

**i Power Solutions India Limited**



**31<sup>st</sup> Annual Report  
2015 - 16**

## **BOARD OF DIRECTORS**

Mr. V. PARANDHAMAN	- Chairman cum Managing Director
Mr. D. RAVICHANDRA BABU	- Independent Director
Mr. K. BHASKARAN	- Independent Director
Mr. R. JAYAPRAKASH	- Independent Director
Mrs. N. R. ALAMELU	- Woman Director

## **REGISTERED CUM CORPORATE OFFICE**

9/5, II Floor, 2nd Main Road,  
Karpagam Gardens,  
Adyar, Chennai - 600 020.

## **STATUTORY AUDITOR**

**Mr. W.S.MADHAVANN**

1-G, Sri Padmavathy Apts., Sankarapuram,  
First Street, Choolaimedu, Chennai - 600 094.

## **INTERNAL AUDITOR**

**Mr. V.R.SRIDHARAN**

Chartered Accountant

## **BANKERS**

Bank of Maharashtra, Chennai - 600 090.

Indian Bank, Chennai - 600 090.

### NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 31st Annual General Meeting of the members of M/s. iPower Solutions India Limited will be held on Friday, 5th August, 2016 at 3.00 P.M. at Registered Office: 9/5, II Floor, 2nd Main Road, Karpagam Gardens, Adyar, Chennai 600 020 to transact the following business.

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016 and the Profit & Loss Account for the year ended 31st March 2016 together with the reports of Directors and Auditors thereon.
2. To appoint a Director in the place of Mr.D.Ravichandra Babu who retires by rotation and being eligible offers himself for re-appointment.
3. **Appointment of Statutory Auditors**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. W.S.Madhavann FCA having M. No. 201067, who has offered themselves for re-appointment and has confirmed his eligibility to be appointed as Auditors, in terms of the provisions of the Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 33rd Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in connection with the audit of Accounts of the Company.

By Order of the Board  
For i Power Solutions India Limited

Sd/-  
V.PARANDHAMAN  
Chairman

Place: Chennai  
Date: 19.5.2016

## NOTES

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll, to vote instead of himself / herself and a Proxy need not be a member of the Company. The instrument appointing the Proxy to be valid shall be deposited at the Register's Office of the Company not later than 48 hours before the time fixed for holding the Meeting.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 30th July, 2016 to 5th August, 2016 (both days inclusive).
3. For shares held in physical form, any change in address may be intimated immediately to the Company / Share Transfer Agent by quoting the Folio Number(s).
4. Members / Proxies are requested to bring the Attendance slip sent with the Annual Report duly filled in for attending the Meeting. Members who hold shares in the dematerialized form are requested to indicate their DP ID and Client ID Numbers in the Attendance slip.
5. The Company's Equity shares are listed at BSE Limited.
6. Members holding shares in physical form can avail of the nomination facility. For Further details, Members may write to the Company / Share Transfer Agent.
7. **Distribution of Gifts at AGM:**

The Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India prohibit distribution of gifts, gift coupons or cash in lieu of gifts to the members at or in connection with any general meeting of shareholders. The same is also notified by the Ministry of Corporate Affairs, Government of India.

Pursuant to the above your company decided not to distribute any gifts to the members attending the forthcoming Annual General Meeting

## 8. E-voting

The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically. Please note that the voting through electronic means is optional for shareholders.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, July 29, 2016, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Eligible members who have acquired shares after the despatch of the Annual Report may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.

The Company has appointed Mr. V Nagarajan, Practising Company Secretary, (CP No. 3288), (E-mail ID: csnagarajan@gmail.com) to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

### e-Voting Instructions

CDSL has launched its m-Voting mobile App which enables shareholders to vote at their convenience from their mobile phone till the closure of the e-Voting period of a company.

In view of the same the e-Voting Instructions have been enclosed in Annexure A.

Queries regarding this communiqué may be addressed to:

CDSL e-Voting Services on helpdesk: [evoting@cdslindia.com](mailto:evoting@cdslindia.com).



## Annexure A

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday, August 2, 2016 at 9.00 a.m and ends on Thursday, August 4, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, July 29, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>PAN Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>◆ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>◆ In case the sequence number is less than 8 digit enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details of Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>◆ If both the details are not recorded with the depository or company please enter the member ID / Folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN No. 160702007 for iPower Solutions India Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non - Individual Shareholders and Custodians
  - ✦ Non-Individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - ✦ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ✦ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - ✦ The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - ✦ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xci) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xxi) above to cast vote.

Members who do not have access to e-voting facility have been additionally provided the facility of voting on a Ballot form. They may send duly completed Ballot Form (enclosed with the Annual Report) to the Scrutinizer referred above at the Registered Office of the Company on or before



the date of the Annual General Meeting or can carry the same to the Annual General Meeting venue and deposit in the Ballot box during the meeting.

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [audit@ipwrs.com](mailto:audit@ipwrs.com) by mentioning their Folio / DP ID and Client ID No.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorized by him within two days of the meeting.

The results declared along with the Scrutinizer's report, will be posted on the Company's website and communicated to the Stock Exchanges.

By Order of the Board  
For i Power Solutions India Limited

Sd/-  
V. PARANDHAMAN  
Chairman

Place: Chennai  
Date: 19.5.2016

## DIRECTORS' REPORT

Dear Members,

Your directors are pleased to present the 31st Annual Report and the Company's audited financial statements for the financial year ended 31st March, 2016.

### **FINANCIAL PERFORMANCE**

The Company's financial performance, for the year ended March 31, 2016 is summarized below:

S.No.	CONTENTS OF THE REPORT		
1	<b>FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:</b>		
	(In INR)		
	Particulars	2015-2016	2014-2015
	Gross Income	24,83,520	26,05,210
	Profit Before Interest, Depreciation and Tax	3,26,791	4,94,450
	Finance Charges	25,213	30,198
	Profit Before Depreciation and Tax	3,01,578	4,64,252
	Provision for Depreciation	2,58,918	2,98,269
	Net Profit Before Tax	42,660	1,65,983
	Provision for Tax	-	-
	Net Profit After Tax	42,660	1,65,983
	Transfer to General Reserve	42,660	1,65,983
	Surplus/(Deficit) carried to Balance Sheet	42,660	1,65,983
	The Company has its presence spanning across USA, Europe and UAE and its focus areas are Web /e-commerce solutions, software application development, information processing and BPO work. The Company is doing open source software projects in PHP, Web applications, Android applications etc. The Company is committed to software development in open source platform. The Company has a social networking portal called vanavil.com.		
2	<b>EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:</b> There are no material events that have occurred after the date of financial statements which may adversely impact the business of the Company.		
3	<b>CHANGE IN THE NATURE OF BUSINESS, IF ANY:</b> There has been no change in the nature of business of the Company during the Financial Year.		
4	<b>DIVIDEND:</b> The Company has not recommended any dividend for this financial year in view of financial constraints.		



5	<b>AMOUNT, IF ANY, CARRIED FORWARD TO RESERVES:</b> The balance in profit and loss account amounting to Rs.42,660/- is carried over to the general reserve account.																												
6	<b>BOARD MEETINGS:</b> The Board of Directors met 4 times during this financial year on 13th May 2015, 13th July, 2015, 2nd November, 2015, and 8th February 2016.																												
7	<b>DIRECTORS AND KEY MANAGERIAL PERSONNEL :</b> 1). Mr.V.Parandhaman (DIN-00323551)-Promoter Director – Chairman cum Managing Director 2). Mr.R.Jayaprakash (DIN – 02138581) – Independent Non-Executive Director 3). Mr.K.Bhaskaran (DIN – 01952820) - Independent Non-Executive Director 4). Mr.D.Ravichandra Babu (DIN – 00016326) - Independent Non-Executive Director 5). Mrs. N. R. Alamelu (DIN – 02138648) - Independent Non-Executive Woman Director																												
8	<b>DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS</b> The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their independence laid down in Section 149(6) and the extract of the Declarations are given in Annexure I																												
9	<b>COMPOSITION OF AUDIT COMMITTEE:</b> The Company has a qualified and independent Audit Committee comprising of five directors as members of which Two-thirds of the members are independent directors. All members of audit committee are financially literate with the Chairman of the Committee having the experience in finance, accounting, having requisite professional certification in accounting, financial management experience. None of the members receive, directly or indirectly, any consulting, advisory or compensatory fees from the Company other than their remuneration as a Director. <table><tr><td>Mr. R.Jayaprakash</td><td>Chairman</td></tr><tr><td>Mr. V. Parandhaman</td><td>Member</td></tr><tr><td>Mr. K.Bhaskaran</td><td>Member</td></tr><tr><td>Mr. D. RavichandraBabu</td><td>Member</td></tr><tr><td>Mrs. N.R.Alamelu</td><td>Member</td></tr></table> Meetings and Attendance for the year ended 2015-2016 The audit committee met 4 times during the year ended 31st March 2016. The Meetings held during the year were on 13.05.2015, 13.07.2015, 02.11.2015 and 08.02.2016. <table><tr><th>Name of Director</th><th>No. of Meetings</th><th>Meetings attended</th></tr><tr><td>Mr. R. Jayaprakash</td><td>4</td><td>4</td></tr><tr><td>Mr. V. Parandhaman</td><td>4</td><td>4</td></tr><tr><td>Mr. K. Bhaskaran</td><td>4</td><td>4</td></tr><tr><td>Mr. D. RavichandraBabu</td><td>4</td><td>4</td></tr><tr><td>Mrs. N.R.Alamelu</td><td>4</td><td>4</td></tr></table>	Mr. R.Jayaprakash	Chairman	Mr. V. Parandhaman	Member	Mr. K.Bhaskaran	Member	Mr. D. RavichandraBabu	Member	Mrs. N.R.Alamelu	Member	Name of Director	No. of Meetings	Meetings attended	Mr. R. Jayaprakash	4	4	Mr. V. Parandhaman	4	4	Mr. K. Bhaskaran	4	4	Mr. D. RavichandraBabu	4	4	Mrs. N.R.Alamelu	4	4
Mr. R.Jayaprakash	Chairman																												
Mr. V. Parandhaman	Member																												
Mr. K.Bhaskaran	Member																												
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Mr. R. Jayaprakash	4	4																											
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Mr. K. Bhaskaran	4	4																											
Mr. D. RavichandraBabu	4	4																											
Mrs. N.R.Alamelu	4	4																											

