



Dated: August 16, 2019

The Manager
BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

The Manager
National Stock Exchange of India Ltd
Listing Department
Exchange Plaza, 5th Floor, Plot no C/1
G Block, BandraKurla Complex
Bandra (E), Mumbai-400 051

Scrip Code: BSE- 540750; NSE- IEX

Sub: Submission of Annual Report for the financial year 2018-19 and Notice convening 13th Annual General Meeting ("AGM") of the Company.

Pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for financial year 2018-19 alongwith Notice convening the 13th AGM of the Company as per following details:

Particulars	Details
Date & time of the AGM	September 18, 2019 at 11.00 A.M.
Place of the AGM	Dr. S R KVS Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi - 110010
Book Closure period for the purpose of 13 th AGM	Thursday, September 12, 2019 to Wednesday, September 18, 2019 (both days inclusive)
Cut-off date for the purpose of remote E-voting	Wednesday, September 11, 2019
E-voting period	Saturday, September 14, 2019 (9:00 a.m. IST) to Tuesday, September 17, 2019 (5:00 p.m. IST)

The Annual Report and Notice are also available on the Company's website at www.ixindia.com.

You are requested to take the above information on record.

Thanking You

Yours faithfully,
For Indian Energy Exchange Limited

Vineet Harlalka
Company Secretary & Compliance Officer



Enclosed as above

www.ixindia.com

Indian Energy Exchange Limited

Registered & Corporate Office: Unit No. 3, 4, 5 & 6, Plot No.7, Fourth Floor, TDI Centre, District Centre, Jasola, New Delhi – 110025

Tel: +91-11-4300 4000 | Fax: +91-11-4300 4015

CIN: L74999DL2007PLC277039



Indian Energy Exchange Ltd.
ANNUAL REPORT 2018-19

Forward-looking statements

Some information in this report may contain forward-looking statements which include statements regarding Company's expected financial position and results of operations, business plans and prospects etc. and are generally identified by forward-looking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," "will" or other similar words. Forward-looking statements are dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

The cover design is prepared using the logo of the Company which embodies an expression of trust, growth and empowerment. IEX is the pioneer and leading energy exchange in India, taking rapid strides to facilitate governments mission to provide electricity to all at 24*7 basis at competitive price, in flexible and reliable way. The image depiction of multiple power sector stakeholders within the logo of the Company resonates the holistic value-creation philosophy of the Company.



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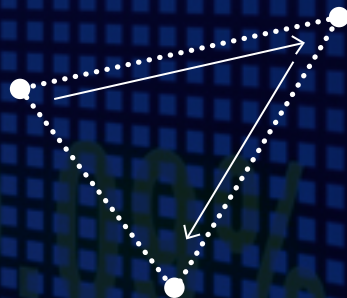
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Bringing Energy to India on 24x7 basis in the most competitive, flexible and reliable way

Partnering in the nation's growth

Energy drives economies.

Energy is one of the most crucial resources required for the economic development of any nation.



Electricity is one of the most

convenient, efficient, and versatile forms of commercial energy and hence is critical for the growth of different industries, be it manufacturing, service or agriculture.

GDP of a country is vastly dependent on availability of power.

In case of developing economies like India, the energy sector assumes an even greater importance with ever-increasing energy needs. Growing power demand requires substantial investments in infrastructure for delivering at the most competitive, efficient and reliable ways is critical.

Over the last decade, the Indian power sector has grown exponentially with installed capacity reaching 356 GW and energy production at 1372 billion units as on 31 March 2019



Despite exponential growth, the Indian power market is yet to achieve its true potential. Presently, a meagre 11% of total power generated is traded in the short-term power market. To accelerate growth a greater degree of focus and attention is required.

In 11 years of its presence and operations, IEX has responded to the realities of the nation's energy requirements by, acting as a catalyst in the Indian government's drive towards Power for All on 24 x 7 basis at affordable rates in reliable way. We have facilitated:

Capacity addition in generation and transmission

Investments in merchant and captive power generation capacities began to rise when IEX enabled generation companies to accrue additional revenues by selling power in the market. Simultaneously, price signals emanating from the Exchange helped the country improve transmission capacities and achieve One Nation, One Grid and One Price characterizing an efficient market place.

Smooth inter-regional exchange of power

States with surplus power began to focus on enhancing their resource utilization and optimized processes to enhance power savings by selling surplus power to deficit States.

Competitively priced power to commercial and industrial consumers in India

IEX pioneered operationalization of retail open access in India in the year 2008. Over the last eleven years, several industrial and commercial consumers across the country have benefited with competitive prices of electricity. Also, several ailing industries leveraged an opportunity to revive themselves, and become cost competitive. Thus, the Exchange has immensely facilitated the 'Make in India' initiative of the Government.

Providing a transparent and efficient technology platform for electricity trading in the country

IEX aided to bring buyers and sellers under one roof, ensured a transparent and competitive price discovery, provided flexibility to market participants and enabled them to buy any requirements at anytime, along with a sound payment security mechanism, as well as robust risk management systems.

'Future' – what it stands for at IEX Limited

...reinventing ourselves over and over again

We are often asked "what can a market leader still achieve"? We answer 'Everything'. IEX stands for constant innovation and transformation. Our openness to new ideas has enabled us to grow continuously over the past decade. As we stand to take up for our next leg of the journey, we think that new opportunities leveraging innovation, technology are going to be the game changer. This is a challenge as well as opportunity for us. We are determined to utilize our leadership position in order to emerge as the winner in this competitive race.

...never standing still

We believe that nothing is more dated than yesterday's success and tomorrow's success lies outside the box. That is why it is critically important for a company like IEX to maintain a keen interest on everything and stay on the move. We feel this is the only way to develop new and unusual solutions for our customers keeping in mind their changing needs. We intend to shake things up and add new geographies and product offerings to accelerate our growth and drive long-term value.

Future is...

...thinking out-of-the-box

Thinking in a new and different way means to focus on disruptive technologies and process across every sphere of our business, so as to make the lives of our different stakeholders easier. As we move forward, we intend to make our process more and more user friendly and technologically advanced, test new ideas and translate them into a reliable business. We intend to surprise our customers with new and comprehensive solutions.

...thinking in terms of solutions

We believe that only those who know their customer's need can survive in today's market. In a world of accelerating change, we feel that it is important to know where the market is headed - ideally even before the market knows. For this very reason, we intend to move further close to our customers, so that we identify their challenges and needs and offer them appropriate solutions.

About IEX

Building on a proud past;
creating a strong future.

First

Energy Exchange
in India

6,429

Total participants
registered

97.2%

IEX's market share
in the Electricity
Exchange market

13%

Y-o-Y growth in IEX's
Electricity traded
volume

Largest

Energy Exchange
in India

55+

Total number of state
distribution companies
registered

52

Electricity traded in
FY19 (billion units)

Yesterday

We started in a nascent market, committed ourselves to addressing the long-standing need in India for commodifying energy and focussed on building a transparent and efficient platform for electricity exchange across the country.

Today

We are India's leading energy market place providing a trading platform, with operational excellence defined by robust processes and global six sigma standards.

Tomorrow

We will continue to strengthen our position as leaders by further developing the energy market, pursuing innovation, technology advancements, domain expertise, transparency, ease of transaction and superior service.



Knowing IEX Limited

Pioneering the concept of energy trading just like any other commodity, IEX Limited started its journey as India's premier power exchange platform in 2008.

Over the years, IEX has been successful in aggregating a host of buyers and sellers under one roof thereby ensuring ample liquidity and competition in the marketplace leading to efficient price discovery. It also offers its participants the opportunity to trade in a variety of energy products under one roof.

IEX also helped in bringing accessibility and transparency in the power market in India, along with enhancing the speed and efficiency of trade execution.

Our participant mix

6400+

Participants

500+

Electricity generators

4000+

Open access consumers

1000+

Renewable energy generators

55+

Distribution companies

Our beneficiaries

Distribution companies, power generators and commercial and industrial consumers representing multiple industries are major participants on IEX. The diversity of participation in the exchange has helped build liquidity, ensuring reduced power prices (for buyers) and increase revenues (for sellers), thereby strengthening respective businesses.

Our trust factors

We are a process driven company and hold ourselves up to the highest quality standards in the field. The Company is compliant with ISO 9001:2008 accreditation for quality management, ISO 27001:2013 accreditation for information security management and ISO 14001:2004 accreditation for environment management.

Management

Led by MD and CEO Mr. Rajiv Srivastava, IEX is managed by a team of reputed professionals. Its Board of Directors comprises of some of the top names from diverse industries - finance, professional services and eminent personalities. Mr. Srivastava heads the day to day operations of the Company along with his highly qualified and experienced team, and together they oversee a company that employs 126 professionals (as of March 2019) with various academic degrees.

Ownership

The Company is owned through diversified shareholding, and at the end of FY2018-19, our shareholders comprised of non-institutional investors 47%, Foreign Corporate Bodies 22.10%, Foreign Portfolio Investors 17.61%, Mutual Funds 5.94% and other domestic institutional investors 6.91%.



Our Approach

Building on a proud past;
creating a strong future.

Our offerings basket

Day-ahead Market (DAM)

Trading of 96 distinct electricity contracts of 15-minute time block each for the next day offering ample flexibility to the market participants.

Price competitiveness is ensured by means of price discovery through double-sided anonymous auction with uniform clearing price thus enhancing social welfare for market participants.

Term-ahead Market (TAM)

Includes range of options for electricity trading for a period of up to 11 days.

Trading is possible through intra-day, day-ahead contingency, daily and weekly contracts.

Renewable Energy Certificates (RECs)

REC-solar and non-solar alternatives.

Provides the option to ensure compliance with renewable power consumption requirements to obligated entities.

Energy Saving Certificates (ESCerts)

ESCerts are issued on accomplishing targets for reduction in specific energy consumption, which are tradable on the exchange.

Strategy in action



Diverse ecosystem:

We provide an open system of collaboration to support partnerships, products and services across the Indian power industry ecosystem.



Innovative solutions and technology:

We offer innovative solutions and technology to drive efficiency and deliver benefits to our customers, employees and the wider energy marketplace.



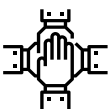
Enduring trust, integrity and resilience:

We earn trust and deliver resilience by making sure our systems and processes are robust, secure, reliable and fair, and that our people act with integrity towards the market and each other.



Customer-centric approach:

We are constantly brainstorming ways to improve the experience for our customers.

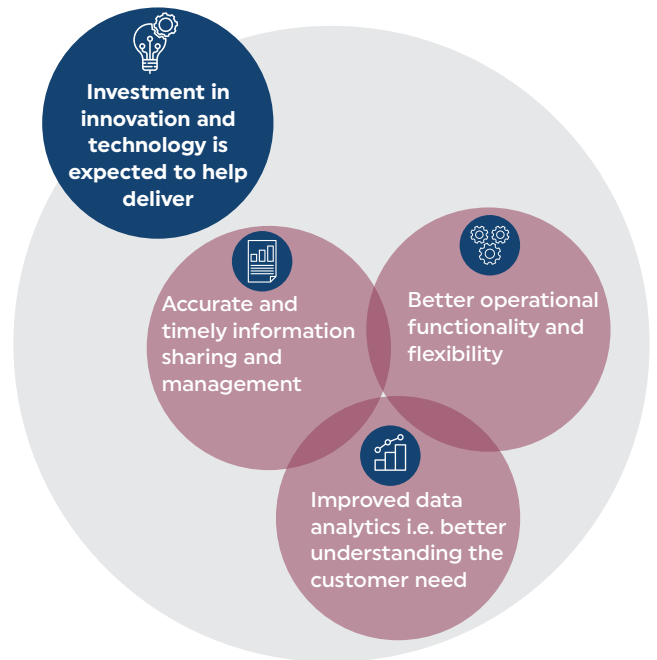


Collaborative culture:

We foster collaboration and agility within our businesses, across our teams and among our people by empowering them.

How IEX plans to drive efficiency and innovation?

By investing in technology and innovation, to build stronger foundation and enable future growth.



Message to Shareholders



“We have completed a successful decade in the business and stepped onto the next interesting phase of our journey.”

Dear Shareholders,

Energy is one of the most crucial resources required for the economic development of any nation as well as an enabler for all-round social development of its citizens. The Government of India with a vision to promote socio-economic wellbeing of its citizens aspires to provide 'Power for All' on '24x7 basis'. Providing electricity to every village and household through 'Saubhagya' initiative would help increase the per capita consumption of electricity as well as create new economic opportunities which in turn would help address the social challenge of large exodus from the villages to the cities. Positioned as a key energy market institution, the Indian Energy Exchange (IEX) has played a pivotal role for over more than a decade to facilitate the government in realising its economic and social aspiration of reaching electricity to all on round the clock basis. The electricity market on the Exchange is a physical delivery based market operating on the round the clock basis facilitating transactions between buyers and sellers spread across the country.

Impressions and reflections on the decade that passed by

In the year 2018, IEX completed a decade of successful operations. The first decade has been a noteworthy one for IEX, not because we emerged as the industry leader within energy market space but for ability to contribute

towards the nation's aim of ensuring economical and continuous supply of power across the length and breadth of India. Amidst the growing demand for power, some regions of the country had power shortage whereas others had surplus power supply. IEX addressed this paradox by providing a transparent and efficient technology platform for electricity trading which allowed market participants ample flexibility to trade required quantum, at any time, at the most competitive price. We have served as a benchmark for introducing competition in the power market facilitating capacity addition, better capacity utilisation, transparent price discovery, sound payment security mechanism and above all market signals have provided indications to the policy makers on the gaps that need to be addressed. The first decade has seen exponential growth in registered participants base from 70 in 2008 to 6400+ in 2019, while the volume of electricity traded grew from 2.6 BU to 62 BU implying CAGR of 35%

It is now time to look ahead and gear up for the next decade and move on a path that will be more exciting, enriching, challenging and fulfilling. It has been a great learning experience and a journey of building long term partnerships. We started the journey with a noble intention, pursued our goals sincerely and built an organization on strong foundation of values, ethics and principles. We are sure that the next decades for IEX would be a promising one.

Governance

We have built our company around the spirit of governance. Consequently, IEX is a professional driven, navigated by an independent and competent Board comprising experienced achievers of standing. The Board functions directly through itself or through various committees constituted to oversee specific functions; the executive management provides the Board detailed periodic performance reports; the company is a process driven; there is a focus on addressing needs of all stakeholders and every single initiative is directed towards business sustainability.

How we benefit our stakeholders

Our partnership with our key participants and stakeholders is based on our desire to provide the best possible value and customer experience. Chief amongst these are the distribution companies (discoms), to whom we provide flexibility and an alternative source of buying power in the short-term markets in almost real time. IEX has become a 'go-to' platform for discoms to flexibly purchase competitively priced power, a feature unique to it, even on a very short notice. This allows them to manage their daily requirements on a 15-minute basis through our platform, thereby optimising their power purchase costs. In terms of volume, state utilities contribute the most on the exchange platform, comprising 80% of the daily volume transacted on it. We also cater to large retail consumers, including industrial and commercial consumers, who participate on exchange platform to purchase competitively priced and uninterrupted power supply. By operationalising open access and providing the option to source competitively priced power to industries, we have facilitated the 'Make in India' initiative of the government.

The growing focus and share of renewable energy underpins the relevance and importance of the power exchange more than ever. With renewable energy comprising 22% in terms of installed capacity (77 GW on total installed base of 356 GW in fiscal year 2019) and about 10% in terms of energy generation (129 BU renewable energy on total energy production base of 1372 BU in fiscal year 2019), the exchange is placed as the most suitable platform for grid integration of the renewable energy since power exchange provides opportunity to the distribution utilities to continuously balance their variations by buying electricity when they require and selling whenever they have surplus.

With significant enhancement of inter-state transmission capacity as well as its reinforcement over the last three years, the exchange platform allows unrestricted trade of power across the country to the market participants in the most predictable and reliable way.

We interact regularly with the stakeholders to understand their needs and develop new products, market segments and address their fast changing requirements. We positioned ourselves as advisors who focus on how the exchange could help discoms optimise their power procurement cost and industrial consumers strengthen their business profitability. The volumes traded on our platform are but a mere reflection of the value we offer to our members and participants.

How did we see the Indian power industry shaping up during the year?

The year 2018-19 was a significant year for the Indian power industry, as several favourable policy and initiatives adopted by the government helped the industry reach new heights. However, despite these successes, the power sector still confronts the challenge of lack of depth in the power market. With only 4% of the overall power produced being traded through the power exchanges compared to 40-60% in some of the major economies, Indian power market has enormous potential for growth. Some of the recent policy and regulatory initiatives which are expected to increase market depth include improvement in domestic coal production, coal linkages for the merchant power plants, the national open access registry as well as the recent CERC proposal to introduce real time power market and cross border trade in electricity through the power exchanges.

Performance in FY19

We reported revenues of ₹ 294 crore during the year, an increase of 15 per cent from the previous year and one of the highest since our inception. Further, our EBITDA for financial year 2019 was ₹ 243 crore with EBITDA margin of 83 per cent. The profit after tax (PAT) was ₹ 165 crore. In terms of operational performance, IEX traded 52.19 billion units of electricity in FY19 representing 13% increase on y-o-y basis and 8.9 million renewable energy certificates. Every relevant financial number reported by the Company was better than the previous year, which clearly showcases the strength of our business strategy.

Creating a sustainable business

Our objective at IEX has been to build sustainable business momentum which can be built through ingredients such as keeping customer at the focus centre of all business initiatives, continuous engagement, responding to the changing customer needs with relevant products and services and to serve the solutions that take their business ahead. At the heart of our customer engagement lies our proactive investment in technology and capability.

We pride in being a modern technology driven exchange processing deep resident capabilities in delivering the highest uptime, lowest transaction time, ability to handle considerably larger volumes and a world class customer experience. We have established respect for operational transparency with virtually zero complaints or disputes.

The foundation of IEX is its people. Even as we may just be a 126-person organisation, we are driven by a distinctive passion. From a functional perspective, we are relatively flat; communication runs across all levels; the senior management is accessible; there is a premium on operational urgency; there is a commitment to be completely ethical in all dealings. It is the cultural strain that convinces us that we possess the basis for high performing organisation.

Our performance ambition

Our aim is fully aligned with the government of India to facilitate success in initiatives like 'Power for All', '24x7 power supply', smart cities, rising industrialisation and growing urbanisation. These initiatives are expected to drive the power demand going forward. The headroom is large, the annual per capita electricity consumption at around 1,200 units compared with global average of 3,125 units, indicates that as India would grow, this gap could be effectively addressed. As this transpires, the role of IEX would only grow in scale and scope. Presently, only around 4 per cent of India's power produced is transacted through exchanges and the corresponding figure is in excess of 30 per cent in a number of developed economies indicating the extent of headroom available for growth.

We will need to do more to encourage our existing customers deepen and strengthen their engagement on our exchange and to transact more in the future. We will also need to be proactive in attracting more participants. The Energy market is set to grow in the near future owing to thrust of the government of India on several reform initiatives and large investments being made in power generation, renewable energy, transmission and distribution to achieve the objectives.

As we enter the next exciting decade, our optimism is derived from the following opportunities:

- The access to the electricity to every citizen on 24x7 basis should continue to drive electricity demand over the foreseeable future which in turn would provide a lucrative opportunity for the power market to grow in size and importance.
- Exchange market and products are best suited to offer flexibility to distribution companies to manage the intermittency associated with large penetration of renewable energy in the grid.

- With implementation on national open access registry, the gate closure will reduce and round the clock transactions on the exchange platform will become even more dynamic and closer to the real time.
- The introduction of long duration contracts on the exchange platform will solidify position of the exchange market within the short-term market and shift the volume from bilateral trade to the exchange.
- Phasing out of 35 GW of old and inefficient power generation capacity will lead to the distribution companies meeting a greater share of their demand requirement through the exchange platform.
- The introduction of cross border trade in electricity on the exchange platform will provide an opportunity to expand beyond the Indian geography to the South Asian countries as well as to drive up the volumes on the exchange in the near term.
- The introduction of new green energy term-ahead market on the exchange in future will be an exclusive offering for the market participants to meet their energy requirements and also meet renewable purchase obligation in an integrated way.
- The exchange is working closely with the regulator to develop new power market segments such as: real-time markets, national open access registry, and ancillary markets.
- The exchange also aspires to foray into new energy market segments such as gas as well as provide domain know-how and technology solutions to emerging power markets worldwide.

Today, IEX is positioned as an institution of eminence at the cusp of an interesting evolution that we see unfolding. The organization has worked hard over the years to earn the trust and confidence of its stakeholders. Trust at IEX has been critical factor to our success. We endeavor to maintain this trust, strengthen our reputation going forward through growth and operational excellence while ensuring transparency, competitiveness, innovation and customer-centric approach. This in turn will help the company achieve sustainable growth.

I am confident that our stakeholders will continue to help make IEX a company we can all be proud of. At our end, we assure you of our best efforts towards maximising the value for all our stakeholders.

Satyanarayan Goel

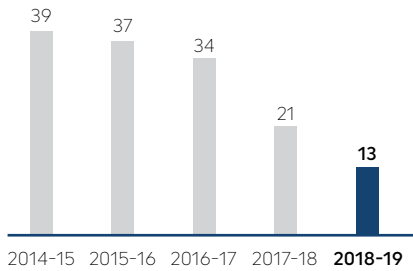
Non-Executive Chairman

Our Ecosystem

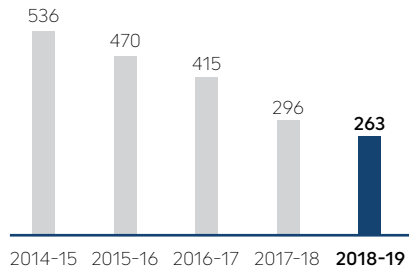
Diverse Commercial & Industrial Consumers from various states are a part of our value chain

Active participants in FY'19

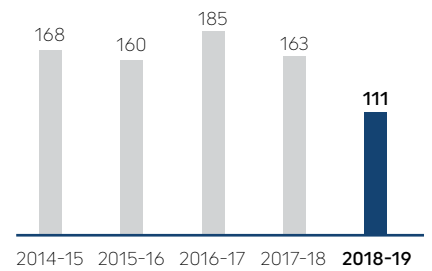
Paper



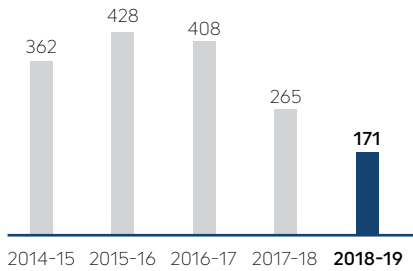
Textile



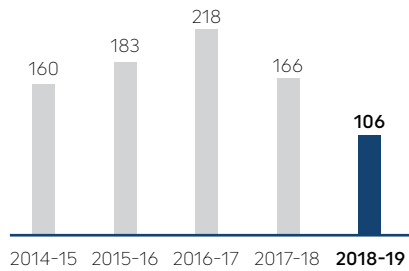
Chemical



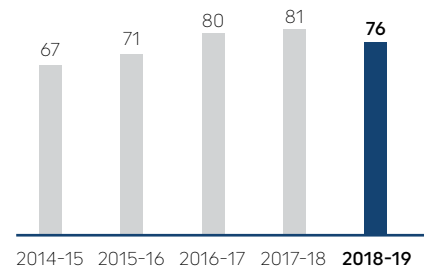
Metal



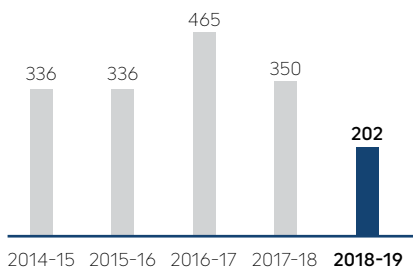
Automobiles



Cement



Other



Registered participants in FY'19



- 135 Uttarakhand
- 497 Andhra Pradesh
- 476 Haryana
- 428 Rajasthan
- 535 Gujarat
- 430 Punjab
- 258 Karnataka
- 224 Telangana
- 868 Tamil Nadu
- 222 Others

*as of 31st March 2019

Our story so far

2008

Commenced operations with 58 registered participants with the launch of Day Ahead Market (DAM)

Daily cleared volume in DAM cross 20 million units

2009

Registered IEX's first industrial open access consumer trade in DAM

Introduced new product offerings Term Ahead Market (TAM)

2010

Registered participants in DAM crossed 500

Sell bids in DAM crossed 100 million units

2011

Introduced Renewable Energy Certificate (REC) in the market

Traded first non-solar REC

Clocked 1,000+ registered DAM participants

Daily participation in DAM crossed 500

Buy bids in DAM cross 100 million units

Total registered participants at IEX crossed 1,000

2012

IEX's open access customers' crossed 1,000

Energises DAM trading with the introduction of 15 minutes' contract replacing hourly contracts

Initiates the first solar REC trade

Signs MOU with PJM Technologies (USA) for [objective of the MOU]

IEX's total registered participant's crossed 2,000

Daily participation in DAM crossed 1,000 mark

2013

Signs MOU with EPEX SPOT (France)

IEX's daily cleared volume cross 100 million units

Total registered participant count in DAM crossed 2,000

Sell bids in DAM crossed 200 million units

IEX's total registered participant count crossed 3,000

2014

Total registered participant in DAM crossed 3,000

Buy bids in DAM crossed 200 million units

2016

Total registered participant count in DAM crossed 4,000

IEX's total registered participant count crossed 5,000

First Indian energy exchange to get ISO certification:
9001:2008 | 27001:2013 | 14001:2004

2015

Registered open access consumer's crossed 3,000

IEX's total registered participant count crossed 4,000

Further energises trading with the launch of round the clock Term Ahead Market

2017

Records highest ever REC sell bid count in a single session:1,32,42,562

Daily cleared volume in DAM cross 150 million units

Re-energised Company's offering with the launch of new product - Energy Saving Certificate (ESCert)

Records highest sell bid in DAM at 301 million units

Records highest buy bid in DAM at 280 million units

Records highest daily cleared volume in DAM at 183 million units

IEX goes public at ₹ 1,650 each equity Share of face value of ₹ 10/- Each

First solar generator traded in DAM

IEX's total registered participant count crossed 6,000

Records highest number of REC traded in one single session, but bid count reaches 32,39,142

2018

Signs MOU with JEPX (Japan)

Daily cleared volume in DAM crossed all-time high of 208 million units

2019

Touched highest DAM volume traded in a day at 306 million units

One Nation- One Grid- One Price realized on 214 days in a year

The highest TAM volume close to 620 MU was traded in October 2018

Registered 23 new solar generators with a total installed capacity of over 1,000 MW

How we measure success?

