries. But with an optimistic view towards Indian economy, it stands as a place of stability and opportunity.

FDI has been liberalized across the board and vigorous efforts have been undertaken to ease the cost of doing business. Major public investment has been undertaken to strengthen the country's infrastructure. Production of passenger vehicles, commercial vehicles, three wheelers and two wheelers grew at 14.41 per cent year-on-year between April-February 2017-18 to 26,402,671 vehicles and Wind power accounts nearly 8.6% of India's total installed power generation capacity and generated 3,44,002 Kwh (MU) in the fiscal year 2017- 18. India has set an ambitious target to generate 60,000 MW of electricity from wind power capacity by 2022 . Growth of automobile/ tyre sector and electricity sector will automatically translate into the growth of reclaimed rubber industry and installation of windmills.

Various initiatives of government for economic reform of the country and growth of automobile industry in country provides opportunities to reclaimed rubber industry to grow. The development of reclaim rubber industry largely depends upon the export of reclaim produce therefore the economic conditions of importing country and currency movement plays a crucial role. Good growth of our Company largely depends on export of company's product and position of company's product in the domestic as well as international market among the products of other reclaim rubber manufacturer in the industry. However, the rubber price in the domestic and international market have been moving abruptly throughout the year.

And because of which, on one hand there is a paradigm shift of quality users for using higher proportion of consistent and high quality reclaim rubber and at the same time, on the other hand, the price differential between virgin polymer and reclaim rubber has reduced significantly thus making it less attractive to use reclaim rubber. Main reason for fall in rubber prices were moderate economic growth in China, slow recovery in the US and Europe, enhanced stock in Thailand, increase in world stock of natural rubber and significantly low oil prices. This fall down of natural and synthetic rubber prices suppressed the use of reclaimed rubber by rubber products manufacturers.

According to World Resource Institute, India has an estimated energy savings potential of about 20 GW. Considering the amount of energy savings which can take place vis-à-vis the herculean task of capacity addition in renewable and non-renewable segment the country can save at least Rs.160,000 crore (considering on an average Rs.8 crore/MW to set up a renewable power plant), which on contrary can be deployed gainfully for improving the country's economy. Furthermore, increasing energy efficiency can offer a cheaper and cleaner alternative to meet India's growing energy demands.

As per the analysis made by CARE, Industrial segment consumes maximum amount of power produced at about 43% followed by domestic and commercial segment contributing to about 32%. On a conservative basis even if the energy efficient solutions are applied only on Domestic and commercial segments, the expected savings would be enormous. Following analysis focuses on minimum amount of savings which can take place in domestic and commercial segments by using the energy savings products.

In Domestic and commercial segments prime usage comprise lighting and fans which contribute about 60- 90% of their power consumption levels followed by refrigerators, ACs, electric water heaters and television.

Even on most conservative basis considering 30% of savings upon implementing energy-efficient products only on domestic and commercial segment can benefit the country an aggregate savings of approximately 42 BU. According to Ministry of MSME, there are 36 million MSME units operating in India with majority of them energy intensive where energy forms a major part of production cost. By implementing the energy savings products and solutions at mass level can bring about seamless transformation in improving operational efficiency.

Energy efficiency can offer vast and low-cost energy resources for the Indian economy. Significant and persistent barriers need to be addressed at multiple levels to stimulate demand for energy efficiency and to manage its delivery across many sectors. The ESCO industry in India has so far not been able to succeed in developing a vibrant market for energy saving performance contract projects. Amidst the not so optimistic energy services market situation in India, the increased growth in ESCO revenues, though not significant, successful introduction of deemed savings concept by Energy efficiency service Limited (EESL) and launch of new financial products such as Partial Risk Guarantee Fund (PRGF) by Bureau of Energy Efficiency (BEE) and Partial Risk Sharing Facility (PRSF) by Small Industrial Development Bank of India

SIDBI have addressed financials barrier faced by ESCOs and are fostering the market. It can be concluded that this is an opportune time for revisiting the barriers to the development of ESCO market in India and identify the tipping points in improving the persisting demand supply power gap situation.

## SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The Company is engaged in two segments viz. generation of energy through non-conventional sources and production of reclaimed rubber. During FY 2017-18, non-conventional energy division has 7.93% and reclaimed rubber division has 92.07% share in total revenue of the Company as under:

| Segment Revenue:                 | Amount in Lakhs |           |
|----------------------------------|-----------------|-----------|
|                                  | 31-Mar-18       | 31-Mar-17 |
| Non-Conventional Energy Division | 32.91           | 181.63    |
| Reclaimed Rubber Division        | 349.78          | 767.38    |
| Total                            | 382.69          | 949.01    |

The Company has succeeded in supplying on regular basis reclaimed rubber products of unparalleled quality parameters in bulk quantities to many customers in various product segments thus surpassing the objectives set during the preceding year. This has been possible due to the systems and processes encompassing raw materials management, various production processes, quality assurance, sales and marketing, maintenance management, human resources management and development, environment, health and safety, etc.

Having established itself as a supplier for crumb rubber for various applications during FY 14-15, the Company earned the status of preferred vendor for reclaim rubber to brands of repute in different product segments during FY 2017-18.

## OUTLOOK

Six years after the world economy emerged from its broadest and deepest postwar recession, a return to robust and synchronized global expansion remains elusive. In advanced economies, the modest recovery that started in 2014 is projected to strengthen further. Despite various negative factors, it is expected that better years to come in terms of demand of reclaim rubber. Low natural and synthetic rubber price is the main hurdle for growth of reclaim rubber industry. However, growth of automobile /tyre industry expected to have a positive impact on the reclaim rubber industry.

Pursuant to company's philosophy, Company is focusing on consistent quality, physical properties of reclaim rubber to facilitate its higher loading in compound. The Company continues to supply REACH compliant products by way of revalidation of its certificate and Company's quality management system is in compliance with ISO 9000:2008 standards.

However, India needs to substantially bridge the gap between the demand and supply of electricity for sustained economic growth and on top of that supply of electricity from renewable sources is the need of the Economy. Therefore to explore the need of renewal power sector, the Company has established a project for deriving energy from renewable source.

Further, to improve the quality of Company's product, various step have also been taken by the Company through R&D in consultation with experts and academic institutions. Company is using upgraded technologies to produce better quality product.

Further to preserve the ecological cycle in harmony with industrialization by way of effective utilization of renewable resources and converting waste into useable materials the Company is continuously moving towards achieving its goals with a motto of "Green Solution to Improve Business Profitability". By keeping this green initiative in mind the Your company is entering in the field of ESCO ((Energy Service Company) business with the name and style of SAVITRA, LED STREET DISPLAY SOLUTIONS.

The Company has gradually and steadily marched ahead to be an approved and preferred vendor for leading players in automotive tyres, conveyor belts and transmission belts industries and continues to associate itself with several manufactures in other segments. Discussions with dealers in high selling areas are underway and in advanced stages to cater to mid-size but quality driven customers. Further, Company is continuously evaluating the available opportunities for its growth through continual market mapping initiatives. The opportunities in the industry would help the Company to amplify its business and revenue.

## RISK MANAGEMENT/RISK AND CONCERN

Risks are those events with the potential to have a significant negative impact on the Company and Risk Management is a set of activities to mitigate the impact of certain risks and to ensure the best possible outcome after the event and/or achieve the most predictable consequences.

Risk management is the identification, assessment, and prioritization of risks followed by coordinated and economical application of resources to minimize, monitor, and control the probability and/or impact of unfortunate events or to maximize the realization of opportunities.

For effective risk management, the management of the Company have strategic focus, proactive approach, forward thinking and a system of setting of priorities to use available resources.



The following key risks are identified for the Company's business:

#### Low Price of Competitive Products

Fall in natural rubber, relatively low oil price and hence low synthetic rubber price are the key factors behind low usage of reclaimed rubber by rubber product manufacturers. To mitigate this risk, Company is continuously taking steps for reduction of cost of its products by higher capacity utilization, increasing volume and economies of scale.

#### Financial Risk

The Company is subject to financial risks, on account of credit facility availed or given by the Company. The Company has availed credit facility from Bank for its business purpose, which have fixed financial charges and on the other side Company provides credit facility to its customers that facility have the risks of delay payment or default in payment. These kind of risks are mitigated by putting controls in place to liquidity management and advance payment and/or Bank guarantee and continues follow-up.

#### Environment and Safety Risk

The Company's reclaimed rubber manufacturing plant is subject to environmental and safety risks. Besides adhering to the applicable laws for environmental protection, company has taken various step to mitigate this risk that includes company's environment management system certification in compliance with ISO 14001:2004. Company is targeting for OHSAS certification for occupational health & safety management. The Management of the Company checks the safety measures at regular intervals to ensure the safety of the people, assets, environment and products.

#### Risk due to Technology upgradation

Rapid upgradation in technology is also a matter of concern. On one side, new technology would increase productivity and hence profitability, on the other side this change has obsolete the existing technology in which Company has made huge investments. However to stay in market Company has to adopt new technologies. Sometime this process of migrating to the new technology is cumbersome and time consuming. This would also mean the business would loose on the critical time factor. To mitigate this risk factor, technology upgradation is the defined objective of company's risk management strategy.

#### Risks from Frauds and Errors

Risks related to frauds and errors are controlled and mitigated though internal audits and various checks on every level of transactions.

#### Risks Associated with Policies of Government

Change in Government policies may affect the Company's various financial and other decisions.

#### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has implemented a comprehensive system of internal controls which is commensurate to the size and nature of business and complexity of operations. The Company strives to maintain a dynamic system of internal control and procedures including implementation of ERP based MIS in all processes including control over financial reporting which is designed to ensure reliable record-keeping, transparent financial reporting and disclosure and protection of physical as well as intellectual property. Audits are led by professional internal auditors and supported by experienced personnel drawn from across the organization. They provide reports on various activities covering observations and pertinent comments on adequacy of internal controls and their recommendations. The management judiciously reviews and takes appropriate action on the recommendations made by the statutory auditors, internal auditors and the independent Audit Committee of the Board of Directors.

The Company has adequately designed communication network to support its business activities. Its manufacturing facilities endorse the highest health, safety, security and environmental standards and at the same time maintains operational efficiency.

#### FINANCIAL PERFORMANCE VIZ - A - VIZ OPERATIONAL PERFORMANCE

The details of the financial performance of the Company are appearing in the Balance Sheet, Profit & Loss Statements and other financial statements forming part of this Annual Report. For Financial highlights please refer heading 'FINANCIAL STATEMENTS of Board's Report.

#### HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS

Our Company has 61 employees as on 31st March, 2018 as same as on 31st March, 2017. Company has laid and evolved training calendar for all levels of employees including the gross root kind based on the assessment of their training needs by undertaking competence matrix and skill matrix analysis. There is very strong and regular performance review and feedback system for all levels of HR. The Company is also committed to create an open and transparent organization that is focused on fostering an environment that enables its human asset to deliver superior performance.



## S. E. Power Limited

The HR policy acts as an effective lever for driving the Company's strategic initiatives and helps in integrating and aligning all people practices to Company's business priorities.

### CAUTIONARY STATEMENT

Statements in the management discussion and analysis describe the Company's objectives, projections, estimates, expectations which may be forward-looking statements within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Factors that could make a difference to the Company's operations, inter-alia, include the economic conditions, government policies and other related/incidental factors.

The Company assume no responsibility in respect of the forward-looking statements, which may undergo changes in future on the basis of subsequent developments, information or events.

Place : New Delhi  
Date : 18th May, 2018

For and on behalf of the Board of  
S. E. Power Limited

Sd/-  
(Dr. Arun Gopal Agarwal)  
Chairman  
DIN : 00374421

## REPORT ON CORPORATE GOVERNANCE

Corporate Governance is most often viewed as both the structure and the relationships which determines corporate direction and performance. Corporate Governance is the commitment of an organization to follow ethics, fair practices and transparency in all its dealing with its various stakeholders such as Customers, Employees, Investors, Government and the Society at large. Sound Corporate Governance is the result of external market place commitment and legislation plus a healthy board culture which directs the policies and philosophy of the organization. Our Company is committed to good Corporate Governance in all its activities and processes.

Corporate Governance rightly continues to remain a prevailing area of shareholder focus. At SEPOWER, good governance is an integral part of how we do business. We have a well-established corporate governance framework to facilitate effective and prudent management while supporting the strategic delivery of our objectives. The Board provides clear strategic direction to and oversight management who act within the limits of the authority delegated to them by the Board.

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

We at SEPOWER believe that corporate governance is more than compliance to regulatory requirements as there exists a fundamental link with the business of organisation commitment to values. As a responsible organisation, the Board of Directors of your Company strongly supports the principles of Corporate Governance. Emphasis is laid on transparency, accountability and integrity in all its operations and dealings with all the stakeholders. Corporate Governance is an ongoing process in your Company and there is a continuous strive to improve upon its practices, in line with the changing demands of the business environment. These governance structures and systems are the foundation that provide adequate empowerment across the organization helping leverage opportunities for rapid sustainable growth of the Company.

Your Company's policy with regard to Corporate Governance is an integral part of the Management and its pursuits of excellence, growth, and value creation, it continuously endeavors to leverage resources to translate opportunities into reality. Your Company believes that all its actions and operations must serve the underlying goal of enhancing overall stakeholders' value on a sustained basis.

Further, we believes that an active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance and Board of Directors of the Company (the Board) understand their duties towards the stakeholders and work in the furtherance of the true spirit of being "Trustees".

This report covers the Corporate Governance aspects in your Company relating to the year ended on 31st March, 2018.

### BOARD OF DIRECTORS

#### Appointment And Tenure:

The Directors of the Company are appointed by the shareholders at the General Meetings. Two third of the Directors (other than independent Directors) are subject to retirement by rotation and at every Annual General Meeting, one third of such Directors as are liable to retire by rotation, if eligible, generally offer themselves for re-election, in accordance with the provisions of Section 152 of the Companies Act, 2013(hereinafter also referred to as "Act") and that of the Articles of Association of the Company. The Executive Directors on the Board serve in accordance with the terms of their appointment in the Company.

#### Board Membership Criteria:

Meeting the needs of the Company and enhancing the competencies of the Board are the basis for the Nomination and Remuneration Committee, to select a candidate for appointment to the Board. When recommending a candidate for appointment, the Nomination and Remuneration Committee:

- i. assess the appointee against a range of criteria including qualification, age, experience, positive attributes, independence, relationships, diversity of gender, background, professional skills and personal qualities required to operate successfully in the position and has discretion to decide adequacy of such criteria for the concerned position;
- ii. assess the appointee on the basis of merit, related skills and competencies. No discrimination is made on the basis of religion, caste, creed or gender.

## S. E. Power Limited

### Composition of the Board

The Company has a mix of executive and non-executive Independent Directors as on 31st March, 2018, the Board of Directors comprised of 5 Directors of which 4 are non-executive during the year 2017-18. The Managing Director is an executive and also Promoter of the Company. The number of Independent Directors is 3 which is in compliance with the stipulated number.

All Independent Directors are persons of eminence and bring a wide range of expertise and experience to the Board thereby ensuring the best interest of stakeholders and the Company. All Independent Directors meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation (1)(b) of the SEBI (LODR) Regulations, 2015 .

None of the Directors on the Board is a member in more than 10 Committees and Chairman of more than 5 Committees (as prescribed in Listing Regulations), across all the companies in which he/she is a Director. The necessary disclosures regarding Committees position have been made by the Directors.

The details regarding the composition of the Board of Directors, category of the Directors, their attendance at the Board Meeting held during the year under review and also last Annual General Meeting, the numbers of directorship and Committee Chairmanship/ Membership held by them in other public companies and their shareholding as on 31st March, 2018 are as follows:

| DIN      | Name & Designation of the Director         | Category of Directorship         | No. of Shares held in the Company as on 31st March, 2018 | No. of Board Meeting held during the tenure of Director in FY 2017-18 | No. of Board Meeting attended by Director during the FY 2017-18 | Attendance at 7th Annual General Meeting of the Company | No. of Directorship held in other Public Companies# | Committees position in other Public Companies* |             |
|----------|--|----------------------------------|--|---|---|---|---|--|-------------|
|          |  |                                  |  |   |   |   |   | As Member                                      | As Chairman |
| 01836312 | Mr. Ravindra Agrawal (Managing Director)   | Executive                        | Nil  | 4   | 4   | Yes   | 1   | Nil  | Nil         |
| 00374421 | Dr. Arun Gopal Agarwal (Chairman)          | Non-Independent, (Non Executive) | 100 Shares   | 4   | 4   | Yes   | 1   | Nil  | Nil         |
| 06942076 | Mrs. Anshu Gupta (Director)                | Independent, (Non Executive)     | Nil  | 4   | 4   | Yes   | 3   | 1  | 1           |
| 01639124 | Mr. Dharam Vir Gupta (Director)            | Independent, (Non Executive)     | Nil  | 4   | 4   | Yes   | 1   | Nil  | Nil         |
| 05164932 | Mr. Diwan Chand Arya (Director)            | Independent, (Non Executive)     | 100 Shares   | 4   | 4   | Yes   | Nil   | Nil  | Nil         |
| 00007047 | Mr. Sachin Agarwal <sup>s</sup> (Director) | Executive                        | 3089240 shares   | 1   | 1   | No  | 9   | 1  | Nil         |

**Note:**

- # Includes Private Limited Company(ies) which is subsidiary of Public Limited Company.
- \* Includes only Audit and Stakeholder Relationship Committees.
- @ Mr. Ravindra Agrawal resigned from the directorship of the Company w. e. f. 27th March, 2018.
- \$ Mr. Sachin Agarwal was appointed as an Additional Executive Director of the Company w. e. f. 08th February, 2018 and further appointed as the Managing Director of the w. e. f. 18th May, 2018.

There are no inter-se relationships between the Board members of the Company.

During the financial year 2017-18 Four (4) Board Meetings were held and gap between two meetings was not exceed 120 days. The dates on which the said meetings were held are as follows:

24th May, 2017; 08th August, 2017; 10th November, 2017; and 08th February, 2018. The Board periodically reviews and discussed the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company.

**Meetings Of Independent Directors**

The Independent Directors of the Company meet once a year without the presence of Executive Directors or management personnel. This meeting is conducted in an informal and flexible manner to enable the Independent Directors to discuss matters pertaining to the affairs of the Company and put forth their views to the Managing Director.

During the year under review, the Independent Directors met on 08th February, 2018, inter alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company;
- Evaluation of the quality, content and time lines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

**Code of Conduct for Directors & Senior Management**

The Company has in place a comprehensive separate Code of Conduct for Directors and Senior Management personnel of the Company. All Board Members and Senior Management personnel have affirmed compliance with their respective Code of Conduct. The Managing Director has also confirmed and certified the same.

**Board Supervised Committees**

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. Each Committee of the Board functions according to its role and defined scope. In accordance with the Companies Act, 2013 and Listing Regulations as applicable on the Company and for better governance, the Company has four committees namely Audit Committee, Stakeholders Relationship Committee, and Nomination and Remuneration Committee. The details of committees are as follows:

**1. Audit Committee**

The Audit Committee of the Company has been constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015. The role and power of the Audit Committee are governed by the Companies Act and Listing Regulations and primarily includes following responsibilities and functions:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements is correct, sufficient and credible.
- Recommending the appointment, remuneration and terms of appointment of statutory auditor.
- Approving payment to statutory auditor, for any other services rendered by them.
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by the management;
  - Significant adjustments made in financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;



- Disclosure of any related party transactions; and
- Qualifications in draft audit report.
- Reviewing and monitoring the auditors independence and performance, and effectiveness of audit process
- Approval or any subsequent modification of transactions of the Company with related parties
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the Company, wherever it is necessary
- Evaluation of internal financial controls and risk management systems
- To review the functioning of the Vigil Mechanism and Whistle Blower mechanism.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- The Audit Committee is entrusted with following powers;
  - To investigate any activity within its terms of reference.
  - To seek information from any employee.
  - To obtain outside legal and other professional advice.
  - To secure attendance of outsiders with relevant expertise, if considered necessary.