10	<p><b>CORPORATE SOCIAL RESPONSIBILITY:</b></p> <p>Pursuant to section 135 of the Companies Act, 2013, every company having net worth of Rs.500 crore or more, or turnover of Rs. 1000 crore or more or a net profit of Rs.5 crore or more during the financial year shall constitute a CSR Committee. Our Company has not triggered any of the above limits; hence, no committee in this has been constituted.</p>
11	<p><b>DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013</b></p> <p>The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee ("ICC") has been set up to redress the complaints received regarding sexual harassment. All employees are covered under this policy.</p> <p>The following is the summary of the complaints received and disposed off during the financial Year 2015-16:</p> <p>a) No. of complaints received: NIL.</p> <p>b) No. of complaints disposed off: NIL.</p>
12	<p><b>VIGIL MECHANISM:</b></p> <p>Vigil Mechanism cum Whistle Blower Policy, is attached in ANNEXURE III</p>
13	<p><b>DIRECTOR'S RESPONSIBILITY STATEMENT:</b></p> <p>In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:</p> <ul style="list-style-type: none"> <li>(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;</li> <li>(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;</li> <li>(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;</li> <li>(d) the directors had prepared the annual accounts on a going concern basis; and</li> <li>(e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;</li> <li>(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively</li> </ul>
14	<p><b>INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JV</b></p> <p>The company does not have any subsidiaries, associates or joint ventures.</p>
15	<p><b>EXTRACT OF ANNUAL RETURN:</b></p> <p>As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT-9 is given as a part of this Annual Report under ANNEXURE IV</p>



16	<b>AUDITORS:</b> Mr.W.S.Madhavann FCA, Chartered Accountant, Chennai, Statutory Auditor of the Company retires at the ensuing Annual General Meeting. His re-appointment is recommended.
17	<b>SECRETARIAL AUDIT:</b> Secretarial audit report as provided by Mr.S Shreenivasan, Practising Company Secretary, is annexed to this Report as ANNEXURE V
18	<b>COMMENTS ON INDEPENDENT AUDIT REPORT AND SECRETARIAL AUDIT REPORT:</b> (a) statutory audit report : Nil (b) secretarial audit report : Nil
19	<b>CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:</b> The Company informs that the disclosure of particulars under section 134(3)(m) of the Companies act, 2013 read with Rule 8 (3) of Companies (Accounts) Rules, 2014 relating to conservation of Energy etc is not applicable to the Company as no energy intensive works are undertaken by the company. Particulars relating to Technology Absorption etc., have not been furnished as the Company has neither undertaken any Research & Development activities in the Field of operations nor imported any technology thereto. In respect of Foreign Exchange earnings and outgo (in US\$), details are given below: Foreign Exchange Earnings: US\$ 5330/- Foreign Exchange Outgo: US\$ - Nil
20	<b>DETAILS RELATING TO DEPOSITS, IF ANY:</b> The Company has not accepted any deposits during the Financial Year.
21	<b>PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:</b> The Company has duly complied with the provision of Section 186 of the Companies Act, 2013 and it has not given any loans, guarantees and investments during the financial year.
22	<b>RISK MANAGEMENT :</b> The Company has well defined Risk Management Policy in place. The fact that the Risks and opportunities are inevitably intertwined, is well recognised policy by the Company and thus aims to identify, manage and minimize, risks, strategically. It is committed to embedding risk management throughout the organisation and its systems and controls are designed to ensure that exposure to significant risk is properly managed. With the predefined risk management principles and policy, the Company identifies, categorizes, assess and addresses risks. <b>Key Elements of Risks:</b> (i) Global Economic Situation: The Economic environment around the world is showing sign of growth. Growth in the Construction industry has been fairly positive. (ii) Cost pressure: Increasing operating cost may create a pressure on margin. The Company is focusing to put up framework for cost management.



	<p>(iii) Regulatory risks: Any Change in regulations in the field of our operations, would have an impact on the operations. The Company is vigilant on such changes for easy adaptability.</p> <p>(iv) Emerging Trend : New technologies and trends used in construction industry may impact consumers' behavior. The Company continuously scan business environment for early detection of emerging trend.</p>
23	<p><b>RELATED PARTY TRANSACTIONS :</b></p> <p>There are no related party transactions during the financial year under review under section 188 of the Companies Act 2013.</p>
24	<p><b>FORMAL ANNUAL EVALUATION:</b></p> <p>Criteria for evaluation of performance of Independent Directors, Committees and the Board has been laid by the Nomination and Remuneration Committee for their formal evaluation using various professional attributes, including expertise, skills, behavior, experience, leadership qualities, knowledge, performance culture, responsibility, etc. Evaluation of Directors' performance based on the criteria is done periodically, or as decided by the Nomination and Remuneration Committee and the same is reported to the Board, in case of challenging situations.</p>
25	<p><b>DISCLOSURE ABOUT COST AUDIT :</b></p> <p>Provisions relating to Cost Audit are not applicable to the Company.</p>
26	<p><b>RATIO OF REMUNERATION TO EACH DIRECTOR :</b></p> <p>At present Directors are not receiving any remuneration from the company in view of the financial constraints. Nomination and Remuneration Policy of the company is given in Annexure II.</p>
27	<p><b>LISTING WITH STOCK EXCHANGES:</b></p> <p>Shares of the Company are listed on BSE and the Company confirms that it has paid the Annual Listing Fees for the year 2015-2016.</p>
28	<p><b>SECRETARIAL STANDARDS :</b></p> <p>The company confirms that the Secretarial Standards, as applicable on the date of this report are followed by the Company.</p>
29	<p><b>ACKNOWLEDGEMENT:</b></p> <p>Your directors thank and acknowledge the continuous co-operation and assistance extended by Bank of Maharashtra, Indian Bank, BSE Limited, Cameo Corporate Services Ltd., our employees and the various customers who are patronizing our products.</p>

For and on behalf of the board  
Sd./-  
**V.PARANDHAMAN**  
Chairman

Place: Chennai  
Date: 19.05.2016

#### ANNEXURE INDEX FOR DIRECTOR'S REPORT

Annexure No:	Details of annexure
I	Declaration of Independent Directors
II	Nomination and Remuneration Policy
III	Vigil Mechanism
IV	Annual Return Extracts in MGT 9
V	Secretarial Audit Report

## DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

To the shareholders of i Power Solutions India Limited

Dear Sir,

I undertake to comply with the conditions laid down in section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that up to the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
- (i) the statutory audit firm or the internal audit firm that is associated with the Company and
  - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.

Yours faithfully,

**R. Jayaprakash**  
(Independent director)

**K. Bhaskaran**  
(Independent director)

**D. Ravichandra Babu**  
(Independent director)

**N.R. Alamelu**  
(Independent director)

Place : Chennai

Date: 19.05.2016



### Nomination and Remuneration Policy of i Power Solutions India Limited

This Nomination and Remuneration Policy is being formulated in compliance with Section 176 of the Companies Act, 2013, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors in their meeting held on 13th May 2015.

#### Definitions:

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

"Key Managerial Personnel" means:

- (i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- (ii) Chief Financial Officer;
- (iii) Company Secretary; and
- (iv) such other officer as may be prescribed.

"Senior Managerial Personnel" mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

#### Objective:

The objective of the policy is to ensure that

- (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- (ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

#### Role of the Committee:

The role of the NRC will be the following:

- (i) To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- (ii) To formulate criteria for evaluation of Independent Directors and the Board.
- (iii) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- (iv) To carry out evaluation of Director's performance.
- (v) To recommend to the Board the appointment and removal of Directors and Senior Management.
- (vi) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- (vii) To devise a policy on Board diversity, composition, size.
- (viii) Succession planning for replacing Key Executives and overseeing.
- (ix) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- (x) To perform such other functions as may be necessary or appropriate for the performance of its duties.

## APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- (i) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- (ii) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- (iii) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

## TERM / TENURE

### a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

### b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

## EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

## REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

## RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.



#### POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

- (i) Remuneration to Managing Director / Whole-time Directors:
- (ii) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- (iii) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.
- (iv) Remuneration to Non- Executive / Independent Directors:
- (v) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- (vi) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- (vii) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
  - (viii) The Services are rendered by such Director in his capacity as the professional; and
  - (ix) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- (x) Remuneration to Key Managerial Personnel and Senior Management:

The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- (xi) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- (xii) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

#### IMPLEMENTATION

- (i) The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- (ii) The Committee may Delegate any of its powers to one or more of its members.



**Vigil mechanism & whistle blower policy of i Power Solutions India limited****Preface**

i Power Solutions India Limited (Company) is committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics and to full and accurate disclosures. The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The purpose of this mechanism is to eliminate and help to prevent malpractices, to investigate and resolve complaints, take appropriate action to safeguard the interests of the Company and to ensure that any person making a complaint (referred to as "a whistleblower") is protected, while at the same time actively discouraging frivolous and insubstantial complaints. Company shall oversee the vigil mechanism through Audit committee and if any of the members of the committee have a conflict of interest in a given case, they should recuse themselves and the others on the committee would deal with the matter on hand.

**Scope of Vigil Mechanism**

1. To act as an additional internal element of the Company's compliance and integrity policies.
2. Not a substitute for other formal internal arrangements and procedures.
3. Seeks to ensure that anyone who is aware (director or employee of the company) of a breach of Company policies and procedures, suspected or actual frauds and embezzlement, illegal, unethical behavior or violation of company's code of conduct or ethics etc., feels free to bring this to the attention of appropriate personnel in the Company, without fear of victimization, harassment or retaliation.

