

## DIRECTORS' REPORT

To,  
The Members,

The Board hereby presents the First (01<sup>st</sup>) Board's Report along with the Company's audited financial statement of Accounts together with the Auditors' Report for the financial year ending March 31, 2025 and share with you the highlights of the Company's performance during the year.

### FINANCIAL SUMMARY/ HIGHLIGHTS

#### A. Financial Summary

The Company's financial performance for the year ended March 31, 2025 is summarized below:

Particulars	Amounts in INR Lakhs
	For the period 2024-25
<b>Income</b>	
Revenue from operations	-
Other Income	7.75
<b>Total Revenue (I)</b>	-
<b>Expenses</b>	
Operation and Maintenance Expenses	-
Cost of material and services consumed	-
Employee benefit expense	-
Other expenses	5.44
Finance cost	0.03
<b>Total Expenses (II)</b>	<b>5.47</b>
Profit/(loss) before tax (I) - (II)	<b>2.28</b>
<b>Profit (loss) for the year</b>	<b>2.28</b>
Current tax	0.57
Deferred tax	-
Earlier year tax	-
<b>Profit/Loss after tax</b>	<b>1.71</b>
<b>Earning per share (EPS)</b>	0.09

### FINANCIAL PERFORMANCE REVIEW

In 2024-25, the company has earned total income of INR 7.75 Lakhs (Indian Rupees Seven Lacs and Seventy Five Thousand only) from under the head of other income.

### OPERATIONS/ STATE OF THE COMPANY'S AFFAIRS

During the reporting period, the Company continued to focus on its main objective of development of its renewable power project, including production of electricity or alternative forms of energy from both conventional and nonconventional sources for commercial purposes. Further, to establish and conduct the business of electricity trading, acting as intermediaries in the buying and selling of electrical energy across various markets, including power exchanges, derivatives markets, and international markets.

Currently, the Company doesn't commence commercial operations, the Company did not generate any revenue from operations during the financial year 2024-25.

**DIVIDEND**

No dividend is recommended by the Board of your Company.

**RESERVES**

During the year under review the Company has recorded profit of INR 1.71 Lakhs (Indian Rupees One Lac and Seventy One Thousand only), and the amount has been transferred to the retained earnings.

**HOLDING SUBSIDIARY RELATIONSHIP**

During the year under review, the Company continued to be a subsidiary of Sunsure Energy Private Limited under the provisions of the Companies Act, 2013.

**SHARE CAPITAL****A. AUTHORISED SHARE CAPITAL**

The Authorised Share Capital of the Company as on 31st March 2025 stood at INR 2,00,00,000/- (Indian Rupees Two Crores only) divided into 20,00,000 (Twenty Lakh) equity shares of INR 10/- (Indian Rupees Ten only) each.

**B. ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL**

The Issued, Subscribed and Paid-up Share Capital of the Company as on 31st March 2025 was INR 2,00,00,000/- (Indian Rupees Two Crores only) divided into 20,00,000 (Twenty Lakh) equity shares of INR 10/- (Indian Rupees Ten only) each.

**DEPOSITS**

The Company has not accepted any deposit during the year under review which falls under Chapter V of the Companies Act, 2013 ("Act") read the Companies (Acceptance of Deposits) Rules, 2014.

**STATUTORY AUDITORS**

M/s. G R A N D M A R K & ASSOCIATES, Chartered Accountants (Firm Registration No. 011317N), were appointed as the First Statutory Auditors of the Company to hold office up to the First AGM of the company.

The Statutory Auditors have confirmed that they continue to satisfy the eligibility criteria laid down under Section 141 of the Companies Act, 2013, including independence, non-involvement in prohibited services, and other requirements specified therein.

Therefore, the Board proposed to appoint M/s. G R A N D M A R K & ASSOCIATES, Chartered Accountants (Firm Registration No. 011317N) as the Statutory Auditors of the Company for a period of five consecutive financial years, in accordance with the provisions of Section 139 of the Companies Act, 2013, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Sixth Annual General Meeting.

**AUDITORS' REPORT**

The statutory audit report for the financial year 2024-25 does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditor.

**CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

As required under Section 134(3) (m) of the Act read with rule 8 of Companies (Accounts) Rules 2014, details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**CONSERVATION OF ENERGY**

S. No.	Particulars	Details
1	The steps taken or impact on conservation of energy	Since the Company is in the project development phase and has not commenced commercial operations during the previous financial year, the provisions relating to conservation of energy are applicable only to the extent relevant. No significant energy consumption was undertaken during the year. However, the Company endeavours to incorporate energy-efficient designs and practices in the planning and development of its projects.
2	The steps taken by the company for utilizing alternate sources of energy.	
3	The capital investment on energy conservation equipment's.	

#### A. TECHNOLOGY ABSORPTION

S. No.	Particulars	Details
1	Efforts, in brief, made towards technology absorption	The provisions relating to technology absorption are <b>applicable only to the extent relevant</b> . During the year, the Company was engaged in project development activities. The technology required for the proposed projects is being evaluated and arranged through contractual arrangements with the holding company and/or approved vendors. Accordingly, no separate technology absorption activities were undertaken by the Company during the year.
2	Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.	
3	In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished.	
	(a) the details of technology imported	
	(b) the year of import;	
	(c) whether the technology been fully absorbed	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
4	Expenditure incurred on Research and Development.	

#### (C) Foreign exchange earnings and Outgo:

During the period under review, the Foreign Exchange inflow was NIL and outflow was NIL.

