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**ANNUAL  
REPORT  
2021-22**



**EPIC ENERGY LIMITED**

An: ISO 9001:2015 Company  
A BEE Short Listed ESCO Company  
[www.epicenergy.biz](http://www.epicenergy.biz)



**‘The practice of  
Conservation must spring from  
a conviction of what is ethically and  
aesthetically right, as well as what is  
economically expedient.**

**A thing is right only when it tends to  
preserve the integrity, stability and beauty of  
the community, and the community includes  
the soil, water, fauna and flora, as well as  
people’**

## Contents

Corporate Information	1
Directors' Report	2-11
Secretarial Audit Report and Certificate	12-15
Management Discussions and Analysis Report	16-26
Corporate Governance Report	27-40
Independent Auditor's Certificate on Corporate Governance	41
Independent Auditor's Report	42-50
Balance Sheet	51
Statement of Profit & Loss	52
Cash Flow Statement	53
Notes to the Financial Statements	54-70

**Corporate Information**

**BOARD OF DIRECTORS**

• **Mr. Bharat Mehta**  
Independent Non-Executive  
Director

• **Mr. Sanjay Gugale**  
Independent Non-Executive  
Director

• **Mr. Brian Dsouza**  
Independent Non-Executive  
Director

• **Mrs. Veena Morsawala**  
Non-Executive Director

**KEY MANAGEMENT PERSONNEL**

Chief Financial Officer

• **Mr. Nikhil Morsawala**

Manager

• **Mr. Atul Mishra**

Head- Projects

• **Mr. Jigar Bhatt**

**ENVIRONMENT MANAGER**

• Mrs. Aruna Joshi

**ENGINEERING TEAM LEADERS**

• Mr. Satish Mahajan

• Mr. Satish Gohil

**COMPANY SECRETARY &  
COMPLIANCE OFFICER**

• Mr. Sandipkumar Gupta

**AUDITORS**

• PCN & Associates  
Chartered  
Accountants

**REGISTRAR AND SHARE TRANSFER AGENT**

**Adroit Capital Services Private Ltd.**

• 17-20, Jafferbhoy  
Industrial Estate,  
Makhwana Rd, 400059,  
Marol, Andheri East,  
Mumbai, Maharashtra  
400059.

**Phone:** 022 4227 0400

**BANKERS**

Axis Bank  
Bank of India

**REGISTERED OFFICE**

Sai Pooja Apartment, Office No.02,  
Plot No. 374, Sector 19c, Kopar Khairane,  
Navi Mumbai-400709  
Phone: 022 - 8419988262

**CIN: L67120MH1991PLC063103**

E-mail: [info@epicenergy.biz](mailto:info@epicenergy.biz)

Website: [www.epicenergy.biz](http://www.epicenergy.biz)

**BRANCH OFFICE**

**AHMEDABAD**

3, Poojan Apartment,  
Karnavati Society,  
Opp. Ratilal Patel Hall,  
Bhairavnath Road,  
Maninagar, Ahmedabad  
Gujarat – 380008.

**GODHRA**

133, Shreemali Wadi, Prabhakunj  
Society,  
Godhra  
Gujarat - 389001.

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**DIRECTORS' REPORT**


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To,

The Members of

**EPIC ENERGY LIMITED**

Your Directors are pleased to present the 31<sup>st</sup> Annual Report and the Company's Audited Financial Statements for the Year ended on March 31, 2022.

**FINANCIAL RESULTS:**

The Company's financial performance, for the year ended March 31, 2022, is summarised below:

Particulars	2021-22	2020-21
	(INR in lakh except EPS)	(INR in lakh except EPS)
Total Revenue	<b>140.08</b>	144.25
Operating Profit before Depreciation & Tax	<b>(27.75)</b>	(48.03)
Less: Depreciation	<b>20.78</b>	18.09
Profit before exceptional and extraordinary items and Tax	<b>(48.53)</b>	(66.12)
Exceptional Items	-	-
Profit before tax	<b>(48.53)</b>	(66.12)
Less: Current Tax	-	-
Less: Deferred Tax	<b>4.06</b>	2.27
Net Profit after tax	<b>(44.47)</b>	(63.85)
Other Comprehensive Income / Loss for the year (net of tax)	-	-
Total Comprehensive Income	<b>(44.47)</b>	(63.85)
Balance of profit and loss account brought Forward	<b>(356.92)</b>	(293.07)
Less:-Transfer to General Reserve	-	-
Balance carried to Balance sheet	<b>(401.39)</b>	(356.92)
Earnings per share (basic/diluted)	<b>(0.62)</b>	(0.89)

**Financial highlights**

**Sales**

Your Company posted a turnover of Rs. 140.08 lakh in the financial year ended on 31st March, 2022, as compared to Rs. 144.25 lakh in the previous year.

**Profitability**

Your Company's loss before exceptional and extraordinary items and tax for the year ended 31st March, 2022, was recorded at Rs. (48.53) lakh, as compared to a loss of Rs. (66.12) lakh in the previous year.

**Earnings per share**

EPS was at Rs. (0.62) as on 31 March, 2022, as against Rs. (0.89) as on 31 March, 2021.

**Transfer to Reserves**

There is no proposed amount to be transferred to the General Reserve.

**Net Worth**

The Company's net worth as on 31st March, 2022, was at Rs. 681.10 lakh as compared to Rs. 725.57 lakh as on 31st March 2021.

**DIVIDEND:**

The Directors do not recommend any dividend for the Financial Year ended on 31st March, 2022.

**FUTURE PROSPECTUS:**

The company is sharpening its focus on LED retrofitting and is exploring options of participating in Solar EPC projects.

Your company wishes to acknowledge the Bureau of Energy Efficiency's continued efforts to promote energy efficiency in every walk of life, which has led to ESCOs gathering sufficient traction in the Indian Energy Market.

**LISTING OF SECURITIES**

The Company's Equity Shares are listed on the Bombay Stock Exchange Limited (BSE).

**BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**Board Meeting**

The Board consisted of four members as on 31st March, 2022, three of whom were Independent Non-Executive Directors. Regular meetings of the Board are held at least once in a quarter, inter-alia, to review the quarterly results of the Company. Additional Board meetings are convened to discuss and decide on various business policies, strategies and other Businesses. In view of the pandemic and extant government guidelines, Board Meetings held after the lockdown are being held via video conferencing.

During the year under review, Board of Directors of the Company met four times, viz 29th May, 2021, 11th August, 2021, 12th November, 2021 and 12th February, 2022.

**Committee of Board**

Your Company has several Committees which have been established as part of best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Company has following Committees of the Board:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Grievances and Relationship Committee

A detailed note on the committees with respect to composition, meeting, powers, and terms of reference is provided under the Corporate Governance Report section in this Annual Report.

#### **Details of Key Managerial Personnel**

Mr. Nikhil Morsawala, CFO, Mr Jigar Bhatt, Project Head, Mr Sandipkumar Gupta, Company Secretary and Mr. Atul Mishra, Manager, were the Key Managerial Personnel as per the provisions of the Companies Act, 2013.

#### **Nomination and Remuneration Policy**

The Company has, in order to attract motivated manpower in a competitive market, and to harmonise the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing agreement as amended from time to time, devised a policy on the nomination and remuneration of Directors, key managerial personnel and senior management.

Key points of the policy are:

A. Policy on appointment of Directors, Key Managerial Personnel and senior management personnel

- The policy is formulated to identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP and senior management personnel and recommend to the Board for his/her appointment.
- A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment.
- In case of appointment of Independent Director, the Committee shall satisfy itself with regard to the independent nature of the Director vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

B.; Policy on remuneration of Director, key managerial personnel and senior management personnel. The Company's remuneration policy is driven by the success and performance of the Director, KMP and Senior Management Personnel vis-à-vis the Company. The Company's philosophy is to align them and provide adequate compensation with the Objective of the Company so that the compensation is used as a strategic tool that helps us attract, retain and motivate highly talented individuals who are committed to the core value of the Company. The Company follows a combination of fixed pay, benefits and performance-based variable pay. The Company pays remuneration by way of salary, benefits, perquisites and allowance. The remuneration and sitting fees paid by the Company are within the salary scale approved by the Board and Shareholders.

#### **Board Evaluation**

Clause 49 of the Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and individual Director. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors excluding the director being evaluated. A structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, composition of the Board and Committees, culture, execution and performance of specific duties, obligation and governance.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as suggested by the Nomination and Remuneration Committee. The performance evaluation of the Independent Directors was completed. For the year under review, the Independent Directors met on 28th May, 2022, interalia, to discuss:

- Performance evaluation of Independent Directors and Board of Directors as a whole;
- Evaluation of the quality of the flow of information between the Management and Board for effective performance by the Board. The Board of Directors expressed their satisfaction with the evaluation process.

**PUBLIC DEPOSITS**

During the period under review, the Company has not accepted or renewed any deposits from shareholders and public falling within the ambit of Section 73 of the Companies Act, 2013 and rules made thereunder.

**SHARE CAPITAL**

The paid-up equity share capital as at 31st March, 2022, stood at Rs. 7,21,15,000.

**POLICIES**

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 mandated the formulation of certain policies for all listed companies. The policies are reviewed periodically by the Board and updated based on need and new compliance requirements.

**VIGIL MECHANISM**

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct to the management. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safeguards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. No whistle blower has been denied access to the Audit Committee of the Board.

**SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

There were no incidences of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**CORPORATE GOVERNANCE**

Pursuant to Regulation 34(3) and Schedule V of SEBI (LODR) Regulations, 2015, a separate report on Corporate Governance and a certificate from the Auditors of the Company are annexed to the Directors' Report.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your attention is drawn to the perception and business outlook of your management for your company for current year and for the industry in which it operates including its position and perceived trends in near future. The Management Discussion and Analysis Report, as required under Clause 49 of the Listing Agreement with the Stock Exchange is attached and forms part of this Directors' Report.

**RISK MANAGEMENT POLICY:**

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time.

**OTHER DISCLOSURES AS PER SECTION 134 OF THE COMPANIES ACT, 2013**

- a) There are no qualifications, reservations or adverse remark or disclaimer by the Statutory Auditor or by Secretarial Auditor in their respective reports.
- b) Except for the effect of Covid pandemic and consequent lockdown resulting in a severe slowdown in the economy which has been explained above, there are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company, to which the financial statements relate and the date of the report.
- c) Extract of the Annual Report as provided in sub-section 3 of section 92, which is given in Annexure I forming part of this report.



**KEY FINANCIAL RATIOS:**

Particulars	2021-22	2020-21	% Change
Current Ratio	1.11	1.23	(9.76)
Debt to Equity Ratio	-	-	-
Debt Service Coverage Ratio	-	-	-
Return on Equity Ratio	(6.32)	(8.43)	(25.03)
Inventory Turnover Ratio	2.48	3.06	(18.95)
Trade receivables Turnover Ratio	1.06	1.39	(23.74)
Trade payables Turnover Ratio	5.82	11.27	(48.36)
Net Capital Turnover Ratio	6.38	3.44	85.47
Operating Profit Margin	(35.45)	(46.26)	(23.37)
Net Profit Ratio	(32.49)	(44.67)	(27.27)
Return on Investment	-	-	-

**RETURN ON NETWORTH**

The details of return on net worth are given below:

Particulars	2021-22	2020-21	% Change
Return on capital employed (%)	(7.13)	(9.11)	(21.73)

Detailed Reason for change of 25% or more in Key Financial Ratios is given in notes to accounts.

**CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All the related party transactions that were entered during the financial year were in the ordinary course of business of the Company and were on arm's length basis. There were no materially significant related party transactions entered by the Company with its Promoters, Directors, Key Managerial Personnel or other persons which may have potential conflict with the interest of the Company.

All Related Party transactions are placed before the Audit Committee for approval, wherever applicable. Prior omnibus approval for normal business transactions is also obtained from the Audit Committee for the related party transactions which are of repetitive nature and accordingly, the required disclosures are made to the Committee on a quarterly basis in terms of the approval of the Committee.

All the related party transactions entered into by the Company were in the ordinary course of business and were on an arm's length basis as provided in **Annexure II**.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information relating to conservation of energy, technology and foreign earning and outgo, as required under Section 134(3) (m) of the Companies Act, 2013 forms part of this Directors' Report as **Annexure III**.

**PARTICULAR OF EMPLOYEES PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3) OF THE COMPANIES (AMENDMENT) ACT, 2017 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016**

The information required in terms of Section 134(3) of the Companies (Amendment) Act, 2017 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 is furnished hereunder:

- i) The ratio of the remuneration of Director to the median remuneration of the employees of the Company: **Not Applicable**
- ii) The percentage increase in remuneration of CFO, CS during the financial year: **NIL**
- iii) The percentage increase in the median remuneration of employees in the financial year is **NIL**
- iv) The number of permanent employees on the rolls of company at the end of the financial year 2021-22 is **5**.
- v) It is hereby affirmed that the remuneration of KMP's are in accordance with the Remuneration Policy.

Sr. No.	Name	Designation	Remuneration	Remuneration	% (Increase in Remuneration)	Ratio per Median of Employee Remuneration
			(In lakh)	(In lakh)		
1	Mr Nikhil Morsawala	CFO	-	-	-	-
2	Mr Sandipkumar Gupta	Company Secretary	4.80	4.80	-	-
3	Mr Atul Mishra	Manager	6.00	6.00	-	-

#### INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has laid down the set of standards, processes and structure which enables it to implement internal financial control across the organisation and ensure that the same are adequate and operating effectively. To maintain the objectivity and independence of internal audit, the Internal Auditor reports to the Chairman of the Audit Committee of the Board.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with the operating systems, accounting procedures and policies of the Company.

Based on the report of Internal Auditor, the process owners undertake the corrective action in their respective areas and thereby strengthen the control. Significant audit observation and corrective actions thereon are presented to the Audit Committee of the Board.

#### AUDITORS

The Shareholders at the 30th Annual General Meeting (AGM) held on 25th September, 2021 has approved the appointment of M/s. P C N & Associates, Chartered Accountants (Firm Registration No. 016016S), as statutory auditors of the Company, for a term of five years i.e. till the conclusion of AGM to be held in year 2025.

The Report of the Auditors on the Accounts of the Company is attached herewith, being self-explanatory, does not need further elaboration.

#### Secretarial Auditor and their report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed **Mr. VIJAY TIWARI, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the FY 2021-22. The Secretarial Audit Report for the FY 2021-22 is annexed to this Directors' Report as Annexure-IV.**

#### Directors' Qualification Certificate

In terms of SEBI (LODR) Regulations 2015, a certificate from Mr. Vijay Tiwari, Practicing Company Secretary has been received stating that none of the Directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of company by the Board/Ministry of Corporate Affairs or any such statutory authority and the same is annexed to this report.

#### Disclosure of transactions of the listed entity with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the listed entity

During the financial year 2021-22, no such transaction took place with any person or entity belonging to the promoter/ promoter group which hold(s) 10% or more shareholding in the listed entity.

#### Corporate Social Responsibility

Subject to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2015, the Company is not mandatorily required to undertake CSR initiatives. The report of the CSR activities is not applicable to the Company.

**DONATION:**

During the year, the Company has not given donation to any charitable trust.

**DECLARATION ABOUT INDEPENDENT DIRECTORS UNDER SUB-SECTION 6 OF SECTION 149:**

The Company has received the declarations from Independent Directors that they meet the criteria of independence laid down under section 149(6) of the Companies Act, 2013 and under regulation 16(b) of SEBI (LODR) Regulations, 2015.