**Applicability**

This Mechanism applies to the following:

- (i) All the Directors
- (ii) All the employees and ex-employees and their representative bodies of different departments of the Company
- (iii) All the Business Associates of the Company

**Compliance with Laws, Rules and Regulations**

Section 177 of the Companies Act, 2013 provides for a requirement for all listed companies to establish a mechanism called "Vigil Mechanism" for all the Directors and employees to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

Accordingly, this Vigil Mechanism is required to provide adequate safeguards against victimization of persons who use such mechanisms and also to ensure direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

**Definitions**

- (i) "Act" means the Companies Act, 2013 and relevant rules; as amended from time to time;
- (ii) "Audit Committee" means a Committee constituted by the Board of Directors of the Company in accordance with the Companies Act, 2013;
- (iii) "Board" means the Board of Directors of the Company;
- (iv) "Company" means i Power Solutions India limited

- (v) "Disciplinary Action" means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- (vi) "Directors" means all the directors of the Company including directors of its subsidiaries and associates.
- (vii) "Employee" means every employee on the permanent or temporary rolls of the Company and ex-employees including its subsidiaries and associates (whether working in India or abroad) and includes their representative bodies.
- (viii) "Fraud" in relation to affairs of a company or anybody corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss.
- (ix) "Investigation Subject" means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- (x) "Policy" means The Vigil Mechanism/Whistle Blower Policy.
- (xi) "Protected Disclosure" means any communication made in good faith by the whistle blower that discloses or demonstrates information that may indicate evidence towards unethical or improper activity.
- (xii) "Reporting Authority" means any member of the Audit Committee.
- (xiii) "Whistle Blower" means a person making a Protected Disclosure under this Policy. Whistle Blower or complainant could be Director(s)/employee/ex-employee including their representative bodies /business associate whether at the Senior Management level or at lower level.
- (xiv) "Wrongful Gain" means the gain by unlawful means of property to which the person gaining is not legally entitled.
- (xv) "Wrongful Loss" means the loss by unlawful means of property to which the person losing is legally entitled.

#### **Disclosure**

The information on suspected wrongful conduct should be such information which is intended to cover serious concerns that could have a large impact on the Company such as actions that:

1. Abuse of Authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud, or suspected fraud
6. Criminal offence
7. Pilferage of confidential/propriety information
8. Deliberate violation of law/regulation
9. Wastage/misappropriation of company funds/assets
10. Breach of employee Code of Conduct or Rules
11. Any other unethical, biased, favoured, imprudent event
12. Amount to serious improper conduct, including any kind of harassment (sexual or otherwise)



The above list is only illustrative and should not be considered as exhaustive.

Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

#### **Investigation**

1. Whistle Blower can make Protected Disclosure to Reporting Authority, as soon as possible after becoming aware of the suspected or actual frauds and embezzlement, illegal, unethical behavior or violation of company's code of conduct or ethics etc.
2. Whistle Blower must put his/her name to allegations. Concerns expressed anonymously WILL NOT BE investigated.
3. If initial enquiries by the Reporting Authority indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the basis for such dismissal will be recorded and such decision will be documented.
4. Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Reporting Authority.

#### **Documentation and Reporting**

1. Written report of the findings would be made. The record would include:
  - (i) Facts of the Matter
  - (ii) Whether the Protected Disclosure was raised previously by anyone or not, and if made, the outcome thereof;
  - (iii) Whether any Protected Disclosure was raised previously against the same Investigation Subject.
  - (iv) The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
  - (v) Findings of Reporting authority;
  - (vi) Impact Analysis (If applicable).
  - (vii) The timeline for final decision of investigation (Maximum 15 days).
2. In case the Protected Disclosure is proved, take such Disciplinary Action as the Committee may think fit and take preventive measures to avoid recurrence of the matter.
  - (i) In case the Protected Disclosure is not proved, extinguish the matter and take note of the same; Or
  - (ii) Depending upon the seriousness of the matter, the Committee may refer the matter to the Audit Committee with proposed disciplinary action/countermeasures. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.
  - (iii) In case of repeated frivolous complaints being filed by a director or an employee, the audit committee may take suitable action against the concerned director or employee including reprimand.
  - (iv) In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, he/she can make a direct appeal to the Chairman of the Audit Committee.

#### **Protection**

- (i) No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy.
- (ii) The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore,



be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/ suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure.

- (iii) As a matter of general deterrence, the Company shall publicly inform employees of the penalties imposed and discipline of any person from misconduct arising from retaliation.
- (iv) Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.
- (v) The Company will take steps to remove difficulties if any, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- (vi) The identity of the Whistle Blower shall be kept confidential.
- (vii) Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

The independent directors shall ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

#### **Secrecy and Confidentiality**

The Whistle Blower, the investigation Subject, Audit Committee, and everyone involved in the process shall:

- 1. maintain complete confidentiality/ secrecy of the matter
- 2. not discuss the matter in any informal/social gatherings/meetings
- 3. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- 4. not keep the papers unattended anywhere at any time
- 5. keep the electronic mails/files under password

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

#### **Reporting**

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee.

#### **Amendment**

The Company reserves the right to amend or modify this Policy in whole or in part, at any point of time. Any amendment to the Policy shall take effect from the date when it is approved by the Audit Committee of the Company and hosted on the Company website.

**Annual Return Extracts in MGT 9  
Form No. MGT-9**

**ANNEXURE - IV**

**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2016**  
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i. CIN	L72200TN2001PLC047456
ii. Registration Date	19/03/1995
iii. Name of the Company	iPower Solutions India Ltd.
iv. Category/Sub-Category of the Company	Company Limited by Shares / Indian Non-Government Company
v. Address of the Registered office and contact details	No 9/5, II Floor, 2nd Main Road, Karpagam Gardens, Adyar, Chennai 600 020 Tel: +91 44 24910871, Fax: +91 44 24914503 e-mail: info@ipwrs.com website: www.ipwrs.com
vi. Whether listed company	Yes, Bombay Stock Exchange (BSE)
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Cameo Corporate Services Limited, 'Subramanian Buildings' No.1 Club House Road, Chennai - 600 002. Tel: +91 44 2846 0390 (6 lines), Fax No. +91 44 2846 0129, Grams: CAMEO E-mail: cameo@cameoindia.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated.

Sl No.	Name and Description of main products/services	NIC Code of the Product/Service	% to total turnover of the Company
1.	Internet Software & Services	99831412	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl.No.	Name and Address the Company	CIN/GLN	PAN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
	Nil	Nil	Nil	Nil	Nil	Nil

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**I. Category-wise Share Holding**

Category code	Category of Shareholder	No. of shares held at the beginning of the year March 31, 2015				No. of shares held at the end of the year March 31, 2015				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A</b>	<b>Shareholding Of Promoter And Promoter Group</b>									
1.	Indian									
a.	Individuals/HUF	2500	2050	4550	0.10	2500	2050	4550	0.10	0.00



Category code	Category of Shareholder	No. of shares held at the beginning of the year March 31, 2014				No. of shares held at the end of the year March 31, 2015				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b.	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
c.	Financial Institutions/ Banks	0	0	0	0.00	0	0	0	0.00	0.00
d.	Any Other									
	<b>Sub - Total (A)(1)</b>	<b>2500</b>	<b>2050</b>	<b>4550</b>	<b>0.10</b>	<b>2500</b>	<b>2050</b>	<b>4550</b>	<b>0.10</b>	<b>0.00</b>
2.	Foreign									
a.	Individuals (Non-resident Individuals/ Foreign Individuals)									
b.	Government	0	0	0	0.00	0	0	0	0.00	0.00
c.	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
d.	Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00	0.00
e.	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Directors/Relative Nri</b>	<b>3117431</b>	<b>1200</b>	<b>3118631</b>	<b>70.10</b>	<b>3117431</b>	<b>1200</b>	<b>3118631</b>	<b>70.10</b>	<b>0.00</b>
	<b>Sub - Total (A)(2)</b>	<b>3117431</b>	<b>1200</b>	<b>3118631</b>	<b>70.10</b>	<b>3117431</b>	<b>1200</b>	<b>3118631</b>	<b>70.10</b>	<b>0.00</b>
	<b>Total Share Holding Of Promoter And Promoters Group (A) = (A)(1)+(A)(2)</b>									
B.	Public Shareholding	3119931	3250	3123181	70.20	3119931	3250	3123181	70.20	0.00
1.	Institutions									
a.	Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b.	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
c.	Alternate Investment Funds	0	0	0	0.00	0	0	0	0.00	0.00
d.	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
e.	Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00	0.00
f.	Financial Institutions/Bank	0	0	0	0.00	0	0	0	0.00	0.00
g.	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
h.	Provident Funds / Pension Funds	0	0	0	0.00	0	0	0	0.00	0.00
i.	Any Other									
	<b>Sub - Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>