#### SECRETARIAL STANDARDS

The Company has complied with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), as mandated under the Companies Act, 2013, during the financial year under review.

#### ANNUAL RETURN

Pursuant to Section 134(3)(a) read with Section 92 (3) of the Act, since the Company does not have a website, it is not required to place a copy of the Annual return nor a weblink in its Board report.

#### DIRECTORS & KEY MANAGERIAL PERSONNELS

##### A. Composition of Board of Directors

The composition of the Board of Directors of the company as on March 31, 2025 was as follows:

S. No	Name of the Director	Designation
1.	Mr. Tarun Rajput	Director
2.	Mr. Saurabh Bisen	Director

**B. Key Managerial Personnel (KMPs)**

There is no change in the KMP/ Board of Directors of the Company during the Financial Year 2024-25.

**NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

The Board of Directors of the Company duly met 05 (Five) times during the period from June 04, 2024 to March 31, 2025 as per the following details:

S. No.	Date of Meeting	Attended by	
		Mr. Tarun Rajput	Mr. Saurabh Bisen
1	18.06.2024	Yes	Yes
2	11.07.2024	Yes	Yes
3	09.10.2024	Yes	Yes
4	13.12.2024	Yes	Yes
5	29.03.2025	Yes	Yes
	<b>Total</b>	<b>05</b>	<b>05</b>

**NUMBER OF GENERAL MEETINGS OF THE BOARD OF DIRECTORS**

During the year under review, no general meeting of the shareholders of the Company was held.

**PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES BY COMPANY**

During the financial year 2024-25, the Company has not given any loans, made any investments, provided any guarantees, or offered any securities as per the provisions of Section 186 of the Companies Act, 2013. Accordingly, no particulars are required to be disclosed under this section.

**SIGNIFICANT AND THE MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

**RELATED PARTY TRANSACTIONS**

During the financial year under review, the Company did not enter into any materially significant related party transactions with its Promoters, Directors, or other designated persons which may have a potential conflict with the interests of the Company. All transactions with related parties, if any, were carried out on an arm's length basis and in the ordinary course of business, in accordance with the provisions of Section 188 of the Companies Act, 2013. Consequently, no disclosure in Form AOC-2 is required.

**PREVENTION OF SEXUAL HARASSMENT POLICY**

Sunsure Energy Private Limited ("Holding Company") has in place a prevention of Sexual harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and Rules made thereunder, for prevention and redressal of complaints of sexual harassments at workplace. The said Policy is applicable on every subsidiary Company of the Holding Company. All women associates (permanent, temporary, contractual and trainees) as well as any woman visiting the Company's office premises or women service providers are covered under this Policy. The Holding Company has constituted Internal Committee(s) (ICs) to redress and resolve any complaints arising under the POSH Act. Training/awareness programs are conducted throughout the year to create sensitivity towards ensuring respectable workplace. During the year under review, there were no known cases of sexual harassment.

The following is a summary of sexual harassment complaints received and disposed of during the year:

- a) Number of complaints pending at the beginning of the year - NIL.
- b) Number of complaints received during the year - NIL.
- c) Number of complaints disposed off during the year - NIL.
- d) No. of cases pending for more than 90 days - NIL.
- e) Number of cases pending at the end of the year - NIL.

#### **STATEMENT ON COMPLIANCE TO THE PROVISIONS RELATING TO THE MATERNITY BENEFITS ACT, 1961**

As the Company did not have any employees on its rolls during the year under review, the provisions of the Act relating to maternity benefits were not applicable. The Company shall comply with all applicable provisions of the Act upon engagement of employees in the future.

#### **VIGIL MECHANISM**

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 are not applicable to the Company.

#### **RISK MANAGEMENT POLICY**

The Holding Company of the Company has an elaborate Risk Management Policy which has been adopted by the Board and the same is also applicable to the Company. The said policy helps to identify, assess, respond to and monitor, on a real-time basis, risks that impact business objectives. Risk management is an integral component of the Group at large. Effective risk management with enhanced use of technology has improved the quality of business decisions.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your directors make the following statements in terms of section 134(3)(c) of the Act:

- (a) In the preparation of the annual accounts, the applicable accounting standards were followed along with proper explanation relating to material departures.
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period.
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL**

No Material changes and commitments have occurred in the company during the year that might affect the financial position of the company.

#### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has 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.



**PERSONNEL**

Statement of particulars of employees as required under Section 197 of the Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable on the Company being an Unlisted Private Company.

**CORPORATE SOCIAL RESPONSIBILITY**

The provisions of Section 135 of the Act, with regard to Corporate Social Responsibility (CSR), are at present not applicable on the Company.

**GENERAL**

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

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- No fraud has been reported by the Auditors to the Board.
- There has been no change in business of the Company.
- There are no proceedings pending under the Insolvency and Bankruptcy Code, 2016.
- There was no instance of a one-time settlement with any Bank or Financial Institution.

**ACKNOWLEDGEMENT**

The Board of Directors wishes to place on record its deep sense of appreciation for the committed services by all the employees of the Company. The Board of Directors would also like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, government and regulatory authorities, customers, vendors, and members during the year under review.

For and on behalf of the board  
**Sunsure Power Markets Private Limited**



**Saurabh Bisen**  
**(Director)**  
**DIN - 05109789**



**Tarun Rajput**  
**(Director)**  
**DIN - 08377336**

Date - 24<sup>th</sup> September 2025  
Place - Gurugram