**DIRECTORS' RESPONSIBILITY STATEMENT**

As stipulated in Section 134(5) of the Companies Act, 2013, Directors subscribe to the "Directors' Responsibility Statement" and confirm that:

- a) In preparation of annual accounts for the year ended 31st March 2022, the applicable accounting standards have been followed and no material departures have been made from the same;
- b) The Directors have selected such accounting policies and applied them consistently and made Judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts for the year ended 31st March, 2022, on a going concern basis.
- e) The Directors have laid down the internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**AUDITORS' REPORT**

The Auditors' Report on the accounts of the Company for the accounting year ended 31st March, 2022, is self-explanatory and does not call for further explanations or comments that may be treated as adequate compliance of Section 134 of the Companies Act, 2013.

**GENERAL**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any ESOS scheme.
3. The Company does not have a Managing Director or any subsidiaries, and as such the question of the Managing Director of the Company receiving any remuneration or commission from any of its subsidiaries does not arise.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

**ACKNOWLEDGEMENT**

Your Directors express their appreciation for the assistance and cooperation received from its Bankers, various government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the Company.

**Date: 28th May, 2022**

**Place: Navi Mumbai**

**By order of the Board**

**Chairman**

ANNEXURE I

**Form No Aoc-2**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third provision thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

There were no contracts or arrangements or transactions entered in to during the year ended on 31 March 2022, which were not at arm's length basis.

**2. Details of material contracts or arrangement or transactions at arm's length basis**

(a) Name(s) of the related party and nature of relationship:	<p><b>1) Nikhil Morsawala (CFO)</b></p> <p><b>2) Bharat Mehta (Director)</b></p> <p><b>3) Sandipkumar Gupta (Company Secretary and Compliance Officer)</b></p> <p><b>4) Atul Mishra (Manager)</b></p>
(b) Nature of contracts/arrangements/transactions:	<p>1) Advance Taken &amp; Repaid</p> <p>2) Salary paid</p> <p>3) Salary paid</p> <p>4) Salary Paid</p>
(c) Duration of the contracts / arrangements/transactions:	<p>1) Perpetual</p> <p>2) Professional</p> <p>3) Professional</p> <p>4) Professional</p>

(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	NIL
(e) Justification for entering into such contracts or arrangements or Transactions	NIL
(f) Date(s) of approval by the Board:	NIL
(g) Amount paid as advances, if any:	1) 7.68 lakh 2) 3.00 lakh 3) 4.80 lakh 4) 6.00 lakh
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:	NIL

ANNEXURE II

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT AND FOREIGN FOREIGN EXCHANGE EARNINGS AND OUTGO:**

a )	Energy conservation measures taken	NIL
b )	Additional investments and proposals if any, being implemented for reduction of consumption of energy	NIL

c)	Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods	NIL
d)	Total energy consumption and energy consumption per unit of Production	NIL

**FORM-A: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY**

A.	Power and fuel consumption	NIL
B.	Consumption per unit of production	NIL

**TECHNOLOGY ABSORPTION FORM-B: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION ETC.**

I.	Research and Development	NIL
II.	Technology Absorption, Adaptation and Innovation	NIL

**FOREIGN EXCHANGE EARNINGS AND OUTGO**

I.	Earnings in Foreign Exchange during the year	NIL
II.	Foreign Exchange outgo during the year	NIL

ANNEXURE III

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**SECRETARIAL AUDIT REPORT**

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FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2022

**Form No. MR-3**

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

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**To,  
The Members,  
EPIC ENERGY LIMITED**

Sai Pooja Apartment, Office No.02, Plot No. 374,  
Sector 19C, Kopar Khairane Navi Mumbai-400709.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Epic Energy Limited (hereinafter called 'the Company'). 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 also the information provided by the Company, its officers, agents and authorised 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 2022, generally 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 31 March 2022, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under as applicable;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed there under;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (vi) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - b) 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;

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

Further being a Energy Conservation Company, following are some of the Acts applicable to the Company:

**1. The Trade Marks Act, 1999**

During the period under review the Company has generally complied with the all material aspects of applicable provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc.

During the Period under review, provisions of the following Acts, Rules, Regulations, Guidelines, Standards, etc. were not applicable to the Company:

- i. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- ii. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share based employee benefits) Regulations, 2014;
- iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- iv. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- v. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of External Commercial Borrowings; and
- vii. Secretarial Standards issued by the Institute of Company Secretaries of India. I further report that –

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent generally 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report 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.

**Signature:**

**Name of Company Secretary in practice: Vijay S. Tiwari**

**ACS/FCS No: 33084**

**C P No: 12220**

**Place: Mumbai**

**Date: 28th May, 2022**

**UDIN:-2709138057312022**



**ANNEXURE - A**

**To,  
The Members,  
EPIC ENERGY LIMITED**

Sai Pooja Apartment, Office N0.02, Plot No. 374,  
Sector 19C, Kopar Khairane Navi Mumbai-400709.

My report of even date is to be read along with this letter.

- 1) Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done based on the records and documents provided, on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
- 3) I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- 4) Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Signature:**

**Name of Company Secretary in practice: Vijay S. Tiwari**

**ACS/FCS No: 33084**

**C P No: 12220**

**Place: Mumbai**

**Date: 28th May, 2022**

**UDIN:-2709138057312022**

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**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**


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FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members,

**EPIC ENERGY LIMITED**

SAI POOJA APARTMENT, OFFICE NO.02, PLOT NO. 374,  
SECTOR 19C, KOPAR KHAIRANE NAVI MUMBAI-400709.

Dear Sir,

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Epic Energy Limited** having **CIN L67120MH1991PLC063103** and having registered office at SAI POOJA APARTMENT, OFFICE NO.02, PLOT NO. 374, SECTOR 19C, KOPAR KHAIRANE NAVI MUMBAI-400709 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with the Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl No	Name of Director	DIN	Date of appointment in Company
1	VEENA NIKHIL MORSAWALA	01310075	29.09.2015
2	BRIAN ANDRE DSOUZA	02176486	14.11.2017
3	SANJAY MANIKCHAND GUGALE	03049713	31.12.2005
4	BHARAT INDRAVADAN MEHTA	00271878	17.06.2019

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate 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.

**Signature:****Name of Company Secretary in practice: Vijay S. Tiwari****ACS/FCS No: 33084****C P No: 12220****Place: Mumbai****Date: 28th May, 2022****UDIN: - 2709138057312022**

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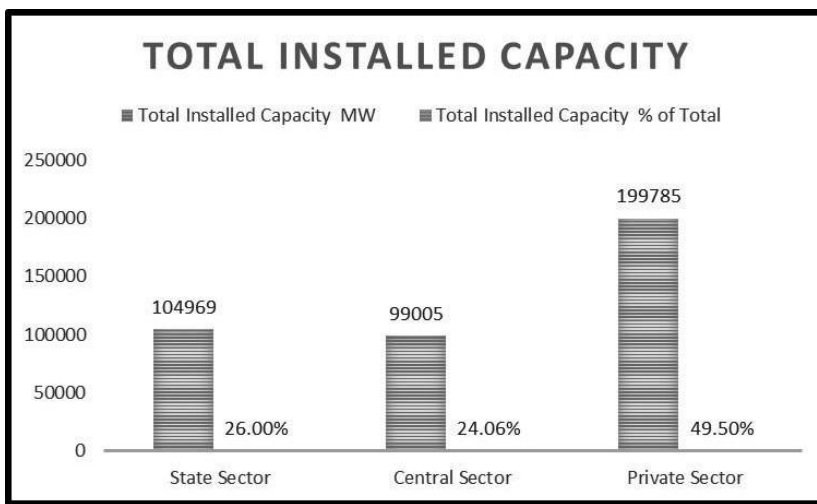
**Management Discussion and Analysis**


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**Power Sector in India****Energy Overview**Total Installed Capacity (as on 30.06.2022)<sup>1</sup>

Sector	MW	% of Total
State Sector	104969	26.00 %
Central Sector	99005	24.06 %
Private Sector	199785	49.50 %
<b>Total</b>	<b>386888</b>	

(Source: Central Electricity Authority CEA)

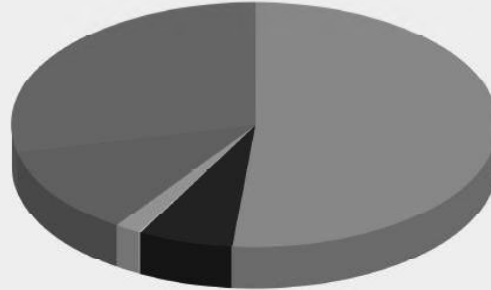
**Installed Generation Capacity Category Wise (as on 30.06.2022)<sup>2</sup>**

Category	Installed Generation Capacity (MW)	% of Share in Total
<b>Fossil Fuel</b>		
<b>Total Fossil Fuel</b>	236065	58.5 %
Coal	204080	50.7 %
Lignite	6620	1.6 %
Gas	24856	6.2 %
Diesel	510	0.1 %
<b>Non Fossil Fuel</b>		
<b>RES (Inclu.Hydro)</b>	159949	39.7%
Hydro	46850	11.6 %
Wind Solar and other RE	114064	28.3%
Wind	40788	10.1%
Solar	57706	14.3%
BM Power/Cogen	10206	2.5%
Waste to Energy	477	0.1 %
Small Hydro Power	4888	1.2%
<b>Nuclear</b>	6780	1.7 %
<b>Total Non-Fossil Fuel</b>	167694	41.5 %
<b>Total Installed Capacity (Fossil Fuel and Non-Fossil fuel)</b>	<b>403760</b>	<b>100%</b>

<sup>1</sup> <https://powermin.gov.in/en/content/power-sector-glance-all-india><sup>2</sup> <https://cea.nic.in/dashboard/?lang=en>

## Installed Capacity Category wise(May-2022)

Total Installed Capacity : 402817.41000000003 MW



● Coal (204079.5 MW)	● Gas (24879.21 MW)	● Diesel (509.71 MW)
● Nuclear (6780 MW)	● Hydro (46722.52 MW)	● RES (113226.47 MW)

### PERFORMANCE OF CONVENTIONAL GENERATION

The electricity generation target of thermal, hydro, nuclear & Bhutan import for the year 2021-22 has been fixed as 1356 Billion Unit (BU). i.e. growth of around 9.83% over actual generation of 1234.608 BU for the previous year (2020-21). The generation from above categories during 2020-21 was 1234.608 BU as compared to 1250.784 BU generated during 2019-20, representing a negative growth of about 1.29%.

### Total Generation and growth over previous year in the country during 2009-10 to 2022-23:

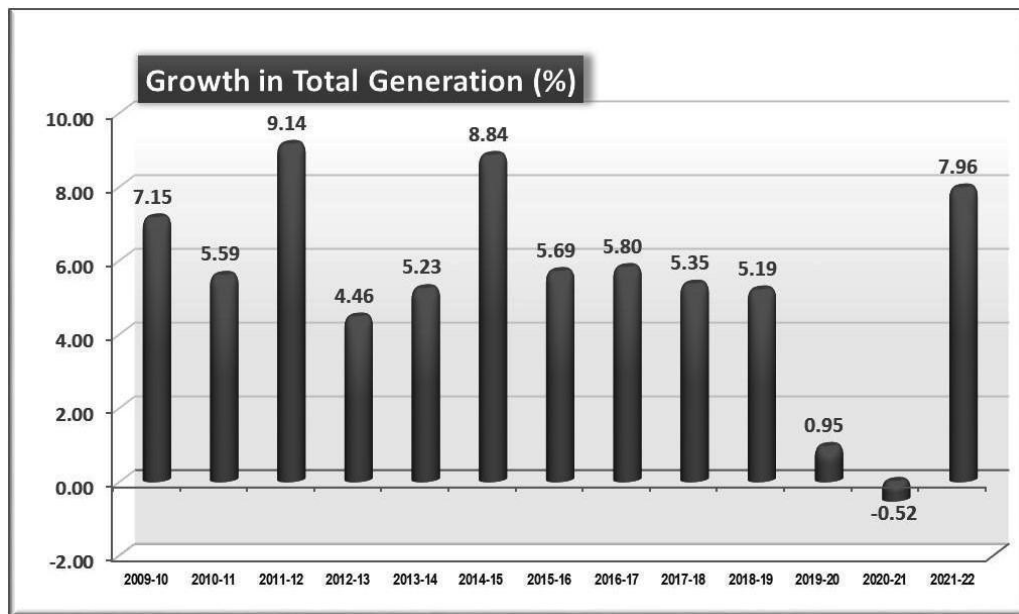
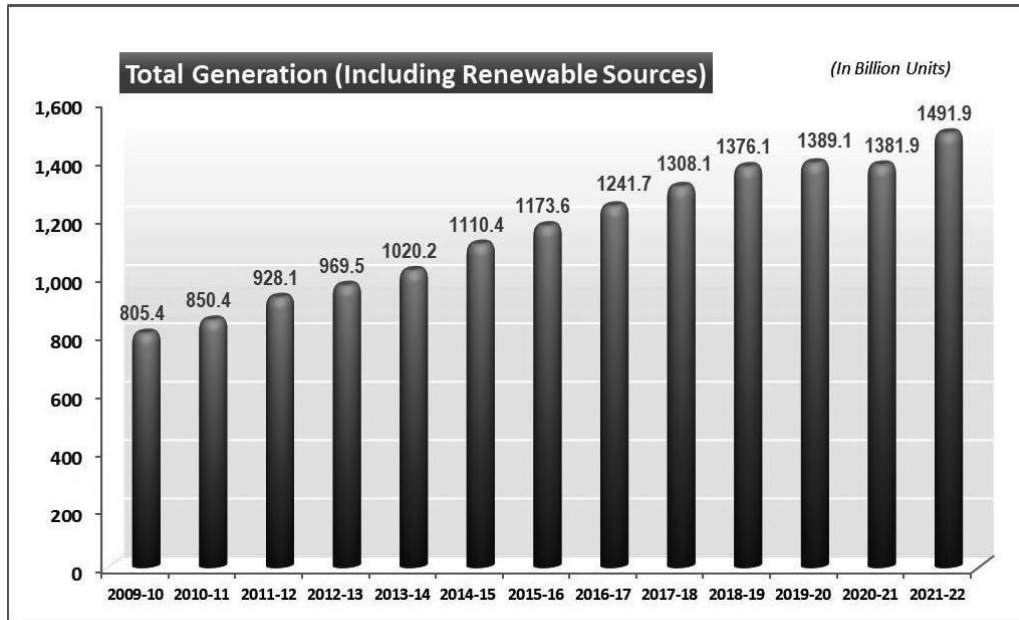
Year	Total Generation (Including Renewable Sources) (BU)	% of Growth
2009-10	808.498	7.56
2010-11	850.387	5.59
2011-12	928.113	9.14
2012-13	969.506	4.46
2013-14	1,020.200	5.23
2014-15	1,110.392	8.84
2015-16	1,173.603	5.69
2016-17	1,241.689	5.80
2017-18	1,308.146	5.35
2018-19	1,376.095	5.19
2019-20	1,389.102	0.95
2020-21	1,381.827	-2.49
2021-22	1,491.859	7.96
2022-23*	430.972	16.79

(Upto June 2022 (Provisional), Source : CEA)

The electricity generation target of thermal, hydro, nuclear & Bhutan import for the year 2022-23 was fixed at 1459.373 BU comprising of 1257.388 BU Thermal; 150.661 BU Hydro; 43.324 Nuclear; and 8.000 BU Import from Bhutan.