## Meeting and Composition of Audit Committee

The Audit Committee met Four (4) times during the year under review on 24th May, 2017, 08th August, 2017, 10th November, 2017 and 08th February, 2018.

Composition of Audit Committee and attendance of each member during the period under review are as follows:

| S. No. | Name of the Director   | Designation | Committee Meeting during the year under review |          |
|--------|------------------------|-------------|--|----------|
|        |                        |             | Held during the tenure                         | Attended |
| 1.     | Mr. Dharam Vir Gupta   | Chairman    | 4  | 4        |
| 2.     | Dr. Arun Gopal Agarwal | Member      | 4  | 4        |
| 3.     | Mrs. Anshu Gupta       | Member      | 4  | 4        |

The Chairperson of the Audit Committee was present at the Company's 7th Annual General Meeting held on 15th September, 2017 to answer the shareholders' queries.

## 2. Stakeholders Relationship Committee

The Stakeholders Relationship Committee is constituted in accordance with provisions of 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015. Terms of Reference of the Committee, inter alia, includes the following:

- Oversee and review all matters connected with the transfer of the Company's securities.
- Approve issue of the Company's duplicate share certificates.
- Consider, resolve and monitor redressal of investors' / shareholders' / security holders' grievances related to transfer of securities, non-receipt of Annual Report, non-receipt of declared dividend etc.
- Oversee the performance of the Company's Registrar and Share Transfer Agent.
- Monitor, implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading.
- Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable perform such other functions as may be necessary or appropriate for the performance of its duties.

## Meeting and Composition of Stakeholders Relationship Committee

The Stakeholders Relationship Committee met Four (4) times during the year under review on 20th May, 2017; 05th August, 2017; 06th November, 2017 and 05th February, 2018.

Composition of Stakeholders Relationship Committee and attendance of each member during the period under review are as follows:

| S. No. | Name of the Director   | Designation | Committee Meeting during the year under review |          |
|--------|------------------------|-------------|--|----------|
|        |                        |             | Held during the tenure                         | Attended |
| 1.     | Mrs. Anshu Gupta       | Chairperson | 4  | 4        |
| 2.     | Dr. Arun Gopal Agarwal | Member      | 4  | 4        |
| 3.     | Mr. Ravindra Agrawal   | Member      | 4  | 4        |

**Compliance Officer**

Company Secretary of the Company is designated as Compliance Officer.

**Investor's Complaints Status for Financial Year 2017-18**

|   |   |     |
|---|---|-----|
| No. of complaints pending at the beginning of the year                              | : | Nil |
| No. of complaints received by correspondence during the year ended 31st March, 2018 | : | Nil |
| No. of complaints received from BSE   | : | Nil |
| No. of complaints received from NSE   | : | Nil |
| No. of complaints received from SEBI  | : | Nil |
| No. of complaints resolved/replied during the year                                  | : | Nil |
| No. of complaints pending at the end of the year 31st March, 2018                   | : | Nil |

We confirm that no complaint remained unattended/ pending for more than 30 days.

There was no share transfer pending for registration for more than 15 days during the year.

**3. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee is constituted in accordance with provisions of 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015. The role of the Nomination and Remuneration Committee shall, inter alia, includes the following:

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing /Whole-time Director(s).
- Reviewing the performance of the Managing / Whole-time Director and recommending to the Board, the quantum of annual increments and annual commission.
- To review such other matters which the Board may from time to time request the Committee to consider, examine, recommend and/or approve.
- The function of the Remuneration Committee includes recommendation of appointment and remuneration of Directors and Managerial Personnel, to the Board.
- Any other functions, as may be specified by the Board from time to time or as required under any other law for the time being in force.

**Meeting and Composition of Nomination and Remuneration Committee**

The Nomination and Remuneration Committee met Four (4) times during the year under review on 20th May, 2017, 05th August, 2017, 06th November, 2017 and 05th February, 2018.

Composition of Nomination and Remuneration Committee and attendance of each member during the period under review are as follows:

| S. No. | Name of the Director   | Designation | Committee Meeting during the year under review |          |
|--------|------------------------|-------------|--|----------|
|        |                        |             | Held during the tenure                         | Attended |
| 1.     | Mr. Dharam Vir Gupta   | Chairman    | 4  | 4        |
| 2.     | Dr. Arun Gopal Agarwal | Member      | 4  | 4        |
| 3.     | Mrs. Anshu Gupta       | Member      | 4  | 4        |

**Remuneration Policy and Details of Remuneration paid to Directors:**

In determining the remuneration of the Directors, Key Managerial Personnel (KMP) and other employees of the Company, a Remuneration Policy has been framed by the Nomination & Remuneration Committee and approved by the Board with the following broad objectives:

- Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- Motivate KMP and Senior Management to achieve excellence in their performance.
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

- iv. Ensuring that the remuneration to Directors, KMP and Senior Management involves a balance between fixed & incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The full text of the remuneration policy is available at on the website of the Company [www.sepower.in](http://www.sepower.in)

The present remuneration structure of MD comprises of salary, perquisites, allowances, and contribution to PF and Gratuity. No remuneration is paid to the non-executive Directors of the Company.

For details pertaining to Managerial Remuneration paid to the Directors during the financial year under review kindly refer disclosure as per Section 197(12) of the Companies Act, 2013 read with rule 5 of Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 annexed with Directors' Report.

The Company does not have Employee Stock Option scheme.

## Corporate Ethics

As a responsible corporate citizen, the Company consciously follows corporate ethics in both business and corporate interactions. The Company has framed various codes and policies like code of conduct for prevention of insider trading, code of conduct for board of directors and senior management, whistle blower policy which act as guiding principles for carrying business in ethical way.

## Familiarisation Programme for Independent Directors

The Company believes that the Board be continuously empowered with the knowledge of the latest developments in the Company's business and the external environment affecting the industry as a whole. To this end, the Directors were given presentations on the business environment, as well as all business areas of the Company including business strategy, risks, opportunities. Updates on performance/developments giving highlights of performance of the Company during each month including the developments/events having impact on the business of the Company are also informed to all the Directors. The details of familiarization programmes imparted to Independent Directors, are disclosed on the company's website i.e. [www.sepower.in](http://www.sepower.in).

## General Body Meetings

The location and time of last three Annual General Meetings are as follows:

| Year    | EGM/AGM             | Date   | Time          | Venue  |
|---------|---------------------|--|---------------|--|
| 2014-15 | 5 <sup>th</sup> AGM | Wednesday,<br>30 <sup>th</sup> September, 2015 | 11:30<br>A.M. | Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065 |
| 2015-16 | 6 <sup>th</sup> AGM | Tuesday,<br>20 <sup>th</sup> September, 2016   | 10:30<br>A.M. | Survey No. 54/B, Pratapnagar Jarod-Savli Road, Samlaya Vadodara-391520                                 |
| 2016-17 | 7 <sup>th</sup> AGM | Friday,<br>15 <sup>th</sup> September, 2017    | 10:30<br>A.M. | Survey No. 54/B, Pratapnagar Jarod-Savli Road, Samlaya Vadodara-391520                                 |

- All the resolutions moved at the 7th Annual General Meeting were passed by means of remote e-voting and physical voting through ballots, the resolutions were passed by requisite majority of members.
- No Extraordinary General Meeting was held during the financial year.
- No resolution passed through Postal Ballot during the financial year

## Disclosures

- There were no materially significant related party transactions i.e. transactions of the material nature, with its promoters, Directors or the management, their relatives etc. during the year, that may have potential conflict with the interest of the Company at large. Company has availed professional services from Director/relative of Director in the ordinary course of business. Further, the Company's policy for dealing with Related Party Transactions is available on company's website [www.sepower.in](http://www.sepower.in).



- There has neither been any non-compliance of any legal provision nor any penalty, stricture imposed by SEBI or Stock Exchange or any other authorities since incorporation of the Company.
- The Board of Directors of the Company has adopted a Whistle Blower policy for establishing a mechanism for employee to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. They affirm that no employee has been denied access to the Audit Committee.
- All mandatory requirement as per the provisions of Listing Regulations have been complied with by the Company. Moreover, the Company has complied with the non-mandatory requirements also as indicated in the separate section of this report..
- The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and there is no statutory audit qualification in this regard.

#### Whistle Blower Policy

Whistle Blower Policy/Vigil Mechanism: The Whistle Blower Policy/Vigil Mechanism has been formulated by the Company with a view to provide a mechanism for Directors and employees of the Company to approach the Chairman of the Audit Committee of the Board to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct or any other unethical or improper activity including misuse or improper use of accounting policies and procedures resulting in misrepresentation of accounts and Financial statements. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The Whistle Blower Policy/Vigil Mechanism also provides safeguards against victimization or unfair treatment of the employees who avail of the mechanism and no personnel has been denied access to the Audit Committee.

The Whistle Blower Policy/Vigil Mechanism adopted by the Company in line with Section 177 of the Companies Act, 2013 and Regulation 22 of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015, which is a mandatory requirement, has been posted on the Company's website [www.sepower.in](http://www.sepower.in)

#### Means of Communication

|   |   |  |
|---|---|--|
| Quarterly results of the Company  | : | No   |
| Quarterly results of the Company  | : | Normally published in<br>Business Standard (English)<br>Business Standard (Hindi)<br>Loksatta (Gujarati)   |
| Website where quarterly results displayed   | : | <a href="http://www.sepower.in">www.sepower.in</a><br><a href="http://www.bseindia.com">www.bseindia.com</a><br><a href="http://www.nseindia.com">www.nseindia.com</a> |
| Whether it also displays official news releases   | : | No   |
| Whether any advertisement also displayed<br>officials news releases And presentations made to<br>institutions or investors/analysts | : | No presentation made   |
| Whether management discussions and analysis<br>forms part of Annual Report  | : | Yes  |
| Whether shareholders' information section<br>forms part of Annual Report  | : | Yes  |

#### General Shareholder Information

The Company is registered with Registrar of Companies, Ministry of Corporate Affairs with CIN: L40106GJ2010PLC091880.

#### 8th Annual General Meeting

|               |   |   |
|---------------|---|---|
| Date and Time | : | 28th June, 2018 at 10:30 AM   |
| Venue         | : | Survey No. 54/B, Pratapnagar, Jarod_Savli Road,<br>Samlaya, Vadodara-391520 (Gujarat) |



## S. E. Power Limited

|  |   |  |
|--|---|--|
| Cut of date                                      | : | Cut of date for the purpose of e-voting 21st June, 2018  |
| Date of Book Closure                             | : | 22nd June, 2018 to 28th June, 2018 (Both Days Inclusive)   |
| Financial Calendar                               |   |  |
| Financial Year                                   | : | Starts with 1st day of April and ends on 31st day of March of following year   |
| 1st, 2nd and 3rd Quarterly Financial Results     | : | Within 45 days of the end each quarter   |
| 4th Quarter and Audited Yearly Financial Results | : | Within 60 days of the end of 4th quarter/ financial year   |
| Listing on Stock Exchange                        | : | The equity shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The details are as under: |

| Stock Exchange             | BSE   | NSE  |
|----------------------------|---|--|
| Type of Shares             | Equity  | Equity   |
| No. of Shares Listed       | 4,06,10,000   | 4,06,10,000  |
| ISIN                       | INE735M01018  | INE735M01018   |
| Security Code/ Symbol      | 534598  | SE POWER   |
| Address of Stock Exchanges | P. J. Tower, 25 <sup>th</sup> Floor, Dalal Street, M u m b a i - 4 0 0 0 0 1 ( <a href="http://www.bseindia.com">www.bseindia.com</a> ) | Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai-400051 ( <a href="http://www.nseindia.com">www.nseindia.com</a> ) |
| Listing Fees               | Paid upto financial year 2018-19  | Paid upto financial year 2018-19   |

|  |   |  |
|--|---|--|
| Company Secretary & Compliance Officer | : | Ms. Lipika Garg  |
| Plant Location                         | : | Wind Mills at District Chitradurga, Karnataka and District Jaisalmer, Rajasthan. Rubber Reclamation Unit located at Vadodara, Gujarat. |
| Address for Correspondence             | : | For any query relating to shares of the Company  |

|  |   |
|--|---|
| For Shares held in Physical Form:                      | Alankit Assignments Limited<br>1E/13, Jhandewalan Extension<br>New Delhi : 110055<br>Contact Person : Mr. J P Rustagi<br>Email : <a href="mailto:ramap@alankit.com">ramap@alankit.com</a><br>Tel No. : 011 42541234 |
| For Shares held in Demat Form                          | To the Investor's Depository Participant or Alankit Assignments Limited   |
| For Grievance Redressal and any query on Annual Report | Secretarial Department<br>S. E. Power Limited<br>Survey No. 54/B, Pratapnagar<br>Jarod-Savli Road, Samlaya<br>Vadodara-391520 (Gujarat)<br>Email: <a href="mailto:cs@sepower.in">cs@sepower.in</a>                  |

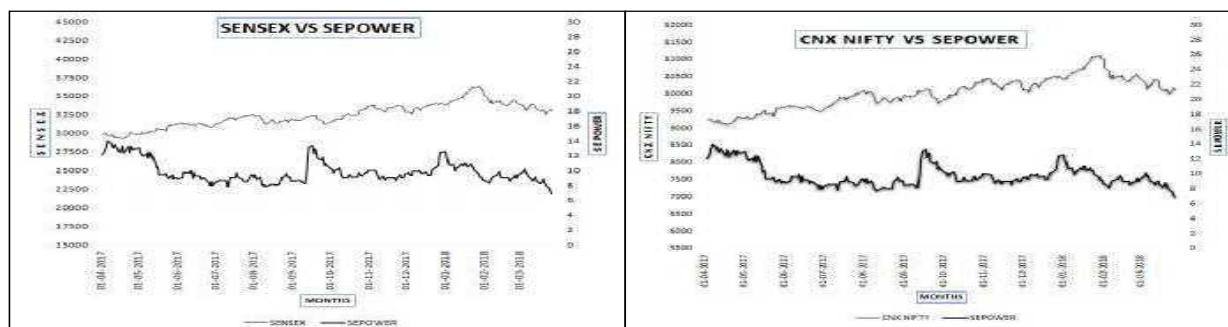
## Market Price Data

: Monthly high and low prices of the equity shares of the Company on BSE and NSE during the year under review are as under:

| Months | BSE           |              | NSE           |              |
|--------|---------------|--------------|---------------|--------------|
|        | High (in Rs.) | Low (in Rs.) | High (in Rs.) | Low (in Rs.) |
| Apr-17 | 14.94         | 11.11        | 14.55         | 10.80        |
| May-17 | 13.8          | 8.48         | 13.45         | 8.20         |
| Jun-17 | 9.94          | 7.6          | 9.25          | 7.65         |
| Jul-17 | 9.7           | 7.31         | 9.80          | 7.25         |
| Aug-17 | 9.7           | 6.72         | 9.75          | 7.10         |
| Sep-17 | 14.33         | 7.72         | 14.70         | 7.95         |
| Oct-17 | 10.39         | 8.82         | 10.50         | 8.55         |
| Nov-17 | 10.11         | 8.55         | 9.85          | 8.30         |
| Dec-17 | 12.41         | 8.65         | 11.85         | 8.40         |
| Jan-18 | 12.99         | 9.13         | 12.90         | 9.15         |
| Feb-18 | 9.79          | 8.25         | 9.85          | 7.80         |
| Mar-18 | 10.26         | 6.86         | 8.60          | 6.60         |

Source: website of respective stock exchange

## Performance of Company's Shares vis-à-vis SENSEX and CNX Nifty:



## Registrar and Share Transfer Agent

: M/s Alankit Assignments Limited, New Delhi acts as the Registrar and Share Transfer Agent of the Company for handling the shares related work both in physical and electronic form. All correspondence relating to share transfer, transmission, dematerializations, rematerializations etc. can be made at the following address:

Alankit Assignments Limited  
Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi – 110055,

## Share Transfer System

: Shares sent for transfer in physical form are processed and completed by our Registrar and Share Transfer Agent within a period of 15 days from the date of receipt of application for transfer, provided all the documents are in order. In case of shares in electronic form, the transfer are processed by NSDL/CDSL through respective Depository Participants. Shares under objection are returned within two weeks

## Share Dematerialisation Process

: As trading in shares of the Company can be done only in electronic



form, it is advisable that the shareholders who have shares in physical form get their shares dematerialised. The process of share dematerialisation is as under:

**Step1:** Shareholder has to open a demat account with a Depository participant (DP) and obtain an account number.

**Step2:** Shareholder need to fill in a Demat Request Form (DRF) and submit the same with the physical certificate/s to the depository participants for dematerialization. For each ISIN, a separate DRF has to be used.

**Step3:** DP would verify that the DRF has been filled correctly.

**Step4:** DP would setup a demat request on the CDSL or NSDL system and send the same to the Company and the Registrar and Transfer Agent.

**Step5:** Issuer/ Registrar and Transfer Agent (RTA) would verify the genuineness of the certificates and confirms the request.

**Step6:** Once the request has been successfully made, DP would deface and mutilate the physical certificates, generate a Demat Request Number (DRN) and send an electronic communication to the depository and courier the DRF and the share certificate to the company by courier.

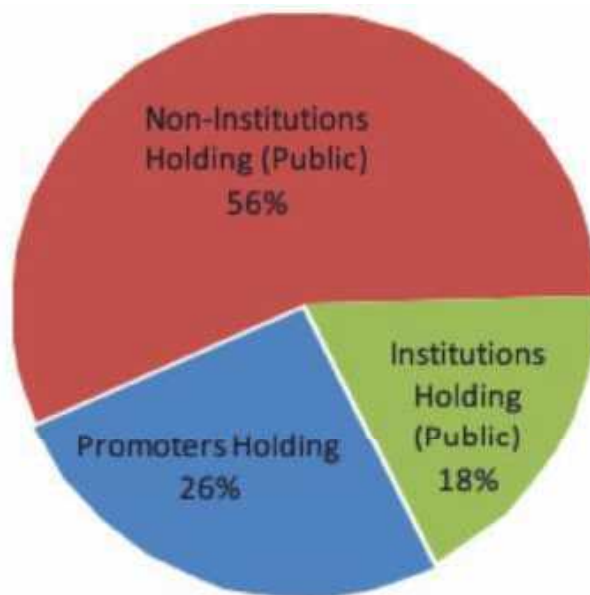
**Step7:** On receiving confirmation, depository will credit an equivalent number of securities in the demat account of the BO maintained with CDSL or NSDL.

**Step8:** The depository will electronically download the details of the demat request and communicate the same to the electronic registry maintained by the Registrar of Companies.