Category code	Category of Shareholder	No. of shares held at the beginning of the year March 31, 2014				No. of shares held at the end of the year March 31, 2015				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2.	Central Government / State Government(s) / President of India	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub - Total (B)(2)</b>	0	0	0	0.00	0	0	0	0.00	0.00
3.	Non-institutions									
a.	Individuals -									
a(i)	Individual Share Holder Holding Nominal Share Capital Upto Rs. 2 Lakh	997212	9550	1006762	22.63	997212	9550	1006762	22.63	0.00
a(ii)	Individual Share Holders Holding Nominal Share Capital In Excess Of Rs. 2 Lakh	196866	0	196866	4.42	196866	0	196866	4.42	0.00
b.	NBFCs registered with RBI									
c.	Employee Trusts									
d.	Overseas Depositories (holding DRs) (balancing figure)									
e.	Any Other	122191	0	122191	2.75	122191	0	122191	2.75	0.00
	<b>Sub - Total (B)(3)</b>	1316269	9550	1325819	29.80	1316269	9550	1325819	29.80	0.00
	<b>Total Public Shareholding(B) = (B)(1)+(B)(2)+(B)(3)</b>	1316269	9550	1325819	29.80	1316269	9550	1325819	29.80	0.00
	<b>Total (A)+(B)</b>	4436200	12800	4449000	100.00	4436200	12800	4449000	100.00	0.00
C.	Non Promoter - Non Public Shareholder									
1.	Custodian/Dr Holder- Name of Dr Holders (If Available)	0	0	0	0.00	0	0	0	0	0
2.	Employee Benefit Trust (Under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.00	0	0	0	0	0
	<b>Total Non Promoter-Non Public Shareholding (C)=(C)(1)+(C)(2)</b>	0	0	0	0.00	0	0	0	0	0
	<b>GRAND TOTAL (A)+(B)+(C)</b>	4436200	12800	4449000	100.00	4436200	12800	4449000	100.00	0.00

**ii. Shareholding of Promoters**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	VENUGOPALAN PARANDHAMAN	3010767	67.67	0.00	3010767	67.67	0.00	0.00
	HAVING SAME PAN							
1.	VENUGOPALAN PARANDHAMAN	106664	2.40	0.00	106664	2.40	0.00	0.00
2.	DAMODARAN RAVICHANDRA BABU	2500	0.06	0.00	2500	0.06	0.00	0.00
3.	D. RAVICHANDRA BABU	2050	0.04	0.00	2050	0.04	0.00	0.00
4.	VASUMATHY PARANDHAMAN	1200	0.03	0.00	1200	0.03	0.00	0.00

**iii. Change in Promoters' Shareholding (please specify, if there is no change)**

Sr. No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	VENUGOPALAN PARANDHAMAN				
	At the beginning of the year 01-Apr-2015	3010767	67.67	3010767	67.67
	At the end of the Year 31-Mar-2016	3010767	67.67	3010767	67.67
1.	VENUGOPALAN PARANDHAMAN				
	At the beginning of the year 01-Apr-2015	106664	2.40	106664	2.40
	At the end of the Year 31-Mar-2016	106664	2.40	106664	2.40
2.	DAMODARAN RAVICHANDRA BABU				
	At the beginning of the year 01-Apr-2015	2500	0.06	2500	0.06
	At the end of the Year 31-Mar-2016	2500	0.06	2500	0.06
3.	D. RAVICHANDRA BABU				
	At the beginning of the year 01-Apr-2015	2050	0.04	2050	0.04
	At the end of the Year 31-Mar-2016	2050	0.04	2050	0.04
4.	VASUMATHY PARANDHAMAN				
	At the beginning of the year 01-Apr-2015	1200	0.03	1200	0.03
	At the end of the Year 31-Mar-2016	1200	0.03	1200	0.03

(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1.	RAMASUBRAMANIAM G				
	At the beginning of the year 01-Apr-2015	58491	1.3146	58491	1.3146
	At the end of the Year 31-Mar-2016	58491	1.3146	58491	1.3146
2.	KONIDALA NEERAJA				
	At the beginning of the year 01-Apr-2015	46747	1.0507	46747	1.0507
	At the end of the Year 31-Mar-2016	46747	1.0507	46747	1.0507
3.	RAJAGOPALAN S				
	At the beginning of the year 01-Apr-2015	40000	0.8990	40000	0.8990
	At the end of the Year 31-Mar-2016	40000	0.8990	40000	0.8990
4.	ANIL KANTILAL SHAH				
	At the beginning of the year 01-Apr-2015	30278	0.6805	30278	0.6805
	At the end of the Year 31-Mar-2016	30278	0.6805	30278	0.6805
5.	RAJENDRA NANIWADEKAR				
	At the beginning of the year 01-Apr-2015	21350	0.4798	21350	0.4798
	At the end of the Year 31-Mar-2016	21350	0.4798	21350	0.4798
	HAVING SAME PAN				
5.	RAJENDRA NANIWADEKAR				
	At the beginning of the year 01-Apr-2015	8761	0.1969	8761	0.1969
	Purchase 04-Dec-2015	1950	0.0438	10711	0.2408
	At the end of the Year 31-Mar-2016	10711	0.2408	10711	0.2408



Sr. No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
6	RAM GOPAL RAMGARHIA HUF				
	At the beginning of the year 01-Apr-2015	21410	0.4812	21410	0.4812
	Purchase 24-Apr-2015	2350	0.0528	23760	0.5340
	Purchase 01-May-2015	700	0.0157	24460	0.5498
	Purchase 08-Jan-2016	105	0.0024	24565	0.5521
	Purchase 15-Jan-2016	765	0.0172	25330	0.5693
	Purchase 05-Feb-2016	1050	0.0236	26380	0.5929
	Sale 12-Feb-2016	-12472	0.2803	13908	0.3126
	At the end of the Year 31-Mar-2016	13908	0.3126	13908	0.3126
7	COSCO VANUJA PVT.LTD.				
	At the beginning of the year 01-Apr-2015	16824	0.3781	16824	0.3781
	At the end of the Year 31-Mar-2016	16824	0.3781	16824	0.3781
8	JIGER RASIKLAL SALOT				
	At the beginning of the year 01-Apr-2015	16300	0.3663	16300	0.3663
	At the end of the Year 31-Mar-2016	16300	0.3663	16300	0.3663
9	THAKKER BHUPENDRA				
	At the beginning of the year 01-Apr-2015	14900	0.3349	14900	0.3349
	At the end of the Year 31-Mar-2016	14900	0.3349	14900	0.3349

## V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Rs. 22,600,000	Rs. 13,228,128		Rs. 35,828,128
ii) Interest due but not paid				
iii) Interest accrued but not				
Total (i+ii+iii)	Rs. 22,600,000	Rs. 13,228,128		Rs. 35,828,128
Change in Indebtedness during the financial year				
- Addition				
- Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	Rs. 22,600,000	Rs. 13,228,128		Rs. 35,828,128
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	Rs. 22,600,000	Rs. 13,228,128		Rs. 35,828,128

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: Nil

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Nil

VIII. STATEMENT SHOWING DETAILS OF EMPLOYEES OF THE COMPANY (drawing 60 lakhs per year or Rs. 5 lakhs per month): Nil

For and on behalf of the board  
Sd/-  
V. PARANDHAMAN  
Chairman

Place: Chennai

Date: 19.5.2016

## SECRETARIAL AUDIT REPORT

Form No. MR-3

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

for the Financial Year ended March 31, 2016

To

The Members,  
Power Solutions India Limited,  
No.9/5, 2nd Floor, 2nd Main Road,  
Karpagam Gardens, Adyar,  
Chennai - 600 020.

We were appointed by the Board of Directors | POWER SOLUTIONS INDIA LIMITED (hereinafter called the Company) to conduct Secretarial Audit for the financial year ended 31st March, 2016.

We have conducted the Secretarial Audit in respect of compliance with applicable statutory provisions and adherence to good corporate practices by the Company. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our 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.

#### Auditor's Responsibility

Our Responsibility is to express on the Secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us provide a basis for our opinion.

#### Opinion

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on March 31, 2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under, as applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder, as applicable;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder – **Not Applicable**
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment, as applicable;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- (As amended from time to time)
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - **Not applicable as the Company did not issue any security during the financial year under review.**



- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; - **Not applicable as the Company did not issue any security during the financial year under review;**
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements), 2009 – **Not applicable as the Company did not issue any security during the financial year under review;**
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Effective 28th October 2014) – **Not applicable as the Company has not granted any Options to its employees during the financial year under review;**
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not applicable as the Company has not issued any debt securities during the financial year under review;**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable as the Company has not done delisting of equity shares during the financial year under review;**
- h. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998 – **Not applicable as the Company has not bought back any of its securities during the financial year under review.**

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India (**not applicable as yet to be notified**).
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with BSE Limited.

Based on our 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, We hereby report that in our opinion, the company has, during the financial year ended on March 31, 2016 complied with the aforesaid laws. Material compliances are listed in the Annexure attached to this Report.

Based on information received and records maintained, We further report that:

1. 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 that took place during the year under review were carried in compliance with the provision of the act.
2. Adequate notice was given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Decisions at the Board Meeting, as represented by the management and recorded in minutes, were taken unanimously.

Based on the compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary in practice and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has:-

- a) Adequate system and process commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines; and
- b) Complied with the following other laws specifically applicable to the Company:-
  - 1. Income Tax Act, 1961 and Indirect Tax Laws.
  - 2. Information Technology Act, 2000
  - 3. Software Technology Parks of India Rules and Regulations.
  - 4. Trade Marks Act, 1999.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards and Listing Agreements etc. as mentioned above.

We further report that compliance of applicable financial laws including direct and indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

We 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.

We further report that during the audit period the company has no instances of:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction, etc.

Sd/-  
S.SHREENIVASAN  
ACS No: 9534  
C P No: 8780

Place: Chennai  
Date: 19.5.2016

**TO THE SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016**

To,

The Members,

I POWER SOLUTIONS INDIA LIMITED,

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. 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.

Sd/-  
**S.SHREENIVASAN**  
ACS No: 9534  
C P No: 8780

Place: Chennai  
Date: 19.5.2016



**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

iPower Solutions India Limited

CIN L72200TN2001PLC047456

iPower Solutions India Limited, leading web related software service provider has reported significant results for the year ended 31.03.2016.

**PERFORMANCE REPORT**

- ❖ iPower Solutions India Limited has announced its audited financial results for the year ended 31st March 2016.
- ❖ iPower Solutions India Limited showed a net profit of Rs.0.43 Lacs for the financial year 2016 as compared to Rs. 1.66 Lacs of previous year 2015.
- ❖ The Company focuses its training business and proposes to develop its own brand name.