Generation Growth<sup>3</sup>

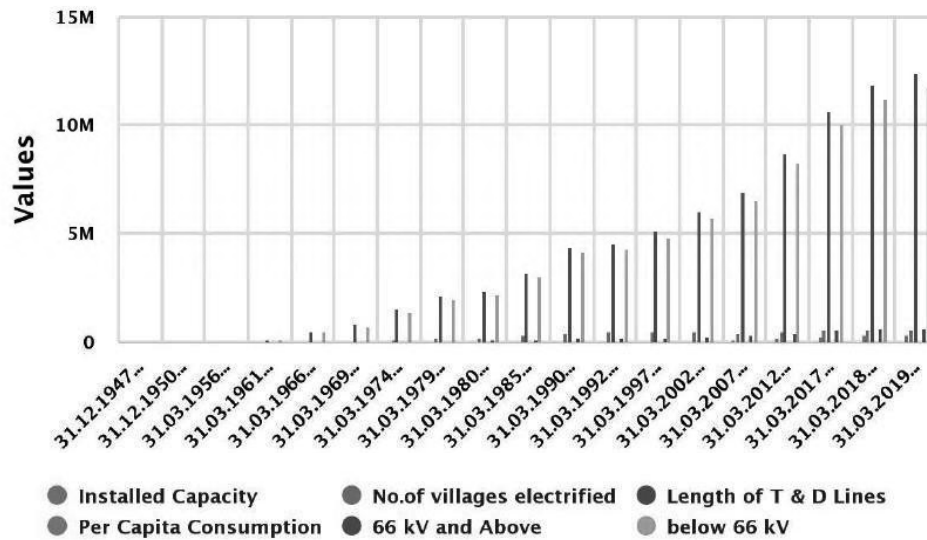
<sup>3</sup> <https://powermin.gov.in/en/content/power-sector-glance-all-india>



Plan Wise Growth of Electricity Sector in India<sup>4</sup>

<sup>4</sup> <https://cea.nic.in/dashboard/?lang=en>

### Plan wise Growth of Electricity Sector in India



### RENEWABLE ENERGY IN INDIA

ADVANTAGE INDIA

ROBUST DEMAND

- In June 2021, Prime Minister Mr. Narendra Modi stated that renewable energy capacity in India increased by 250% between 2014 and 2021.
- The Central Electricity Authority estimates India's power requirement to grow to reach 817 GW by 2030. Most of the demand will come from real estate and transport sectors.

INCREASING INVESTMENTS

- Non-conventional energy sector received FDI inflow of US\$ 11.62 billion between April 2000- March 2022.
- Rising foreign investment in the renewable sector (such as the US\$ 75 billion investment from the UAE) is expected to promote further investments in the country.

POLICY SUPPORT

- In the Union Budget 2022-23, the government allocated Rs. 19,500 crore (US\$ 2.57 billion) for a PLI scheme to boost manufacturing of high-efficiency solar modules.
- India launched the Mission Innovation CleanTech Exchange, a global initiative that will help accelerate clean energy innovation.

COMPETITIVE ADVANTAGE

- Globally, India ranks fourth in renewable energy capacity and wind power and fifth in solar power capacity.
- In October 2021, India retained its third rank on the EY Renewable Energy Country Attractive Index 2021.

India has installed renewable energy projects of 152 GW capacity (March 22,2022). This includes 50.78 GW from solar, 40.13 GW from wind, 10.63 GW from bio-power, 4.84 GW from small hydropower and 46.52 GW from large hydropower. Seven power companies have installed flue gas desulphurisation (FGD) technology in 20 power plant units to control emissions of sulphur dioxide from thermal power plants. Sixteen of these units have installed wet FGD technology while the remaining four have installed dry sorbent injection technology. All 20 units installed FGD prior to 2021-22. The power ministry as well as public sector units (PSU) under it have carried out no assessment on the penetration of electricity-based cooking.

**Rooftop solar**

The Union Ministry of New and Renewable Energy (MNRE) is implementing phase II of the Grid Connected Rooftop Solar (RTS) Programme. It is providing subsidy for RTS installation in the residential sector under the programme.

The government has installed 1,252 megawatt (MW) RTS capacity in the residential sector as of March 8 this year. Central financial assistance amounting to Rs 1,132.74 crore has been disbursed to various electricity distribution companies under the programme.

**Waste-to-Energy**

The government has installed 11 waste-to-energy plants of a total capacity of 132.1 MW as of February 28, for generating power from municipal solid waste in India. MNRE conducted a study for the assessment of biomass power and bagasse cogeneration potential. Some 228 million tonnes of surplus biomass and 82 million tonnes of bagasse are generated annually in India.

**Renewable Energy Investment in India<sup>5</sup>**

**Investment in renewable energy hit a record level in India during the last financial year**

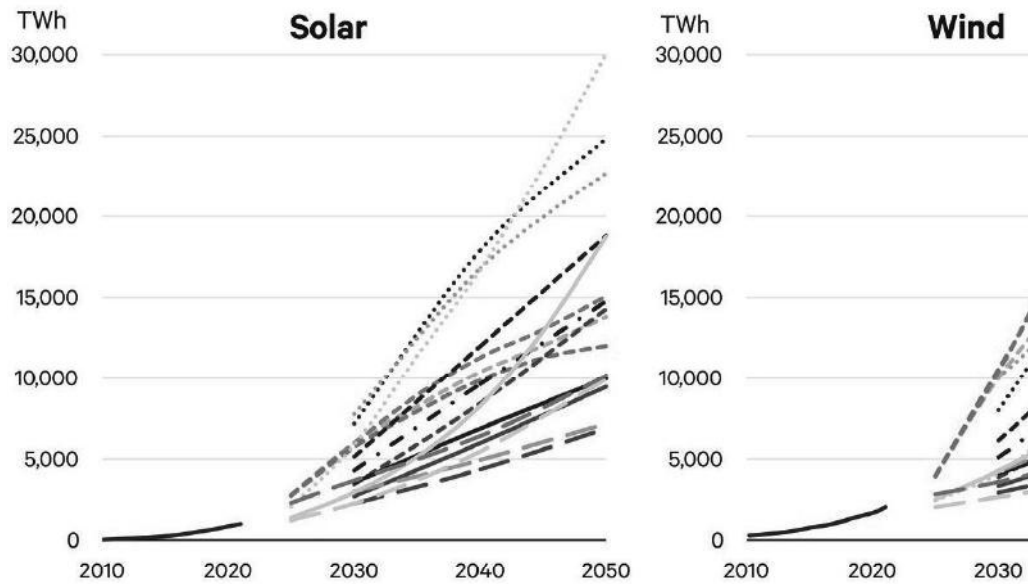
A total of \$14.5 billion was invested in renewable energy, up by 125% compared with financial year 2020-21 and 72% higher than in the pre-pandemic period of the 2019-20 financial year.

Renewable investment since FY 2019/20 (US \$ millions)

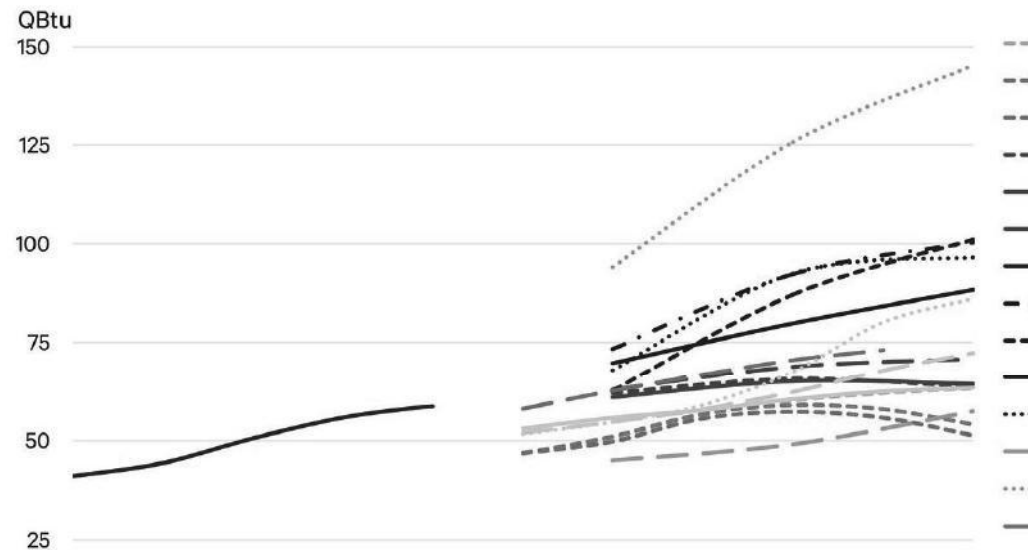
- 2019/20 : \$ 8361
- 2020/21 : \$ 6389
- 2021/22 : \$ 14397

India has committed to reaching 175 GW of renewable capacity by the end of 2022, and increased its 2030 goal to 450 GW.

**Global Solar and Wind Electricity Generation**



**Global Bioenergy Demand**



<sup>5</sup> <https://www.weforum.org/agenda/2022/07/india-investment-renewables-green-energy/>

### LED Market in India

The Indian LED Lighting market is **expected to grow at a CAGR<sup>6</sup> of 23.2%** during the forecast period (2022-2027). The need for outdoor LED lighting has historically been subjected to moderate growth due to the significant change in demand for LED technology with improved features and usage.

- LED lights consume 75% less energy and last 25 times longer than incandescent bulbs. They have the highest potential for saving energy and cost. Hence, replacing old lighting systems with LED lightings has been beneficial. The demand for new installations in the outdoor LED lighting market is significantly increasing.
- Moreover, the LED penetration for outdoor applications in India has been continuously increasing. Also, government initiatives aimed at structuring regulations for encouraging LED adoption are also fueling market growth. For instance, EESL (Energy Efficiency Services Limited), a JV under the Ministry of Power, aims to install 1.6 crore smart LED streetlights across the nation by 2024.
- The ongoing transformation and infrastructure expansion projects are further expected to surge the demand for LED lighting, leading to market growth. For instance, initiatives such as Smart City are expected to support the development of the LED lighting market in India.
- The ongoing COVID-19 pandemic had a significant impact on the market. The COVID-19 impact has been observed at the first or starting node of the market value chain, i.e., lighting products manufacturers. Additionally, the market is witnessing halting of production and disruption in the supply chain, leading to
- Weakened industrial output growth and the decline of light manufacturing output across significant manufacturing hubs.
- Moreover, the initial cost of the LED lighting housing can sometimes depend on the environment as well. Lighting systems deployed in harsh environments have to be safeguarded to withstand extreme conditions. Such a safeguarding arrangement can increase the cost of the equipment.

### Key Market Trends

- An LED lamp or LED bulb uses a semiconductor to convert electricity into light. They are significantly more energy-efficient than other types of lamps like incandescent lamps and fluorescent lamps. Additionally, commercial LED lamps have a much longer lifespan than incandescent lamps.
- The huge energy-saving potential of LED lamps, coupled with their decreasing prices over the past few years, has accelerated the demand for these lighting products across India. Additionally, many government policies have been implemented in recent years to increase their adoption.
- For instance, in March 2021, India launched Gram Ujala scheme offering cheap LED bulbs in rural areas at INR 10. In its first phase launched from Arrah in Bihar, 15 million LED bulbs were to be distributed across villages of Arrah (Bihar), Varanasi (Uttar Pradesh), Vijaywada (Andhra Pradesh), Nagpur (Maharashtra), and western Gujarat.
- Further, as per the union power ministry of India, Convergence Energy Services Limited (CESL) has already distributed 5 million LED bulbs under the Gram Ujala program, as of December 2021. The distribution has resulted in energy savings of 71,99,68,373.28 units per year with cost savings of INR 250 crores per year.
- Product innovation also continues to rise in the segment, with many new product launches in the segment. For instance, in March 2021, Realme India announced plans to launch Realme Smart LED bulbs in India. The product has a rated power rating of 9W with an input voltage of AC 120~250V. The lights can be controlled using either the Realme Link application, Google Home, or Amazon Alexa.
- Several government policies are driving the adoption of LED lighting in the highway and roadway infrastructure of India. The government of India's zero-subsidy LED Street Lighting National Programme (SLNP) and Unnat Jyoti by Affordable LEDs for All (UJALA) marked their seventh anniversary in 2022. SLNP is the world's most extensive streetlight replacement program, and UJALA is the world's largest domestic lighting project. Both have been implemented by Energy Efficiency Services Limited (EESL), a joint venture of PSUs under the Ministry of Power, Government of India.

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<sup>6</sup> <https://www.mordorintelligence.com/industry-reports/india-led-lighting-market#:~:text=The%20Indian%20LED%20Lighting%20market%20is%20expected%20to%20grow%20at,with%20improved%20features%20and%20usage.>



- Further, the increasing usage in government projects creates significant opportunities for the market segment in the coming years. For instance, The Bidhannagar Municipal Corporation (BMC) started the much-delayed LED street light project in Kolkata, West Bengal. In the project, LED lights will replace all sodium vapor streetlamps across 41 wards. Near to INR 32 Crore will be invested in this project. The project will deploy LED lights from a wide variety of power range up to 190 Wattage. This will further fuel the growth of this segment in the coming years.
- Moreover, conventional high-intensity discharge (HID) and fluorescent lighting systems methods are inefficient in industrial settings with high, hard-to-reach ceilings and expansive spaces, creating lighting challenges and inefficiencies. Hence several industrial facility managers adopt customized LED lighting solutions that maximize savings and improve performance throughout their facilities. Additionally, HID systems are not compatible with advanced sensors and wireless controls. Besides, long strike-up times often force facilities to leave these lights on for more extended periods. Hence, LED lighting solutions with advanced lighting controls that harvest daylight to reduce energy usage or turn lights on and off at pre-designated times in pre-designated zones are witnessing significant demand in India.
- However, significant sports stadiums in India still do not utilize LED lighting systems. For instance, in January 2021, The Karnataka State Cricket Association (KSCA) announced installing a new floodlight structure at an estimated cost of INR 4.5 crore at the M Chinnaswamy stadium are waiting to replace metal-halide lamps with LED fixtures.
- Moreover, malls and showrooms consider necessary actions to attract the eyes of their customers and trigger the purchase intent. Appropriate and appealing illumination is vital to make the offered products look more desirable in such a scenario. LED lights are versatile and available in various colors, sizes, wattage, and shapes, which are used for decoration purposes during the festive seasons in India. These factors are driving the usage of LED lighting in such commercial spaces.

### Value of LED Production, In INR Billion, India, 2013 - 2021



Source: The Ministry of Electronics and Information Technology (MeitY), India



### LED Streetlight status in India



Energy Efficiency Services Limited (EESL), a JV under the Ministry of Power, plans to install 1.6 crore of smart LED lights across the nation by 2024<sup>7</sup>.

Streetlight National Programme (SLNP) was primarily launched in municipalities/ Urban Local Bodies (ULBs) of the country with an objective to replace conventional street lights with LED lights. Since the first project in 2014 in Vizag (Andhra Pradesh), EESL has so far installed 1.2 crore LED streetlights in India, resulting in around 7.8 BU of annual electricity saving and annual reduction of 5.3 million tCO<sub>2</sub>, says the company.