Dematerialization process take approximately 10-15 days from the receipt of dematerialization request form. Details of Shareholding as on 31st March, 2018

Details of Shareholding as on 31st March, 2018

◆ Distribution of Shareholding :



## ◆ Shareholding Pattern as on 31st March, 2018 :

| S. No. | Category of Shareholder   | Total number of shares | %     |
|--------|---|------------------------|-------|
| A      | Promoter and Promoter Group   |                        |       |
| (1)    | India   |                        |       |
| a      | Individuals/Hindu Undivided Family  | 65,18,640              | 16.05 |
| b      | Bodies Corporate  | 39,65,866              | 9.77  |
| c      | Central Government/State Government                                       | 0                      | 0.00  |
| d      | FIs/Banks   | 0                      | 0.00  |
|        | Sub Total A(1)  | 1,04,84,506            | 25.82 |
| (2)    | Foreign   |                        |       |
| a      | Individuals (NRI/Foreign Individuals)                                     | 0                      | 0.00  |
| b      | Government  | 0                      | 0.00  |
| c      | Institutions  | 0                      | 0.00  |
| d      | Foreign Portfolio Investor  | 0                      | 0.00  |
|        | Sub Total A(2)  | 0                      | 0.00  |
|        | Total Promoter & Promoter Group Shareholding A=A(1) +A(2)                 | 1,04,84,506            | 25.82 |
| B      | Public  |                        |       |
| (1)    | Institutions  |                        |       |
| a      | Mutual Funds/Venture Capital funds  | 0                      | 0.00  |
| b      | Alternate Investment Funds  | 0                      | 0.00  |
| c      | Foreign Venture Capital Investors   | 0                      | 0.00  |
| d      | Foreign Portfolio Investors   | 70,94,777              | 17.47 |
| e      | Financial Institutions/Banks  | 2,00,000               | 0.49  |
| f      | Insurance Company   | 0                      | 0.00  |
| g      | Central Government/State Government(s)                                    | 0                      | 0.00  |
|        | Sub Total B(1)  | 72,94,777              | 17.96 |
| (2)    | Non-Institutions  |                        |       |
| a      | Individuals   |                        |       |
|        | i. Individual shareholding nominal share capital upto Rs. 2 Lakh          | 17,31,154              | 4.26  |
|        | ii. Individual shareholding nominal share capital in excess of Rs. 2 Lakh | 7,52,369               | 1.85  |
| b      | NBFCs   | 0                      | 0.00  |
| c      | Employee Trusts   | 0                      | 0.00  |
| d      | Oversease Depositories (holding Drs)                                      | 0                      | 0.00  |
| e      | Bodies Corporate (Indian)   | 44,27,840              | 10.90 |



## S. E. Power Limited



|     |   |             |        |
|-----|---|-------------|--------|
| f   | Bodies Corporate (Foreign)  | 1,58,88,591 | 39.12  |
| g   | NRI   | 30,763      | 0.08   |
|     | Sub Total B(2)  | 2,28,30,717 | 56.22  |
|     | Total Public Shareholding<br>B=B(1) +B(2)   | 3,01,25,494 | 74.18  |
| c   | Shareholding of Non Promoter-<br>Non Public Shareholder                                   |             |        |
| (1) | Custodian/DR Holders  | 0           | 0.00   |
| (2) | Employee Benefit Trust<br>[Under SEBI (Share Based Employee<br>Benefits) Regulation 2014] | 0           | 0.00   |
|     | Total Non Promoter- Non Public<br>Shareholding C=C(1) +C(2)                               | 0           | 0.00   |
|     | Grand Total = A+B+C   | 4,06,10,000 | 100.00 |

- ◆ Outstanding GDR's/ ADR's/Warrant or any Convertible instruments : Nil
- ◆ Shareholding by size:

| Shareholding of<br>nominal value of<br>Rs. | Shareholders |                           | Nominal Share Capital |  |
|--|--------------|---------------------------|-----------------------|--|
|  | Number       | % to Total<br>shareholder | Rs.                   | % to<br>Total<br>Nominal<br>Paid-up<br>capital |
| 1 to 5,000                                 | 3686         | 84.21                     | 31,01,900             | 0.76   |
| 5,001 to 10,000                            | 246          | 5.62                      | 20,50,000             | 0.51   |
| 10,001 to 20,000                           | 166          | 3.79                      | 26,19,710             | 0.64   |
| 20,001 to 30,000                           | 66           | 1.51                      | 16,89,900             | 0.42   |
| 30,001 to 40,000                           | 42           | 0.96                      | 15,11,680             | 0.37   |
| 40,001 to 50,000                           | 29           | 0.66                      | 13,29,560             | 0.33   |
| 50,001 to 100,000                          | 63           | 1.44                      | 47,15,500             | 1.16   |
| 100,001 to above                           | 79           | 1.81                      | 38,90,81,750          | 95.81  |
| Total                                      | 4377         | 100.00                    | 40,61,00,000          | 100.00   |

- ◆ Dematerialization of Shares:

| Shareholding | Shares of Rs. 10/- each |        | Members |        |
|--------------|-------------------------|--------|---------|--------|
|              | Number                  | %      | Number  | %      |
| Physical     | 25,406                  | 0.06   | 11      | 0.25   |
| NSDL         | 3,86,45,996             | 95.16  | 2585    | 59.06  |
| CDSL         | 19,38,598               | 4.78   | 1781    | 40.69  |
| Total        | 4,06,10,000             | 100.00 | 4377    | 100.00 |

◆ Reconciliation of Share Capital Audit :

As stipulated under Regulation 55A (1) of SEBI (Depositories and Participants) Regulations, 1996, Share Capital Audit is carried out every quarter and report thereon is timely submitted to Stock Exchanges.

Compliance with Non-Mandatory Requirements of Listing Regulations:

- The Chairman of the Company is entitled to seek any advice and consultancy in relation to the performance of his duties and is also entitled to claim reimbursement of the expenses incurred in this regard and other of fice facilities.
- Presently, Quarterly/ Half yearly financial performance is not being sent to each shareholders.
- The Company believes and maintains its accounts in transparent manner and aims at receiving unqualified report from the Auditors on the financial statement of the Company.
- In regard to the training of Board members, the Directors on the Board are professionals having wide range of expertise in diverse fields. They keep themselves abreast with the latest developments in the field of management, Technology and Business Environment through various symposiums, seminars, etc.
- The Company has appointed two different persons as Managing Director and Chairman, thereby complied with the requirement of separation of office between the two.

Place : New Delhi  
Date : 18th May, 2018

For and on behalf of the Board of  
S. E. Power Ltd.

Sd/-  
(Dr. Arun Gopal Agarwal)  
Chairman  
DIN : 00374421

## CERTIFICATE ON CORPORATE GOVERNANCE

TO  
THE MEMBERS OF  
M/S S. E. POWER LIMITED,  
(CIN: L40106GJ2010PLC091880)

We have examined the compliance of conditions of Corporate Governance by S. E. Power Limited for the year ended 31st March, 2018 as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the relevant records and documents maintained by the Company and furnished to us.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of the procedure and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : New Delhi  
Date : 18th May, 2018

For R. Lal & Company  
Chartered Accountants  
Firm Reg. No. 000926C

Sd/-  
(CA. RAM LAL AGRAWAL)  
Proprietor  
Membership No. 0175832

## MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER'S CERTIFICATION

To,  
The Board of Directors,  
S. E. Power Limited  
Survey No. 54/B, Pratapnagar Jarod-Savli Road,  
Samlaya, Vadodara- 391520 (Gujarat)

Dear Members of the Board,

We have reviewed the financial statements and cash flow statements for the year 2017-18 and to the best of our knowledge and believe, we state that:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
2. These statements present a true & fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. To the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or in violation of the Company's code of conduct;
4. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal control, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies
5. We further certify that:
  - There has been no significant changes in internal control over financial reporting during the year,
  - There has been no significant changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
  - There has been no instances of significant fraud of which we became aware, involving management or any employee having a significant role in the Company's internal control system over financial reporting.

Place : New Delhi  
Date : 18th May, 2018

Sd/-  
(Sachin Agarwal)  
Managing Director  
DIN : 00007047

Sd/-  
(Rutvij Ramchandra Khangiwale)  
Chief Financial Officer  
PAN : ATEPK9750C

## COMPLIANCE WITH CODE OF CONDUCT

To,  
The Shareholders of  
S. E. Power Limited  
Survey No. 54/B, Pratapnagar Jarod-Savli Road,  
Samlaya, Vadodara- 391520 (Gujarat)

The Company has adopted "Code of Conduct for Directors and Senior Management Personnel "

In accordance with Regulation 34 read with schedule V of SEBI (LODR) Regulations, 2015, we hereby certify that all the Directors and Senior Management personnel of the Company have affirmed with the code of conduct applicable to all the Directors and Senior Management, for the year ended 31st March, 2018.

Place : New Delhi  
Date : 18th May, 2018

Sd/-  
(Sachin Agarwal)  
Managing Director  
DIN : 00007047



## SECRETARIAL AUDIT REPORT

Form No. MR-3

For The Financial Year Ended 31st March, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and rules made thereunder]

To,  
The Members,  
S. E. Power Limited,  
Survey No. 54/B, Pratapnagar Jarod-Savli Road,  
Samlaya, Vadodara- 391520 (Gujarat)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. S. E. Power Limited [CIN: L40106GJ2010PLC091880] (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and produced to me and also the information provided by the Company, its officers and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the company.
  - 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, 1992 and 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;
  - 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 client;
6. The Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited.
7. As informed to me the following other Laws specifically to the extent applicable to the Company as under:
  - a) Factories Act, 1948
  - b) Industrial Disputes Act, 1947
  - c) The Payment of Wages Act, 1936
  - d) The Minimum Wages Act, 1948
  - e) Workmen's compensation Act 1923
  - f) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
  - g) The Contract Labour (Regulation & Abolition) Act, 1970
  - h) The Child Labour (Prohibition & Regulation) Act, 1986
  - i) The Industrial Employment (Standing Order) Act, 1946
  - j) The Employees' Compensation Act, 1923
  - k) Equal Remuneration Act, 1976
  - l) The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959
  - m) Water (Prevention and Control of Pollution) Act, 1974
  - n) Water (Prevention and Control of Pollution) Cess Act, 1977
  - o) Air (Prevention and Control of Pollution) Act, 1981
  - p) Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.
  - q) Sexual Harassment of Women at the Work Place (Prevention, Prohibition and Redressal) Act, 2013.
  - r) The Rubber Act 1947,

I have also examined compliance with the applicable clauses of the Secretarial Standard issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as applicable on the Company.

In respect of the other laws specifically applicable to the Company, I have relied on the information/ records produced by the Company during the course of my audit and the reporting is limited to that extent.

### If further report

1. That there were no actions / events in pursuance of:
  - a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, requiring compliance thereof by the Company during the financial year.
2. That the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.
3. That the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Woman Director and Independent Directors. During the period under review no changes in the composition of the Board of Directors took place.
4. That the adequate notice was given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
5. That the decisions were taken according to majority rule and subject to the requirement of the Act and other applicable laws.
6. That 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.

Place : Agra  
Date : 10th May, 2018

Sd/-  
(SATISH JADON)  
Company Secretary  
Membership No. : F9512  
CoP No. : 9810

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

## Annexure A

To,  
The Members,  
S. E. Power Limited,  
Survey No. 54/B, Pratapnagar Jarod-Savli Road,  
Samlaya, Vadodara - 391520 (Gujarat)

Our report of even data is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process 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 record. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of the laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company not of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Agra  
Date : 10th May, 2018

Sd/-  
(SATISH JADON)  
Company Secretary  
Membership No. : F9512  
CoPNo. : 9810



**INDEPENDENT AUDITOR'S REPORT  
AND FINANCIAL STATEMENTS  
(STANDALONE & CONSOLIDATED)**



## INDEPENDENT AUDITOR'S REPORT

TO  
THE MEMBERS OF  
M/S S. E. POWER LIMITED  
VADODARA

### REPORT ON THE STANDALONE IND AS FINANCIAL STATEMENTS

We have audited the accompanying Standalone Ind AS financial statements of M/s S. E. Power Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

### MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE IND AS FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act., read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

### OPINION

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

1. In the case of the Balance Sheet, of the "State of Affairs" of the Company as at 31<sup>st</sup> March 2018;

2. In the case of the Statement of Profit and Loss, including Other Comprehensive Income of the "Loss and Income" for the year ended on that date; and
3. In the case of the Cash Flow Statement, of the "Cash Flows" for the year ended on that date;

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-Section (11) of Section 143 of the Companies Act, 2013, we give in Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The audit of all the branch offices of the Company has been conducted by us, hence section 143(8) is not applicable;
  - d. The Balance Sheet, the Statement of Profit and Loss including other Comprehensive Income and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - e. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - f. On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2018, from being appointed as a director in terms of Section 164(2) of the Act;
  - g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
  - h. With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i) The Company does not have any pending litigations which would impact its financial position.
    - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Place : New Delhi  
Date : 18 May, 2018

For R. LAL & COMPANY  
Chartered Accountants  
Firm Reg. No. 000926C

Sd/-  
(CA. RAM LAL AGRAWAL)  
Proprietor  
Membership No. 017583

## ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT OF

M/S S. E. POWER LIMITED  
(Referred to in our Report of even date for F. Y. 2017-18)

- i. The Company has maintained proper records to show full particulars including quantitative details and situation of fixed assets.  
As explained to us, the fixed assets have been physically verified by the management at reasonable interval. According to the information and explanations given to us, no material discrepancies were noticed on such verification. According to information and explanations given to us, the title deeds of immovable properties are held in the name of the company.
- ii. As explained to us, inventories have been physically verified by the management at reasonable interval. In our opinion and according to information and explanations given to us, no material discrepancies were noticed on physical verification.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, LLP or other parties listed in the register maintained under Section 189 of the Companies Act, 2013.
- iv. According to the information and explanations given to us, the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security have been complied with.
- v. Directives issued by Reserve Bank of India and Provisions of Section 73 to 76 or any other relevant provisions of The Companies Act, 2013 and the ruled framed there under are not applicable to the Company.
- vi. Maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 are not applicable to the company.
- vii. According to the information and explanations given to us, the Company has been regular in depositing with appropriate authorities undisputed statutory dues and there are no undisputed amounts of Income Tax, Service Tax, Cess, Employees State Insurance, Wealth Tax, Sales Tax, Customs Duty, Excise Duty, Provident Fund etc. outstanding as at the last day of financial year concerned for a period of more than six months from the date they became payable. There are no dues of Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty and Value Added Tax on account of any dispute.
- viii. The Company has not defaulted in the repayment of loans or borrowings to a Financial Institution or Bank or Government or due to Debenture holders.
- ix. According to the information and explanations given to us, the Company had not raised money by way of initial public offer or further public offer during the year. The term loan raised during the year has been utilized for the purpose for which it has been taken.
- x. According to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the year.
- xi. According to the information & explanations given to us, provision of section 197 read with Schedule V to the Companies Act, 2013 for managerial remuneration paid or provided have been complied with.
- xii. According to the information & explanation given to us, the Company is not Nidhi Company; therefore this clause is not applicable to the company.
- xiii. According to the information & explanation given to us, the provisions of section 177 and 188 of the Companies Act, 2013 regarding transaction with related parties have been complied with and details of the transaction as per applicable accounting standard have been disclosed in the notes to accounts of the financial statements.
- xiv. According to the information & explanation given to us, this clause is not applicable to the company because the company has not made preferential allotment or private placement of share or fully or partly convertible debenture during the year.

- xv. According to the information & explanation given to us, no non-cash transactions with directors or persons connected with him, have been taken place during the year, hence the provisions of section 192 of the Companies Act, 2013 are not applicable to the company.
- xvi. According to the information & explanation given to us, the company does not require to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: New Delhi  
Date : 18 May, 2018

For R. LAL & COMPANY  
Chartered Accountants  
Firm Reg. No. 000926C

Sd/-  
(CA. RAM LAL AGRAWAL)  
Proprietor  
Membership No. 017583



## **ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT OF**

**M/S S. E. POWER LIMITED**  
(Referred to in our Report of even date for F. Y. 2017-18)

**REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013**

We have audited the internal financial controls over financial reporting of M/s S. E. Power Limited as of 31st March 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

### **MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

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

### **AUDITOR'S RESPONSIBILITY**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of 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, 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 31<sup>st</sup> March, 2018, 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.

Place : New Delhi  
Date : 18 May, 2018



For R. LAL & COMPANY  
Chartered Accountants  
Firm Reg. No. 000926C

Sd/-  
(CA. RAM LAL AGRAWAL)  
Proprietor  
Membership No. 017583

M/S S. E. POWER LIMITED

Balance Sheet as at 31st March, 2018

| Particulars   | Notes No. | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
|---|-----------|---|---|--|
|   |           | ₹   | ₹   | ₹  |
| <b>I. ASSETS</b>  |           |   |   |  |
| (1) Non Current Assets  |           |   |   |  |
| (a) Property, Plant and Equipment                             | 1         | 74,40,94,498                              | 78,57,38,989                              | 79,03,23,580                                   |
| (b) Capital work-in-progress                                  |           | -   | -   | -  |
| (c) Investment Property                                       |           | -   | -   | -  |
| (d) Goodwill  |           | -   | -   | -  |
| (e) Other intangible assets                                   |           | -   | -   | -  |
| (f) Intangible assets under development                       |           | -   | -   | -  |
| (g) Biological Assets other than bearer plants                |           | -   | -   | -  |
| (h) Financial assets  |           |   |   |  |
| (i) Investments   | 2         | 75,00,000                                 | 75,00,000                                 | 75,00,000                                      |
| (ii) Trade receivables  |           | -   | -   | -  |
| (iii) Loans   |           | -   | -   | -  |
| (iv) Other financial assets                                   |           | -   | -   | -  |
| (i) Deferred tax assets (net)                                 | 3         | 5,04,57,608                               | 3,11,50,562                               | 1,15,04,501                                    |
| (j) Other non-current assets                                  | 4         | 3,08,636                                  | 11,03,136                                 | 11,03,136                                      |
| (2) Current Assets  |           |   |   |  |
| (a) Inventories   | 5         | 3,15,07,266                               | 2,80,11,369                               | 1,94,49,592                                    |
| (b) Financial assets  |           |   |   |  |
| (i) Investments   | 6         | 1,26,82,665                               | 1,26,07,012                               | 1,25,48,729                                    |
| (ii) Trade receivables  | 7         | 2,65,84,906                               | 3,48,85,524                               | 1,69,28,078                                    |
| (iii) Cash and cash equivalents                               | 8         | 12,75,402                                 | 1,32,348                                  | 12,44,719                                      |
| (iv) Bank balances other than Cash and Cash equivalents above |           | -   | -   | -  |
| (v) Loans   | 9         | 1,15,34,123                               | 2,45,97,128                               | 2,35,98,257                                    |
| (vi) Others (to be specified)                                 |           | -   | -   | -  |
| (c) Current Tax Assets (Net)                                  | 10        | 1,45,22,485                               | 53,43,086                                 | 33,48,475                                      |
| (d) Other current assets                                      | 11        | 20,48,730                                 | 20,48,730                                 | 20,48,730                                      |
| <b>Total Assets</b>   |           | <b>90,25,16,318</b>                       | <b>93,31,17,884</b>                       | <b>88,95,97,797</b>                            |
|   |           | ₹   | ₹   | ₹  |
| <b>II. EQUITY AND LIABILITIES</b>                             |           |   |   |  |
| (1) Equity  |           |   |   |  |
| (a) Equity Share capital                                      | 12        | 40,61,00,000                              | 40,61,00,000                              | 40,61,00,000                                   |
| (b) Other equity  | 13        | (9,48,19,034)                             | (4,30,69,501)                             | 9,90,934                                       |
| (2) Liabilities   |           |   |   |  |
| Non-current liabilities                                       |           |   |   |  |
| (a) Financial Liabilities                                     |           |   |   |  |
| (i) Borrowings  | 14        | 50,94,20,000                              | 49,05,95,000                              | 41,23,20,000                                   |
| (ii) Trade payable  |           | -   | -   | -  |
| (iii) Other financial liabilities                             |           | -   | -   | -  |
| (b) Provisions  |           | -   | -   | -  |
| (c) Deferred tax liabilities (Net)                            |           | -   | -   | -  |
| (d) Other non-current liabilities                             |           | -   | -   | -  |
| (3) Current liabilities                                       |           |   |   |  |
| (a) Financial liabilities                                     |           |   |   |  |
| (i) Borrowings  | 15        | 6,13,11,324                               | 6,29,53,641                               | 6,14,89,670                                    |
| (ii) Trade payables   | 16        | 1,44,68,825                               | 98,50,865                                 | 22,43,463                                      |
| (iii) Other financial liabilities                             |           | -   | -   | -  |
| (b) Other current liabilities                                 | 17        | 37,18,290                                 | 43,70,966                                 | 41,36,817                                      |
| (c) Provisions  | 18        | 23,16,913                                 | 23,16,913                                 | 23,16,913                                      |
| (d) Current tax liabilities (Net)                             |           | -   | -   | -  |
| <b>Total Equity and Liabilities</b>                           |           | <b>90,25,16,318</b>                       | <b>93,31,17,884</b>                       | <b>88,95,97,797</b>                            |