The key financial metrics which help evaluate our performance

Major financial highlights, FY19

Revenue
(₹ in crore)

294.16

Growth ↑ **15%**

FY18: ₹ 256.07 crore

PAT
(₹ in crore)

165.04

Growth ↑ **25%**

FY18: ₹ 131.68 crore

EBITDA margin
(in %)

83

Growth ↑ **38 bps**

FY18: 82%

Cash profit
(₹ in crore)

175.46

Growth ↑ **24%**

FY18: ₹ 141.96 crore

PAT margin
(in %)

56

Growth ↑ **467 bps**

FY18: 51%

EBITDA
(₹ in crore)

242.90

Growth ↑ **15%**

FY18: ₹ 210.49 crore

EPS (Basic)
(in ₹)

5.47

Growth ↑ **23%**

FY18: ₹ 4.46

Volume traded - TAM
(in million units)

2,105

Growth ↑ **53%**

FY18: 1,373 million units

Volume traded - electricity
(in billion units)

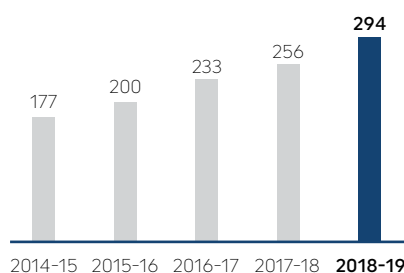
52

Growth ↑ **13%**

FY18: 46 billion units

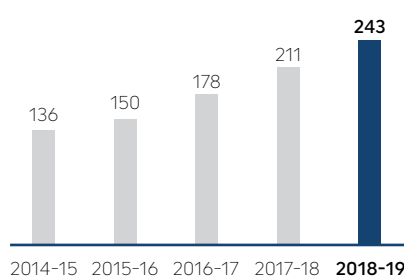
Result of listening to customers...

Revenue
(₹ in crore)



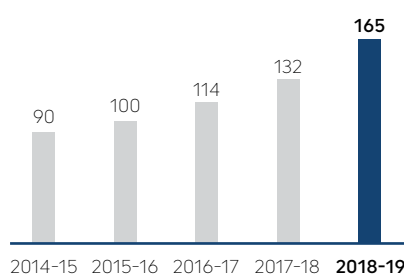
...continuously enhanced revenue by selling more electricity units and by adding more participants

EBITDA
(₹ in crore)



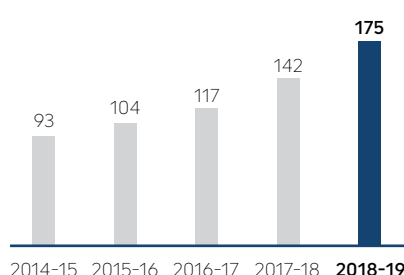
...through the development of cutting-edge solutions

Profit after tax
(₹ in crore)



...and thus, continue to strengthen our bottom-line

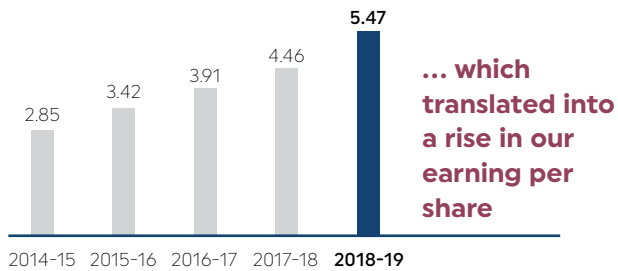
Operating cash profit
(₹ in crore)



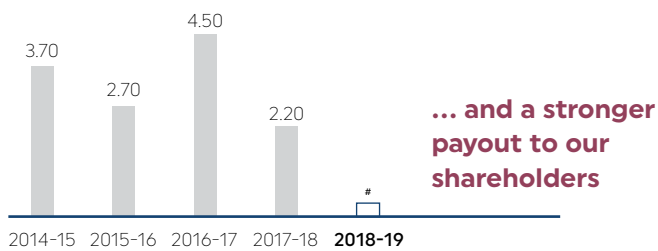
...translating into more growth opportunities

Basic Earnings per share*

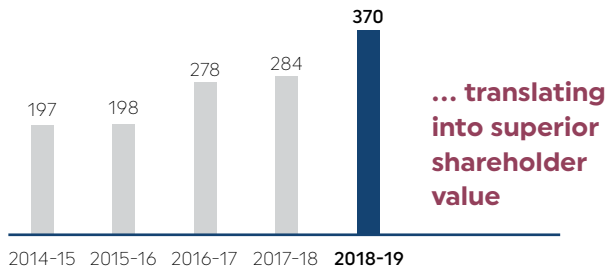
(in ₹)

**Dividend per share*^**

(in ₹)

**Net worth**

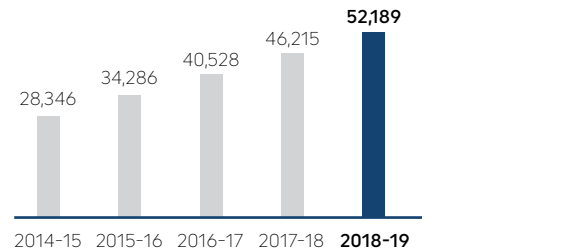
(₹ in crore)



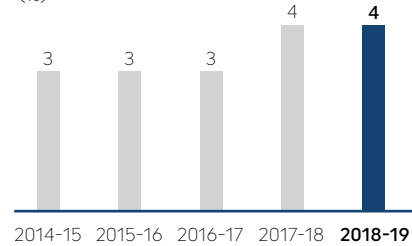
*Post adjustment of Sub-division of Equity Shares of the Company from Equity Shares of face value of ₹ 10 each to Equity Shares of face value of ₹ 1 each during FY19.

^Dividend including interim & proposed dividend for the financial year.

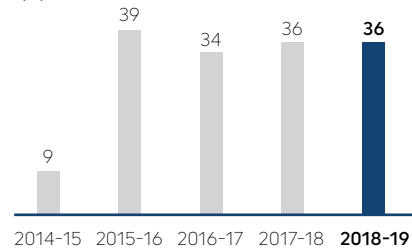
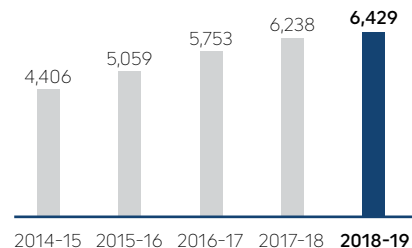
*During FY19 Buyback of ₹ 69 crore was done by the company, hence no dividend paid.

Our non-financial growth indicators**Annual traded units (million units) (electricity)****IEX share of total power generation**

(%)

**IEX market share of the short-term market**

(%)

**Registered participant count****Product wise growth in annual volumes (DAM, TAM, REC) from inception till FY19**

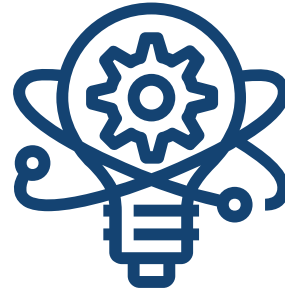
Product	Cleared Volume in million units										
	FY09	FY10	FY11	FY12	FY13	FY14	FY15	FY16	FY17	FY18	FY19
DAM	2,616	6,171	11,801	13,799	22,346	28,923	28,125	33,957	39,783	44,842	50,063
TAM	-	43	911	616	481	345	222	330	744	1,373	2,105
REC	-	-	0.15	951	1,991	1,324	1,548	3,139	4,619	9,329	8,956
ESCert	-	-	-	-	-	-	-	-	-	1,299	-

How IEX is preparing for its next leg of the journey?

By focusing on an innovation led approach

The energy sector is undergoing significant transition and requires innovative solutions to respond to new upcoming opportunities and challenges. IEX's willingness to innovate extends beyond offering new and futuristic products on its market platform and includes tapping new opportunities in all possible ways. We believe that market-based instruments indeed constitute the most efficient way to tackle some of those challenges and in supporting a successful energy transition.

We believe that an innovation led approach in terms of introducing new products, market segments, IT solutions and technology for trading as well as data analytics is the need of the hour to address the fast changing requirements of the market participants. This approach has indeed helped us reach where we are today, starting with just 38 participants IEX today is associated with more than 6,400 participants, and this is expected to drive us in our next leg of the journey.



With an established presence on a large scale we would continue to add greater value to our core while focusing on a disciplined and innovation led approach to achieve a clear pathway to sustained growth over the coming decades.

We recognize our responsibility to be a sustainable and long-term partner for our stakeholders who we impact every day. We also have a business responsibility to our employees, investors and other stakeholders to be clear on where the coming years will take us.

By focusing on sustainable growth for tomorrow

We are passionate about serving our customers. Improving their service experience is a top priority for us, which means offering products and services aligned with their requirements, adopting best-in-class practices and the latest technology besides training our employees in every aspect of their roles. We would continue to focus on every detail, and also further improve the efficiency of our operating systems.

We have continuously built on our domain knowledge and would look to do the same in the future too. We would continue to work relentlessly to ensure well-functioning of our market.

We believe that being close to our customers and their needs would help us to identify the path we need to take in order to be successful in the future.

By taking a measured approach towards achieving our long-term goals, our strategic plan and technology development framework is structured to deliver continual and sustainable growth. To strengthen our existing and core market segments, we would continue promoting SMART Procurement to assist the distribution companies optimize



their power purchase cost, introduce new interventions such as My IEX; facilitate auto transition of un-cleared DAM bids to TAM; introduce unified risk management for DAM and TAM market segments; automate real-time curtailment process; redesign TAM market contracts by introducing greater flexibility and options for market participants and introduce new bid types in DAM to help both buyers and sellers trade more efficiently.

Besides, we are fully geared up to foray into the new opportunities and terrains such as: green-energy market, cross-border trade in electricity, longer duration forward contracts, new energy segments such as gas as well as providing domain know-how and technology solutions to emerging power markets worldwide.

We are closely working along with CERC to develop new market segments such as real-time markets, national open access registry to streamline and expedite open access transactions, derivatives and ancillary markets.

Achieving all these in a transparent and reliable manner would allow s for a sustainable future of IEX.

We are a socially conscious business

We contribute to the society beyond our core business. IEX is committed to bring about improvement in quality of life of underprivileged communities and it works pro-actively with the communities as an engaged partner. Through our Corporate Social Responsibility (CSR) interventions, IEX has positively impacted lives of thousands of children, youth, women and elderly people over the last four years. Our CSR interventions are aimed to address the issues related to environmental sustainability, economic empowerment and social development designed with an integrated, holistic and need-based approach towards providing the following:

- **Access to livelihoods, sanitation, water, healthcare and education so as to support socio-economic development of underprivileged communities**
- **Access to energy through decentralized renewable energy applications**
- **Women empowerment**
- **Relief and rehabilitation measures at national and state level**
- **Restoration, protection, conservation and promotion of national heritage, art and culture**

We work in collaboration with credible NGO partners recognized by the Government of India. During financial year 2018-19, we implemented several CSR interventions dispersed throughout the country across the states of Haryana, Uttar Pradesh, Delhi-NCR, Bihar, Chhattisgarh, Tamil Nadu, Karnataka, Maharashtra and Odisha covering about 16 Districts. Our programs were centered around education, renewable energy, healthcare, livelihood, women empowerment etc.

- **Empowering children through education and learning**

We empowered children through education and learning and simultaneously provided mid-day meals. We partnered with Akshaya Patra Foundation to sponsor mid-day meals for children in 7000 Primary Government School Children in Mathura, Uttar Pradesh.





We simultaneously provided financial support for a programme focused on holistic development of 35 young slum school children in Shishuvihar Madhyamik Shala in Dadar, Mumbai with 'Each One Teach One' initiative.

Also, we supported 57 specially-abled children in Akruti School, Bangalore by providing them necessary skills to meet their daily needs in partnership with Association for the Mentally Challenged. In addition, we also provided basic and essential education to tribal children by establishment of 100 Ekal Vidyalas in Odisha with Friends of Tribal Society.

● **Development of School Infrastructure**

We sponsored construction of class-rooms and sanitation block in Isha Vidhya rural school in Karur district, Tamil Nadu. The schools imparts education and vocational skills to rural children in Sengal village in Tamil Nadu. We also partnered with SSBTS to build class-rooms in a charitable school in Faridabad, Haryana for under-privileged children. The school provides education and meals to children at free of cost.

● **Skill Development Programs**

A program for skilling 280 urban under-privileged youth was sponsored in NCR Region in partnership with SMILE Foundation with the objective of promoting skill development and employment of urban underprivileged youth.

● **Improved access to healthcare facilities**

We sponsored Mobile Healthcare Unit (MHU) facilities in 25 villages of Muzaffarpur, Bihar and 32 villages in Satna, Madhya Pradesh in partnership with HelpAge India. The core reason behind this initiative was to promote access to basic healthcare facilities to the communities, especially the elderly people..

● **Disaster Relief**

We provided financial contribution to Bharatiya Jain Sanghatana (BJS) towards building draught-free Buldhana District in Maharashtra.

10 States

Covered

16 Districts

Covered

14000

Direct beneficiaries positively impacted

57

Villages in Bihar and Madhya Pradesh provided with Mobile Healthcare

7000

Primary Government School Children in Mathura, Uttar Pradesh provided with mid-day meals over 3 consecutive years



Director's Profile



Mr. Satyanarayan Goel
Non-Executive Chairman

Mr. Satyanarayan Goel (DIN: 02294069) was appointed as the Non-Executive Chairman of our Board with effect from July 21, 2019. He holds a bachelor's degree in electrical engineering from REC Rourkela and a master's degree in business administration from the Faculty of Management Studies, New Delhi. He has over 40 years of rich experience in different areas

of power sector – power generation, transmission, system operation, power trading, commercial, regulatory affairs, power market development and cross border trade. He was also actively involved in various reform initiatives of Govt. of India which includes - Enactment of Electricity Act, 2003, Tariff Based Bidding Guidelines, Tariff Policy, National Electricity Policy, Open Access, etc. He was appointed as the Managing Director and Chief Executive Officer of the Company with effect from January 21, 2014. After completion of the term on 20.07.2019, Mr. Goel was designated as Non-Executive Chairman. Before joining IEX, he was the director of marketing and operations at PTC India Limited. Prior to it, he was associated with NTPC Limited for 29 years and retired as an Executive Director. He has been associated with our Company since October 16, 2012 when he was appointed as a Nominee Director of PTC India Financial Services Limited on our Board.



Mr. Rajiv Srivastava
Managing Director and
Chief Executive Officer

Rajiv Srivastava is the Managing Director and Chief Executive Officer of our Company. Prior to this role he was the Chief Operating Officer (COO) and Head of Sales Strategy & Operations for HP Inc., Asia Pacific & Japan from May 2017 to March 2019. Based in Singapore, he was responsible for HP's end to end sales, strategy, sales enablement, operations, growth initiatives as well as services and solutions. Between July 2011 and

April 2017 Rajiv was the Managing Director of HP Inc where he was responsible for managing and growing HP's computing & printing products, solutions and services business. He first joined HP in 1997 and later moved to Microsoft in year 2006 as the General Manager, Enterprise & Partner Group. In February 2010 Rajiv rejoined HP as their Chief Operating Officer. Rajiv has held leadership positions with trade bodies such as Confederation of Indian Industries (CII), Manufacturers' Association of Information Technology (MAIT), American Chamber of Commerce (AMCHAM) and National Association of Software and Services Companies (NASSCOM). He has earlier worked with other blue chip organizations like HCL Hewlett-Packard Ltd and Escorts Yamaha Motorcycle Ltd.

Rajiv joined IEX on 3 June 2019. He holds a bachelor's degree in Mechanical Engineering with further specialization in international business.



Prof. Kayyalathu Thomas Chacko
Independent Director

Prof. Kayyalathu Thomas Chacko (DIN: 02446168), is an Independent Director of our Company. He is a retired Indian Administrative Services officer of the 1973 batch and has 34 years of experience in public administration. He worked in Government of India for 15 years, almost entirely in the Ministry of Commerce and Industry and closely involved in the trade and industry sectors. He holds a master's degree

in economics from the University of Kerala and was awarded three gold medals for obtaining the first rank in Kerala. He also holds a master's degree in Public Administration from Harvard University, U.S.A. He held the post of director general of foreign trade during the year from 2004 to 2006. He was appointed as director of the Indian Institute of Foreign Trade for the period of 2007-2012. He was presented the Federation of Indian Exporters Organization instituted life time achievement award by the Hon'ble President of India for invaluable contribution to the exports sector in 2008. He has been associated with our Company since May 21, 2012 when he was appointed as an Additional Director on our Board in the independent category and was regularized as a Director on September 28, 2012. His appointment as an Independent Director for a term of five years pursuant to the provisions of the Companies Act, 2013 was approved by our shareholders pursuant to a resolution passed at their meeting held on March 30, 2015.



Ms. Sudha Pillai
Independent Director

Sudha Pillai is an Independent Director of our Company. She joined the Indian Administrative Services in 1972 with second rank on all India basis. One of the foremost women to serve in the Indian civil services, She was appointed as member-secretary of the Planning Commission in 2010 in the rank of minister of state- the first woman to hold this office. She has 45 years of rich experience in policy formulation relating to Technology Transfer, Foreign Investment and Competition Law, National Skill Development Policy and Safety, Health & Environment at Workplace. In her four decade long career she has also served as union secretary of labour and employment and in the ministries of industry and corporate affairs. She was also the first woman to be appointed as principal secretary

finance in the government of Kerala. All through her career she focused on getting things done and made significant contribution to policy making and implementation.

She holds a BA Honors Degree in English Literature (gold medalist) and a Masters Degree in Psychology (gold medalist) from Punjab University and a Master's degree in Public Administration from Kennedy School of Government School at Harvard University, USA with special areas of interest in Impact of Foreign Direct Investment on Employment & Growth, Macro Economic Policy, World Food System, Equity in Rural Development Policy, Leadership & Mobilization of Group Resources.

She is also serving on the board of Jubilant Life Science Limited, Dalmia Cement (Bharat) Limited, Fullerton India Credit Company Limited, among others. She was also an Ex-Officio Member of Indian Infrastructure Finance Company Ltd. and the Central Councils of the Institute of Chartered Accountants of India, Institute of Company Secretaries of India & Institute of Cost Accountants of India. She joined our Company as an Additional Independent Director w.e.f. April 26, 2019.



Mr. Tejpreet Singh Chopra
Independent Director

Mr. Tejpreet S. Chopra is an Independent Director of our Company. He holds B.A. Honors degree in Economics from St. Stephen's College, Delhi University and an MBA degree from Cornell University. He is the Founder & CEO of Bharat Light & Power (BLP). The BLP group has various companies. It is a leading clean energy generation company in India, and a technology leader in providing Enterprise AI & Industrial IOT solutions and products to a variety of industries. He has 18 years of global management and finance experience acquired in various business roles held in France, England, Hong Kong,

India and USA, of which over 14 years were at General Electric. He was the President & CEO of General Electric in India, Sri Lanka & Bangladesh, until 2010, and was responsible for GE's strategies for growth in these countries. He is also involved in various industry associations. He is a member of the National Council of the Confederation of Indian Industry (CII), was the Chairman of the American Chamber of Commerce in India (AMCHAM), and was on the Board of Directors of the U.S.-India Business Council (USIBC). He is a member of the Council of Management of the All India Management Association (AIMA). Tejpreet was recently appointed the Co-Chair of the World Economic Forum's, Global Future Council (GFC) on Advanced Energy Technologies. He is also on the World Economic Forum's Stewardship Board on the Future of Energy. He is a participant of the Young Presidents Organization (YPO). He is also an Aspen Institute Fellow, a part of the Aspen Global Leadership Network. He was nominated as a Young Global Leader by the World Economic Forum (WEF) in 2010. He joined our Company as an additional Independent Director w.e.f. March 05, 2019.



Ms. Renuka Ramnath
Non-Executive Director

Ms. Renuka Ramnath (DIN: 00147182), is a Non-executive Director of our Company.

Ms. Ramnath is the Founder, Managing Director and CEO of Multiples Alternate Asset Management, a private equity manager and advisor to funds of ~ USD 1 bn. She has over 30 years of experience in the Indian financial sector across private equity, investment banking and structured finance. Ms. Ramnath started her career with the ICICI Group and

had leadership roles in investment banking, structured finance and e-commerce. She led ICICI Venture as the MD & CEO of ICICI Venture to become one of the largest private equity funds in India. One of the most experienced private equity fund managers in India, Ms. Ramnath has a full cycle track record of investing capital raised from global Institutions. She is a Board member of EMPEA, the global industry association for private capital in emerging markets. She is also the vice-chairperson of the Executive Committee of Indian Venture Capital Association.

Ms. Ramnath has obtained a graduate degree in textile engineering from V.J. Technological Institute (VJTI), University of Mumbai and a post graduate degree in management studies from University of Mumbai. She has also completed the Advanced Management Program, the International Senior Managers Program from the Graduate School of Business Administration, Harvard University.



Mr. Gautam Dalmia
Non-Executive Director

Mr. Gautam Dalmia, aged 51 years, has been one of the driving forces behind the exponential growth witnessed

by the Dalmia Bharat Group. He leads a professional team to pursue accelerated growth while maintaining the core values which have been the foundation of this 75-year old conglomerate with interests in cement, sugar and refractories. With over 25 years of experience in both Cement and Sugar Industries, he holds a BS and MS degree in Electrical & Electronics Engineering from Columbia University, USA. He is a Managing Director – Dalmia Bharat Limited and has joined the IEX Board as an additional director w.e.f December 20, 2018.



Mr. Ajeet Kumar Agarwal
Non-Executive Director

Shri Ajeet Kumar Agarwal (DIN: 02231613), is a Non-Executive Director on our Board as the nominee of REC Limited (formerly Rural Electrification Corporation Limited) with effect from August 22, 2012. He has done B. Com (Hons.) from Shri Ram College of Commerce, University of Delhi. He is also a Fellow Member of the Institute of Chartered Accountants of India. Shri Agarwal has 36 years' experience in Public Sector Undertakings. Since August 1, 2012, he is Director (Finance) of REC Limited and was assigned with the Additional Charge of Chairman

& Managing Director of REC w.e.f. March 6, 2019. Further, he is responsible for formulating financial strategies and plans to enable REC in achieving its vision. He provides directions with respect to Financial Management and Operations of the organization encompassing organizational and financial planning, formulation of financial policy, financial accounting, management control systems, cash and funds management, tax planning, mobilization and management of resources, liaison with financial institutions and capital market players. He also supervises treasury functions, lending operations and advises on corporate risk management matter. Prior to joining REC in 2007, he was General Manager in Telecommunications Consultants India Limited. Presently, he is also Nominee Director on the Board of two Wholly Owned Subsidiary Companies of REC i.e. REC Transmission Projects Company Limited and REC Power Distribution Company Limited.

As on March 31, 2019, Shri Ajeet Kumar Agarwal was holding "NIL" Equity Shares in the Company and has no inter-se relation with any other Director of the Company.



Mr. Mahendra Singhi
Non-Executive Director

Mr. Mahendra Singhi (DIN: 00243835) is a Non-Executive Director of our Company. He holds a bachelor's degree of science from the University of Jodhpur and a bachelor's degree of law from the Rajasthan University. He is also a member of the Institute of Chartered Accountants of India.

He has been associated to the growth and development of the cement sector in India for the last 41 years. He leads Dalmia Cement (Bharat) Limited as Managing Director and CEO. In addition, Mr. Singhi also serves following organisations and commissions in India and abroad as a –

- President - Cement Manufacturers Association (CMA), India
- Chairman - National Council for Cement and Building Materials (NCCBM), India
- Chairman - Development Council for Cement Industry, Ministry of Commerce & Industry, India
- Co-Chair, TERI Council for business sustainability (TERI-CBS), India
- Active member of Climate Change Council in Confederation of Indian Industry (CII), India

- Commissioner, Energy Transitions Commission (ETC), London, U.K.
- Commissioner, High-Level Commission on Carbon Pricing and Competitiveness, World Bank Group, U.S.
- Director, Global Cement and Concrete Association (GCCA), London, U.K.