#### Street Lighting National Program

Street Lighting National Program (SLNP) was also launched on January 5, 2015, as “PrakashPath” – National Program for the adoption of LED Street Lighting. The main objective was to convert conventional streetlights with energy-efficient LED Street Lights.

Energy Efficiency Services Limited (EESL) was designated as the implementing agency to implement this program across Pan- India. Union Minister R.K Singh also informed the House that till date, EESL has installed over 1.23 crore (as of March 16, 2022)<sup>8</sup> LED streetlights in ULBs and Gram Panchayats across India.

This has resulted in energy saving of 8516.7 million Unit of Electricity per annum, peak demand reduction of 1419.45 MW and 5.87 million tons of CO<sub>2</sub> emission reduction annually.

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<sup>7</sup> <https://www.saurenergy.com/solar-energy-news/eesl-aims-to-install-1-6-crore-smart-led-streetlights-in-india-by-2024>

<sup>8</sup> <https://newsonair.com/2022/03/23/illuminating-india-through-ujala-and-slnp-programmes/>

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**COMPANY STRATEGY AND BUSINESS FOCUS**

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**FINANCIAL CONDITION**

**1. Share Capital**

At present we have only one class of Shares: Equity shares of par value Rs. 10/- each. Our authorized capital is Rupees Twelve Crores divided into One Crore Twenty Lakh shares of Rs. 10/- each. During the year under report, there was no change in the Share Capital of the company.

**2. Reserve & Surplus**

**a. General Reserves**

There was no change in the General Reserves during the year.

**b. Share Premium Account**

During the year under report, there was no change in the Share Premium of the Company.

**c. Profit and Loss Account**

The company reported an Operating Loss of Rs. (48.53) lakh (previous year Operating loss of Rs. (66.12) lakh) before Extra-Ordinary and non-recurring items. After tax expenses for earlier years, deferred Tax and the profit / (loss) after Tax was Rs. (44.47) lakh (previous year loss After Tax Rs. (63.85) lakh). The book value per share as on 31st March, 2022, was Rs.9.44 compared to Rs.10.06 as of the previous year end.

**d. Special Reserve**

During the year under report, there was no change in the Share Premium of the Company.

**3. Fixed Assets**

Your company has added capital assets during the year under review. Capital work-in-progress at the end of the year was Rs. NIL.

**4. Inventories**

The inventories of finished goods comprise of Energy Savers and Solar Products assembled/purchased by the company. The inventories of stores and spare parts are the maintenance spares which the company keeps to ensure uninterrupted functioning of its equipment.

**5. Sundry Debtors**

Sundry Debtors are the receivables arising mainly from the Energy Saving Business of the company.

**E. RESULTS OF OPERATIONS**

**1. Income**

Your company's main income is from the sales of Energy Efficiency Products & installation of such equipment on BOOT basis.

**2. Expenditure**

Purchases represent the cost of inputs for assembling the Energy Products of your company. Maintenance Costs represent cost of spares consumed to keep the equipment & solar products in running condition. Employee / Manpower Expenses consist mainly of outsourcing Expenses, since the Company outsources all of its production and maintenance functions.

### 3. Net Profit/ (Loss)

The company reported a Net loss after tax of Rs. 44.47 lakh (Previous Year Net loss after tax of Rs.63.85 lakh).

### 4. Provision for Tax

The provision for tax has been made on the basis of extant Rules and Regulations. Tax expenses for earlier years NIL (previous year NIL) and Deferred Tax 4.06 lakh (previous year 2.27 lakh) has been provided accordingly.

### OPPORTUNITIES AND THREATS

We have identified Energy Efficiency on the Demand Side as one of the main focus areas of our business. Substantial progress has been made in the last few years by implementing prestigious projects with marquee customers to establish the company as a leading implementer of Energy Efficiency Solutions.

Technological Evolution which gives the cutting edge advantage to your company's equipment has been a key factor of your company's R & D efforts. The company offers equipment with GSM and GPRS capabilities.

Solar Products are also expected to play a major role in providing power to energy deficient areas where sunshine is plentiful.

Availability and Prices of Photo Voltaic Solar Panels largely depend on the supply and price of Silicon.

Shortage of Silicon affects the cost and availability of Solar Panels.

The technology used in Energy Saving Equipment is continually evolving. Obsolescence is a major threat. Your company is constantly researching and studying the application of various technologies around the world to protect its business interests.

Competition is limited to the few players who have the technology to assemble, test and maintain the type of products dealt with by your company.

### INTERNAL CONTROLS AND THEIR ADEQUACY

Your company has in place adequate systems of internal control procedures covering all financial and operating functions. The Audit Committee periodically reviews the adequacy of these procedures. Your company renewed its ISO 9001:2015 certification during the year and is committed to maintaining the highest standards of quality control at all levels of operations.

### RISK CONCERNS AND RISK MANAGEMENT

The Risk Management Function is overseen by the Audit Committee. Risk Management Policies are designed after discussions with various constituents and experts. The following Risk Concerns have been identified and are being dealt with as explained against each concern:

#### a. Technology Risk:

The Technology used in Energy Saving Devices is constantly evolving. The introduction of newer and better techniques could render our products obsolete. To address this risk, your company is constantly researching and studying the application of various technologies across the world and has a separate team of people upgrading the technologies that we use. Technological Evolution which gives the cutting edge advantage to your company's equipment has been a key factor of your company's R&D efforts.

#### b. Concentration Risk:

Your company has a reasonable spread in terms of the various segments of Demand Side Management. The company also has its business spread over a few States in India. . The company derives about 80% (Eighty Percent) of its revenue from one government customer. However, the contract is a long term contract and payments are received timely.

**c. Human Resources:**

Your company depends to a large extent on trained engineers, both electronic and electrical. Whilst availability of manpower is not a concern, training and retention is a challenge. Your company has instituted various Employee Training and Retention schemes to mitigate this Risk.

**d. General Risk**

Your company has adequate insurance policies in place for its equipment and inventories.

Medical and Accident Insurance Policies for its employees have also been taken where required.

**CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward looking" statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions, affecting demand, supply and price conditions in the markets in which the company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

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**Report on Corporate Governance**

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**[Your Company has complied in all materials respect with the requirements of the Corporate Governance code as per Schedule V (c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred as "SEBI LODR")]**

**1. Company's philosophy on code of Governance**

Company is committed to good Corporate Governance. The Company fully realizes the rights of its shareholders to information on the performance of the Company and considers itself a trustee of its shareholders. The Company is of the view that good Corporate Governance is an optimum mix of regulatory compliances as well as voluntary disclosures and practices.

The Company is focused on attaining the highest levels of transparency, fairness, accountability and integrity in its dealings with all the constituents of its business i.e. the stakeholders. Towards this end, substantial disclosures on the Board of Directors and its Committees, financial and stock performance have been made in this Annual Report.

We believe that Corporate Governance is the key element in improving efficiency, growth and investors' confidence.

**2. Board of Directors under CA, 2013 and regulation 17 of the SEBI (LODR) Regulations, 2015**

**A) Composition of the Board of Directors as on 31<sup>st</sup> March, 2022, is as follows:**

The Board of Directors of the Company have an optimum combination of Independent Non-Executive Directors and Non-Executive Promoter Director who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization. The Board of the Company comprises four Directors that include one Woman Director.

The composition of the Board is in conformity with Regulation 17 of the SEBI (LODR) Regulation, 2015 entered into with the stock exchanges. The Board has received confirmation from the Non-Executive and Independent Directors that they qualify to be considered as Independent as per the definition of 'Independent Director' stipulated in Regulation 16 (1)(b) of the SEBI (LODR) Regulation, 2015 and Section 149(6) of the Companies Act, 2013 (hereinafter called "the Act"). None of the Directors hold Directorships in more than 20 companies. Further, any individual director's directorships in public companies do not exceed 10. None of the Directors is serving as a member of more than ten committees or as the Chairman of more than five committees across all the public companies of which he is a Director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2022 have been made by the Directors. The number of directorships and committee Chairmanships/Memberships held by the Direct.

Category	No. of Directors	%
Independent Non-Executive Directors	3	75
Non-Executive Director	1	25
<b>Total</b>	<b>4</b>	<b>100</b>

**B) Particulars of Directorships & Committee Chairmanship/ Membership of other Companies & Attendance at the Board**

The Board normally meets once in a quarter. Additional meetings are held as and when required.

The gap between any two meetings did not exceed four months. The agenda papers along with notes and other supporting were circulated in advance of the Board Meeting with sufficient information as required under section 173 of Companies Act, 2013 and regulation 17 of SEBI (LODR). The Board meetings are generally held at the registered office of the Company.

During the year under review, Board of Directors of Epic Energy Limited met Four times, viz 29th May, 2021, 11th Aug, 2021, 12th November, 2021, and 12th February, 2022.

Name of The Director's, Designation & Age	Category & Nature of Employment	Date of Appointment	No. of Director Ship held in all the company In India	No of Committees of which Member(M)/ Chairman (C)	Board Meeting Attended	Attendance At the Last AGM	No of Shares held & Holding (%)
Mr. Bharat Mehta Director 64 Years	ID & NED	17/06/2019	2	4	4	PRESENT	-
Mr. Brian Dsouza Director 58 Years	ID & NED	14/11/2017	2	3	1	NA	-
Mr. Sanjay Gugale Director 60 Years	ID & NED	31/12/2005	1	4	4	PRESENT	-
Mrs. Veena Nikhil Morsawala Director 58 Years	NED	29/09/2015	3	1	4	PRESENT	840,100 11.65

**Notes:**

1. This number excludes the Directorships/Committee memberships held in private companies and also of the Company. Committee includes Audit Committee and Stakeholders'.
2. As required by the Companies Act, 2013 And Regulation 13 of Listing Agreement, none of the Directors hold Directorship in more than 15 public companies, membership of Board committees(audit / remuneration / investors grievance committees) in excess of ten and chairmanship of board committees as aforesaid in excess of five.
3. None of the Directors hold Directorships in more than 20 companies. Further, any individual director's directorships in public companies do not exceed 10. None of the Directors is serving as a member of more than ten committees or as the Chairman of more than five committees across all the public companies of which he is a Director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2022 have been made by the Directors.
4. None of the Directors has any pecuniary relationship with the Company, except receiving sitting fees for attending Board Meetings and Committee Meetings (except Share Transfer, CSR and management Committee). The details of sitting fees, commission and remuneration paid to each Director appear later under the disclosure relating to Remuneration to Directors.

**Details of Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting**

The information as required by Regulation 36 (3) of the Listing Regulation with the stock exchange in relation to appointment / reappointment of Directors of the Company is given in the notes to the Notice of the Annual General Meeting.

**Code of Conduct**

In Compliance with Regulation 26 (3) of the Listing Regulation, the Company has adopted a code of ethics for principal Executives and senior management personnel. The said code has been communicated to the Directors and members of the senior management. All the Board members and senior management personnel have affirmed compliance with the code of conduct for the year ended on 31<sup>st</sup> March 2022. The Code of Conduct is available on the website of the Company at [www.epicenergy.biz](http://www.epicenergy.biz). A declaration to this effect, duly signed by the Chairman of the Company, is attached herewith and forms part of the Corporate Governance Report.

**AUDIT COMMITTEE**

The Company has constituted the Audit Committee with the primary objective to monitor and provide effective supervision of the Management’s financial reporting process with the view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

**Composition**

The Audit Committee comprises three members, Mr. Sanjay Gugale, Mr. Bharat Mehta and Mr. Brian Dsouza.

Mr. Sanjay Gugale is the Chairman of the Committee.

The above composition meets all the requirements of Regulation 18 of the SEBI (LODR) Regulation 2015 and Section 177 of the Companies Act, 2013

**Meetings**

The Audit Committee met 4 times, viz 29th May, 2021, 11th Aug, 2021, 12th Nov, 2021 and 12th Feb, 2022. The Audit Committee at its Meeting held on 28th May, 2022, reviewed the audited financial results for the year and quarter ended on 31st March, 2022, and recommended the accounts for approval by the Board of Directors.

The Statutory Auditors and Internal Auditors of the Company are invited to the meeting of the Committee wherever required. The Chairman of the Audit Committee had attended the last Annual General Meeting of the Company held on 25th September, 2021.

Details of attendance of each member of the Audit Committee are as under:

Name	Designation	Attendance
Sanjay Gugale	Chairman, ID Non Executive	4
Bharat Mehta	ID Non-Executive	4
Brian Dsouza	ID Non-Executive	1

The Committee has been authorised by the Board in the manner envisaged under Regulation 16 of the SEBI (LODR), 2015. The Committee has been assigned tasks as listed under Regulation 16 of the SEBI (LODR), 2015. The Committee reviews the information as listed under Regulation 16 of the SEBI (LODR), 2015, matters specified under Section 177 of the Companies Act, 2013.



**Broad Terms of Reference**

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and Auditors' report thereon before submission to the Board for approval, with particular reference to:
  - a) Matters requiring inclusion in the Directors' Responsibility Statement to be included in the Boards' report in terms of Clause (c) of Sub-section 3 of Section 134 of the Companies Act, 2013.
  - b) Changes, if any, in accounting policies and practices and reasons for the same.
  - c) Major accounting entries involving estimates based on the exercise of judgment by management.
  - d) Significant adjustments made in the financial statements arising out of audit findings.
  - e) Compliance with listing and other legal requirements relating to financial statements.
  - f) Disclosure of any related party transactions. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management the statement of uses/application of funds raised through an issue (public issue, right issue, preferential issue, etc.) the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or right issue, and making appropriate recommendations to the Board to take up steps in this matter; Review and monitor the Auditors' independence and performance and effectiveness of the audit process;
7. Review and monitor the Auditors' independence and performance and effectiveness of the audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors about any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
18. Reviewing the management letters/letters of internal control weaknesses issued by the Statutory Auditor.
19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee:

**STAKEHOLDERS’ GRIEVANCE & RELATIONSHIP COMMITTEE**

The Stakeholders’ Grievance & Relationship Committee as a committee of the Board has been constituted mainly to focus on the Redressal of Shareholders’ and Investors’ Grievances, if any, like transfer/transmission/demat of shares, loss of share certificates, non-receipt of Annual Report, Dividend Warrants and other grievances, and approve Share Transfers.

**Composition**

The Stakeholders’ Grievance & Relationship Committee comprises three members, Mr. Bharat Mehta, Mr.Sanjay Gugale and Mr. Brian Dsouza. Chairperson of the Committee is Mr. Bharat Mehta.

**Meeting and attendance**

During the year, four meetings were held on 29th May, 2021, 11th Aug, 2021, 12th Nov, 2021 and 12th Feb, 2022. Details of the attendance of each member of the Committee are as under:

Name	Designation	Attendance
Bharat Mehta	ID Non Executive	4
Sanjay Gugale	ID NON EXECUTIVE	4
Brian Dsouza	ID Non Executive	1

During the year, the Company had received no complaints from the shareholders and no complaints were pending as on 31st March, 2022.

The following table summarises the status of investor complaints received during the period.

These were attended within a reasonable period of time.

Sr. No.	Nature of complaints/requests	Opening as on as on 01/04/2021	Received	Resolved	Pending as on 31/03/2022
1	Non-receipt of dividend warrant	-	-	-	-
2	Non-receipt of Annual Reports/Sticker	-	-	-	-
3	Non-receipt of shares after transfer /bonus/rights/ shares	-	-	-	-
4	Letters received from SEBI/ROC/Stock	-	-	-	-
5	Others – Demat Credit	-	-	-	-

Company Secretary & Compliance Officer Mr. Sandipkumar Gupta provides secretarial support to the committee as he was appointed as designated Company Secretary & Compliance Officer during the year under review.