Notes referred to above form an integral part of the Financial Statements  
As per our Report of even date attached

For and on behalf of the Board

For R. LAL & COMPANY  
Chartered Accountants  
Firm Registration No. 000926C

Sd/-  
(CA. RAMLAL AGRAWAL)  
Proprietor  
Membership No. 017583

Place : New Delhi  
Date : 18th May, 2018

Sd/-  
(SACHIN AGARWAL)  
Executive Director  
DIN : 00007047

Sd/-  
(ARUN GOPAL AGARWAL)  
Director  
DIN : 00374421

Sd/-  
(RUTVIJ RAMCHANDRA KHANGIWALE)  
Chief Financial Officer  
PAN : ATEPK9750C

Sd/-  
(LIPIKA GARG)  
Company Secretary  
Membership No. : A43789

**M/S S. E. POWER LIMITED**  
Profit & Loss Statements for the year ended on 31st March, 2018

| Sr. No. | Particulars  | Notes No. | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 |
|---------|--|-----------|---|---|
|         |  |           | ₹   | ₹   |
| I       | Revenue from operations  | 19        | 15,65,63,358                              | 12,51,52,828                              |
|         | Other Income   | 20        | 10,69,211                                 | 7,17,877                                  |
|         | Total Revenue (I)  |           | 15,76,32,569                              | 12,58,70,705                              |
| II      | Expenses:  |           |   |   |
|         | Cost of Material Consumed  | 21        | 11,26,86,097                              | 10,57,05,417                              |
|         | Change in Inventories of Finished Good and Work - in - Progress                  | 22        | (29,58,094)                               | (46,54,627)                               |
|         | Employee Benefit Expenses  | 23        | 1,79,21,197                               | 1,44,68,337                               |
|         | Financial Cost   | 24        | 2,55,78,156                               | 1,02,82,152                               |
|         | Other Expenses   | 25        | 3,16,32,910                               | 2,35,17,156                               |
|         | Depreciation and Amortization Expenses   | 26        | 4,38,28,882                               | 4,01,31,756                               |
|         | Total Expenses (II)  |           | 22,86,89,148                              | 18,94,50,191                              |
| III     | Profit / Loss before exceptional items and tax (I - II)                          |           | (7,10,56,579)                             | (6,35,79,486)                             |
| IV      | Exceptional items  |           | -   | -   |
| V       | Profit / Loss before tax (III-IV)  |           | (7,10,56,579)                             | (6,35,79,486)                             |
| VI      | Tax Expenses:  |           |   |   |
|         | (1) Current Tax  |           | -   | -   |
|         | (2) Deferred Tax   | 3         | (1,93,07,046)                             | (1,96,46,061)                             |
|         | (3) Previous Year Tax  |           | -   | 1,27,010                                  |
| VII     | Profit / Loss for the year (V-VI)  |           | (5,17,49,533)                             | (4,40,60,435)                             |
| VIII    | Other Comprehensive Income:  |           |   |   |
| A       | i) Items that will not be reclassified to profit or loss                         |           | -   | -   |
|         | ii) Income tax relating to items that will not be reclassified to profit or loss |           | -   | -   |
| B       | i) Items that will be reclassified to profit or loss                             |           | -   | -   |
|         | ii) Income tax relating to items that will be reclassified to profit or loss     |           | -   | -   |
| IX      | Total Other Comprehensive Income for the year                                    |           | -   | -   |
| X       | Total Comprehensive Income for the year (VII+VIII)                               |           | (5,17,49,533)                             | (4,40,60,435)                             |
| XI      | Earning per equity share:  | 34        |   |   |
|         | (1) Basic  |           | (1.27)                                    | (1.08)                                    |
|         | (2) Diluted  |           | (1.27)                                    | (1.08)                                    |

Notes referred to above form an integral part of the Financial Statements  
As per our Report of even date attached

For and on behalf of the Board

For R. LAL & COMPANY  
Chartered Accountants  
Firm Registration No. 000926C

Sd/-  
(CA. RAM LAL AGRAWAL)  
Proprietor  
Membership No. 017583

Place : New Delhi  
Date : 18th May, 2018

Sd/-  
(SACHIN AGARWAL)  
Executive Director  
DIN : 00007047

Sd/-  
(ARUN GOPAL AGARWAL)  
Director  
DIN : 00374421

Sd/-  
(RUTVIJ RAMCHANDRA KHANGIWALE)  
Chief Financial Officer  
PAN : ATEPK9750C

Sd/-  
(LIPIKA GARG)  
Company Secretary  
Membership No. : A43789



M/S S. E. POWER LIMITED

Cash Flow Statement for the year ended on 31st March, 2018

(Amount in ₹)

| Particulars   | 2017-18       | 2016-17       |
|---|---------------|---------------|
| <b>Cash Flows from Operating Activities:</b>        |               |               |
| Net Profit before taxation, and extraordinary items | (7,10,56,579) | (6,35,79,486) |
| Adjustments for                                     |               |               |
| Depreciation  | 4,38,28,882   | 4,01,31,756   |
| Interest Expense                                    | 2,55,78,156   | 1,02,82,152   |
| Interest Income                                     | (10,69,211)   | (7,17,877)    |
| Operating Profit before working capital changes     | (27,18,752)   | (1,38,83,455) |
| Adjustments for                                     |               |               |
| Short Term Loans & Advances                         | 38,83,606     | (29,93,482)   |
| Inventories and Trade Receivable                    | 48,04,722     | (2,65,19,223) |
| Current Liabilities & Provisions                    | 39,65,284     | 78,41,551     |
| Cash generated from operations                      | 99,34,860     | (3,55,54,609) |
| Direct Taxes  | -             | 1,27,010      |
| Cash flow before extraordinary item                 | 99,34,860     | (3,56,81,619) |
| Extraordinary items                                 | -             | -             |
| Net Cash from / (used) Operating activities         | 99,34,860     | (3,56,81,619) |
| <b>Cash Flows from Investing Activities:</b>        |               |               |
| Interest Income                                     | 10,69,211     | 7,17,877      |
| Proceed from Equity Capital                         | -             | -             |
| Purchase of Fixed Assets                            | (21,84,391)   | (3,55,47,165) |
| Purchase of Trade Investments                       | (75,653)      | (58,283)      |
| Decrease/(Increase) in Long Term Loans and Advances | 7,94,500      | -             |
| Net Cash from / (used) Investing activities         | (3,96,333)    | (3,48,87,571) |
| <b>Net Cash from Financing activities:</b>          |               |               |
| Proceeds/(Repayment) Short Term Borrowings          | (16,42,317)   | 14,63,971     |
| Proceeds/(Repayment) of Long Term Borrowings        | 1,88,25,000   | 7,82,75,000   |
| Interest Expenses                                   | (2,55,78,156) | (1,02,82,152) |
| Net Cash from / (used) Financing activities         | (83,95,473)   | 6,94,56,819   |
| Net Increase in Cash & Cash equivalents             | 11,43,054     | (11,12,371)   |
| Cash & Cash equivalents at beginning of period      | 1,32,348      | 12,44,719     |
| Cash & Cash equivalents at end of period            | 12,75,402     | 1,32,348      |

Signed in terms of our Report of even date

For and on behalf of the Board

For R. LAL & COMPANY  
Chartered Accountants  
Firm Registration No. 000926C

Sd/-  
(CA. RAMLAL AGRAWAL)  
Proprietor  
Membership No. 017583

Place : New Delhi  
Date : 18th May, 2018

Sd/-  
(SACHIN AGARWAL)  
Executive Director  
DIN : 00007047

Sd/-  
(ARUN GOPAL AGARWAL)  
Director  
DIN : 00374421

Sd/-  
(RUTVIJ RAMCHANDRA KHANGIWALE)  
Chief Financial Officer  
PAN : ATEPK9750C

Sd/-  
(LIPIKA GARG)  
Company Secretary  
Membership No. : A43789

## ACCOUNTING POLICIES FORMING INTEGRAL PART OF THE IND AS FINANCIAL STATEMENTS

### A. BASIS OF PREPARATION OF IND AS FINANCIAL STATEMENTS

For all periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India and complied with the accounting standards (Previous GAAP) as notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013.

In accordance with the notification dated February 16, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (Ind AS) notified under Section 133 read with Rule 4A of Companies (Indian Accounting Standards) Rules, 2015, as amended, and the relevant provisions of the Companies Act, 2013 (collectively, "Ind ASs") with effect from April 1, 2017 and the Company is required to prepare its financial statements in accordance with Ind ASs for the year ended March 31, 2018. These financial statements as and for the year ended March 31, 2018 (the "Ind AS Financial Statements") are the first financial statements, the Company has prepared in accordance with Ind AS. The Company had prepared a separate set of financial statements for the year ended March 31, 2017 and March 31, 2016 in accordance with the Accounting Standards referred to in section 133 of the Companies Act, 2013 (the "Audited Previous GAAP Financial Statements"), which were approved by the Board of Directors.

The Company has followed the provisions of Ind AS 101-"First Time adoption of Indian Accounting Standards" (Ind AS 101), in preparing its opening Ind AS Balance Sheet as of the date of transition, i.e. April 1, 2016. In accordance with Ind AS 101, the Company has presented reconciliations of Shareholders' equity under Previous GAAP and Ind ASs as at March 31, 2017, and April 1, 2016 and of the Profit/ (Loss) after Tax as per Previous GAAP and Total Comprehensive Income under Ind AS for the year ended March 31, 2017.

### B. STOCK IN TRADE

Inventories are stated at the lower of cost or net realizable value after providing for obsolescence, if any. Cost of Inventories comprises of cost of purchase, cost of conversion and other cost incurred in bringing them to their respective present location and condition.

### C. CASH FLOW STATEMENT

As required by Ind AS-7 "Cash Flow Statement" issued by "The Institute of Chartered Accountants of India" the Cash Flow for the period is reported using indirect method. The Cash and Cash Equivalent of the Company comprises of Cash in hand and Current account with Scheduled Banks.

### D. DEPRECIATION

Depreciation for current financial year has been provided on straight-line method in the manner and as per the useful lives of the Assets specified in Schedule II to the Companies Act, 2013 and on pro rata basis from the date of installation till the date the assets are sold or disposed off.

### E. REVENUE RECOGNITION

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured:

- a) Sales are recognized on generation of sale bill or clearance of goods from factory whichever is earlier and are recorded exclusive of excise duty, service tax and sales tax.
- b) Export benefits are recognized on accrual basis.
- c) Scrap, salvaged/waste materials and sweepings are recognized on actual realization basis.

### F. PROPERTY, PLANT AND EQUIPMENTS

All assets held with the intention of being used for the purpose of producing goods or providing services and not for sale in the normal course of business are recognized as Property, Plants and Equipments and are stated at cost less accumulated depreciation after considering lease adjustment account. All costs including finance cost attributable to Property, Plants and Equipments till assets are ready for intended use are capitalized.

### G. INVESTMENTS

Investments are recognized as recommended in Ind AS. Accordingly following policies have been adopted in respect of Investments made:

- i) Investments that are readily realizable and are intended not to be held for more than one year from the date of acquisition are classified as current investments. All other investments are classified as Long term investments.
- ii) The Company values its Investments based on the Indian Accounting Standard issued by the Institute of Chartered Accountants of India:
  - a) Investment held as long-term investments are valued at cost. Provision for diminution in value is made only if there is a permanent decline in their net realizable value.
  - b) Current investments are valued at lower of cost or net realizable value.

### H. EMPLOYEE RETIREMENT BENEFITS, IF ANY

Contributions to Provident Fund made during the year, are charged to Statement of Profit and Loss for the period. The Company has taken Workmen Compensation Policy to meet the requirement in case of any accident or death of the worker. This contribution to the said plan is charged to Profit & Loss account. The company has no further obligation beyond its contribution to plan.

### I. BORROWING COSTS, IF ANY

- i) Borrowing costs, which are directly attributable to the acquisition /construction of property, Plants and Equipments, till the time such assets are ready for intended use, are capitalized as a part of the cost of assets.
- ii) All borrowing costs other than mentioned above are expensed in the period they are incurred. In case unamortized identified borrowing cost is outstanding at the year end, it is classified under loans and advances as unamortized cost of borrowings.
- iii) In case any loan is prepaid/ cancelled then the unamortized borrowing cost, if any, is fully expensed off on the date of prepayment/cancellation.

### J. RELATED PARTIES

Parties are considered to be related if at any time during the reporting period one party has the ability to control the other party or exercise significant influence over the other party in making financial and/or operating decisions. As required by Ind AS-24 "Related Party Disclosure" only following related party relationships are covered:

- (a) Enterprises that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprise (this includes holding Companies, subsidiaries and fellow subsidiaries);
- (b) Associates and joint ventures of the reporting enterprise and the investing party or venture in respect of which the reporting enterprise is an associate or a joint venture;
- (c) Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual;
- (d) Key management personnel (KMP) and relatives of such personnel; and
- (e) Enterprises over which any person described in (c) or (d) is able to exercise significant influence.

### K. LEASE ASSETS, IF ANY

Assets taken on lease are accounted for in accordance with Ind AS-17 "Accounting for Lease" issued by "The Institute of Chartered Accountants of India".

### L. EARNING PER SHARE

The Earning per Share (Basic as well as Diluted) is calculated based on the net profit or loss for the period attributable to equity shareholders i.e. the net profit or loss for the period after deducting Proposed Preference Dividend and any attributable tax thereto.

For the purpose of calculating (Basic and Diluted EPS), the number of equity shares taken are the weighted average number of equity shares outstanding during the period.

### M. SEGMENT REPORTING

The Segment report of the Company has been prepared in accordance with the Ind As -108 "Segment Reporting" issued by The Institute of Chartered Accountants of India.

**N. INTANGIBLE ASSETS, IF ANY**

Intangible assets are recognized only when four of below mentioned criteria are fulfilled:

- a) Asset is identifiable.
- b) Control of the enterprise over that asset.
- c) It is probable that future economic benefits attributable to the asset will flow to the enterprise.
- d) Cost of the asset can be measured reliably.

If any of the above four criteria is not fulfilled the expenditure incurred to acquire the asset is recognized as an expense, in the year in which it is incurred.

Intangible assets are initially measured at cost, after initial recognition the intangible asset is carried at its carrying value i.e. cost less any accumulated amortization and accumulated impairment losses.

**O. IMPAIRMENT OF ASSETS, IF ANY**

An asset is treated as impaired, when carrying cost of asset exceeds its recoverable amount.

At each Balance Sheet Date, it is seen that whether there is any indication that an asset may be impaired, if any such indication exist, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss; if any. Such impairment loss is charged to the pro fit and loss account in the year in which an asset is identified as impaired.

When an impairment loss is subsequently reversed, the carrying amount of the asset is increased to its revised estimate of its recoverable amount. However this increased amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for that asset in prior period. A reversal of an impairment loss is recognized as income immediately in the Pro fit & Loss Account.

**P. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be out flow of resources. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value. Contingent liabilities are not recognized but are disclosed in the notes on accounts. Contingent assets are neither recognized nor disclosed in the financial statements and will be recognize only when its realization is virtually certain.

**Q. USE OF ESTIMATES AND JUDGEMENTS**

The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amount of assets and liabilities (including contingent liabilities) as on the date of the financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

**R. FOREIGN CURRENCY TRANSACTIONS**

As prescribed in Ind AS – 21 - "The effect of changes in foreign exchange rates", Transactions in foreign currency are recorded at the rates of exchange prevalent on the date of transaction. Exchange differences, if any arising from foreign currency transactions are dealt in the statement of pro fit and loss at year end rates.



## M/S S. E. POWER LIMITED

### NOTES FORMING INTEGRAL PART OF THE IND AS FINANCIAL STATEMENTS

Notes No : 1 Property, Plant and Equipments

| Sr. No.  | Particulars                    | Gross Block            |                          |                     | Depreciation           |                          |                     | Net Block            |                      |
|----------|--------------------------------|------------------------|--------------------------|---------------------|------------------------|--------------------------|---------------------|----------------------|----------------------|
|          |                                | Value at the beginning | Addition during the year | Value at the end    | Value at the beginning | Addition during the year | Value at the end    | WDV as on 31.03.2018 | WDV as on 31.03.2017 |
| <b>I</b> | <b>Tangible Assets</b>         |                        |                          |                     |                        |                          |                     |                      |                      |
| 1        | Furniture and Fittings         | 81,97,074              | 1,495                    | 81,98,569           | 20,11,970              | 8,85,467                 | 28,97,437           | 53,01,132            | 61,85,104            |
| 2        | Computer Peripheral & Software | 20,98,660              | 2,12,215                 | 23,10,875           | 12,29,373              | 8,19,812                 | 20,49,185           | 2,61,690             | 8,69,287             |
| 3        | Land                           | 5,48,18,878            | -                        | 5,48,18,878         | -                      | -                        | -                   | 5,48,18,878          | 5,48,18,878          |
| 4        | Building                       | 22,36,13,565           | -                        | 22,36,13,565        | 66,00,244              | 22,96,662                | 88,96,906           | 21,47,16,659         | 21,70,13,321         |
| 5        | Plant and Machinery            | 69,63,73,699           | 19,70,681                | 69,83,44,380        | 18,95,21,300           | 3,98,26,941              | 22,93,48,241        | 46,89,96,139         | 50,68,52,399         |
|          | <b>Total (Current Year)</b>    | <b>98,51,01,876</b>    | <b>21,84,391</b>         | <b>98,72,86,267</b> | <b>19,93,62,887</b>    | <b>4,38,28,882</b>       | <b>24,31,91,769</b> | <b>74,40,94,498</b>  | <b>78,57,38,989</b>  |
|          | <b>Total (Previous Year)</b>   | <b>94,95,54,711</b>    | <b>3,55,47,165</b>       | <b>98,51,01,876</b> | <b>15,92,31,131</b>    | <b>4,01,31,756</b>       | <b>19,93,62,887</b> | <b>78,57,38,989</b>  | <b>79,03,23,580</b>  |

| Notes No. : 2 Financial Assets - Non Current Investments |  | ₹   | ₹   | ₹  |
|--|--|---|---|--|
| Sr. No.  | Particulars  | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1  | Investment in Wholly owned Subsidiary Co.                      | 75,00,000                                 | 75,00,000                                 | 75,00,000                                      |
|  | Shubham Electrochem Limited                                    | 75,00,000                                 | 75,00,000                                 | 75,00,000                                      |
|  | (5,00,000 Equity Shares of Face Value of ₹ 10/- Fully Paid Up) |   |   |  |
|  | Total in ₹   | 75,00,000                                 | 75,00,000                                 | 75,00,000                                      |

| Notes No. : 3 Deferred Tax Assets |                          | ₹   | ₹   | ₹  |
|-----------------------------------|--------------------------|---|---|--|
| Sr. No.                           | Particulars              | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1                                 | Opening Balance          | 3,11,50,562                               | 1,15,04,501                               | (7,07,373)                                     |
|                                   | Addition during the year | 1,93,07,046                               | 1,96,46,061                               | 1,22,11,874                                    |
|                                   | Closing Balance          | 5,04,57,608                               | 3,11,50,562                               | 1,15,04,501                                    |
|                                   | Total in ₹               | 5,04,57,608                               | 3,11,50,562                               | 1,15,04,501                                    |

| Notes No. : 4 Other Non - Current Assets |                           | ₹   | ₹   | ₹  |
|--|---------------------------|---|---|--|
| Sr. No.                                  | Particulars               | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1  | Security Deposit          | 3,08,636                                  | 11,03,136                                 | 11,03,136                                      |
|  | Unsecured Considered Good | 3,08,636                                  | 11,03,136                                 | 11,03,136                                      |
|  | Total in ₹                | 3,08,636                                  | 11,03,136                                 | 11,03,136                                      |

| Notes No. : 5 Inventories |                                  | ₹   | ₹   | ₹  |
|---------------------------|----------------------------------|---|---|--|
| Sr. No.                   | Particulars                      | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1                         | Inventories                      | 3,15,07,266                               | 2,80,11,369                               | 1,94,49,592                                    |
|                           | (As Certified by the Management) | 3,15,07,266                               | 2,80,11,369                               | 1,94,49,592                                    |
|                           | Total in ₹                       | 3,15,07,266                               | 2,80,11,369                               | 1,94,49,592                                    |

| Notes No. : 6 Financial Assets - Current Investments |   | ₹   | ₹   | ₹  |
|--|---|---|---|--|
| Sr. No.  | Particulars                             | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1  | Trade Investments                       | 1,26,82,665                               | 1,26,07,012                               | 1,25,48,729                                    |
|  | (Bank FDR's Including interest thereon) | 1,26,82,665                               | 1,26,07,012                               | 1,25,48,729                                    |
|  | Total in ₹                              | 1,26,82,665                               | 1,26,07,012                               | 1,25,48,729                                    |