Particulars	(Rs. in '000)	
	Year ended 31.03.2016	Year ended 31.03.2015
Net Income	2,484	2,605
Total Expenditure	2,441	2,439
Net Profit	43	166
% of Profit growth	(74)	116

The Net income from operation for the year ending 31.03.2016 is Rs. 24.84 Lacs compared to previous year's figure of Rs. 26.05 Lacs for the year ending 31.03.2015.

The total expenditure for the year ending 31.03.2016 is Rs. 24.41 Lacs as compared to previous year's figure of Rs. 24.39 for the year ending 31.03.2015.

The Net profit for the year ending 31.03.2016 is Rs. 0.43 Lacs as compared to the previous year figure of Rs. 1.66 Lacs shows a decline of 74%.

**Consolidated**

During the year the company on a consolidated basis witnessed an exponential growth in the segments of Software Development & Services, Education & Training and e-Governance, resulting in a turnover of Rs. 24.84 Lacs in sales revenue, as compared to Rs 26.05 Lacs in the previous year.

The profit before tax posted for the financial year 2015-16 stood at Rs.0.43 lacs as against Rs.1.66 lacs of the previous year, registering a decrease of Rs.1.23 lacs

The shares of the Company remain unaltered during the financial year.

## CORPORATE GOVERNANCE REPORT

(Pursuant to Clause 49 of the Listing Agreement)

### I Company's Philosophy on code of Corporate Governance

Corporate Governance is reflected in the manner in which the Company deals with its shareholders, employees, customers as also every other stakeholder including the society in which the Company operates. Your Company is committed towards transparency in all its dealings, adhering to the corporate values and leveraging the corporate values and leveraging the corporate resources in alignment with the benefits to the stakeholders.

The promoters of your Company are committed to moulding Governance with the culture of the Company that is built upon core values, beliefs and ethics.

Your Company's pursuit towards achieving good governance is an ongoing process and it continues to practice corporate Governance of the good standard. A report on the compliance with the Code of Corporate Governance as prescribed by the Securities and Exchange Board of India (SEBI) incorporated in Clause 49 of the Listing Agreement in all material aspects is given below.

### II Board of Directors

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors with three independent Non-Executive Directors and one Woman Director out of the Five Directors on the Board as on date. The Chairman is an Executive Director and the number of Independent Non-Executive Directors on the Board is more than 50% of the Board Strength at any point of time.

All independent Non-Executive Directors comply with the requirements of the Listing Agreement for being "Independent Directors". Further the Independent Directors have also affirmed that they satisfy all the prescribed requirements for being an Independent Director.

As per the provisions of the Articles of Association of the Company, Mr. D.Ravichandra Babu retires by rotation and being eligible offers himself for re-appointment at the forthcoming Annual General Meeting. The Board recommends his re-appointment for consideration of the Shareholders.

The Notice of the Annual General Meeting scheduled to be held on 05.08.2016 complies with this requirement.

#### a) Composition of the Board

The Composition of the Board of Directors as on March 31, 2016 is given below -

Name / DIN No.	Category	Designation	Total Number of Committee Membership in other companies	Total Number of Committee Chairmanship in other companies	Directorship in other companies
Mr. V.Parandhaman / 00323551	Promoter Director	Chairman cum M D	-	-	Nil
Mr. D.Ravichandra Babu 00016326	Independent Non-Executive Director	Director	-	-	M/s. Trans Corporate Advisory Services (P) Ltd.
Mr. K.Bhaskaran 01952620	Independent Non-Executive Director	Director	-	-	M/s. BilvacTechno Management (P) Ltd. M/s. Veryx Technologies (P) Ltd
Mr. R.Jayaprakash 02138591	Independent Non-Executive Director	Director	-	-	M/s. K Soft Systems Private Limited
Mrs. N.R.Alamelu 02138648	Independent Non-Executive Woman Director	Director	-	-	M/s. K Soft Systems Private Limited



**b) Board Procedure**

A detailed Agenda folder is sent to each Director in advance of Board and Committee Meetings. To enable the Board to discharge its responsibilities effectively, the Chairman apprises the Board at every Meeting of the overall performance of the Company. The Board also reviews strategy and business plans, annual operating and capital expenditure budgets, compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, review of major legal issues, minutes of the Board Meetings, Company's adoption of quarterly / half-yearly / annual results, minutes of Meeting of Audit and other Committees of the Board and information on recruitment of officers just below the Board level, including the Compliance officer.

**c) Number of Board Meetings, attendance record of the Directors at Meeting of the Board and at the Annual General Meeting**

Board Meetings were held on 13.05.2015, 13.07.2015, 02.11.2015 and 08.02.2016. The time gap between two meetings did not exceed four months and these meetings were well attended.

The attendance of the Directors at these Meetings is as under:

Name	Board Meetings held during the year	Board Meetings attended during the year	Attendance at the last AGM held on 25.09.2015(yes /No)
Mr. V.Parandhaman	4	4	Yes
Mr. D.Ravichandra Babu	4	4	Yes
Mr. K.Bhaskaran	4	4	Yes
Mr. R. Jayaprakash	4	4	Yes
Mrs. N.R.Alamelu	4	4	Yes

The Thirtieth Annual General Meeting of the company was held on 25.09.2015.

**d) Code of Conduct**

- The Board will lay down a code of conduct for all Board members and senior management of the company. The code of conduct has been communicated to the Directors.
- All Board members and senior management personnel shall affirm compliance with the code on an annual basis.

**Explanation:** For this purpose, the term "Senior Management" shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

**III. Committees of the Board**

**(a) AUDIT COMMITTEE**

- Brief description of terms of reference.
- Composition & qualification, name of members and Chairman.
- Meetings and attendance during the year.

**(i) Brief description of terms of reference**

The Audit Committee reviews, acts and reports to the Board of Directors with respect to;

- ❖ Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ❖ Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.



- ❖ Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- ❖ Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference like matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (2AA) of Section 217 of the Companies Act, 1956, Company Compliance with legal and Statutory requirements, internal audit function, Changes if any in accounting policies and practices and reasons for the same.
- ❖ The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee  
Though the financial results are sent to the Audit Committee and the Board at the same time, the Audit Committee reviews the audited quarterly, half-yearly and yearly financial results with the management before submitting them to the Board for its consideration and approval. The Chairman of the Audit Committee is present at the Annual General Meeting.

(ii) **Composition & Qualification**

The Company has a qualified and independent Audit Committee comprising of three directors as members of which Two-thirds of the members are independent directors. All members of audit committee are financially literate with the Chairman of the Committee having the experience in finance, accounting, having requisite professional certification in accounting, financial management experience.

None of the members receive, directly or indirectly, any consulting, advisory or compensatory fees from the Company other than their remuneration as a Director.

Mr. R. Jayaprakash	Chairman
Mr. V. Parandhaman	Member
Mr. K. Bhaskaran	Member
Mr. D. Ravichandra Babu	Member
Statutory Auditor – Mr. W.S. Madhavann	Special Invitee

(iii) **Meetings and Attendance for the year ended 2015-2016**

The audit committee met 4 times during the year ended 31st March 2016. The Meetings held during the year were on 13.05.2015, 13.07.2015, 02.11.2015 and 08.02.2016.

Name of Director	No. of Meetings	Meetings attended
Mr. R. Jayaprakash	4	4
Mr. V. Parandhaman	4	4
Mr. K. Bhaskaran	4	4
Mr. D. Ravichandra Babu	4	4
Statutory Auditor – Mr. W.S. Madhavann	4	4

(b) **SHAREHOLDERS / INVESTORS GRIEVANCES COMMITTEE**

- ❖ Name of Non-Executive Director heading the Committee,
- ❖ Name and designation of Compliance officer.

The company has constituted a shareholder / Investors grievances Committee for redressing shareholders' and investors' complaint. The status on complaints is reported to the Board of Directors as an agenda item.

The Committee specifically looks into redressing of shareholders' and investors' complaints such as:

- ✓ Transfer of shares
- ✓ Issue of duplicate share certificate as and when required
- ✓ Non-receipt of declared dividends and to ensure expeditious share transfer process.
- ✓ Transmission of Shares
- ✓ Non-receipt of shares

#### **Composition of Shareholders / Investors Grievances Committee**

Members of the Committee are:

Mr. K. Bhaskaran                      Chairman of the Share Transfer Committee,  
Director Independent and Non-Executive

Mr. V. Parandhaman              Member who is Director, Non-Independent and Executive

All of them have attended the committee meetings held during the year.

The Shareholders / Investors Grievances Committee met 2 times during the year ended 31st March 2016. The Meetings held during the year were on 13.05.2015 and 08.02.2016.

Name of Director	No. of Meetings	Meetings attended
Mr.V.Parandhaman	2	2
Mr. K. Bhaskaran	2	2

The committee oversees performance of the Registrar and Share transfer agents of the company and recommends measures for overall improvement in the quality of investor services.

#### **Name and designation of Compliance officer**

The paid up Capital of the company is not exceeding Rs.5 Crores. Hence the Company has not appointed any person as the Compliance officer.

#### **(c) COMPENSATION (REMUNERATION) COMMITTEE**

i Power's remuneration policy is based on three principles: **pay for responsibility, pay for performance and potential and pay for growth.** The Company's remuneration committee is vested with all the necessary powers and authority to ensure appropriate disclosure on the remuneration of the Whole-Time Directors and to deal with all elements of remuneration package of all such Directors.

##### **(i) Executive Committee (a voluntary initiative of the company)**

The Committee was formed to deal with urgent matters in the event circumstances arise requiring immediate action of the Board of Directors before a meeting of the Board could be convened. The committee also approves the making of loans and investment in accordance with the guidelines considered by the Board.

Mr.K.Bhaskaran is the Chairman of the Committee, Mr. V. Parandhaman and Mr.D.Ravichandra Babu are the other members of this committee and will meet at appropriate time during year.