**Board term reference**

The Stakeholders’ Grievance & Relationship Committee as a committee of the Board has been constituted mainly to focus on approving requests received for share transfers and on the Redressal of shareholders’/investors’ grievances, if any, like transfer, transmission, demat of shares, loss of share certificates, non-receipt of Annual Report, dividend warrants, etc. The equity shares of the Company are compulsorily traded in electronic form on the stock exchange and hence the handling of physical transfer of shares is minimal. The Board has delegated powers for approving transfer and transmission of shares and issue of duplicate shares to the Share Transfer Committee. The Company has no transfers pending at the close of the financial year.

**Nomination and Remuneration Committee**

The Nomination and Remuneration Committee as a committee of the Board has been constituted mainly to determine and recommend to Board, the Company's policies on remuneration packages for Executive and Non- Executive Directors and policies on Nomination for appointment of Director, KMPs and Senior Management Personnel Composition. The Nomination and Remuneration Committee comprises three members - Mr. Sanjay Gugale, Bharat Mehta and Mrs. Veena Morsawala.

**Meetings and Attendance**

During the year, two meetings were held on 11th August, 2021, and 12th February, 2022. Details of attendance of each member of the Committee are as under:

<b>Name</b>	<b>Designation</b>	<b>Attendance</b>
Bharat Mehta	ID Non Executive	2
Sanjay Gugale	ID Non Executive	2
Veena Morsawala	ID Non Executive	2

**Broad terms of Reference**

The terms of reference of the Committee are, inter alia:

- 1) To recommend to the Board, the remuneration packages of Company's Managing/Whole time/Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonus, perquisites, commission, performance incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees, etc).
- 2) The Company's policy on specific remuneration packages for Company's Managing/Joint Managing/Executive Directors, including pension rights and any compensation payment.
- 3) To implement, supervise and administer any share or stock option scheme of the Company.
- 4) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees.
- 5) Formulation of criteria for evaluation of Independent Directors and the Board.
- 6) Devising a policy on Board diversity.
- 7) Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

**Independent Directors Meeting**

**Meeting and attendance**

During the financial year 2021-2022, One meeting of the committee was held on 12<sup>th</sup> February, 2022. Details of the attendance of each member of the Committee are as under:

<b>Name</b>	<b>Meeting Held</b>	<b>Attendance</b>
Bharat Mehta	1	1
Sanjay Gugale	1	1
Brian Dsouza	1	1

**General Body Meetings:**

Details of the last three Annual General Meetings are as under:

AGM	DATE	TIME	Venue	No. of Special Resolutions
30th	25.09.2021	11.00 a.m	THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM	NIL
29 <sup>th</sup>	28.09.2020	4.00 p.m	THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM	NIL
28 <sup>th</sup>	28.09.2019	9.30 a.m	HOTEL SOUTH COAST HOTELS & HOSPITALITY SERVICES, OPP. RABALE RAILWAY STN, NAVI MUMBAI-400701	1

**TRAINING OF BOARD MEMBERS AND INDUCTION**

At the Board Meetings, apart from the regular agenda items, it is ensured that the Board members are provided a deep and thorough insight into the business model of the Company and updates through detailed presentations of various business unit heads. The Board members get an open forum for discussion and share their experience. The Board undertakes a periodic review of various matters including risk management, forex, internal audit reports, etc.

**CEO/CFO Certification**

The Company is duly placing a certificate to the Board from the CFO & the Compliance Officer in accordance with the provisions of Regulation 17(8) read with Part B of Schedule II of the SEBI (LODR) Regulation, 2015.

The aforesaid certificate, duly signed by the CFO and the Compliance Officer in respect of the financial year ended 31st March, 2022, has been placed before the Board and given elsewhere in this Annual Report.

**MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis Report, as required under Regulation 34 (2) (e) read with Schedule VB of SEBI (LODR) Regulations 2015, has been given elsewhere in this Annual Report.

**DISCLOSURE**

**Related Party Transaction**

All the transactions entered into with related parties as defined under the Companies Act, 2013, and Regulation 23(1) of the SEBI (LODR) Regulations 2015 during the financial year were in the ordinary course of business and on arms' length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. Prior approval of the Audit Committee is obtained for all Related Party Transactions. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Related Party Transactions during the year have been disclosed vide Note No. 19 (2.4) of notes on financial statements as per the requirement of "Accounting Standards 18- Related Party Disclosure" issued by ICAI.

The Board has approved a policy for related party transactions which has been placed on Company's website: [www.epicenergy.biz](http://www.epicenergy.biz)

**Disclosure of accounting treatment in the preparation of financial statements,**

Your Company has followed all relevant Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) while preparing financial statements.

**Details of non-compliance by the Company**

Your Company has complied with all the requirement of regulatory authorities. No penalty/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

**Risk Management**

Business risk evaluation and management is an ongoing process within the organisation. A detailed exercise on business risk management is yet to be carried out, covering all aspects of business operations.

Proceeds from Public Issue/Rights Issue/Preferential Issue/ Warrant Conversion during the year, the Company has not raised any fund through Public Issue/Rights Issue/Preferential Issue/Warrant Conversion.

**Whistle Blower Policy**

The Company has implemented a Whistle Blower Policy covering the employees. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. Employees can lodge their Complaints through anonymous e-mails besides usual means of communications like written complaints. No personnel has been denied access to the Audit Committee. The Whistle Blower Policy, as approved by the Board, is placed on the website of the Company: [www.epicenergy.biz](http://www.epicenergy.biz)

**Non-Mandatory Requirements**

• Shareholders' Right: Half-yearly financial results, including summary of the significant events, are presently not being sent to shareholders of the Company. However, quarterly and half yearly financial results are published in the leading newspapers and are also available on the website of the Company: [www.epicenergy.biz](http://www.epicenergy.biz)

• **Audit Qualification:**

There is no qualification in the Auditors' Report on the Statements to the shareholders of the Company.

**Means of Communication**

During the year, quarterly, half-yearly and annual financial results of the Company were submitted to the stock exchanges immediately after the conclusion of the Board meetings and were also published in two newspapers namely, in The Free Press Journal (English) and Navshakti- Mumbai (Marathi). These results are also put on the Company's website: [www.epicenergy.biz](http://www.epicenergy.biz)

The Company also informs, by way of intimation, the stock exchanges all price-sensitive matters or such other matters which, in its opinion, are material and of relevance to the shareholders and subsequently issues a Press Release on the said matters.

**SEBI Complaints Redress System (SCORES)**

Securities Exchange Board of India introduced for quick resolution of Investors' Grievances SEBI Complaints Redress System (SCORES). The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

**Shareholders' Information:**

**Registered Office**

Sai Pooja Apartment, Office NO.02,  
Plot No. 374, Sector 19c, Kopar Khairane,  
Navi Mumbai-400709

Phone: 022 - 8419988262

**CIN: L67120MH1991PLC063103**

E-mail: [info@epicenergy.biz](mailto:info@epicenergy.biz)

Website: [www.epicenergy.biz](http://www.epicenergy.biz)

**Other Office Address**

**Ahmedabad**

3, Poojan Apartment,  
Karnavati Society,  
Opp. Ratilal Patel Hall,  
Bhairavnath Road,  
Maninagar,  
Ahmedabad-28

**Godhra**

133, Shreemali Wadi, Prabhakunj Society,  
Godhra-389001.

**Date, Time, Venue of Annual General Meeting:**

The 31st Annual General Meeting of the members of the company is scheduled to be held on Saturday, 24 September, 2022, at 11.00 a.m. through video conferencing (VC) or other audio-visual.

**Financial Calendar:**

The financial results of the company were officially released in accordance with the schedule.

Forwarded to Stock Exchange on	Nature of Communication
13th August, 2021	First quarter ended 2021-22
14th November, 2021	Second quarter ended 2021-22
15th February, 2022	Third quarter ended 2021-22
31st May, 2022	Fourth quarter ended 2021-22

All the members are invited to attend the meeting. The members and proxies who intend to attend the meeting are requested to bring the Attendance slip sent herewith duly filed in to the meeting.

Book closure date: Saturday, 17th September, 2022 to Saturday, 24th September, 2022 (both days inclusive).

Annual General Meeting: Saturday, 24<sup>th</sup> September, 2022 at 11.00 a.m.

**Stock Code**

Name of Stock Exchange: - Bombay Stock Exchange Limited (BSE)

Code No: - 530407

**Details of Shares**

Types of shares : - Equity Shares

No. of Paid up shares: - 72,11,500

Market lot of shares :- 1 Share

**Listing**

The Company's shares are listed and traded on Bombay Stock Exchange Limited (BSE) at Mumbai.

**Table 1 - Market Price Data**

High and Low of market price of the Company's shares traded on Bombay Stock Exchange Ltd., Mumbai, during the financial year 2021-2022:

Month	High (Rs.)	Low (Rs.)	Total No. of Shares traded.
April – 2021	3.40	2.50	39754
May- 2021	3.99	2.52	149338
June – 2021	4.30	3.44	66740
July – 2021	5.80	3.50	159168
August – 2021	6.09	4.71	39255
September – 2021	4.97	3.93	85043
October – 2021	6.77	4.33	92410
November – 2021	7.25	5.23	65928
December – 2021	7.30	5.48	222529
January – 2022	10.56	7.04	308411
February – 2022	6.69	5.00	55129
March – 2022	7.20	5.20	41241

**Table 2 - Distribution of shareholding as on 31-3-2022**

No. of Equity Shares held	No. of Shares held	% of total shares	No. of Shareholders	% of total Shareholders
1 to 500	4,47,233	6.20	2830	79.03
501 to 1000	3,19,020	4.42	387	10.81
1001 to 2000	2,61,053	3.62	172	4.80
2001 to 3000	1,43,911	2.00	56	1.56
3001 to 4000	90,953	1.26	26	0.73
4001 to 5000	85,116	1.18	18	0.50
5001 to 10000	3,43,817	4.77	44	1.23
10001 and above	55,20,397	76.56	48	1.33
<b>Total</b>	<b>72,11,500</b>	<b>100.00</b>	<b>3581</b>	<b>100.00</b>

**Table 3 - Category wise distribution of shareholding as on 31-03-2022**

Sr. No.	Category	No. of shareholders	No. of shares held	% of total shares
1.	Promoters	2	16,78,065	23.27
2.	Institutions			
	a. Mutual Funds/UTI	-	-	-
	b. Banks / FI	-	-	-
	c. Insurance Companies	-	-	-
	d. Others	-	-	-
3.	Non- Institutions			
	a. Bodies Corporate	40	2,31,452	3.21
	b. NRI	13	25,315	0.35
	c. HUF	93	5,34,880	7.42
	d. Clearing Members	6	3,739	0.05
	e. Trusts	-	-	-
	f. NBFC registered with RBI	-	-	-
4.	Directors other than promoters and their relatives	-	-	-
5.	Resident Individuals	3,379	47,38,049	65.70
	<b>Total</b>	<b>3,533</b>	<b>72,11,500</b>	<b>100.00</b>

<b>Mode</b>	<b>No of shareholders</b>	<b>% of total shareholders</b>	<b>No. of shares</b>	<b>% of total shares</b>
Physical	676	18.88	3,85,735	5.35
Electronic	2,905	81.12	68,25,765	94.65
<b>Total</b>	<b>3,581</b>	<b>100.00</b>	<b>72,11,500</b>	<b>100.00</b>

#### Share Transfer System

Applications for transfer of shares in the physical form are processed by the Company's Registrar Transfer Agent M/s. Adroit Corporate Services Private Limited. The Share Transfer Committee constituted for transfer/transmission of shares, issue of duplicate shares and allied matters considers and approves the share transfer once in ten days, subject to transfer instrument being valid and complete in all respects. The Company has obtained half-yearly certificates from the Company Secretary in practice for compliance of share transfer formalities as per the requirement of SEBI (LODR) Regulation, 2015.

#### Details of Dividend:

The Board of Directors has not recommended any dividend for the year.

#### PAN requirement for transfer of shares in the physical form

The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for securities market transactions and off-market/private transactions involving transfer of shares in the physical form of listed companies. Therefore it shall be mandatory for PAN requirement for transfer of shares in the physical form. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for securities market transactions and off-market/private transactions involving transfer of shares in the physical form of listed companies. Therefore it shall be mandatory for the transferee(s) to furnish a copy of the PAN Card to the Company/Registrar & Share Transfer Agents for Registration of such transfers.

Members/Investors are therefore requested to make note of the same and submit their PAN Card copy to the Company Registrar and Share Transfer Agents. Members are also requested to use new Transfer Forms (Form No. SH-4) pursuant to Section 56 of the Company's Act, 2013 and its applicable rules.

#### Details of Unclaimed Dividend

<b>Accounting Year</b>	<b>Date of declaration of Dividend</b>	<b>Dividend payment %</b>	<b>Amount (in Rs.)</b>	<b>Expected date of transfer of unclaimed dividend of IEPF</b>
2011-12	Aug-12	7.50	3,19,652.25	Sep-22
2010-11	May-11	7.50	3,43,902	Sep-22

#### Outstanding GDRs/ADRs/Warrants/Any other convertible instruments

The Company does not have any outstanding instruments of the captioned type.

#### Nomination Facility

It is in the interest of the shareholders to appoint a nominee for their investments in the Company. Those members who are holding shares in the physical mode and have not appointed a nominee or want to change the nomination are requested to send us the nomination form duly filled in and signed by all the joint holders.



**Change in shareholders' details**

In case you are holding your shares in dematerialised form (e.g. in electronic mode), communication regarding change in address, bank account details, change in nomination, dematerialization of your share certificates or other inquiries should be addressed to your DP where you have opened your demat account, quoting your client ID number. In case of physical holding of shares, any communication for change of any details should be addressed to our R&T agent of the Company, M/s Adroit Corporate Services Private Ltd, as per the address mentioned below.

**Investors Communication**

Share transfers/Dematerialization or other queries relating to shares of the Company should be addressed to:

**M/s. Adroit Corporate Services Private Ltd.**

Unit: EPIC ENERGY LTD  
19/20, Jafferbhoy Industrial Estate,  
Marol Naka, Andheri ( East )  
Mumbai 400 099  
Ph.: 022 42270422 /23  
Fax: 022 - 28590942  
E-mail: ganeshs@adroitcorporate.com  
[www.epicenergy.biz](http://www.epicenergy.biz)

**DECLARATION UNDER CODE OF CONDUCT**

As required under Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby affirmed that all the Board members and senior management personnel have complied with the Code of Conduct of the Company. The Company has obtained confirmation for the compliance of Code of Conduct from the Board members and senior management personnel on an annual basis. The code is available on the website of the [www.epicenergy.biz](http://www.epicenergy.biz).