A visionary and advocate of sustainability, Mr. Singhi has been the driving-force in inculcating this concept in the objectives and operations of the cement companies he has worked with. Today, leading Indian cement companies are setting global benchmarks in climate protection and energy efficiency. This is the result of long efforts of business leaders like Mr. Singhi and, the results are overwhelming. For example, Dalmia Bharat has been ranked #1 cement company across global cement sector by award winning research series of CDP (Carbon Disclosure Project) on business readiness for a low carbon transition. Mr. Singhi has also represented business and cement sector globally in the most recognised multi-country platforms such as:

- Paris Climate Agreement Ceremony on invitation from Ex. UN Secretary General, Mr. Ban ki-Moon,
- Global Climate Action in COP-24 on invitation of UNFCCC Executive Secretary, Ms. Patricia Espinosa,
- High-Level Govt.-Business dialogues invited by COP-21 and French Presidency.

He was appointed as an Additional (Non-executive) Director on our Board with effect from May 30, 2017 and was regularized at subsequently 11th Annual General Meeting held on July 25, 2017.



Mr. Gopal Srinivasan
Non-Executive Director

Mr. Gopal Srinivasan (DIN: 00177699), Gopal Srinivasan is a Non-executive Director of our Company. He holds a bachelor's degree of commerce from the University of Madras, Chennai and a master's degree of business administration from the Graduate School of Business Administration, University of Michigan U.S.A. He is the founder of TVS Capital Funds (P) Limited with the visions of supporting and nurturing India's mid-cap businesses. TVS Capital Funds manages assets of over ₹ 1,100 Crores of domestic capital, which

makes it amongst the largest rupee funds in India. Over an entrepreneurially oriented career spanning over 30 years, he is associated with companies operating in diverse sectors including computer peripherals, technology, financial services and automobile components. He is also the founder of TVS Electronics Limited, whose board of directors he chairs. He is the Director on the Board of TVS & Sons which is the Group holding company and other companies outside of TVS Group. Mr. Gopal is also actively involved in the promotion of entrepreneurship as an avid angel investor. He is the founder trustee of "The Chennai Angels", an angel investor network in Chennai. He has also served on the board of directors of Great Lakes Institute of Management, Chennai, Coimbatore Innovation and Business Incubator. He was appointed as an Additional (Non-executive) Director on the Board of the Company with effect from April 18, 2017 and was regularized at subsequently 11th Annual General Meeting held on July 25, 2017.

Management Discussion and Analysis

Power Sector: An Overview

India remains one of the fastest growing economies in the world in terms of GDP growth. As regards electricity production and consumption, India is one of the sizable power markets around the world. We rank third in terms of electricity production after China and the United States and rank fifth in terms of power generation capacity, as of 2018.

In FY19, India achieved an installed power capacity of 356 GW and generation of about 1371 billion units with diverse generation mix comprising coal, gas, hydro, renewable and nuclear energy. Presently, the thermal energy represents major share of 78% of India's total energy mix.

Despite achieving 99.9% village electrification, the average per capita electricity consumption has increased moderately from 671.9 KWh in FY07 to about 1,200 KWh in FY18, still significantly lower than major developed and other comparable developing economies in the world. However, the Indian power market is set to witness a major shift in near foreseeable future driven by increased penetration of renewable energy, technology and IT developments as well as increase in demand for electricity, which is expected to rise at a CAGR of 6.5%-6.8% from FY19 to FY23. Some of the government efforts expected to drive the demand are:

- Household electrification programs such as Pradhan Mantri Sahaj Bijli Har Ghar Yojana 'Saubhagya', which aims to provide electricity to 20 million new households as well schemes such as Deen Dayal Upadhyay Gram Jyoti Yojana (DDUGJY), Integrated Power Development Scheme (IPDS) to reduce the aggregate technical and commercial losses.
- Impetus to electric mobility with penetration on electric vehicles including electric cars, electric commercial transportation including buses, three-wheelers, e-rickshaws.
- Rising demand for electricity in cooking and heating.
- Rapid urbanization that will drive up the demand for electricity. Currently, 31% India is urbanised and further expected to reach 60% by 2050. A recent research from Oxford economics suggested that 17 of the top 20 fastest growing cities in the world are in India.
- The industrial expansion characterizing the fast growing Indian economy.

Energy transition led by renewables

With unprecedented expansion in solar and wind capacity and ambitious goals for further growth, India is at the global

forefront of renewable energy development. The growing share of renewable resources in India's energy generation mix represents a significant move, away from traditional thermal based power generation. The Indian government plans to add 175 GW of renewable energy by 2022 and also increase the share of renewable energy to 40% of the total energy by 2030. The renewable centric transition is evident from the fact that share of renewable capacity connected to the national and state grid has increased from 12.3% in 2013 to 22% in 2018. The levelised cost of Energy (LCOE) of renewable power has dropped steadily over the past few years while the corresponding cost of traditional power projects has steadily increased.

Growing focus on renewables

As on 31st March 2019, the installed capacity for solar and wind energy stood at 30 GW and, 36 GW respectively which is expected to rise upto 100 GW for solar and 60 GW for wind under the government's 175 GW renewable energy target to be achieved by 2022. Lower cost of renewable energy on account of economies of scale, enhancements in technology, equipment availability at lower prices and reduced renewable purchase obligations has helped renewable energy achieve grid parity. The players in renewable energy sector are currently focused on favourable policies like National Wind-Solar Hybrid Policy and National Policy on Biofuels, in order to expand their capacity portfolio. The sector, however, remained exposed to challenges arising out of cost of impact on safeguard duty and rising interest rates. The enhanced penetration of renewable energy seeks to address India's key energy objective of increasing energy security, reducing energy inequality and improve energy sustainability. An increased focus on reducing carbon footprint, ensuring RPO compliance, waiving off or exemption on the transmission charges and growing REC trade has helped attract investments in the renewable sector.

Energy Storage

Battery storage technology would enable firm round the clock output as well as peaking support through the renewable energy projects. The cost of battery backed renewable energy projects is expected to equal thermal power projects in the near foreseeable future.

Technological changes

Fast paced technological developments, information technology infrastructure, new monitoring systems as well as control and energy management tools will position the sector on a growth trajectory by providing array of solutions

to increase the efficiency and productivity of power sector like setting up distribution network, distribution load management and meter data management. One of the major emerging technologies under the sector is block chain technology that offers an efficient, secure and cost-effective way to manage transactions via decentralised tamper proof ledger system. It is used to create trans-active energy platforms enabling secure peer-to-peer (P2P) trading of power within communities.

Power generation

India has a total installed power capacity of about 356 GW as on 31st March, 2019, with thermal energy comprising the largest share of 78%. In a bid to conserve natural resources, the government has taken aggressive steps to increase the renewable energy portfolio with encouraging reforms. In the last five years, there has been an increase of 112% in total installed capacity of renewable energy reaching to 77.6 GW as on 31st March 2019. Renewable energy constitute 22% share of the total installed power mix of the country followed by hydro at 13% (45 GW) and nuclear ~2% (6.8 GW), respectively.

The Government of India's focus on attaining 'Power for All' has been playing a key role in accelerating capacity addition in the country. In FY2019 a significant capacity addition came from the conventional sources, while the renewable energy sector also added capacity to the tune of 15,860 MW. It is further expected that more than 75% of the new capacity is yet to come up in Rajasthan (over 2,000MW), Andhra Pradesh (1,950 MW), Tamil Nadu (1,872 MW) and Karnataka (1,555 MW).

India generated a total of 1372 billion units of electricity in FY19, out of which 78% was generated from thermal, 10% from hydro, 9% from renewables and 3% from nuclear. Overall generation in the country increased by 5% over last year with conventional power generation recording a 3.7% growth and renewable power generation clocking more than 24% growth. The Plant Load Factor (PLF) of thermal power plants monitored by CEA stood at 61% in FY19, compared to 59.83% in FY18.

The additional power capacities helped reduce the country's peak deficit from 2% in FY18 to 0.8% in FY19. The states with highest deficit in power supply were Jammu & Kashmir, Jharkhand and few states in North East region while many states such as Punjab, Himachal Pradesh, Haryana, Gujarat, Rajasthan, Uttarakhand, Madhya Pradesh, Telangana and Karnataka were in surplus situation during the same period.

Power consumption

India is ranked as the third largest power consumer in the world. As per the data published in FY17, industrial sector consumes a major share of electricity produced at 40%, followed by domestic consumption at 24.3%, Agriculture

sector at 18.3%, Commercial sector at 9.2% and others at 9.1% respectively. The country's rising status as an emerging economy has seen the electricity consumption in industrial and domestic segments increased faster compared to other sectors between FY08 and FY17, growing at CAGR of 8.46% and 7.93%, respectively.

The peak power demand saw a steady growth rate of 7.9% in FY19 over the previous fiscal and reached 177 GW. This was achieved due to improvement of thermal power Plant Load Factor of 61% in the FY19 against 59% in FY18, and also 29.5% higher power generation from renewable energy sources. High AT&C losses at around 20% vs targeted 15% under the UDAY scheme continued to be a major concern for the sector. Few major SAUBHAGYA beneficiary states such as Jammu and Kashmir, Uttar Pradesh, Madhya Pradesh, Bihar and Rajasthan continued to have AT&C losses of over 25%.

Short-term electricity market in India

As per the report on power market published by CERC for FY19, size of India's short-term power market grew from 128 billion units in FY18 to 145 billion units in FY19, which is about 12% of the total power generation at 124 billion units (excluding renewables). Of the total short-term market, bilateral (trader & direct) transaction constituted 48% followed by day ahead market of power exchanges at 35% and Deviation Settlement Mechanism (DSM) transactions at 17%. During FY19, volume of electricity traded through bilateral transactions (traders & direct) increased to 699 billion units from 57.8 billion units (21% increase). Volume transacted through power exchanges increased to 44 billion units from 38.2 billion units (15% increase) and DSM volume increased marginally to 21.4 billion units from 20.9 (2% increase) in 10 months FY19 over same period last year.

Between FY15 & FY19, power traded through power exchanges grew at CAGR of 15% followed by 8% for bilateral transactions and 7% for Deviation Settlement Mechanism (DSM). These statistics indicate a growing preference for short-term power transactions through exchanges wherein the value proposition includes round-the-clock trading on 24x7 basis. Among the many benefits, some include competitive price discovery mechanism involving participation from multiple buyers and sellers, flexibility in procurement through structured, standardized contracts and minimum risk quotient.

Government Initiatives

The various initiatives undertaken by the Government to increase in demand for electricity, are led by drivers such as demographic changes, rapid urbanization, bridging the urban-rural divide, energy security encompassing accelerated renewable energy integration and fast-paced technological interventions.

1. Augmenting demand for power:

The Ministry of Power, in FY19, continued its thrust on flagship schemes such as: Integrated Power Development Scheme (IPDS), Ujjwal DISCOM Assurance Yojana (UDAY), Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY), Saubhagya, UJALA, Urban Jyoti Abhiyan (URJA) and ambitious target of 175 GW of renewable energy capacity generation by 2022. Under SAUBHAGYA, since launch in September 2017, the government has achieved 99.99% household electrification. The primary objective was to provide electricity connection to every household till the last mile connectivity.

2. Reviving the stressed power assets

In FY19, the Government also dealt with the issue of revival of stressed power generating assets by adopting recommendation of a high-powered committee. One of the key recommendations adopted by the government is to provide coal linkage for short-term power sale which would help improve the financial viability and operational efficiency of the power generating assets.

3. Building conducive policy framework

The Ministry of Power also proposed significant structural changes in legal and policy structure of power sector through draft amendments in Electricity Act, 2003 and Tariff Policy, 2016. Some of the key proposals include separation of wire and supply business of Discoms, mandatory 24x7 power supply, provision for market for forward and futures contract in electricity, subsidy through Direct Benefit Transfer (DBT), abolition of additional surcharge, reduction and elimination of cross subsidy surcharge, Renewable Generation Obligation (RGO), higher penal powers to Regulatory Commissions and Load dispatch centers, capping of AT&C loss @ 15%, and 100% prepaid meters for consumers within 3 years.

4. Building green corridors

The Central Government took steps to facilitate evacuation and transmission of renewable energy through grid-connected networks. Green Energy Corridor is prerequisite for large-scale grid integration of renewable energy to achieve the 175 GW target by 2022. The target plans to establish a total 100 GW solar and 60 GW wind generation capacity by 2022. The Solar capacity targets includes 20GW through solar power parks in 21 States, 40GW through Roof Top Solar PV and 40GW through distributed solar generation.

5. Improving coal production

The coal production in the country saw a significant improvement especially from November'18 onwards, when coal production saw an upward trend. The coal

stock improved from 16,267 tons in March'18 to 30,947 tons in March'19 seeing 90% increase. Increase in coal production led to increased coal availability with the power generators to generate and sell more power at the Exchange platform. This also resulted in softening of average market clearing price at the Exchanges. This trend is likely to continue for major part of the year, which is positive for the State utilities & commercial and Industrial consumers purchasing power from the Exchange.

6. Other key interventions

The Government also approved measures to promote hydro-power wherein all future hydro projects of guidelines for Import/Export (Cross Border) of electricity to enable cross border trade in electricity, proposed Draft Amendments in the provisions relating to Captive Generating Plant in Electricity Rules 2005, issued notification regarding long term RPO from 2019-20 - 2021-22, issued scheme on 'Flexibility in Generation and Scheduling of Thermal Power Stations to reduce the cost of power to the consumer', guidelines on Charging Infrastructure for Electric Vehicles, issued Pilot Scheme -I & II - Procurement of aggregated Power of 2500 MW for three years and Draft Guidelines for short-term Sale of Power by Power Generating Company and Distribution Licensees (the 'Seller') through Tariff based bidding process.

7. Regulatory Initiatives: Center

The Central Electricity Regulatory Commission (CERC) undertook several new initiatives:

Regulations for cross-border trade Security Constrained Economic Dispatch (SCED), National Open Access Registry (NOAR), linking of DSM price with power Exchange price, transmission planning, pilot project on FRAS and 5-min scheduling, waiver of transmission charges and losses for solar and wind projects commissioned upto 31st March, 2022 etc. CERC also proposed several new initiatives such as Market Based Economic Dispatch of Electricity (MBED) proposing re-designing of DAM in India which would enable 100% of electricity trade through power exchanges. The regulator also introduced proposal towards Exchange based Ancillary Market and Re-designing Real Time Electricity Markets (RTM) in India.

8. Regulatory Initiatives: States

Out of total 34 States and Union Territories, the State Electricity Regulatory Commissions (SERCs) has been commissioned for 30 State and Union Territories except J&K, West Bengal, Tamil Nadu and Tripura issued Tariff Orders for FY19.

Power markets: key drives for growth and diversification

In view of the aforementioned developments, a meaningful shift is evidently underway in the short-term power market in India. Several policy, regulatory, social and technology initiatives that have been undertaken in the recent past will greatly assist the power market to grow and diversify. Also, there is a perceptible shift in the behavior of the distribution utilities who are deferring signing of the long-term power purchase agreements and opting for the short and medium term contracts instead. A few of the key developments that will future power market are:

a) Longer duration contracts on power exchanges

In February, 2019 the joint committee headed by Additional Secretary (Power), formulated to resolve the jurisdiction issue between CERC and SEBI, and reached an agreement that CERC will regulate the non-transferable specific delivery (NTSDC) long-duration contracts while SEBI will regulate the financial settled derivatives in electricity sector. This will allow launch of long-duration contracts on power exchanges. The contracts will be designed to cater to the requirements of the market participants and will aid the exchange to garner a bigger market share in the short-term power market.

b) Coal linkage to power plants selling in day ahead market

While addressing the issue of revival of stressed generation assets by adopting recommendations of high powered committee led by the Cabinet Secretary, the Government of India allowed provision of coal linkage to power plants for sale of power in the short term power market.

c) Cross border trade in electricity – MoP Guidelines, CERC Regulations and Conduct of Business Rules by Central Electricity Authority (CEA)

The Ministry of Power, CERC and CEA notified, the Guidelines, the cross-border Regulations and Business Rules respectively allowing cross border trade in electricity through the power exchange platform. This will allow grid connected with cross border countries such as Nepal, Bhutan and Bangladesh to trade power through the competitive platform of the power exchanges.

d) Power procurement and cost optimisation by distribution companies

The short-term market provides the distribution companies an option to hold a mix of long-term and short-term contracts and optimise costs. Subdued demand for power in the past three years, combined with a lag in long-term capacity contracting, prompted generators to sell surplus power in the short-term

market. The average market-clearing price discovered at the exchange was ₹ 2.7 per KWh in FY16, and ₹ 2.4 per KWh in FY17 and ₹ 3.3 per KWh in FY18 even as the average power procurement cost through bilateral contracts remained higher. This clearly incentivized the distribution companies to optimise their power portfolios through exchange procurement. Besides, there has been a greater recognition that the short-term market represents a better financial proposition over the excess contracting in the long-term power purchase agreements beyond base demand, requiring the payment of fixed charges even when there is no procurement of power during the non-peak season.

e) Cost optimisation by large consumers

The competitive price discovered at the exchanges also benefits large industrial and other consumers (connected load >1 MW), provided they are permitted open access by the distribution companies. The exchanges played a significant role in facilitating open access trade. Consumers opting for open access are required to pay network usage charges and losses and also open access charges such as cross-subsidies and additional surcharges. With the lower price discovered on the exchange, even after paying above charges, several open access consumers could optimise their power procurement cost by purchasing power through the exchange. The implementation of open access and removal of procedural barriers could make open access transactions even more attractive for the consumers, as well as benefit the exchanges through increased volumes.

f) Coal adequacy and power surplus situation

Large coal-based generation capacity is operating at a plant load factor of <60%, whereas it has a potential to operate at plant load factor of >80%. A major portion of this coal-based capacity remained under-utilised. About 25 GW of generation capacity in the private sector does not have long-term contracts and these capacities have been selling power in the short-term market. In addition to the above installed capacity, in the 13th Five Year Plan, a capacity addition of 50 GW of conventional capacity and more than 100 GW of renewable capacity is planned. There is a possibility that following this medium-term capacity addition, our country is expected to be a power surplus nation in the near foreseeable future.

g) Seasonality factors

There is variation in demand from the state electricity distribution companies due to their geographical spread and varied climatic conditions. States with hydroelectric potential (Himachal Pradesh, Jammu and Kashmir, Uttarakhand and Sikkim) are power-surplus in

summer and monsoon months but have power deficit in winter months. Some states like Punjab and Haryana have power requirements in the summer and monsoon seasons but are surplus in winters – this diversity in power requirements provides opportunities for power trading. For managing the seasonal variations, the distribution companies utilise the short-term market instead of entering long-term purchase power agreements that warrant the payment of fixed charges even when there is no non-peak power procurement.

h) Improvement in transmission infrastructure

Inter-regional transmission capacity grew by >3x to ~99,050 MW for FY19 from 27,750 MW for FY12. Enhanced transmission capacity is expected to reduce transmission congestion, and allow unrestricted short-term transactions through exchanges.

Outlook

India's power market is projected to grow to 1,905 billion units by FY22 from 1,372 in FY2019 on the back of industrial expansion, growth in per capita incomes, enhanced rural electricity availability and GDP growth. The continued thrust by the Government on its flagship schemes in power sector will also drive a sustainable growth for short-term power market in India.

Business review

Electricity Segment

FY19 saw a 13% increase in electricity volume traded at IEX. A total of 52,168 million units were traded in the electricity segment of IEX, over of 46,215 million units traded last year.

Day Ahead Market

Day Ahead Market (DAM) is a market product for physical trading of electricity. DAM is traded for all 15-minute time blocks in 24-hours of next day starting from midnight. The prices and quantum of electricity to be traded are determined through a double-sided closed auction bidding process. The minimum allowable quantity to be bought and sold is 0.1 MW, with a minimum increment size of 0.1 MW of electricity and minimum price increment of ₹ 1.0 per MWh, enhancing trading convenience.

A total of 50,063 million units were traded in DAM in FY19 in comparison to 44,842 million units in FY18 indicating a growth of 12%. The average daily volume trade was 137 million units, about 12% up from 123 million units in the previous fiscal.

Key DAM Highlights:

- **Highest volume traded in DAM:** 306 million units were traded on September 29, 2018.

- **Total volume transacted in the short-term market by DAM:** 34.5% as per CERC MMC reports, from April 2018 till March 2019.
- **Sell bids:** 86,841 million units of sell bids were received in FY19, while sell bids of 72,956 million units were received in FY18 (19% higher than previous year).
- **Buy bids:** Buy bids of 65,585 million units were received, almost 15% more than 57,133 million units in FY18.
- **Market Clearing Price (MCP):** The market-clearing price reflected the nation's reality. The average MCP was 3.86/unit in FY19, about 19% more than 3.26/unit in previous fiscal due to comparative increase in buy bids and decrease in sell bids on the exchange, caused by lower availability of coal supply and increased demand.
- **Final cleared volume:** Final cleared volume was 50,063 million units, increased 12% from the previous year.
- **Participants:** Total registered participants increased from 6,238 in FY17 to 6,429 in FY19, reflecting a growth of 31%.
- **One Nation-One Grid:** One price was realized on 214 days in DAM in FY19 compared to 268 days in FY18, implying a high congestion this year due to increased congestion in the southern region of India.
- **Congestion:** Overall, 538 million units could not be traded in FY19 due to congestion while in the last fiscal 279 million units were lost.

The East -> South and West -> South corridors were congested for about 6.9% of the time.

The East -> North and West -> North corridors were congested for about 4.0% of the time

Term-ahead market

The Term Ahead Market (TAM) offered by IEX is closest to real-time trading for physical delivery of electricity. The trade in TAM started in September 2009, giving participants an opportunity to trade for contracts for delivery from three hours ahead to 11 days in advance. Buyers and sellers electronically submit their bids during the market session. The TAM contracts cover a range of options such as intra-day contracts, for the next day through day-ahead contingency contracts, on a daily basis for rolling seven days through daily contracts and on weekly basis through weekly contracts, to manage their electricity portfolios for different durations. These contracts are region-specific and can be differentiated on a time-of-day basis, for example, for all 24 hours, peak times and off-peak times. The exchange enables trading in day-ahead contingency contracts, intra-day contracts, daily contracts through the continuous trade methodology, i.e., on a real-time basis with price and time priority as the matching criteria. The exchange enables trading in weekly contracts through a uniform price auction methodology.

In FY19 a total of 2,105 million units of power was scheduled under TAM compared to 1,373 million units reported in FY18. The highest volume traded so far in this segment was achieved in October' 18 when close to 619.7 million units was traded.

Renewable Certificate Market

Renewable Energy Certificates (REC)

REC is a market-based instrument representing the environmental attributes of electricity generated from renewable resources. It is classified into solar and non-solar segment depending upon the source of generation. IEX commenced trading in RECs in February 2011. A total of 317.69 lakh RECs have been traded on the Exchange so far. In FY19 a total of 89.56 lakh REC certificates were traded.

RECs are traded on the last Wednesday of every month. The market seeks to address the mismatch between the availability of electricity generated through renewable resources and the obligation of certain entities to ensure that a proportion of their annual electricity consumption is addressed through renewable resources.

The renewable energy generators have the option to sell electricity to distribution companies at their average power purchase cost, or utilize the same for captive consumption, or sell it to third parties, while selling the green attribute of the renewable electricity through RECs.

Energy Saving Certificates (ESCert)

ESCerts is another market-based instrument designed for consumers in energy-intensive industries and sectors (Aluminum, Cement, Thermal Power Plant, Fertilizer, Iron & Steel etc.) in order to reduce their specific energy consumption for every compliance period in accordance with specified targets. The certificates were created under the Perform Achieve Trade (PAT) scheme of the Ministry of Power, Government of India. The idea is to enhance the cost effectiveness through certification of excess energy saving which could be further traded.

The Company commenced trading of ESCerts on September 26, 2017. Consumers achieving reductions above their targets are issued ESCerts that are tradable on IEX. Consumers unable to meet their targets in accordance with the PAT scheme are required to buy ESCerts to offset their shortfall. Consumers achieving reductions above their targets can either bank their ESCerts for the next compliance period or sell them on the Exchange. As per the regulations issued by the CERC, ESCerts are permitted only to be traded through power exchanges, such as IEX.

PAT Cycle-I was completed in 2017. PAT Cycle-II trade session is expected to happen in FY2019-20. Therefore, during the FY19, trade sessions of ESCerts were not held, and thus certificates were traded.

Human resource management

The Company is a passion-driven organization comprising of dedicated professionals with rich industry experience. As on 31st March 2019, the Company comprised a human capital of 126 people with various competences; engineers, MBAs and finance professionals. The Company's human capital is young with an average age of 34 years.

The Company is marked by an open and engaging culture with a culture of responsiveness, customer-orientation and doing it 'Now' attitude.

The Company holds training programs for employees at regular intervals to impart the necessary knowledge and skills to employees and keep them updated on latest sectoral developments.