#### **IV SUBSIDIARY COMPANIES**

The Company does not have any Subsidiary Companies.

#### **V DISCLOSURES**

##### **(A) Basis of related party transactions**

Disclosure on materially significant related party transactions i.e. transactions of the company of material nature with its promoters, the directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the company at large.

There are no materially significant related party transactions made by the company with its Promoters, Directors or Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large.



**(B) Disclosure of Accounting Treatment in Preparation of its Financial Statements.**

The Company has followed the guidelines of Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

**(C) Board Disclosures – Risk management**

Your Company has a well-defined risk management framework in place. The risk management framework adopted by the Company is discussed in detail in the Management Discussion and Analysis chapter of this Annual Report. Your Company has established procedure to periodically place before the Board the risk assessment and minimization procedures being followed by the Company and steps taken by it to mitigate these risks.

**(D) Proceeds from public issues, rights issues, preferential issues etc.**

During the financial year ended 31.03.2016 the Company has not raised any funds through Public issue, rights issues and preferential issues.

**(E) Remuneration of Directors**

Remuneration to Whole-time Directors is fixed by the Remuneration / Compensation Committee and there after approved by the Shareholders at a General Meeting.

**(F) Management**

As part of the directors' report or as an addition thereto, a Management Discussion and Analysis report annexed as part of the Annual Report to the shareholders.

**(G) Disclosure regarding appointment or re-appointment of Directors**

According to the Articles of Association of i Power's, not less than 2/3rd of the total number of Directors of the Company shall be person whose period of office is liable to determination by retirement of Directors by rotation. All the Directors are eligible and are offering themselves for re-election as and when required.

During the year Mr. D.Ravichandra Babu retires and being eligible offers himself for re-appointment.

**(H) Disclosures regarding stock exchange compliance**

The Company has complied with all requirements of the Listing Agreements entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently there were no structures or penalties imposed by either SEBI or the stock exchanges or any statutory authority for non compliance of any matter related to the capital markets during the last three years. The Company has complied with the mandatory requirements of Clause 49.

(I) No personnel has been denied access to the Audit committee.

**VI MEANS OF COMMUNICATION**

The main channels of communication to the shareholders is through the annual report which includes inter alia, the Directors' report, the report on Corporate Governance and the quarterly, half-yearly and annual financial results advertisements.

The quarterly, half-yearly and annual financial results advertisements, official press releases and presentation to analysts are regularly displayed on the company's website [www.ipwrs.com](http://www.ipwrs.com).

**Newspapers** wherein results normally published

The financial results are published in the following newspapers -

- News today
- Maalai Sudar

This information is also submitted to the Stock Exchanges in accordance with the Listing Agreement and displayed at BSE Website.



## VII GENERAL SHAREHOLDER INFORMATION

### 1. Registrar and Transfer Agents

During the year our share transfer and all other investor related matters are attended to and processed by the Company's Registrar and Transfer Agents-

**M/s Cameo Corporate Services Limited**

'Subramanian Buildings' No. 1 Club House Road, Chennai – 600 002.

Tel No. +91 44 2846 0390 (6 lines) Fax No. +91 44 2846 0129

Grams: CAMEO E-mail: [cameo@cameoindia.com](mailto:cameo@cameoindia.com)

### 2. General Body Meetings

Details of last three annual general meetings are given below.

Financial Year ended	Date	Time	Venue
31.03.2013	25.09.2013	3.00 pm	Hotel Sangeetha, Chennai
31.03.2014	26.09.2014	3.00 pm	Hotel Sangeetha, Chennai
31.03.2015	25.09.2015	3.00 pm	Hotel Sangeetha, Chennai

**Postal Ballot:** As the requirement did not arise, the company has not made use of postal ballot.

### 3. Annual General Meeting

Date	Friday, 5th August 2016	Time	3.00 P.M.
Venue	iPower Solutions India Limited, 9/5, II Floor, II Main Road, Karpagam Gardens, Adyar, Chennai 600 020.		

### 4. Financial Year: 1st April 2015 - 31st March 2016

Financial calendar: Adoption of the Quarterly Results for the quarter ending (Approximately)

Financial reporting for Quarter ending 30.06.2016	End of July 2016
Financial reporting for Quarter ending 30.09.2016	End of November 2016
Financial reporting for Quarter ending 31.12.2016	End of January 2017
Financial reporting for Quarter ending 31.03.2017	End of June 2017

### 5. Book closure: 30th July, 2016 to 5th August, 2016 (Both days Inclusive)

### 6. Listing on Stock Exchanges: BSE Limited

### 7. Stock Code: BSE Limited- 512405

### 8. Demat International Security Identification Number (ISIN) in NSDL and CDSL for equity shares - INE468F01010

### 9. Address for correspondence:

i Power Solutions India Limited, II Floor, 9/5, 2nd Main Road, Karpagam Gardens, Adyar, Chennai-600 020.

### 10. Share Transfer System

The Company's share are traded in the Stock Exchanges compulsorily in demat mode. Shares in physical mode which are lodged for transfer at either with the Company or with the Share Transfer agent are processed and share certificates are returned within the time prescribed by the authorities. A summary of transfer/ transmission etc. of the company so approved by the Chairman/ Company Secretary is placed at every board meeting.

The Company obtains from a Company Secretary in practice, Half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchanges and files a copy of the certificate with the BSE.

## **Independent Auditor's Report**

**To the Members of i Power Solutions India Limited**

### **Report on the Financial Statements**

I have audited the accompanying financial statements of i Power Solutions India Limited ("the Company"), which comprise the Balance Sheet as at 31/03/2016, the Statement of Profit and Loss, for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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.

### **Auditor's Responsibility**

My responsibility is to express an opinion on these financial statements based on my audit.

I have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

I conducted my audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the financial statements.

### **Opinion**

In my opinion and to the best of my 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 31/03/2016, and its Profit for the year ended on that date.

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

This report doesn't include a statement on the matters specified in paragraph 3 and 4 of the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India, in terms of sub section 11 of section 143 of the companies Act, 2013 since in my opinion and according to the information and explanation given to us, the said order is not applicable to the company.



As required by Section 143 (3) of the Act, I report that:

- (a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
- (b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and dealt with by this Report are in agreement with the books of account.
- (d) In my 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 31/03/2016 taken on record by the Board of Directors, none of the directors is disqualified as 31/03/2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to my separate report in "Annexure A".
- (g) 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 my opinion and to the best of my information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations if any, on its financial position in its financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Sd/-

**W.S.MADHAVANN**

Chartered Accountant

9444010062 / M no: 201067

Place: Chennai  
Date: 19.05.2016

**"Annexure A" to the Independent Auditor's Report of even date on the Standalone Financial Statements of i Power solutions India Limited**

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

I have audited the internal financial controls over financial reporting of i Power Solutions India Limited ("The Company") as of March 31, 2016 in conjunction with my 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 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**

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that I 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.

My audit involves performing procedures to obtain audit evidence amount the adequacy of the internal financial control system over financial reporting and their operating effectiveness. my audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

#### **Opinion**

In my opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, 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 issues by the Institute of Chartered Accountants of India.

Place: Chennai  
Date: 19.05.2016

**W.S.MADHAVAN**  
Chartered Accountant  
9444010062 / M no: 201067

#### ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in my report to the members of i.Power Solutions India Limited ('The Company') for the year ended 31st March, 2016, I report that:

The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets. As explained to me, physical verification of a major portion of fixed assets as at March 31, 2016 was conducted by the Management during the year. In my opinion, the frequency of verification is reasonable. Having regard to the size of the operations of the company and on the basis of explanations received, in my opinion, the net differences found on physical verification were not significant.

The Company is a service company, primarily rendering software services. Accordingly, it does not hold any physical inventories. Thus Paragraph 3(ii) of the Order is not applicable.

The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013, ('the Act'), hence there are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Companies Act 2013.

The company has an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services and there is no continuing failure on the part of the company to correct major weakness in internal control system.

In my opinion and according to the information and explanation the company has not accepted deposits during the year and does not have unclaimed deposits. Therefore, the provisions of the clause 3(v) of the Order are not applicable to the company.

The provisions of Clause 3(vi) of the Order are not applicable to the Company as the Company is not covered by the Companies (Cost Records and Audit) Rules, 2014.

The company is regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax cess and any other statutory dues with the appropriate authorities and no arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable. The company has no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute before the forum. The company was not required to transfer to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.

The company has an accumulated loss at the end of the financial year which has been registered for a period of more than 5 years and the accumulated losses are less than fifty percent of its net worth. The company has made cash profit during the financial year in the immediately preceding financial year.

The company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.

In my opinion and according to the information and explanations given to me, the company has not any guarantee for loan taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company.

The company has no term loans to be applied for the purpose for which the loans were obtained. According to the information and explanations given to me, no material fraud on or by the company has been noticed or reported during the course of my audit.

Place: Chennai  
Date: 19.05.2016

Sd/-  
**W.S.MADHAVAN**  
Chartered Accountant  
9444010062 / M no: 201067



## NOTES ON ACCOUNTS

### 1. Significant Accounting Policies

#### (a) Basis of Preparation

The financial statements are prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP), applicable Accounting Standards issued by The Institute of Chartered Accountants of India and under the historical cost convention, on accrual basis.

#### (b) Use of Estimates

The preparation of Financial statement of the company is on conformity with Indian Generally Accepted Accounting principles require management to make estimates that affect the reported amount of assets and liabilities at the date of the Financial Statement and the reported amounts revenue and expenses, during the reporting period, although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from these estimates, which are recognized in the period in which the results are known/materialized.

#### (c) Fixed Assets

Fixed Assets are stated at cost. Cost includes taxes, duties, freight and other incidental expenses related to acquisition, improvements and installation of the assets.