**Place: Navi Mumbai**

**Compliance Officer**

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**CFO AND COMPLIANCE OFFICER CERTIFICATION**

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To,  
The Members,  
**EPIC ENERGY LIMITED**  
Sai Pooja Apartment, Office N0.02, Plot No. 374,  
Sector 19C, Kopar Khairane,  
Navi Mumbai-400709

Dear Sirs,

**Sub: Compliance Certificate as per Regulation 17(8) of the Listing Regulations**

We, Mr. Nikhil Morsawala, CFO and Mr. Sandipkumar Gupta Company Secretary & Compliance Officer of Epic Energy Limited, to the best of our knowledge and belief, certify that:

We have reviewed the Balance Sheet and Profit and Loss account, its schedule and notes to the accounts and cash flow statements for the year ended 31 March, 2022, and that to the best of our knowledge and belief:

- a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. We also certify that based on our knowledge and information provided to us, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.

3. We accept the responsibilities for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.

4. We have indicated to the Auditors and the Audit Committee:

- a. Significant change in internal control over financial reporting during the year.
- b. Significant changes in accounting policies during the year and that the same have been disclosed in notes to the financial statements; and
- c. Instances of significant fraud of which we have become aware and involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 28th May, 2022

Mr. Nikhil Morsawala

Place: Navi Mumbai

CFO

Mr. Sandipkumar  
Gupta  
Company Secretary  
&  
Compliance Officer

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**DECLARATION**  
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(As required under Regulation 26(3) and 34(3) read with Schedule V(D) of the Listing Regulations in relation to Code of Conduct )

I, Mr. Nikhil Morsawala, CFO, Epic Energy Limited, hereby declare that to the best of my knowledge and belief, all Board members and senior management personnel have affirmed compliance with the Company's code of conduct for the year ended 31st March, 2022.

Date: 28th May, 2022

Mr. Nikhil Morsawala

Place: Navi Mumbai

CFO

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**Corporate Governance Compliance Certificate**

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Registration No.: 63103

Nominal Capital: 72, 11,500

**To,**  
**The Members of**  
**EPIC ENERGY LIMITED**  
Sai Pooja Apartment, Office N0.02, Plot No. 374,  
Sector 19C, Kopar Khairane,  
Navi Mumbai-400709

We have examined the compliance of conditions of corporate governance by Epic Energy Limited ('the Company') for the year ended 31st March, 2022, as stipulated in regulations 17 to 27, clauses to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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 explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations, as applicable.

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

**Signature:**

**Name of Company Secretary in practice: Vijay S. Tiwari**

**ACS/FCS No: 33084**

**C P No: 12220**

**Place: Mumbai**

**Date: 28th May, 2022**

**UDIN:- 2709138057312022**

**Auditors' Certificate on Corporate Governance**

**PCN & Associates**

Chartered Accountants

To,

The Members of,

**EPIC ENERGY LIMITED**

We have examined the compliance of the conditions of Corporate Governance by Epic Energy Limited ('the Company') for the year ended on March 31, 2022, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of 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 explanations given to us, and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2022.

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.

**For PCN & Associates,**

**Chartered Accountants**

**Firm Regn No. 016016S**

**K Gopala Krishna**

**Partner**

**Membership No. 203605**

**UDIN: 22203605AKFCTE3170**

**Place: Hyderabad**

**Date: 28-05-2022**

## INDEPENDENT AUDITOR'S REPORT

To the members of  
M/s. Epic Energy Limited

### Opinion

We have audited the accompanying IND AS financial statements of **M/s. Epic Energy Limited** ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March 2022, and Statement of Profit and Loss (including Other Comprehensive Income), statement of changes in Equity and the Cash Flow Statement for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and Loss for the year ended on that date.

### Basis for Opinion

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

### Emphasis of matter:

1. Revenue from Operations includes Unbilled Revenue from April 2021 to March 2022 amounting to Rs. 54.93 lakhs.
2. The company is yet to transfer unpaid dividend of an amount aggregating to Rs. 6.63 lakhs relating to Financial Years 2010-11 and 2011-12 from unpaid dividend account to Investor Education and Protection Fund (IEPF).

Our opinion is not modified in respect of this matter.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Depending on the facts and circumstances of the entity and the Audit, there are no key audit matters to communicate in the Audit Report.

### Management's Responsibility for the 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 and presentation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance (including the other comprehensive income), cash flows and Statement of Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with Relevant Rules issued thereunder. This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy

and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

#### **Auditor's Responsibility**

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

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

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the companies (Auditor's Report) Order, 2016 ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraph 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 Balance Sheet, Statement of Profit and Loss(including Other Comprehensive Income), the Cash Flow Statement and the Statement of changes in Equity dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid IND AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Relevant Rules issued there under.

(e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of 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

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, 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. The company is yet to transfer unpaid dividend of an amount aggregating to Rs. 6.63 lakhs relating to Financial Years 2010-11 and 2011-12 from unpaid dividend account to Investor Education and Protection Fund (IEPF).

- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has neither declared nor paid any dividend during the year.

**For PCN & Associates,  
Chartered Accountants  
Firm Regn No. 016016S**

**K Gopala Krishna  
Partner  
Membership No. 203605  
UDIN: 22203605AKFCTE3170  
Place: Hyderabad  
Date: 28-05-2022**



**Annexure A to the Independent Auditor's Report**

**Annexure referred to in Independent Auditor's Report to the Members of M/s. Epic Energy Limited on the Ind AS financial statements for the year ended 31<sup>st</sup> March, 2022, we report that:**

- i. (a) (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.  
  
(ii) The Company does not have any intangible Asset.  
  
(b) As explained to us and in our opinion, Property, Plant & Equipment have been physically verified by the management at regular intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable.  
  
(c) The company does not have any immovable property.  
  
(d) The Company has not revalued any of its Property, Plant and Equipment during the year.  
  
(e) According to the information and explanation given to us, no proceedings have been initiated during the year or are pending against the company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. (a) According to the information given to us and in our opinion, inventories were physically verified during the year by the management at reasonable intervals. The coverage and procedure of such verification by the management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.  
  
(b) According to the information and explanations given to us, the company has not been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate from the banks on the basis of security of current assets.
- iii. The company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, and Limited Liability partnerships or other parties.  
  
(a) The Company has not provided any loans or provided advances in the nature loans, or stood guarantee, or provided security to any other entity.
- iv. In our opinion and according to the information and explanations given to us, the Company has not provided any loans, investments, guarantees and securities in regards to section 185 and 186 of the Act.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013.
- vii. a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, Professional Tax, Customs Duty, Income-tax, Goods and Services Tax and other statutory dues, in arrears as at 31<sup>st</sup> March 2022 for a period of more than 6 months from the date they became payable except there are dues of income tax of amounts of Rs.128.17 lakhs being the aggregate of Income Tax demands for the Assessment 2009-10, 2010-11, 2012-13, 2013-14 and 2014-15.  
  
b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax and any other major statutory dues which have not been deposited on account of any disputes.

- viii. According to the information and explanations given to us and based on the records of the company examined by us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. a) In our opinion, and according to the information and explanations given to us, the company has not obtained any loans from banks or financial institutions.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not been declared wilful defaulter by any bank or financial institution or others.
- c) According to the information and explanations given to us and on the basis of our examination of the books of the company, the company has not obtained any money by way of term loans during the year.
- d) On an overall examination of the financial statements of the Company, the company has not raised any funds on short-term basis during the year.
- e) The company does not have any subsidiaries, joint ventures or associate companies and hence, reporting under clause 3 (ix)(e) of the Order is not applicable.
- f) The company does not have any subsidiaries, joint ventures or associate companies and hence, reporting under clause 3 (ix)(f) of the Order is not applicable.
- x. a) The Company has not issued any of its securities (including debt instruments) during the year.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partially or optionally convertible) during the year.
- xi. a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c) As represented to us by the management, there were no whistle blower complaints received by the company during the year.
- xii. The Company is not a Nidhi Company.
- xiii. The Company has no transactions with related parties during the year to which the provisions of section 188 applies and the company has complied with the provisions of sec 177 of the act. However, the details of related party transactions have been disclosed in the IND AS financial statements as required under Indian Accounting standard (Ind AS) 24, related party disclosures specified under section 133 of the Act, read with relevant rules issued there under.
- xiv. a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. According to information and explanations given to us and to the best of our knowledge and belief the company has not entered into any non-cash transactions with directors or persons connected with the directors

- xvi. a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- d) In our opinion, there is no Core Investment Companies ("CIC"s) in the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) that are registered with the Reserve Bank of India ("RBI").
- xvii. The Company has incurred cash losses of Rs. 27.75 Lakhs during the financial year covered by our audit and Rs. 48.03 lakhs during the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company, and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In our opinion and according to the information, the Company is not covered under the provisions of Section 135 of the Act.

**For PCN & Associates,  
Chartered Accountants  
Firm Regn No. 016016S**

**K Gopala Krishna  
Partner  
Membership No. 203605  
UDIN: 22203605AKFCTE3170**

**Place: Hyderabad  
Date: 28-05-2022**

**Annexure B to the Independent Auditor's Report**

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

We have audited the internal financial controls over financial reporting of M/s. Epic Energy Limited ('the Company') as of 31<sup>st</sup> March 2022 in conjunction with our audit of the 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 the 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.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') 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 were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Ind AS 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 including Indian Accounting Standards. 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 the 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 March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For PCN & Associates,  
Chartered Accountants  
Firm Regn No. 016016S**

**K Gopala Krishna  
Partner  
Membership No. 203605  
UDIN: 22203605AKFCTE3170**

**Place: Hyderabad  
Date: 28-05-2022**

## Balance sheet as at 31st March 2022

All the amounts are Rs. In lakhs except "No of Shares", "F.V of Equity share", &amp; "EPS"

ASSETS	Note N	As at 31 March 2022	As at 31 March 2021
<b>1 Non-current assets</b>			
Property, plant and equipment	2	191.53	211.92
Capital WIP		-	-
Financial Assets			
Investments		-	-
Other financial assets	3	6.39	8.89
Deferred tax assets (net)	4	6.33	2.27
Other non-current assets	8	455.41	460.90
<b>2 Current assets</b>			
Inventories		22.57	25.81
Financial assets			
- Investments		-	-
- Trade receivables	5	140.91	118.03
- Cash and cash equivalents	6	0.76	0.98
- Bank balances other than above	7	6.63	5.09
Other current assets	8	42.68	71.51
<b>TOTAL ASSETS</b>		<b>873.21</b>	<b>905.40</b>
<b>EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
Equity Share capital	9	721.15	721.15
Other equity		(40.05)	4.42
<b>2 Non-current liabilities</b>			
<b>3 Current liabilities</b>			
Financial liabilities			
- Trade Payables		-	-
Dues of small enterprises and micro enterprises			
Dues of creditors other than small enterprises and micro enterprises	10	11.86	8.77
Provisions	11	128.17	128.17
Other current liabilities	12	52.08	42.89
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>873.21</b>	<b>905.40</b>

Summary of Significant Accounting Policies

The accompanying notes are an integral part of the Financial Statements

As per our report of even date annexed

**For PCN & Associates,**  
Chartered Accountants  
Firm Regn. No. 016016S

K Gopala Krishna  
Partner  
M.No.203605,

Udin:22203605AKFCTE3170

Date: 28th May, 2022  
Place: Hyderabad

**For EPIC ENERGY LIMITED**

For and on behalf of the Board of Directors

**Bharat Mehta**  
Director  
DIN: 00271878

**Brian Dsouza**  
Director  
DIN: 02176486

**Sanjay Gugale**  
Director  
DIN: 03049713

Company Secretary, Sandipkumar Gupta

Place: Navi Mumbai

**Veena Morsawala**  
Director  
DIN: 01310075

**Annual Report 2021-22**

**Statement of Profit and Loss for the Year ended 31st March 2022**

All the amounts are Rs. In lakhs except "No of Shares", "F.V of Equity share", & "EPS"

Particulars	Note No	For the Year ended March 2022	For the Year ended March 2021
			-
Revenue from operations	13	136.88	142.93
Other income	14	3.20	1.32
<b>Total Income</b>		<b>140.08</b>	<b>144.25</b>
<b>Expenses</b>			
Purchases of Stock-in-Trade		56.79	81.05
Changes in inventories of finished goods, work in progress and stock-in-trade	15	3.24	3.98
Employee benefits expense (Including Outsourcing Expenses)	16	73.00	67.49
Depreciation and amortisation expense	2	20.78	18.09
Other expenses	17	34.80	39.76
<b>Total expenses</b>		<b>188.61</b>	<b>210.37</b>
<b>Profit/ (loss) before exceptional items and tax</b>		<b>(48.53)</b>	<b>(66.12)</b>
Exceptional Items		-	-
<b>Profit/ (loss) before tax</b>		<b>(48.53)</b>	<b>(66.12)</b>
<b>Tax expense</b>			
- Current Tax		-	-
- Deferred Tax		4.06	2.27
<b>Profit/ (loss) for the period from continuing operations</b>		<b>(44.47)</b>	<b>(63.85)</b>
<b>Profit/ (loss) from discontinued operations</b>		-	-
Tax expense of discontinued operations		-	-
<b>Profit/ (loss) from discounting operations (after tax)</b>		-	-
<b>Profit/ (loss) for the period</b>		<b>(44.47)</b>	<b>(63.85)</b>
<b>Other comprehensive income</b>			
A. (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax related to items that will not be reclassified to profit or loss		-	-
B. Items that will be reclassified to profit or loss			
(i) Income tax related to items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to Statement of Profit and Loss		-	-
<b>Total Comprehensive Income for the period Comprising Profit (Loss) and Other comprehensive Income for the period</b>		<b>(44.47)</b>	<b>(63.85)</b>
(Profit/ loss + other comprehensive income)			
<b>Earnings per equity share (for continuing operations)</b>			
a) Basic		(0.62)	(0.89)
b) Diluted		(0.62)	(0.89)