The Company also trains its employees in line with industry needs, besides deputing executives to prominent institutes like IIT, IIM, MDI and ASCI etc., to engage in technical/behavioral training, strengthening their relevance to the Company's competitiveness and direction. Renowned training experts like Franklin R Covey, are engaged by the Company to train its middle-level and senior-level employees.

IEX promotes job rotation across specific functions to minimize role monotony, enhance skill-sets, increasing job contemporariness and reinforcing employee productivity. Over the years, this strengthened the ability of executives to take informed decisions, strengthening competitiveness.

The Company provides annual health checks for employees, yoga sessions, sports events such as marathon and cricket, which focus on employee fitness and encouraged get-togethers that made it possible for families to meet and inculcate a cohesive environment.

The Company also focuses on maintaining the diversity quotient at IEX. We have employees from different regions and religion.

The policies that we have are employee friendly, flexible and they are well accepted and appreciated by all the employees. The result is in the numbers: Employee retention continues to be favorable when compared to the industry average.

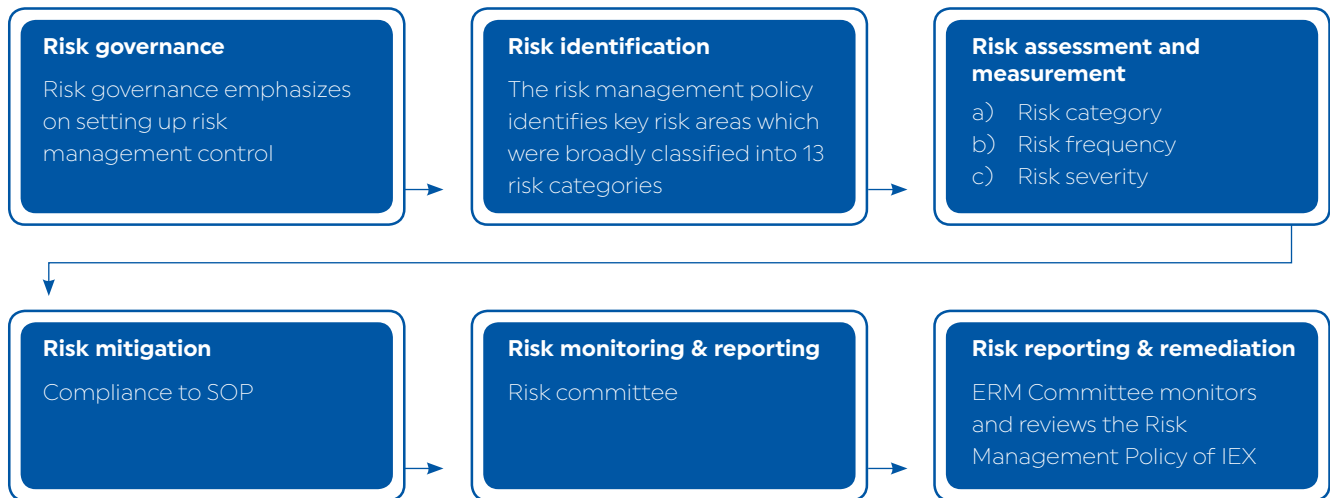
Managing risk

The Company is exposed to normal industry risks like Regulatory risk, IT risk, Legal risk, Operational risk, and Market risk among others. The Company takes adequate steps to monitor, measure and mitigate these risks through a systemic Enterprise Risk Management Framework.

IEX has a robust Enterprise Risk Management (ERM) framework for identifying, qualifying & assessing strategic, operational and external risks affecting the business of the Company.

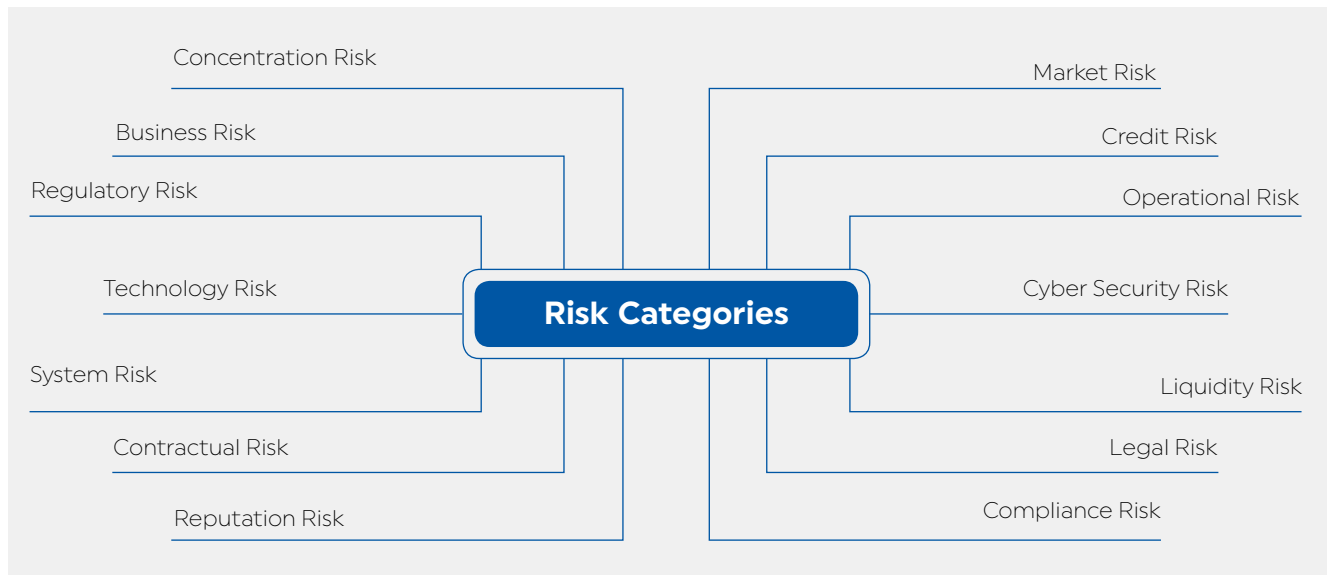
The ERM framework also provides a structure for determining a mitigation strategy and also helps in monitoring progress.

The risk management framework consists of the following steps:



The Enterprise Risk Management Committee (ERMC) review the risk and its mitigations actions every six months.

IEX has an approved Risk Management Policy framework, which identifies risks across the following 14 risk categories.



The major risks identified by the businesses and other functions are systematically addressed through mitigating actions on a continuous basis. The Company's internal control systems are also in place and are adequate considering the nature of its business and the complexity of its operations. IEX follows a definitive Enterprise Risk Management (ERM) framework that consists of practices relating to identification, analysis, evaluation, control, mitigation & monitoring of risks related to key business objectives. The mitigation status of the risks identified is placed before the ERM committee on half yearly basis. A few key risks as identified by the Company alongwith the mitigation measures are as listed below:

Regulatory risk:

A Power Exchange platform is a self-regulatory organization with its Rules, Bye Laws, Business Rules and circulars approved by the CERC. The organization functions within the ambit of provisions. Also, the Exchange is regulated by the guidelines of CERC such as Power Market Regulations 2010, Inter-State OA regulations and Procedure for scheduling of Collective transactions issued by POSOCO, etc. Any deviation from any of the provisions would be of significant risk to IEX.

Mitigation: Market surveillance committee & risk management committees are formed as mandated by CERC and the committee meetings are held as per timelines fixed by CERC with reports submitted at regular intervals. The state level regulations are governed by SERCs. IEX also proactively engages into regular policy advocacy with CERC, SERCs and other industry bodies for any change in regulation that may adversely affect its business.

Technology risk:

The use of obsolete technology as well as threat to data security could affect the Company's business.

Mitigation: The Company's cutting-edge technology serves a large number of participants in a competitive market scenario. IEX is ISO 27001-certified for information security and its related benchmarks. The Company has a disaster recovery site in Mumbai to quickly provide backup in case of any break down issues to resolve functioning on priority basis.

Cyber security risk:

As per amended Regulation-21 of the SEBI (Listing Obligations and Disclosure requirements) Regulations,

2015, w.e.f. FY2020 the Company is required to have a Risk Management Committee for monitoring and reviewing the risk management plan that plan shall cover cyber security.

Mitigation: The Company already has Enterprise Risk Management Committee (ERMC), which reviews and monitors periodically the various strategic, operational, financial and compliance risks to minimize the adverse impact of such risks. The Company has a well-defined security mechanism to deal with the cyber threats, however keeping in view the amended SEBI regulations the Company is reviewing the same to make a Cyber security process more robust.

Legal risk:

Legal risk consists of non-compliance of various factors like membership criteria fulfillment, incorrect member enrolment, non-compliance to tax or accounting compliances, entity with a criminal background, change in the net worth profile of members etc.

Mitigation: The mitigation measures include regular surveillance of the trading mechanism and reporting any error to the CERC at periodic intervals. Moreover IEX is an ISO 9001:2008 certified company with definitive SOPs in place.

Operational Risk:

Operational risk consists of various risks that have the potential to affect the regular business operation of the Company. This may include factors like margin maintenance, malfunctioning of softwares, access to trading data, sufficient bank balance in settlement account for meeting the requirement of executing the trades etc.

Mitigation: Mitigation measures include regular surveillance of the trading mechanism and reporting any error to the CERC at periodic intervals. Moreover IEX is an ISO 9001:2008 certified company with definitive SOPs in place.

Market Risk

The Company's revenues could be adversely affected if it is unable to maintain or grow electricity contract volumes.

Mitigation: The revenues of IEX are majorly derived from transaction fees and annual subscription fees. The company systematically engages with all stakeholders maintaining participant base and driving revenue growth.

Financial Performance

In accordance with the SEBI (LODR) (Amendment) Regulations 2018, the Company is required to provide details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore. The key financial ratios are given below:

Key performance metrics

Particulars	2018-19	2017-18	Growth %
Total revenue (₹ lakh)	29,415.86	25,607.14	14.87%
Total Expenses	6241.36	5607.63	11.30%
PBT (₹ lakh)	23,174.50	19,999.51	15.88%
PAT (₹ lakh)	16,503.67	13,168.52	25.33%
PAT MARGIN	56.10%	51.42%	467 bps
Earnings per share* (₹) -Basic	5.47	4.46	22.65%
Earnings per share* (₹) - Diluted	5.46	4.41	23.81%

*EPS for FY2017-18 is after making adjustment for Sub-division of Equity Shares of the Company from Equity Shares of face value of ₹10 each to Equity Shares of face value of ₹1 each during FY2018-19.

Profit & Loss statement analysis

Revenue:

The Company derives its revenues from transaction fees, annual subscription fees, admission fees, interest income, gains on sale of investments, and other miscellaneous income.

The operating revenue stood at ₹ 25,407.68 lakh for FY2019, growing by 10.25% as compared to ₹ 23,044.80 in the previous year.

During FY2019, the total revenue of the Company increased by 14.87% to ₹ 29,415.86 lakh from ₹ 25,607.14 lakh over

previous year, leading to rise in EBITDA from ₹ 21,049.51 lakh in FY2018 to ₹ 24,290.33 lakh in FY2019.

The treasury and other income increased by 56.43% from ₹ 2,562.34 lakh to ₹ 4,008.18 lakh due to higher investment and return.

The profit after tax (PAT) for the year was of ₹ 16,503.67 lakh, showed a y-o-y growth of 25.33% as compared to ₹ 13,168.52 lakh in FY2018.

Expenses:

The expenses of the company primarily comprise of employee cost, operating and other expenses, interest and depreciation / amortization charges as detailed below:

IEX's expenditure (₹ in lakh)

Particulars	2018-19	2017-18	Growth %
Employee benefit	2,483.19	2,407.69	3.14%
Other operating expenses	2,160.81	1,845.18	17.11%
Buyback Expenses	133.00	-	-
CSR	348.53	304.76	14.36%
Finance cost	73.42	22.66	224%
Depreciation and amortization	1,042.41	1,027.34	1.47%
Total expenditure	6,241.36	5,607.63	11.30%

Other operating expenses primarily includes costs / charges pertaining to office rent, IT related costs, professional fee, business promotion, communication expenses, advertisement, regulatory fee etc as detailed below-

- During the year the Rent & Electricity cost increased from 336.90 lakh to ₹ 402.18 lakh mainly due to new office

space on lease basis taken at Mumbai and increase in lease rental as per lease agreement.

- The Technology related expenses decreased from ₹ 511.22 to ₹ 269.29 during the year, due to acquisition and internalization of trading software.

- The Training and Coaching cost increased from 42.51 lakh to ₹88.29 lakh due to various training programmes conducted for the members and stakeholders, however correspondingly fee was charged from the participants, which covered under the miscellaneous income.
- The Travelling cost increased from ₹ 93.90 lakh to ₹ 119.99 lakh mainly due to business related travelling.
- During the year the Legal and Professional expense increased mainly due to share buyback cost and various professional fees towards business needs.

Finance cost

- The finance cost increased from ₹ 22.66 lakh to ₹ 73.42 during the year. The increase was due to provision of ₹ 50.85 lakh towards refund of 70% of the return earned on investment of initial security deposit received from members of the exchange, as per the directions of the CERC.

CSR Expenses

- The Company spent ₹348.53 lakh towards the corporate social responsibility required pursuant to Section 135 of the Companies Act, 2013 against the obligation of ₹343.55 lakh. During the previous year the Company had spent ₹304.76 lakh on the CSR activities.

For details please refer **Annexure-VI** of the Directors Report.

Provision for taxation

- During the year the total Income Tax liability (provision) was of ₹ 6,670.83 lakh, as against the tax liability (provision) of ₹ 6,830.99 lakh made during the previous year. The tax liability was lower due to the lower tax rate of 25% applicable during the year in comparison to previous year. With proposed changes in the Budget 2019 the Company would continue to be in lower tax category in next year also.

Earnings Per Share

- Basic EPS of the Company increased by 22.65% to ₹ 5.47 for the FY2018-19 against ₹ 4.46 in the FY2017-18 whereas Diluted EPS increased by 23.81% to ₹ 5.46 from ₹ 4.41 in the same period. (EPS for FY2017-18 is adjusted for Sub-division of Equity Shares of the Company from Equity Shares of face value of ₹ 10 each to Equity Shares of face value of ₹ 1 each during FY2018-19).

Shareholders' Funds

Share capital:

As on March 31, 2019, the Company's share capital stood at ₹ 3,019.19 lakh, i.e., 30,19,19,020* equity shares of ₹ 1 each.

(Previous year: ₹ 3,016.00 lakh i.e. 3,01,59,992 equity shares of ₹ 10 each).

During the year the Company had done Sub-division of Equity Shares of the Company from Equity Shares of face value of ₹ 10 each to Equity Shares of face value of ₹ 1 each, thereby keeping the paid-up share capital intact.

Refer note 14 of Financials on page 128.

*Company's share capital is net of 13,67,220 equity shares of ₹ 1 each (yet to be granted) held by IEX ESOP Trust (previous year: 1,68,632 equity share of ₹ 10 each)

Other equity:

The Company's other equity as on March 31, 2019 was of ₹ 34,007.71 lakh in comparison to ₹ 25,356.39 lakh as on March 31, 2018. The net worth stood at ₹ 37,026.90 lakh as on March 31, 2019 as against ₹ 28,372.39 lakh as on March 31, 2018.

Settlement Guarantee Fund:

The SGF balance (non-current and current) as on March 31, 2019 was of ₹ 13,446.73 lakh, increased by ₹ 1,774.97 lakh as compared to ₹ 11,671.76 lakh as on March 31, 2018, due to increase in additional margin requirement in line with higher trading obligation.

Secured & Unsecured loans:

There were no secured & unsecured loans in the books of the Company books during the year under review.

Trade Payable

The Company's trade payable was of ₹ 13,382.63 lakh as on March 31, 2019, as against ₹ 8,462.98 lakh as at March 31, 2018. Increase in trade payable was mainly results of non-clearing day on March 31, 2019 due to Sunday.

Fixed assets

The Company's net fixed assets stood at ₹ 11,262.22 lakh as at March 31, 2019, as against ₹ 11,951.97 lakh as at March 31, 2018.

Investments and Cash and Bank balances

As on March 31, 2019, the Company's investments (Non-current and Current) and cash and Bank balances stood at ₹ 54,226.92 lakh, as against ₹ 44,678.66 lakh as on March 31, 2018 (including amount receivable on redemption of Mutual fund ₹ 6,395.57 lakh on 31.03.2018).

Trade Receivable

The Company's trade receivable was of ₹ 4,588.65 lakh as on March 31, 2019, as against ₹ 21.59 lakh as at March 31, 2018. Increase in trade receivable mainly arose due to non-clearing days on March 31, 2019 due to Sunday.

Key ratios

Key Ratios	FY2018-19	FY2017-18	Reasons for change
Operating profit margin (%)	82.58%	82.20%	No/minor change
Net Profit Margin (%)	56.10%	51.43%	The rise in net profit margin was mainly due to lower income tax rate applicable on the Company during FY2018-19 as compared to FY2017-18.

Corporate Social Responsibility

The Company's corporate social responsibility (CSR) initiatives were around themes such as environmental sustainability, economic empowerment, social development and protection of national heritage and art & culture.

Over the last few years, the Company has undertaken several CSR interventions spread across 10 States including Uttar Pradesh, Delhi, Haryana, Bihar, Odisha, Maharashtra, Madhya Pradesh, Chhattisgarh, Tamil Nadu and Karnataka. The CSR interventions of the Company promote education, healthcare, decentralized renewable energy applications,

skill development for the youth, mid-day meals and holistic development for young school children, skilling the mentally disabled, building of rural schools, healthcare support to elderly and communities, among others and are being implemented in partnership with credible non-governmental organizations. Besides, the Company has five year a memorandum of understanding with the Indian Institute of Technology, Kanpur, to set up the Energy Analytics Lab (EAL) to promote analytics and research in power market in an endeavor to promote greater efficiency, market development as well as provide financial support to scholars pursuing doctoral and post-doctoral fellowships in energy and power markets.

The Company's expenditure in CSR initiatives was 348.53 lakh for the financial year 2019 compared to 304.76 lakh for the financial year 2018.

Internal Control

The Board has put in place various internal controls to ensure that they are adequate and are effective. The Board has also put in place state-of-the-art technology and has automated most of the key areas of operations and processes, to minimize manual intervention.

The design, implementation and maintenance of adequate internal financial controls is to enable it to operate effectively and ensure the accuracy and completeness of the accounting records, and are free from material misstatement, whether due to error or omission.

Directors' Report

Dear Shareholders,

The Board of Directors is pleased to present the 13th (Thirteenth) Annual Report of your Company along with the audited financial statements and the Auditors' Report for the financial year ended March 31, 2019. The highlights of the financial results for the year under review are given below:

1. Financial Highlights

(Amount in ₹ lakh)

Particulars	2018-19	2017-18
Revenue from operations	25,407.68	23,044.80
Other Income	4,008.18	2,562.34
Total Revenue	29,415.86	25,607.14
Less: Total Expenditure	6,241.36	5,607.63
Profit before tax	23,174.50	19,999.51
Less: Provision for Tax	6,670.83	6,830.99
Profit after tax (A)	16,503.67	13,168.52
Other comprehensive income for the year, net of income tax (B)	(14.27)	12.54
Total comprehensive income for the year (A+B)	16,489.40	13,181.06
Earnings per equity share* [face value ₹ 1/- per share]		
Basic (₹)	5.47	4.46
Diluted (₹)	5.46	4.41

*EPS for FY 2017-18 is after making adjustment for Sub-division of Equity Shares of the Company from Equity Shares of face value of ₹ 10 each to Equity Shares of face value of ₹ 1 each during FY 2018-19.

Your Company has sustained and maintained its leadership position in the power Exchange industry in India during the FY 2018-19.

Company Performance Highlights

- Total Revenue of the Company increased by 14.87% from ₹ 25,607.14 lakh to ₹ 29,415.86 lakh during FY 2018-19
- PAT increased by 25.33% from ₹ 13,168.52 lakh to ₹ 16,503.67 lakh
- Total volume traded across all market segments was 61,144 million units an increase of ~8% over 56,842 million units traded in fiscal year 2017-18
- One Nation, One Grid, One price was realized on 214 days i.e. 59% of the days this fiscal
- Key Market highlights during fiscal 2018-19:
 - 306 million units - highest volume traded in Day-Ahead Market (DAM) on 29th September, 2018 representing about 8% of generation and signifying ample liquidity on the Exchange.
 - Average MCP at ₹ 3.86 per KWh increased 19% over ₹ 3.26 per KWh in previous fiscal mainly due to inadequate availability of coal with the generators.
 - The purchase bids in DAM at 65,585 million units increased 15% over 57,133 million units in previous fiscal while the sell bids in DAM at 86,841 million units increased by 19% from 72,956 million units over previous fiscal. This indicating greater participation by the buyers and sellers.
 - TAM traded 2,105 million units, 53% increase over 1,373 million units in previous fiscal.
 - 23 Solar generators comprising a capacity over 1,072 MW were registered and sold solar energy through the day-ahead market on the Exchange.

Highlights of Company's performance are discussed in detail in the Management Discussion and Analysis Report (MDA), included in this Annual Report as required under Schedule V of the SEBI (LODR) Regulations, 2015.

The MDA forms part of this Annual Report, in terms of Regulation 34 of the SEBI (LODR) Regulations, 2015. Certain

Statements in the said report may be forward looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

2. Dividend

In compliance with the requirement of Regulation 43A of SEBI (LODR) Regulations, 2015, the Company has laid down a Dividend Distribution Policy. This policy is annexed as **Annexure-I** to this report and is also accessible at your Company's website at <https://www.ixindia.com/pdf/Dividend%20Distribution%20Policy.pdf>

As per the Dividend Distribution Policy of the Company, the Board shall endeavor to maintain a dividend pay-out of about 50 per cent of profits after tax (PAT) every financial year on standalone financials. However, the Board may amend the pay-out range, whenever considered appropriate by it, keeping in mind the factors having a bearing on the dividend pay-out decision.

Your Company has done Buyback of ₹ 6,900 lakh consisting of 3,729,729 fully paid-up equity shares of ₹ 1/- each recently, and further exploring opportunities for making some strategic investment going forward, in view of this your Directors do not recommend any dividend for the year.

3. Transfer to Reserves

No amount has been transferred to General Reserve out of amount available for appropriation, during the year.

4. Changes in Share Capital

A. Re-Classification of Authorized Share Capital:

During the year the Company has re-classified Authorized Share Capital of ₹ 402,500,000/- comprising of 36,250,000 Equity Shares of ₹ 10/- each and 500,000 Preference Shares of ₹ 10/- each and 3,500,000 Compulsorily Convertible Preference Shares of ₹ 10/- each into ₹ 402,500,000/- divided into 402,500,000 Equity Shares of ₹ 1/- each after obtaining Shareholders approval in the 12th AGM held on September 18, 2018.

B. Sub-Division of Share Capital:

During the year, your Company sub-divided the existing equity share of the Company of face value of ₹ 10/- into equity share of face value of ₹ 1/- per share, pursuant to the approval of the Members of the Company at the 12th AGM held on September 18, 2018.

The sub division was successfully approved & effective by the depositories (NSDL & CDSL) and stock exchanges (NSE & BSE) on record date fixed for sub division i.e. October 22, 2018.

Accordingly, as on March 31, 2019, the paid up equity share capital of your Company stood at ₹ 303,286,240 divided into 303,286,240 equity shares of ₹ 1/- each fully paid up.

During the year 2018-19, the Company has, neither issued any equity shares with differential voting rights nor any shares (including sweat equity shares) to any of its employees under any scheme, except as disclosed under the ESOP **Annexure-II** as part of this Annual Report.

5. Subsidiaries, Joint Ventures or Associates Companies

Your company does not have any subsidiary, joint venture or associate company during the year.

6. Statutory Auditors

M/s B S R & Associates LLP, Chartered Accountants, (Firm Registration No. 116231W/W-100024), the Statutory Auditors of the Company retire at the conclusion of the forthcoming AGM upon completion of their five year term as per the provisions of the Companies Act, 2013.

Your Directors recommend the appointment of M/s B S R & Associates LLP, Chartered Accountants, (Firm Registration No. 116231W/W-100024) as the Statutory Auditors of the Company for second term of five consecutive years from the conclusion of 13th AGM until the conclusion of the 18th AGM.

Consent of the Auditors and certificate u/s 139 of the Companies Act, 2013 has been obtained from the Auditors to the effect that their appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules issued thereunder. Further, the said auditors has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI as required under the SEBI (LODR) Regulations, 2015.

7. Auditors' Report

The Auditors' Report for fiscal 2019 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report.

8. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Suman Kumar & Associates (CP No.6564), Company Secretary in Practice, Delhi to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2019. The Secretarial Audit report for the financial year March 31, 2019 in Form No. MR-3 is annexed as **Annexure-III** to this Report. The Secretarial Audit report does not contain any qualification, reservation or adverse remark.

9. Reporting of Fraud by Auditors

During the year, under section 143(12) of the Companies Act 2013, neither the internal auditors, statutory auditors nor secretarial auditors have reported to the Audit Committee or the Board of the Company any material fraud by its officers or employees therefore no details are required to be disclosed under Section 134(3) (ca) of the Companies Act, 2013.