#### (d) Depreciation

Depreciation is provided on "Written Down Value Method", at the rates and in the manner specified in Schedule XIV of the Companies Act, 2013 of India.

#### (e) Investments

Long terms investments are stated at cost. Diminution of permanent nature, if any, is provided for.

#### (f) Inventories

Inventories are valued at lower of cost or net realizable value. Cost is computed on the basis of cost of purchase inclusive of freight etc., "First-In-First - Out" basis.

#### (g) Revenue Recognition

(i) The Company follows the completed project method of accounting for contract and Capital work in progress (web Portal). Under this method, the revenue is recognized only when the contract is completed or substantially completed, that is when only minor work is expected other than warranty work. Till such time cost incurred and progress payments if any received are accumulated. When the Capital work in progress expenses relating to web portal is completed, the identifiable cost shall be transferred to web site portal categorized under Fixed Assets and norms stipulated in ICAI standard.

(ii) Sales, net of taxes, are accounted for on dispatch of goods to customers.

(iii) Commission is accounted for as and when the company's right to receive the same is established.

(iv) Income from investment is recognized, as and when received.

#### (h) Secured Loans

The Company has entered in to Deed of Hypothecation dated 10/12/2009 with Shri.V.Parandhaman, Shareholder and Director of the Company for the Secured loan amount lent by him to the company (shown under Secured loan – Loan from Directors as at 31.03.2010 in the Balance sheet) on various dates as Business loan. The Company has agreed (vide the deed of hypothecation dated 10/12/2009) to secure the due repayment of the loan with interest thereon and all monies payable there under by creating a charge by way of hypothecation of its book debts, receivables, outstanding



moneys, claims and demands arising from and out of the projects undertaken and service rendered by the company both present and in future.

**(i) Borrowing Cost**

Borrowing costs that are allocated to the acquisition or construction of qualified assets are capitalized as part of cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charges to revenue.

**(j) Foreign Current Transactions**

Transactions in foreign currencies are accounted for at equivalent rupee value incurred/earned in foreign currents. Assets/Liabilities at the year end are realigned at the applicable exchange rates or at forward contract rates, where applicable and variations are adjusted to the respective capital or revenue hands.

**(k) Treatment of Prior Period and Extra Ordinary Items**

- (i) Any material (other than those arising out of over/ under estimation in earlier years) arising as a result of error or omission in preparation of earlier years financial statements are separately disclosed.
- (ii) Any material gains/ losses which arise from the events or transaction which are distinct from ordinary activities of the company are separately disclosed.

**(l) Taxation**

Income tax expense will comprise of current tax and deferred charge or credit.

Current tax is determined as the amount of tax payable in respect of taxable income for the year.

Deferred Tax should be recognized to that extent only, subject to consideration of prudence in respect of deferred tax assets, or timing differences, being the differences between the taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years, having tax consequences.

Sd/-

**W.S.MADHAVAN**

Chartered Accountant

9444010062 / M.No. 201067

Place: Chennai

Date: 19.05.2016

**DECLARATION REGARDING COMPLIANCE BY CEO  
WITH THE COMPANY'S CODE OF CONDUCT PURSUANT TO**

Schedule V(D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As the Chief Executive Officer of iPower Solutions India Ltd and as required by Schedule V(D) of the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015, this is to confirm that the company has adopted a Code of Conduct for all the Board members and Senior Management the Company.

I confirm that the company has in respect of financial year ended 31.03.2016, received from the Senior management team of the company and the members of the Board a declaration with the Code of Conduct and ethics as applicable to them.

Sd/  
**V.Parandhaman**  
Chief Executive Officer

Date: 19.5.2016

**CFO CERTIFICATION**

We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

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

We are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

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

We have indicated to the auditors and the Audit Committee

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

Sd/-  
Chief Financial Officer

Date: 19.5.2016

**W. S. Madhavann**

1G, Sri Padmavathy Apartments, Sankarapuram 1st Street,  
Choolaimedu, Chennai - 94, Tel 044 2481 1246

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

**To the Members of iPower Solutions India Ltd**

I have examined the compliance of conditions of Corporate Governance by iPower Solutions India Limited, for the year ended 31st March 2016, as stipulated in Schedule V(D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of our information and according to the explanations given to me, and based on the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Schedule V(D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the above-mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India we have to state that no investor grievances were pending for a period of one month against the Company as per the records maintained by the Shareholders/Investor's Grievance committee.

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

Sd/-

**W. S. Madhavann**  
Chartered Accountants  
Membership No.201067

Place: Chennai  
Date: 19.05.2016



**I POWER SOLUTIONS INDIA LIMITED**  
**Balance Sheet as at 31 March, 2016**

(In Rs.)

Particulars	Sch No.	As at 31.03.2016	As at 31.03.2015
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	1	44,490,000	44,490,000
(b) Reserves and surplus	2	7,654,900	7,612,240
(c) Money received against share warrants		-	-
		<u>52,144,900</u>	<u>52,102,240</u>
<b>2 Share application money pending allotment</b>		-	-
<b>3 Non-current liabilities</b>			
(a) Long-term borrowings		22,600,000	23,154,784
(b) Deferred tax liabilities (net)		-	-
(c) Other long-term liabilities		13,228,128	11,546,189
(d) Long-term provisions		-	-
		<u>35,828,128</u>	<u>34,700,973</u>
<b>4. Current liabilities</b>			
(a) Short-term borrowings		-	-
(b) Trade payables	6	35,171	10,106
(c) Other current liabilities		-	-
(d) Short-term provisions		94,315	259,409
		<u>129,486</u>	<u>269,515</u>
<b>TOTAL</b>		<u><b>88,102,514</b></u>	<u><b>87,072,728</b></u>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	3	1,811,147	2,049,488
(ii) Intangible assets		8,680,000	8,680,000
(iii) Capital work-in-progress		70,198,413	69,564,486
(iv) Intangible assets under development		-	-
(v) Fixed assets held for sale		-	-
		<u>80,689,560</u>	<u>80,293,954</u>
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	5	114,308	240,408
(e) Other non-current assets		5,413,099	5,704,781
		<u>86,216,967</u>	<u>86,239,143</u>
<b>2 Current assets</b>			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	4	1,803,877	746,803
(d) Cash and cash equivalents		81,670	86,982
(e) Short-term loans and advances		-	-
(f) Other current assets		-	-
		<u>1,885,547</u>	<u>833,585</u>
<b>TOTAL</b>		<u><b>88,102,514</b></u>	<u><b>87,072,728</b></u>

Vide my report of even date annexed

For and on behalf of the Board of Directors

Date: 19.05.2016  
Place: Chennai

Sd/-  
**W S Madhavann**

Sd/-  
**V. Parandhaman**  
Director  
DIN No. 00323551

Sd/-  
**K. Bhaskaran**  
Director  
DIN No. 01952820

**I POWER SOLUTIONS INDIA LIMITED**  
**Statement of Profit and Loss for the year ended 31 March, 2016**

Particulars	Note No.	Year ended 31 March, 2016	Year ended 31 March, 2015
<b>A CONTINUING OPERATIONS</b>			
1. Revenue from operations (gross)		2,483,520	2,596,548
Less: Excise duty		-	-
Revenue from operations (net)		2,483,520	2,596,548
2 Other income		-	8,662
3 Total revenue (1+2)		2,483,520	2,605,210
4 Expenses			
(b) Purchases of stock-in-trade		-	-
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade		-	-
(d) Employee benefits expense		57,243	51,644
(e) Finance costs		25,213	30,198
(f) Depreciation and amortisation expense		258,918	298,269
(g) Other expenses	7	2,099,486	2,059,116
Total expenses		2,440,860	2,439,227
5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		42,660	165,983
6 Exceptional items		-	-
7 Profit / (Loss) before extraordinary items and tax (5 + 6)		42,660	165,983
8 Extraordinary items		-	-
9 Profit / (Loss) before tax (7 + 8)		42,660	165,983
10 Tax expense:			
(a) Current tax expense for current year		-	-
(b) (Less): MAT credit (where applicable)		-	-
(c) Current tax expense relating to prior years		-	-
(d) Net current tax expense		-	-
(e) Deferred tax		-	-
11 Profit / (Loss) from continuing operations (9 + 10)		42,660	165,983
<b>B DISCONTINUING OPERATIONS</b>			
12.i Profit / (Loss) from discontinuing operations (before tax)		-	-

**I POWER SOLUTIONS INDIA LIMITED**  
**Statement of Profit and Loss for the year ended 31 March, 2016**

Particulars	Note No.	Year ended 31 March, 2016	Year ended 31 March, 2015
12.ii Gain / (Loss) on disposal of assets / settlement of liabilities attributable to the discontinuing operations:			
12.iii Add / (Less): Tax expense of discontinuing operations			
(a) on ordinary activities attributable to the discontinuing operations		-	-
(b) on gain / (loss) on disposal of assets / settlement of liabilities		-	-
13 Profit / (Loss) from discontinuing operations (12.i + 12.ii + 12.iii)		-	-
<b>C TOTAL OPERATIONS</b>			
14 Profit / (Loss) for the year (11 + 13)		<b>42,660</b>	<b>165,983</b>
15.i Earnings per share (of Rs. 10/- each):			
(a) Basic			
(i) Continuing operations		0.037	0.037
(ii) Total operations		-	-
(b) Diluted			
(i) Continuing operations		-	-
(ii) Total operations		-	-
15.ii Earnings per share (excluding extraordinary items): (of Rs.10/- each):			
(a) Basic			
(i) Continuing operations		-	-
(ii) Total operations		-	-
(b) Diluted			
(i) Continuing operations		-	-
(ii) Total operations		-	-

