



07th September, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Company Code No. 543375

Dear Sir/Madam;

Sub: Submission of Notice of 06th Annual General Meeting and Annual Report 2022-23

Pursuant to Regulation 30 and 34(1)(a) Regulation, 2015, we are enclosing herewith:

1. Notice of 06th Annual General Meeting of the members of the Company.
2. Annual Report 2022-23.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

for PROMAX POWER LIMITED,

VISHAL BHARADWAJ
MANAGING DIRECTOR &
COMPLIANCE OFFICER

Encl: As above.

Promax Power Limited

CIN U74999CH2017PLC041692

Turnkey T&D | EPC | Substations & Transmission Lines | Transformers | Water & Sewage Treatment Plant

Chandigarh : SCO 69 First Floor, Sector 38-C, Chandigarh 160014 Mohali: F-303, Industrial Area, Phase 8-B, Mohali -160055

(STOCK SCRIPT: 543375 (BSE) | INE0I2F01015 | ISO 14001: 2015 | OHAS 45001:2018 | info@promax.co.in | 9023168830 | www.promax.co.in | Follow us on



EPC Power | T&D | Substations | Transmission Lines | Water

Promax Power Limited

ISO 14001:2015 :: CHAHS 45001:2018

6th Annual Report
FY2022-23

CIN: L74999CH2017PLC041692

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CORPORATE INFORMATION

BOARD OF DIRECTORS:

Mr. Vishal Bhardwaj

Promoter and Managing Director

Ms. Shweta Bhardwaj

Non-Executive Director

(Designation changed from Executive to Non-Executive w.e.f 16/08/2022)

Mr. Sanjay Kumar

Independent Director

(Appointed w.e.f 27/08/2021)

Mr. Siddharth Shukla

Independent Director

(Appointed w.e.f 27/08/2021 and Resigned w.e.f 03/06/2023)

Ms. Shilpi Jain

Additional Director (Independent)

(Appointed w.e.f 03/06/2023)

EXECUTIVE MANAGEMENT:

Mrs Puneet Kaur

Company Secretary and Compliance Officer

(Appointed w.e.f 06/08/2021 and Resigned w.e.f 14/08/2023)

Mr Amar Nath Dey

Chief Financial Officer (CFO)

Investor Service Email Id

cs@promax.co.in

STATUTORY AUDITOR

M/s Raj Gupta & Co.,

Chartered Accountant, Chandigarh

SECRETARIAL AUDITOR

M/s Prachi Prajapati & Associates,

Company Secretaries, Ahmedabad

REGISTRAR AND TRANSFER AGENT (RTA)

Cameo Corporate Services Limited

Subramanian Building, #1, Club House Road,
Chennai, Tamil Nadu- 600002 India

Email: investor@cameoindia.com

Phone: 44-40020700, 28460390

BANKERS:

Karnataka Bank Limited

REGISTERED OFFICE:

First Floor, SCO 69, Sector 38C,
Chandigarh- 160036 India
Email: info@promax.co.in
Website: www.promax.co.in
CIN: L74999CH2017PLC041692

06TH ANNUAL GENERAL MEETING DETAILS:

Day: Saturday
Date: 30th September, 2023
Time: 11:00 a.m. IST
Venue: First Floor, SCO 69, Sector 38C, Chandigarh 160036 India

LISTING OF SHARE:

Stock Exchange : BSE Limited
Scrip Code : 543375
Scrip Name : PROMAX
ISIN : INE0I2F01015
CIN : L74999CH2017PLC041692

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronic holding with the Depository through their concerned Depository Participants

FROM THE DESK OF PROMOTER

LETTER TO SHAREHOLDERS



Dear Shareholders,

I trust you all are healthy, safe, and keeping well. It gives me immense pleasure to present our 06th Annual Report and highlights of our performance, progress, challenges we have faced and path towards growing sustainably this year at Promax Power Limited. This report also represents a significant turning point in our ongoing efforts to give stakeholders thorough and honest information about the Company.

Promax Power was established in 2004 and has more than 18 years of experience in Project Management & Execution. It obtained corporate registration as per Companies Act 2013, in the year 2017 and commenced its listed entity journey on Bombay Stock Exchange since 12th October, 2021.

Promax Power provides engineering, procurement, construction, project management and Commissioning services on a Turnkey basis to the Power Sector leveraging its proven project management and delivery experience of over 18 years, its construction capability, engineers and domain experts. Promax provides technical expertise in the most efficient and cost-effective way helping to ensure the highest degree of reliability and availability of your project. Having achieved certain degree of expertise after successfully executing various projects we have an extremely experienced and diverse set of professionally trained and qualified engineers having versed ability in tackling and providing solutions to our customers and capability to handle all requirements and installations even at the highest scale and magnitude.

Diverse Business Areas:

1. Power Transmission & Distribution:

Promax Power excels in providing comprehensive solutions for power transmission and distribution projects. Our extensive experience ensures efficient and reliable project delivery, contributing to the stability of power networks.

2. Substation Construction:

We specialize in substation construction, offering turnkey solutions. Our engineers and experts ensure the seamless integration of substations into the power grid, enhancing its efficiency and reliability.

3. Transmission Line Installation:

Promax Power has a proven track record in the installation of transmission lines. We leverage our expertise to ensure the successful execution of transmission projects, facilitating the efficient flow of power.

4. Civil Construction:

Our capabilities extend to civil construction, where we undertake a wide range of projects. Our skilled team ensures the highest standards of construction, meeting diverse infrastructure needs.

5. Solar Projects EPC:

Promax Power is at the forefront of renewable energy. We offer end-to-end solutions for solar projects, from design and procurement to construction and commissioning, contributing to sustainable energy generation.

6. Pre-Engineered Buildings:

Our expertise extends to pre-engineered buildings, providing efficient and cost-effective structures tailored to various industrial and commercial needs.

7. Sewerage Treatment Plants:

We are committed to environmental sustainability. Promax Power specializes in designing and constructing sewerage treatment plants that adhere to the highest environmental standards.

8. Water Treatment Plants:

Our focus on clean water solutions is evident in our water treatment plant projects. We ensure the purification and distribution of safe drinking water to communities.

A Milestone Year at Promax Power - Operational and Financial Highlights FY. 22-23

We are delighted at our journey this financial year. The tireless efforts of the team to meet our collective vision of enhancing overall quality and cost effectiveness of power delivering systems, has been well organised and fruitful for our clients. These efforts have led to a robust business performance, setting us on a high growth trajectory.

As a result of continuing efforts to overcome the effects of the challenges, the company achieved positive growth in financial performance. At Promax Standalone level, our revenue increased by 38.30% to Rs. 5497.83 Lakhs, and we continued to maintain a positive EBITDA margin of 3.36% and a good PAT margin of 0.46%. This is due to the company's primary focus on working capital management and generating positive cash flow through various projects.

New Developments

In summary, FY-2022-23 was marked by significant achievements and developments for Promax Power. With a strong foundation of experience and expertise, the company continued to grow and diversify its offerings while maintaining a commitment to excellence, innovation, and customer satisfaction. Promax Power's journey in project management and execution remains guided by a vision of contributing to the growth and development of the infrastructure sector in India.

Looking Forward

As we look forward to the future, our aspirations are high. We are dedicated to increasing our revenue, improving profitability, and actively pursuing new orders in the EPC sector. By expanding our reach and influence in infrastructure development, we aim to strengthen our position in the industry. Our vision is to continuously grow and innovate, delivering exceptional value to our clients and stakeholders, and contributing to the advancement of our industry.

Gratitude

I would like to express my gratitude towards the Board for their constant guidance. Their trust in our business propositions and policies along with their invaluable support has helped the Company scale new heights. I thank our investors, bankers, customers, channel partners and the wider community for placing their trust and confidence in us. Your unshakeable trust in us is an immutable source of power which keeps us pushing forwards despite all odds. I would like to thank you all for believing in the Promax growth story and the value system of Quality, Engineering, Safety and Spirit of Partnership. Lastly, a big thank you to each our employees for tirelessly striving to build a valuable organisation that will scale new heights in India's power delivery system story. I look forward to sharing with you more milestones in this journey in the coming years.

Warm regards,

Sd/-

Mr. Vishal Bhardwaj
Promoter and Managing Director

NOTICE OF 06TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **06th ANNUAL GENERAL MEETING (AGM)** of the members of **PROMAX POWER LIMITED** (“the Company”) will be held on Saturday, 30th day of September, 2023 at 11:00 A.M IST, at First Floor, SCO 69, Sector 38C, Chandigarh 160036 India to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt Standalone Financial Statement including Audited Balance Sheet of the Company as at 31st March, 2023 and statement of Profit and Loss and Cash Flow Statement for the year ended 31st March, 2023 together with Board of Directors’ and Auditors’ Report thereon.
2. To receive, consider and adopt the Consolidated Financial Statement including Audited Balance Sheet of the Company and statement of Profit and Loss and Cash Flow Statement for the year ended 31st March, 2023 together with the Auditors Report thereon.
3. Reappointment of Mr. Vishal Bhardwaj (DIN: 03133388) as a Director who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s Raj Gupta & Co., Chartered Accountants (FRN: 000203N) as Statutory Auditors of the company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 6th Annual General Meeting of the company until the conclusion of the 11th Annual General Meeting of the company and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS:

5. **To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:**

Regularization of Ms. Shilpi Jain (DIN: 09052552) as an Independent Director of the Company.

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Ms. Shilpi Jain (DIN: 09052552) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. June 03, 2023, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, regularized as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from June 03, 2023 till June 02, 2028.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Date: 07th September, 2023

Place: Chandigarh

**BY ORDER OF THE BOARD OF DIRECTORS OF
PROMAX POWER LIMITED**

Registered Office:

**First Floor, SCO 69, Sector 38C,
Chandigarh-160036 India**

SD/-

**VISHAL BHARDWAJ
MANAGING DIRECTOR & CHAIRMAN**

Promax Power Limited			
Turnkey T&D EPC Substations & Transmission Lines Transformers Water & Sewage Treatment Plant			
Registered : 1575 Sector 38-B, Chandigarh 160014 UT India	Chandigarh: F-303, Industrial Area, Phase 8-B, Mohali -160055	Delhi: No 303, Kamaraj Road Annex, Commercial Plaza Bangalore - 560042	Kolkata: 101, 1st floor, Tollygunge Circular Road, Kolkata -700053 West Bengal
(STOCK SCRIPT: 543375 [BSE]) INE012F01015 ISO 14001: 2015 OHSAS 45001: 2018 info@promax.co.in 9023168830 www.promax.co.in Follow us on			

IMPORTANT NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act, relating to the Special Business to be transacted at the Annual General Meeting ('AGM') under item 05 is annexed hereto. The relevant details, pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-02 on General Meetings, issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/re-appointment at the Annual General Meeting are furnished as annexure to the Notice. Requisite declarations have been received from the directors for seeking appointment/re-appointment.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IN THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
3. A person can act as a Proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (Ten) percent of the total issued share capital of the company carrying voting rights. However, a member holding more than 10 (ten) percent of the total issued share capital of the company carrying voting rights may appoint a single person as Proxy and such person shall not act as a proxy for any other person or shareholder.
4. A member would be entitled to inspect the proxies lodged at any time, except the date of AGM, during the business hours of the Company. The required statutory registers will be made available at the AGM venue for inspection by the members at the Annual General Meeting.
5. The instrument of proxy, in order to be effective, should be deposited at the registered office of the company at least 48 hours before the commencement of the Meeting, duly complete and signed. A proxy does not have the right to speak at the meeting and cast votes only on a poll. A proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution/ authority, as applicable.
6. Corporate members intending to send their authorized representative to attend the Meeting pursuant to section 113 of the Companies Act 2013 are requested to send to the company, a certified true copy of the relevant Board of Director resolution together with their respective specimen signatures authorizing their representative (s) to attend and vote on their behalf at the meeting.
7. In case of Joint holders attending the meeting, only such joint holders who are first holders/ higher in order of names will be entitled to vote.
8. The Voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., **23rd September, 2023**, only shall be entitled to avail facility of voting at the venue of meeting. A person who is not a member as on the cut-off date should treat this notice for information only.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2023 to 30th September, 2023 (both days inclusive) for the purpose of determining the names of Members eligible for voting at the AGM.
10. Shareholders may be aware that the Companies Act, 2013, permits the service of the Notice of the Annual General Meeting through electronic mode. In view of this, the company would communicate the important and relevant information, and events and send the documents including the intimations, notices, annual reports, financial statements, etc. in electronic form, to the email address of the respective member. To support the green initiative of the Government in full measure, members who have not registered their email address, so far, are requested to register their e-mail addresses in the following manner
 - For members holding shares in physical mode-please provide necessary details like Folio No, Name of shareholder by email cs@promax.co.in.

- Members holding shares in Demat mode can get their e-mail id registered by contacting their respective Depository Participant or by email to cs@promax.co.in.

The electronic copy of the Annual Report including Notice of the 06th Annual General Meeting of the company inter-alia indicating the manner of voting along with Attendance Slip, Proxy Form is being sent to all the members whose email ids are registered with the company/Depository Participant(s) for communication purposes. The Annual Report of the company will also be available on the company's website www.promax.co.in.

11. Section 20 of the Companies Act, 2013 permits service of documents on Members by a Company through electronic mode. So, in accordance with the Companies Act, 2013 read with the Rules framed thereunder, the Annual Report for the year 2022-23 is being sent through electronic mode to those members whose email addresses are registered with the Company/Depository Participant. Members are requested to note that SEBI vide Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with MCA General Circular no. 10/2022 dated December 28, 2022, compliance norms pertaining to requirement of sending physical copies of annual reports to shareholders for general meeting to be held up-to September 30, 2023 has been dispensed off. In view of the above the Company will not be printing physical copies of the Annual Report. The Annual Report and Notice of the AGM is being sent to members who have registered their email ID with the Company / Depositories. The Members who have not registered their email ID with the Company can access the Annual Report on the website of the Company www.promax.co.in, website of the Stock Exchange, BSE Limited at www.bseindia.com, and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com. Members who would like to obtain pdf copy on their email ID may write an email to cs@promax.co.in.
12. The company or its Registrar and Transfer Agents, Cameo Corporate Services Limited, cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates, such changes are to be advised only to the Depository Participants. Members holding the shares in dematerialized form are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of a Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts.
14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the Annual General Meeting.
15. The Company has appointed M/s Prachi Prajapati & Associates, Company Secretaries (Membership No A56518; CP No. 23015), to act as the Scrutinizer for conducting the voting process in a fair and transparent manner.
16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the company/ Registrar of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. A periodic statement of holding should be obtained from the concerned Depository Participant and holding should be verified.
17. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION. Members are requested to bring their attendance along with copies of their Annual Report at the meeting.
18. Member/Proxy holder shall hand over the attendance slip, duly filed in all respect, at the entrance for attending the Meeting along with a valid identity proof such as the PAN card, passport, AADHAR card or Driving License.

19. Route-map to the venue of the Meeting is provided in this Notice.
20. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the notice and the explanatory statement and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 4.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Meeting and at the venue of the Meeting for the duration of the Meeting.
21. Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM, i.e., 30th September, 2023.
22. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
23. **Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with **National Securities Depository Limited (NSDL)** for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

Commencement of e-voting: From 9.00 a.m. on September 27, 2023
End of e-voting: Up to 5.00 p.m. on September 29, 2023

E-voting shall not be allowed beyond September 29, 2023. During the E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cut-off date, may cast their vote electronically. The cut-off date for eligibility for e-voting is Saturday, September 23, 2023. Any person, who acquires shares of the company and becomes a member of the company after dispatch of the notice and holding shares as on cut-off date i.e. 23rd September, 2023, may cast vote as provided in the notice convening the Meeting, which is available on the website of the company.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, September 27, 2023 at 9:00 A.M. and ends on Friday, September 29, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., September 23, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2023.

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

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


STEP 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf

- file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii. If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholder

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csprachi.ppa@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Ms. Pallavi Mhatre) at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@promax.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@promax.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.promax.co.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company's shall simultaneously forward the results to and BSE Limited, where the shares of the Company are listed.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING (AGM), PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:

Particulars	Retire by Rotation	Regularization as Independent Director
Name of Director	Mr. Vishal Bhardwaj	Ms. Shilpi Jain
DIN	03133388	09052552
PAN	AJXPB0095L	BBWPJ8770J
Date of Birth	04/03/1980	30/08/1993
Age	43 years	30 years
Date of Appointment	21/08/2017	03/06/2023
Educational Qualification	Diploma in Electronics & Communication Engineering from the Government Polytechnic College, Kangra, Himachal Pradesh)	She is an Associate member of the Institute of Company Secretaries of India (ICSI) and obtained Masters Degree in Commerce (M. Com), Bachelors Degree in Commerce (B. Com) from Punjab University, Chandigarh and LL. B from Rajasthan University
Expertise in specific functional areas - Job profile and suitability	He is the Founder Promoter and Managing Director of the company. He has completed his diploma in Electronics and Communication Engineering in the year 1999. He started his career working as an engineer in an electrical company and soon after in the year 2006, he decided to set up his own engineering company with a vision and mission to execute projects for power sector. Having more than 15 years of rich experience in project management and execution in the sector of EPC of substation, Transmission line, Solar & Wind power projects, he has executed various projects successfully. He plays a key role in the sales and finance field. The sales and finance are the backbones of the company which plays a very important role in developing the business in any organisation. He takes care of purchase department, sales department, finance Department and overall administration of the company.	Mrs. Shilpi Jain is a Co-Founder of Finlawcity Advisor Private Limited. She has immense knowledge and over 5 years of experience in Corporate Legal, Secretarial, Corporate Restructuring, Due Diligence, Corporate Governance, Labour Law, Compliance Audit, foreign collaboration and Joint Venture, Capital Market Transaction, Reserve Bank of India and Intellectual Property Laws. She has rich experience in representing the corporate entities before High Court, NCLT, NCLAT and other judicial authorities related to the various matter. Litigations and appeals. She is proficient in drafting and vetting various policies, agreements and contracts.

Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	<ol style="list-style-type: none"> 1. Spitzer Solar Private Limited 2. Jhatpat Management Services Private Limited 3. Synerlab Private Limited 4. Promax Carbontier Private Limited 5. Invezy Ventures Private Limited 6. Scholab Global Limited 7. Symbiosis Renewal Energy Private Limited 8. Scholab International Private Limited 9. Strings Attached Private Limited 	<ol style="list-style-type: none"> 1. Riyasat Palaces Limited 2. Pharoahs Enterprises Limited 3. Oddlly Technologies Private Limited 4. Finlawcity Advisors Private Limited
Shareholding in the Company	40,77,480 shares	NIL
Inter-se Relationship with other Directors	Ms. Shweta Bhardwaj is Spouse of Mr. Vishal Bhardwaj	NIL

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

Item No. 05:

The Board of Directors of the Company at its meeting held on June 03, 2023, appointed Ms. Shilpi Jain (DIN: 09052552) as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from June 03, 2023, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Ms. Shilpi Jain as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has also received a notice in writing from a member proposing the candidature of Ms. Shilpi Jain to be appointed as Director of the Company. The Company has received a declaration from Ms. Shilpi Jain confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Ms. Shilpi Jain's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Ms. Shilpi Jain fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and she is independent of the management. Considering Ms. Shilpi Jain's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of five years with effect from June 03, 2023. Copy of letter of appointment of Ms. Shilpi Jain setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Ms. Shilpi Jain, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

Brief profile of Ms. Shilpi Jain is given at Annexure B to this Notice. Except Ms. Shilpi Jain, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 5.