10. Internal Financial Control & its Adequacy

As per Section 134(5) (e) of the Companies Act, 2013, the Directors have an overall responsibility for ensuring that the Company has implemented robust system and framework of Internal Financial Controls. This provides the Directors with reasonable assurance regarding the adequacy and operating effectiveness of controls with regards to reporting, operational and compliance risks. The Company has devised appropriate systems and framework including proper delegation of authority, policies and procedures, defined various internal controls, risk based internal audits, risk management framework and whistle blower mechanism.

The entity level policies include anti-fraud policies (like code of conduct, conflict of interest, confidentiality and whistle blower policy) and other policies (like organization structure, HR policy, IT security policy and business continuity and disaster recovery plan). The Company has also defined Standard Operating Procedures (SOP) for each of its processes.

The Audit Committee of the Company periodically reviews and recommends the unaudited quarterly financial statements and also the annual audited financial statements of your Company to the Board for approval.

The Company maintains appropriate policies, procedures and systems to ensure orderly and efficient conduct of its business, including adherence to Company's policies, monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition, prevention and detection of frauds and errors accuracy and completeness of accounting records, and the timely preparation of reliable financial information. The Internal control system is improved and modified on an on-going basis to meet the changes in business conditions, accounting and statutory requirements.

The external and internal auditors review the effectiveness and efficiency of these systems and procedures on regular basis to ensure that all the assets of the Company are protected against any loss and that the financial and operational information is accurate and complete in all respects. The Audits are conducted on an ongoing basis and significant deviations, if any are brought to the notice of the Audit Committee following which corrective action is recommended for implementation. All these measures facilitate timely detection of any deviations /irregularities and early remedial steps.

During the year, the defined controls were tested and no observation on reportable material weakness in design and effectiveness was found.

During the year no fraud has been reported by the Auditors to the Audit Committee or the Board of the Company.

11. Whistle Blower & Anti-Fraud Policy

Your Company has established a robust Vigil Mechanism for reporting of concerns through the Whistle Blower & Anti-Fraud Policy of the Company, which is in compliance with the provisions of Section 177 of the Act, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015.

The Policy provides for (a) adequate safeguards against victimization of persons who use this Mechanism; and provides (b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company.

During the year under review, the Whistle Blower & Anti-fraud Policy was amended to align with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, revised policy being effective from April 1, 2019. The Whistle Blower & Anti-fraud Policy has been uploaded on the Company's website at <https://www.ixindia.com/pdf/Whistle%20Blower%20Anti%20Fraud%20Policy.pdf>

Your Company hereby affirms that no person has been denied access to the Chairman of the Audit Committee and no complaints were received during the year.

12. Fixed Deposits

Your Company has not invited or accepted any fixed deposits under Section 73 of the Companies Act, 2013 during the year and as such, no amount on account of principal or interest related thereto was outstanding as on the date of the Balance Sheet i.e. March 31, 2019.

13. Human Resource Development

Your Company has created a favorable work environment and is focused on learning, innovation and competency development. Your Company is future-oriented and encourages growth and development through various training and orientation programme for its stakeholders.

Your Company has in house Training Department with an aim to provide training and create awareness among Power Market Stakeholders, Exchange Members/Clients and employees of the organization. Your Company has also entered into an MoU with NTPC B School, hands to foster knowledge sharing, talent development, research, training, leadership programs and case studies. Your company has alliances with IIT Kanpur and Administrative Staff College of India, Hyderabad for organizing quality Trainings, serving all Power Market Stakeholders.

During the year under review, alongside the National Level Residential Programs at IIT Kanpur & ASCI Hyderabad, several refresher Training programmes were also carried out by your Company for its Members and Clients and its employees.

Your Company believes that employees are core to competitive advantage and to keep them motivated and competitive regular training sessions are organized for the employees towards updating their technical and behavioral knowledge & skills through internal and external faculty.

14. Business Responsibility Report (BRR)

Pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015 the Business Responsibility Report (BRR) describing the initiatives taken by Company from an environmental, social and governance perspective is set out in this Annual Report.

15. Directors and Key Managerial Personnel

A. Changes in Directors

During the FY 2018-19, there have been following changes in the position of Directors of the Company:

Appointment of Directors:

1. Mr. Gautam Dalmia (DIN: 00009758) was appointed as Non-Executive(Additional) Director of the Company w.e.f December 20, 2018 and who holds the office till the conclusion of the ensuing AGM of the Company.
2. Mr. Tejpreet Singh Chopra (DIN: 00317683) was appointed as an Additional Director designated as Independent Director of the Company w.e.f March 05, 2019 for a period of five consecutive years subject to the shareholders' approval at the ensuing AGM of the Company.

Mr. Gautam Dalmia and Mr. Tejpreet Singh Chopra both holds office upto the date of the ensuing AGM and the company has received notice in writing from members proposing their candidature for appointed as Director of the Company. Detailed resolution seeking shareholders' approval for their appointment forms part of the AGM Notice.

Cessation of Directors:

1. Mr. Bejul Somaia (DIN: 00059201), Non-Executive Director resigned from the directorship of the Company w.e.f July 17, 2018.
2. Mr. Vallabh Roopchand Bhanshali (DIN: 0018477), Independent Director resigned from the directorship of the Company w.e.f. January 08, 2019 due to his personal pre-occupations..

The Company places on record its appreciation and gratitude for the valuable contributions made by Mr. Somaia and Mr. Bhanshali during their tenure as member of the Board.

In accordance with the provisions of the Companies Act,2013 and the Articles of Association of the Company, Ms. Renuka Ramnath and Mr. Ajeet Kumar Agarwal will be retiring by rotation at the forthcoming Annual General Meeting (AGM). Ms. Renuka Ramnath is not seeking re-election while Mr. Ajeet Kumar Agarwal has offered himself for re-appointment. A brief resume of Mr. Ajeet Kumar Agarwal , as required under regulation 36 of the Listing Regulations, is given in the notice convening the AGM.

The Board wishes to place on record its deep appreciation of the contribution made by Ms. Renuka Ramnath during her tenure with the Company.

Subsequent to end of FY2018-19, the Board of your Company has appointed Mr. Rajiv Srivastava as an Additional Director and designated him as Wholetime Director with effect from June 3, 2019 and as Managing Director & CEO of the Company effective from July 21, 2019. The shareholders approval is sought towards appointment of Mr. Srivastava as director/Whole time director/ Managing Director & CEO of the Company. Detailed resolutions seeking shareholders' approval for his appointment forms part of the AGM Notice.

Necessary resolutions for the re-appointment of the aforesaid Directors have been included in the Notice convening the ensuing AGM and details of the proposal for re-appointment are mentioned in the Explanatory Statement to the Notice.

B. Declaration by Independent Directors

Mr. Dinesh Kumar Mehrotra (ceased to be Director w.e.f. May 22, 2019), Prof. Kayyalathu Thomas Chacko, Mr. Tejpreet Singh Chopra and Ms. Sudha Pillai (appointed as an Additional Independent Director w.e.f. April 26, 2019) are the Independent Directors on the Board of your Company. Your Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 & the Rules made thereunder and the CERC (Power Market) Regulations, 2010.

C. Meetings of Board / Committees

The composition of the Board, meetings of the Board and its Committees held during the year and the attendance of the Directors thereat is set out in Corporate Governance Report, forming part of this Report.

D. Nomination and Remuneration Policy

In compliance with the requirement of Section 178 of the Companies Act, 2013 and pursuant to the provisions of Regulations 19 read with Part D of Schedule II of the of the SEBI (LODR) Regulations, 2015, the Company has constituted a "Nomination and Remuneration" Committee and has also defined a Nomination and Remuneration Policy, which is annexed as **Annexure-IV** to this Annual report.

During the year the Policy has been amended to comply with the necessary amendments of various enactments of law. The details of the amended Policy are made available on the Company's website at www.ixindia.com.

In addition your Company has 'IEX Employee Stock Option Scheme 2010', to motivate and instill a sense of ownership among its employees, the Company's ESOP scheme is administered through a Trust route, which Act as per instructions of the Nomination and Remuneration Committee of the Company. At the time of formation of scheme in 2010 the Company has allotted 6,065,720 equity shares of ₹ 1/- each (representing figures post-subdivision adjustment of equity shares, earlier number was 606,572 equity shares of ₹ 10/- which is now changed due to sub division of equity shares reducing face value from ₹ 10/- to ₹ 1/-) to the IEX ESOP Trust to manage the ESOP's as per defined ESOP Scheme.

The disclosures pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014, Section 62 of the Companies Act, 2013 read with Companies (Share Capital and Debenture) Rules, 2014, as at March 31, 2019 in connection with the ESOP Scheme 2010 details are set out in **Annexure-II** to this Report.

During the financial year, there was no change in the ESOP plan and the Plan is in compliance with SEBI (Share Based Employee Benefits) Regulation, 2014. A total of 1,50,000 options were granted to eligible employees and 3,19,100 equity shares were transferred to eligible employees by the IEX ESOP Trust on exercise of stock options. Further, the Company has obtained a certificate from the statutory auditors of the Company that the scheme has been implemented in accordance with SEBI (Share Based Employee Benefits) Regulation, 2014 and in accordance with the resolution passed by the shareholders.

E. Statement on Annual Evaluation made by the Board of Directors

During the year the Board of the Company has carried out the evaluation of its own performance, performance of Independent Directors, executive/non-executive directors, as well as the working of the various Committees of the Board based upon the specified criteria as per the Performance Evaluation Policy of the Company.

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

A statement indicating the manner in which formal annual evaluation of the Directors, the Board and Board Committees has been made and the criteria for the same are set out in **Annexure-V** to this Report.

F. Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2019 are Mr. Satyanarayan Goel, Managing Director and Chief Executive Officer and Mr. Vineet Harlalka, Chief Financial Officer, Company Secretary and Compliance Officer.

The existing term of Mr. Satyanarayan Goel, Managing Director & CEO of the Company expired on January 21, 2019, and the Board at its meeting held on January 10, 2019 extended his term for a further period of six (6) Months from January 21, 2019 to July 20, 2019 (both days inclusive), subject to ratification by shareholders' in ensuing AGM. Further, Mr. Satyanarayan Goel, after completion of his term as MD & CEO of the Company on July 20, 2019 took over as Non-Executive Chairman with effect from July 21, 2019. Detailed resolutions seeking shareholders' approval forms part of the AGM Notice.

Mr. Rajiv Srivastava was appointed as Additional Director designated as Whole-time Director with effect from June 3, 2019. Mr. Srivastava took over as Managing Director & CEO of the Company effective from July 21, 2019.

16. Risk Management Policy

Your Company being an exchange has adequate risk management systems and procedures operating within the organization. The Company has a 'Risk Management Committee' which reviews the risk management framework and process of the organization on half yearly basis as per Regulation 25(ii) of the CERC (Power Market) Regulations, 2010 and submits its report to the CERC.

In addition, your Company has also devised and implemented a comprehensive 'Risk Management Policy' under which the Board has constituted an 'Enterprise Risk Management Committee' ('ERMC') and ERMC reviews and analyze various internal and external risks and define risk mitigation steps to counter these risks.

In addition to above, the Audit Committee of the Board has additional oversight in the area of financial risks and controls. Major risk identified by the business and functions are systematically addressed through mitigating actions on a continuous basis.

Further, as per SEBI (LODR) (Amendment) Regulations 2018, formation of Risk Management Committee was made mandatory for top 500 listed Companies based on their market capitalization, as at the end of immediate previous year. The Company already has Enterprise Risk Management Committee who shall monitor the activities related to cyber security as required under said regulations.

For more detail please refer Management Discussion and Analysis of this Annual Report.

17. Corporate Social Responsibility

The Board of Directors of your Company has constituted a Corporate Social Responsibility (CSR) Committee, required as per Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Board of Directors of the Company has also formulated a 'Corporate Social Responsibility Policy' (CSR Policy) based upon the recommendation of the CSR Committee. Your Company has undertaken various CSR activities during the year, with an aim to address issues in the ambit of environmental sustainability, economic empowerment and social development by adopting an integrated, holistic and need-based approach.

The main focus areas of the Company's CSR Policy are:

- Promoting renewable energy by creating opportunities for access and awareness.
- Supporting socio-economic development of underprivileged communities through improved access to livelihoods, sanitation, water, healthcare and education.
- Endeavouring to integrate the cause of women empowerment while designing the projects.
- Contributing to protection of national heritage, art and culture.
- Contributing to relief and rehabilitation measures in disaster-affected parts of country.

The CSR policy of the Company is placed on the Company's website at www.ixindia.com and the Annual Report on CSR as required pursuant to Section 135 of the Companies Act, 2013 is appended as **Annexure-VI** to this annual report.

18. Conservation of Energy

Though the operations of your Company are not energy intensive, your Company takes adequate measures to reduce energy consumption by using energy-efficient lightning in office, computer systems and procuring energy-efficient equipment's. As an on-going process, your Company continuously evaluates new technologies and techniques to make infrastructure more energy efficient.

19. Technology Absorption

Technology has been the key business driver and primary facilitator for maintaining the market leadership in power exchange space and meeting business goals of your Company. Your company's strategic vision and long-term commitment is to continuously enhance customer experience through technology and to adapt to the technological advancement through innovation in the fields of digital, user experience, analytics, AI and machine learning.

In FY2018-19, your company has successfully launched applications such as GST Portal and Unified System for DAM-TAM-REC to improve customer experience. You company

is taking several initiatives in the new technology space for furthering its market leadership through developing an exchange eco-system using digital transformation, connectivity, advanced security systems and data analytics.

Your Company continues to make substantial investments in technology development for meeting the changing needs of power market scenarios and for keeping pace with the rapid technological developments and challenges. Your Company's technology platform continues to be stable, robust and flexible, and supports faster processing along with increasing transaction volumes.

Your Company hosts and operates all mission-critical power exchange applications and the supporting infrastructure in a leading Data Center which is supported by highly available environment, robust network, cyber security and other infrastructure. Your Company recognizes the challenge of Cyber security. While current SOC (Security Operation Centre) is robust, your Company has been working on plans to go beyond SOC by building capability for handling cyber intelligence for preventive security system enabling to take proactive actions. Your Company has been also working on plans to reap benefits of cloud computing for enhanced availability, scalability, cost optimization and technology sustenance.

Technology is widely used by all functions of your Company to ensure quality services to all stakeholders namely, internal as well as external participants. Keeping pace with the current trend, your company has planned several initiatives to increase operational efficiency and productivity of the internal teams by automating internal processes and system, thereby creating a digital enterprise along with augmenting analytics for faster and quicker decision making.

20. Research and Development

As your Company is a Power Exchange and not directly involved in any manufacturing activity, your Company is not directly involved in any Research and Development activities.

21. Foreign Exchange Earning and Outgo

The particulars of Foreign Exchange Earnings and outgo during the year under review are furnished hereunder:

Foreign Exchange Earning	Nil
Foreign Exchange Outgo	₹ 844.68 lakh (including dividend payout of ₹ 756.96 lakh)

22. Extract of The Annual Return

The extract of Annual Return as required under Section 134(3)(a) and as provided under Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of Annual Return is appended as **Annexure-VII**.

As per Section 134 (3) (a) of the Companies Act, 2013, annual return will be placed on the website of the Company at https://www.ixindia.com/AGM_EGM_notice.aspx?id=%2fVFcZM3gBsg%3d&mid=IT8b%2bZM5cBA%3d

23. Particulars of Key Managerial Personnel and Employee Remuneration

Your Company has adopted a well-defined Nomination & Remuneration Policy for its Directors, KMPs and other employees, which is annexed as **Annexure-IV** of this annual report for reference.

Disclosure pertaining to remuneration and other details as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **Annexure-VIII**.

A statement showing the names and particulars of the employees falling within the purview of Rule 5(2) of the aforesaid Rule are provided as part of this Report as **Annexure-IX**.

24. Buy Back of Shares

During the year the Company initiated the Buyback proposal for buy-back of up to 3,729,729 fully paid-up equity shares of ₹ 1/- each of the Company (representing 1.23% of the total number of equity shares in the paid-up share capital of the Company) at a maximum price of ₹ 185/- per equity share on a proportionate basis through tender offer for an aggregate amount of ₹ 690,000,000/- (excluding transaction costs viz. brokerage, securities transaction tax, service tax, stamp duty, etc.) being 24.97% of the fully paid up share capital and free reserves as per the audited financial statements of the Company for the financial year ended March 31, 2018.

The approval for Buyback proposal was accorded by the members of the Company by passing the enabling Special Resolution dated January 29, 2019 through Postal Ballot as per statutory requirements in this regard, the results of which were declared by the Company on January 31, 2019. The Company has made the Public Announcement in this regard after compliance with all the necessary disclosures. The Record Date for determining the eligibility of the shareholders to participate in the Buyback was set as February 15, 2019. The buyback offer opened on March 22, 2019 which remained open for 10 working days and was closed on April 4, 2019. The Company has completed the Buyback on April 11, 2019 that is within 12 months from the date of Special Resolution passed for approving the proposed Buyback which is January 28, 2020.

25. Directors' Responsibility Statement

Pursuant to Section 134 of the Companies Act, 2013, the Directors state that:

- i. In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departure, if any;
- ii. Appropriate accounting policies have been selected and applied consistently and have 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 as at March 31, 2019 and of the profit of the Company for the year ended March 31, 2019;
- iii. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The annual accounts have been prepared on a going concern basis;
- v. Proper Internal Financial Controls were followed by the Company and such internal financial controls are adequate and were operating effectively;
- vi. Proper systems are devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

26. Related Party Transactions

The Board of your Company has defined Related Party Transactions Policy and during the year the Policy has been amended to comply with the necessary amendments of various enactments of law, the details of the amended policy has been hosted on the Company's website https://www.ixindia.com/pdf/IEX_POLICY_ON_MATERIALITY_AND_DEALING_WITH_RELATED_PARTY_TRANSACTIONS.pdf

The Policy intends to ensure that proper approval, reporting and disclosure processes are in place for all transactions between the Company and the Related Parties.

There was no related party transaction entered by the Company during the year in terms of Section 188 of the Companies Act, 2013, except as disclosed under note which is provided in Notes to Financial Statement for the year ended March 31, 2019.

There are no material related party transactions which are not in ordinary course of business or which are not on arm's length basis and hence there is no information to be provided as required under section 134(3)(h) of the Companies Act 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

A disclosure of Related Party Transaction is annexed with this Report in Form AOC-2 as **Annexure-X**.

27. Material and Significant Orders Passed by The Regulators or Courts or Tribunal

During the FY 2018-19, there were no material and significant orders passed by the Regulators or Courts or Tribunal.

28. Corporate Governance

Your Company is in compliance with the Corporate Governance guidelines, as laid out in the SEBI (LODR) Regulations, 2015. All the Directors and the Senior Management personnel have affirmed in writing their compliance with and adherence to the Code of Conduct adopted by the Company. A detailed corporate governance report is set out in this Annual Report as **Annexure-XI**.

In terms of SEBI (LODR) Regulations, 2015 the CEO & CFO certificate of the FY 2018-19 and Declaration by CEO confirming the compliance declarations received from the Directors and the Senior Management personnel. The Certificate and Declarations is appended as **Annexure-XIII**.

M/s Suman Kumar & Associates (CP No.6564), Company Secretary in Practice, Delhi have examined the requirements of Corporate Governance with reference to SEBI (LODR) Regulations, 2015 and have certified the compliance, as required under SEBI (LODR) Regulations, 2015. The Certificate in this regard is set out in this Report as **Annexure-XIV**.

29. Particulars of Loans, Guarantee or Investment

During the FY 2018-19, your Company has not given any loans, guarantees or provided any security and has not made any investments in any body-corporate as specified under Section 186 of the Companies Act, 2013.

All the Investments of your Company are in Bank FDs, Tax Free Bonds, Debt based liquid and liquid plus terms products, Fixed Maturity Products (FMPs), Market Linked Debentures (MLDs) and Arbitrage Mutual Fund schemes only, the details of which are provided in **Note 5** and **11** to the Notes to Financial Statement for the year ended March 31, 2019.

30. Disclosure Under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has put in place an Anti-Sexual Harassment mechanism in line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the FY 2018-19, the Company has not received any complaint pertaining to sexual harassment and hence no complaint is outstanding as on March 31, 2019.

31. Maintenance of Cost Records

The provision of Section 148 of the Companies Act, 2013 and Companies (Cost records and Audit) Rules, 2014 (as amended from time to time) is not applicable on the Company.

32. Dematerialisation of Shares

The issued & fully paid-up equity shares of the Company are admitted with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The International Securities Identification Number (ISIN) allotted to the equity shares of the Company under the Depository System was INE022Q01012 and pursuant to sub-division of equity shares of the company during the year the new ISIN allotted to the equity shares of the Company under Depository system is INE022Q01020.

Members holding the equity shares in the physical form shall note that in accordance with the proviso to regulation 40(1) of the SEBI (LODR) Regulations, 2015 (notified by the SEBI (LODR) (fourth amendment) Regulations, 2018), effective from April 1, 2019, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository.

Therefore, Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Members can contact M/s. Karvy Fintech Private Limited (Formerly, KCPL Advisory Services Private Limited), Registrar and Share Transfer Agent (RTA) of the Company for assistance in this regard. The contact detail for the benefit of shareholders is as follows:

KARVY FINTECH PRIVATE LIMITED

(Formerly, KCPL Advisory Services Private Limited)
 Karvy Selenium Tower B, Plot No. 31 & 32,
 Financial District, Nanakramguda, Serilingampally
 Hyderabad 500 032, Rangareddi, Telangana, India
 Tel: +91 (40) 6716 2222
 Fax: +91 (40) 2343 1551
 Toll Free No: 1800-345-4001
 Email: einward.ris@karvy.com
 Website: www.karvyfintech.com

The bifurcation of the category of shares in physical and electronic mode and distributing of shareholding as on March 31, 2019 is given below:

Category	No. of shareholders	% of Shareholders	Total Shares	% of Equity
PHYSICAL	5	0.007	359,510	0.12
DEMAT				
- NSDL	41,467	57.577	293,526,307	96.78
- CDSL	30,548	42.416	9,400,423	3.10
Sub-total	72,015	99.993	302,926,730	99.88
Total:	72,020	100.000	303,286,240	100.00

33. Material Changes and Commitments, if any, which Affect Financial Position of the Company In Between the Year End and the Date of Directors' Report.

There are no material changes and commitments, which could affect the financial position of the Company in between the year end and the date of directors' report.

34. Secretarial Standard Disclosure

During the FY 2018-19, the Company has complied with the provisions of applicable secretarial standard issued by The Institute of Company Secretaries of India (ICSI).

35. Green Initiative

We request all the shareholders to support the 'Green Initiative' of the Ministry of Corporate Affairs and your Company's continuance towards greener environment by enabling service of Annual Report, AGM Notice and other documents electronically to your email address registered with your Depository Participant/Registrar and Share Transfer Agent.

We also request all the shareholders whose email id is not registered to take necessary steps to register their email id with the Depository Participant/ Registrar and Share Transfer Agent (RTA).

36. Acknowledgment

Your Directors would like to place on record their sincere gratitude to the Ministry of Power, Central Electricity Regulatory Commission (CERC) Members, State Electricity Regulatory Commissions (SERCs) Members and Staff, Central Electricity Authority (CEA), National Load Dispatch Centre (NLDC), Regional Load Dispatch Centers (RLDCs), State Load Dispatch Centers (SLDCs), State Electricity Regulatory Commissions (SERCs), Power Grid Corporation Ltd. (PGCL), Stock Exchanges (NSE & BSE), Financial Institutions, Shareholders, Bankers, depositories, Registrar and Transfer Agents (RTA), Members of the Exchange and, Business Associates and for their continued support.

Your Directors also wish to place on record their appreciation for the contribution made by the employees of the organization at all levels.

For and on behalf of the Board of Directors

Indian Energy Exchange Limited

Place: New Delhi
Dated: July 31, 2019

Sd/-
Mr. Satyanarayan Goel
Non-Executive Chairman
DIN: 02294069

ANNEXURE-I

DIVIDEND DISTRIBUTION POLICY

This Policy will regulate the process of dividend declaration and its pay-out by the Company in accordance with the provisions of Companies Act, 2013 read with the applicable Rules framed thereunder, as may be in force for the time being ("Companies Act").

Preamble

Dividend is the payment made by a Company to its shareholders, usually in the form of distribution of its profits. The profits earned by the Company can either be retained in business, and used for acquisitions, expansion or diversification, or it can be distributed to the shareholders. The Company may choose to retain a part of its profits and distribute the balance among its shareholders as dividend. This Policy aims to reconcile between all these divergent needs. The dividend pay-out of a Company is driven by several factors.

The objective of our policy is to ensure a balance between these apparently conflicting and divergent approaches and ensure that while the Company recommends a regular dividend income for the shareholders, it also ensures the long-term capital appreciation for all its stakeholders. The Company would seek to strike the right balance between the quantum of dividend paid and amount of profits retained in the business for various purposes.

The Board of Directors will refer to the policy while declaring/recommending dividends on behalf of the Company. Through this policy, the Company would endeavour to maintain a consistent approach to dividend pay-out plans. The Company believes that it operates in the fast growing on-line power trading segment which is expected to witness new developments and offers investment opportunities, therefore the retention of surplus funds for future growth will equally be important as that of distribution of surplus by way of dividend to shareholders. However, considering the consistent and impressive generation of profits year on year, there is a need to provide greater clarity on the dividend pay-out philosophy of the Company.