- See Note No. 32

| Notes No. : 7 Financial Assets - Current Trade Receivable |  | ₹   | ₹   | ₹  |
|---|--|---|---|--|
| Sr. No.   | Particulars  | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1   | Trade Receivables  | 2,65,84,906                               | 3,48,85,524                               | 1,69,28,078                                    |
|   | a) Secured Considered Good   | -   | -   | -  |
|   | b) Unsecured Considered Good<br>(With in six months from the date they become due for payment) | 2,65,84,906                               | 3,48,85,524                               | 1,69,28,078                                    |
|   | c) Doubtful  | -   | -   | -  |
|   | Total in ₹   | 2,65,84,906                               | 3,48,85,524                               | 1,69,28,078                                    |

| Notes No. : 8 Cash & Cash Equivalent |  | ₹   | ₹   | ₹  |
|--------------------------------------|--|---|---|--|
| Sr. No.                              | Particulars  | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1                                    | Cash in Hand   | 84,321                                    | 72,456                                    | 2,46,164                                       |
|                                      | Sub Total (A)  | 84,321                                    | 72,456                                    | 2,46,164                                       |
| 2                                    | Balances with Banks (Subject to Bank Reconciliation) | 11,91,081                                 | 59,892                                    | 9,98,555                                       |
|                                      | Sub Total (B)  | 11,91,081                                 | 59,892                                    | 9,98,555                                       |
|                                      | Total in ₹ (A+B)                                     | 12,75,402                                 | 1,32,348                                  | 12,44,719                                      |

| Notes No. : 9 Financial Assets - Current Loan |  | ₹   | ₹   | ₹  |
|---|--|---|---|--|
| Sr. No.                                       | Particulars  | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1   | Others   | 1,15,34,123                               | 2,45,97,128                               | 2,35,98,257                                    |
|   | Advance Recov. in cash or in kind or for value to be considered good | 1,15,34,123                               | 2,45,97,128                               | 2,35,98,257                                    |
|   | Total in ₹   | 1,15,34,123                               | 2,45,97,128                               | 2,35,98,257                                    |

| Notes No. : 10 Current Tax Assets |                                     | ₹   | ₹   | ₹  |
|-----------------------------------|-------------------------------------|---|---|--|
| Sr. No.                           | Particulars                         | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1                                 | Unsecured Considered Good           | 1,45,22,485                               | 53,43,086                                 | 33,48,475                                      |
|                                   | Balance with Government Authorities | 1,45,22,485                               | 53,43,086                                 | 33,48,475                                      |
|                                   | Total in ₹                          | 1,45,22,485                               | 53,43,086                                 | 33,48,475                                      |

| Notes No. : 11 Other Current Assets |                        | ₹   | ₹   | ₹  |
|-------------------------------------|------------------------|---|---|--|
| Sr. No.                             | Particulars            | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1                                   | Others                 | 20,48,730                                 | 20,48,730                                 | 20,48,730                                      |
|                                     | Mat Credit Entitlement | 20,48,730                                 | 20,48,730                                 | 20,48,730                                      |
|                                     | Total in ₹             | 20,48,730                                 | 20,48,730                                 | 20,48,730                                      |

| Notes No. : 12 Equity Share Capital |   | ₹   | ₹   | ₹  |
|-------------------------------------|---|---|---|--|
| Sr. No.                             | Particulars   | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1                                   | <b>Authorized Capital</b>                               |   |   |  |
|                                     | 4,06,10,000 Equity Shares of ₹ 10/- each.               | 40,61,00,000                              | 40,61,00,000                              | 40,61,00,000                                   |
|                                     |   | 40,61,00,000                              | 40,61,00,000                              | 40,61,00,000                                   |
| 2                                   | <b>Issued, Subscribed &amp; Paid Up Capital</b>         |   |   |  |
|                                     | 4,06,10,000 Equity Shares of ₹ 10/- each, Fully Paid up | 40,61,00,000                              | 40,61,00,000                              | 40,61,00,000                                   |
|                                     |   | 40,61,00,000                              | 40,61,00,000                              | 40,61,00,000                                   |
|                                     | <b>Reconciliation</b>                                   |   |   |  |
|                                     | Opening No. of Shares                                   | 4,06,10,000                               |   |  |
|                                     | Add: Issued During the year                             | -   |   |  |
|                                     | Less: Bought Back                                       | -   |   |  |
|                                     | Closing No. of Shares                                   | 4,06,10,000                               |   |  |
|                                     | <b>Total in ₹</b>                                       | <b>40,61,00,000</b>                       | <b>40,61,00,000</b>                       | <b>40,61,00,000</b>                            |

## List of Shareholders holding more than 5% shares of Company

| Sr. No. | Particulars                         | No of Shares | % of Holding |
|---------|-------------------------------------|--------------|--------------|
| 1       | Auctor Investments Limited          | 37,95,504    | 9.35         |
| 2       | Heshika Growth Fund                 | 37,95,504    | 9.35         |
| 3       | Plutus Terra India Fund             | 37,43,581    | 9.22         |
| 4       | Shikha Agarwal                      | 34,29,400    | 8.44         |
| 5       | Antara India Evergreen Fund Limited | 33,46,493    | 8.24         |
| 6       | Sachin Agarwal                      | 30,89,240    | 7.61         |
| 7       | Davos International Fund            | 29,29,449    | 7.21         |
| 8       | Elara India Opportunities Fund Ltd. | 21,44,704    | 5.28         |
| 9       | Superteck Printing Private Limited  | 20,47,622    | 5.04         |

| Notes No. : 13 Other Equity |  | ₹   | ₹   | ₹  |
|-----------------------------|--|---|---|--|
| Sr. No.                     | Particulars                                | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1                           | <b>Surplus (Profit &amp; Loss Account)</b> |   |   |  |
|                             | Balance brought forward from previous year | (16,61,08,670)                            | (11,43,59,137)                            | (7,02,98,702)                                  |
|                             | Add: Profit for the year                   | (5,17,49,533)                             | (4,40,60,435)                             | -  |
| 2                           | Capital Reserve                            | 7,72,090                                  | 7,72,090                                  | 7,72,090                                       |
| 3                           | General Reserve                            | 7,05,17,546                               | 7,05,17,546                               | 7,05,17,546                                    |
|                             | <b>Total in ₹</b>                          | <b>(9,48,19,034)</b>                      | <b>(4,30,69,501)</b>                      | <b>9,90,934</b>                                |

| Notes No. : 14 Financial Liabilities - Non Current Borrowings |                   | ₹   | ₹   | ₹  |
|---|-------------------|---|---|--|
| Sr. No.   | Particulars       | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1   | <b>Unsecured</b>  |   |   |  |
|   | From Others       | 40,61,20,000                              | 35,16,95,000                              | 23,78,20,000                                   |
| 2   | <b>Secured</b>    |   |   |  |
|   | From Bank         | 10,33,00,000                              | 13,89,00,000                              | 17,45,00,000                                   |
|   | <b>Total in ₹</b> | <b>50,94,20,000</b>                       | <b>49,05,95,000</b>                       | <b>41,23,20,000</b>                            |

- See Note No. 31



## S. E. Power Limited

| Notes No. : 15 Financial Liabilities - Current Borrowings |                                 | ₹   | ₹   | ₹  |
|---|---------------------------------|---|---|--|
| Sr. No.   | Particulars                     | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1   | Secured Cash Credit Limited     | 2,57,11,324                               | 2,73,53,641                               | 2,12,89,670                                    |
|   | From Bank                       | 2,57,11,324                               | 2,73,53,641                               | 2,12,89,670                                    |
| 2   | Term Loan Repayment in one year | 3,56,00,000                               | 3,56,00,000                               | 4,02,00,000                                    |
|   | From Bank                       | 3,56,00,000                               | 3,56,00,000                               | 4,02,00,000                                    |
|   | <b>Total in ₹</b>               | <b>6,13,11,324</b>                        | <b>6,29,53,641</b>                        | <b>6,14,89,670</b>                             |

- See Note No. 30 & 31

| Notes No. : 16 Financial Liabilities - Current Trade Payable |                   | ₹   | ₹   | ₹  |
|--|-------------------|---|---|--|
| Sr. No.  | Particulars       | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1  | Trade Payable     | 1,44,68,825                               | 98,50,865                                 | 22,43,463                                      |
|  | <b>Total in ₹</b> | <b>1,44,68,825</b>                        | <b>98,50,865</b>                          | <b>22,43,463</b>                               |

| Notes No. : 17 Other Current Liabilities |                   | ₹   | ₹   | ₹  |
|--|-------------------|---|---|--|
| Sr. No.                                  | Particulars       | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1  | Others            | 37,18,290                                 | 43,70,966                                 | 41,36,817                                      |
|  | <b>Total in ₹</b> | <b>37,18,290</b>                          | <b>43,70,966</b>                          | <b>41,36,817</b>                               |

| Notes No. : 18 Provisions |                        | ₹   | ₹   | ₹  |
|---------------------------|------------------------|---|---|--|
| Sr. No.                   | Particulars            | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1                         | Others                 |   |   |  |
|                           | Provision for Taxation | 23,16,913                                 | 23,16,913                                 | 23,16,913                                      |
|                           | <b>Total in ₹</b>      | <b>23,16,913</b>                          | <b>23,16,913</b>                          | <b>23,16,913</b>                               |

| Notes No. : 19 Revenue From Operations |  | ₹   | ₹   |
|--|--|---|---|
| Sr. No.                                | Particulars                                  | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 |
| 1                                      | Income From Non Conventional Energy Division | 1,24,15,044                               | 1,52,70,122                               |
|  |  | 1,24,15,044                               | 1,52,70,122                               |
| 2                                      | Sale From Reclaimed Rubber Division          | 14,60,79,027                              | 11,54,27,228                              |
|  | Less:- Excise Duty                           | 19,30,713                                 | 55,44,522                                 |
|  |  | 14,41,48,314                              | 10,98,82,706                              |
|  | <b>Total in ₹</b>                            | <b>15,65,63,358</b>                       | <b>12,51,52,828</b>                       |

| Notes No. : 20 Other Income |                               | ₹   | ₹   |
|-----------------------------|-------------------------------|---|---|
| Sr. No.                     | Particulars                   | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 |
| 1                           | Interest on Fixed Deposit     | 10,59,871                                 | 7,10,689                                  |
| 2                           | Interest on Income Tax Refund | 8,238                                     | 7,188                                     |
| 3                           | Discount Received             | 1,102                                     | -   |
|                             | <b>Total in ₹</b>             | <b>10,69,211</b>                          | <b>7,17,877</b>                           |

| Notes No. : 21 Cost of Material Consumed |  | ₹   | ₹   |
|--|--|---|---|
| Sr. No.                                  | Particulars                            | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 |
| 1  | Cost of Material Consumed:             |   |   |
|  | Raw Material Consumed                  |   |   |
|  | Opening Inventory                      | 1,03,05,955                               | 76,93,709                                 |
|  | Add: Purchases                         | 5,29,98,925                               | 4,72,30,215                               |
|  | Add: Custom duty & Freight             | 73,79,607                                 | 1,54,67,788                               |
|  | Less: Inventory at the end of the year | 91,02,940                                 | 1,03,05,955                               |
|  |  | <b>6,15,81,547</b>                        | <b>6,00,85,757</b>                        |
|  | Packing Material Consumed              |   |   |
|  | Opening Inventory                      | 1,99,845                                  | 1,31,115                                  |
|  | Add: Purchases                         | 18,71,851                                 | 15,77,097                                 |
|  | Less: Inventory at the end of the year | 3,35,249                                  | 1,99,845                                  |
|  |  | <b>17,36,447</b>                          | <b>15,08,367</b>                          |
|  | Consumables Consumed                   |   |   |
|  | Opening Inventory                      | 30,06,932                                 | 17,80,757                                 |
|  | Add: Purchases                         | 56,10,640                                 | 45,35,097                                 |
|  | Less: Inventory at the end of the year | 46,12,345                                 | 30,06,932                                 |
|  |  | <b>40,05,227</b>                          | <b>33,08,922</b>                          |
|  | Purchases of Spares                    | 4,13,314                                  | 4,34,387                                  |
|  | Direct Expenses                        | 4,49,49,562                               | 4,03,67,984                               |
|  | <b>Total in ₹</b>                      | <b>11,26,86,097</b>                       | <b>10,57,05,417</b>                       |

| Notes No. : 22 Change in Inventories of Finished Good and Work in Progress |                                    | ₹   | ₹   |
|--|------------------------------------|---|---|
| Sr. No.  | Particulars                        | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 |
| 1  | Stock at the end of the year       |   |   |
|  | Finished Goods                     | 97,78,979                                 | 31,98,986                                 |
|  | Work-in-Progress                   | 76,77,753                                 | 1,12,99,652                               |
| 2  | Stock at the beginning of the year |   |   |
|  | Finished Goods                     | 31,98,986                                 | 48,13,011                                 |
|  | Work-in-Progress                   | 1,12,99,652                               | 50,31,000                                 |
|  | <b>Total in ₹</b>                  | <b>(29,58,094)</b>                        | <b>(46,54,627)</b>                        |

| Notes No. : 23 Employee Benefit Expenses |                                     | ₹   | ₹   |
|--|-------------------------------------|---|---|
| Sr. No.                                  | Particulars                         | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 |
| 1  | Salaries and Establishment Expenses | 1,43,39,298                               | 1,15,73,162                               |
| 2  | Managing Directors Remuneration     | 30,87,097                                 | 22,51,400                                 |
| 3  | Staff Welfare Expenses              | 4,94,802                                  | 6,43,775                                  |
|  | Total in ₹                          | 1,79,21,197                               | 1,44,68,337                               |

- There is no employee who has drawn more than ₹ 1,02,00,000 per annum or ₹ 8,50,000 per month during the year.
- The Remuneration Paid to Managing Director is within the limit as permitted under section 197 read with schedule V of the Companies Act, 2013.

| Notes No. : 24 Financial Cost |                         | ₹   | ₹   |
|-------------------------------|-------------------------|---|---|
| Sr. No.                       | Particulars             | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 |
| 1                             | Interest & Bank Charges | 2,55,78,156                               | 1,02,82,152                               |
|                               | Total in ₹              | 2,55,78,156                               | 1,02,82,152                               |

| Notes No. : 25 Other Expenses |   | ₹   | ₹   |
|-------------------------------|---|---|---|
| Sr. No.                       | Particulars                                 | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 |
| 1                             | Travelling & Conveyance Expenses            | 34,96,578                                 | 19,15,291                                 |
| 2                             | Repair & Maintenance Expenses               | 77,72,921                                 | 57,63,362                                 |
| 3                             | Insurance Expenses                          | 4,94,115                                  | 5,55,620                                  |
| 4                             | Legal & Professional Expenses               | 10,64,235                                 | 8,11,495                                  |
| 5                             | Printing & Stationery Expenses              | 1,59,954                                  | 2,55,508                                  |
| 6                             | Postage & Telephone Expenses                | 1,00,346                                  | 3,59,606                                  |
| 7                             | Office and General Expenses                 | 21,64,737                                 | 20,25,165                                 |
| 8                             | Rent, Rates & Taxes                         | 35,79,790                                 | 40,75,189                                 |
| 9                             | Freight Outward & Other Transportation cost | 80,88,466                                 | 42,38,577                                 |
| 10                            | Security Expenses                           | 14,51,880                                 | 13,28,203                                 |
| 11                            | Marketing & Business Promotion Expenses     | 13,03,760                                 | 21,19,140                                 |
| 12                            | Auditor's Remuneration                      | 70,000                                    | 70,000                                    |
| 13                            | Sundry Balances Written Off                 | 18,86,128                                 | -   |
|                               | Total in ₹                                  | 3,16,32,910                               | 2,35,17,156                               |

| Notes No. : 26 Depreciation & Amortization Expenses |              | ₹   | ₹   |
|---|--------------|---|---|
| Sr. No.   | Particulars  | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 |
| 1   | Depreciation | 4,38,28,882                               | 4,01,31,756                               |
|   | Total in ₹   | 4,38,28,882                               | 4,01,31,756                               |

## 27. Remuneration to Auditor:

(In ₹)

| Particulars                                  | Current year<br>31.03.2018 | Previous year<br>31.03.2017 |
|--|----------------------------|-----------------------------|
| For Statutory Audit                          | 50,000                     | 50,000                      |
| For Tax Audit Report U/s 44AB of IT Act 1961 | 15,000                     | 15,000                      |
| For Certification work / Other services      | 5,000                      | 5,000                       |
| Total in ₹                                   | 70,000                     | 70,000                      |

28. Figures of the previous year have been regrouped/rearranged/reclassified wherever considered necessary.

## 29. Disclosure of related party transactions:

## A. Parties where control Exists

Shubham Electrochem Ltd.  
(Wholly Owned Subsidiary)

## B. List of related parties and relationship

## Related Party

## Key Managerial Personnel

Mr. Sachin Agarwal

Mr. Ravindra Agrawal

## (Relation)

(Executive Director from 08.02.2018)

(Managing Director upto 27.03.2018)

## Relatives of K M P

Mr. Purushottam Agrawal

Mrs. Raj Agarwal

Mrs. Shikha Agarwal

Mr. Aanjneya Agrawal

Mr. Anadhya Agrawal

Mrs. Shilpa Agarwal

Ms. Rishika Agarwal

Ms. Saumya Agarwal

Mr. Devendra Kumar Agarwal

Mrs. Sangeeta Jain

Mr. Shashi Bhushan Agarwal

Mrs. Prem Lata Agarwal

(Father of Mr. Sachin Agarwal)

(Mother of Mr. Sachin Agarwal)

(Spouse of Mr. Sachin Agarwal)

(Son of Mr. Sachin Agarwal)

(Son of Mr. Sachin Agarwal)

(Spouse of Mr. Ravindra Agrawal)

(Daughter of Mr. Ravindra Agrawal)

(Daughter of Mr. Ravindra Agrawal)

(Brother of Mr. Ravindra Agrawal)

(Sister of Mr. Ravindra Agrawal)

(Father of Mr. Ravindra Agrawal)

(Mother of Mr. Ravindra Agrawal)

## C. Enterprises over which significant influence exercised by Key Managerial Personnel /Directors/Relatives of key Management Personnel during the year

1. Aerotech Aviation India Pvt. Ltd.

2. Aanjneya Vayusutra Pvt. Ltd.

3. Bloom Inn Private Ltd.

4. Baba Herbals Pvt. Ltd.

5. Blessings Builders Pvt. Ltd.

6. Bhavya Electronics &amp; Networks Pvt. Ltd.

7. Dauji Infradev Pvt. Ltd.

8. Diamond Infradev Pvt. Ltd.

9. Fasteck Softwares Pvt. Ltd.

10. Helios Aviation Pvt. Ltd.

11. Kanak Bhawan Prasad Seva Pvt. Ltd.

12. Mor Mukut Infradev Pvt. Ltd.

13. P.N. Agarwal &amp; Sons HUF

14. Raj Shiksha Foundation

15. Repartee Infrastructures Pvt. Ltd.

16. Sachin Agarwal HUF

17. Spring Infradev Ltd.

18. SCS Educational Foundation

19. Spring Resort Pvt. Ltd.

20. Spring Trading Pvt. Ltd.

21. Saket Buildcon Pvt. Ltd.

22. Siyaram Motors Pvt. Ltd.

23. Siyaram Shelters Pvt. Ltd.

24. Supertek Printing Pvt. Ltd.

25. Siyaram Infrastructure Pvt. Ltd.

26. Spring Communications Pvt. Ltd

## D. Disclosures required for related party transaction :

(₹In Lacs)

| Particulars                               | KMP &<br>Relative | Enterprise over which<br>significant influence<br>exercised by KMP/ Directors | Total |
|---|-------------------|---|-------|
| Transactions made during the year         | -                 | -   | -     |
| Interest Paid                             | -                 | -   | -     |
| Remuneration paid                         | 30.87             | -   | 30.87 |
| Rendering of Services (Professional Fees) | -                 | -   | -     |
| Amount outstanding at Balance Sheet date  | -                 | -   | -     |
| - Amount Payable                          | -                 | -   | -     |
| - Amount Receivable                       | -                 | -   | -     |



**Notes:**

- (1) Related party relationship is as identified by the Management on the basis of information available with them and accepted by the auditors as correct.
- (2) Company has entered into transactions with certain parties as listed above during the year under consideration. Full disclosures have been made and the Board considers such transaction to be in normal course of business and at rates agreed between the parties.
- (3) No amount has been written off or written back during the year in respect of debt due from or to related parties.