**BY ORDER OF THE BOARD OF DIRECTORS OF
PROMAX POWER LIMITED**

SD/-

**VISHAL BHARDWAJ
MANAGING DIRECTOR & CHAIRMAN**

**Place: Chandigarh
Date: 07th September, 2023**

**Registered Office:
First Floor, SCO 69, Sector 38-C
Chandigarh-160036, India**

MANAGEMENT DISCUSSION AND ANALYSIS INDUSTRY OVERVIEW

BUSINESS OVERVIEW

Our Company is founded and promoted by Chandigarh based Mr. Vishal Bhardwaj and his wife Mrs. Shweta Bhardwaj in the year 2017 with a motive to take over the business of M/s. Promax Technologies (a sole proprietorship firm of Vishal Bhardwaj) as a going concern basis and to continue the similar and related business activity in the name of the company. This was done to corporatize and build a professionally managed and Board driven organization.

M/s. Promax Technologies (a sole proprietorship firm of Vishal Bhardwaj) was into undertaking of EPC projects (Engineering, Procurement and construction) of Electric substation & Transmission line, Power distribution, Hydro, Solar power stations etc. operating since 2006.

In the year 2020, Promax Power has taken over the Project management and execution business undertaking of M/s. Promax technologies as a going concern on a slump sale “as is where is” basis vide Slump Sale Agreement dated March 31, 2020 at a value of Rs. 1.82 crores.

Till the year 2019, there was no major activity in the company. Our company achieved its major turnover of Rs. 7.76 crore in FY 2019-20 and turnover of Rs. 36.87 crores in FY 2020-21 respectively. Our company is into the business of Execution of Engineering, Procurement, Construction (EPC - Power & Solar) projects for Electrification, Power Substations, Underground Cabling from 11kV to 220kV. The company also provides Turnkey execution of Civil Infrastructure projects such as Industrial buildings and Turnkey execution of water infrastructure management projects such as water transmission and distribution work.

As of March 31, 2023, our organization holds an order backlog of approximately Rs. 62 Crores, with projects in various stages of execution. Additionally, we are in the process of negotiating and discussing orders worth Rs. 25 Crores.

We provide high quality professional solutions, design and engineering services to our customers. Our highly skilled professionals and dedicated team are ever ready to deliver their efficient services. Promax provides technical expertise in the most efficient and cost-effective way, helping to ensure the highest degree of reliability and availability of the project. Having achieved certain degree of expertise after successfully executing various projects, we have an extremely experienced and diverse set of professionally trained and qualified engineers having versed ability in tackling and providing solutions to our customers and capability to handle all requirements and installations even at the highest scale and magnitude.

We are having a professional managed team to execute our projects having vast techno-commercial knowledge and experience in the field of EPC.

The core competencies of our team comprise of the following:

- Experience of execution of Transmission line and Substation up to 220KV voltage level.
- Working experience in hilly regions of North-East India, Chhattisgarh, Odisha and J&K etc.
- In-house design set-up.
- In-depth knowledge of Safety and Environment.
- Highly qualified and skilled civil team.
- Working experience in harsh climate condition including coastal areas.
- Excellent quality team members, having strong hold on ISO and other Standards.

Promax is committed to provide services and products to its clients at the highest attainable standard of safety and environment protection for its employees, contractors and other interested parties throughout all areas of its activities, in accordance with client expectations, demands and schedules, providing flexible performance and quick reactions to changes and meeting the quality requirements defined in standards and specifications.

Promax is an ISO 14001:2015 and ISO 45001:2018 certified organization engaged in the business of engineering procurement construction for electrification, civil infrastructure and water infrastructure management projects. We are committed to provide quality work to our customers that meets the project standards and specifications for materials, workmanship, tolerances, schedules and public service while maintaining profitability and competitiveness. Promax ensures continual improvement through quality processes which are directed by a strong management team.

Our Business Area

Transmission Line: Promax has over 15 years of experience as sub-contractor and Turnkey contractor in construction and laying of Transmission line including Extra High Tension & High Tension (HT)/Transmission Line & Sub Station bays varying up to 220 KV. Promax has over 200 Kms experience in Transmission Lines of 220 KV and 132 KV. We have done over 20 Line projects on EPC Turnkey basis. We have excellent relationships with leading tower parts and conductor manufacturers. We have a lot of in-house design experience of tower design for various terrains and climatic conditions. All erection and stringing tools are available with us in-house. We have excellent Project Execution teams who have expertise in getting all requisite clearances from statutory authorities like Transco, Discoms, Railways, Telecom, etc. We have experience of working in West Bengal, Maharashtra, Jharkhand and & Odisha Sate. We deploy an experienced labour force.

Power Transmission & Distribution: Our main sources of work tend to be complete electrification of high-rise buildings, industrial houses, hotels, multiplexes and the commercial complexes. We undertake electrification works of all kinds, from complete installation to new additions to circuits, from mains distribution (220 KV) to lighting installations. All works carried out by PROMAX will be provided with the necessary paperwork such as risk assessments and method statements which brings us in line with health and safety at work.

Examples of installation carried out:

- 220 KV installations
- High/Low Bay lighting
- Low voltage distribution panels
- Sub main installations
- Control panel design and build
- Factory refit installations
- Car Parking lighting
- Tray or trucking systems

Substation: Promax is engaged into execution of EPC (supply, erection testing and commissioning) of switchyards for last 15 years. We undertake all types of electrical works like indoor and outdoor lighting, laying of cables, erection of transformers and switchyards up to 220kv, erection of poles, installation of floodlights etc. which also includes design and detailed engineering for EHV sub stations and transmission lines. We have a very good organizational set up comprising of highly qualified & experienced technical executive and administrative staff for effectively executing different project activities.

Solar Projects EPC: High quality services in the EPC space, from the initial design stage to the start-up of the installation, Management and implementation. Will deploy proven, state of the art solar technology and build local solar. Expertise to deliver affordable solar power. EPC contracts are the most common form of contract used to undertake construction work by private/ government sectors on large and complex solar PV power projects. Under an EPC contract, we deliver a complete facility to a developer who needs only “turn a key” to start operating power plants and thus generate revenue.

- Basic and detailed engineering
- Technical due diligence regarding energy generation
- Topography study and the calculation of earth works
- Structures and found a then design & calculations
- Design for the install of structures
- Low voltage and medium voltage system design
- Technical advice for the selection of plant equipment

Sewerage Treatment Plant: Civil construction work in sewerage treatment projects requires high technology and skill. STP consists sludge collector, Pumping stations, Mixing chambers and Storage and distribution system, where the quality of civil work is always on priority due usages of various chemical compound.

Water Treatment Plant: Water treatment is any process that improves the quality of water to make it more acceptable for a specific end-use. The end use may be drinking, industrial water supply, irrigation, river flow maintenance, water recreation or many other uses, including being safely returned to the environment.

Our Competitive Strengths:

Organizational stability along with management expertise: Our group has an established track record of over 15 years which indicates the company's ability to weather economic and business cycles and competent promoters have over a decade of relevant experience. This indicates our ability to maintain business viability and steer the business through operational hurdles. Our promoters are the guiding force behind the operational and financial decision of our company. Our promoters are responsible for the entire business operations of the company along with an experienced team of professional who assist them. This indicates our ability to maintain business viability and steer the business through operational hurdles.

Smooth flow of operations: We have maintained good relationship with our major customers. We are successful in building a strong client base for our business. Our existing relationships help us to get repeat business from our customers. This has helped us to maintain a long-term working relationship with our customers and improve our customer retention strategy. We believe that our existing relationship with our clients represents a competitive advantage in gaining new clients and increasing our business.

1. **Well-defined organizational structure:** The company has a qualified and experienced management that has decision making powers. It is expected to benefit from the management's ability to ensure smooth flow of operations. Our Company is managed by a team of competent personnel having knowledge of core aspects of our Business. We have an experienced management team having vast experience in the industry. We believe that our senior management has pioneered our growth and fostered a culture of innovation, entrepreneurship and teamwork within our organization. We believe that a motivated and empowered employee base is key to our competitive advantage. Our personnel policies are aimed towards recruiting talented employees and facilitating their integration into our organization and encouraging the development of their skills and expertise. We believe that our experience, knowledge and human resources will enable us to drive the business in a successful and profitable manner. We are dedicated to the development of expertise and know-how of our employees and continue to invest in them through training and skills.
2. **Existing Supplier Relationship:** Our existing supplier relationship protects the business with terms of supply and pricing of the products, the quality of the products offered etc. We, being a small and medium size organization, rely on personal relationships with our suppliers. Our company enjoys existing relationship with our suppliers. Further we also leverage the past experience of our management in maintaining effective supplier relationship.
3. **Quality & ISO Certifications:** Our ISO certificates shows our good quality of services and good strength.
4. **Wide range of Products:** We provide a broad range of products to our customers which increases the scope of our customers and our ability to cater to a diversified clientele base. We make our best efforts to deliver effective Engineering Solutions related to power sector and ontime execution to our clientele.

Our Strategy:

1. **Quality Assurance:** We will continue to maintain quality of our existing services to cater to various customers in the market. We endeavor to maintain the quality of our service, and follow strict procedures to ensure timely delivery and competitive prices. The company intends to strengthen its product development effort by leveraging skills of its employees which will help to increase the sales of the Company and retain customers.

2. **Increase geographical presence:** Going forward we plan to establish our presence in the more geographical potential regions. Our emphasis is on expanding the scale of our operations as well as growing our supply chain network, which we believe will provide attractive opportunities to grow our client base and revenues.
3. **Leverage and enhance our brand name:** We believe that our brand commands a recall amongst the consumers in the areas where we operate due to its image and goodwill established over the years. We intend to leverage the brand equity that we enjoy. Also, we plan to leverage our existing brands, which have good recall with customers to introduce a wider range of services.
4. **Improving operational efficiencies:** Our Company intends to improve operating efficiencies to achieve cost reductions to have a competitive edge over the peers. We will be addressing the increase in operational output through continuous process improvements, quality check and technology development. Our employees are regularly motivated to increase efficiency with error free exercise. We believe that this can be done through continuous process improvements. Further we believe that this can be done through domestic presence and economies of scale. We believe in strong in-house management to control the entire process. It controls costs by eliminating unnecessary intermediaries for procuring materials in cost efficient manner by optimizing logistics and maximizing labour efficiency.
5. **Leveraging our Market skills and Relationships:** This is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting contracts in hand on time, maintaining our customer relationship and renewing our relationship with existing buyers.
6. **Increasing the customer reach:** we plan to segmentize the market into business as well as influencers levels thereby reach to the need of each customer profile.
7. **Innovative & Marketing Method:** Over and above the regular human reach we will be adopting innovative method through social media, groups, public meetings, meetings, seminars to address our potential customer base.

Opportunities

- Potential to provide other value added services
- Expanding new geographical area
- Opportunities in Indian Market
- Government thrust for infrastructure development will boost in rise in demand
- **Threats**
 - Increased Competition from Big Players
 - Change in Government Policies
 - Rising labour wages
 - Margins may be constrained in the future
 - There are no entry barriers in our industry which puts us to the threat of competition from new entrants

Human Resources and Industrial Relations:

Human resource is an asset to any industry. We believe that our employees are the key to the success of our business and hence we have a structured organization plan to take care of the growth and motivation aspects of our team. Our manpower is a prudent mix of experienced and young personnel which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plan.

DIRECTORS REPORT

To,
The Members,
Promax Power Limited,
Chandigarh

Your Directors are pleased to present the **06th Annual Report** on the business performance and operations of your company together with the Audited Standalone and Consolidated financial statements of the company for the Financial Year ended March 31, 2023. The consolidated performance of the company and its associates has been referred to whenever required.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/ PERFORMANCE OF THE COMPANY:

The Board's Report is prepared based on the stand alone financial statements of the company.

(Rs in Lakhs)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Revenue from operations	5457.22	3957.92	5457.22	3957.92
Other Income	40.60	17.30	40.60	17.30
Total Income	5497.83	3975.21	5497.83	3975.21
Less: Exp. for Cost of Material, Purchase of Stock in Trade, Change in Inventories, Employee benefit, and other expenses	5276.04	3806.72	5276.04	3828.68
Profit / (Loss) before Interest, Depreciation & Taxation (EBDITA)	221.79	168.49	221.79	146.53
Less: Finance Cost	162.30	128.57	162.30	106.61
Less: Depreciation	5.11	9.59	5.11	9.59
Add: Extraordinary items	-	-	-	-
Profit / (Loss) Before Prior Period and Tax (PBT)	54.38	30.33	54.38	30.33
Less Prior Period Item	-	-	-	-
Less: Provision For Taxation	-	-	-	-
Current Tax	13.69	-	13.69	-
Deferred Tax	(30.39)	10.09	(30.39)	10.09
Profit before share in net profit/(loss) of Associate	71.08	20.25	71.08	20.25
Share in Net Profit/loss in Associate	-	-	6.08	5.63
Profit (Loss) After Tax (PAT)	-	-	77.16	25.87
Profit carried to Balance Sheet	-	-	77.16	25.87

2. NATURE OF BUSINESS:

The company is engaged in the business of providing engineering, procurement, construction, project management and Commissioning services on a Turnkey basis to the Power Sector leveraging its proven project management and delivery experience of over 18 years, its construction capability, engineers and domain experts and there was no change in the business of the company during the year under review.

3. **STATE OF THE COMPANIES AFFAIRS:**

STANDALONE:

During the current period, your company has shown an increase in total revenue of Rs 5457.22 Lakhs as against Rs 3957.92 Lakhs in the previous year. The company has earned a net profit of Rs. 71.08 Lakhs as compared to Rs 20.25 Lakhs in the previous year. The company will continue to pursue expansion in the domestic market, to achieve sustained and profitable growth.

CONSOLIDATED:

During the current period, your company has shown an increase in total revenue of Rs 5457.22 Lakhs as against Rs 3957.92 Lakhs in the previous year. The company has earned a consolidated net profit of Rs. 77.16 Lakhs as compared to Rs 25.87 Lakhs in the previous year.

4. **BUSINESS OUTLOOK:**

Financial year 2022-2023 has been challenging year for your company due to Global Inflation, Supply Chain Disruptions and Increase in Metal arising due to Omicron COVID-19 variant spreads and Russian Ukraine war. However, to accelerate the T&D sector, company is dedicated to increase the revenue, improving profitability, and actively pursuing new orders in the EPC sector. By expanding our reach and influence in infrastructure development, we aim to strengthen our position in the industry. Our vision is to continuously grow and innovate, delivering exceptional value to our clients and stakeholders, and contributing to the advancement of our industry.

5. **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There have been 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 this Report.

6. **DIVIDEND**

The Company with view of reinvesting the profits into the growth and development of our core operations, we aim to enhance our competitive edge, improve our product offerings, and capitalize on emerging opportunities. Accordingly, the Directors have not recommended any Dividend on equity shares of the company for the year.

7. **SHARE CAPITAL**

During the financial year 2022-23 under review, the Shareholders on recommendation of the Board of Directors of the Company in their 05th Annual general meeting held on September 30, 2022 have approved the increase in the Authorized Share Capital of the company.

The details of the same are as below:

Old Authorised Share Capital	New Authorised Share Capital
Rs 6,00,00,000 (Rupees Six Crore) divided into 60,00,000 (Sixty Lakh) Equity Shares of Rs 10/- each	Rs 13,00,00,000 (Rupees Thirteen Crore) divided into 1,30,00,000 (One Crore Thirty Lakh) Equity Shares of Rs 10/- each

Further, the company also took approval of the members in their Annual General Meeting held on 30th September, 2022 for issuance and allotment of 20,00,000 (Twenty Lakh) Equity Shares of Rs. 10/- each as fully paid-up equity shares of the company on preferential basis to the non-promoters of the company and issuance and allotment of 45,00,000 (Forty Five Lakh) Equity Shares of Rs. 10/- each as fully paid-up equity shares of the company on preferential basis to the Promoters and Promoter Group of the company upon conversion of existing Unsecured Loan given by them to the company. Consequently, the company had issued and allotted 65,00,000

(Sixty Five Lakh) Equity Shares of Rs 10/- each as fully paid up equity shares of the company on preferential basis to the Non- Promoters, Promoters and Promoter Group.

Accordingly, with effect from 19th November, 2022, the Issued, Subscribed and Paid-up Equity Share Capital of the Company stands increase to Rs. 12,50,00,000/- divided in to 1,25,00,000 Ordinary Shares of Rs. 10/- each.

8. TRANSFER TO RESERVES

There is no requirement for transfer of the profit to the general reserves, therefore to provide an open-ended opportunity to utilize the profits towards the company's activities, during the year under review the Board have not considered it appropriate to transfer any amount to the general reserves.

9. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

There was no amount outstanding to be an unclaimed dividend to investor education and protection fund during the FY 2022-2023.

10. DEPOSIT

During the year under review, the Company has not accepted any deposit within the meaning of Section 73 and 74 of the Companies Act, 2013 read with the companies (Acceptance of Deposits) Rules, 2014 and as such no amount on account of principal and interest was outstanding as on the date of the balance sheet. As such no amount of deposit is unpaid or unclaimed at the end of the year. Hence there is no non-compliance with any of the provisions of chapter V of the Companies Act, 2013.

11. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and analysis Report as Required under Regulation 34 and Schedule V of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report, and provides the companies' current working and future outlook.

12. CORPORATE GOVERNANCE

As per regulation 15(2) of the Listing Regulation, the compliance with the Corporate Governance Provisions shall not apply in respect of the following class of the Companies:

- a) Listed entity having paid up equity share capital not exceeding Rs.10 Crore and Net Worth not exceeding Rs. 25 Crore, as on the last day of the previous financial year;
- b) Listed entity which has listed its specified securities on the SME Exchange.

Since, during the period under the review (i.e., FY 2022-23), our company falls in the ambit of aforesaid exemption (b); hence compliance with the provisions of Corporate Governance shall not apply to the Company and it does not form the part of the Annual Report for the financial year 2022-2023.

13. NON APPLICABILITY OF THE INDIAN ACCOUNTING STANDARD (IND-AS) FOR YEAR 22-23

As per Provision to regulation Rule 4(1) of the companies (Indian Accounting Standards) Rules, 2015 notified vide Notification No. G.S.R 111 (E) on 16th Feb,2015, companies whose shares are listed on SME exchange as referred to in Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, are exempted from the compulsory requirements of adoption of IND-AS w.e.f 1st April, 2017. Accordingly, our company, during the year 2022-23 under the review, is listed on SME Platform of BSE Limited is covered under the exempted category and is not required to comply with IND-AS for preparation of financial statements beginning with period on or after 1st April, 2017.

14. EXTRACT OF THE ANNUAL RETURN

The Annual Return of the Company will be placed on the website of the company pursuant to the provisions of Section 92(3) read with Rule 12 of the Companies (Management and Administration) Rules 2014, the web link of the same is www.promax.co.in.

15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Loans, Investment, guarantees and securities in respect of which provisions of Section 185 and 186 of the Companies Act, 2013 are applicable have been compiled by the company.

16. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, the Directors conform that:

- (a) In the preparation of the annual accounts for the year ended 31st March, 2023 the applicable accounting standards have been followed along with explanation relating to material departures;
- (b) Appropriate accounting policies have been selected and applied consistently and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2023 and of the profit of the company for the year ended that date;
- (c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The annual accounts have been prepared on a “going concern” basis;
- (e) Proper internal financial controls are laid down and are adequate and operating effectively.
- (f) Proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems are adequate and operating effectively.

17. DIRECTORS & KEY MANAGERIAL PERSONNEL

Your Company's Board is duly constituted which is in compliance with the requirements of the Act, the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 [hereinafter referred to as “Listing Regulations”] Regulations, 2015 and provisions of the Articles of Association of the Company. As on the date of this Report, the Board of Directors comprises of four (4) directors which include two (2) Executive Director and two (2) Independent Directors. The overall composition of Board of Directors includes one woman director. As on the date of this report, the Board of the company constitutes of the following Directors:

Sr. No.	Name of Directors/KMPs	Designation
1	Vishal Bhardwaj	Managing Director and Chairman
2	Shweta Bhardwaj	Non-Executive Director
3	Sanjay Kumar	Non-Executive Independent Director
4	Shilpi Jain	Non-Executive Independent Director

The Board received a declaration from all the directors under Section 164 and other applicable provisions, if any, of the Companies Act, 2013 that none of the directors of the company is disqualified under the provisions of the Companies Act, 2013 (“Act”) or under the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

Change in Directorship:

In accordance with provisions of Section 149, 150, 152, 160 read with Schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions (including any modification or re-enactment thereof), if any, of the companies Act, 2013 following change in the directorship has been undertaken:

The Designation of Ms. Shweta Bhardwaj was changed from Executive Director to Non-executive director in the board meeting held on August 16, 2022.

Ms. Shilpi Jain (DIN: 09052552) was appointed as Additional Director (Non-Executive and Independent) in the board meeting held on June 03, 2023

Re-appointment

In accordance with the provisions of section 152 of the Companies Act 2013 and the Articles of Association of the Company, Mr. Vishal Bhardwaj (DIN: 03133388) Managing Director who retires by rotation at the ensuing Annual General Meeting and is eligible, offers himself for his re-appointment. The board recommends his re-appointment for the consideration of the Members of the company at the ensuing Annual General Meeting. A brief resume and other details of the above director seeking re-appointment are provided in the Notice of Annual General meeting.

Resignation

Mr. Pawan Kumar Jain (DIN: 09134541) Non Executive Director of the company have resigned from the office with effect from August 16, 2022 on personal grounds. The Director have confirmed that the resignation is purely personal in nature and that there is no other material reason other than those provided. The Board placed on record the valuable guidance and support received from him during his tenure.

Mr. Siddharth Shukla (DIN: 09295562) Non Executive Independent Director of the company have resigned from the office with effect from June 03, 2023 on personal grounds. The Director have confirmed that the resignation is purely personal in nature and that there is no other material reason other than those provided. The Board placed on record the valuable guidance and support received from him during his tenure.

Key Managerial Personnel

Ms Puneet Kaur, Company Secretary of the Company have resigned from the office with effect from 14th August, 2023 on the personal grounds. The Board placed on record the valuable guidance and support received from her during her tenure.

18. NUMBER OF BOARD MEETINGS

During the Year under the review the Board of Directors met 16 (Sixteen) times, Details of the Meetings are as under.

Board Meetings held during the Year

Date on which the Board Meetings were held	Total Strength of the Board	No of directors present
23/05/2022	5	5
07/08/2022	5	5
16/08/2022	4	4

24/08/2022	4	4
07/09/2022	4	4
19/10/2022	4	4
20/10/2022	4	4
01/11/2022	4	4
06/11/2022	4	4
14/11/2022	4	4
15/11/2022	4	4
16/11/2022	4	4
18/11/2022	4	4
19/11/2022	4	4
11/02/2023	4	4
14/03/2023	4	4

In respect of said meetings proper notices were given and proceedings were properly recorded and signed in the Minute Book maintained for the purpose.

Attendance of Directors at Board Meetings and Annual General Meeting

Name of Director	Category of Directors	Attendance	
		Board	Last AGM
Mr. Vishal Bhardwaj	Managing Director	16	Yes
Ms. Shweta Bhardwaj*	Executive Director	16	Yes
Mr. Pawan Kumar Jain**	Non-Executive Director	2	No
Mr. Sanjay Kumar	Independent Director	16	Yes
Mr. Siddharth Shukla	Independent Director	16	Yes

* Ms. Shweta Bhardwaj appointed as non-executive director w.e.f 16th August, 2022

** Mr. Pawan Kumar Jain resigned from the post of director w.e.f 16th August, 2022

Statement of Declaration given by Independent Directors

The Company has received necessary declaration of independence from all Independent Directors of the Company, under Section 149(7) of the Act, that he/she meets the criteria of Independent Directors envisaged in Section 149(6) of the Act and rules made thereunder and SEBI (LODR) Regulations, 2015 and is not disqualified from continuing as Independent Directors.

The Independent Directors have also confirmed that they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs. Further Company has also received statements from all the Independent Directors that they have complied with Code of Conduct for Independent Directors prescribed in Schedule IV of the act and also statement on compliance of code of conduct for Directors and Senior Management Personnel formulated by Company.

Separate Meeting of Independent Directors of the Company

The Independent Directors met on 30th March 2023, without the attendance of Non-independent Directors and members of the Management. The Independent Directors reviewed the performance of non-independent directors and the Board as a whole; the performance of the Chairperson of the company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity, and timeliness of the flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform the duties.

19. COMMITTEES OF BOARD OF DIRECTORS

As on 31st March, 2023, the Board has 3 (Three) committees as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 read with rules, made thereunder, with proper composition of its members which are focused on financial reporting, audit & internal controls, compliance issues, appointment and remuneration of Directors and Senior Management Employees and the risk management framework. The Board periodically evaluates the performance of all the Committees as a whole. All observations, recommendations and decisions of the Committees are placed before the Board for consideration and approval.

The Board has the following committees as under:

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

I. Audit Committee

Constitution & Composition of Audit Committee:

The Board of Directors of your company has duly constituted Audit Committee in terms of the provisions of Section 177 of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 18 of the SEBI (LODR), Regulations, 2015. The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Regulation 18 of SEBI (LODR), Regulations, 2015 and Section 177 of the Act and such other functions as may be specifically delegated to the Committee by the Board from time to time. The Board has accepted all recommendations made by the Audit Committee during the year.

During the financial year ended 31st March, 2023, Audit Committee meetings were held on the following dates:

(1) 28th May, 2022 (2) 10th August, 2022 (3) 14th November, 2022 and (4) 20th February, 2023

Attendance of Committee members during 2022-23 is as follows:

Name	Designation	Category	No. of Meetings held during the Period	
			Held	Attended
Sanjay Kumar	Chairman	Non-Executive-Independent Director	4	4
Siddharth Shukla	Member	Non-Executive-Independent Director	4	4
Vishal Bhardwaj	Member	Managing Director	4	4

II. Nomination and Remuneration Committee:

Constitution & Composition of Remuneration Committee:

The Nomination and Remuneration Committee is constituted in accordance with Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 as amended from time to time. The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Regulation 19 of SEBI (LODR) Regulations, 2015 and Section 178 of the Act, besides other terms as may be referred by the Board of Directors. The Board has accepted all recommendations made by the Nomination and Remuneration Committee during the year.

During the financial year ended 31st March, 2023, Nomination and Remuneration Committee meetings were held on the following dates:

(1) 17th May, 2022 (2) 16th November, 2022 (3) 23rd February, 2023

Attendance of Committee members during 2022-23 is as follows:

Name	Designation	Category	No. of Meetings held during the Period	
			Held	Attended
Sanjay Kumar	Chairman	Non-Executive-Independent Director	3	3
Siddharth Shukla	Member	Non-Executive-Independent Director	3	3
Pawan Kumar Jain*	Member	Non-Executive- Director	3	1
Ms. Shweta Bhardwaj	Member	Non-Executive- Director	3	2

* Mr. Pawan Kumar Jain resigned on 16th August, 2022 and Ms. Shweta Bhardwaj become member after his resignation.

The Policy of nomination and Remuneration committee has been placed on the website of the company at www.promax.co.in and the salient features of the same has been disclosed under “Annexure – B”

III. Stakeholder’s Relationship Committee:

Constitution & Composition of Stakeholders Relationship Committee:

The Stakeholders Relationship Committee was constituted is in compliance with the requirements of Section 178 of the Companies Act, 2013. Company Secretary is the Compliance Officer, who acts as the Secretary to the Committee. The Committee, inter-alia, reviews issue of duplicate certificates and oversees and reviews all matters connected with the Company’s transfers of securities. It looks into redressal of shareholders’/investors’ complaints related to transfer of shares, non-receipt of annual report, non-receipt of declared dividends and such other functions as may be specifically delegated to the Committee by the Board from time to time. There being no investor grievances complaint pending, the committee reviewed the existing procedures for attending to complaints as and when they arise.

During the financial year ended 31st March, 2023, Stakeholders’ Relationship Committee meetings was held on 30th March, 2023. The attendance of each Member at the Stakeholders’ Relationship Committee Meetings held during the financial year 2022-23 is as follows

Attendance of Committee members during 2022-23 is as follows:

Name	Designation	Category	No. of Meetings held during the Period	
			Held	Attended
Sanjay Kumar	Chairman	Non-Executive-Independent Director	1	1
Siddharth Shukla	Member	Non-Executive-Independent Director	1	1
Shweta Bhardwaj	Member	Non-Executive Director	1	1

20. EVALUATION OF BOARD, ITS COMMITTEE, AND INDIVIDUAL DIRECTORS

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provision of the Act and SEBI Listing Regulations.

The Performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings etc.

The above criteria are broadly based on the Guideline Note on Board Evaluation issued by the Securities and Exchange Board of India on 5th January, 2017.

In a separate meeting of independent directors, the performance of non-independent directors, the Board as a whole, and the chairman of the company were evaluated, taking into account the views of executive directors and non-executive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution, and inputs in meetings etc.

The Performance evaluation criteria for independent directors is determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out include participation and contribution by a director, commitment, effective development of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.

21. FAMILIARIZATION PROGRAMME FOR DIRECTORS

The Independent Directors have been updated with their roles, rights and responsibilities in the Company by specifying them in their appointment letter along with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices. The Company endeavors, through presentations at regular intervals, to familiarize the Independent Directors with the strategy, operations and functioning of the Company and also with changes in the regulatory environment having a significant impact on the operations of the Company and the industry as a whole. The Independent Directors also meet with senior management team of the Company in informal gatherings. Visits to plant and factory's locations are organized for the Directors to enable them to understand the business better. During the year 2022-23, the Company has conducted 1 programs for familiarizing the Directors for a total duration of 1.5 hours. Details of orientation given to the Directors in the areas of strategy/ industry trends, operations & governance, and safety, health and environment initiatives are available on the website of the Company at www.promax.co.in.

22. DETAILS OF THE COMPLAINT RECEIVED/ SOLVED/ PENDING DURING THE YEAR:

Sr. No.	Nature of Complaint	Complaints received	Complaints Solved	Complaints pending
1	Non receipt of shares certificate after transfer etc.	-	-	-
2	Non receipt of dividend warrants	00	00	NIL
3	Query regarding demat credit	00	00	NIL
4	Others	00	00	NIL
	Total	00	00	NIL

23. PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES

All Related Party Transactions that were entered into during the financial year 2022-23 were in the ordinary course of business and on arm's length basis. The Company has not entered into any contract/arrangement/transaction with related parties which could be considered material in nature as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto and as per Company's policy on Related Party Transactions. All Related Party Transactions are placed before the Audit Committee and Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive in nature. Your directors draw attention of the members to note no. 24 to the standalone financial statement which sets out related party disclosures.

In Pursuant to the amendment made by SEBI in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the new materiality policy has been adopted by the Board on Material Related Party Transactions which is available on the website of the Company at www.promax.co.in/policies.php

However, there are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

24. VIGIL MECHANISM/WHISTLE BLOWER POLICY

In line with the best corporate governance practices, Company has put in place a system through which the Directors and employees may report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal. The employees and Directors may report to the Compliance Officer and have direct access to the Chairman of the Audit Committee. The Whistle Blower Policy is also available on the website of the Company at www.promax.co.in

25. RISK MANAGEMENT

During the financial year under review, the company has identified and evaluated elements of business risk. Consequently, a Business Risk Management framework is in place. The Risk management framework defines the risk management approach of the company and includes periodic review of such risks and also documentation, mitigation controls, and reporting mechanism of such risks. The framework has different risk models which help in identifying risks trend, exposure, and potential impact analysis at a company level as also separately for business. The Policy is available for at the Website of the Company at www.promax.co.in/policies.php.

26. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

In terms of rule (9) of the Companies (Accounts) Rules, 2014 The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

The company believes in corporate excellence and social welfare. This corporate philosophy is the force behind integrating Corporate Social Responsibility (CSR) into corporate values, culture, operation and business decisions at all levels of the organization. Being a responsible corporate citizen, The Company has a value system of giving back to society and improving the life of the people and the surrounding environment. The company voluntarily undertakes CSR activities details of which are available on the website of the company <http://www.promax.co.in/csr.php>

27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY:

- I. the steps taken or impact on conservation of energy :NA
- II. the steps taken by the company for utilizing alternate sources of energy :NA
- III. the capital investment on energy conservation equipment :NA

B. TECHNOLOGY ABSORPTION:

- I. the efforts made towards technology absorption :NA
- II. The benefits derived like product improvement, cost reduction, product development or import substitution: NA
- III. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
 - a) The details of technology imported: NA
 - b) The year of import: NA
 - c) Whether the technology been fully absorbed: NA
 - d) If not fully absorbed, areas where absorption has not taken place, and the reasons there of: NA
 - e) The expenditure incurred on Research and Development: NA

C. THERE WAS NO FOREIGN EXCHANGE INFLOW OR OUTFLOW DURING THE YEAR UNDER REVIEW EXCEPT MENTIONED IN THE AUDIT REPORT.

28. SIGNIFICANT AND MATERIAL ORDER PASSED BY REGULATORS OR COURTS OR TRIBUNALS

There are no significant and material orders passed by the Regulators/ Courts that would impact the going concern status of the Company and its future operations.

29. AUDITORS AND THEIR REPORT

- STATUTORY AUDITORS

M/s Raj Gupta & Co., Chartered Accountants (FRN: 000203N) has been appointed as Statutory Auditors of the company at the Board Meeting dated 29th April, 2023 to fill up the casual vacancy in the office of the statutory auditor for the financial year 2022-2023. They are appointed by the board of directors to hold office till the conclusion of the ensuing Annual General Meeting and shall be further appointed by the members in the 06th Annual General Meeting as per the agenda stated in the notice of the AGM.

The Statutory Auditors of the Company have submitted Auditors' Report on the financial statements of the Company for the financial year ended 31st March, 2023 along with financial of the Company forms integral part of this Report and is presented in a separate section forming part of the Annual Report. The reports do not contain any reservation, qualification or adverse remark. Information referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

- COST AUDITORS

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit is not applicable to the Company.

- SECRETARIAL AUDITORS

In terms of Section 204 of the Act and Rules made there under M/s Prachi Prajapati & Associates, Company Secretaries, (COP: 23015) have been appointed as Secretarial Auditor of the Company to conduct the Secretarial Audit of the Company for the financial year 2022-23. The report of the Secretarial Auditor is enclosed to this report as "**Annexure – C**". With the reference to the remarks and observations of Secretarial Auditor, the following explanations have been submitted by Board of Directors.

Management Reply: The secretarial auditor has placed observations of non-filing of two ROC forms which were missed by the company inadvertently, our company will take necessary steps to comply with the applicable provisions. The company is in process of complying with the applicable Foreign Exchange Management Act, compliances of FY 2020-2021, However, there were no new transactions related to these in the FY 2022-2023, the period under review. The company will take necessary steps to furnish the stock exchange disclosures in future within stipulated time limits as per SEBI regulations.

- **INTERNAL AUDITORS**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, M/s S Lal Bansal & Co. Chartered Accountants, (Firm Registration No. 002664N), Chartered Accountant was appointed as an Internal Auditor of the company for the Financial year 2022-23. The Internal Auditor has placed the Internal Audit Report for every quarter and the same was discussed with the Board.

30. INTERNAL FINANCIAL CONTROL SYSTEM:

The Company has an adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The Internal auditor of the company checks and verifies the internal control and monitors then in accordance with policy adopted by the company. The company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

31. COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS:

The Company has ensured compliance with the mandated Secretarial Standard I & II issued by the Institute of Company Secretaries of India with respect to board meetings and general meetings respectively and approved by the Central Government under section 118(10) of the Companies Act, 2013.

32. INFORMATION ABOUT SUBSIDIARY / JOINT VENTURES/ ASSOCIATE COMPANIES:

As on 31st March, 2023 the company has no subsidiaries. The Company has the following Associate Company at the end of this financial year.

1. Scholab Global Limited

Statement in Form AOC-1 Pursuant to the first proviso to Section 129 of the Act read with rule 5 of the Companies (Accounts) Rules, 2014 shall be applicable in view of the above explanation, a statement containing the salient features of the financial statement of associate in the prescribed form AOC-1 is provided as “**Annexure – A**” to this Directors’ Report.

33. CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The Code has been uploaded on the Company’s web link www.promax.co.in

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

34. DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has adopted a policy against sexual harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. The Company has constituted Internal Complaints Committee (ICC) for redressal of complaints on sexual harassment. During the year under review, there were no complaints pertaining to sexual harassment.

35. CAUTIONARY STATEMENT

Statement in the Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectations, may constitute "forward looking statements" within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

36. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, employees and various Government Authorities for their continued support extended to your company's activities during the year under review. Your Directors also acknowledge gratefully the shareholders for their relentless support and confidence reposed on the company.

**BY ORDER OF THE BOARD OF DIRECTORS OF
PROMAX POWER LIMITED**

SD/-

VISHAL BHARDWAJ

MANAGING DIRECTOR & CHAIRMAN

Place: Chandigarh

Date: 07th September, 2023

Registered Office:

First Floor, SCO 69, Sector 38-C

Chandigarh-160036, India

FORM AOC-1

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

(Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or Joint ventures

Part A Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

1. SR. No.: NA
2. Name of the subsidiary: NA
3. The date since when subsidiary was acquired: NA
4. Reporting period for the subsidiary concerned, if different from the holding company's reporting period.: NA
5. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.: NA
6. Share capital: NA
7. Reserves and surplus: NA
8. Total assets: NA
9. Total Liabilities: NA
10. Investments: NA
11. Turnover: NA
12. Profit before taxation: NA
13. Provision for taxation: NA
14. Profit after taxation: NA
15. Proposed Dividend: NA
16. Extent of shareholding(in percentage): NA

Notes: The following information shall be furnished at the end of the statement: NA

1. Names of subsidiaries which are yet to commence operations: NA
2. Names of subsidiaries which have been liquidated or sold during the year: NA

Part B Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates or Joint Ventures	Scholab Global Limited
1. Latest audited Balance Sheet date	31-03-2022
2. Date on which the Associate or Joint Venture was associated or acquired	07-02-2020
3. Shares of Associate or Joint Ventures held by the company	
Number	4,997
Amount of Investment in Associates or Joint Venture	49,970
Extent of Holding (in percentage)	49.97%
4. Description of how there is significant influence	There is Significant influence due to percentage (%) of share capital
5. Reason why the associate/Joint ventures not consolidated.	---
6. Profit or Loss for the year	
i. Considered in Consolidation	3.51 Lakhs
ii. Not Considered in Consolidation	---

- Names of associates or joint ventures which are yet to commence operations.
- Names of associates or joint ventures which have been liquidated or sold during the year.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

POLICY OF NOMINATION AND REMUNERATION COMMITTEE OF THE COMPANY

Policy for identification of persons for appointment and removal as Director and Senior Managerial Personnel

This Nomination, Remuneration and Evaluation Policy (the “Policy”) applies to the Board of Directors (the “Board”), Key Managerial Personnel (the “KMP”) and the Senior Management Personnel of Promax Power Limited (the “Company”).