The following financial parameters shall be considered while declaring dividend

- i. Financial Performance and Profitability;
- ii. Liquidity;
- iii. Financial metrics (i.e. Financial Ratios);
- iv. Retained earnings;
- v. Capital commitments going forward.

Utilisation of retained earnings

Where the Company predicts, based on appropriate analysis, that the Company can put retained earnings to better use

and increase the earnings substantially or has the ability to increase earnings at a higher than market rate, the Board may utilize the retain earnings for the following purposes:

- i. To Secure a durable competitive advantage in the Power market;
- ii. To invest in research and development of the products/ contracts in Power, Energy & related sectors;
- iii. To expand business by potential acquisition opportunities, as permissible by law;
- iv. To invest in technology / modernisation plan so as to avoid technological obsolescence risks;
- v. To consider buy back of shares;
- vi. To expand capacity / facilities utilising internal accruals to capitalize upon new opportunities in view of regulatory changes;
- vii. Such other purposes, as the Board may think appropriate from time to time to maintain / enhance its competitive advantage.

Factors (internal and external) to be considered while declaring Dividend

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among shareholders and amount of profit to be retained in business. The Board of Directors will endeavour to take a decision with an objective to enhance shareholders wealth and market value of the shares. However, the decision regarding pay-out is subject to several factors and hence, an optimal balance needs to be arrived at considering the interest of shareholders and that of the Company.

The dividend pay-out decision of any company depends upon certain external and internal factors.

External Factors:

State of Economy

In case of uncertain or recessionary economic and business conditions, Board will endeavor to retain larger part of profits to build up reserves to absorb future shocks.

Capital Markets

When the markets are favourable, dividend pay-out can be liberal. However, in case of unfavourable market conditions, the Board may resort to a conservative dividend pay-out in order to conserve cash outflows.

Statutory Restrictions

The Board will keep in mind the restrictions imposed by Companies Act with regard to declaration of dividend.

Internal Factors:

Apart from the various external factors aforementioned, the Board will take into account various internal factors while declaring dividend, which inter alia will include

- a. Profits earned during the year;
- b. Present & future capital requirements of the existing businesses;
- c. Brand/business acquisitions;
- d. Expansion/modernization of existing businesses;
- e. Additional investments in subsidiaries/associates of the Company;
- f. Fresh investments into external businesses;
- g. Any other factor as deemed fit by the Board.

Category of Dividends

The Companies Act provides for two forms of Dividend-Final & Interim. The Board of Directors shall have the power to recommend final dividend to the shareholders for their approval in the general meeting of the Company. The Board of Directors shall have the absolute power to declare interim dividend during the financial year, as and when they consider it fit.

Final Dividend

The Final dividend is paid once for the financial year after the annual accounts are prepared. The Board of Directors of the Company has the power to recommend the payment of Final Dividend to the shareholders in a general meeting. The declaration of Final dividend shall be included in the ordinary business items that are required to be transacted at the AGM.

Process for approval of Payment of Final Dividend

Board to recommend quantum of final dividend payable to shareholder in its meeting in line with this Policy, based on the profits arrived at as per the audited financial statements. Shareholders to approve in AGM - once in a financial year;

Interim Dividend

This dividend can be declared by the Board of Directors one or more times in a financial year as may be deemed fit by it. The Board of Directors of the Company would declare an interim dividend, as and when considered appropriate, in line with this policy. Normally, the Board could consider declaring an interim dividend after finalization of quarterly (or half yearly) financial accounts.

Declaration of Dividend

Subject to the provisions of Section 123 (reproduced below) of the Companies Act dividend shall be declared or paid only out of:

- i. Current financial year's profit after (a) providing for depreciation in accordance with law and (b) transferring to reserves such amount as may be prescribed or as may be otherwise considered appropriate by the Board at its discretion, or
- ii. The profits for any previous financial year(s) (a) after providing for depreciation in accordance with law; (b) remaining undistributed; or
- iii. Out of (i) and (ii) both.

Dividend Distribution Range

The Company stands committed to deliver sustainable value to all its stakeholders. The Company will strive to distribute an optimal and appropriate level of the profits earned by it in its business and investing activity, with the shareholders, in the form of dividend. As explained in the earlier part of this Policy, determining the dividend pay-out is dependent upon several factors, both internal to a business and external to it. Taking into consideration the aforementioned factors, the Board will endeavour to maintain a dividend pay-out (interim, if any, and final, put together) of about 50 per cent of profits after tax (PAT) every financial year on a standalone financials. However, the Board may amend the pay-out range, whenever considered appropriate by it, keeping in mind the aforesaid factors having a bearing on the dividend pay-out decision.

The Board may, after taking into consideration of the matters such as the financial position, investments plans economic conditions and liquidity, declare or recommending dividend.

Circumstances under which shareholders of the Company may not expect dividend

The Board of Directors of the Company may abstain from declaring any dividend / lower percentage of dividend in a particular financial year, if they are of the view that the retained earnings / funds through internal accruals can be better utilised for the following purposes:

- a. Expansion / modernisation of the existing business operations;
- b. Seeking inorganic growth through acquisitions opportunities, within and outside India;
- c. Investment in Subsidiary and Associate Companies;
- d. Embark upon new product / line of business;
- e. Buyback of shares etc.;
- f. Such other purposes, as the Board may think appropriate from time to time to maintain / enhance its competitive advantage.

In case the Board of Directors abstains from declaring dividend, a justification thereof shall be provided to the shareholders in the Directors Report.

Review

This Policy is subject to review / revision by the Board of Directors whenever felt necessary.

ANNEXURE-II

DISCLOSURE RELATED TO THE EMPLOYEE STOCK OPTION SCHEME - ESOP 2010 OF IEX

S. No.	Particulars	Details			
1.	Source of shares	Primary			
2.	Shares allotted to IEX ESOP Trust	The shareholders of the Company at the EGM, held on March 26, 2010 approved the issuance of ESOP. The Company is following a Trust route for managing its ESOP Scheme. Accordingly, 6,065,720 shares of ₹ 1/- (representing figures post-subdivision adjustment of equity shares) each were allotted to IEX ESOP Trust in 2010 under the "IEX ESOP Scheme 2010"			
3.	Options granted by IEX ESOP Trust to Employees	Details of options granted		No. of options granted*	
		options granted upto March 31, 2018		6,499,000	
		options granted during financial year 2018-2019		150,000	
		total options granted by the company upto March 31, 2019		6,649,000	
		*This include the lapsed options which are regranted (representing figures post-subdivision adjustment of equity shares)			
4.	Pricing Formula	For option granted on July 08, 2010, September 07, 2010, December 16, 2011, January 21, 2014 and June 24, 2014, April 15, 2017, June 19, 2017, August 16, 2017 the pricing was on the basis of Valuation Reports obtained from an Independent Valuer/SEBI Registered Category I Merchant Banker as applicable, and post listing on BSE & NSE on October 23, 2017, the pricing for options granted thereafter average of Opening and Closing of the Share on the recognized stock exchange, which records the highest volume of trading, preceding the date of respective grant			
5.	Exercise price per option	Sr. No.	No. of Options	Granted on	Exercise Price Per Option (in ₹)*
		A. Grants of Equity Shares with face value of ₹ 10 each share			
		1.	307,100	July 08, 2010	10/-
		2.	17,600	September 07, 2010	10/-
		3.	206,100	December 16, 2011	53/-
		4.	45,000	January 21, 2014	150/-
		5.	10,000	June 24, 2014	535/-
		6.	10,000	April 17, 2017	750/-
		7.	19,000	June 19, 2017	750/-
		8.	35,100	August 16, 2017	750/-
		B. Grants Post Sub-division of the face value of the equity share of ₹ 10/- each to face value of ₹ 1/- each with effect from the record date i.e. October 22, 2018			
		9.	100,000	November 15, 2018	160/-
		10.	50,000	December 18, 2018	166/-
6.	Maximum terms of options granted and the vesting requirement	The options granted can be exercised by eligible employees subject to vesting conditions. The following grants were subsisting as at March 31, 2019 with the following vesting schedule:			
		Date of Grant	Vest Months	Vest %	Maximum period of Exercise
		19-Jun-17	12 [#]	33	12 months from the date of vesting
			24	33	12 months from the date of vesting
			36	34	12 months from the date of vesting
		<i>*vested on August 21, 2018</i>			
			17 [#]	33	12 months from the date of vesting
		16-Aug-17	29	33	12 months from the date of vesting
			41	34	12 months from the date of vesting
		<i>*vested on February 11, 2019</i>			
			12	30	12 months from the date of vesting
		15-Nov-18	24	30	12 months from the date of vesting
			36	40	12 months from the date of vesting
			12	30	12 months from the date of vesting
		18-Dec-18	24	30	12 months from the date of vesting
			36	40	12 months from the date of vesting

S. No.	Particulars	Details
7.	Total number of options in force/ outstanding at the beginning of FY 2018-19	753,500
8.	Options vested during the year	319,100
9.	Options exercised during the year	319,100
10.	Total number of shares arising as a result of exercise of option during the year	319,100
11.	Total number of options lapsed during the year	115,500
12.	Variations in the terms of options during the year	No Variation in terms of options, except the options terms revised to align with sub-division of equity shares.
13.	Money realized on exercise of options during the year	₹ 171.83/- lakhs
14.	Total number of options in force/ outstanding at the end of FY 2018-19	468,900
15.	Number of option exercisable at the end of FY 2018-19	Nil
16.	Employee-wise details of options granted	
	Directors/Key Managerial Personnel/Senior Managerial Personnel.	Refer table Person-wise details of options granted to Directors/Key Managerial Personnel/ Senior Managerial Personnel under ESOP 2010 as at March 31, 2019
	Employees who have received a grant in any one year of option amounting to 5% or more of options granted during that year.	Nil
	Employees who were granted options, during any one year, equal to or exceeding 1% of the issued capital of the company at the time of grant.	Nil
17.	Diluted EPS	₹ 5.46
18.	Method used to account for Options	Fair Value Method

S. No.	Particulars	Details									
19.	Description of the method and significant assumptions used during the year to estimate the fair values of the options, including the following weighted average information:	The intrinsic value of each option granted on July 08, 2010, September 07, 2010, December 16, 2011, January 21, 2014, June 24, 2014, April 15, 2017, June 19, 2017 and August 16, 2017 is ₹ Nil. The estimated fair value of each option granted on July 08, 2010, September 07, 2010, December 16, 2011, January 21, 2014, June 24, 2014, April 15, 2017, June 19, 2017 and August 16, 2017 is 10, 10, 51, 148, 148, 555, 647 and 647 respectively. The weighted average fair values have been determined using the Black Scholes Formula considering the following parameters									
	Date of Grant	08-Jul-10	07-Sep-10	16-Dec-11	21-Jan-14	24-Jun-14	15-Apr-17	19-Jun-17	16-Aug-17	15-Nov-18	18-Dec-18
	a) Exercise Price	1	1	5.30	15	53.50	75	75	75	160	166
	b) Expected volatility	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	25.54%	25.54%	24.25%	24.55%
	c) Determination of expected volatility and the extent to which it was based on historical volatility	The measure of volatility used is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time. The Guidance note on Accounting for Employee Share-based Payments issued by the Institute of Chartered Accountants of India permitted a non-public entity to omit expected volatility in determining fair value of its options. It also states that if a newly listed enterprise does not have sufficient information on historical volatility, it should nevertheless compute historical volatility for the longest period for which trading activity is available and recommends including the historical volatility of the stock over the most recent period that is generally commensurate with the expected life of the option being valued. The volatility in each of the case has been considered based on these recommendations.									
	d) Option life (in years)	3.50	3.50	2.51	1.50- 4.50	1.50	1.50 -3.50	1.50 -3.50	1.50- 3.88	2.50- 4.51	2.50- 4.51
	e) Expected dividends	Based on dividend declared prior to the date of Grant									
	f) Risk free interest rate (%)	6.94	7.46	8.25	8.52	8.83	7.35	6.34	6.32	7.45	7.16
	g) Dividend yield (%)	30	30	7.84	2.70	0.75	5.41	3.67	-	1.38	1.34
	h) To allow for the effects of an early exercise, it is assumed that the employee would exercise the options after vesting date.	-	-	-	-	-	-	-	-	-	-
	i) Market price of the underlying share at the time of option grant.	10	10	51	148	148	555	647	647	159	165
20.	Weighted average exercise prices and weighted-average fair values of options for options whose exercise price either equals or exceeds or is less than market price of the stock	Grant Date	Weighted average exercise prices of Options (₹)				Weighted average fair value of options (₹)				
		21-Jan-14	15				21.24				
		24-Jun-14	53.50				58.86				
		17-Apr-17	75				Nil				
		19-Jun-17	75				75.25				
		16-Aug-17	75				83.73				
		15-Nov-18	160				41.90				
		18-Dec-18	166				42.57				

Note: The face value of the equity share of ₹ 10/- each have been sub-divided into ten equity shares of ₹ 1/- each with effect from the record date i.e. October 22, 2018. Accordingly, the number of shares has been adjusted.

Details related to Trust**(i) General Information**

Sl. No.	Particulars	Details
1	Name of the Trust	IEX ESOP Trust
2	Details of the Trustee(s)	Present Trustee of the trust 1. Mr. Rajesh Kumar Mediratta 2. Mr. Akhilesh Awasthy (ceased w.e.f July 5, 2019) 3. Mr. Prasanna Rao
3	Amount of loan disbursed by Company / any company in the group, during the year	Nil
4	Amount of loan outstanding (repayable to Company / any company in the group) as at the end of the year	Nil
5	Amount of loan, if any, taken from any other source for which Company / any company in the group has provided any security or guarantee	Nil
6	Any other contribution made to the Trust during the year	Nil

(ii) Brief details of transactions in shares by the Trust

S. No.	Particulars	Details
1	Number of shares held at the beginning of the year (as on 01.04.2018)	1,686,320
2	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	Nil
3	Number of shares transferred to the employees / sold along with the purpose Thereof	319,100
4	Number of shares held at the end of the year (as at 31.03.2019)	1,367,220

Note: The face value of the equity share of ₹ 10/- each have been sub-divided into ten equity shares of ₹ 1/- each with effect from the record date i.e. October 22, 2018. Accordingly, the number of shares has been adjusted.

(iii) Secondary acquisition of shares by the Trust - Not Applicable.

For and on behalf of the Board of Directors
Indian Energy Exchange Limited

Sd/-

Mr. Satyanarayan Goel

Non-Executive Chairman

DIN: 02294069

Place: New Delhi
Dated: July 31, 2019

Person-wise details of options granted to Directors/Key Managerial Personnel/Senior Managerial Personnel under ESOP 2010 as at March 31, 2019

Name	Designation	Options Granted On 18 - December -18	Exercise Price (in ₹)	Options Granted On 15 - November -18	Exercise Price (in ₹)	Options Granted On 16 - August -17	Exercise Price (in ₹)	Options Granted On 18-June -17	Exercise Price (in ₹)	Options Granted On 24- June 14	Exercise Price (in ₹)	Options Granted On 21- Jan-14	Exercise Price (in ₹)	Options Granted On 16- Dec-11	Exercise Price (in ₹)	Options Granted On 8-Jul-10	Exercise Price (in ₹)
Directors/KMP																	
Mr.SN Goel	Managing Director & CEO	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.	450,000	15	-	N.A.	-	N.A.
Mr.Vineet Harialka	Chief Financial Officer	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.	100,000	5.30	100,000	1
Senior Managerial Personnel other than above																	
Mr.Akhillesh Awasthy	Director - Market Operation	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.	200,000	5.30	300,000	1
Mr.Rajesh Kumar Mediratta	Director - Business Development	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.	200,000	5.30	300,000	1
Prasanna Rao	Vice President - Market Operations	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.	100,000	5.30	100,000	1
Mr.Sanjay Mehrotra*	Vice President - Investor Relations	-	N.A.	-	N.A.	-	N.A.	-	N.A.	100,000	53.50	-	N.A.	-	N.A.	-	N.A.
Dr. Paresmath Pauli*	Chief Technology Officer	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.
Mr.Valbhav Aggarwal	Vice President - Product Engg.	-	N.A.	-	N.A.	-	N.A.	50,000	75	-	N.A.	-	N.A.	-	N.A.	-	N.A.
Mr.Jainam Vora*	Vice President - Technology	-	N.A.	-	N.A.	-	N.A.	50,000	75	-	N.A.	-	N.A.	-	N.A.	-	N.A.
Mr.Indranil Chatterjee	Vice President- Chief Risk Officer	-	N.A.	-	N.A.	30,000	75	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.
Mr.Rohit Bajaj	Vice President- Business Development	-	N.A.	-	N.A.	100,000	75	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.
Ms.Shruti Bhatia	Vice President - Regulatory Affairs, Communications & CSR	-	N.A.	-	N.A.	60,000	75	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.
Mr.Amit Kumar	Sr. Vice President- Product Head	-	N.A.	100,000	160	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.
Mr.Samir Prakash	Sr. Vice President- Hear HR & Admin	50,000	166	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.
TOTAL		50,000		100,000		190,000		100,000		100,000		450,000		500,000		700,000	

*Resigned during the FY 2017-18

*Resigned during the FY 2018-19

One Equity Share of ₹ 10/- each has been sub-divided into one Equity Shares of ₹ 1/- each. Accordingly, the number of shares have been adjusted.

For and on behalf of the Board of Directors

Indian Energy Exchange Limited

Sd/-

Mr. Satyanarayan Goel

Non-Executive Chairman

DIN: 02294069

Place: New Delhi

Dated: July 31, 2019

ANNEXURE-III

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March, 2019

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,
The Members of
Indian Energy Exchange Limited
Unit No. 3, 4, 5 & 6, Fourth Floor, TDI Centre Plot No. 7,
District Centre, Jasola, New Delhi-110025

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Indian Energy Exchange Limited (CIN: L74999DL2007PLC277039)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial year ended on **31st March, 2019**, complied with 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.

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made there under;
 - (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the company during the audit period);**
 - (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 to the company during the audit period);** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - (i) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (vi) Specifically Applicable Laws:
 1. Central Electricity Regulatory Commission (Power Market) Regulations, 2010 (PMR)
 - (vii) Other Laws applicable to the Company are:
 - (i) Shops and Commercial Establishments Act, 1958 read with Shops and Commercial Establishments Rules with respect to offices situated at:
 - a. Unit No. 3, 4, 5 & 6, Fourth Floor, TDI Centre Plot No. 7, District Centre, Jasola, New Delhi-110025, India; and
 - b. 904, Meadows, Sahar Plaza, Andheri-Kurla Road, JB Nagar, Mumbai-400059, India
 - (ii) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder;
 - (iii) Maternity Benefit Act, 1961 and Rules made thereunder;
2. I have also examined compliance with the applicable clauses of the following:
 - (a) Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Ltd read with the SEBI (LODR) Regulations, 2015.

- (b) The Secretarial Standards issued by the Institute of Company Secretaries of India for Board Meetings SS-1, General Meetings SS-2 as amended from time to time.
3. During the period under review the company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, etc. mentioned above, subject to the following observation:
- i. In terms of Section 135 of the Act and Rules made thereunder, the Company was required to spend ₹ 343.55 lakh on Corporate Social Responsibility ("CSR") expenses. The total amount spent by the Company on CSR was ₹ 348.53 lakh for the Financial Year 2018-19.
4. I further report that:
- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-executive, Woman Director and the Independent Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board 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.
- c) As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.
5. I further report that there are adequate systems and processes in the Company commensurate with the size

and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

6. I further report that during the audit period:

There has not been any activity in the Company having any material bearing on the affairs of the company in pursuance of the above referred law during the financial year except;

- i. During the audit period the Company had sub-divided its authorized, issued and paid up capital of ₹ 10/- each into ₹ 1/- each by passing a special resolution at the 12th AGM held on 18th Day of September, 2018.
- ii. During the audit period, the Company had announced the buyback of 3,729,729 (Thirty Seven Lakh Twenty Nine Thousand Seven Hundred Twenty Nine) fully paid-up equity shares of face value of ₹ 1/-each on December 20, 2018 which was completed on April 10, 2019 involving the outflow of fund of ₹ 689,999,865/- (Rupees Sixty Eight Crores Ninety Nine Lakh Ninety Nine Thousand Eight Hundred and Sixty Five Only) excluding Transaction Costs.

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

For **Suman Kumar & Associates**
Company Secretaries

Sd/-
(CS Suman Kumar)
Prop.
FCS: 6127; CP: 6564

Place: New Delhi
Date: April 26, 2019

To,
The Members of
Indian Energy Exchange Limited
New Delhi

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as are appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
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.
7. During the course of my examination of the books and records of the Company, that has been carried out in accordance with generally accepted practices in India, I have neither come across any instance of fraud on or by the Company, nor the Company has noticed and reported any such case during the year and accordingly the Company has not informed me of any such case.

For **Suman Kumar & Associates**
Company Secretaries

Sd/-
(CS Suman Kumar)
Prop.
FCS: 6127; CP: 6564

Place: New Delhi
Date: April 26, 2019

ANNEXURE "A"

ANNEXURE-IV

NOMINATION AND REMUNERATION POLICY OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES OF INDIAN ENERGY EXCHANGE LIMITED

Principle and Rationale

As per the requirements of Section 178 of the Companies Act, 2013 and the Rules framed thereunder read with Regulation 19 of SEBI (LODR) Regulations, 2015, the Board of Directors of the Company has constituted a Nomination and Remuneration Committee. The Committee's role is to be supported by a policy for nomination of Directors and Senior Management Personnel including Key Managerial Personnel as also for remuneration of Directors, Key Managerial Personnel (KMP) and other Employees.

In line with the Company philosophy towards nurturing its human resources, the Nomination and Remuneration Committee of the Board of Directors of the Company recommends to the Board of Directors for its adoption the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and other employees of the Company as set out below:

1. Definitions:

- 1.1 'Board' shall mean Board of Directors of Indian Energy Exchange Limited.
- 1.2 'Independent Director' shall mean a director referred to in Section 149 (6) of the Companies Act, 2013.
- 1.3 'Key Managerial Personnel', in relation to a company, means key managerial personnel as defined under the Companies Act, 2013 & includes:
 - (i) The Chief Executive Officer or the managing director or the manager;
 - (ii) The company secretary;
 - (iii) The whole-time director;
 - (iv) The Chief Financial Officer;
 - (v) Such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
 - (vi) Such other officer as may be prescribed.
- 1.4 'Nomination and Remuneration Committee' or the Committee under this policy shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Rules framed thereunder read with Regulation 19 of SEBI (LODR) Regulations, 2015.

- 1.5 'Other employees' means all employees other than the Directors and KMPs.
- 1.6 'Policy or This Policy' means, "Nomination and Remuneration Policy."
- 1.7 '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.
- 1.8 "Senior Management" shall mean officers/personnel of the listed entity who are in the its core management team excluding BOD and normally this shall include all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

2. Functions:

- To guide the Board in relation to the appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Director (Executive & Non-Executive/Independent) and persons who may be appointed in Senior Management Personnel.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- To attract, retain and motivate the Directors and evaluation of their performance.
- To ensure that the relationship of remuneration with performance is clear and meets appropriate performance benchmarks.
- To recommend to the Board a Policy relating to the Remuneration for the Directors, Key Managerial Personnel and other Employees.
- To determine the remuneration based on the Company's size and financial position and practices in the industry.

- To recommend to the Board, all remuneration, in whatever form, payable to senior management."

3. Applicability:

This Policy shall apply to all Directors, KMPs, and other employees of the Company.

4. Appointment, Removal and Retirement of Director, KMP and Senior Management:

4.1. Appointment criteria and qualifications:

- 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 to the Board his / her appointment.
- A potential candidate being considered for appointment to a position should possess adequate qualification, expertise and experience for the position. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- The Committee shall determine the suitability of appointment of a person to the Board of Directors of the Company by ascertaining whether he satisfies the criteria as prescribed by the Central Electricity Regulatory Commission (CERC) for appointment and disqualification as Director in the Power Exchange.
- The Committee may recommend appropriate induction & training programme for any or all the appointees.
- The Committee shall make recommendations to the Board concerning any matters relating to the continuation in office of any director at any time including the suspension or termination of service of a director subject to the provisions of law and the respective service contract.

4.2. Term / Tenure:

4.2.1. Managing Director/Whole-time Director/ Manager (Managerial Person):

- The Company shall appoint or re-appoint any person as its Managerial Person as per section 196, 197 or any other applicable provisions of the Companies Act 2013 read with Schedule- V.

4.2.2. Independent Director:

- An Independent Director shall hold office in Company for such term as prescribed under the Companies Act, 2013 and the

Rules framed thereunder and other applicable statutory provisions.

- The appointment including the terms and conditions of appointment of Independent Director shall be recommended by the Committee and approved by the Board of Directors of the Company subject to the approval of the Shareholders in the General Meeting.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director of the Company.

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.

- 4.2.3.** The Terms/ Tenure of the KMP and other employees shall be as per the Company's prevailing policy.

4.3. Evaluation:

The Committee shall carry out evaluation of performance of Directors yearly or at such intervals as may be considered necessary.