**30. Working Capital Borrowings:**

The facilities from Andhra Bank are secured by hypothecation of stock of Raw Material, Stock in process, stores & Spares, Finished goods, Packing material, Book Debts, Bill discounted, etc. The credit facilities are secured by equitable mortgage of land belonging to the Company and other personal guarantees.

| S. No. | Name of Bank | Sanctioned Amount | Date of Sanction | Rate of Interest |
|--------|--------------|-------------------|------------------|------------------|
| 1      | Andhra Bank  | 4.00 Crore        | March 2017       | 12.45%           |

**31. Term Loans:**

Term loan facilities from Andhra Bank are secured by hypothecation of Plant & Machinery and equitable mortgage of land belonging to the Company and other personal guarantees.

The same are repayable in quarterly installments as per terms of sanction.

| Name of Financial Institutions | Date of Sanction | Sanctioned Amount | Rate of Interest | Terms of repayment        | Maturity Date  |
|--------------------------------|------------------|-------------------|------------------|---------------------------|----------------|
| Andhra Bank                    | March 2014       | 24.92             | 13.75%           | 28 Equal Qly installments | 30th May, 2022 |

**32. Details of Bank FDR's held as on 31st March, 2018:**

(₹ in Lacs)

| S. No. | Name of the Bank     | Purpose        | Principal Amount |
|--------|----------------------|----------------|------------------|
| 1.     | United Bank of India | Custom Deptt.  | 118.30           |
| 2.     | Andhra Bank          | Bank Guarantee | 6.15             |
|        | Total                |                | 124.45           |

**33. Contingent Liabilities:**

(₹ in Lacs)

| S. No. | Nature of Liability                     | Amount |
|--------|---|--------|
| 1.     | Custom Deptt. (Against EPCG Scheme)     | 118.30 |
| 2.     | Madhya Gujarat Vij Company Ltd. (MGVCL) | 40.99  |
|        | Total                                   | 159.29 |

**34. Earnings Per Share:**

(₹ in Lacs)

| Particulars   | 2017-18  | 2016-17  |
|---|----------|----------|
| Net Profit /(Loss) after tax  | (517.49) | (440.60) |
| Profit /(Loss) available to equity share holders (A)                                    | (517.49) | (440.60) |
| Number of Equity Shares   |          |          |
| Weighted average number of Equity Shares outstanding<br>(Face Value of ₹ 10/- each) (B) | 406.10   | 406.10   |
| Basic Loss per Share (A / B)<br>(Basic & diluted)                                       | ₹ (1.27) | ₹ (1.08) |

35. The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Act, 2006 and hence disclosures, if any relating to amounts unpaid at the year end together with interest paid/payable as required under the Act cannot be furnished.

36. Expenses related to projects have been capitalized.

37. Additional Information:

A. Expenditure in Foreign Currency

(₹ in Lacs)

| S. No. | Particulars             | 2017-18 |
|--------|-------------------------|---------|
| 1.     | Foreign Travelling Exp. | 2.17    |
|        | Total                   | 2.17    |

B. Details of Value of imported and indigenous material consumed

(₹ in Lacs)

| S. No. | Particulars           | 2017-18 |
|--------|-----------------------|---------|
| 1.     | Imported & Indigenous | 152.24  |
|        | Total                 | 152.24  |

38. Segment Reporting:

(₹ in Lacs)

| S. No. | Particulars  | Year Ended |            |
|--------|--|------------|------------|
|        |  | 31.03.2018 | 31.03.2018 |
| 1      | Segment Revenue:   |            |            |
| A      | Non Conventional Energy Division   | 124.15     | 152.70     |
| B      | Reclaimed Rubber Division  | 1441.48    | 1098.82    |
|        | Net Income from Operations   | 1565.63    | 1251.52    |
| 2      | Segment Results:<br>Profit/(Loss) before tax, interest and Exceptional Items |            |            |
| A      | Non Conventional Energy Division   | (98.80)    | (80.39)    |
| B      | Reclaimed Rubber Division  | (366.68)   | (459.76)   |
|        | Total  | (465.48)   | (540.15)   |
|        | Less: Finance cost   | 255.78     | 102.82     |
|        | Add: Other Un-allocable Income   | 10.69      | 7.18       |
|        | Total Profit/(Loss) Before Tax and Exceptional Items                         | (710.57)   | (635.79)   |
| 3      | Capital Employed:  |            |            |
|        | (Segment assets- Segment Liabilities)  |            |            |
| A      | Non Conventional Energy Division   | 2321.90    | 2420.70    |
| B      | Reclaimed Rubber Division  | 790.91     | 1210.23    |
|        | Total  | 3112.81    | 3630.93    |
| 4      | Depreciation   | 438.28     | 401.32     |
|        | Total  | 438.28     | 401.32     |

Signed in terms of our Report of even date

For R. LAL & COMPANY  
Chartered Accountants  
Firm Registration No. 000926C

Sd/-  
(CA. RAMLAL AGRAWAL)  
Proprietor  
Membership No. 017583

Place : New Delhi  
Date : 18th May, 2018

For and on behalf of the Board

Sd/-  
(SACHIN AGARWAL)  
Executive Director  
DIN : 00007047

Sd/-  
(ARUN GOPAL AGARWAL)  
Director

DIN : 00374421

Sd/-  
(RUTVIJ RAMCHANDRA KHANGIWALE)  
Chief Financial Officer  
PAN : ATEPK9750C

Sd/-  
(LIPIKA GARG)  
Company Secretary  
Membership No. : A43789

## INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

TO,  
THE MEMBERS OF  
M/S S. E. POWER LIMITED  
VADODARA

### REPORT ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

We have audited the accompanying Consolidated Ind AS Financial Statements of M/s S. E. Power Limited (hereinafter referred to as "the Holding Company") and its wholly owned subsidiary M/s Shubham Electrochem Limited (the Holding Company and its subsidiary together referred to as "the Group") which comprise of the Consolidated Balance Sheet as at 31st March 2018, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Statement of Change in Equity and Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS Ind AS Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 consolidated Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS Financial Statements by the Directors of the Holding Company, as aforesaid.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated Ind AS Financial Statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS Ind AS Financial Statements are free from material misstatement.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

## OPINION

We believe that our audit provides a reasonable basis for our opinion:

1. We report that the Consolidated Ind AS Financial Statements have been prepared by the company's management in accordance with requirements of Accounting Standard 21 issued by the ICAI, "Consolidated Financial Statements".
2. In our opinion and to the best of our information and according to the explanations given to us, the consolidated Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
  - a. In the case of the Consolidated Balance Sheet, of the State of Affairs of the Company as at 31st March 2018;
  - b. In the case of the Consolidated Statement of Profit and Loss, including Other Comprehensive Income of the Loss and Other Income for the year ended on that date; and
  - c. In the case of the Consolidated Cash Flow Statement, of the Cash Flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements:

1. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated 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;
  - c. The audit of all the branch offices of the Company has been conducted by us, hence section 143(8) is not applicable;
  - d. The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - e. In our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - f. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 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 companies, is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
  - g. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
  - h. With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i) There were no pending litigations which would impact the consolidated financial position of the Group.
    - ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
    - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company, incorporated in India.

Place : New Delhi  
Date : 18 May, 2018

For R. LAL & COMPANY  
Chartered Accountants  
Firm Reg. No. 000926C

Sd/-  
(CA. RAM LAL AGRAWAL)  
Proprietor  
Membership No. 017583



## **ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT OF**

**M/S S. E. POWER LIMITED**  
(Referred to in our Report of even date for F. Y. 2017-18)

**REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013**

In conjunction with our audit of the Consolidated Ind AS Financial Statements of the Company as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of M/s S. E. Power Limited (hereinafter referred to as "the Holding Company") and its wholly owned subsidiary M/s Shubham Electrochem Limited which are companies incorporated in India, as of that date.

### **MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

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

### **AUDITOR'S 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 ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 consolidated financial statements.

**INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

**OPINION**

In our opinion, the Holding Company, its subsidiary company, which are companies incorporated in India, have, 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, 2018, 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.

Place : New Delhi  
Date : 18 May, 2018

For R. LAL & COMPANY  
Chartered Accountants  
Firm Reg. No. 000926C

Sd/-  
(CA. RAM LAL AGRAWAL)  
Proprietor  
Membership No. 017583

M/S S. E. POWER LIMITED  
Consolidated Balance Sheet as at 31st March, 2018

| Particulars   | Notes No. | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
|---|-----------|---|---|--|
|   |           | ₹   | ₹   | ₹  |
| <b>I. ASSETS</b>  |           |   |   |  |
| (1) Non Current Assets  |           |   |   |  |
| (a) Property, Plant and Equipment                             | 1         | 74,65,63,816                              | 78,83,11,513                              | 79,30,09,376                                   |
| (b) Capital work-in-progress                                  |           | -   | -   | -  |
| (c) Investment Property                                       |           | -   | -   | -  |
| (d) Goodwill  | 2         | 11,25,725                                 | 11,25,725                                 | 11,25,725                                      |
| (e) Other intangible assets                                   |           | -   | -   | -  |
| (f) Intangible assets under development                       |           | -   | -   | -  |
| (g) Biological Assets other than bearer plants                |           | -   | -   | -  |
| (h) Financial assets  |           |   |   |  |
| (i) Investments   | 3         | 47,48,536                                 | 47,48,536                                 | 47,48,536                                      |
| (ii) Trade receivables  |           | -   | -   | -  |
| (iii) Loans   |           | -   | -   | -  |
| (iv) Other financial assets                                   |           | -   | -   | -  |
| (i) Deferred tax assets (net)                                 | 4         | 5,05,93,903                               | 3,11,65,533                               | 1,15,02,516                                    |
| (j) Other non-current assets                                  | 5         | 3,08,636                                  | 11,03,136                                 | 11,03,136                                      |
| (2) Current Assets  |           |   |   |  |
| (a) Inventories   | 6         | 3,15,09,116                               | 2,80,12,939                               | 1,94,50,365                                    |
| (b) Financial assets  |           |   |   |  |
| (i) Investments   | 7         | 1,26,82,665                               | 1,26,07,012                               | 1,25,48,729                                    |
| (ii) Trade receivables  | 8         | 2,65,84,906                               | 3,48,85,524                               | 1,69,28,078                                    |
| (iii) Cash and cash equivalents                               | 9         | 24,51,689                                 | 9,35,294                                  | 16,28,931                                      |
| (iv) Bank balances other than Cash and Cash equivalents above |           | -   | -   | -  |
| (v) Loans   | 10        | 3,14,89,123                               | 4,46,62,128                               | 4,37,43,257                                    |
| (vi) Others (to be specified)                                 |           | -   | -   | -  |
| (c) Current Tax Assets (Net)                                  | 11        | 1,45,96,652                               | 53,44,663                                 | 34,25,052                                      |
| (d) Other current assets                                      | 12        | 20,48,730                                 | 20,48,730                                 | 20,48,730                                      |
| <b>Total Assets</b>   |           | <b>92,47,03,497</b>                       | <b>95,49,50,733</b>                       | <b>91,12,62,431</b>                            |
|   |           | ₹   | ₹   | ₹  |
| <b>II. EQUITY AND LIABILITIES</b>                             |           |   |   |  |
| (1) Equity  |           |   |   |  |
| (a) Equity Share capital                                      | 13        | 40,61,00,000                              | 40,61,00,000                              | 40,61,00,000                                   |
| (b) Other equity  | 14        | (7,27,14,257)                             | (2,12,74,654)                             | 2,25,41,985                                    |
| (2) Liabilities   |           |   |   |  |
| Non-current liabilities                                       |           |   |   |  |
| (a) Financial Liabilities                                     |           |   |   |  |
| (i) Borrowings  | 15        | 50,94,20,000                              | 49,05,95,000                              | 41,23,20,000                                   |
| (ii) Trade payable  |           | -   | -   | -  |
| (iii) Other financial liabilities                             |           | -   | -   | -  |
| (b) Provisions  |           | -   | -   | -  |
| (c) Deferred tax liabilities (Net)                            |           | -   | -   | -  |
| (d) Other non-current liabilities                             |           | -   | -   | -  |
| (3) Current liabilities                                       |           |   |   |  |
| (a) Financial liabilities                                     |           |   |   |  |
| (i) Borrowings  | 16        | 6,13,11,324                               | 6,29,53,641                               | 6,14,89,670                                    |
| (ii) Trade payables   | 17        | 1,44,68,825                               | 98,50,865                                 | 22,43,463                                      |
| (iii) Other financial liabilities                             |           | -   | -   | -  |
| (b) Other current liabilities                                 | 18        | 37,36,942                                 | 43,89,618                                 | 41,57,644                                      |
| (c) Provisions  | 19        | 23,80,663                                 | 23,36,263                                 | 24,09,669                                      |
| (d) Current tax liabilities (Net)                             |           | -   | -   | -  |
| <b>Total Equity and Liabilities</b>                           |           | <b>92,47,03,497</b>                       | <b>95,49,50,733</b>                       | <b>91,12,62,431</b>                            |

Notes referred to above form an integral part of the Consolidated Financial Statements  
As per our Report of even date attached

For and on behalf of the Board

Sd/-  
(SACHIN AGARWAL)  
Executive Director  
DIN : 00007047

For R. LAL & COMPANY  
Chartered Accountants  
Firm Registration No. 000926C

Sd/-  
(ARUN GOPAL AGARWAL)  
Director  
DIN : 00374421

Sd/-  
(CA. RAMLAL AGRAWAL)  
Proprietor  
Membership No. 017583

Sd/-  
(RUTVIJ RAMCHANDRA KHANGIWALE)  
Chief Financial Officer  
PAN : ATEPK9750C

Place : New Delhi  
Date : 18th May, 2018

Sd/-  
(LIPIKA GARG)  
Company Secretary  
Membership No. : A43789

## M/S S. E. POWER LIMITED

Consolidated Profit &amp; Loss Statements for the year ended on 31st March, 2018

| Sr. No. | Particulars  | Notes No. | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 |
|---------|--|-----------|---|---|
|         |  |           | ₹   | ₹   |
| I       | Revenue from operations  | 20        | 15,76,00,108                              | 12,62,08,471                              |
|         | Other Income   | 21        | 10,69,211                                 | 7,17,877                                  |
|         | Total Revenue (I)  |           | 15,86,69,319                              | 12,69,26,348                              |
| II      | Expenses:  |           |   |   |
|         | Cost of Material Consumed  | 22        | 11,28,27,577                              | 10,58,52,920                              |
|         | Change in Inventories of Finished Good and Work in Progress                      | 23        | (29,58,094)                               | (46,56,197)                               |
|         | Employee Benefit Expenses  | 24        | 1,81,97,647                               | 1,47,35,922                               |
|         | Financial Cost   | 25        | 2,55,78,156                               | 1,02,82,152                               |
|         | Other Expenses   | 26        | 3,19,15,518                               | 2,37,97,435                               |
|         | Depreciation and Amortization Expenses   | 27        | 4,39,32,088                               | 4,02,45,028                               |
|         | Total Expenses (II)  |           | 22,94,92,892                              | 19,02,57,260                              |
| III     | Profit / Loss before exceptional items and tax (I - II)                          |           | (7,08,23,573)                             | (6,33,30,912)                             |
| IV      | Exceptional items  |           | -   | -   |
| V       | Profit / Loss before tax (III-IV)  |           | (7,08,23,573)                             | (6,33,30,912)                             |
| VI      | Tax Expenses:  |           |   |   |
|         | (1) Current Tax  |           | 44,400                                    | 19,350                                    |
|         | (2) Deferred Tax   | 4         | (1,94,28,370)                             | (1,96,63,017)                             |
|         | (3) Previous Year Tax  |           | -   | 1,29,394                                  |
| VII     | Profit / Loss for the year (V-VI)  |           | (5,14,39,603)                             | (4,38,16,639)                             |
| VIII    | Other Comprehensive Income:  |           |   |   |
| A       | i) Items that will not be reclassified to profit or loss                         |           | -   | -   |
|         | ii) Income tax relating to items that will not be reclassified to profit or loss |           | -   | -   |
| B       | i) Items that will be reclassified to profit or loss                             |           | -   | -   |
|         | ii) Income tax relating to items that will be reclassified to profit or loss     |           | -   | -   |
| IX      | Total Other Comprehensive Income for the year                                    |           | -   | -   |
| X       | Total Comprehensive Income for the year (VII+VIII)                               |           | (5,14,39,603)                             | (4,38,16,639)                             |
| XI      | Earning per equity share:  |           |   |   |
|         | (1) Basic  | 31        | (1.27)                                    | (1.08)                                    |
|         | (2) Diluted  |           | (1.27)                                    | (1.08)                                    |

Notes referred to above form an integral part of the Consolidated Financial Statements  
As per our Report of even date attached

For R. LAL & COMPANY  
Chartered Accountants  
Firm Registration No. 000926C

Sd/-  
(CA. RAMLAL AGRAWAL)  
Proprietor  
Membership No. 017583

Place : New Delhi  
Date : 18th May, 2018

For and on behalf of the Board

Sd/-  
(SACHIN AGARWAL)  
Executive Director  
DIN : 00007047

Sd/-  
(ARUN GOPAL AGARWAL)  
Director  
DIN : 00374421

Sd/-  
(RUTVIJ RAMCHANDRA KHANGIWALE)  
Chief Financial Officer  
PAN : ATEPK9750C