“Key Managerial Personnel (KMP) means—

- (A) Chairman & Managing Director, Chief Executive Officer or manager or Whole Time Director or Executive Director;
- (B) Company Secretary,
- (C) Chief Financial Officer; and
- (D) Such other Officer as may be prescribed.

The term “Senior Management Personnel” means to include all members other than the Directors and KMPs of the Company, who are the functional heads of the respective departments/divisions/branches of the Company.

This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement/ Regulation 19 of SEBI (LODR) Regulations, 2015.

1. Purpose

The primary objective of the Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, Key Managerial Personnel and officials comprising the senior management. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management.

2. Accountabilities

2.1 The Board is ultimately responsible for the appointment of Directors and Key Managerial Personnel.

2.2 The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, Key Managerial Personnel and the Senior Management of the Company to the Nomination and Remuneration Committee which makes recommendations & nominations to the Board.

3. Nomination and Remuneration Committee

The Nomination and Remuneration Committee is responsible for:

- 3.1 reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company’s corporate strategy, with the objective to diversify the Board;
- 3.2 identifying individuals suitably qualified to be appointed as the KMPs or in the senior management of the Company;
- 3.3 recommending to the Board on the selection of individuals nominated for directorship;
- 3.4 making recommendations to the Board on the remuneration payable to the Directors/ KMPs/Senior Officials so appointed/reappointed;
- 3.5 assessing the independence of independent directors;
- 3.6 such other key issues/matters as may be referred by the Board or as may be necessary in view of the Listing Agreement and provision of the Companies Act 2013 and Rules there under.

- 3.7 to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- 3.8 ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- 3.9 to devise a policy on Board diversity;
- 3.10 to develop a succession plan for the Board and to regularly review the plan;

The Nomination and Remuneration Committee comprises of the following:

- a) The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRMAN

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

COMMITTEE MEMBERS' INTERESTS:

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

VOTING:

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

4. Appointment of Directors/KMPs/Senior Officials

4.1 Enhancing the competencies of the Board and attracting as well as retaining talented employees for role of KMP/a level below KMP are the basis for the Nomination and Remuneration Committee to select a candidate for appointment to the Board. When recommending a candidate for appointment, the Nomination and Remuneration Committee has regard to:

- assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits from diversifying the Board;
- the extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing directors and enhance the efficiencies of the Company;

- the skills and experience that the appointee brings to the role of KMP/Senior Official and how an appointee will enhance the skill sets and experience of the Board as a whole;
- the nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;

4.2 Personal specifications:

- Degree holder in relevant disciplines;
- Experience of management in a diverse organization;
- Excellent interpersonal, communication and representational skills;
- Demonstrable leadership skills;
- Commitment to high standards of ethics, personal integrity and probity;
- Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;
- Having continuous professional development to refresh knowledge and skills.

5. Letters of Appointment

Each Director/KMP/Senior Officials is required to sign the letter of appointment with the Company containing the terms of appointment and the role assigned in the Company.

6. Remuneration of Directors, Key Managerial Personnel and Senior Management

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, Key Management Personnel and other senior officials.

The Directors, Key Management Personnel and other senior official's salary shall be based "& determined on the individual person's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any.

The Nominations & Remuneration Committee determines individual remuneration packages for Directors, KMPs and Senior Officials of the Company taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines. The Committee consults with the Chairman of the Board as it deems appropriate. Remuneration of the Chairman is recommended by the Committee to the Board of the Company.

(i) Remuneration:

a) Base Compensation (fixed salaries)

Must be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities, usually reviewed on an annual basis; (includes salary, allowances and other statutory/non-statutory benefits which are normal part of remuneration package in line with market practices).

b) Variable salary:

The RNC may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfillment of specified improvement targets or the attainment of certain financial or other objectives set by the Board. The amount payable is determined by the Committee, based on performance against pre-determined financial and non-financial metrics.

(ii) Statutory Requirements:

Section 197(5) provides for remuneration by way of a fee to a director for attending meetings of the Board of Directors and Committee meetings or for any other purpose as may be decided by the Board.

Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors, including managing director and whole time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in Section 198 in the manner as prescribed under the Act.

The Company with the approval of the Shareholders and Central Government may authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V.

The Company may with the approval of the shareholders authorise the payment of remuneration up to five percent of the net profits of the Company to its anyone Managing Director/Whole Time Director/Manager/Executive Director and ten percent in case of more than one such official.

The Company may pay remuneration to its directors, other than Managing Director and Whole Time Director up to one percent of the net profits of the Company, if there is a managing director or whole time director or manager or Executive Director and three percent of the net profits in any other case.

The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.

6.1 The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the members. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other directors.

6.2 The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.

6.3 The remuneration payable to the Key Managerial Personnel and the Senior Management shall be as may be decided by the Board having regard to their experience, leadership abilities, initiative taking abilities and knowledge base.

7. Evaluation/ Assessment of Directors/ KMPs/Senior Officials of the Company –

The evaluation/assessment of the Directors, KMPs and the senior officials of the Company is to be conducted on an annual basis and to satisfy the requirements of the Listing Agreement.

The following criteria may assist in determining how effective the performances of the Directors/KMPs/Senior officials have been:

- Leadership & stewardship abilities
- contributing to clearly define corporate objectives & plans
- Communication of expectations & concerns clearly with subordinates
- obtain adequate, relevant & timely information from external sources.
- review & approval achievement of strategic and operational plans, objectives, budgets
- regular monitoring of corporate results against projections
- identify, monitor & mitigate significant corporate risks
- assess policies, structures & procedures
- direct, monitor & evaluate KMPs, senior officials
- review management's succession plan
- effective meetings
- assuring appropriate board size, composition, independence, structure
- clearly defining roles & monitoring activities of committees
- review of corporation's ethical conduct

Evaluation on the aforesaid parameters will be conducted by the Independent Directors for each of the Executive/Non-Independent Directors in a separate meeting of the Independent Directors.

The Executive Director/Non-Independent Directors along with the Independent Directors will evaluate/assess each of the Independent Directors on the aforesaid parameters. Only the Independent Director being evaluated will not participate in the said evaluation discussion.

SECRETARIAL AUDIT REPORT**FORM NO. MR-3****FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023***[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,
The Members,
PROMAX POWER LIMITED
[CIN: L74999CH2017PLC041692]

I am appointed by the Board of Directors of M/S PROMAX POWER LIMITED (hereinafter called “the Company”) to conduct Secretarial Audit for the financial year ended 31st March, 2023.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. PROMAX POWER LIMITED. 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.

Management's Responsibility for Secretarial Compliances

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations. My responsibility is to express an opinion on the Secretarial records, Standards and procedures followed by the Company with respect to Secretarial Compliances.

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 authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place commensurate with the operations of the Company and 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 PROMAX POWER LIMITED (“the Company”) for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) **The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):**
 - a) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;

- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992/2015;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999: Not Applicable to the company during the reporting period.
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: Not Applicable to the company during the reporting period.
- g) 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: Not Applicable to the company during the reporting period.
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: Not Applicable to the company during the reporting period.
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: Not Applicable to the company during the reporting period.
- j) Direct and Indirect Tax laws including The Income Tax Act, 1961 and the rules made there under, Goods and Service Tax etc.

(vi) Other applicable laws to the Company during the reporting period:

- a) Employees' Provident Fund and Miscellaneous Provisions Act, 1952
- b) Payment of Bonus Act, 1965
- c) The Payment of Gratuity Act, 1972
- d) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective from 01st July, 2015;

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

The Companies Act, 2013 (the Act) and the rules made thereunder

1. *Vide Board Resolution dated 23rd May, 2022, the Company has appointed Suresh Kumar Pillay, Practicing Company Secretary as the Secretarial Auditor of the company for the FY 2021-2022, for which E-form MGT-14 has not been filed.*
2. *E-Form DIR-12 in respect of the change in designation of Ms. Shweta Bhardwaj from Executive Director to Non-Executive Director as approved vide Board Resolution dated 16th August, 2022 has not been filed by the Company.*

Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder

3. *The Company has not complied with the requirement to file Annual Return on Foreign Liabilities and Assets (FLA return) on or before 15th July, 2023 for FY 2022-23 i.e. reporting period.*
4. *The observation made in the Secretarial Audit Report for the previous financial year 2021-22 regarding filing of FC-GPR and FLA return has continued.*

SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015:

5. *The disclosure of standalone and consolidated financial results for period ending on 30th September, 2022 and 31st March, 2023 are duly filed under sub-regulation (3) of regulation 33. However, the said disclosure is not furnished within time limit specified under second proviso to sub-regulation (6) of regulation 30.*
6. *The Statutory Auditor of the Company, M/s. Harjeet Parvesh & Co., Chartered Accountants (FRN: 017437N) has resigned vide letter dated 29th March, 2023 due to their diversification in practice and pre-occupation in other assignments. The applicable disclosure under regulation 30 was furnished to the Stock Exchange on 21st April, 2023 beyond the prescribed time limit.*
7. *The Company has not filed the half-yearly statement indicating material deviations and category wise variation under Regulation 32 (8) for the half-year ended September, 2022 in respect of utilization of funds raised from Initial Public Offer.*
8. *The Company has duly furnished the voting results for Extra-Ordinary General Meetings dated 06th November, 2022 and 08th March, 2023 under Regulation 44. However, the said disclosure is not furnished within time limit specified under the regulation.*

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992/2015

9. *It has been observed that during the reporting year, the promoters have acquired the Equity Shares through preferential issue and/or conversion of loan into equity. However, disclosure under Regulation 7(2) (b) is not furnished by the Company.*

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors during the reporting period (2022-23) were made in compliance with all the applicable provisions under the Companies Act, 2013 and other applicable laws, rules and regulations. Details of change in composition of board of director during the reporting period:

Sr. No.	Name of Director/ KMP	Designation	Date of Appointment / Change in Designation	Date of Cessation
1	Mr. Pawan Kumar Jain	Non-Executive Director	06/04/2021	16/08/2022
2	Ms. Shweta Bhardwaj	Executive Director	Original Appointment: 21/08/2017	-
		Non-Executive Director	Change in Designation: 16/08/2022	

Adequate notice was given to all directors to schedule the Board Meetings and agenda items were sent at least seven days in advance (or at a shorter notice wherever required), 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.

All decisions at Board Meetings and Committee Meetings are carried through majority while the dissenting directors / members' views are captured and recorded as per Company policy.

Following specific events took place during the reporting period:

- The Designation of Ms. Shweta Bhardwaj was changed from Executive Director to Non-executive director in the Board Meeting held on 16th August, 2022.
- Mr. Pawan Kumar Jain (DIN: 09134541) Non-executive Director of the company have resigned from the office with effect from 16th August, 2022 on personal grounds.
- The Company has increase authorised capital from Rs 6,00,00,000 (Rupees Six Crore) divided into 60,00,000 (Sixty Lakh) Equity Shares of Rs 10/- each to Rs 13,00,00,000 (Rupees Thirteen Crore) divided into 1,30,00,000 (One Crore Thirty Lakh) Equity Shares of Rs 10/- each vide member's resolution in its Annual General Meeting dated 30th September, 2022.
- The Board of Directors, in its meeting dated 07th September, 2022, had proposed raising of funds by issuance and allotment of 20,00,000 (Twenty Lakh) Equity Shares of Rs. 10/- each on preferential basis to the non-promoters of the company and issuance of 45,00,000 (Forty Five Lakh) Equity Shares of Rs. 10/- each as by conversion of Unsecured Loan given by them to the company, which received member's approval in the Annual General Meeting dated 30th September, 2022.

The Company raised INR 18,93,00,000/- (Rupees Eighteen Crore Ninety Three Lakh only) through allotment said 65,00,000 (Sixty-five Lakh) Equity Shares through its allotment in multiple tranches as stated below:

Tranche No.	Date of Allotment	Number of Shares	Issue Price	Total Consideration
1	19-10-2022	8,00,000.00	24.00	1,92,00,000.00
2	20-10-2022	20,00,000.00	24.00	4,80,00,000.00
3	01-11-2022	7,00,000.00	24.00	1,68,00,000.00
4	06-11-2022	5,00,000.00	35.10	1,75,50,000.00
5	15-11-2022	11,00,000.00	35.10	3,86,10,000.00
6	16-11-2022	1,00,000.00	35.10	35,10,000.00
7	18-11-2022	9,00,000.00	35.10	3,15,90,000.00
8	19-11-2022	4,00,000.00	35.10	1,40,40,000.00
	Total	65,00,000.00		18,93,00,000.00

**As on the date of this report, trading approval of 25,00,000 shares out of 65,00,000 shares issued in previous quarter is pending and in process.*

- The Registered Office of the Company has been shifted to First Floor, SCO 69, Sector 38C, Sector 36, Chandigarh – 160036 with effect from 14th March, 2023.
- The Statutory Auditor of the Company, M/s. Harjeet Parvesh & Co., Chartered Accountants (FRN: 017437N) has resigned vide letter dated 29th March, 2023 due to their diversification in practice and pre-occupation in other assignments. The casual vacancy was filled by the Board by Appointment of M/s Raj Gupta & Co., Chartered Accountants (FRN: 000203N) vide Board Meeting dated 29th April, 2023.

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. The Company has accordingly appointed the internal auditors to take care of internal systems and processes.

Disclaimers:

- a. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.*
- b. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.*
- c. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company, related party transactions figures and AS-18 disclosures of the Company provided to us or verified compliances of laws other than those mentioned above.*
- d. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.*
- e. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.*
- f. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.*

**For Prachi Prajapati & Associates,
Company Secretaries,**

Sd/-

**CS Prachi A. Prajapati
Proprietor
Mem. No. A56518
CP. No. 23015
PRN: 2644/2022
UDIN: A056518E000956516**

**Date: 06th September, 2023
Place: Ahmedabad**

Raj Gupta & Co.

CHARTERED ACCOUNTANTS

E-mail:- jindal.gaurav123@gmail.com



1839, Sector 22-B,
Chandigarh-160022
Mob. 88724-67613

INDEPENDENT AUDITOR's REPORT

To

The Members

M/s PROMAX POWER LIMITED

Opinion

We have audited the accompanying standalone financial statements of "Promax Power Limited", which comprise the balance sheet as at 31st March 2023, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the 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, 2023, and profit/loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (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 there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



In preparing the standalone 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.

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

Auditor's Responsibility for the audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

Report on Other Legal and Regulatory Requirements

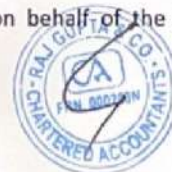
1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure-A**, a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account except inventory records as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.



- (f) 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, remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (g) With respect to the adequacy of the internal financial controls with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
- (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, in our opinion and to the best of our information and according to the explanations given to us:
- i. As informed by the Company doesn't have any pending litigations on its financial position in standalone financial statements
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. A) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("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 have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and



C) Based on such audit procedures performed 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 (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

Date: 29.05.2023
Place: Chandigarh

For Raj Gupta & Co.
Chartered Accountants
FRN: 000203N



CA Gaurav Jindal
(Partner)
M.No 553645

UDIN: 235536458GVUWQ6540

Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2023:

(i)(a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(i)(a)(B) The Company has not capitalized any intangible assets in the books of the Company and accordingly, the requirement to report on clause 3(i)(a)(B) of the Order is not applicable to the Company.

(i)(b) All Property, Plant and Equipment were physically verified by the management in the Preceding previous year in accordance with a planned program of verifying them once in three years which is reasonable having regard to the size of the Company and the nature of its assets.

(i)(c) The title deeds of all the immovable properties are held in the name of the Company.

(i)(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2023.

(i)(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii)(a) The management has conducted physical verification and valuation of inventories during the year through outside expert and report for the same is available in records on company, we are relying the report of expert.

(ii)(b) The Company has not been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.

(iii)(a) During the year the Company has provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties.
To other than subsidiaries, joint ventures and associates: -

Nature	Aggregate amount during the year	Balance outstanding 31.03.2023
Invezy Ventures Pvt Ltd	9,700,000	500,000
Synerlab Pvt Ltd	18,856,052	3771452
Promax Carbontiers Pvt Ltd	1,397,000	-



(iii)(b) During the year the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.

(iii)(c) In respect of loans and advances in the nature of loan, the schedule of repayment of principal and payment of interest has not been stipulated and the repayments or receipts are regular.

(iii)(d) The amount is not overdue, on the above loan and advances hence, this clause is not applicable

(iii)(e) The company has granted loan and advances on the nature of loans either repayable on demand or without specifying any terms or period of repayment, detail of said loans and advance is as follow: -

Nature	Aggregate amount during the year	% of total loan granted	Balance outstanding 31.03.2023
Invezy Ventures Pvt Ltd	9,700,000	32.38%	500,000
Synerlab Pvt Ltd	18,856,052	62.95%	3,771,452
Promax Carbontiers Pvt Ltd	1,397,000	4.67%	-

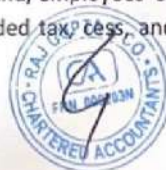
(iv) Loans, investments, guarantees and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/services of the Company. Hence the cost audit is not applicable to company.

(vii)(a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(vii)(b) There are no dues of goods and services tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess, and other statutory dues which have not been deposited on account of any dispute.



(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix)(a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(ix)(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(ix)(c) Term loans were applied for the purpose for which the loans were obtained.

(ix)(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(ix)(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(ix)(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

(x)(a) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised any moneys by way of initial public offer during the current financial year.

(x)(b) The Company has made private placement of shares of RS. 65,000,000 (Face value) during the year under audit.

(xi)(a) No fraud/ material fraud by the Company or no fraud / material fraud on the Company has been noticed or reported during the year.

(xi)(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(xi)(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii)(a) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) of the Order is not applicable to the Company.



(xii)(b) The Company is not a Nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(b) of the Order is not applicable to the Company

(xii)(c) The Company is not a Nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(c) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the **notes 24** to the financial statements, as required by the applicable accounting standards.

(xiv)(a) The Company has an internal audit system commensurate with the size and nature of its business.

(xiv)(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi)(a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(xvi)(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

(xvi)(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(xvi)(d) There are no other Companies part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

(xviii) There is resignation of the statutory auditor during the year, as the company due the personal reasons of auditor firm to conduct audit to comply to listing requirements of SEBI.