Summary of Significant Accounting Policies

The accompanying notes are an integral part of the Financial Statements

As per our report of even date annexed

**For PCN & Associates,**

Chartered Accountants

Firm Regn. No. 016016S

K Gopala Krishna

Partner

M.No.203605

Udin:22203605AKFCTE3170

Date: 28th May, 2022

Place: Hyderabad

**For EPIC ENERGY LIMITED**

For and on behalf of the Board of Directors

**Bharat Mehta**

Director

DIN:00271878

**Brian Dsouza**

Director

DIN: 02176486

**Sanjay Gugale**

Director

DIN:03049713

**Veena Morsawala**

Director

DIN: 01310075

**Company Secretary, Sandipkumar Gupta**

Place: Navi Mumbai

**Annual Report 2021-22**

<b>Cash Flow Statement for the year ended 31st March, 2022</b>		
All the amounts are Rs. in lakhs except "No of Shares", "F.V of Equity share", & "EPS"		
<b>Particulars</b>	<b>31-Mar-22</b>	<b>31-Mar-21</b>
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before Tax	(48.53)	(66.12)
<b>Adjustments for:</b>		
Depreciation and amortisation	20.78	18.09
<b>Operating Profit before Working Capital Changes</b>	<b>(27.75)</b>	<b>(48.03)</b>
<b>Adjustments for:</b>		
(Increase)/Decrease in Inventories	3.24	3.98
(Increase)/Decrease in Trade Receivables	(22.88)	(30.90)
(Increase)/Decrease in Other Current Assets and Loans and Advances	28.83	36.45
(Increase)/Decrease in Other financial assets	2.50	5.25
(Increase)/Decrease in Current financial assets	(1.54)	
(Increase)/Decrease in Deferred Tax Assets	(4.06)	(2.27)
(Increase)/Decrease in Other non current assets	5.49	11.01
Increase/(Decrease) in Trade Payables	3.09	2.45
Increase/(Decrease) in Other Current Liabilities	9.19	(11.61)
<b>Cash from operating activities</b>	<b>(3.89)</b>	<b>(33.67)</b>
Income tax paid	-	(3.05)
Deferred Tax	4.06	2.27
<b>Net Cash from operating activities</b>	<b>0.17</b>	<b>(34.45)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
(Additions)/Dilution of Fixed Assets	(0.39)	(0.58)
(Additions)/Dilution of Investments	-	35.00
<b>Net Cash used in investing activities</b>	<b>(0.39)</b>	<b>34.42</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Fresh Equity Capital Issued	-	-
Premium on Fresh Equity issued	-	-
Movement in Working Capital Borrowing	-	-
Long term borrowings	-	-
Repayment of long term borrowings	-	-
Interest and other Financial Charges	-	-
<b>Cash from Financing activities</b>	<b>-</b>	<b>-</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS ( A+B+C)</b>	<b>(0.22)</b>	<b>(0.03)</b>
Cash and Cash equivalents (Opening Balance)	0.98	1.01
Cash and Cash equivalents (Closing Balance)	0.76	0.98
<b>Components of Cash and Cash Equivalents</b>		
Cash and Cheques on hand	0.39	0.52
Bank Balances	0.37	0.46
<b>Cash and Cash Equivalents as above</b>	<b>0.76</b>	<b>0.98</b>
<b>Cash and Cash Equivalents as per Note No.8</b>	<b>0.76</b>	<b>0.98</b>
<p>Summary of Significant Accounting Policies                      The accompanying notes are an integral part of the Financial Statements                      As per our report of even date annexed</p>		
<p><b>For PCN &amp; Associates,</b>                      Chartered Accountants                      Firm Regn. No. 0160165</p> <p>K Gopala Krishna                      Partner                      M.No.203605</p> <p>Udin:22203605AKFCTE3170</p> <p>Date: 28th May, 2022                      Place: Hyderabad</p>		<p align="center"><b>For EPIC ENERGY LIMITED</b>                      For and on behalf of the Board of Directors</p> <p align="center">Bharat Mehta                      Director                      DIN: 00271878</p> <p align="center">Brian Dsouza                      Director                      DIN: 02176486</p> <p align="center">Sanjay Gugale                      Director                      DIN: 03049713</p> <p align="center">Veena Morsawala                      Director                      DIN: 01310075</p> <p align="center">Company Secretary, Sandipkumar Gupta                      Place: Navi Mumbai</p>



## Notes to financial statements for the year ended 31<sup>st</sup> March, 2022

### Significant Accounting Policies

#### Note 1

##### 1. CORPORATE INFORMATION

The Company offers comprehensive Energy Management Solutions to its Customers. Power saving Solutions includes Power Saver, APFC Panels, Remote Energy Management Software and Automatic Light Controllers etc. Renewable Energy Solution includes Solar Products, UPS, Inverters, etc. The Financial Statements were approved and adopted by Board of Directors of the Company in their meeting held on 28th May 2022.

##### 2.1. BASIS OF PREPARATION

###### a. Statement of Compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, as amended from time to time. The Board of Directors approved the financial statements for the year ended 31st March, 2022 and authorised for issue on 28th May, 2022

###### (b) Functional and presentation Currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts are rounded to nearest Lakh, unless otherwise indicated.

###### (c) Basis of measurement

The financial statements have been prepared on an accrual basis and in accordance with the historical cost convention, unless otherwise stated. All assets and liabilities are classified into current and non-current generally based on the criteria of realisation/settlement within a twelve month period from the balance sheet date.

###### (d) Critical accounting estimates and judgments

In the application of the Company's accounting policies, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgments are:

Estimation of useful life of Property, Plant and Equipment

Estimation of employee benefit obligations Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

**(e) Recent Accounting Developments**

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

**Ind AS 103 – Reference to Conceptual Framework**

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

**Ind AS 16 – Proceeds before intended use**

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements. Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract. The amendments specify that that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

**Ind AS 109 – Annual Improvements to Ind AS (2021)**

The amendment clarifies which fees an entity includes when it applies the ‘10 percent’ test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements. The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its financial statements.

**2.2 SIGNIFICANT ACCOUNTING POLICIES**

**a. Property, Plant and Equipment**

Property, plant and equipment are stated at cost less accumulated depreciation. Cost is inclusive of freight, duties, levies and any directly attributable cost of bringing the assets to their present working condition. When significant parts of property, plant and equipments are required to be replaced at intervals, the Company derecognises the replaced part, and recognises the new part with its own associated useful life and it is depreciated accordingly. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria is satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of the asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Capital work-in-progress includes cost of property, plant and equipments under installation / development as at the balance sheet date. Property, plant and equipments are eliminated from financial statement, either on disposal or when retired from financial statement, either on disposal or retired from active use. Losses arising in the case of retirement of property, plant and equipments and gains or losses arising from disposal of property, plant and equipments are recognised in the statement of profit and loss in the year of

occurrence. The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year and adjusted prospectively, if appropriate. Depreciation on fixed assets has been provided on the basis and manner provided in Schedule II to the Companies Act 2013. In respect of Energy Saving Equipments offered on BOOT basis, depreciation is written off over BOOT period. Property, plant and equipments which are added/disposed off during the year, depreciation is provided on pro-rata basis with reference to the month of addition/ deletion.

**b. Impairment**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An assets recoverable amount is the higher of an assets or cash –generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. An assessment is made at each reporting date whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased.

**c. Revenue Recognition**

**I) Sale of Goods**

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, related discounts & incentives and volume rebates. It excludes GST and other statutory dues from revenue.

**Sale of Services**

Revenue from services are recognized when the services are rendered and the same becomes chargeable. GST and other statutory dues are collected on behalf of the government and are excluded from revenue.

**II) Interest Income**

Interest income is recognised in books of accounts on accrual basis.

**d. Financial Instruments:**

**Financial assets**

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at fair value through profit and loss (FVTPL, its transaction costs are recognised in the statement of profit and loss. In other cases, the transaction costs are attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at amortised cost

. fair value through profit and loss (FVTPL)

. fair value through other comprehensive income (FVOCI)

Financial assets are not classified subsequent to their recognition, except if and in the period of the company change its business model for managing financial assets.

**Trade Receivables:**

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts

estimated credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instruments.

#### **Debt instruments**

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value to profit and loss ('FVTPL') till recognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

#### **Measured at amortised cost**

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payment of principal and interest, are subsequently measured at amortised cost using the effective interest rate (EIR) method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the statement of profit and loss.

#### **Measured at fair value through other comprehensive income**

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognised in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of profit and loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to "other income" in the statement of profit and loss.

#### **Measured at fair value through profit and loss**

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of profit and loss.

#### **Equity Instruments**

All investment in equity instruments classified under financial assets are initially measured at fair value, the company may, on initial recognition, irrevocably elect to measure the same either at FVOCI and FVTPL. The company makes such election on an instrument-by-instrument basis. A fair value change on an equity instrument is recognised as other income in the statement of profit and loss unless the company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of profit and loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the statement of profit and loss.

#### **Derecognition**

The Company derecognises a financial asset when the contractual rights to the cash flows from financial assets expire, or it transfers the contractual rights to receive the cash flows from the asset.

#### **Impairment of Financial Asset**

Expected credit losses are recognised for all financial assets subsequent to initial recognition other than financial assets in FVTPL category. For financial asset other than trade receivables, as per IND AS 109, The Company recognises 12 months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall. The impairment losses and reversals are recognised in statement of profit and loss.

**Financial Liabilities:**

**Initial recognition and measurement**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

**Subsequent measurement**

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit and loss are measured at fair value with all changes in fair value recognised in the statement of Profit and loss.

**Derecognition**

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

**e. Other Employee Benefits**

Employee benefits payable wholly within twelve months of receiving employee services are classified as Short-term employee benefits. These benefits include salaries and wages, performance incentives and Compensated absences which are expected to occur in next twelve months.

**f. Income Tax**

**Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**g. Earnings per share**

The Company presents basic and diluted earnings per share (“EPS”) data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

**h. Provisions**

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

**(i) Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

**j. Contingent assets**

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable.

**k. Foreign currency transactions**

In the financial statements of the Company, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined. All exchange differences are included in the statement of profit and loss except any exchange differences on monetary items designated as an effective hedging instrument of the currency risk of designated forecasted sales or purchases, which are recognized in the other comprehensive income.

**l. Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**A. Equity Share Capital**

All the amounts are Rs. In lakhs except "No of Shares", "F.V of Equity share", & "EPS"

(1) Current reporting period

Balance as at April 1, 2021	Restated balance as at April 1, 2021	Changes in equity share capital during the current year	Balance as at March 31, 2022
721.15	721.15	-	721.15

(2) Previous reporting period

Balance as at April 1, 2020	Restated balance as at April 1, 2020	Changes in equity share capital during the previous year	Balance as at March 31, 2021
721.15	721.15	-	721.15

**B. Other Equity**

(1) Current reporting period

Particulars	Reserves And Surplus			Total
	General reserve	Securities premium reserve	Retained earnings	
<b>Balance at the March 31, 2021</b>	80.34	281.00	(356.92)	<b>4.42</b>
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	(44.47)	<b>(44.47)</b>
Total Comprehensive Income for the period	<b>80.34</b>	<b>281.00</b>	<b>(401.39)</b>	<b>(40.05)</b>
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
<b>Balance at the March 31, 2022</b>	<b>80.34</b>	<b>281.00</b>	<b>(401.39)</b>	<b>(40.05)</b>

(2) Previous reporting period

Particulars	Reserves And Surplus			Total
	General reserve	Securities premium reserve	Retained earnings	
<b>Balance at the March 31, 2020</b>	80.34	281.00	(293.07)	<b>68.27</b>
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	(63.85)	<b>(63.85)</b>
Total Comprehensive Income for the period	<b>80.34</b>	<b>281.00</b>	<b>(356.92)</b>	<b>4.42</b>
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
<b>Balance at the March 31, 2021</b>	<b>80.34</b>	<b>281.00</b>	<b>(356.92)</b>	<b>4.42</b>

**2)Notes to financial statements for the year ended March 31, 2022**

All the amounts are Rs. In lakhs except "No of Shares", "F.V of Equity share", & "EPS"

The changes in the carrying value of property, plant and equipment are as follows

Property, Plant and Equipment	Energy Saving Equipment	Computers	Furniture and Fixtures	Office equipment	Total
<b>Cost</b>					
<b>As at March 31, 2020</b>	<b>2,202.80</b>	<b>6.15</b>	<b>31.40</b>	<b>11.87</b>	<b>2,252.22</b>
Additions	-	0.33	-	0.24	0.57
Disposals	-	-	-	-	-
<b>As at March 31, 2021</b>	<b>2,202.80</b>	<b>6.48</b>	<b>31.40</b>	<b>12.11</b>	<b>2,252.79</b>
Additions	-	-	0.39	-	0.39
Disposals	-	-	-	-	-
<b>As at March 31, 2022</b>	<b>2,202.80</b>	<b>6.48</b>	<b>31.79</b>	<b>12.11</b>	<b>2,253.18</b>
<b>Depreciation</b>					
<b>As at March 31, 2020</b>	<b>1,987.99</b>	<b>6.15</b>	<b>18.97</b>	<b>9.67</b>	<b>2,022.78</b>
Charge for the period	16.46	0.02	1.18	0.43	18.09
Disposals	-	-	-	-	-
<b>As at March 31, 2021</b>	<b>2,004.45</b>	<b>6.17</b>	<b>20.15</b>	<b>10.10</b>	<b>2,040.87</b>
Charge for the period	16.46	0.10	2.99	1.23	20.78
Disposals	-	-	-	-	-
<b>As at March 31, 2022</b>	<b>2,020.91</b>	<b>6.27</b>	<b>23.14</b>	<b>11.33</b>	<b>2,061.65</b>
<b>Net Block</b>					
<b>As at March 31, 2022</b>	<b>181.89</b>	<b>0.21</b>	<b>8.65</b>	<b>0.78</b>	<b>191.53</b>
<b>As at March 31, 2021</b>	<b>198.35</b>	<b>0.31</b>	<b>11.25</b>	<b>2.01</b>	<b>211.92</b>



All the amounts are Rs. In lakhs except "No of Shares", "F.V of Equity share", & "EPS"

**Note No 3: Other Financial Assets**

Particulars	As at	
	March 31, 2022	March 31, 2021
<b>Non- Current</b>		
Security Deposits	6.39	8.89
Bank deposits with more than 12 months maturity	-	-
Others (to be specified)	-	-
<b>Total non-current other financial assets</b>	<b>6.39</b>	<b>8.89</b>

**Note No 4: Deferred Tax Asset**

Particulars	As at	
	March 31, 2022	March 31, 2021
Opening DTA	2.27	-
Credit to P & L	4.06	2.27
Closing DTA	6.33	2.27
<b>Total</b>	<b>6.33</b>	<b>2.27</b>

**Note No 5: Trade Receivables**

Particulars	As at	
	March 31, 2022	March 31, 2021
Trade Receivables considered good - Unsecured;	85.98	118.03
Less: Allowance for expected credit loss	-	-
<b>Unbilled Revenue</b>	<b>54.93</b>	<b>-</b>
<b>Total Current Trade Receivables</b>	<b>140.91</b>	<b>118.03</b>

Trade receivables ageing schedule for the year ended as on March 31, 2022 and March 31, 2021:

**As at 31st March, 2022**

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
Undisputed Trade receivables — considered good	25.97	24.37	34.12	-	1.53	85.98
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Unbilled revenue						54.93
<b>Total Trade Receivables</b>	<b>25.97</b>	<b>24.37</b>	<b>34.12</b>	<b>-</b>	<b>1.53</b>	<b>140.91</b>

**As at 31st March, 2021**

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
Undisputed Trade receivables — considered good	56.84	-	-	-	61.19	118.03
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
<b>Total Trade Receivables</b>	<b>56.84</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>61.19</b>	<b>118.03</b>

**Note No 6: Cash and Cash Equivalents**

Particulars	As at	
	March 31, 2022	March 31, 2021
Balances with Banks (of the nature of cash and cash equivalents);	0.37	0.46
Cheques, drafts on hand;	-	-
Cash on hand;	0.39	0.52
Others (specify nature)	-	-
<b>Total Cash and cash equivalents</b>	<b>0.76</b>	<b>0.98</b>

**Note No 7: Other Bank Balances**

Particulars	As at	
	March 31, 2022	March 31, 2021
Unpaid Dividend	6.63	5.09

**Annual Report 2021-22**

<b>Total Other Bank Balances</b>	<b>6.63</b>	<b>5.09</b>
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Note: The company has transferred unclaimed dividend of Rs. 1.54 lakhs last year which was under process to be transferred to IEPF but due to covid and other technical issues the same could not be transferred, Hence the same has been added back to unpaid dividend in the books during the year.