Vide my report of even date annexed  
Sd/-

**W S Madhavann**  
Chartered Accountant

Date : 19.05.2016  
Place : Chennai

For and on behalf of the Board of Directors  
Sd/-

**V.Parandhaman**  
Director  
DIN No. 00323551

**K.Bhaskaran**  
Director  
DIN No. 01952820



Schedule to Balance sheet	Sch No.	In Rs. As at 31.03.2016	In Rs. As at 31.03.2015
<b>Share Capital :</b>	<b>1</b>		
<b>Authorised :</b>			
50,00,000 equity shares of Rs. 10/- each		50,000,000	50,000,000
<b>Issued, subscribed and paid up :</b>			
44,49,000 equity shares of Rs. 10/- each (Previous year : 44,49,000 equity shares of Rs. 10/- each)		44,490,000	44,490,000
<b>Reserves and Surplus :</b>	<b>2</b>		
<b>General reserve:</b>			
Balance available in surplus account		7,612,240	7,446,257
Add: Current year profits		42,660	165,983
<b>Total</b>		<b>7,654,900</b>	<b>7,612,240</b>
<b>Fixed assets :</b>	<b>3</b>		
Gross block		2,070,065	2,347,757
Less: Depreciation		258,918	298,269
Net Block		<b>1,811,147</b>	<b>2,049,488</b>
<b>Current assets :</b>	<b>4</b>		
Trade receivables (More than six months)		1,803,877	508,182
Trade receivables (Less than six months)		-	238,421
Cash & Cheques on hand		5,083	8,473
Balance with Banks		76,587	78,509
		<b>1,885,547</b>	<b>833,585</b>
<b>Unsecured considered good :(Loans &amp; advances)</b>			
Advances recoverable in cash or in kind or for value to be received	<b>5</b>	114,308	240,408
<b>Current liabilities :</b>	<b>6</b>		
Trade Payables		35,171	10,106
Other payables & Provisions		94,315	259,409
		<b>129,486</b>	<b>269,515</b>

Schedule to Profit and Loss Account	Sch No.	In Rs. As at 31.03.2016	In Rs. As at 31.03.2015
<b>Administrative &amp; Other expenses</b>	<b>7</b>		
Advertisement expenses		15,980	35,005
Audit fees- statutory and Tax audit		30,000	30,000
Subscription to Books and periodicals		6,800	3,500
Internal Audit fee		10,000	10,000
AGM expenses and share transfer exps		127,892	97,661
Electricity expenses		37,113	45,127
Licence fees and taxes		224,720	156,992
Internet charges		28,026	28,566
Directors Sitting Fees		27,000	25,000
Postage and telegram & courier		9,541	8,356
printing and stationery		13,942	16,021
Rent and amenities		474,000	439,000
Repairs and maintenance other than Vehicle		65,126	94,519
Salaries		785,051	791,166
Telephone expenses		67,486	77,523
Travelling and conveyance		23,806	3,555
Consultancy Charges		153,003	197,125
<b>Total</b>		<b>2,099,486</b>	<b>2,059,116</b>

**I POWER SOLUTIONS INDIA LIMITED**  
**Depreciation workings ( As per Books) for the year 2015-2016**

Description of an Asset	WDV as on 1.4.2015	Addition/ (Deletion)	Balance before Depn	Rate of Depn	Depn for the year	WDV as on 31.3.2016
Computers	1,079,392	20,578	1,099,970	15	161,909	938,061
Furnitures & Fixtures	511,197	-	511,197	10	51,120	460,077
Office Equipment	380,339	-	380,339	10	38,034	342,305
Electrical Equipment	78,559	-	78,559	10	7,856	70,703
<b>Total</b>	<b>2,049,487</b>	<b>20,578</b>	<b>2,070,065</b>		<b>258,918</b>	<b>1,811,147</b>



**I POWER SOLUTIONS INDIA LIMITED**  
**Cash Flow Statement for the year ended 31 March, 2016**

Particulars	Year ended 31 March, 2016	Year ended 31 March, 2015
<b>A. Cash flow from operating activities</b>		
Net Profit / (Loss) before extraordinary items and tax	42,660	165,983
Adjustments for:		
Depreciation and amortisation	258,918	298,269
Provision for impairment of fixed assets and intangibles	-	-
Amortisation of share issue expenses and discount on shares	-	-
(Profit) / loss on sale / write off of assets	-	-
Expense on employee stock option scheme	-	-
Finance costs	-	-
Interest income	-	-
Dividend income	-	-
Net (gain) / loss on sale of investments	-	-
Rental income from investment properties	-	-
Rental income from operating leases	-	-
Share of profit from partnership firms	-	-
Share of profit from AOPs	-	-
Share of profit from LLPs	-	-
Liabilities / provisions no longer required written back	-	-
Adjustments to the carrying amount of investments	-	-
Provision for losses of subsidiary companies	-	-
Provision for doubtful trade and other receivables, loans and advances	-	-
Provision for estimated loss on derivatives	-	-
Provision for warranty	-	-
Provision for estimated losses on onerous contracts	-	-
Provision for contingencies	-	-
Other non-cash charges (specify)	-	-
Net unrealised exchange (gain) / loss	-	-
Operating profit / (loss) before working capital changes	301,578	464,252
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	-	-
Trade receivables	1,057,274	-566,479
Short-term loans and advances	-	166,150
Long-term loans and advances	126,100	-693,562
Other current assets	-	-
Other non-current assets	-	-
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	-	-
Other current liabilities	5,312	18,670
Other long-term liabilities	165,094	26,542
Short-term provisions	-	-
Long-term provisions	-	-
Cash flow from extraordinary items	-	-
Cash generated from operations	1,655,358	-584,427
Net income tax (paid) / refunds	-	-
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>1,655,358</b>	<b>-584,427</b>

**Cash Flow Statement for the year ended 31 March, 2015**

Particulars	Year ended 31 March, 2016	Year ended 31 March, 2015
<b>C. Cash flow from financing activities</b>		
Proceeds from issue of equity shares	-	-
Proceeds from issue of preference shares	-	-
Redemption / buy back of preference / equity shares	-	-
Proceeds from issue of share warrants	-	-
Share application money received / (refunded)	-	-
Proceeds from long-term borrowings	-1,660,670	575,437
Repayment of long-term borrowings	1,655,358	-584,427
Net increase / (decrease) in working capital borrowings	-	-
Proceeds from other short-term borrowings	-	-
Repayment of other short-term borrowings	-	-
Finance cost	-	-
Dividends paid	-	-
Tax on dividend	-	-
Cash flow from extraordinary items	-	-
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>-5,312</b>	<b>-8,990</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>86,982</b>	<b>95,972</b>
Cash and cash equivalents at the beginning of the year	-	-
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents	-	-
<b>Cash and cash equivalents at the end of the year</b>	<b>81,670</b>	<b>95,972</b>
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>		
Cash and cash equivalents as per Balance Sheet (Refer Note 19)	81,670	86,982
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements (give details)	-	-
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) included in Note 19	-	-
Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) (Refer Note (ii) to Note 16 Current investments)	-	-
<b>Cash and cash equivalents at the end of the year *</b>		
* Comprises:		
(a) Cash on hand	5,083	8,473
(b) Cheques, drafts on hand	-	-
(c) Balances with banks:	76,587	78,509
(i) In current accounts	-	-
(ii) In EEFC accounts	-	-
(iii) In deposit accounts with original maturity of less than 3 months	-	-
(iv) In earmarked accounts (give details) (Refer Note (ii) below)	-	-
(d) Others (specify nature)	-	-
(e) Current investments considered as part of Cash and cash equivalents (Refer Note (ii) to Note 16 Current investments)	81,670	86,982

Notes: (i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing operations  
See accompanying notes forming part of the financial statements

In terms of our report attached.

Date : 19.05.2016

Place : Chennai

Sd/

**W S Madhavann**  
Chartered Accountant

For and on behalf of the Board of Directors  
Sd/-

**V.Parandhaman**  
Director

DIN No. 00323551

**K.Bhaskaran**  
Director

DIN No. 01952820

**I POWER SOLUTIONS INDIA LIMITED**

CIN: L72200TN2001PLC047456

Registered Office: 9/5, II Floor, 2nd Main Road, Karpagam Gardens, Adyar, Chennai - 600 020.

**ATTENDANCE SLIP**

(To be presented at the entrance)

DP ID \_\_\_\_\_

Folio No. / Client ID \_\_\_\_\_

I/We hereby record my/our presence at the 31st ANNUAL GENERAL MEETING of the Company at 9/5, II Floor, 2nd Main Road, Karpagam Gardens, Adyar, Chennai - 600 020 on Friday, 5th August, 2016 at 3.00 p.m.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

\_\_\_\_\_  
Signature of the member / Proxy

**I POWER SOLUTIONS INDIA LIMITED**

CIN: L72200TN2001PLC047456

Registered Office: 9/5, II Floor, 2nd Main Road, Karpagam Gardens, Adyar, Chennai - 600 020

**PROXY FORM**

(Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio No. / Client ID: \_\_\_\_\_

DP ID: \_\_\_\_\_

I/We being the member(s) of \_\_\_\_\_ shares of the above named Company hereby appoint:

(1) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

or failing him;

(2) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

or failing him;

(3) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

or failing him;



as my/our proxy to attend and vote (on a poll) for me/us and on my/behalf at the 31st Annual General Meeting of the Company to be held on Friday, 5th August, 2016 at 3.00 p.m. at 9/5, II Floor, 2nd Main Road, Karpagam Gardens, Adyar, Chennai - 600 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016 and the Profit & Loss Account for the year ended 31st March 2016 together with the reports of Directors and Auditors thereon.		
2.	To appoint a Director in the place of Mr. D. Ravichandra Babu who retires by rotation and being eligible offers himself for re-appointment.		
3.	To appoint auditors and to fix their remuneration.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of the Shareholder \_\_\_\_\_

Rs. 1/-  
Revenue  
Stamp

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

BOOK-POST

If undelivered, please return to :

i Power Solutions India Limited

No. 9/5, II Floor, 2nd Main Road,

Karpagam Gardens, Adyar, Chennai - 600 020.