(xix) According to the information and explanation given to us and based on our examination of records on the company and financial ratios aging and expected date of realization of financial assets and payment of financial, liabilities other information accompanying the financial statements, the auditor knowledge of the board of director and management plans, we were in the opinion on that no material uncertainty as on the date of audit report.



(xx)(a) The provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(a) of the Order is not applicable to the Company.

(xx)(b) The provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(b) of the Order is not applicable to the Company.

(xxi) There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Company.

Date: 29.05.2023
Place: Chandigarh

For Raj Gupta & Co.
Chartered Accountants
FRN: 000203N



CA Gaurav Jindal
(Partner)
M.No 553645

UDIN: - 2355364586VUWQ6540

Annexure B" to the Independent Auditor's Report of even date on the Financial Statements of M/s PROMAX POWER LIMITED

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 **PROMAX POWER LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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



Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, 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 with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements 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, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Date: 29.05.2023
Place: Chandigarh

For Raj Gupta & Co.
Chartered Accountants
FRN: 000203N


CA Gaurav Jindal
(Partner)
M.No 553645

UDIN: - 2355364506VUW06540

PROMAX POWER LIMITED
Standalone Balance sheet as at 31 March 2023

Rupees in Lakhs

Particulars	Notes	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
Equity and liabilities			
Shareholders' funds			
Share capital	3	1,250.00	600.00
Reserves and surplus	4	1,080.31	69.23
		<u>2,330.31</u>	<u>669.23</u>
Non-current liabilities			
Long-term Liability	5	74.74	119.28
Deferred Tax Liability	8	3.83	34.22
		<u>78.58</u>	<u>153.51</u>
Current liabilities			
Trade payables	6		
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises		529.75	910.35
Other current liabilities	6	197.57	240.11
Short-term Liabilities	5	931.84	858.54
		<u>1,659.17</u>	<u>2,009.01</u>
TOTAL		<u><u>4,068.06</u></u>	<u><u>2,831.75</u></u>
Assets			
Non-current assets			
Property, Plant & Equipment	7	45.16	231.95
Intangible assets	7.1	0.61	0.91
Other non-current assets	10	0.50	0.50
		<u>46.27</u>	<u>233.37</u>
Current assets			
Inventories	11	1,265.52	1,021.31
Trade receivables	12	1,178.11	1,055.61
Cash and bank balances	13	333.91	368.21
Loans and advances	9	1,244.25	153.25
		<u>4,021.78</u>	<u>2,598.38</u>
TOTAL		<u><u>4,068.06</u></u>	<u><u>2,831.75</u></u>
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Raj Gupta & Co.
 ICAI Firm's Registration No. 000203N
 Chartered Accountants

CA Gaurav Jindal
 Partner
 Membership No : 553645
 Place: Chandigarh
 Date: 29th May 2023
 Udin: 23553645BGVUWQ6540



**For and on behalf of the Board of
 Promax Power Limited**

Vishal Bhardwaj
 Managing Director
 DIN: 03133388
 Place: Chandigarh
 Date: 29th May 2023

Shweta Bhardwaj
 Director
 DIN: 03521776

Puneet Kaur
 Puneet Kaur
 Company Secretary

Amarnath Dey
 Chief Financial Officer

PROMAX POWER LIMITED
Standalone Statement of profit and loss for the year ended 31 March, 2023
Rupees in Lakhs

Particulars	Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
		Rs.	Rs.
Income			
Revenue from operations	14	5,457.22	3,957.92
Other income	15	40.60	17.30
Total revenue (I)		5,497.83	3,975.21
Expenses			
Purchases of traded goods	16	5,099.92	3,536.65
(Increase)/Decrease in inventories of traded goods & work in progress	16	(244.21)	(332.23)
Employee benefit expenses	17	180.14	270.94
Depreciation and amortization expense	18	5.11	9.59
Finance costs	19	162.30	128.57
Other expenses	20	240.19	331.36
Total expenses (II)		5,443.45	3,944.88
Profit/(loss) before tax			
Tax expenses		54.38	30.34
Current tax			
Pertaining to profit/(loss) for the current year		13.69	-
Adjustment of tax relating to earlier periods		-	-
Deferred tax	8	(30.39)	10.09
Total tax expense		(16.70)	10.09
Net Profit/ (loss) for the year		71.08	20.25
Earnings per share [nominal value of share Rs. 10 31 March 2023: Rs. 10]	21	0.80	2.69
Basic			

Summary of significant accounting policies

2.1

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Raj Gupta & Co.

 ICAI Firm's Registration No. 000203N
Chartered Accountants

 CA Gaurav Jindal
Partner
Membership No : 553645
Place: Chandigarh
Date: 29th May 2023
Udin: 23553645BGVUWQ6540

 For and on behalf of the Board of
Promax Power Limited

 Vishal Bhardwaj
Managing Director
DIN: 06133388
Place: Chandigarh
Date: 29th May 2023

 Shweta Bhardwaj
Director
DIN: 03521776

Puneet Kaur

 Puneet Kaur
Company Secretary

 Anur Nath Dey
Chief Financial Officer

PROMAX POWER LIMITED
Cash Flow Statement for the year ended 31 March, 2023
Rupees in Lakhs

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Rs.	Rs.
A. Cash flow from operating activities		
Profit before tax from continuing operations :	54.38	30.33
Non-cash adjustment to reconcile profit before tax to net cash flows		-
Depreciation/ amortisation	5.11	9.59
Interest income	(18.81)	-
(Gain)/loss on sale of fixed assets	(20.99)	-
Interest expense	145.90	106.61
Operating profit before working capital changes	165.59	146.53
Movements in working capital :		
(Increase) in loans and advances and other current assets	(1,091.00)	(831.16)
Decrease in trade payables, other current liabilities and provisions	(423.14)	229.46
(Increase)/ decrease in inventory	(244.21)	-
(Increase) in trade receivables	(122.50)	-
Cash generated from operations	(1,715.25)	(455.16)
Direct taxes paid (net of refunds)	(13.69)	-
Net cash flow (used in) from operating activities (A)	(1,728.94)	(455.16)
B. Cash flows from investing activities		
Purchase of property, plant and equipment/ intangibles	(7.72)	(0.46)
Proceed from sale of fixed assets	210.70	10.29
Interest received	18.81	-
Net cash flow from investing activities (B)	221.79	9.83
C. Cash flows from financing activities		
Proceeds from Long Term Borrowings	(44.54)	(91.15)
Proceeds from Short Term Borrowings	73.30	550.04
Proceeds from Equity Share Capital	1,590.00	160.00
Interest paid	(145.90)	(106.61)
Net cash flow from financing activities (C)	1,472.85	512.28
Net Increase in cash and cash equivalents (A + B + C)	(34.30)	66.95
Cash and cash equivalents at the beginning of the year	368.21	301.26
Cash and cash equivalents at the end of the year	333.91	368.21
Components of cash and cash equivalents	March 31, 2023	March 31, 2022
Cash on hand	3.25	3.36
With banks -on current account	0.31	0.31
Margin money deposit	330.35	364.54
Total Cash and cash equivalents (note 13)	333.91	368.21

NOTE:

Notes on Cash Flow Statement for the year ended 31st March 2023

1. The Cash Flow Statement is prepared under the "Indirect Method" as set out in the Accounting Standard-3 on Cash Flow Statement prescribed by the Institute of Chartered Accountants of India
2. In Part A of the Cash Flow Statement, figures in brackets indicate deduction made from Net Profit for deriving Cash Flow operating activities. In part B & C figures in brackets indicates Cash Outflow.
3. Figures of the previous year have been regrouped where ever necessary, to conform to current year's presentation.

Summary of significant accounting policies

2.1

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Raj Gupta & Co.
ICAI Firm's Registration No. 000203N
Chartered Accountants

For and on behalf of the Board of
Promax Power Limited

CA Gaurav Jindal
Partner
Membership No : 553645
Place: Chandigarh
Date: 29th May 2023
Udin: 23553645BGVUWQ6540



Vishal Bhardwaj
Managing Director
DIN: 03133388
Place: Chandigarh
Date: 29th May 2023

Shweta Bhardwaj
Director
DIN: 03521776

Puneet Kaur
Puneet Kaur
Company Secretary

Amar Nath Dey
Amar Nath Dey
Chief Financial Officer

1 Corporate Information

Promax Power Limited ('the Company') is a limited company domiciled in India and incorporated under the provisions of the Companies Act, 2013. The company involved in executing turnkey power, substation, Transmission line, Hydro, distribution, electrification, Civil Construction, Pre-engineering Building, high Rise Building, Sewerage and water treatment projects and other related activities.

2 Basis of Preparation

- 1 The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rule, 2006 (as amended) specified under section 133 of the Act, read with the Companies (Accounts) Rules 2014. The financial statements have been prepared on accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

2.1 Summary of significant accounting policies

(a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(b) Property, Plant & Equipment

- 1 Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. 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 are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.



Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

Subsequent expenditure related to an item of property, plant & equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing property, plant & equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Property, plant and equipment held for sale is valued at lower of their carrying amount and net realizable value. Any write-down is recognized in the statement of profit and loss.

(c) Depreciation on property, plant & equipment

Depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at, based on the useful lives estimated by the management. The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset.

(d) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

Intangible assets namely software is amortized on a straight line basis over the estimated useful economic life of 36 months.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

(e) Impairment of tangible and intangible assets

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 asset's recoverable amount is the higher of an asset's 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.



The company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss.

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

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss.

(f) Leases

Where the Company is lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

(g) Inventories

Traded goods are valued at lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. For the purpose of such valuation purchases are netted off with the compensation adjustment received during the year. Cost is determined on a weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(h) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sales of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer. The company collects Goods and Service Tax (GST) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue. Provision is made for returns and price adjustments subsequent to year end in respect of sales affected during the year.

Income from services

Revenues from maintenance contracts are recognized pro-rata over the period of the contract as and when services are rendered. The company collects Goods and

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Subvention income

Subvention income is recognised as per the terms of limited risk distribution agreement when there is no significant uncertainty of its realisation.

(i) Foreign currency transactions

(i) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.



(ii) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of

(iii) Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially

(j) Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service.

Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit (PUC) method made at the end of each financial year. The Company has taken group gratuity policy with Life Insurance Corporation (LIC) to cover the gratuity liability of the employees and premium paid to LIC is charged to statement of profit and loss. The difference between actuarial gains and losses for the above defined benefit plan and the fair value of plan asset is recognized in full in the period in which they occur in the statement of profit and loss and any excess amount in plan assets over obligation is recognized as loans and advances recoverable.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

The company recognizes termination benefit as a liability and an expense 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. If the termination benefits fall due more than 12 months after the balance sheet date, they are measured at present value of future cash flows using the discount rate determined by reference to market yields at the balance sheet date on government bonds.

(k) Income taxes

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. 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 recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.



The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

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

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

(l) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

(m) 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.

Where the company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

(n) Segment reporting

Primary segment:

The company's operating businesses are organized and managed separately according to the nature of services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

Geographical segment:

The Company primarily operates in India only. Accordingly, no separate segmental information has been provided herein.

(o) 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.

(p) Cash and Cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.



3 Share capital

Authorised shares

13,000,000 (March 31, 2022 : 60,00,000) equity shares of 10/- each

As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
1,300.00	600.00
1,300.00	600.00

Issued, subscribed and fully paid up shares

12,500,000 (March 31, 2022 : 60,00,000) equity shares of 10/- each

1,250.00	600.00
1,250.00	600.00

a. Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year

Equity shares

At the beginning of the year

Issued during the year

Outstanding at the end of the year

31 March 2023 No. of shares	31 March 2023 Rs.	31 March 2022 No. of shares	31 March 2022 Rs.
60.00	600.00	60.00	600.00
65.00	650.00	-	-
125.00	1,250.00	60.00	600.00

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 holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

Vishal Bhardwaj

Shweta Bhardwaj

Jahatpat Management Services Pvt Ltd

Invery Ventures Pvt Ltd

Synerlab Pvt Ltd

Ranjeet Mechatronics Ltd

31 March 2023 No. of shares	31 March 2023 % holding	31 March 2022 No. of shares	31 March 2022 % holding
40.77	32.62%	34.77	57.96%
13.22	10.58%	9.22	15.38%
8.00	6.40%	-	-
7.00	6.00%	-	-
10.00	8.00%	-	-
10.00	8.00%	-	-

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

4 Reserves and surplus

Surplus in the statement of profit and loss

Balance as per the last financial statements

Profit/ (loss) for the year

Security Premium

Total reserves and surplus

31 March 2023 Rs.	31 March 2022 Rs.
69.23	48.98
71.08	20.25
940.00	-
1,080.31	69.23



5 Liabilities

	Long-term		Short-term	
	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
Loan & Advances Unsecured				
Aditya Birla Capital	-	20.87	20.87	23.14
Bajaj Finance	-	1.91	1.91	24.32
Clit capital services	1.69	20.40	18.73	19.73
Federak Bank	0.07	14.49	14.49	14.64
ICICI Bank	22.31	-	16.25	13.09
Indusind Bank	2.07	14.63	12.62	13.73
Poonawalla Fincorp	10.63	18.80	8.18	11.30
MAS Financial Services	11.47	-	8.10	-
Money Wise financial services	10.70	-	8.17	-
RBL Bank	-	14.36	14.37	15.43
HDFC Bank Ltd	1.20	-	13.26	-
Tata Capital	14.60	13.82	11.42	14.32
UGRO Inditrade oo Lending	-	-	9.04	-
	74.74	119.28	157.40	149.69
Other Loan & Advances				
Unsecured loan From Directors & Relatives	-	-	2.11	-
Erikash Nehat Tech Solutions	-	-	29.92	-
Other Borrowings	-	-	304.04	376.20
	-	-	336.08	376.20
Working Capital loan from bank				
Karnataka Bank *	-	-	438.36	332.65
	-	-	438.36	332.65
	74.74	119.28	931.84	858.54

*The loan is secured by hypothecation of inventory and trade receivables of the company. Further, the loan has been guaranteed by the personal guarantee of the company managing director of the company.

6 Other current liabilities

	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
Trade payables		
- total outstanding dues of micro enterprises and small enterprises (refer note 6.1 for details of aging)	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises (refer note 6.1 for details of aging)	529.75	910.35
	529.75	910.35
Other liabilities		
Advance from customers	162.63	201.55
Others		
Audit Fees payable	-	-
TDS payable	0.30	0.30
TCS payable	12.96	2.98
PF payable	2.83	1.30
Remuneration to Director payable	0.26	0.26
GST payable	2.39	15.51
Provision for current tax	-	1.36
Salary payable	13.69	-
	2.53	16.86
	297.57	240.11



PROMAX POWER LIMITED**Notes to financial statements for the year ended 31 March 2023****6.1 Trade Payables ageing schedule for the period ended 31st March 2023**

Particulars	Outstanding for following periods from due date of payment						Total
	No Due	<6 Months	<6 months - 1 year	1-2 years	2-3 years	>3 Years	
(i) Undisputed Trade payables — considered good	418.51	52.98	31.79	26.49	-	-	529.75
(ii) Undisputed Trade payables — considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade payables considered good	-	-	-	-	-	-	-
(iii) Disputed Trade payables considered doubtful	-	-	-	-	-	-	-
Total	418.51	52.98	31.79	26.49	-	-	529.75

6.2 Trade payables ageing schedule for the period ended 31st March 2022

Particulars	Outstanding for following periods from due date of payment						Total
	No Due	<6 Months	< 1 year	1-2 years	2-3 years	>3 Years	
(i) Undisputed Trade payables — considered good	-	-	846.54	63.81	-	-	910.35
(ii) Undisputed Trade payables — considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade payables considered good	-	-	-	-	-	-	-
(iii) Disputed Trade payables considered doubtful	-	-	-	-	-	-	-
Total	-	-	846.54	63.81	-	-	910.35



PROMAX POWER LIMITED

Notes to financial statements for the year ended 31 March 2023

7 Property, Plant & Equipment

(Amount in Lakhs.)

	Plant and machinery*	Computer equipments	Solar Power Plant	Car	Furniture & fixtures	Air Condition	Total
Cost							
At April 1, 2021	28.17	12.34	209.20	8.60	1.58	0.95	260.83
Additions/Purchase	-	0.46	-	-	-	-	0.46
Disposals	-	-	12.86	-	-	-	12.86
At 31 March 2022	28.17	12.80	196.33	8.60	1.58	0.95	248.43
Additions	5.76	1.20	-	-	0.45	0.31	7.72
Disposal	-	-	196.33	-	-	-	196.33
At 31 March 2023	33.93	14.00	-	8.60	2.03	1.25	59.82
Depreciation							
At April 1, 2021	0.84	3.70	4.29	0.82	0.05	0.06	9.77
Charge for the year	1.41	2.19	4.91	0.57	0.16	0.05	9.29
Disposals	-	-	2.58	-	-	-	2.58
At 31 March 2022	2.25	5.89	6.63	1.39	0.21	0.11	16.48
Charge for the year	1.70	2.33	-	0.57	0.20	0.06	4.81
Disposal	-	-	6.63	-	-	-	6.63
At 31 March 2023	3.95	8.23	-	1.97	0.41	0.17	14.66
Net Block							
At 31 March 2022	25.92	6.91	189.71	7.21	1.37	0.84	231.95
At 31 March 2023	30.00	6.00	-	7.00	2.00	1.00	45.16

* Solar Power plant Gross Block of Rs. 19,633,384 and accumulated depreciation of Rs. 662,636, Sold during the year at profit of Rs. 2,099,053.



PROMAX POWER LIMITED**Notes to financial statements for the year ended 31 March 2023****7.1 Intangible assets**

(Amount in Lakhs.)

	Goodwill	Total
Gross block		
At 1 April 2021	1.50	1.50
Additions	-	-
Adjustments/Disposals	-	-
At 31 March 2022	1.50	1.50
Additions	-	-
Adjustments/Disposals	-	-
At 31 March 2023	1.50	1.50
Amortization		
At 1 April 2021	0.29	0.29
Charge for the year	0.30	0.30
Adjustments/Disposals	-	-
At 31 March 2022	0.59	0.59
Charge for the year	0.30	0.30
Adjustments/Disposals	-	-
At 31 March 2023	0.89	0.89
Net Block		
At 31 March 2022	0.91	0.91
At 31 March 2023	0.61	0.61

*The above goodwill is on account of acquisition by the company its proprietorship concern promax technologies through slump sale



PROMAX POWER LIMITED

Notes to financial statements for the year ended 31 March 2023

8 Deferred tax assets/ liability (net)

	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
Deferred tax liability		
On Account of Depreciation on Fixed Assets	3.83	34.22
Gross deferred tax liability	3.83	34.22

Note: Pursuant to The Taxation Laws (Amendment) Ordinance, 2019, the Company has elected for the new tax regime with lower rates of tax with effect from 1 April 2019.