Sd/-  
(LIPIKA GARG)  
Company Secretary  
Membership No. : A43789



**M/S S. E. POWER LIMITED**

Consolidated Cash Flow Statement for the year ended on 31st March, 2018

(Amount in ₹)

| Particulars   | 2017-18       | 2016-17       |
|---|---------------|---------------|
| <b>Cash Flows from Operating Activities:</b>        |               |               |
| Net Profit before taxation, and extraordinary items | (7,08,23,573) | (6,33,30,912) |
| Adjustments for                                     |               |               |
| Depreciation  | 4,39,32,088   | 4,02,45,028   |
| Interest Expense                                    | 2,55,78,156   | 1,02,82,152   |
| Interest Income                                     | (10,69,211)   | (7,17,877)    |
| Operating Profit before working capital changes     | (23,82,540)   | (1,35,21,609) |
| Adjustments for                                     |               |               |
| Short Term Loans & Advances                         | 39,21,016     | (28,38,482)   |
| Inventories and Trade Receivable                    | 48,04,441     | (2,65,20,020) |
| Current Liabilities & Provisions                    | 40,09,684     | 77,65,970     |
| Cash generated from operations                      | 1,03,52,602   | (3,51,14,141) |
| Direct Taxes  | 44,400        | 1,48,744      |
| Cash flow before extraordinary item                 | 1,03,08,202   | (3,52,62,885) |
| Extraordinary items                                 | -             | -             |
| Net Cash from / (used) Operating activities         | 1,03,08,202   | (3,52,62,885) |
| <b>Cash Flows from Investing Activities:</b>        |               |               |
| Interest Income                                     | 10,69,211     | 7,17,877      |
| Proceed from Equity Capital                         | -             | -             |
| Purchase of Fixed Assets                            | (21,84,391)   | (3,55,47,165) |
| Purchase of Trade Investments                       | (75,653)      | (58,283)      |
| Decrease/(Increase) in Long Term Loans and Advances | 7,94,500      | -             |
| Net Cash from / (used) Investing activities         | (3,96,333)    | (3,48,87,571) |
| <b>Net Cash from Financing activities:</b>          |               |               |
| Proceeds/(Repayment) Short Term Borrowings          | (16,42,317)   | 14,63,971     |
| Proceeds/(Repayment) of Long Term Borrowings        | 1,88,25,000   | 7,82,75,000   |
| Interest Expenses                                   | (2,55,78,156) | (1,02,82,152) |
| Net Cash from / (used) Financing activities         | (83,95,473)   | 6,94,56,819   |
| Net Increase in Cash & Cash equivalents             | 15,16,395     | (6,93,637)    |
| Cash & Cash equivalents at beginning of period      | 9,35,294      | 16,28,931     |
| Cash & Cash equivalents at end of period            | 24,51,689     | 9,35,294      |

Signed in terms of our Report of even date

For and on behalf of the Board

For R. LAL & COMPANY  
Chartered Accountants  
Firm Registration No. 000926C

Sd/-  
(CA. RAMLAL AGRAWAL)  
Proprietor  
Membership No. 017583

Place : New Delhi  
Date : 18th May, 2018

Sd/-  
(SACHIN AGARWAL)  
Executive Director  
DIN : 00007047

Sd/-  
(ARUN GOPAL AGARWAL)  
Director  
DIN : 00374421

Sd/-  
(RUTVIJ RAMCHANDRA KHANGIWALE)  
Chief Financial Officer  
PAN : ATEPK9750C

Sd/-  
(LIPIKA GARG)  
Company Secretary  
Membership No. : A43789

## M/S S. E. POWER LIMITED SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS ON CONSOLIDATED ACCOUNTS

### ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS:

#### A. PRINCIPLE OF CONSOLIDATION

The Consolidated Ind AS Financial Statements relate to M/s S. E. Power Limited (the Company) and its subsidiary Shubham Electrochem Limited. The Consolidated Ind AS Financial Statements have been prepared on the following basis:

- a) The Consolidated Ind AS Financial Statements have been prepared in accordance with Indian Accounting Standard (Ind AS). The financials are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra- group balances and intra- group transactions.
- b) Investment in Associate Companies has been accounted under the method as per IND AS 27 "Accounting for Investments in Associates in Consolidated and Separate Financial Statement s".
- c) As far as possible, the Consolidated Ind AS Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

#### B. INVESTMENTS OTHER THAN IN SUBSIDIARIES AND ASSOCIATES

Investments other than in subsidiaries and associates have been accounted as per Ind AS "Accounting for Investments in Associates and Joint Ventures".

#### C. OTHER SIGNIFICANT ACCOUNTING POLICIES

These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.

**M/S S. E. POWER LIMITED**  
**NOTES FORMING INTEGRAL PART OF THE CONSOLIDATED**  
**IND AS FINANCIAL STATEMENTS**

Notes No : 1 Property, Plant and Equipments

| Sr. No.  | Particulars                     | Gross Block            |                          |                     | Depreciation           |                          |                     | Net Block            |                      |
|----------|---------------------------------|------------------------|--------------------------|---------------------|------------------------|--------------------------|---------------------|----------------------|----------------------|
|          |                                 | Value at the beginning | Addition during the year | Value at the end    | Value at the beginning | Addition during the year | Value at the end    | WDV as on 31.03.2018 | WDV as on 31.03.2017 |
| <b>I</b> | <b>Tangible Assets</b>          |                        |                          |                     |                        |                          |                     |                      |                      |
| 1        | Furniture and Fittings          | 82,58,136              | 1,495                    | 82,59,631           | 20,50,323              | 8,87,994                 | 29,38,317           | 53,21,314            | 62,07,813            |
| 2        | Computer Peripherals & Software | 21,55,870              | 2,12,215                 | 23,68,085           | 12,78,439              | 8,26,345                 | 21,04,784           | 2,63,301             | 8,77,431             |
| 3        | Land                            | 5,48,18,878            | -                        | 5,48,18,878         | -                      | -                        | -                   | 5,48,18,878          | 5,48,18,878          |
| 4        | Building                        | 22,64,89,717           | -                        | 22,64,89,717        | 69,34,725              | 23,90,808                | 93,25,533           | 21,71,64,184         | 21,95,54,992         |
| 5        | Plant and Machinery             | 69,63,73,699           | 19,70,681                | 69,83,44,380        | 18,95,21,300           | 3,98,26,941              | 22,93,48,241        | 46,89,96,139         | 50,68,52,399         |
|          | <b>Total (Current Year)</b>     | <b>98,80,96,301</b>    | <b>21,84,391</b>         | <b>99,02,80,691</b> | <b>19,97,84,787</b>    | <b>4,39,32,088</b>       | <b>24,37,16,875</b> | <b>74,65,63,816</b>  | <b>78,83,11,513</b>  |
|          | <b>Total (Previous Year)</b>    | <b>95,25,49,136</b>    | <b>3,55,47,165</b>       | <b>98,80,96,301</b> | <b>15,95,39,760</b>    | <b>4,02,45,028</b>       | <b>19,97,84,788</b> | <b>78,83,11,513</b>  | <b>79,30,09,376</b>  |

| Notes No. : 2 Financial Assets - Non Current Goodwill |  | ₹   | ₹   | ₹  |
|---|--|---|---|--|
| Sr. No.   | Particulars  | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1   | Goodwill   | 11,25,725                                 | 11,25,725                                 | 11,25,725                                      |
|   | Goodwill arise on Purchase of Share of Shubham Electrochem Ltd | 11,25,725                                 | 11,25,725                                 | 11,25,725                                      |
|   | Total in ₹   | 11,25,725                                 | 11,25,725                                 | 11,25,725                                      |

| Notes No. : 3 Financial Assets - Non Current Investments |                                       | ₹   | ₹   | ₹  |
|--|---------------------------------------|---|---|--|
| Sr. No.  | Particulars                           | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1  | Other Investments                     | 47,48,536                                 | 47,48,536                                 | 47,48,536                                      |
|  | Investment in Un-quoted Equity Shares | 47,48,536                                 | 47,48,536                                 | 47,48,536                                      |
|  | Total in ₹                            | 47,48,536                                 | 47,48,536                                 | 47,48,536                                      |

| Notes No. : 4 Deferred Tax Assets |                          | ₹   | ₹   | ₹  |
|-----------------------------------|--------------------------|---|---|--|
| Sr. No.                           | Particulars              | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1                                 | Opening Balance          | 3,11,65,533                               | 1,15,02,516                               | (7,09,631)                                     |
|                                   | Addition during the year | 1,94,28,370                               | 1,96,63,017                               | 1,22,12,147                                    |
|                                   | Closing Balance          | 5,05,93,903                               | 3,11,65,533                               | 1,15,02,517                                    |
|                                   | Total in ₹               | 5,05,93,903                               | 3,11,65,533                               | 1,15,02,517                                    |

| Notes No. : 5 Other Non-Current Assets |                           | ₹   | ₹   | ₹  |
|--|---------------------------|---|---|--|
| Sr. No.                                | Particulars               | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1                                      | Security Deposit          | 3,08,636                                  | 11,03,136                                 | 11,03,136                                      |
|  | Unsecured Considered Good | 3,08,636                                  | 11,03,136                                 | 11,03,136                                      |
|  | Total in ₹                | 3,08,636                                  | 11,03,136                                 | 11,03,136                                      |

| Notes No. : 6 Inventories |                                  | ₹   | ₹   | ₹  |
|---------------------------|----------------------------------|---|---|--|
| Sr. No.                   | Particulars                      | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1                         | Inventories                      | 3,15,09,116                               | 2,80,12,939                               | 1,94,50,365                                    |
|                           | (As Certified by the Management) | 3,15,09,116                               | 2,80,12,939                               | 1,94,50,365                                    |
|                           | Total in ₹                       | 3,15,09,116                               | 2,80,12,939                               | 1,94,50,365                                    |

| Notes No. : 7 Financial Assets - Current Investments |   | ₹   | ₹   | ₹  |
|--|---|---|---|--|
| Sr. No.  | Particulars                             | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1  | Trade Investments                       | 1,26,82,665                               | 1,26,07,012                               | 1,25,48,729                                    |
|  | (Bank FDR's Including interest thereon) | 1,26,82,665                               | 1,26,07,012                               | 1,25,48,729                                    |
|  | Total in ₹                              | 1,26,82,665                               | 1,26,07,012                               | 1,25,48,729                                    |

- See Note No. 35



| Notes No. : 8 Financial Assets - Current Trade Receivable |  | ₹   | ₹   | ₹  |
|---|--|---|---|--|
| Sr. No.   | Particulars  | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1   | Trade Receivables  | 2,65,84,906                               | 3,48,85,524                               | 1,69,28,078                                    |
|   | a) Secured Considered Good                                     | -   | -   | -  |
|   | b) Unsecured Considered Good                                   | 2,65,84,906                               | 3,48,85,524                               | 1,69,28,078                                    |
|   | (With in six months from the date they become due for payment) |   |   |  |
|   | c) Doubtful  | -   | -   | -  |
|   | <b>Total in ₹</b>  | <b>2,65,84,906</b>                        | <b>3,48,85,524</b>                        | <b>1,69,28,078</b>                             |

| Notes No. : 9 Cash & Cash Equivalent |  | ₹   | ₹   | ₹  |
|--------------------------------------|--|---|---|--|
| Sr. No.                              | Particulars  | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1                                    | Cash in Hand   | 12,15,002                                 | 8,47,615                                  | 6,24,377                                       |
|                                      | Sub Total (A)  | 12,15,002                                 | 8,47,615                                  | 6,24,377                                       |
| 2                                    | Balances with Banks (Subject to Bank Reconciliation) | 12,36,687                                 | 87,679                                    | 10,04,554                                      |
|                                      | Sub Total (B)  | 12,36,687                                 | 87,679                                    | 10,04,554                                      |
|                                      | <b>Total in ₹ (A+B)</b>                              | <b>24,51,689</b>                          | <b>9,35,294</b>                           | <b>16,28,931</b>                               |

| Notes No. : 10 Financial Assets - Current Loan |  | ₹   | ₹   | ₹  |
|--|--|---|---|--|
| Sr. No.  | Particulars  | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1  | Others   | 3,14,89,123                               | 4,46,62,128                               | 4,37,43,257                                    |
|  | Advance Recov. in cash or in kind or for value to be considered good | 3,14,89,123                               | 4,46,62,128                               | 4,37,43,257                                    |
|  | <b>Total in ₹</b>  | <b>3,14,89,123</b>                        | <b>4,46,62,128</b>                        | <b>4,37,43,257</b>                             |

| Notes No. : 11 Current Tax Assets |                                     | ₹   | ₹   | ₹  |
|-----------------------------------|-------------------------------------|---|---|--|
| Sr. No.                           | Particulars                         | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1                                 | Unsecured Considered Good           | 1,45,96,652                               | 53,44,663                                 | 34,25,052                                      |
|                                   | Balance with Government Authorities | 1,45,96,652                               | 53,44,663                                 | 34,25,052                                      |
|                                   | <b>Total in ₹</b>                   | <b>1,45,96,652</b>                        | <b>53,44,663</b>                          | <b>34,25,052</b>                               |

| Notes No. : 12 Other Current Assets |                        | ₹   | ₹   | ₹  |
|-------------------------------------|------------------------|---|---|--|
| Sr. No.                             | Particulars            | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1                                   | Others                 | 20,48,730                                 | 20,48,730                                 | 20,48,730                                      |
|                                     | Mat Credit Entitlement | 20,48,730                                 | 20,48,730                                 | 20,48,730                                      |
|                                     | <b>Total in ₹</b>      | <b>20,48,730</b>                          | <b>20,48,730</b>                          | <b>20,48,730</b>                               |

| Notes No. : 13 Equity Share Capital |   | ₹   | ₹   | ₹  |
|-------------------------------------|---|---|---|--|
| Sr. No.                             | Particulars   | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1                                   | Authorized Capital                                      |   |   |  |
|                                     | 4,06,10,000 Equity Shares of ₹ 10/- each.               | 40,61,00,000                              | 40,61,00,000                              | 40,61,00,000                                   |
|                                     |   | 40,61,00,000                              | 40,61,00,000                              | 40,61,00,000                                   |
| 2                                   | Issued, Subscribed & Paid Up Capital                    |   |   |  |
|                                     | 4,06,10,000 Equity Shares of ₹ 10/- each, Fully Paid up | 40,61,00,000                              | 40,61,00,000                              | 40,61,00,000                                   |
|                                     |   | 40,61,00,000                              | 40,61,00,000                              | 40,61,00,000                                   |
|                                     | Reconciliation  |   |   |  |
|                                     | Opening No. of Shares                                   | 4,06,10,000                               |   |  |
|                                     | Add: Issued During the year                             | -   |   |  |
|                                     | Less: Bought Back                                       | 4,06,10,000                               |   |  |
|                                     | Closing No. of Shares                                   |   |   |  |
|                                     | Total in ₹  | 40,61,00,000                              | 40,61,00,000                              | 40,61,00,000                                   |

| List of Shareholders holding more than 5% shares of Company |                                     |              |              |
|---|-------------------------------------|--------------|--------------|
| Sr. No.   | Particulars                         | No of Shares | % of Holding |
| 1   | Auctor Investments Limited          | 37,95,504    | 9.35         |
| 2   | Heshika Growth Fund                 | 37,95,504    | 9.35         |
| 3   | Plutus Terra India Fund             | 37,43,581    | 9.22         |
| 4   | Shikha Agarwal                      | 34,29,400    | 8.44         |
| 5   | Antara India Evergreen Fund Limited | 33,46,493    | 8.24         |
| 6   | Sachin Agarwal                      | 30,89,240    | 7.61         |
| 7   | Davos International Fund            | 29,29,449    | 7.21         |
| 8   | Elara India Opportunities Fund Ltd. | 21,44,704    | 5.28         |
| 9   | Superteck Printing Private Limited  | 20,47,622    | 5.04         |

| Notes No. : 14 Other Equity |  | ₹   | ₹   | ₹  |
|-----------------------------|--|---|---|--|
| Sr. No.                     | Particulars                                | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1                           | Surplus (Profit & Loss Account)            | (16,54,71,393)                            | (11,40,31,790)                            | (7,02,15,151)                                  |
|                             | Balance brought forward from previous year | (11,40,31,790)                            | (7,02,15,151)                             | (7,02,15,151)                                  |
|                             | Add: Profit for the year                   | (5,14,39,603)                             | (4,38,16,639)                             | -  |
| 2                           | Capital Reserve                            | 7,72,090                                  | 7,72,090                                  | 7,72,090                                       |
| 3                           | General Reserve                            | 9,19,85,046                               | 9,19,85,046                               | 9,19,85,046                                    |
|                             | Total in ₹                                 | (7,27,14,257)                             | (2,12,74,654)                             | 2,25,41,985                                    |

| Notes No. : 15 Financial Liabilities - Non Current Borrowings |                   | ₹   | ₹   | ₹  |
|---|-------------------|---|---|--|
| Sr. No.   | Particulars       | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1   | Unsecured         | 40,61,20,000                              | 35,16,95,000                              | 23,78,20,000                                   |
|   | From Others       | 40,61,20,000                              | 35,16,95,000                              | 23,78,20,000                                   |
| 2   | Secured           | 10,33,00,000                              | 13,89,00,000                              | 17,45,00,000                                   |
|   | From Bank         | 10,33,00,000                              | 13,89,00,000                              | 17,45,00,000                                   |
|   | <b>Total in ₹</b> | <b>50,94,20,000</b>                       | <b>49,05,95,000</b>                       | <b>41,23,20,000</b>                            |

- See Note No. 34

| Notes No. : 16 Financial Liabilities - Current Borrowings |                                 | ₹   | ₹   | ₹  |
|---|---------------------------------|---|---|--|
| Sr. No.   | Particulars                     | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1   | Secured Cash Credit Limit       | 2,57,11,324                               | 2,73,53,641                               | 2,12,89,670                                    |
|   | From Bank                       | 2,57,11,324                               | 2,73,53,641                               | 2,12,89,670                                    |
| 2   | Term Loan Repayment in one year | 3,56,00,000                               | 3,56,00,000                               | 4,02,00,000                                    |
|   | From Bank                       | 3,56,00,000                               | 3,56,00,000                               | 4,02,00,000                                    |
|   | <b>Total in ₹</b>               | <b>6,13,11,324</b>                        | <b>6,29,53,641</b>                        | <b>6,14,89,670</b>                             |

