

VINOD KOTHARI & COMPANY

Practicing Company Secretaries
403 – 406, Shreyas Chambers, 175, Dr. D. N. Road,
Fort, Mumbai – 400 001, India
Phone: 022 – 2261 4021 | 022 – 6237 0959
Email: corplaw@vinodkothari.com
Web: www.vinodkothari.com

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

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

To,
The Members,
EKI Energy Services Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **EKI Energy Services Limited** (hereinafter called “**the Company**”) for the financial year ended March 31, 2022 [“**period under review**”]. The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

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 period under review, has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place, to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period under review, according to the provisions of applicable law provided hereunder:

1. Companies Act, 2013 (**‘the Act’**) and the rules made thereunder including any re-enactment thereof;
2. Securities Contracts (Regulation) Act, 1956 (**‘SCRA’**) and the rules made thereunder;
3. Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;

Kolkata: 1006 – 1009, Krishna Building, 224, A.J.C. Bose Road, Kolkata – 700 017
Delhi: A – 467, First Floor, Defence Colony, New Delhi – 110 024



5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), to the extent applicable:
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations');
 - SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations');
 - SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - SEBI (Depositories & Participants) Regulations, 2018; and
 - SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client.
6. Specific laws applicable to the industry to which the Company belongs, as identified and compliance whereof as confirmed by the management, that is to say: No specific law is applicable to the Company.

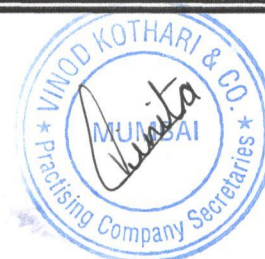
We have also examined compliance with the applicable clauses of the Secretarial Standard 1 and 2 issued by the Institute of Company Secretaries of India.

We report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above *except for the following*:

- As on March 31, 2022 the Company has unclaimed dividend for FY 2011-12 aggregating to Rs. 200 that is pending to be transferred to Investor Education and Protection Fund (IEPF). As confirmed by the Company, the corresponding shares in respect of which the dividend has not been claimed, are not liable to be transferred as the said shares have been transferred by the original shareholders. Further, the Company has not filed e-Form IEPF-2 during the period under review in view of technical difficulties and the same is pending as on the date of this report.*
- As per Note 43 (1) of the notes annexed to and forming part of the standalone financial statements, the Company has not received the payment of outstanding foreign receivables aggregating to Rs. 16.29 lakhs within the period mentioned in the RBI Master Directions for Export of Goods and Services and the same is outstanding for a period of more than nine months.*

Recommendations as a matter of best practice:

In the course of our audit, we have made certain recommendations for good corporate practices to the compliance team, for its necessary consideration and implementation by the Company.



We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the period under review there were no changes in the composition of the Board of Directors.

Adequate notice is given to all directors to hold the Board and Committee meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

We further report that except to the extent stated above, there are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period under review, the Company has not undertaken any specific events/ actions that can have a major bearing on the Company's compliance responsibility in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., except as follows:

1. Listing on the SME platform of BSE pursuant to IPO:

An Initial Public Offer ('IPO') of the equity shares of the Company was undertaken in March, 2021 and the Board of Directors at their meeting held on April 02, 2021 allotted 18,24,000 equity shares of Rs. 10 each at a premium of Rs. 92 per share amounting to Rs. 18,60,48,000/-.

Pursuant to the same, the Company received listing approval from BSE on April 06, 2021 and the equity shares of the Company were listed and admitted to dealings on the BSE with effect from April 7, 2021.

2. Increase in the Authorised Share Capital of the Company and consequential amendment to the MOA of the Company:

The Company passed a special resolution at its Annual General Meeting held on August 30, 2021 to increase its Authorised Share Capital from Rs. 7,50,00,000 divided into 75,00,000 equity shares of Rs. 10 each to Rs. 8,00,00,000 divided into 80,00,000 equity shares of Rs. 10 each.