9 Loans & advances

	Non-Current		Current	
	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
Loans and advances to related parties				
Unsecured, considered good	-	-	42.71	-
(A)	-	-	42.71	-
Other loans and advances (unsecured, considered good)				
Balance With Supplier	-	-	88.45	2.07
Advances to employees	-	-	4.93	2.74
Advance to Supplier	-	-	946.34	70.34
Prepaid expenses	-	-	0.52	-
Retention Money	-	-	125.32	44.19
Balances with statutory/government authorities	-	-	25.68	8.61
Income Tax Refund	-	-	-	6.72
Tax Receivable	-	-	8.09	15.88
Security Deposits	-	-	2.20	2.70
(B)	-	-	1,201.53	155.25
Total(A+B+C+D)	-	-	1,244.25	155.25



PROMAX POWER LIMITED
Notes to financial statements for the year ended 31 March 2023
10 Other Assets

	Non Current		Current	
	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
Investment				
Scholab Global Limited	0.50	0.50	-	-
	0	0	-	-

11 Inventories (valued at lower of cost or net realizable value)

	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
Finished/ Traded goods	752.53	1,021.31
Work-in-progress	512.99	-
	1,265.52	1,021.31

* Inventory is hypothecated to Bank for working capital facility

* Inventories are valued as per method described in significant accounting policies.

12 Trade receivables

	Current	
	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	1,178.11	1,055.61
Doubtful	-	-
	1,178.11	1,055.61
Provision for doubtful receivables	-	-
Total	1,178.11	1,055.61

* Trade Receivable is hypothecated to Bank for working capital facility

13 Cash and bank balances

	Non Current		Current	
	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
Cash and cash equivalents				
Balances with banks:				
On current account	-	-	0.31	0.31
Cash on hand	-	-	3.25	3.36
	-	-	3.56	3.67
Other bank balances				
Fixed deposit*	-	-	330.35	364.54
	-	-	330.35	364.54
Amount disclosed under non-current assets (refer note 10)	-	-	-	-
	-	-	333.91	368.21

* The fixed deposits held amount to Rs 33,034,978 as of the current reporting period (31 March 2022: Rs 36,454,078). These fixed deposits consist of independent deposits, as well as margin money allocated for Bank Guarantees and Letter of Credit purposes.



PROMAX POWER LIMITED**Notes to financial statements for the year ended 31 March 2023****12.1 Trade Receivables ageing schedule for the period ended 31st March 2023**

Particulars	Outstanding for following periods from due date of payment						Total
	No Due	<6 Months	<6 months - 1 year	1-2 years	2-3 years	>3 Years	
(i) Undisputed Trade receivables — considered good	977.83	106.03	70.69	23.56	-	-	1,178.11
(ii) Undisputed Trade Receivables — considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-
Total	977.83	106.03	70.69	23.56	-	-	1,178.11

12.2 Trade Receivables ageing schedule for the period ended 31st March 2022

Particulars	Outstanding for following periods from due date of payment						Total
	No Due	<6 Months	<6 months - 1 year	1-2 years	2-3 years	>3 Years	
(i) Undisputed Trade receivables — considered good	-	816.97	84.73	153.91	-	-	1,055.61
(ii) Undisputed Trade Receivables — considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-
Total	-	816.97	84.73	153.91	-	-	1,055.61



PROMAX POWER LIMITED
Notes to financial statements for the year ended 31 March 2023
14 Revenue from operations
Revenue from operations

Sale of products
Traded goods
Less: Sales return
Net Sales

For the year ended 31 March 2023 Rs.	For the year ended 31 March 2022 Rs.
5,462.04	3,957.92
4.82	-
<u>5,457.22</u>	<u>3,957.92</u>

15 Other income

-Interest on Bank FDR
-Other Income
-Profit on sale of property, plant and equipment (net)

For the year ended 31 March 2023 Rs.	For the year ended 31 March 2022 Rs.
18.81	17.30
0.80	-
20.99	-
<u>40.60</u>	<u>17.30</u>

16 (Increase)/Decrease in Inventories
Inventories at the end of the year

Finished/ Traded Stock
Work-in-progress

For the year ended 31 March 2023 Rs.	For the year ended 31 March 2022 Rs.
752.53	1,021.31
512.99	-
<u>1,265.52</u>	<u>1,021.31</u>

Inventories at the Beginning of the year

Finished/ Traded Stock

1,021.31	689.08
<u>1,021.31</u>	<u>689.08</u>
<u>(244.21)</u>	<u>(332.23)</u>

Details of purchase of traded goods
Purchases

For the year ended 31 March 2023 Rs.	For the year ended 31 March 2022 Rs.
5,099.92	3,536.65
<u>5,099.92</u>	<u>3,536.65</u>

17 Employee benefit expenses

Salaries and bonus
Contribution to provident and other funds
Remuneration to Directors
Staff welfare expenses

For the year ended 31 March 2023 Rs.	For the year ended 31 March 2022 Rs.
138.74	234.08
0.66	1.46
35.95	30.00
4.79	5.41
<u>180.14</u>	<u>270.94</u>

18 Depreciation and amortization expense

Depreciation of property, plant and equipment
Amortisation

For the year ended 31 March 2023 Rs.	For the year ended 31 March 2022 Rs.
4.81	9.29
0.30	0.30
<u>5.11</u>	<u>9.59</u>

19 Finance costs

Interest on Loans
Bank charges

For the year ended 31 March 2023 Rs.	For the year ended 31 March 2022 Rs.
145.90	106.61
16.40	21.95
<u>162.30</u>	<u>128.57</u>



PROMAX POWER LIMITED
Notes to financial statements for the year ended 31 March 2023
20 Other expenses

	For the year ended 31 March 2023 Rs.	For the year ended 31 March 2022 Rs.
Rent		
Rates and taxes	15.44	11.36
Repairs and maintenance	0.11	0.07
Telephone Expenses	0.72	1.14
Printing and stationery	0.12	0.39
Office Expenses	0.72	0.69
IPO related Expenses	5.18	9.18
Interest On TDS	3.03	14.28
Legal & professional fees	0.08	3.41
Donation	6.68	6.45
Insurance expenses	-	0.54
Other Expenses	0.32	0.20
Total A	15.67	15.47
	48.06	63.18
Payment to auditors		
Audit fee		
Tax audit fee	0.30	0.30
Total B	0.30	-
	0.60	0.30
Construction Expenses		
Fuel & Electricity		
ROW FTGR	24.40	37.20
Consumables	22.27	50.46
Total C	124.26	144.79
	170.93	232.45
Selling & Advertisement Expenses		
Discount Given		
Transport Charges	2.13	1.40
Sales & Promotion Expenses	9.30	17.13
Travelling Expenses	0.21	7.17
Total D	8.96	9.73
	20.60	35.43
Sub Total (A+B+C+D)	240.19	331.36

21 Earnings per share

Net profit/(loss) as per statement of profit and loss
Weighted average outstanding number of shares
Earning per share (basic and diluted)

	For the year ended 31 March 2023 Rs.	For the year ended 31 March 2022 Rs.
Net profit/(loss) as per statement of profit and loss	71.08	20.25
Weighted average outstanding number of shares	88.71	7.54
Earning per share (basic and diluted)	0.80	2.69



PROMAX POWER LIMITED**Notes to financial statements for the year ended 31 March 2023****22 Segment disclosure**

The company does not have any reportable segments. All operations are integrated under a single business model.

23 Contingent liabilities (to the extent not provided for)

S.No	Particulars	March 31, 2023 (Rs. In Lakhs)	March 31, 2022 (Rs. In Lakhs)
1	LC Given against	276.85	227.00
2	BG Given against	256.48	339.29

24 Related party disclosure**Names of related parties****Related parties where control exists**

Promax carbontier Private Limited
Promax Technologies
Zorbyte International
Sizzle Impex Private Limited
Pharoahs Enterprises Private Limited
Amunra
Invezy Ventures Pvt Ltd
Synerlab Pvt Ltd
Jhatpat Management Services Pvt Ltd
Exirgy Innovations Pvt Ltd

Holding Company

-

Fellow subsidiaries

Scholab Global limited

Key management personnel

Shweta Bhardwaj (Director)
Vishal Bhardwaj (Managing Director)
Sanjay Kumar (Director)
Siddharth Shukla (Director)
Puneet kaur (Company Secretary)
Amar Nath Dey (CFO)



PROMAX POWER LIMITED

Notes to financial statements for the year ended 31 March 2023

24 Related party disclosures (continued)

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Particulars Nature of transaction	Nature of Relationship	31 March 2023	31 March 2022
Purchase of Traded Goods			
Amunra	Related parties where control exists	829.74	706.03
Pharoahs Enterprises Private Limited	Related parties where control exists	3,129.28	1,224.28
Promax Technologies	Related parties where control exists	7.42	12.22
Sales of Traded Goods			
Promax Carbondier Pvt Ltd	Related parties where control exists		34.62
Sizzle impex Private limited	Related parties where control exists	2,516.10	1,156.09
Zorabites international	Related parties where control exists	2,073.97	1,029.43
Invezy Ventures Pvt Ltd	Related parties where control exists	22.99	
Promax Technologies	Related parties where control exists	27.11	
Loan Received			
Promax carbontier Private Limited	Related parties where control exists	15.15	
Invezy Ventures Pvt Ltd	Related parties where control exists	97.00	
Synerlab Pvt Ltd	Related parties where control exists	150.85	
Loan Given			
Promax carbontier Private Limited	Related parties where control exists	13.97	
Invezy Ventures Pvt Ltd	Related parties where control exists	102.00	
Synerlab Pvt Ltd	Related parties where control exists	188.56	
Issue share Capital			
Promax carbontier Private Limited	Related parties where control exists	120.28	
Invezy Ventures Pvt Ltd	Related parties where control exists	168.00	
Synerlab Pvt Ltd	Related parties where control exists	240.47	
Jhatpat Management Services Pvt Ltd	Related parties where control exists	273.08	
Exirgy Innovations Pvt Ltd	Related parties where control exists	120.04	
Vishal Bhardwaj	Key Management person	204.60	
Shweta Bhardwaj	Key Management person	136.40	



PROMAX POWER LIMITED

Notes to financial statements for the year ended 31 March 2023

24 Related party disclosures (continued)

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Particulars Nature of transaction	Nature of Relationship	31 March 2023	31 March 2022
Balance Payable as at the year-end			
Shweta Bhardwaj	Key Management person		13.48
Sizzle Impex Private Limited	Related parties where control exists		191.33
Pharoahs Enterprises Private Limited	Related parties where control exists	105.34	264.81
Promax carbontier Private Limited	Related parties where control exists	1.18	
Amunra	Related parties where control exists	183.53	
Sale of Property plant & Equipment			
Zorabites International	Related parties where control exists	0.00	
Balance Recivable as at the year-end			
Promax Carbontier Pvt Ltd	Related parties where control exists		11.52
Zorabites International	Related parties where control exists	26.73	19.34
Promax Technologies	Related parties where control exists		24.23
Invezy Ventures Pvt Ltd	Related parties where control exists	5.00	
Sizzle Impex Private Limited	Related parties where control exists	1,228.59	
Synerlab Pvt Ltd	Related parties where control exists	37.71	
Vishal Bhardwaj	Key Management person	7.25	
Shweta Bhardwaj	Key Management person	1.89	
Remuneration paid			
Vishal Bhardwaj	Key Management person	18.00	18.00
Shweta Bhardwaj	Key Management person	17.95	12.00



PROMAX POWER LIMITED

Notes to financial statements for the year ended 31 March 2023

25: Ratios

Sr. No.	Particulars	Numerator	Denominator	31.03.2023	31.03.2022	Variance	Remarks
1	Current Ratio	Current Assets	Current Liabilities	2.424	1.293	87.4%	Due to decrease in current liabilities and increase in current assets
2	Debt Service Coverage Ratio	Net Operation Income	Total debt Service	1.071	1.092	-1.9%	Due to increase in interest rate.
3	Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.744	3.180	-76.6%	Due to increase in shareholder's equity
4	Return on Equity Ratio	Net Profit after Tax	Average Shareholder Equity	0.801	2.687	-70.2%	Due to increase in number of shares during the year
5	Inventory turnover ratio	Turnover	Average Inventory	1.193	1.157	3.1%	Due to increase in Profit
6	Trade Receivables turnover ratio	Turnover	Average Trade Receivable	1.222	0.780	56.6%	Due to decrease in payment days
7	Trade payables turnover ratio	Purchase	Average Trade Payable	1.771	1.090	62.4%	Due to decrease in payment days
8	Net capital turnover ratio	Net Sales	Working Capital	1.155	3.358	-65.6%	Due to increase in Sales during the year
9	Net profit ratio	Net Profit after Tax	Total Sales	0.013	0.005	154.6%	Due to comparative increase in revenue than expenses
10	Return on Capital employed	Net Profit Before Interest and Tax	Capital Employed	0.023	0.045	-48.5%	Due to increase in profit during the year
12	Interest Coverage Ratio	EBIT	Interest Expense	1.443	1.26	14.5%	Due to increase in EBIT during the year

* Schedule III require explanation where the change in the ratio is more than 25% as compared to the preceding year. Since there are many instances where the change is more than 25%, hence explanation is given for said ratios



PROMAX POWER LIMITED
Notes to financial statements for the year ended 31 March 2023
26 Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006
Particulars

The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year
 -Principal amount due To micro and small enterprises
 -Interest due on above

As at 31 March 2023	As at 31 March 2022
Rs.	Rs.
-	-
-	-
-	-

27 Deferred Tax Asset/ Liability

The Company has recognized deferred tax assets comprising timing difference of depreciation and other expenditure, since in the opinion of the management, there will be sufficient taxable income available against which such deferred tax assets can be realized.

28 Insurance claims received

During the Year no Insurance Claim received by the company.

29 The Company does not provide any equity-based compensation to its employees.
30 The Company has borrowings from bank on the basis of security of current assets. The quarterly return/ statements of current assets files by the company are in agreement with the books of accounts.
31 The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
32 The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
33 Capital and other commitments

(a) At March 31, 2023 the Company has capital commitment for Rs. Nil (March 31 2022: Nil).

(b) For commitment relating to lease agreement is also nil.

34 Previous year's figures have been regrouped where necessary to conform to this year's classification.

ICAI Firm's Registration No. 000203N

ICAI Firm's Registration No. 000203N

Chartered Accountants

For and on behalf of the Board of
 Promax Power Limited

CA Gaurav Jindal
 Partner
 Membership No : 553645
 Place: Chandigarh
 Date: 29th May 2023
 Udin: 23553645BVGUVWQ6540



Vibha Bhardwaj
 Managing Director
 DIN: 03133388
 Place: Chandigarh
 Date: 29th May 2023

Shweta Bhardwaj
 Director
 DIN: 03521776
 Place: Chandigarh
 Date: 29th May 2023

Puneet Kaur
 Company Secretary
 Amarnath Dey
 Chief Financial Officer

Raj Gupta & Co.

CHARTERED ACCOUNTANTS
E-mail:- jindal.gaurav123@gmail.com



1839, Sector 22-B,
Chandigarh-160022
Mob. 88724-67613

INDEPENDENT AUDITOR'S REPORT

To
The Members
M/s PROMAX POWER LIMITED

Opinion

We have audited the accompanying Consolidated financial statements of "Promax Power Limited", which comprise the balance sheet as at 31st March 2023, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the 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, 2023, and profit/loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (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 there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2023. 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.

Other Matters

The consolidated Financial Results include the audited financial results of associate whose financial results reflect group's share of total profit of Rs. 6.08 Lakhs for the year ended and year ended 31.03.2023 respectively, as considered in the consolidated financial results, which have been audited by their respective independent auditors. The independent auditors' reports on financial Results of these entities have been furnished to us and our opinion on the consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

Our opinion on the consolidated Financial Results is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial results certified by the Board of Directors

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated 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.

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

Auditor's Responsibility for the audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and



obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.



Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account records except inventory records as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) 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, remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (g) With respect to the adequacy of the internal financial controls with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" to this report;
- (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, in our opinion and to the best of our information and according to the explanations given to us:
 - i. As informed by the Group doesn't have any pending litigations on its financial position in consolidated financial statements
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.



- iv. A) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("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 have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- C) Based on such audit procedures performed 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 (a) and (b) contain any material misstatement.
- v. No dividend has been declared or paid during the year by the Company.

Date: 29.05.2023
Place: Chandigarh

For Raj Gupta & Co.
Chartered Accountants
FRN: 000203N

CA Gaurav Jindal
(Partner)
M.No 553645
UDIN: 23553645 BGVVWQ6540

**Annexure A" to the Independent Auditor's Report of even date on the Consolidated Financial Statements of M/s PROMAX POWER LIMITED
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 Promax Power Limited and its Associate** (here in after referred to as Group) as of March 31, 2023 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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



Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements 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 Group has, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Date: 29.05.2023
Place: Chandigarh

For Raj Gupta & Co.
Chartered Accountants
FRN: 000203N


CA Gaurav Jindal
(Partner)

M.No 553645

UDIN: 23553645-BGVWQ6540

PROMAX POWER LIMITED
Consolidated Balance sheet as at 31 March 2023

Particulars	Notes	Rupees in Lakhs	
		As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
Equity and liabilities			
Shareholders' funds			
Share capital	3	1,250.00	600.00
Reserves and surplus	4	1,095.48	78.32
		2,345.48	678.32
Non-current liabilities			
Long-term Liability	5	74.74	119.28
Deffered Tax Liability	8	3.83	34.22
		78.58	153.51
Current liabilities			
Trade payables	6		
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises		529.75	910.35
Other current liabilities	6	197.57	240.11
Short-term Liabilities	5	931.84	858.54
		1,659.17	2,009.01
TOTAL		4,083.23	2,840.84
Assets			
Non-current assets			
Property, Plant & Equipment	7	45.16	231.95
Intangible assets	7.1	0.61	0.91
Other non-current assets	10	15.67	9.59
		61.44	242.46
Current assets			
Inventories	11	1,265.52	1,021.31
Trade receivables	12	1,178.11	1,055.61
Cash and bank balances	13	333.91	368.21
Loans and advances	9	1,244.25	153.25
		4,021.78	2,598.38
TOTAL		4,083.23	2,840.84

Summary of significant accounting policies 2.1

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Raj Gupta & Co.