4.4. Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

4.5. Retirement:

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 along with the Rules framed thereunder and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP or the Senior Management Personnel, in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

5. Provisions Relating to Remuneration of Managerial Person, KMP and Other Employees:

5.1.1. General Criteria:

- The Committee will recommend to the Board the policy on remuneration payable

to Directors, KMP and Other employees for approval. While recommending the policy the Committee shall ensure that, the level and composition of remuneration/Compensation/Commission etc. to be paid is reasonable and sufficient to attract, retain and motivate them in the company.

- The Policy shall also ensure that the relationship of remuneration to the performance should be clear and should encourage meeting of appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive / performance related pay reflecting achievement of short and long-term performance objectives appropriate to the working of the company and meeting its goals.
- Revision to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managerial Persons.
- The remuneration shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- Where any insurance is taken by the Company on behalf of its Managerial Person, KMPs, and/or any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel, unless such person(s) is/are proved to be guilty.

5.1.2. Remuneration to Managerial Person and KMPs:

- The Remuneration to be paid to Managerial Persons and/ or KMPs shall be governed as per the provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force as also by Company policy.

5.1.3. Remuneration to Non-Executive Directors/ Independent Directors:

- The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of the Board or Committee thereof and General Meeting of the Company.

Provided that the amount of such fees shall be such as determined by the Board of Directors of the Company from time to time and shall be within the maximum permissible limit as defined under the Companies Act, 2013 and the Rules framed thereunder.

- The remuneration / commission payable, if any, shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

- An Independent Director shall not be entitled to any stock option of the Company.

5.1.4. Remuneration to other Employees:

- The Remuneration to be paid to other employees shall be based upon the role and position of the individual employee, including professional experience, responsibility, job complexity and market conditions, qualification and seniority.
- The structure of remuneration for other employees has been designed in the prevailing policy of the Company and implementation of the same is to be ensured by Managing Director & CEO of the Company or any other personnel that the Managing Director & CEO may deem fit to delegate.
- The annual increments to the remuneration paid to the other employees shall be based on the appraisal carried out by the respective HODs of various departments.
- The various remuneration components, basic salary, allowances, perquisites etc. may be combined to ensure an appropriate and balanced remuneration package.

5.1.5. Stock Options:

In addition to the normal/ regular remuneration package, Employee Stock Option Schemes are also in place for the Managerial Person, KMPs and other employees of the Company. To attract & retain talent, reward for performance and for creating long term shareholder value, the Committee may from time to time determine the stock options and other share based payments to be made to Managerial Person, KMPs, and other employees of the Company.

6. Disclosure of this Policy:

This Nomination & Remuneration policy shall be disclosed in the Board's report as required under the Companies Act, 2013.

7. Deviations from this Policy:

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

8. Review and Amendment:

The Nomination and Remuneration Committee or the Board may review the Policy as and when it deems necessary. This Policy may be amended or substituted by the Nomination and Remuneration Committee or by the Board as and when required and also where there is any statutory changes necessitating the change in the policy.

PERFORMANCE EVALUATION OF THE BOARD

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and Individual Directors pursuant to the provisions of the Companies Act, 2013 and the Corporate Governance requirements as prescribed by the SEBI (LODR) Regulations, 2015.

The annual evaluation process involved assessment of Individual Directors, Chairman of the Board and the Chairman of the respective Board Committees. Further, the Independent Directors Committee evaluated the performance of all the Non-Independent Directors, Chairman of the Board, Board Committees and the Board as a whole. Thereafter, the Board evaluated the performance of each Independent Director, excluding the Director being evaluated.

The criteria for performance evaluation, inter alia, include the following:

i. Individual Director's Performance Evaluation

Compliance with Articles of Association, Companies Act & other Laws, Attendance at meetings, being informed and the extent of preparedness for meetings, participation and contribution, independence of judgment, Leadership initiative and advisory role, Interpersonal relationships with other directors and management, knowledge updation, displaying initiative, , expressing views, understanding of the Company and the external environment, Safeguarding stakeholders' interest and balancing the conflict of interest of Stakeholders, confidentiality, Financial and Risk awareness.

ii. Evaluation of the Board as a Whole

Proper mix of competencies, experience and qualification, adoption of proper, clear and transparent procedure to appoint directors, conducting meeting(s) on a regular basis, confirming agenda with all relevant information, providing entrepreneurial leadership to the Company, understanding

of business, strategy and growth, responsibility towards stakeholders, risk management and financial controls and Audits, Compliances, discussions through healthy debate, quality of decision making, monitoring performance of management, Reviewing the CSR initiatives, grievance redressal mechanism, analyse and examines governance and compliances related issues, maintaining high standards of integrity and probity, etc.

iii. Chairman's Performance Evaluation

Providing effective leadership, setting effective strategic agenda of the Board, encouraging active engagement by the Board members, open-minded, decisive, courteous, displays professionalism, impartial, providing guidance and motivation to the MD & CEO, impartiality in conducting discussions, establishing effective communication with all stakeholders, etc.

iv. Performance Evaluation of Board Committees

Sufficiency in the scope for addressing the objectives, effectiveness in performing the key responsibilities, adequacy in composition and frequency of meetings, quality of relationship of the committee with the board and the management, clarity of agenda discussed, discussion on critical issues, clarity of role and responsibilities, etc.

For and on behalf of the
Board of Directors

Indian Energy Exchange Limited

Sd/-

Mr. Satyanarayan Goel

Non-Executive Chairman

DIN: 02294069

Place: New Delhi

Dated: July 31, 2019

ANNEXURE-VI

ANNUAL CSR COMPLIANCE REPORT – FY 2018-2019

(Pursuant to Section 135 of the Companies Act, 2013 & Rules made thereunder)

1.	A brief outline of the Company's CSR policy, including overview of the projects or programs proposed to be undertaken and reference to the web-link to the CSR Policy and projects or programs.	<p>IEX CSR Policy aims to address issues in the ambit of environmental sustainability, economic empowerment and social development by adopting an integrated, holistic and need-based approach. The focus areas of the Company's CSR Policy are:</p> <ol style="list-style-type: none"> 1. Support socio-economic development of underprivileged communities through improved access to livelihoods, sanitation, water, healthcare and education. 2. Promote decentralized renewable energy by creating opportunities for access and awareness. 3. Endeavour to integrate the cause of women empowerment while designing projects. 4. Contribute to relief and rehabilitation measures. <p>The complete CSR policy of the Company is available on the Company's website at: https://www.iexindia.com/pdf/Corporate_Social_Responsibility_Policy.pdf</p>
2.	Composition of the CSR Committee during the year	<p>In accordance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, members of the CSR Committee are:</p> <ol style="list-style-type: none"> 1. Prof. K.T. Chacko- Non-executive Independent Director (as the Chairman), 2. Ms. Renuka Ramnath –Non-executive Director, and 3. Mr. Satyanarayan Goel – Managing Director & CEO.
3.	Average Net Profit of the company for last three financial years.	₹ 17,177.74 lakh
4.	Prescribed CSR expenditure (two percent of the amount as in item 3 above)	₹ 343.55 lakh
5.	Details of CSR spent during the financial year.	
	(a) Total amount to be spent for the financial year,	₹ 343.55 lakh
	(b) Amount un-spent, if any;	Nil
	(c) Manner in which the amount spent during financial year.	Attached in Annexure A
6.	In case the company has failed to spend the two per cent, of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.	Not Applicable. Company has met and exceeded the prescribed CSR expenditure.
7.	A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.	The CSR Committee re-affirms that the implementation and monitoring of the CSR projects is being done in compliance with objectives outlined in the CSR policy of the Company.

For and on behalf of the Board of Directors
Indian Energy Exchange Limited

Sd/-

Satyanarayan Goel

(Managing Director & CEO)

DIN: 02294069

Place: New Delhi

Dated: April 26, 2019

For and on behalf of the Board of Directors
Indian Energy Exchange Limited

Sd/-

Prof. K T Chacko

(Chairman, CSR Committee)

DIN: 02446168

Place: New Delhi

Dated: April 26, 2019

ANNEXURE-A

(Manner in which the CSR amount was spent during financial year ending March 31, 2019)

S. No	CSR Project or activity identified	Sector in which project is covered	Projects or Programs 1. Local area or other 2. Specify the state /district (Name of the District/s, State/s where Project/ program was undertaken	Amount outlay (budget) project/ program wise (₹ in lakh)	Amount spent on the projects or programs Sub-heads: 1. Direct expenditure on project/ programme, 2. Overheads (₹ in lakh)	Cumulative expenditure up to the reporting period (₹ in lakh)	Amount spent: Direct/ through implementing agency
1.	Skill development for unemployed and under-privileged urban youth	Livelihood, and vocational skills	1. Local 2. Delhi	29.44	1. 23.55 2. -	23.55	Through implementation agency: Smile Foundation
2.	Provision of healthcare services to elderly disabled and under-privileged community	Promoting Healthcare including preventive Health	1. Others 2. Bihar, Muzaffarpur district	28.40	1. 19.44 2. -	19.44	Through implementation agency: Helpage India (Program started in FY 17-18)
3.	Provision of healthcare services to elderly disabled and under-privileged community	Promoting Healthcare including preventive Health	1. Others 2. Madhya Pradesh, Satna district	88.07	1. 28.99 2. -	28.99	Through implementation agency: Helpage India
4.	Infrastructural support to Sai Dham's School at Faridabad	Promoting education	1. Local 2. Haryana, Faridabad	21.00	1. 21.00 2. -	21.00	Through implementation agency: Shridi Sai Baba Temple Society
5.	Provisions of mid-day meals to government school children	Eradicating hunger, poverty and malnourishment	1. Others 2. Uttar Pradesh, Mathura district	70.00	1. 20.00 2. -	20.00	Through implementation agency: The Akshaya Patra Foundation (Program started in FY 17-18)
6.	Provisions of mid-day meals to government school children	Eradicating hunger, poverty and malnourishment	1. Others 2. Uttar Pradesh, Mathura district	70.00	1. 60.00 2. -	60.00	Through implementation agency: The Akshaya Patra Foundation
7.	Sujalam Sufalam – Buldhana (Implementing watershed management)	Rural Development (Improvement access to water)	1. Others 2. Maharashtra, Buldhana district	57.12	1. 48.55 2. -	48.55	Through implementation agency: Bhartiya Jain Sanghatana
8.	Holistic development of urban under-privileged children (Std. 10th)	Promoting education	1. Others 2. Maharashtra, Mumbai	10.87	1. 5.44 2. -	5.44	Through implementation agency: Each One Teach One Charitable Foundation (Program started in FY 17-18)

S. No	CSR Project or activity identified	Sector in which project is covered	Projects or Programs 1. Local area or other 2. Specify the state /district (Name of the District/s, State/s where Project/ program was undertaken	Amount outlay (budget) project/ program wise (₹ in lakh)	Amount spent on the projects or programs Sub-heads: 1. Direct expenditure on project/ programme, 2. Overheads (₹ in lakh)	Cumulative expenditure up to the reporting period (₹ in lakh)	Amount spent: Direct/ through implementing agency	
9.	Establishing Ekal Vidyalayas	Promoting education	1. Others 2. Odisha, Rourkela	20.00	1. 10.00 2. -	10.00	Through implementation agency: Friends of Tribal Society (Program started in FY 17-18)	
10.	Development of life skills for mentally challenged students	Promoting education, and promoting livelihood among differently abled	1. Others 2. Karnataka, Bangalore	15.93	1. 5.93 2. -	5.93	Through implementation agency: The Association of Mentally Challenged (Program started in FY 17-18)	
11.	Infrastructural support to Isha's rural school in Karur District, TN	Promoting education	1. Others 2. Tamil Nadu, Karur district	62.09	1. 31.05 2. -	31.05	Through implementation agency: Isha Education (Program started in FY 17-18)	
12.	Establishing Energy Analytics Lab	Promoting Research, and Education	1. Other 2. Uttar Pradesh, Kanpur	44.50	1. 44.50 2. -	44.50	Through implementation agency: Indian Institute of Technology, Kanpur	
13.	Prime Minister National Relief Fund	Contribution to Prime Minister Relief Fund	1. Other 2. Delhi - NCR	5.00	1. 5.00 2. -	5.00	Through implementation agency: Prime Minister's Office	
14	Project Management expenses	CSR Consulting	1. Local 2. Delhi	7.17	1. - 2. 7.66	- 7.66	Through implementation agency: Nextgen Project Management Services Pvt. Lt.	
	Administrative Expenses (Traveling & other for CSR)#						0.15	
	CSR Capacity Building Expense#						17.27	
	Total						348.53	

These are part of CSR expenses incurred by the Company during the financial year ending on March 31, 2019

FORM NO. MGT – 9 EXTRACT OF ANNUAL RETURN

As on the financial year ended March 31, 2019

[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:

Corporate Identity Number (CIN)	L74999DL2007PLC277039
Registration Date	March 26, 2007
Name of the Company	Indian Energy Exchange Limited
Category / Sub-Category of the Company	Listed Company/Company Limited by Shares/Indian Non-Government Company
Address of the Registered Office and contact details	Unit No. 3-6, Fourth Floor, Plot No. 7, TDI Centre, District Centre, Jasola, New Delhi – 110025, India Tel. No. +91-11-4300 4000; Fax: +91-11-4300 4015 Email id – ixsecretarial@iexindia.com
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	KARVY FINTECH PRIVATE LIMITED (Formerly, KCPL Advisory Services Private Limited) Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad- 500 032, India. Ph: 040-67162222, Fax: 040-23001153 Toll Free no: 1800-345-4001 Email: einward.ris@karvy.com

II. Principal Business Activities of the Company:

All 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.	Power Exchange	66110	100%

III. Particulars of Holding, Subsidiary and Associate Companies:

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

IV. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding: Between March 31, 2018 and March 31, 2019

Category Code	Category of Shareholder	No. of Shares Held at the Beginning of the year				No. of Shares Held at the end of the year				% Change during the year*
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	Promoter and Promoter Group									
(1)	Indian									
(a)	Individual /HUF	-	-	-	-	-	-	-	-	-
(b)	Central Government/State Government (s)	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(d)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
(e)	Others	-	-	-	-	-	-	-	-	-
	Sub-Total A(1) :	-	-	-	-	-	-	-	-	-
(2)	Foreign									
(a)	Individuals (NRIs/ Foreign Individuals)	-	-	-	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(e)	Others	-	-	-	-	-	-	-	-	-
	Sub-Total A(2) :	-	-	-	-	-	-	-	-	-
	Total A=A(1)+A(2)	-	-	-	-	-	-	-	-	-
(B)	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds /UTI	1,687,913	-	1,687,913	5.57	18,007,120	-	18,007,120	5.94	0.37
(b)	Financial Institutions /Banks	2,874	-	2,874	0.01	3,935	-	3,935	0.00	(0.01)
(c)	Central Government / State Government(s)	-	-	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	2,218,868	-	2,218,868	7.32	53,395,104	-	53,395,104	17.61	10.29
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(i)	Alternative Investment Fund	1,998,184	-	1,998,184	6.59	20,952,160	-	20,952,160	6.91	0.32
	Sub-Total B(1) :	5,907,839	-	5,907,839	19.48	92,358,319	-	92,358,319	30.45	10.97
(2)	Non-Institutions									
(a)	Bodies Corporate	13,293,286	-	13,293,286	43.83	115,267,232	-	115,267,232	38.01	(5.82)
(b)	Individuals									
	(i) Individuals holding nominal share capital upto ₹ 1 lakh	2,253,855	38,270	2,292,125	7.56	13,271,617	59,510	13,331,127	4.40	(3.16)
	(ii) Individuals holding nominal share capital in excess of ₹ 1 lakh	188,501	-	188,501	0.62	3,748,669	300,000	4,048,669	1.33	0.71

i) Category-wise Share Holding: Between 31/03/2018 AND 31/03/2019

Category Code	Category of Shareholder	No. of Shares Held at the Beginning of the year				No. of Shares Held at the end of the year				% Change during the year*
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(c)	Others									
	Clearing Members	22,269	-	22,269	0.07	940,373	-	940,373	0.31	0.24
	Employee Trust	-	168,632	168,632	0.56	1,367,220	-	1,367,220	0.45	(0.11)
	Foreign Bodies	6,946,343	-	6,946,343	22.90	67,023,052	-	67,023,052	22.10	(0.80)
	Beneficial Holdings Under Mgt-4	253,777	-	253,777	0.84	2,536,190	-	2,536,190	0.84	(0.00)
	Nbfc	23,138	-	23,138	0.08	220,670	-	220,670	0.07	(0.00)
	Non Resident Indians	67,225	-	67,225	0.22	589,558	-	589,558	0.19	(0.03)
	Nri Non-Repatriation	12,739	-	12,739	0.04	135,911	-	135,911	0.04	0.00
	Trusts	1,152,750	-	1,152,750	3.80	5,467,919	-	5,467,919	1.80	(2.00)
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
	Sub-Total B(2) :	24,213,883	206,902	24,420,785	80.52	210,568,411	359,510	210,927,921	69.55	(10.97)
	Total B=B(1)+B(2):	30,121,722	206,902	30,328,624	100.00	302,926,730	359,510	303,286,240	100.00	-
	Total (A+B):	30,121,722	206,902	30,328,624	100.00	302,926,730	359,510	303,286,240	100.00	-
(C)	Shares held by custodians, against which									
	Depository Receipts have been issued									
(1)	Promoter and Promoter Group									
(2)	Public									
	GRAND TOTAL (A+B+C) :	30,121,722	206,902	30,328,624	100.00	302,926,730	359,510	303,286,240	100.00	

*The percentage of changes are including the addition of shares due to Sub-Division

ii) Shareholding of Promoters

Sl. 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	
								Not Applicable

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

Sl. No.	Particulars	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	At the beginning of the year				
2	Date wise Increase/Decrease in Promoters Shareholding during the year:				
3	At the end of the year				

Not Applicable

iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, promoters and Holders of GDRs and ADRs):

Sl. No.	Name of Shareholder	Date	Reason	Shareholding at the beginning of the Year		Increase/ (Decrease) in Number of Shares	Cumulative Shareholding at the end of the Year	
				No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
1	Dalmia Power Limited	at the beginning of the Year 01-Apr-2018		-	-			
		08/03/2019	Transfer*			30,328,630	30,328,630	10.00
		at the end of the Year 31-Mar-2019					30,328,630	10.00
2	Smallcap World Fund, INC	at the beginning of the Year 01-Apr-2018		62,516	0.21		62,516	0.21
		08/06/2018	Transfer			169,701	232,217	0.77
		06/07/2018	Transfer			260,341	492,558	1.62
		03/08/2018	Transfer			173	492,731	1.62
		10/08/2018	Transfer			225,559	718,290	2.37
		05/10/2018	Transfer			277,051	995,341	3.28
		12/10/2018	Transfer			185	995,526	3.28
		26/10/2018	Transfer (Sub-division)			8,987,898	9,983,424	3.29
		02/11/2018	Transfer			2,359,966	12,343,390	4.07
		30/11/2018	Transfer			1,383,081	13,726,471	4.53
		18/01/2019	Transfer			570,030	14,296,501	4.71
		01/02/2019	Transfer			54,600	14,351,101	4.73
		08/02/2019	Transfer			117,176	14,468,277	4.77
		15/02/2019	Transfer			265,178	14,733,455	4.86
		08/03/2019	Transfer			51,195	14,784,650	4.87
		15/03/2019	Transfer			878,521	15,663,171	5.16
22/03/2019	Transfer			(559,516)	15,103,655	4.98		
		at the end of the Year 31-Mar-2019					15,103,655	4.98
3	TVS Shriram Growth Fund 1B LLP	at the beginning of the Year 01-Apr-2018		4,549,293	15.00		4,549,293	15.00
		26/10/2018	Transfer (Sub-division)			40,943,637	45,492,930	15.00
		at the end of the Year 31-Mar-2019					45,492,930	15.00
4	DCB Power Ventures Limited	at the beginning of the Year 01-Apr-2018		3,032,863	10.00		3,032,863	10.00
		26/10/2018	Transfer (Sub-division)			27,295,767	30,328,630	10.00
		08/03/2019	Transfer*			(30,328,630)	-	-
		at the end of the Year 31-Mar-2019					-	-
5	Agri Power and Engineering Solutions Private Limited	at the beginning of the Year 01-Apr-2018		1,513,398	4.99		1,513,398	4.99
		26/10/2018	Transfer (Sub-division)			13,620,582	15,133,980	4.99
		at the end of the Year 31-Mar-2019					15,133,980	4.99
6	Westbridge Crossover Fund, LLC	at the beginning of the Year 01-Apr-2018		1,440,609	4.75		1,440,609	4.75
		26/10/2018	Transfer (Sub-division)			12,965,481	14,406,090	4.75
		01/03/2019	Transfer			(90,088)	14,316,002	4.72
		at the end of the Year 31-Mar-2019					14,316,002	4.72

Sl. No.	Name of Shareholder	Date	Reason	Shareholding at the beginning of the Year		Increase/ (Decrease) in Number of Shares	Cumulative Shareholding at the end of the Year	
				No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
7	Rimco (Mauritius) Limited	at the beginning of the Year		1,363,575	4.50		1,363,575	4.50
		01-Apr-2018						
		26/10/2018	Transfer (Sub-division)			12,272,175	13,635,750	4.50
		at the end of the Year					13,635,750	4.50
		31-Mar-2019						
8	Adani Tradex LLP	at the beginning of the Year		1,250,000	4.12		1,250,000	4.12
		01-Apr-2018						
		26/10/2018	Transfer (Sub-division)			8,250,000	9,500,000	3.13
		02/11/2018	Transfer			(2,316,811)	7,183,189	2.37
		11/01/2019	Transfer			(853,672)	6,329,517	2.09
		18/01/2019	Transfer			(800,000)	5,529,517	1.82
		15/02/2019	Transfer			(601,761)	4,927,756	1.62
		22/02/2019	Transfer			(1,000,000)	3,927,756	1.30
		15/03/2019	Transfer			(3,927,756)	-	-
				at the end of the Year				
		31-Mar-2019						
9	Rural Electrification Corporation Ltd	at the beginning of the Year		1,250,000	4.12		1,250,000	4.12
		01-Apr-2018						
		26/10/2018	Transfer (Sub-division)			11,250,000	12,500,000	4.12
		at the end of the Year					12,500,000	4.12
		31-Mar-2019						
10	Siguler Guff NJDM Investment Holdings Ltd	at the beginning of the Year		916,485	3.02		916,485	3.02
		01-Apr-2018						
		26/10/2018	Transfer (Sub-division)			8,248,365	9,164,850	3.02
		at the end of the Year					9,164,850	3.02
		31-Mar-2019						
11	Lightspeed Venture Partners VIII Mauritius	at the beginning of the Year		909,859	3.00		909,859	3.00
		01-Apr-2018						
		26/10/2018	Transfer (Sub-division)			8,188,731	9,098,590	3.00
		at the end of the Year					9,098,590	3.00
		31-Mar-2019						
12	SBI Magnum Taxgain Scheme	at the beginning of the Year		814,892	2.69		814,892	2.69
		01-Apr-2018						
		06/04/2018	Transfer			77	814,969	2.69
		04/05/2018	Transfer			55,000	869,969	2.87
		04/05/2018	Transfer			(47,000)	822,969	2.71
		25/05/2018	Transfer			(10,740)	812,229	2.68
		01/06/2018	Transfer			(37,327)	774,902	2.56
		08/06/2018	Transfer			(40,448)	734,454	2.42
		15/06/2018	Transfer			(264,565)	469,889	1.55
		29/06/2018	Transfer			(80,655)	389,234	1.28
		10/08/2018	Transfer			(150,000)	239,234	0.79
		12/10/2018	Transfer			6,740	245,974	0.81
		19/10/2018	Transfer			1,452	247,426	0.82
		26/10/2018	Transfer (Sub-division)			2,927,408	3,174,834	1.05
		02/11/2018	Transfer			1,639,426	4,814,260	1.59
		16/11/2018	Transfer			276,000	5,090,260	1.68
		14/12/2018	Transfer			75,337	5,165,597	1.70
		28/12/2018	Transfer			85,000	5,250,597	1.73
		18/01/2019	Transfer			2,487,921	7,738,518	2.55
		01/02/2019	Transfer			31,779	7,770,297	2.56
08/02/2019	Transfer			42,773	7,813,070	2.58		
22/02/2019	Transfer			1,007,390	8,820,460	2.91		
22/02/2019	Transfer			(64,759)	8,755,701	2.89		
01/03/2019	Transfer			(45,241)	8,710,460	2.87		
29/03/2019	Transfer			(46,409)	8,664,051	2.86		
		at the end of the Year					8,664,051	2.86
		31-Mar-2019						

*Transferred by "DCB Power Ventures Limited" to "Dalmia Power Limited" under the scheme of amalgamation.