3. Approval of the EKI Energy Services Limited Employees Stock Option Scheme 2021 ('EESL ESOP 2021')

The Company passed a special resolution at its Annual General Meeting held on August 30, 2021 to approve the EESL ESOP 2021 to grant, vest and allot, 6,50,000 equity shares of the face value of Rs. 10 each to the eligible employees of the Company.

4. Incorporation of subsidiaries and associate company:

During the period under review, the Company incorporated the following subsidiaries and associate company:

Name of the Subsidiary/ Associate	Date of incorporation	% of Shareholding	Country of incorporation
Enking International FZCO	December 12, 2021	100%	Dubai free zone (IFAZA)
GHG Reduction Technologies Private Limited	January 06, 2022	49.90%	India
Amrut Nature Solutions Private Limited*	March 21, 2022	51%	India

* Incorporated as a joint venture with Shell Overseas Investment B.V.

5. Acquisition of stake in Glofix Advisory Services Private Limited ('Glofix'):

The Company acquired 51% stake in Glofix and it became a subsidiary of the Company w.e.f. February 11, 2022.

For M/s Vinod Kothari & Company
Practicing Company Secretaries
Unique Code: P1996WB042300



Place: Mumbai
Date: July 28, 2022

Vinita Nair
Senior Partner
Membership No.: F10559
CP No.: 11902
UDIN: F010559D000704230
Peer Review Certificate No.: 781/2020

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

Annexure I

ANNEXURE TO SECRETARIAL AUDIT REPORT (QUALIFIED)

To,
The Members,
EKI Energy Services Limited

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit. The list of documents for the purpose, as seen by us, is listed in **Annexure II**;
2. We have followed the audit practices and the 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. Our Audit examination is restricted only upto legal compliances of the applicable laws to be done by the Company, we have not checked the practical aspects relating to the same.
4. Wherever our Audit has required our examination of books and records maintained by the Company, we have also relied upon electronic versions of such books and records, as provided to us through online communication. Considering the effectiveness of information technology tools in the audit processes, we have conducted online verification and examination of records, as facilitated by the Company, for the purpose of issuing this Report. In doing so, we have followed the guidance as issued by the Institute.
5. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as well as correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns.
6. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulation and happening of events etc.
7. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test-check basis.



8. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices.
9. The contents of this Report has to be read in conjunction with and not in isolation of the observations, if any, in the report(s) furnished/to be furnished by any other auditor(s)/agencies/authorities with respect to the Company.
10. 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.



Annexure II**List of Documents**

1. Signed minutes for the meetings of the following held during the period under review:
 - a. Board of Directors dated April 02, 2021; April 05, 2021; May 04, 2021; June 16, 2021; August 05, 2021; August 18, 2021; October 01, 2021; October 28, 2021; January 18, 2022; February 11, 2022 and March 28, 2022;
 - b. Audit Committee dated June 16, 2021; August 05, 2021; August 18, 2021; October 01, 2021; October 28, 2021; January 18, 2022 and March 28, 2022;
 - c. Nomination and Remuneration Committee dated June 16, 2021; October 01, 2021; October 28, 2021 and March 28, 2022;
 - d. Stakeholders Relationship Committee dated June 16, 2021; August 18, 2021; October 28, 2021 and January 18, 2022;
 - e. Independent Directors held on March 28, 2022;
 - f. Corporate Social Responsibility Committee dated October 28, 2021 and March 28, 2022;
 - g. Annual General Meeting held on August 30, 2021;
2. Agenda papers for Board and Committee Meeting along with notice on a sample basis;
3. Proof of circulation of draft and signed minutes of the Board and Committee meetings on a sample basis;
4. Annual Report for financial year 2020-21 and standalone financial statements for financial year 2021-22;
5. Directors' disclosures under the Act and rules made thereunder;
6. Statutory Registers under the Act;
7. Forms filed with ROC, intimations made to stock exchanges;
8. Policies/ Codes framed under SEBI regulations;
9. Disclosures under SEBI (Prohibition of Insider Trading) Regulations, 2015.