- See Note No. 34

| Notes No. : 17 Financial Liabilities - Current Trade Payable |                   | ₹   | ₹   | ₹  |
|--|-------------------|---|---|--|
| Sr. No.  | Particulars       | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1  | Trade Payable     | 1,44,68,825                               | 98,50,865                                 | 22,43,463                                      |
|  | <b>Total in ₹</b> | <b>1,44,68,825</b>                        | <b>98,50,865</b>                          | <b>22,43,463</b>                               |

| Notes No. : 18 Other Current Liabilities |                   | ₹   | ₹   | ₹  |
|--|-------------------|---|---|--|
| Sr. No.                                  | Particulars       | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1  | Others            | 37,36,942                                 | 43,89,618                                 | 41,57,644                                      |
|  | <b>Total in ₹</b> | <b>37,36,942</b>                          | <b>43,89,618</b>                          | <b>41,57,644</b>                               |

| Notes No. : 19 Financial Liabilities - Current Provisions |                        | ₹   | ₹   | ₹  |
|---|------------------------|---|---|--|
| Sr. No.   | Particulars            | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 | Figures as at the beginning of 1st April, 2016 |
| 1   | Others                 |   |   |  |
|   | Provision for Taxation | 23,80,663                                 | 23,36,663                                 | 24,09,669                                      |
|   | <b>Total in ₹</b>      | <b>23,80,663</b>                          | <b>23,36,663</b>                          | <b>24,09,669</b>                               |

| Notes No. : 20 Revenue From Operations |  | ₹   | ₹   |
|--|--|---|---|
| Sr. No.                                | Particulars                                  | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 |
| 1                                      | Income From Non Conventional Energy Division | 1,24,15,044                               | 1,52,70,122                               |
|  | Total (A)                                    | 1,24,15,044                               | 1,52,70,122                               |
| 2                                      | Sale From Reclaimed Rubber Division          | 14,60,79,027                              | 11,54,27,228                              |
|  | Less:- Excise Duty                           | 19,30,713                                 | 55,44,522                                 |
|  | Total (B)                                    | 14,41,48,314                              | 10,98,82,706                              |
| 3                                      | Income From Operations                       | 10,36,750                                 | 10,55,643                                 |
|  | Total (C)                                    | 10,36,750                                 | 10,55,643                                 |
|  | Total in ₹                                   | 15,76,00,108                              | 12,62,08,471                              |

| Notes No. : 21 Other Income |                               | ₹   | ₹   |
|-----------------------------|-------------------------------|---|---|
| Sr. No.                     | Particulars                   | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 |
| 1                           | Interest on Fixed Deposit     | 10,59,871                                 | 7,10,689                                  |
| 2                           | Interest on Income Tax Refund | 8,238                                     | 7,188                                     |
| 3                           | Discount Received             | 1,102                                     | -   |
|                             | Total in ₹                    | 10,69,211                                 | 7,17,877                                  |

| Notes No. : 22 Cost of Material Consumed |  | ₹   | ₹   |
|--|--|---|---|
| Sr. No.                                  | Particulars                            | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 |
| 1  | Cost of Material Consumed:             |   |   |
|  | Raw Material Consumed                  |   |   |
|  | Opening Inventory                      | 1,03,05,955                               | 76,94,482                                 |
|  | Add: Purchases                         | 5,31,40,685                               | 4,73,76,945                               |
|  | Add: Custom duty & Freight             | 73,79,607                                 | 1,54,67,788                               |
|  | Less: Inventory at the end of the year | 91,02,940                                 | 1,03,05,955                               |
|  |  | 6,17,23,307                               | 6,02,33,260                               |
|  | Packing Material Consumed              |   |   |
|  | Opening Inventory                      | 1,99,845                                  | 1,31,115                                  |
|  | Add: Purchases                         | 18,71,851                                 | 15,77,097                                 |
|  | Less: Inventory at the end of the year | 3,35,249                                  | 1,99,845                                  |
|  |  | 17,36,447                                 | 15,08,367                                 |
|  | Consumables Consumed                   |   |   |
|  | Opening Inventory                      | 30,06,932                                 | 17,80,757                                 |
|  | Add: Purchases                         | 56,10,640                                 | 45,35,097                                 |
|  | Less: Inventory at the end of the year | 46,12,345                                 | 30,06,932                                 |
|  |  | 40,05,227                                 | 33,08,922                                 |
|  | Purchases of Spares                    | 4,13,314                                  | 4,34,387                                  |
|  | Direct Expenses                        | 4,49,49,562                               | 4,03,67,984                               |
|  | Total in ₹                             | 11,28,27,857                              | 10,58,52,920                              |



| Notes No. : 23 Change in Inventories of Finished Good and Work in Progress |                                   | ₹   | ₹   |
|--|-----------------------------------|---|---|
| Sr. No.  | Particulars                       | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 |
| 1  | Stock at the end of the year      |   |   |
|  | Finished Goods                    | 97,80,829                                 | 32,00,556                                 |
|  | Work in Progress                  | 76,77,753                                 | 1,12,99,652                               |
| 2  | Stock at the begining of the year |   |   |
|  | Finished Goods                    | 32,00,556                                 | 48,13,011                                 |
|  | Work in Progress                  | 1,12,99,652                               | 50,31,000                                 |
|  | Total in ₹                        | (29,58,374)                               | (46,56,197)                               |

| Notes No. : 24 Employee Benefit Expenses |                                     | ₹   | ₹   |
|--|-------------------------------------|---|---|
| Sr. No.                                  | Particulars                         | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 |
| 1  | Salaries and Establishment Expenses | 1,46,15,748                               | 1,18,40,747                               |
| 2  | Managing Directors Remuneration     | 30,87,097                                 | 22,51,400                                 |
| 3  | Staff Welfare Expenses              | 4,94,802                                  | 6,43,775                                  |
|  | Total in ₹                          | 1,81,97,647                               | 1,47,35,922                               |

- There is no employee who has drawn more than ₹ 1,02,00,000 per annum or ₹ 8,50,000 per month during the year.
- The Remuneration Paid to Managing Director is within the limit as permitted under section 197 read with schedule V of the Companies Act, 2013.

| Notes No. : 25 Financial Cost |                         | ₹   | ₹   |
|-------------------------------|-------------------------|---|---|
| Sr. No.                       | Particulars             | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 |
| 1                             | Interest & Bank Charges | 2,55,78,156                               | 1,02,82,152                               |
|                               | Total in ₹              | 2,55,78,156                               | 1,02,82,152                               |

| Notes No. : 26 Other Expenses |   | ₹   | ₹   |
|-------------------------------|---|---|---|
| Sr. No.                       | Particulars                                 | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 |
| 1                             | Travelling & Conveyance Expenses            | 35,31,338                                 | 19,53,830                                 |
| 2                             | Repair & Maintenance Expenses               | 77,72,921                                 | 57,63,362                                 |
| 3                             | Insurance Expenses                          | 4,94,115                                  | 5,55,620                                  |
| 4                             | Legal & Professional Expenses               | 10,64,235                                 | 8,11,495                                  |
| 5                             | Printing & Stationery Expenses              | 1,64,074                                  | 2,62,180                                  |
| 6                             | Postage & Telephone Expenses                | 1,04,613                                  | 3,67,574                                  |
| 7                             | Office and General Expenses                 | 23,89,197                                 | 22,37,265                                 |
| 8                             | Rent, Rates & Taxes                         | 35,79,790                                 | 40,75,189                                 |
| 9                             | Freight Outward & Other Transportation cost | 80,88,466                                 | 42,38,577                                 |
| 10                            | Security Expenses                           | 14,51,880                                 | 13,28,203                                 |
| 11                            | Marketing & Business Promotion Expenses     | 13,03,760                                 | 21,19,140                                 |
| 12                            | Auditor's Remuneration                      | 85,000                                    | 85,000                                    |
| 13                            | Sundry Balances Written Off                 | 18,86,128                                 | -   |
|                               | Total in ₹                                  | 3,19,15,518                               | 2,37,97,435                               |

| Notes No. : 27 Depreciation & Amortization Expenses |              | ₹   | ₹   |
|---|--------------|---|---|
| Sr. No.   | Particulars  | Figures as at the end of 31st March, 2018 | Figures as at the end of 31st March, 2017 |
| 1   | Depreciation | 4,39,32,088                               | 4,02,45,028                               |
|   | Total in ₹   | 4,39,32,088                               | 4,02,45,028                               |

## 28. Remuneration to Auditor:

| Particulars |   | (In ₹)                           |
|-------------|---|----------------------------------|
|             |   | Current year<br>31st March, 2018 |
|             | For Statutory Audit                     | 55,000                           |
|             | Tax Audit                               | 20,000                           |
|             | For Certification work / Other services | 10,000                           |
|             | Total                                   | 85,000                           |

## 29. Contingent Liabilities:

|         |   | (₹ In Lacs) |
|---------|---|-------------|
| Sr. No. | Nature of Liability                     | Amount      |
| 1       | Custom Deptt. (against EPCG Scheme)     | 118.30      |
| 2       | Madhya Gujarat Vij Company Ltd. (MGVCL) | 40.99       |
|         | Total                                   | 159.29      |

30. No amount is payable to Small Scale Industrial Undertakings. The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Act, 2006 and hence disclosures, if any relating to amounts unpaid as at the year end together with interest paid/payable as required under the Act cannot be furnished.

## 31. Earning per Share:

| Particulars |  | (₹ In Lacs) |
|-------------|--|-------------|
|             |  | 2017-18     |
|             | Net profit for the year (After Tax)  | (514.39)    |
|             | Weighted average number of Equity Shares outstanding<br>(Face Value of ₹10/- each) | 406.10      |
|             | Basic and diluted Earning per share  | ₹ (1.27)    |

32. Figures for the previous year have been regrouped/rearranged/reclassified wherever considered necessary.

## 33. Disclosures of related party transaction:

Refer note no. 29 (A, B, C & D) of the company's separate financial statements.

## 34. Working Capital Borrowings &amp; Term Loan details:

Term loan facilities from Andhra Bank are secured by hypothecation of Plant & Machinery and equitable mortgage of land belonging to the Company and other personal guarantees.

(₹ In Lacs ₹)

| Name of Financial Institutions | Date of Sanction | Sanctioned Amount | Rate of Interest | Terms of repayment        | Maturity Date  |
|--------------------------------|------------------|-------------------|------------------|---------------------------|----------------|
| Andhra Bank                    | March 2014       | 24.92             | 13.75%           | 28 Equal Qly installments | 30th May, 2022 |

## S. E. Power Limited

The working Capital facilities from Andhra Bank are secured by hypothecation of stock of Raw Material, Stock in process, stores & Spares, Finished goods, Packing material, Book Debts, Bill discounted, etc. The credit facilities are secured by equitable mortgage of land belonging to the Company and other personal guarantees.

| S. No. | Name of Bank | Sanctioned Amount | Date of Sanction | Rate of Interest |
|--------|--------------|-------------------|------------------|------------------|
| 1      | Andhra Bank  | 4.00 Crore        | March 2017       | 12.45%           |

35. Detail of Bank FDR's (principal amount) held as on 31st March, 2018:

(₹ In Lacs)

| S. No. | Name of the Bank  | Principal Amount |
|--------|---|------------------|
| 1.     | United bank Of India<br>(Held as guarantee to Custom Deptt. Agst EPCG scheme) | 118.30           |
| 2.     | Andhra bank (held as guarantee to MGVCL)                                      | 6.15             |
|        | Total   | 124.45           |

36. Additional information as required in respect of Consolidated Financial Statements:

(₹ In Lacs)

| Name of the Entity          | Net Assets, i.e., total assets minus total liabilities |                     | Share in profit or loss             |                      |
|-----------------------------|--|---------------------|-------------------------------------|----------------------|
|                             | As % of consolidated net assets                        | Amount              | As % of consolidated profit or loss | Amount               |
| 1                           | 2  | 3                   | 4                                   | 5                    |
| Total Consolidated          | 100%   | 2997.61             | 100%                                | (514.39)             |
| Holding Co.:                |  |                     |                                     |                      |
| S. E. Power Limited         | 90.50%   | 2712.82<br>(Note 1) | (100.60%)                           | (517.49)<br>(Note 2) |
| Subsidiaries-Wholly Owned:  |  |                     |                                     |                      |
| Shubham Electrochem Limited | 9.50%  | 284.79              | 0.60%                               | 3.10                 |

S. E. Power Limited not holding any foreign subsidiary company/ Joint Venture

Note: 1. Net of Investment in Subsidiary Company

Note: 2. Net of Income from Subsidiary Company

## Form No. AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statements of subsidiaries/associate companies/joint ventures:

Part "A": Subsidiaries

(₹ In Lacs)

|    |   |   |
|----|---|---|
| 1  | Name of Subsidiary  | M/s Shubham Electrochem Limited                                       |
| 2  | Reporting period for the subsidiary concerned, if different from the holding company's reporting period                     | Same i.e. 1 <sup>st</sup> April, 2017 to 31 <sup>st</sup> March, 2018 |
| 3  | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | N.A.  |
| 4  | Share Capital   | 50.00   |
| 5  | Reserves  | 234.79  |
| 6  | Total Assets  | 285.61  |
| 7  | Total Liabilities   | 285.61  |
| 8  | Investments   | 47.48   |
| 9  | Turnover  | 10.36   |
| 10 | Profit before Taxation  | 2.33  |
| 11 | Provision for Taxation  | (0.76)  |
| 12 | Profit after Taxation   | 3.10  |
| 13 | Proposed Dividend (excluding dividend distribution tax)   | NIL   |
| 14 | % of shareholding   | 100%  |

Names of subsidiaries which are yet to commence operations. : N.A.

Names of subsidiaries which have been liquidated or sold during the year : N.A.

Part "B": Associates and Joint Ventures : NIL

Signed in terms of our Report of even date

For and on behalf of the Board

For R. LAL & COMPANY  
Chartered Accountants  
Firm Registration No. 000926C

Sd/-  
(SACHIN AGARWAL)  
Executive Director  
DIN : 00007047

Sd/-  
(ARUN GOPAL AGARWAL)  
Director  
DIN : 00374421

Sd/-  
(CA. RAM LAL AGRAWAL)  
Proprietor  
Membership No. 017583

Sd/-  
(RUTVIJ RAMCHANDRA KHANGIWALE)  
Chief Financial Officer  
PAN : ATEPK9750C

Place : New Delhi  
Date : 18 May, 2018

Sd/-  
(LIPIKA GARG)  
Company Secretary  
Membership No. : A43789



**S. E. POWER LIMITED**

CIN : L40106GJ2010PLC091880  
Registered Office : Survey No. 54/B, Pratapnagar,  
Jarod-Savli Road, Samlaya, Vadodara-391520 (Gujarat)  
Phone : +91 2667 251566, E-mail : [cs@sepower.in](mailto:cs@sepower.in), Website: [www.sepower.in](http://www.sepower.in)

**ATTENDANCE SLIP**

(To be presented at the entrance)

8<sup>th</sup> Annual General Meeting on 28<sup>th</sup> June, 2018 at 10:30 A.M.  
at Survey No. 54/B, Pratapnagar, Jarod-Savli Road, Samlaya, Vadodara-391520 (Gujarat)

I hereby record my presence at the 8<sup>th</sup> Annual General Meeting of the Company to be held on 28<sup>th</sup> June, 2018 at 10:30 A.M.  
at Survey No. 54/B, Pratapnagar, Jarod-Savli Road, Samlaya, Vadodara-391520 (Gujarat).

Full Name of the Member (IN BLOCK LETTERS) : .....

Folio No. : .....

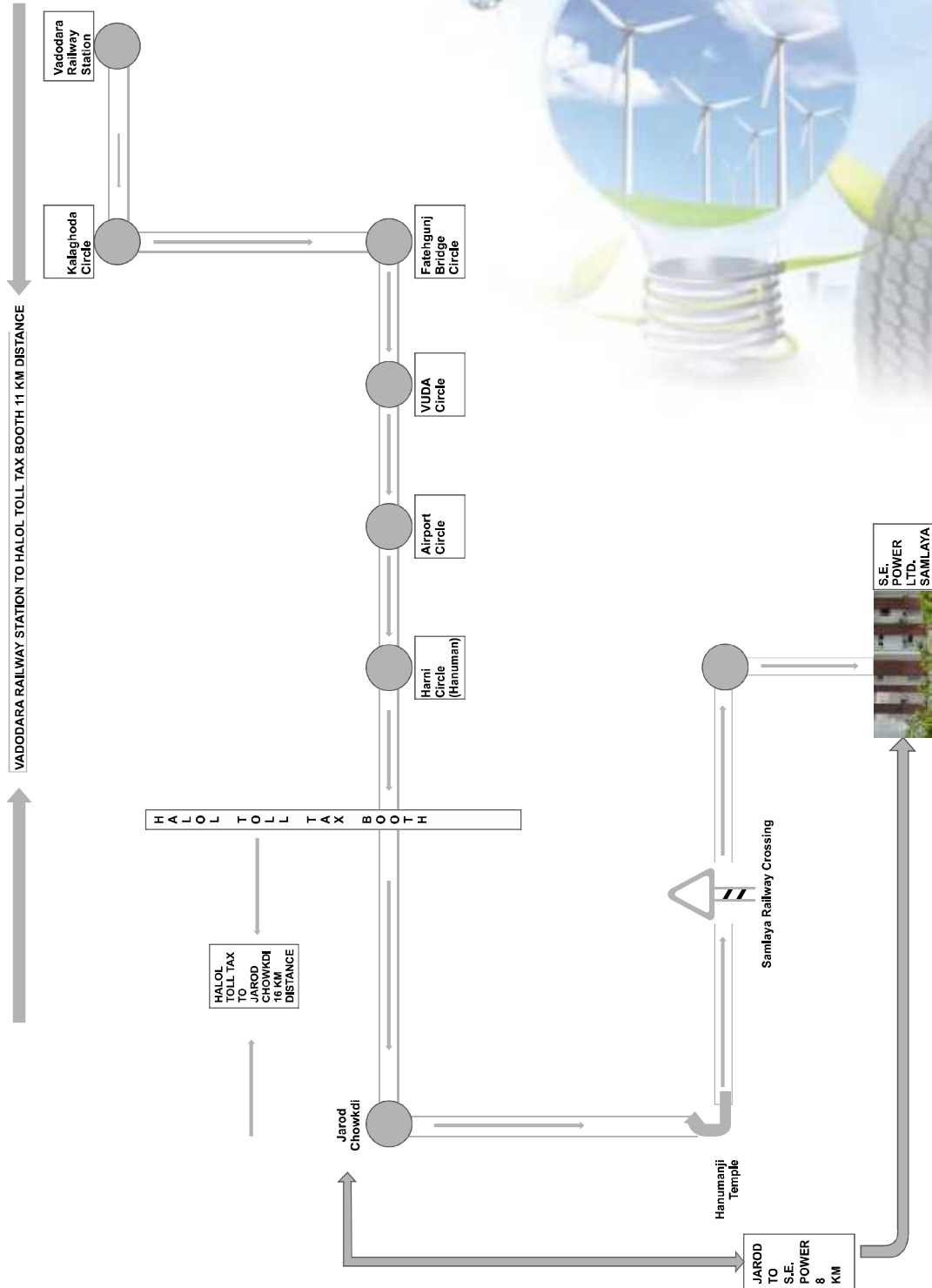
DP ID No. : ..... Client ID No. : .....

No. of Shares held : .....

Full Name of Proxy (IN BLOCK LETTERS) : .....

Signature of Member/Proxy : .....

Date: .....



**S. E. POWER LIMITED**

CIN : L40106GJ2010PLC091880  
 Registered Office : Survey No. 54/B, Pratapnagar,  
 Jarod-Savli Road, Samlaya, Vadodara-391520 (Gujarat)  
 Phone : +91 2667 251566, E-mail : [cs@sepower.in](mailto:cs@sepower.in), Website: [www.sepower.in](http://www.sepower.in)

**FORM NO. MGT 11  
 PROXY FORM**

Name of the Member(s) : .....  
 Registered Address : .....  
 E-mail ID : .....  
 Folio No. / Client Id : .....  
 DP ID : .....

I/We, being the member(s) of ..... Shares of the S. E. Power Limited, hereby appoint.

1. Name : .....  
 Email Id : .....  
 Address : .....  
 Signature : ..... or failing him;
2. Name : .....  
 Email Id : .....  
 Address : .....  
 Signature : ..... or failing him;
3. Name : .....  
 Email Id : .....  
 Address : .....  
 Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8<sup>th</sup> Annual General Meeting of the Company, to be held on 28<sup>th</sup> June, 2018 at 10:30 A.M. at Survey No. 54/B, Pratapnagar, Jarod-Savli Road, Samlaya, Vadodara-391520 (Gujarat) and at any adjournment thereof in respect of such resolutions as are indicated below:

| RES. NO. | DESCRIPTION  | Optional |         |
|----------|--|----------|---------|
|          |  | For      | Against |
| 1        | To consider and adopt Financial Statements, Report of Board of Directors and Auditors for the financial year ended 31 <sup>st</sup> March, 2018                                      |          |         |
| 2        | To re-appoint Dr. Arun Gopal Agarwal, Director of the Company who retires by rotation  |          |         |
| 3        | To appoint M/s R. Lal & Company, Chartered Accountants, as Statutory Auditors and to fix their remuneration  |          |         |
| 4        | To appoint Mr. Sachin Agarwal as the Director of the Company   |          |         |
| 5        | To appoint Mr. Sachin Agarwal as Managing Director for a period of 5 years and to fix his remuneration.  |          |         |
| 6        | To appoint Mr. Sanjeet Kumar Rath as an Executive Director of the Company for a period of 5 years and to fix his remuneration.   |          |         |
| 7        | To increase that limit of Foreign Investment in the Company under the portfolio scheme from 24% upto the sectoral limit as prescribed by Reserve Bank of India /Government of India. |          |         |

Signed on this ..... day of .....2018.  
 Signature of Shareholder : .....  
 Signature of Proxy holder(s) : .....

**Notes:**

1. This Form in order to be effective should be duly completed and deposited at the registered office of the Company at Survey No. 54/B, Pratapnagar, Jarod-Savli Road, Samlaya, Vadodara-391520 (Gujarat), not less than 48 hours before the commencement of the meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy

Affix ₹ 1/-  
 Revenue  
 Stamp



**PHOENIX**  
RUBBER REBORN



## **S. E. Power Limited**

**Registered Office:**

Survey No. 54/B, Pratapnagar,  
Jarod-Savli Road, Samlaya  
Vadodara-391520 (Gujarat) India  
Phone +91 2667 251 566