**Note No 8: Other assets**

Particulars	As at	
	March 31, 2022	March 31, 2021
<b>Non-current</b>		
Advances other than capital advances		
(a) Advance against supply of goods & services	451.15	449.51
(b) Other Loans & Advances	-	5.00
(c) Misc Exps not W/Off	4.26	6.38
<b>Total non-current other assets</b>	<b>455.41</b>	<b>460.89</b>
<b>Current</b>		
(a) Advance to suppliers	29.05	-
(b) Tax deducted at source	4.25	2.32
(c) Advance-Others	9.38	69.19
<b>Total Current other assets</b>	<b>42.68</b>	<b>71.51</b>

**Note No 9: Equity Share Capital**

Particulars	As at	
	March 31, 2022	March 31, 2021
<b>Authorized</b>		
1,20,00,000 Equity Shares of Rs.10 each	1,200.00	1,200.00
<b>Issued, Subscribed and Paid-Up</b>		
72,11,500 Equity Shares of Rs.10 each	<b>721.15</b>	<b>721.15</b>

**Terms / rights attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each shareholder is eligible for one Vote per Share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion of their shareholding.

**Details of shareholding of promoters as at 31st March 2022 is as follows:**

Promoter name	No. of shares	% of total shares	% Change during the year
Mrs. Veena Nikhil Morsawala	840100	11.65	-
Mr. Nikhil Champaklal Morsawala	837965	11.62	-

**Details of shareholders holding more than 5% Equity Shares in the Company**

Promoter name	No. of shares	% of total shares	% Change during the year
Mr. Behram Mehta	1000000	13.87	-
Mr. Chandrashekhar Lad	692288	9.6	-

The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2022 and March 31, 2021 is set out below:

Particulars	As at March 31, 2022		As at March 31, 2021	
	Number of shares	Amount	Number of shares	Amount
As at the beginning of the period	7211500	721.15	7211500	721.15
As at the end of the period	<b>7211500</b>	<b>721.15</b>	<b>7,211,500.00</b>	<b>721.15</b>

**Note No 10: Trade Payables**

Particulars	As at	
	March 31, 2022	March 31, 2021
Outstanding dues of creditors other than micro enterprises and small enterprises	11.86	8.77
<b>Total trade payables</b>	<b>11.86</b>	<b>8.77</b>

Trade payables ageing schedule for the year ended as on March 31, 2022 and March 31, 2021:

**As at 31st March, 2022**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	3.09	3.00	1.56	4.21	<b>11.86</b>
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	<b>3.09</b>	<b>3.00</b>	<b>1.56</b>	<b>4.21</b>	<b>11.86</b>

**As at 31st March, 2021**

Particulars	Outstanding for following periods from due date of payment				
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**Annual Report 2021-22**

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	3.00	1.56	0.40	3.81	<b>8.77</b>
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues - Others	3.00	1.56	0.40	3.81	<b>8.77</b>

**Note No 11: Provisions**

Particulars	As at	
	March 31, 2022	March 31, 2021
<b>Short term provisions</b>		
Tax payable	128.17	128.17
<b>Total</b>	<b>128.17</b>	<b>128.17</b>

**Note No 12: Other liabilities**

Particulars	As at	
	March 31, 2022	March 31, 2021
<b>Current</b>		
Statutory dues	6.82	2.52
Other payables	45.26	41.91
<b>Total current other liabilities</b>	<b>52.08</b>	<b>44.43</b>

**Notes to financial statements for the year ended 31st March, 2022**

All the amounts are Rs. In lakhs except "No of Shares", "F.V of Equity share", &amp; "EPS"

Particulars	As At 31st March 2022	As At 31st March 2021
<b>Note-13) Revenue from operations</b>		
Energy Solution Division	136.88	142.93
<b>Total</b>	<b>136.88</b>	<b>142.93</b>

Particulars	As At 31st March 2022	As At 31st March 2021
<b>Note-14) Other Income</b>		
Other Income	3.20	1.20
Income Tax Refund	-	0.12
<b>Total</b>	<b>3.20</b>	<b>1.32</b>

Particulars	As At 31st March 2022	As At 31st March 2021
<b>Note-15) Changes in inventories of finished goods, work-in-progress and stock-in-trade</b>		
Opening Stock	25.81	29.79
Less:- Closing Stock	22.57	25.81
<b>Total changes in inventories of finished goods and work in progress</b>	<b>3.24</b>	<b>3.98</b>

Particulars	As At 31st March 2022	As At 31st March 2021
<b>Note-16) Employee benefits expense</b>		
Employee/ Manpower Expenses (including outsourcing exps)	66.18	63.71
Staff welfare expenses	6.82	3.78
<b>Total</b>	<b>73.00</b>	<b>67.49</b>

Particulars	As At 31st March 2022	As At 31st March 2021
<b>Note-17) Other expenses</b>		
Power & Fuel	2.38	2.13
Audit Fees	1.50	1.50
Legal & Professional Fees	1.77	5.53
Telephone & Internet Charges	1.87	1.82
Travelling Expense	1.32	1.35
Business Promotion	1.25	1.04
Rent	8.47	9.10
Miscellaneous Expense	16.13	17.15
Bank charges	0.11	0.14
<b>Total</b>	<b>34.80</b>	<b>39.76</b>

**Notes to financial statements for the year ended 31<sup>st</sup> March, 2022****18) Earnings per share (EPS)**

Particulars		2021-22	2020-21
Net Profit as per Statement of Profit and Loss	₹ in lakh	(44.47)	(63.85)
Weighted average number of equity shares in calculating basic EPS	Nos.	72,11,500	72,11,500
Nominal value of each share	₹	10	10
Basic and Diluted Earnings per Share	₹	(0.62)	(0.89)

**19) DIVIDEND**

Board of directors has not recommended any dividend for the financial year ended 31<sup>st</sup> March, 2022.

**20) GRATUITY PLAN**

The Company does not have a defined benefit gratuity plan for its employees.

**21)** As per information and records available with the Company, there are no reportable amounts of dues on account of principal and interest or any such payments during the year as required by Micro, Small and Medium Enterprises Development Act, 2006, in respect of Micro Enterprises and small Enterprises as defined in the Act. As a result no disclosure in this respect is made in the Financial Statements.

**22) SEGMENT INFORMATION**

The Company's business activity falls within a two reportable segments VIZ. Power conditioners & savers and Renewable Energy and energy saving appliances. Hence, additional disclosures other than those already made in the financial statements are required under IND AS "Operating Segments". Segments have been identified and reported taking into account nature of products and services, the differing risks and returns and the internal business reporting systems. The accounting policies adopted for segment reporting are in line with the accounting policy of the company with following additional policies for segment reporting. Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

Segment assets and segment liabilities represent assets and liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

₹ in lakh

Particulars	Year Ended	Previous Year ended
	31/03/2022 Audited	31/03/2021 Audited
<b>SEGMENT REVENUE</b>		
<b>Gross Income from Operations</b>		
1) Power Saving Solutions	136.88	142.93
2) Renewable Energy Solutions	-	-
3) Unallocated	3.20	1.32
<b>Total</b>	<b>140.08</b>	<b>144.25</b>
<b>Segment Result before Tax and Interest</b>		
1) Power Saving Solutions	(51.83)	(67.44)
2) Renewable Energy Solutions	-	-
3) Unallocated	3.20	1.32
<b>Total Profit before Tax</b>	<b>(48.63)</b>	<b>(66.12)</b>
<b>Segment Capital Employed</b>		
1) Power Saving Solutions	489.06	536.73
2) Renewable Energy Solutions	137.76	137.76
3) Unallocated	54.28	51.08
<b>Total Segment Capital Employed</b>	<b>681.10</b>	<b>725.57</b>

**23) CAPITAL COMMITMENT AND CONTINGENT LIABILITIES**

₹ in lakh

Particulars	As at 31st March, 2022	As at 31st March, 2021
Estimated amount of contracts remaining to be executed on capital contract and not provided for (Net of Advances)	-	-
Contingent Liabilities	-	-

**24) RELATED PARTY DISCLOSURES**

## a) Names of related parties:

Key Management Personnel	<ul style="list-style-type: none"> <li>• Mr. Bharat Mehta-Director</li> <li>• Mr. Brian Dsouza-Director</li> <li>• Mr. Sanjay Gugale- Director</li> <li>• Mrs. Veena Morsawala- Director</li> <li>• Mr. Nikhil Morsawala- CFO</li> <li>• Mr. Sandipkumar Gupta- Company Secretary &amp; Compliance Officer</li> <li>• Mr. Atul Mishra- Manager</li> </ul>
Relatives of Key Management Personnel	-
Enterprise owned or significantly influenced by key Management Personnel or their relatives	-

b) Particulars of Transactions during the year ended 31<sup>st</sup> March, 2022:

Nature of Transactions	Key Management Personnel (INR in lakhs)	Associate / Enterprise where Control exists (INR in lakhs)
Remuneration	13.85	-
Balance outstanding at the year end – Receivable	-	-
Balance outstanding at the year end – Payable	7.68 (As on 31/03/2022)	-
	9.46 (As on 31/03/2021)	

**25) FAIR VALUE**The carrying value and fair value of financial instrument by categories as at 31<sup>st</sup> March, 2022, is as follows:

## a) Fair Value of financial assets and financial liabilities:

The carrying value of financial instruments by categories as of March 31, 2022 is as follows:

INR in lakh

Particulars	Fair Value hierarchy Level	Fair value through Profit and Loss	Amortised Cost	Total Carrying Value	Total Fair Value
<b>Assets:</b>					
Cash and Cash Equivalents	Level 3	-	0.76	0.76	0.76
Other Bank Balances	Level 3	-	6.63	6.63	6.63
Trade Receivables	Level 3	-	140.91	140.91	140.91

Investment- Share Application Money Pending Allotment	Level 3	-	-	-	-
Other Financial Assets	Level 3	-	6.39	6.39	6.39
<b>Total</b>		-	<b>154.69</b>	<b>154.69</b>	<b>154.69</b>
<b>Liabilities:</b>	Level 3	-			
Trade Payables	Level 3	-	11.86	11.86	11.86
Other Financial Liabilities	Level 3	-	-	-	-
<b>Total</b>		-	<b>11.86</b>	<b>11.86</b>	<b>11.86</b>

The carrying value of financial instruments by categories as of March 31, 2021 is as follows:

INR in lakh

Particulars	Fair Value hierarchy Level	Fair value through Profit and Loss	Amortised Cost	Total Carrying Value	Total Fair Value
<b>Assets:</b>					
Cash and Cash Equivalents	Level 3	-	0.98	0.98	0.98
Other Bank Balances	Level 3	-	5.09	5.09	5.09
Trade Receivables	Level 3	-	118.03	118.03	118.03
Investment- Share Application Money Pending Allotment	Level 3	-	-	-	-
Other Financial Assets	Level 3	-	8.89	8.89	8.89
<b>Total</b>		-	<b>132.99</b>	<b>132.99</b>	<b>132.99</b>
<b>Liabilities:</b>	Level 3	-			
Trade Payables	Level 3	-	8.77	8.77	8.77
Other Financial Liabilities	Level 3	-	-	-	-
<b>Total</b>		-	<b>8.77</b>	<b>8.77</b>	<b>8.77</b>

#### b) Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level-1 Inputs are prices (unadjusted) in active markets for identical assets or liabilities.
- Level-2 Inputs are other than prices (unadjusted) in active markets for identical assets or liabilities.(i.e. as prices) or indirectly (derived from prices)
- Level-3 Inputs are not based on observable market data (unobservable inputs). Fair value is determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

**C) Valuation techniques and key inputs**

- Level-1- At present the company has no such financial assets or financial liabilities which are required to measure by this level of hierarchy.
- Level-2- At present the company has no such financial assets or financial liabilities which are required to measure by this level of hierarchy.
- Level-3- Investment in share application money, cost has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

**26) FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES**

The Company's principal financial liabilities comprise trade and other payables only. The main purpose of these financial liabilities is to finance the company's operations. The Company's principal financial assets include investments at fair value, trade and other receivables and cash and cash equivalents.

The Company is exposed to market risk and credit risk. The Company's senior management monitors these risks and is supported by professional managers who advise on financial risks and assist in preparing the appropriate financial risk governance framework. It provides assurance to the senior management that the financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and approves policies for managing each of these risks which are summarized below:

**a) Market risk**

Market risks are the risk when the fair value or future cash flows of financial instruments will fluctuate because of changes in market prices.

**b) Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or Customer Contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables). The Company only deals with parties which has sound worthiness based on the internal assessment.

**27) CAPITAL MANAGEMENT**

The Company's objective for capital management is to maximise shareholder value, safeguard business continuity and support the growth. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The Company is not subject to any externally imposed capital requirements.

**28)** Revenue from Operations includes Unbilled Revenue from April 2021 to March 2022 amounting to Rs. 54.93 Lakhs.

**29)** The company is yet to transfer unpaid dividend of an amount aggregating to Rs. 6.63 Lakhs relating to Financial Years 2010-11 and 2011-12 from unpaid dividend account to Investor Education and Protection Fund (IEPF).

**30)** The company has not filed GST returns for the turnover of Rs.30 lakhs.

**31) ADDITIONAL REGULATORY INFORMATION**

- i. The Company does not have any immovable properties.
- ii. The company does not have any intangible assets under development.
- iii. No proceedings have been initiated during the year or are pending against the company as at March 31, 2022 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- iv. The Company has not been sanctioned working capital limits in excess of ₹5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- v. The Company does not have any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.



vi. There were no charges or satisfaction which were yet to be registered with Roc beyond the statutory period.

vii. **Ratios Analysis:**

Particulars	Numerator	Denominator	2021-22	2020-21	Variance	Reason of Variance (If more than 25%)
Current ratio (in times)	Current Assets	Current Liabilities	1.11	1.23	(9.76%)	Change less than 25%.
Return on Equity (in %)	Net Profit after taxes	Average Shareholder's Equity	(6.32%)	(8.43%)	(25.03%)	Primarily due to decrease in sales
Trade Receivables turnover ratio (in times)	Net Credit Sales	Average Trade Receivables	1.06	1.39	(23.74%)	Changes less than 25%
Trade Payables turnover ratio (in times)	Net Credit Purchases	Average Trade Payables	5.82	11.27	(48.36%)	Primarily due to bad cash flows
Net Capital turnover ratio (in times)	Net Sales	Working Capital	6.38	3.44	85.47%	Primarily due to high working capital
Net Profit Ratio (in %)	Net Profit after Taxes	Net Sales	(32.49%)	(44.67%)	(27.27%)	Primarily due to decrease in sales
Return on capital employed (in %)	Earnings Before Interest and taxes	Capital Employed	(7.13%)	(9.11%)	(21.73%)	Change less than 25%.

Note: Debt-Equity, Debt Service Coverage and Return on Investment (ROI) are not applicable to the company.

viii. (A) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

(i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(ii) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(B) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall :

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

ix. Undisclosed income:

There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(x) The Company does not come under the requirements of section 135 of the Act.

### 32) PREVIOUS YEAR FIGURES

Previous year figures have been regrouped / reclassified, where necessary to confirm to the year's classification

As per our Report annexed

On behalf of the Board of Directors

**For P C N & Associates,**  
Chartered Accountants  
FRN: 016016S

**Bharat Mehta**  
Director  
DIN: 00271878

**Brian Dsouza**  
Director  
DIN: 02176486

K. Gopala Krishna  
Partner  
M No: 203605  
UDIN: 22203605AKFCTE3170  
Place: Hyderabad  
Date: 28-05-2022

**Sanjay Gugale**  
Director  
DIN: 03049713  
Place: Navi Mumbai  
Date: 28.05.2022

**Veena Morsawala**  
Director  
DIN: 01310075

**REGISTERED OFFICE**

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**CIN: L67120MH1991PLC063103**

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**EPIC ENERGY LIMITED**

An ISO 9001: 2015 Company  
A BEE Recognized ESCO Company  
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