ICAI Firm's Registration No. 000203N

Chartered Accountants

CA Gaurav Jindal

Partner

Membership No : 553645

Place: Chandigarh

Date: 29th May 2023

Udin: 23553645BGVUWP5341

For and on behalf of the Board of
Promax Power Limited
Vishal Bhardwaj

Managing Director

DIN: 03133388

Place: Chandigarh

Date: 29th May 2023

Shweta Bhardwaj

Director

DIN: 03521776

Puneet Kaur

Company Secretary

Amarnath Dey

Chief Financial Officer

PROMAX POWER LIMITED
Consolidated Statement of profit and loss for the year ended 31 March, 2023

Particulars	Notes	Rupees in Lakhs	
		For the year ended 31 March 2023	For the year ended 31 March 2022
		Rs.	Rs.
Income			
Revenue from operations	14	5,457.22	3,957.92
Other income	15	40.60	17.30
Total revenue (I)		5,497.83	3,975.21
Expenses			
Purchases of traded goods	16	5,099.92	3,536.65
(Increase)/Decrease in inventories of traded goods & work in progress	16	(244.21)	(332.23)
Employee benefit expenses	17	180.14	270.94
Depreciation and amortization expense	18	5.11	9.59
Finance costs	19	162.30	128.57
Other expenses	20	240.19	331.36
Total expenses (II)		5,443.45	3,944.88
Profit/(loss) before tax		54.38	30.34
Tax expenses			
Current tax			
Pertaining to profit/(loss) for the current year		13.69	-
Adjustment of tax relating to earlier periods		-	-
Deferred tax	8	(30.39)	10.09
Total tax expense		(16.70)	10.09
Profit before share in net profit/(loss) of Associate		71.08	20.25
Share in Net profit/loss in Associate		6.08	5.63
Profit for the year		77.16	25.88
Earnings per share [nominal value of share Rs. 10 31 March 2023: Rs. 10]	21	0.87	0.50
Basic			
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Raj Gupta & Co.
ICAI Firm's Registration No. 000203N
Chartered Accountants

CA Gaurav Jindal
Partner
Membership No : 553645
Place: Chandigarh
Date: 29th May 2023
Udin: 23553645BGVUWP5341



**For and on behalf of the Board of
Promax Power Limited**

Vishal Bhardwaj
Managing Director
DIN: 03133388
Place: Chandigarh
Date: 29th May 2023



Shweta Bhardwaj
Director
DIN: 03521776

Puneet Kaur
Company Secretary

Amarnath Dey
Chief Financial Officer

PROMAX POWER LIMITED

Consolidated Cash Flow Statement for the year ended 31 March, 2023

Particulars	Rupees in Lakhs	
	For the year ended 31 March 2023 Rs.	For the year ended 31 March 2022 Rs.
A. Cash flow from operating activities		
Profit before tax from continuing operations :	60.46	30.33
Non-cash adjustment to reconcile profit before tax to net cash flows		-
Depreciation/ amortisation	5.11	9.59
Interest income	(18.81)	-
(Gain)/loss on sale of fixed assets	(20.99)	-
Interest expense	145.90	106.61
Operating profit before working capital changes	171.67	146.53
Movements in working capital :		
(Increase) in loans and advances and other current assets	(1,091.00)	(831.16)
Decrease in trade payables, other current liabilities and provisions	(423.14)	229.46
(Increase)/ decrease in inventory	(244.21)	-
(Increase) in trade receivables	(122.50)	-
Cash generated from operations	(1,709.17)	(455.16)
Direct taxes paid (net of refunds)	(13.69)	-
Net cash flow (used in) from operating activities (A)	(1,722.86)	(455.16)
B. Cash flows from investing activities		
Purchase of property, plant and equipment/ intangibles	(7.72)	(0.46)
Proceed from sale of fixed assets	210.70	10.29
Interest received	18.81	-
Increase in Long Term Investment	(6.08)	-
Net cash flow from investing activities (B)	215.71	9.83
C. Cash flows from financing activities		
Proceeds from Long Term Borrowings	(44.54)	(91.15)
Proceeds from Short Term Borrowings	73.30	550.04
Proceeds from Equity Share Capital	1,590.00	160.00
Interest paid	(145.90)	(106.61)
Net cash flow from financing activities (C)	1,472.85	512.28
Net increase in cash and cash equivalents (A + B + C)	(34.30)	66.95
Cash and cash equivalents at the beginning of the year	368.21	301.26
Cash and cash equivalents at the end of the year	333.91	368.21
Components of cash and cash equivalents	March 31, 2023	March 31, 2022
Cash on hand	3.25	3.36
With banks -on current account	0.31	0.31
Margin money deposit	330.35	364.54
Total Cash and cash equivalents (note 13)	333.91	368.21

NOTE:

Notes on Cash Flow Statement for the year ended 31st March 2023

1. The Cash Flow Statement is prepared under the "Indirect Method" as set out in the Accounting Standard-3 on Cash Flow Statement prescribed by the Institute of Chartered Accountants of India
2. In Part A of the Cash Flow Statement, figures in brackets indicate deduction made from Net Profit for deriving Cash Flow operating activities. In part B & C figures in brackets indicates Cash Outflow.
3. Figures of the previous year have been regrouped where ever necessary, to conform to current year's presentation.

Summary of significant accounting policies

2.1

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Raj Gupta & Co.
ICAI Firm's Registration No. 000203N
Chartered Accountants

CA Gaurav Jindal
Partner
Membership No : 553645
Place: Chandigarh
Date: 29th May 2023
Udin: 23553645BGVUWP5341

For and on behalf of the Board of
Promax Power Limited

Vishal Bhardwaj
Managing Director
DIN: 03133388
Place: Chandigarh
Date: 29th May 2023

Shweta Bhardwaj
Director
DIN: 03521776

Puneet Kaur
Company Secretary

Amarnath Dey
Chief Financial Officer

PROMAX POWER LIMITED

Notes to Consolidated financial statements for the year ended 31 March 2023

1 Corporate information

Promax Power Limited ('the Company') is a limited company domiciled in India and incorporated under the provisions of the Companies Act, 2013. The company involved in executing turnkey power, substation, Transmission line, Hydro, distribution, electrification, Civil Construction, Pre-engineering Building, high Rise Building, Sewerage and water treatment projects and other related activities.

2 Basis of Preparation

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rule, 2006 (as amended) specified under section 133 of the Act, read with the Companies (Accounts) Rules 2014. The financial statements have been prepared on accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

2.1 Summary of significant accounting policies

(a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(b) Property, Plant & Equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. 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 are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.



PROMAX POWER LIMITED

Notes to Consolidated financial statements for the year ended 31 March 2023

Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

Subsequent expenditure related to an item of property, plant & equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing property, plant & equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Property, plant and equipment held for sale is valued at lower of their carrying amount and net realizable value. Any write-down is recognized in the statement of profit and loss.

(c) Depreciation on property, plant & equipment

Depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at, based on the useful lives estimated by the management. The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset.

(d) Intangible Assets

0

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

Intangible assets namely software is amortized on a straight line basis over the estimated useful economic life of 36 months.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

(e) Impairment of tangible and intangible assets

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 asset's recoverable amount is the higher of an asset's 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.



The company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss.

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

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss.

(f) Leases

Where the Company is lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

(g) Inventories

Traded goods are valued at lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. For the purpose of such valuation purchases are netted off with the compensation adjustment received during the year. Cost is determined on a weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(h) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sales of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer. The company collects Goods and Service Tax (GST) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue. Provision is made for returns and price adjustments subsequent to year end in respect of sales affected during the year.

Income from services

Revenues from maintenance contracts are recognized pro-rata over the period of the contract as and when services are rendered. The company collects Goods and

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Subvention income

Subvention income is recognised as per the terms of limited risk distribution agreement when there is no significant uncertainty of its realisation.

(i) Foreign currency transactions

(i) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.



(ii) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of

(iii) Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially

(j) Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service.

Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit (PUC) method made at the end of each financial year. The Company has taken group gratuity policy with Life Insurance Corporation (LIC) to cover the gratuity liability of the employees and premium paid to LIC is charged to statement of profit and loss. The difference between actuarial gains and losses for the above defined benefit plan and the fair value of plan asset is recognized in full in the period in which they occur in the statement of profit and loss and any excess amount in plan assets over obligation is recognized as loans and advances recoverable.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

The company recognizes termination benefit as a liability and an expense 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. If the termination benefits fall due more than 12 months after the balance sheet date, they are measured at present value of future cash flows using the discount rate determined by reference to market yields at the balance sheet date on government bonds.

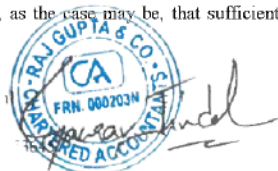
(k) Income taxes

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. 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 recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.



Notes to Consolidated financial statements for the year ended 31 March 2023

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

(1) Earnings per share

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

Where the company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

The Company primarily operates in India only. Accordingly, no separate segmental information has been provided herein.

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.



PROMAX POWER LIMITED
Notes to Consolidated financial statements for the year ended 31 March 2023
Rupees in Lakhs
3 Share capital
Authorised shares

13,000,000 (March 31, 2022 : 60,00,000) equity shares of 10/- each

As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
1,300.00	600.00
1,300.00	600.00

Issued, subscribed and fully paid up shares

12,500,000 (March 31, 2022 : 60,00,000) equity shares of 10/- each

1,250.00	600.00
1,250.00	600.00

a. Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year
Equity shares

At the beginning of the year

Issued during the year

Outstanding at the end of the year

31 March 2023 No. of shares	31 March 2023 Rs.	31 March 2022 No. of shares	31 March 2022 Rs.
60.00	600.00	60.00	600.00
65.00	650.00	-	-
125.00	1,250.00	60.00	600.00

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 holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

Vishal Bhartdwaj

Shweta Bhartdwaj

Jahatpat Management Services Pvt Ltd

Invezy Ventures Pvt Ltd

Synerlab Pvt Ltd

Ranjeet Mechnronics Ltd

31 March 2023 No. of shares	31 March 2023 % holding	31 March 2022 No. of shares	31 March 2022 % holding
40.77	32.62%	34.77	57.96%
13.22	10.58%	9.22	15.38%
8.00	6.40%	-	-
7.00	6.00%	-	-
10.00	8.00%	-	-
10.00	8.00%	-	-

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

4 Reserves and surplus
Surplus in the statement of profit and loss

Balance as per the last financial statements

Profit/ (loss) for the year

Security Premium

Total reserves and surplus

31 March 2023 Rs.	31 March 2022 Rs.
78.32	52.44
77.16	25.88
940.00	-
1,095.48	78.32



PROMAX POWER LIMITED
Notes to Consolidated financial statements for the year ended 31 March 2023
5 Liabilities

	Long-term		Short-term	
	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
Loan & Advances Unsecured				
Aditya Birla Capital	-	20.87	20.87	23.14
Bajaj Finance	-	1.91	1.91	24.32
Chix capital services	1.69	20.40	18.73	19.73
Federak Bank	0.07	14.49	14.49	14.64
ICICI Bank	22.31	-	16.25	13.09
Indusind Bank	2.07	14.63	12.62	13.73
Poonawalla Fincorp	10.63	18.80	8.18	11.30
MAS Financial Services	11.47	-	8.10	-
Money Wise financial services	10.70	-	8.17	-
RBL Bank	-	14.36	14.37	15.43
HDFC Bank Ltd	1.20	-	13.26	-
Tata Capital	14.60	13.82	11.42	14.32
UGRO Inditrade co Lending	-	-	9.04	-
	74.74	119.28	157.40	149.69
Other Loan & Advances				
Unsecured loan From Directors & Relatives	-	-	2.11	-
Enkash Nehat Tech Solutions	-	-	29.92	-
Other Borrowings	-	-	304.04	376.20
	-	-	336.08	376.20
Working Capital loan from bank				
Karnataka Bank *	-	-	438.36	332.65
	-	-	438.36	332.65
	74.74	119.28	931.84	858.54

* The loan is secured by hypothecation of inventory and trade receivables of the company. Further, the loan has been guaranteed by the personal guarantee of the company managing director of the company.

6 Other current liabilities

	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
Trade payables		
- total outstanding dues of micro enterprises and small enterprises (refer note 6.1 for details of aging)	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises (refer note 6.1 for details of aging)	529.75	910.35
	529.75	910.35
Other liabilities		
Advance from customers	162.63	201.55
Others		
Audit Fees payable	-	-
TDS payable	0.30	0.30
TCS payable	12.96	2.98
PF payable	2.83	1.30
Remuneration to Director payable	0.26	0.26
GST payable	2.39	15.51
Provision for current tax	-	1.36
Salary payable	13.69	-
	2.53	16.86
	197.57	240.11



PROMAX POWER LIMITED
Notes to Consolidated financial statements for the year ended 31 March 2023
6.1 Trade Payables ageing schedule for the period ended 31st March 2023

Particulars	Outstanding for following periods from due date of payment						Total
	No Due	<6 Months	<6 months - 1 year	1-2 years	2-3 years	>3 Years	
(i) Undisputed Trade payables — considered good	418.51	52.98	31.79	26.49	-	-	529.75
(ii) Undisputed Trade payables — considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade payables considered good	-	-	-	-	-	-	-
(iii) Disputed Trade payables considered doubtful	-	-	-	-	-	-	-
Total	418.51	52.98	31.79	26.49	-	-	529.75

6.2 Trade payables ageing schedule for the period ended 31st March 2022

Particulars	Outstanding for following periods from due date of payment						Total
	No Due	<6 Months	< 1 year	1-2 years	2-3 years	>3 Years	
(i) Undisputed Trade payables — considered good	-	-	846.54	63.81	-	-	910.35
(ii) Undisputed Trade payables — considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade payables considered good	-	-	-	-	-	-	-
(iii) Disputed Trade payables considered doubtful	-	-	-	-	-	-	-
Total	-	-	846.54	63.81	-	-	910.35



PROMAX POWER LIMITED

Notes to Consolidated financial statements for the year ended 31 March 2023

7 Property, Plant & Equipment

(Amount in Lakhs.)

	Plant and machinery*	Computer equipments	Solar Power Plant	Car	Furniture & fixtures	Air Condition	Total
Cost							
At April 1, 2021	28.17	12.34	209.20	8.60	1.58	0.95	260.83
Additions/Purchase	-	0.46	-	-	-	-	0.46
Disposals	-	-	12.86	-	-	-	12.86
At 31 March 2022	28.17	12.80	196.33	8.60	1.58	0.95	248.43
Additions	5.76	1.20	-	-	0.45	0.31	7.72
Disposal	-	-	196.33	-	-	-	196.33
At 31 March 2023	33.93	14.00	-	8.60	2.03	1.25	59.82
Depreciation							
At April 1, 2021	0.84	3.70	4.29	0.82	0.05	0.06	9.77
Charge for the year	1.41	2.19	4.91	0.57	0.16	0.05	9.29
Disposals	-	-	2.58	-	-	-	2.58
At 31 March 2022	2.25	5.89	6.63	1.39	0.21	0.11	16.48
Charge for the year	1.70	2.33	-	0.57	0.20	0.06	4.81
Disposal	-	-	6.63	-	-	-	6.63
At 31 March 2023	3.95	8.23	-	1.97	0.41	0.17	14.66
Net Block							
At 31 March 2022	25.92	6.91	189.71	7.21	1.37	0.84	231.95
At 31 March 2023	30.00	6.00	-	7.00	2.00	1.00	45.16

* Solar Power plant Gross Block of Rs. 19,633,384 and accumulated depreciation of Rs. 662,636, Sold during the year at profit of Rs. 2,099,053.



PROMAX POWER LIMITED**Notes to Consolidated financial statements for the year ended 31 March 2023****7.1 Intangible assets**

(Amount in Lakhs.)

	Goodwill	Total
Gross block		
At 1 April 2021	1.50	1.50
Additions	-	-
Adjustments/Disposals	-	-
At 31 March 2022	1.50	1.50
Additions	-	-
Adjustments/Disposals	-	-
At 31 March 2023	1.50	1.50
Amortization		
At 1 April 2021	0.29	0.29
Charge for the year	0.30	0.30
Adjustments/Disposals	-	-
At 31 March 2022	0.59	0.59
Charge for the year	0.30	0.30
Adjustments/Disposals	-	-
At 31 March 2023	0.89	0.89
Net Block		
At 31 March 2022	0.91	0.91
At 31 March 2023	0.61	0.61

*The above goodwill is on account of acquisition by the company its proprietorship concern promax technologies through slump sale



PROMAX POWER LIMITED

Notes to Consolidated financial statements for the year ended 31 March 2023

8 Deferred tax assets/ liability (net)

	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
Deferred tax liability		
On Account of Depreciation on Fixed Assets	3.83	34.22
Gross deferred tax liability	3.83	34.22

Note: Pursuant to The Taxation Laws (Amendment) Ordinance, 2019, the Company has elected for the new tax regime with lower rates of tax with effect from 1 April 2019.

9 Loans & advances

	Non-Current		Current	
	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
Loans and advances to related parties				
Unsecured, considered good	-	-	42.71	-
(A)	-	-	42.71	-
Other loans and advances (unsecured, considered good)				
Balance With Supplier	-	-	88.45	2.07
Advances to employees	-	-	4.93	2.74
Advance to Supplier	-	-	946.34	70.34
Prepaid expenses	-	-	0.52	-
Retention Money	-	-	125.32	44.19
Balances with statutory/government authorities	-	-	25.68	8.61
Income Tax Refund	-	-	-	6.72
Tax Receivable	-	-	8.09	15.88
Security Deposits	-	-	2.20	2.70
(B)	-	-	1,201.53	153.25
Total(A+B+C+D)	-	-	1,244.25	153.25



PROMAX POWER LIMITED

Notes to Consolidated financial statements for the year ended 31 March 2023

10 Other Assets

	Non Current		Current	
	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
Investment				
Scholab Global Limited	15.67	9.59	-	-
	<u>15.67</u>	<u>9.59</u>	<u>-</u>	<u>-</u>

11 Inventories (valued at lower of cost or net realizable value)

	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
Finished/ Traded goods	752.53	1,021.31
Work-in-progress	512.99	-
	<u>1,265.52</u>	<u>1,021.31</u>

* Inventory is hypothecated to Bank for working capital facility

* Inventories are valued as per method described in significant accounting policies.

12 Trade receivables

	Current	
	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	1,178.11	1,055.61
Doubtful	-	-
	<u>1,178.11</u>	<u>1,055.61</u>
Provision for doubtful receivables	-	-
Total	<u>1,178.11</u>	<u>1,055.61</u>

* Trade Receivable is hypothecated to Bank for working capital facility

13 Cash and bank balances

	Non Current		Current	
	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.	As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
Cash and cash equivalents				
Balances with banks:				
On current account	-	-	0.31	0.31
Cash on hand	-	-	3.25	3.36
	<u>-</u>	<u>-</u>	<u>3.56</u>	<u>3.67</u>
Other bank balances				
Fixed deposit*	-	-	330.35	364.54
	<u>-</u>	<u>-</u>	<u>330.35</u>	<u>364.54</u>
Amount disclosed under non-current assets (refer note 10)	-	-	-	-
	<u>-</u>	<u>-</u>	<u>333.91</u>	<u>368.21</u>

* The fixed deposits held amount to Rs 33,034,978 as of the current reporting period (31 March 2022: Rs 36,454,078). These fixed deposits consist of independent deposits, as well as margin money allocated for Bank Guarantees and Letter of Credit purposes.



PROMAX POWER LIMITED

Notes to Consolidated financial statements for the year ended 31 March 2023

12.1 Trade Receivables ageing schedule for the period ended 31st March 2023

Particulars	Outstanding for following periods from due date of payment						Total
	No Due	<6 Months	<6 months - 1 year	1-2 years	2-3 years	>3 Years	
(i) Undisputed Trade receivables — considered good	977.83	106.03	70.69	23.56	-	-	1,178.11
(ii) Undisputed Trade Receivables — considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-
Total	977.83	106.03	70.69	23.56	-	-	1,178.11

12.2 Trade Receivables ageing schedule for the period ended 31st March 2022

Particulars	Outstanding for following periods from due date of payment						Total
	No Due	<6 Months	<6 months - 1 year	1-2 years	2-3 years	>3 Years	
(i) Undisputed Trade receivables — considered good	-	816.97	84.73	153.91	-	-	1,055.61
(ii) Undisputed Trade Receivables — considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-
Total	-	816.97	84.73	153.91	-	-	1,055.61



PROMAX POWER LIMITED

Notes to Consolidated financial statements for the year ended 31 March 2023

14 Revenue from operations

	For the year ended 31 March 2023 Rs.	For the year ended 31 March 2022 Rs.
Revenue from operations		
Sale of products		
Traded goods	5,462.04	3,957.92
Less: Sales return	4.82	-
Net Sales	<u>5,457.22</u>	<u>3,957.92</u>

15 Other income

	For the year ended 31 March 2023 Rs.	For the year ended 31 March 2022 Rs.
-Interest on Bank FDR	18.81	17.30
-Other Income	0.80	-
-Profit on sale of property, plant and equipment (net)	20.99	-
	<u>40.60</u>	<u>17.30</u>

16 (Increase)/Decrease in inventories

	For the year ended 31 March 2023 Rs.	For the year ended 31 March 2022 Rs.
Inventories at the end of the year		
Finished/ Traded Stock	752.53	1,021.31
Work-in-progress	512.99	-
	<u>1,265.52</u>	<u>1,021.31</u>
Inventories at the Beginning of the year		
Finished/ Traded Stock	1,021.31	689.08
	<u>1,021.31</u>	<u>689.08</u>
	<u>(244.21)</u>	<u>(332.23)</u>

Details of purchase of traded goods

	For the year ended 31 March 2023 Rs.	For the year ended 31 March 2022 Rs.
Purchases	5,099.92	3,536.65
	<u>5,099.92</u>	<u>3,536.65</u>

17 Employee benefit expenses

	For the year ended 31 March 2023 Rs.	For the year ended 31 March 2022 Rs.
Salaries and bonus	138.74	234.08
Contribution to provident and other funds	0.66	1.46
Remuneration to Directors	35.95	30.00
Staff welfare expenses	4.79	5.41
	<u>180.14</u>	<u>270.94</u>

18 Depreciation and amortization expense

	For the year ended 31 March 2023 Rs.	For the year ended 31 March 2022 Rs.
Depreciation of property, plant and equipment	4.81	9.29
Amortisation	0.30	0.30
	<u>5.11</u>	<u>9.59</u>

19 Finance costs

	For the year ended 31 March 2023 Rs.	For the year ended 31 March 2022 Rs.
Interest on Loans	145.90	106.61
Bank charges	16.40	21.95
	<u>162.30</u>	<u>128.57</u>



PROMAX POWER LIMITED

Notes to Consolidated financial statements for the year ended 31 March 2023

20 Other expenses

	For the year ended 31 March 2023 Rs.	For the year ended 31 March 2022 Rs.
Rent	15.44	11.36
Rates and taxes	0.11	0.07
Repairs and maintenance	0.72	1.14
Telephone Expenses	0.12	0.39
Printing and stationery	0.72	0.69
Office Expenses	5.18	9.18
IPO related Expenses	3.03	14.28
Interest On TDS	0.08	3.41
Legal & professional fees	6.68	6.45
Donation	-	0.54
Insurance expenses	0.32	0.20
Other Expenses	15.67	15.47
Total A	48.06	63.18
Payment to auditors		
Audit fee	0.30	0.30
Tax audit fee	0.30	-
Total B	0.60	0.30
Construction Expenses		
Fuel & Electricity	24.40	37.20
ROW FTGR	22.27	50.46
Consumables	124.26	144.79
Total C	170.93	232.45
Selling & Advertisement Expenses		
Discount Given	2.13	1.40
Transport Charges	9.30	17.13
Sales & Promotion Expenses	0.21	7.17
Travelling Expenses	8.96	9.73
Total D	20.60	35.43
Sub Total (A+B+C+D)	240.19	331.36

21 Earnings per share

	For the year ended 31 March 2023 Rs.	For the year ended 31 March 2022 Rs.
Net profit/(loss) as per statement of profit and loss	71.08	20.25
Weighted average outstanding number of shares	88.71	7.54
Earning per share (basic and diluted)	0.80	2.69



PROMAX POWER LIMITED**Notes to Consolidated financial statements for the year ended 31 March 2023****22 Segment disclosure**

The company does not have any reportable segments. All operations are integrated under a single business model.

23 Contingent liabilities (to the extent not provided for)

S.No	Particulars	March 31, 2023 (Rs. In Lakhs)	March 31, 2022 (Rs. In Lakhs)
1	LC Given against	276.85	227.00
2	BG Given against	256.48	339.29

24 Related party disclosure**Names of related parties****Related parties where control exists**

Promax carbontier Private Limited
 Promax Technologies
 Zorbyte International
 Sizzle Impex Private Limited
 Pharoahs Enterprises Private Limited
 Amunra
 Invezy Ventures Pvt Ltd
 Synerlab Pvt Ltd
 Jhatpat Management Services Pvt Ltd
 Exirgy Innovations Pvt Ltd

Holding Company

-

Fellow subsidiaries

Scholab Global limited

Key management personnel

Shweta Bhardwaj (Director)
 Vishal Bhardwaj (Managing Director)
 Sanjay Kumar (Director)
 Siddharth Shukla (Director)
 Puneet kaur (Company Secretary)
 Amar Nath Dey (CFO)



PROMAX POWER LIMITED

Notes to Consolidated financial statements for the year ended 31 March 2023

24 Related party disclosures (continued)

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Particulars Nature of transaction	Nature of Relationship	31 March 2023	31 March 2022
Purchase of Traded Goods			
Amunra	Related parties where control exists	829.74	706.03
Pharoahs Enterprises Private Limited	Related parties where control exists	3,129.28	1,224.28
Promax Technologies	Related parties where control exists	7.42	12.22
Sales of Traded Goods			
Promax Carbontier Pvt Ltd	Related parties where control exists		34.62
Sizzle impex Private limited	Related parties where control exists	2,516.10	1,156.09
Zorabites international	Related parties where control exists	2,073.97	1,029.43
Invezy Ventures Pvt Ltd	Related parties where control exists	22.99	
Promax Technologies	Related parties where control exists	27.11	
Loan Received			
Promax carbontier Private Limited	Related parties where control exists	15.15	
Invezy Ventures Pvt Ltd	Related parties where control exists	97.00	
Synerlab Pvt Ltd	Related parties where control exists	150.85	
Loan Given			
Promax carbontier Private Limited	Related parties where control exists	13.97	
Invezy Ventures Pvt Ltd	Related parties where control exists	102.00	
Synerlab Pvt Ltd	Related parties where control exists	188.56	
Issue share Capital			
Promax carbontier Private Limited	Related parties where control exists	120.28	
Invezy Ventures Pvt Ltd	Related parties where control exists	168.00	
Synerlab Pvt Ltd	Related parties where control exists	240.47	
Jhatpat Management Services Pvt Ltd	Related parties where control exists	273.08	
Exirgy Innovations Pvt Ltd	Related parties where control exists	120.04	
Vishal Bhardwaj	Key Management person	204.60	
Shweta Bhardwaj	Key Management person	136.40	

PROMAX POWER LIMITED

Notes to Consolidated financial statements for the year ended 31 March 2023

24 Related party disclosures (continued)

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Particulars Nature of transaction	Nature of Relationship	31 March 2023	31 March 2022
Balance Payable as at the year-end			
Shweta Bhardwaj	Key Management person		13.48
Sizzle Impex Private Limited	Related parties where control exists		191.33
Pharoahs Enterprises Private Limited	Related parties where control exists	105.34	264.81
Promax carbontier Private Limited	Related parties where control exists	1.18	
Amunra	Related parties where control exists	183.53	
Sale of Property plant & Equipment			
Zorabites International	Related parties where control exists	0.00	
Balance Recivable as at the year-end			
Promax Carbontier Pvt Ltd	Related parties where control exists		11.52
Zorabites International	Related parties where control exists	26.73	19.34
Promax Technologies	Related parties where control exists		24.23
Invezy Ventures Pvt Ltd	Related parties where control exists	5.00	
Sizzle Impex Private Limited	Related parties where control exists	1,228.59	
Synerlab Pvt Ltd	Related parties where control exists	37.71	
Vishal Bhardwaj	Key Management person	7.25	
Shweta Bhardwaj	Key Management person	1.89	
Remuneration paid			
Vishal Bhardwaj	Key Management person	18.00	18.00
Shweta Bhardwaj	Key Management person	17.95	12.00



PROMAX POWER LIMITED

Notes to Consolidated financial statements for the year ended 31 March 2023

25: Ratios

Sr. No.	Particulars	Numerator	Denominator	31.03.2023	31.03.2022	Variance	Remarks
1	Current Ratio	Current Assets	Current Liabilities	2.424	1.293	87.4%	Due to decrease in current liabilities and increase in current assets
2	Debt Service Coverage Ratio	Net Operation Income	Total debt Service	1.071	1.092	-1.9%	Due to increase in interest rate.
3	Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.739	3.138	-76.4%	Due to increase in shareholder's equity
4	Return on Equity Ratio	Net Profit after Tax	Average Shareholder Equity	0.801	2.687	-70.2%	Due to increase in number of shares during the year
5	Inventory turnover ratio	Turnover	Average Inventory	1.193	1.157	3.1%	Due to increase in Profit
6	Trade Receivables turnover ratio	Turnover	Average Trade Receivable	1.222	0.780	56.6%	Due to decrease in payment days
7	Trade payables turnover ratio	Purchase	Average Trade Payable	1.771	1.090	62.4%	Due to decrease in payment days
8	Net capital turnover ratio	Net Sales	Working Capital	1.155	3.358	-65.6%	Due to increase in Sales during the year
9	Net profit ratio	Net Profit after Tax	Total Sales	0.013	0.005	154.6%	Due to comparative increase in revenue than expenses
10	Return on Capital employed	Net Profit Before Interest and Tax	Capital Employed	0.023	0.045	-48.2%	Due to increase in profit during the year
12	Interest Coverage Ratio	EBIT	Interest Expense	1.443	0.26	140.5%	Due to increase in EBIT during the year

* Schedule III require explanation where the change in the ratio is more than 25% as compared to the preceding year. Since there are many instances where the change is more than 25%, hence explanation is given for same.



PROMAX POWER LIMITED

Notes to Consolidated financial statements for the year ended 31 March 2023

26 Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006

Particulars

The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year

-Principal amount due To micro and small enterprises

-Interest due on above

As at 31 March 2023 Rs.	As at 31 March 2022 Rs.
-	-
-	-
-	-

27 Deferred Tax Asset/ Liability

The Company has recognized deferred tax assets comprising timing difference of depreciation and other expenditure, since in the opinion of the management, there will be sufficient taxable income available against which such deferred tax assets can be realized.

28 Insurance claims received

During the Year no Insurance Claim received by the company.

29 The Company does not provide any equity-based compensation to its employees.

30 The Company has borrowings from bank on the basis of security of current assets. The quarterly return/ statements of current assets files by the company are in agreement with the books of accounts.

31 The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

32 The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

33 Capital and other commitments

(a) At March 31, 2023 the Company has capital commitment for Rs. Nil (March 31 2022: Nil).

(b) For commitment relating to lease agreement is also nil.

34 Previous year's figures have been regrouped where necessary to confirm to this year's classification.

ICAI Firm's Registration No. 000203N

ICAI Firm's Registration No. 000203N

Chartered Accountants

CA Gaurav Jindal
Partner

Membership No : 553686

Place: Chandigarh

Date: 29th May 2023

Udin. 23553645BGVUWP5345



Vishal Bhardwaj
Managing Director
DIN. 03133388
Place: Chandigarh
Date: 29th May 2023

For and on behalf of the Board of
Promax Power Limited

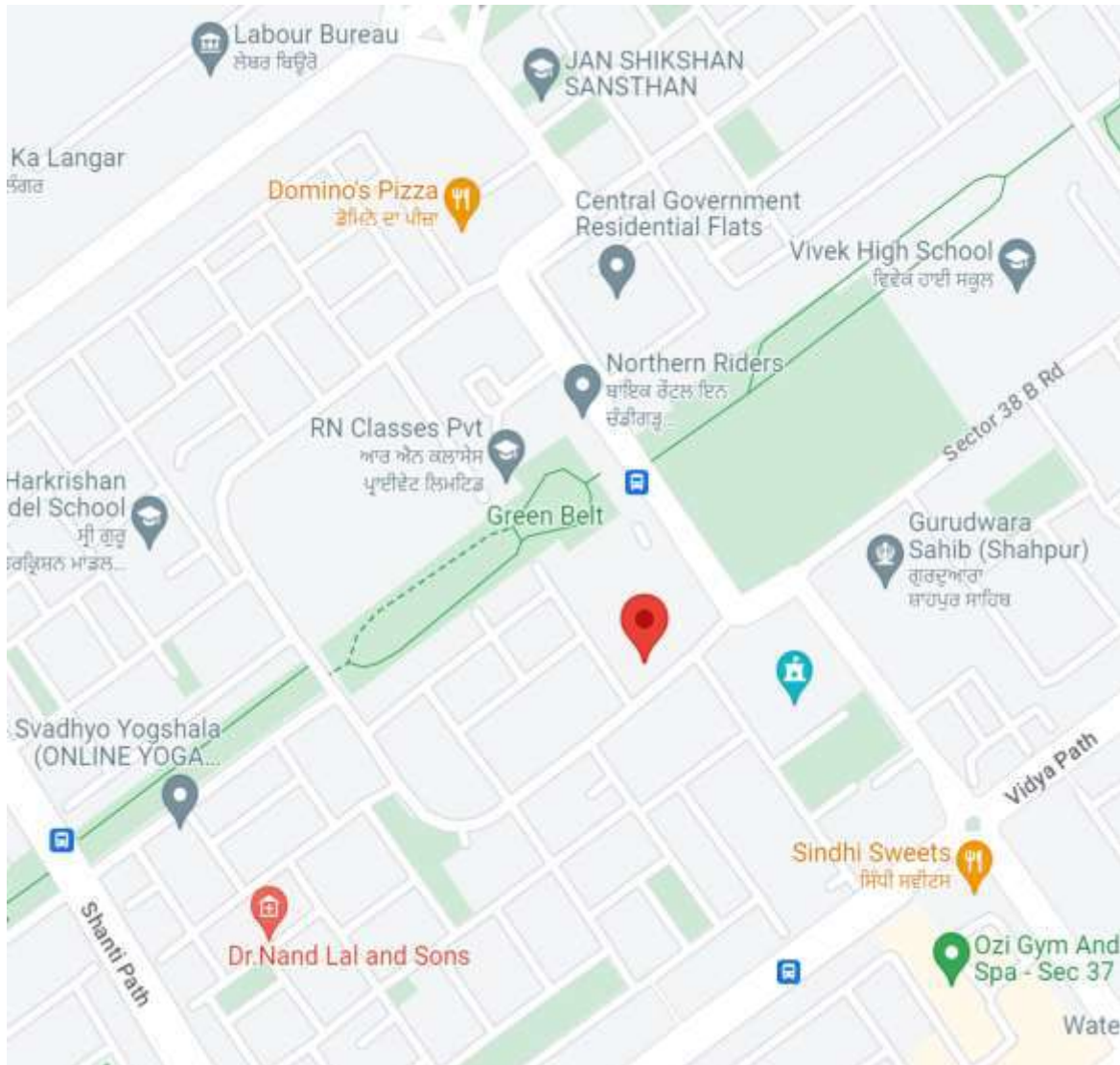


Shweta Bhardwaj
Director
DIN. 03521776

Puneet Kaur
Company Secretary

Amarnath Dey
Chief Financial Officer

ROUTE MAP TO THE AGM VENUE:



Promax Power Limited

06th Annual General Meeting
30th September, 2023 at 11:00 A.M

Venue
Promax Power Limited,
First Floor, SCO 69, Sector 38C,
Chandigarh 160036 India

Promax Power Limited

CIN U74999CH2017PLC041692

Turnkey T&D | EPC | Substations & Transmission Lines | Transformers | Water & Sewage Treatment Plant

Registered: 1575 Sector 38-B
 Chandigarh 160014 UT India

Chandigarh: F-303, Industrial
 Area, Phase 8-B, Mohali - 160055

Delhi: No 303, Kamaraj Road Annex,
 Commercial Plaza Bangalore - 560042

Kolkata: 101, 1st floor, Tollygunge Circular
 Road, Kolkata - 700053 West Bengal

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Form MGT-11

Proxy Form

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

06th Annual General Meeting- 30th September, 2023 at 11.00 AM

CIN:	L74999CH2017PLC041692
Name of the Company	Promax Power Limited
Registered Office	First Floor, SCO 69, Sector 38C, Chandigarh 160036 India

Name of the Members (s):

Registered Address:

Email Id:

Folio No./ Client id:

DP ID:

I/We, being the member (s) of _____ Shares of the above-mentioned Company, hereby appoint

1. Name: _____
Address: _____
Email ID _____ Signature _____
2. Name: _____
Address: _____
Email ID _____ Signature _____

as my/ our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 06th Annual General Meeting of the Company to be held on the Saturday, 30th September, 2023 at 11.00 A.M. at First Floor, SCO 69, Sector 38 C, Chandigarh 160036 India and at any adjourned thereof in respect of such resolution as are indicated below:

Sr. No.	Resolution(s)	Vote	
		For	Against
	Ordinary Business		
1	To receive, consider and adopt Standalone Financial Statement including Audited Balance Sheet of the Company as at 31 st March, 2023 and statement of Profit and Loss and Cash Flow Statement for the year ended 31 st March, 2023 together with Board of Directors' and Auditors' Report thereon.		
2	To receive, consider and adopt the Consolidated Financial Statement including Audited Balance Sheet of the Company and statement of Profit and Loss and Cash Flow Statement for the year ended 31 st March, 2023 together with the Auditors Report thereon		

Promax Power Limited

CIN U74999CH2017PLC041692

Turnkey T&D | EPC | Substations & Transmission Lines | Transformers | Water & Sewage Treatment Plant

Registered : 1575 Sector 38-B
Chandigarh 160014 UT India

Chandigarh: F-303, Industrial
Area, Phase -B, Mohali -160055

Delhi: No 303, Kamaraj Road Annex,
Commercial Plaza Bangalore - 560042

Kolkata: 101,1st floor, Tollygunge Circular
Road, Kolkata -700053 West Bengal

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3	Reappointment of Mr. Vishal Bhardwaj (DIN: 03133388) as a director who retires by rotation and being eligible offers himself for re-appointment.		
4	To appoint M/s Raj Gupta & Co., Chartered Accountants (FRN: 000203N) as Statutory Auditors of the company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 6th Annual General Meeting of the company until the conclusion of the 11 th Annual General Meeting of the company and to authorize the Board to fix their remuneration.		
	Special Business		
5	Regularization of Ms. Shilpi Jain (DIN: 09052552) as an Independent Director of the Company.		

Signed this _____ day of _____ 2023

Signature of shareholder: _____

Signature of Proxy holder(s) _____

Signature of the shareholder across the Revenue Stamp



ATTENDANCE SLIP

(Please fill the attendance slip and hand it over at the entrance of the meeting hall)

Regd Folio No.** : _____

DP ID : _____

No. of Shares held : _____

Client ID : _____

Name(s) and address of the
Shareholders in full : _____

I/we hereby record my/our presence at the 06th Annual General Meeting of the company held on
Saturday, 30th September, 2023 at 11:00 AM at First Floor, SCO 69, Sector 38C, Chandigarh 160036

Member's/ Proxy's Signature

** Applicable for investor holding shares in physical form

Promax Power Limited

CIN U74999CH2017PLC041692

Turnkey T&D | EPC | Substations & Transmission Lines | Transformers | Water & Sewage Treatment Plant

Registered : 1575 Sector 38-B
Chandigarh 160014 UT India

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Kolkata: 101, 1st floor, Tollygunge Circular
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