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of Directors	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
Mr. Satyanarayan Goel, Managing Director & CEO					
1	At the beginning of the year	33,750	0.11	33,750	0.11
2	Date wise Increase/Decrease in shareholding during the year:				
	Transfer on 02-Apr-2018	(3,000)	(0.01)	30,750	0.10
	Transfer on 03-Apr-2018	(802)	-	29,948	0.10
	Transfer on 04-Apr-2018	(298)	-	29,650	0.10
	Transfer on 06-Apr-2018	(1,500)	-	28,150	0.09
	Transfer on 09-Apr-2018	(2,000)	(0.01)	26,150	0.09
	Transfer on 10-Apr-2018	(500)	-	25,650	0.08
	Transfer on 16-Apr-2018	(1,400)	-	24,250	0.08
	Transfer on 08-May-2018	(600)	-	23,650	0.08
	Transfer on 09-May-2018	(950)	-	22,700	0.07
	Transfer on 10-May-2018	(660)	-	22,040	0.07
	Transfer on 15-May-2018	(280)	-	21,760	0.07
	Transfer on 16-May-2018	(530)	-	21,230	0.07
	Transfer on 17-May-2018	(840)	-	20,390	0.07
	Transfer on 22-May-2018	(839)	-	19,551	0.06
	Transfer on 25-May-2018	(99)	-	19,452	0.06
	Transfer on 28-May-2018	(37)	-	19,415	0.06
	Transfer on 12-Jun-2018	(885)	-	18,530	0.06
	Transfer on 13-Jun-2018	(1,500)	-	17,030	0.06
	Transfer (Sub-Division) 26-Oct-2018	153,270	0.05	170,300	0.06
	ESOP Acquisition on 14-Dec-2018	112,500	0.04	282,800	0.09
	Transfer on 09-Jan-2019	(3,500)	-	279,300	0.09
	Transfer on 10-Jan-2019	(3,000)	-	276,300	0.09
	Transfer on 15-Jan-2019	(5,000)	-	271,300	0.09
	Transfer on 19-Feb-2019	(1,000)	-	270,300	0.09
	Transfer on 13-Mar-2019	(1,000)	-	269,300	0.09
	Transfer on 13-Mar-2019	(1,512)	-	267,788	0.09
	Transfer on 14-Mar-2019	(2,002)	-	265,786	0.09
	Transfer on 14-Mar-2019	(4,000)	-	261,786	0.09
	Transfer on 14-Mar-2019	(2,000)	-	259,786	0.09
	Transfer on 14-Mar-2019	(4,000)	-	255,786	0.08
	Transfer on 20-Mar-2019	(2,000)	-	253,786	0.08
3	At the end of the year			253,786	0.08
Mr. Vineet Harlalka, CFO , Company Secretary & Compliance Officer					
1	At the beginning of the year	20,000	0.07	20,000	0.07
2	Date wise Increase/Decrease in shareholding during the year):				
	Transfer (Sub-Division) 26-Oct-2018	180,000	0.06	200,000	0.07
	Transfer on 12-Feb-2019	(1,000)	-	199,000	0.07
3	At the end of the year	-	-	199,000	0.07

V. Indebtedness

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ ii+ iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
Addition	Nil	Nil	Nil	Nil
Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ ii+ iii)	Nil	Nil	Nil	Nil

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in lakh)

Sl. No.	Particulars of Remuneration	Mr. Satyanarayan Goel Managing Director & CEO	Total Amount*
1	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	156.71	156.71
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission		
	- as % of profit	Nil	Nil
	- others, specify	Nil	Nil
5	others		
	Company contribution towards PF	8.06	8.06
	Reimbursement of expenses	Nil	Nil
	Variable Pay & Bonus	54.00	54.00
	Leave encashment	Nil	Nil
6	Total (A)	218.77	218.77
7	Ceiling as per the Act	1,072	1,072

*This excludes gratuity

B. Remuneration to other directors:**1. Independent Directors:**

(₹ in lakh)

Sl. No.	Particulars of Remuneration	Name of Director's			Total Amount
		Mr. Dinesh Kumar Mehrotra [#]	Mr. Vallabh Roopchand Bhanshali [*]	Prof. Kayyalathu Thomas Chacko	
(a)	Fee for attending board / committee meetings	15.00	2.70	17.10	34.80
(b)	Commission	Nil	Nil	Nil	Nil
(c)	Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	15.00	2.70	17.10	34.80

[#]resigned from the Board of Directors w.e.f January 08, 2019^{*}resigned from the Board of Directors w.e.f May 22, 2019**2. Other Non-Executive Directors:**

(₹ in lakh)

Sl. No.	Particulars of Remuneration	Mr. Ajeet Kumar Agarwal [*]	Total Amount
(a)	Fee for attending board /committee meetings (excluding service tax)	2.70	2.70
(b)	Commission	Nil	Nil
(c)	Others, please specify	Nil	Nil
	Total (2)	2.70	2.70
	Total (B)=(1+2)	37.50	37.50
	Total Managerial Remuneration	N.A	N.A
	Overall Ceiling as per the Act	N.A	N.A

^{*}Mr. Ajeet Kumar Agarwal being a Nominee Director of REC Limited, Sitting fees was paid to REC Limited.**C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD**

(₹ in lakh)

Sl. No.	Particulars of Remuneration	Mr. Vineet Harlalka CFO ,Company Secretary & Compliance Officer	Total Amount [*]
1	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	63.78	63.78
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission		
	- as % of profit	Nil	Nil
	- others, specify	Nil	Nil
5	Others		
	Company contribution towards PF	3.33	3.33
	Reimbursement of expenses	Nil	Nil
	Variable Pay & Bonus	21.66	21.66
	Leave encashment	Nil	Nil
6	Total (C)	88.77	88.77
7	Ceiling as per the Act	N.A	N.A

^{*}This excludes gratuity

VII. Penalties/ Punishment/ Compounding of Offences :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any
A. Company					
Penalty					
Punishment			No Penalties, Punishments or Compounding of Offences		
Compounding					
B. Directors					
Penalty					
Punishment			No Penalties, Punishments or Compounding of Offences		
Compounding					
C. Other Officers in default					
Penalty					
Punishment			No Penalties, Punishments or Compounding of Offences		
Compounding					

For and on behalf of the Board of Directors
Indian Energy Exchange Limited

Sd/-
Mr. Satyanarayan Goel
 Non-Executive Chairman
 DIN: 02294069

Place: New Delhi
 Dated: July 31, 2019

ANNEXURE-VIII

DISCLOSURE PURSUANT TO RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Sl. No.	Requirements	Disclosure
I	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19	MD & CEO – 26.37X
II	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	MD & CEO – 12.15% CFO & CS – 8% Director MO – 9% Director BD – 8% CTO* - 10% CRO - 10%
III	The percentage increase in the median remuneration of employees in the financial year	The median remuneration of the employees in the financial year was increased by 10.82%. The calculation of % increase in Median Remuneration is done based on comparable employees.
IV	The number of permanent employees on the rolls of Company	There were 126 employees as on March 31, 2019
V	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year is 10.28% as compared to 12.15% increase in salary of managerial personnel. The calculation of % increase in Average percentile increase is done based on comparable employees.
VI	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes. It is confirmed.

The details in the above table are on CTC basis.

*CTO has resigned in February 2019

For and on behalf of the Board of Directors
Indian Energy Exchange Limited

Sd/-

Mr. Satyanarayan Goel

Non-Executive Chairman

DIN: 02294069

Place: New Delhi

Dated: July 31, 2019

ANNEXURE-IX

STATEMENT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE (2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Sr.	Name of the employee	Age	Qualification	Designation	Total Remuneration (₹ in lakh)	Approx. experience (in years)	Date of commencement of employment	Last Employment
A. Employed throughout the Financial Year								
1	Satyanarayan Goel	64	MBA, B.TECH	Managing Director and Chief Executive Officer	218.77	40	21-Jan-14	PTC India Limited, Director (Marketing & Operations)
2	Rajesh Kumar Mediratta	55	MBA, B.E	Director (Business Development)	139.49	31	12-Mar-07	Chief Manager, Power Grid Corporation of India Limited
3	Akhilesh Awasthy	55	ICWAI, ME, BE	Director (Market Operations)	139.92	33	01-Sep-07	Madhya Pradesh Electricity Board, Joint Director
4	Vineet Harlalka	45	CA,CS	Chief Financial Officer & Company Secretary	88.77	18	16-Jan-10	New Holland Fiat (India) Private Limited, Senior Manager Finance & Co. Secretary
5	Rohit Bajaj	47	PGDBM, B.E	Vice President (Business Development)	67.80	25	12-May-14	National Energy Trading and Services Limited, Head of Business
6	Prasanna Rao	47	MBA, B.COM	Vice President (Market Operations)	53.42	26	01-Sep-07	Multi Commodity Exchange of India Limited, Senior Manager
7	Shruti Bhatia	45	M.Sc, B.SC	Vice President (Regulatory Affairs and Communications)	59.87	22	09-Jan-13	Vestas Wind Technology India Private Limited, General Manager
8	Indranil Chatterjee	42	MBA,B.E	Chief Risk Officer	45.67	18	20-Dec-16	Indus Towers Limited, Deputy General Manager
9	Vaibhav Pramod Aggarwal	46	B.Com	Vice President (Exchange Technology)	49.62	14	23-May-17	63 Moons, Vice-President
B. Employed for part of the Financial Year								
1	Pareshnath Paul ¹	52	PhD, M.TECH, B.E	Chief Technological Officer	73.56	23	17-Apr-17	NSEIT Limited, Chief Delivery Officer
2	Jainam Rajenkumar Vora ²	36	MCA, BCA	Vice President (Exchange Technology)	32.63	12	01-Jun-17	63 Moons as Assistant Vice-President
3	Amit Kumar ³	41	MBA, B. Tech	Senior Vice President-Product Head	39.03	17	15-Nov-18	Limeroad as Senior Director – Operations and Product Management
4	Samir Prakash ⁴	49	Law Graduate, PG in Industrial Relations & Personnel Management	Senior Vice President-HR & Admin	14.95	28	17-Dec-18	SRK Tele Energy, Director-HR

¹ Pareshnath Paul, Chief Technological Officer has resigned from the company w.e.f. February 08, 2019

² Jainam Rajenkumar Vora, Vice President (Exchange Technology) has resigned from the company w.e.f. December 26, 2018

³ Amit Kumar, Senior Vice President-Product Head has joined the company w.e.f. November 15, 2018

⁴ Samir Prakash, Senior Vice President-HR & Admin has joined the company w.e.f. December 17, 2018

Notes:

- Remuneration includes salary, reimbursement etc. excluding gratuity.
- All other employees mentioned above are in permanent employment of the Company, governed by employment terms & service rules.
- None of the above employee is a relative of any Director of the Company within the meaning of relative under Companies Act, 2013.
- None of the employee was drawing salary in excess of that drawn by Managing Director/ Whole Time Director.
- As at March 31, 2019, none of the above employee by himself or along with his spouse and dependent children, held 2% or more of the equity shares in the Company as referred to in sub-clause(iii) of Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- As at 31st March, 2019 none of the employees of the Company are posted and working in a country outside India.

For and on behalf of the Board of Directors
Indian Energy Exchange Limited

Sd/-
Mr. Satyanarayan Goel
Non-Executive Chairman
DIN: 02294069

Place: New Delhi
Dated: July 31, 2019

ANNEXURE-X

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

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

(a)	Name(s) of the related party and nature of relationship	
(b)	Nature of contracts/ arrangements/ transactions	
(c)	Duration of the contracts/ arrangements/ transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	Not Applicable
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any.	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

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

(a)	Name(s) of the related party and nature of relationship	
(b)	Nature of contracts/ arrangements/ transactions	
(c)	Duration of the contracts/ arrangements/ transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
(e)	Date(s) of approval by the Board, if any	
(f)	Amount paid as advances, if any	

For and on behalf of the Board of Directors
Indian Energy Exchange Limited

Sd/-
Mr. Satyanarayan Goel
Non-Executive Chairman
DIN: 02294069

Place: New Delhi
Dated: July 31, 2019

CORPORATE GOVERNANCE REPORT

(Part C of Schedule V)

The Company is in compliance with the requirements stipulated under regulation 17 to 27 read with Schedule V and clauses (a) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR) Regulations, 2015, as applicable, with regard to corporate governance. The detailed report on Corporate Governance for the financial year 2018-19 demonstrating the Company's accountability to its stakeholders is set out hereunder.

1. Company's Philosophy on Corporate Governance:

In IEX, Corporate Governance philosophy stems from our belief that corporate governance is a key element in improving efficiency, growth, enhancing investor's confidence and return on investments to the shareholders.

Corporate Governance is about promoting corporate fairness, transparency and accountability in the best interest of various stakeholders in a Company. It is a system by which business corporations are directed and controlled. IEX believes that good governance should entail trusteeship, empowerment and accountability of the management while remaining proactive to the Government policies.

The Corporate Governance philosophy has been scripted as under:

"As a good corporate citizen, our Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability besides building confidence in its various stakeholders, thereby paving the way for long term success."

Our Company is committed to creating value that is not only profitable to the business but sustainable in the long-term interests of all stakeholders. In pursuit of same, we consider it our inherent responsibility to disclose timely and accurate information regarding our financials and performance as well as the leadership and governance in the Company.

The Corporate Governance of IEX is geared by the following:

- i. To meet the short term, medium term & long term objectives and specific targets every year set by the Government of India and the persons at the helm of its affairs, i.e. the Board, by empowering people at the most appropriate levels keeping the job profile/ functions in view.
- ii. To respond to the challenges and the emerging opportunities and to play a pivotal role in the economic development of the country.

The corporate governance structure specifies the distribution of rights, responsibilities and powers among different participants in the corporation. All strategic decisions regarding investment, diversification, major decisions regarding procurement, commercial and finance are preceded ahead after approval by the Board.

2. Board of Directors:

A. Composition of the Board:

The Company has an optimum combination of Executive and Non-Executive Directors with a woman Director on the Board, comprising of expert professionals having experience in diverse areas such as management, technical, finance and legal.

As at March 31, 2019, the Board comprised of 9 Directors, of which 3 (three) were Independent Non-Executive Director, 5 (five) were Non-Executive Directors and 1 (one) Managing Director & CEO.

In compliance with the requirement of Regulation 17(1) (b) of the SEBI (LODR) Regulations, 2015, the chairperson of the board is a non-executive director hence, one-third of the Board members are Independent Directors as on March 31, 2019.

B. Number of Board Meetings held, the dates thereof, and the information provided to the Board:

Except in case of emergent meetings, inter alia, to take care of exigencies of business, the Company gives adequate notice of meetings to the Board of Directors. The meetings held at a shorter notice were attended by adequate number of Independent Directors and were in compliance with the provisions of the Companies Act, 2013. During the financial year 2018-19, seven (7) meetings of the Board were held and the gap between any two meetings did not exceed one hundred and twenty days (120 days). The said Board Meetings were held on, April 26, 2018, August 09, 2018, September 18, 2018, November 09, 2018, December 20, 2018, January 10, 2019 and February 08, 2019.

In certain cases, the Board's approval was taken by passing resolutions through circulation, as permitted by law, which were confirmed in the subsequent meeting of the Board of Directors.

During the year under review, the Minimum information required to be placed before the Board of directors as specified in Part A of the Schedule II of SEBI (LODR) Regulations, 2015, to the extent applicable and deemed appropriate by the Management, was periodically placed before the Board for their consideration. These information were made available either as a part of the agenda papers or tabled before the Board Meeting at the time of meeting.

The Board's composition, and in respect of each Director, the nature of directorship, the number of meetings attended, directorship(s) in other companies, chairmanship(s) and membership(s) of committees of the Board of companies including this Company as on March 31, 2019 are given below:

Sr. no.	Name and DIN Number of the Director	Nature of Directorship	Number of Board Meetings (in no.)		Attendance at the last AGM held on September 18, 2018	Directorship(s) in other companies as on March 31, 2019 [§]	Chairpersonship(s) and Membership(s) of Board Committee in Companies (**) including this company as on March 31, 2019	
			Held	Attended			Chairpersonship	Membership
1	Mr. Dinesh Kumar Mehrotra ¹ (DIN: 00142711)	Chairman Independent Non-Executive	7	6	Yes	8	1	4
2	Mr. Satyanarayan Goel ² (DIN:02294069)	Managing Director & CEO	7	7	Yes	Nil	Nil	1
3	Prof K T Chacko (DIN: 02446168)	Independent Non-Executive	7	7	Yes	Nil	1	1
4	Mr. Tejpreet Singh Chopra ³ (DIN: 00317683)	Additional Independent Non-Executive	NA	NA	NA	8	1	1
5	Mr. Gautam Dalmia ⁴ (DIN: 00009758)	Additional Non-Executive Director	3	3	NA	7	Nil	2
6	Mr. Mahendra Singhi (DIN: 00243835)	Non-Executive Director	7	6	Yes	1	Nil	1
7	Ms. Renuka Ramnath (DIN: 00147182)	Non-Executive Director	7	3	No	14	2	2
8	Mr. Gopal Srinivasan (DIN: 00177699)	Non-Executive Director	7	6	No	15	Nil	2
9	Mr. Ajeet Kumar Agarwal (DIN: 02231613)	Non-Executive Director	7	3	No	3	Nil	1
10	Mr. Bejul Somaia ⁵ (Ceased w.e.f July 17, 2018) (DIN: 00059201)	Non-Executive Director	1	1	NA	NA	NA	NA
11	Mr. Vallabh Roopchand Bhanshali ⁶ (Ceased w.e.f January 8, 2019) (DIN: 00184775)*	Independent Non-Executive	5	3	No	8*	Nil	Nil

¹ Mr. D K Mehrotra, Chairman and Non-Executive Independent Director resigned w.e.f May 22, 2019

² Mr. S N Goel after completion of his term as MD & CEO on July 20, 2019 was elevated as Non-Executive Chairman w.e.f July 21, 2019.

³ Mr. Tejpreet Singh Chopra (DIN: 00317683) appointed as Additional Independent Non-Executive Director w.e.f March 05, 2019

⁴ Mr. Gautam Dalmia (DIN: 00009758) appointed as Additional Non-Executive Director w.e.f December 20, 2018

⁵ Mr. Bejul Somaia Non-Executive Director had ceased to be director w.e.f July 17, 2018

⁶ Mr. Vallabh Roopchand Bhanshali ceased to be a Director w.e.f January 8, 2019 details in respect of directorship(s) in other Companies is as per the last declaration received by the Company in this regard.

Note:- There are no inter-se relationships between the Board Members.

[§]Excludes directorship(s) in Indian Energy Exchange, foreign companies, alternate directorships, section-8 companies and One person Companies.

**Only audit committee and stakeholders' relationship committee of Indian public limited companies have been considered.

-Leave of absence was granted on request to those directors who could not attend the meeting(s).

Number of Directorship(s) of each Director in Listed Entities and the category of Directorship(s) as on March 31, 2019 are given below:

S. No.	Name and DIN of the Director	Directorship(s) in listed entities including this Listed entity as on 31st March, 2019	Names of the listed entities where Person Is Director as on 31st March, 2019	Category of Directorship(s) as on 31st March, 2019
1	Mr. Dinesh Kumar Mehrotra (DIN: 00142711)	3	1. Indian Energy Exchange Limited 2. IndoStar Capital Finance Limited 3. V L S Finance Limited	Chairman Independent Non-Executive Director Director Director
2	Mr. Satyanarayan Goel (DIN:02294069)	1	1. Indian Energy Exchange Limited	Managing Director & CEO
3	Prof Kayyalathu Thomas Chacko (DIN: 02446168)	1	1. Indian Energy Exchange Limited	Independent Non-Executive Director
4	Mr. Tejpreet Singh Chopra (DIN 00317683) (Appointed w.e.f March 5, 2019)	3	1. Indian Energy Exchange Limited 2. SRF Limited 3. Gujarat Pipavav Port Limited	Additional Independent Non-Executive Director Director Director
5	Mr. Gautam Dalmia (DIN: 00009758) (Appointed w.e.f December 20, 2018)	3	1. Indian energy exchange Limited 2. Odhisha Cement limited 3. Dalmia Bharat Sugar and Industries limited	Additional Non-Executive Director Managing Director Managing Director
6	Mr. Mahendra Singhi (DIN: 00243835)	1	1. Indian energy exchange Limited	Non-Executive Director
7	Ms. Renuka Ramnath (DIN: 00147182)	6	1. Indian energy exchange Limited 2. Tata Communications Limited 3. L&T Technology Services Limited 4. Ultratech Cement Limited 5. Arvind Limited 6. PVR Limited	Non-Executive Director Director Director Director Director Director
8	Mr. Gopal Srinivasan (DIN: 00177699)	4	1. Indian energy exchange limited 2. Sundaram- Clayton Limited 3. TVS Electronics Limited 4. Wonderla Holidays Limited	Non-Executive Director Director Chairman and Director Director
9	Mr. Ajeet Kumar Agarwal (DIN: 02231613)	2	1. Indian Energy Exchange Limited 2. REC Limited	Non- Executive Nominee Director Chairman and Managing Director
10	Mr. Vallabh Roopchand Bhanshali* (DIN: 00184775) (Ceased w.e.f January 8, 2019)	2*	1. Indian Energy exchange Limited 2. Arvind Limited	Independent Non-Executive Director Director
11	Mr. Bejul Somaia (DIN: 00059201) (Ceased w.e.f July 17, 2018)	NA	NA	NA

*Mr. Vallabh Roopchand Bhanshali ceased to be a Director w.e.f January 8, 2019 the details in respect of Directorships in Listed Companies are as of December 31, 2018.

C. Board Skills, expertise and competencies

The Board comprises of qualified members who bring with them the required skills, pertinent expertise and competencies which allow them to make effective contribution throughout the year, thus being instrumental in the growth and success of the Company. The key skills, expertise and competencies identified by the Board which they take into consideration while nominating any candidate to serve on the Board are summarised below:

Competencies/ Skills	Description
1. Strategy Planning & Policy Development	Identification and assessment of strategic opportunities and threats. Developing effective strategies in the context of the strategic objectives of IEX relevant policies and priorities. Ability to identify key issues and opportunities for IEX and develop appropriate policies to define the parameters within which the organisation should operate
2. Information Technology	Technology expertise and Knowledge of specific markets and emerging technologies.
3. Governance, Risk and Compliance	Experience in the application of corporate governance principles in a commercial enterprise or other regulated entity. Ability to identify key risks to IEX in a wide range of areas including legal and regulatory compliance.
4. Financial Performance	Qualifications and experience in accounting and/or finance and the ability to: <ul style="list-style-type: none"> • Analyse key financial statements; • Critically assess financial viability and performance; • Contribute to strategic financial planning; • Oversee budgets and the efficient use of resources; • Oversee funding arrangements and accountability

D. Non-Disqualification of Directors

Company has obtained a Certificate as required under Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (LODR) Regulations, 2015 from M/s MNK and Associates LLP, Company Secretaries that none of the Directors on the Board of the Company for the Financial Year ending on March 31, 2019 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The requisite certificate is attached as **Annexure-XII**.

E. Independent Directors

Your Company appoints Independent Directors on the Board who are having expertise/experience in their respective field/ profession. Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013, CERC (Power Market) Regulations, 2010 and Listing Agreement/ Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015, as applicable. All Independent Directors maintain their limit of directorships as required under Regulation 17A of the SEBI (LODR) Regulations, 2015. The Company has issued a formal letter of appointment to all Independent Directors and the terms and conditions of their appointment have been disclosed on the Company's website. The Independent Directors met once during the year, the meeting was held on December 11, 2018, at Mumbai and, inter alia:

- (a) Reviewed the performance of Non-Independent Directors and the Board as a whole;
- (b) Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Director and Non-Executive Directors;
- (c) Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary to effectively and reasonably perform their duties;
- (d) Noted the status of compliance with SEBI letters/circulars and reviewed the functioning of the regulatory departments;

During the period, Mr. Vallabh Roopchand Bhanshali, Independent Director and Mr. Dinesh Kumar Mehrotra, Chairman and Independent Director, of the Company resigned from the Board of the Directors of the Company, with effect from January 08, 2019 and May 22, 2019 respectively, due to their personal pre-occupations and the Company received a written confirmation from both the Directors stating that there were no other material reasons other than those provided for their resignation.

F. Familiarization Programme for Independent Directors

The Board Members are provided with the documents sought by them that enable them to have a good understanding of the Company, its operations, procedures and practices. Periodic presentations are made at the Board/Committee Meetings on business development plan and performance, risk management, technology, etc. Also, updates on relevant

statutory changes and letters received from CERC, as applicable, are regularly circulated to the Directors at the Board Meetings. The appointment letter issued to the Independent Directors, inter alia, sets out the expectation of the Board from the Directors so appointed, their fiduciary duties and the accompanying liabilities. A presentation detailing the overview of the Company is presented by management along with detailed interaction with all department heads of the Company. The Independent Directors are also apprised about their role at their separate meeting. Further, all Directors annually affirm adherence to the Code of Conduct of the Company and Code of Ethics which, inter alia, sets out their role, responsibilities, etc.

The details of familiarization programme for Independent Directors have been posted on the Company's website under the weblink <https://www.ixindia.com/pdf/Familiarisation%20Programme%20for%20Independent%20Director.pdf>

G. Compliance reports of applicable laws

The Board periodically reviews compliance reports pertaining to all laws applicable to the Company, prepared by the Company as well as steps taken by it to rectify instances of non-compliances, if any

H. Code of Conduct

The Company has formulated and implemented a comprehensive Code of Conduct for the Board of Directors and Senior Management of the Company which is available on the Company's website under the weblink <https://www.ixindia.com/pdf/Code%20of%20Conduct%20For%20Board%20Members%20And%20Senior%20Management%20Personnel.pdf>

The Board Members and the Senior Management Personnel's affirm compliance with the Code of Conduct on an annual basis.

The necessary declaration by the MD & CEO as required under Regulation 34(3) read with Schedule V(D) of the SEBI (LODR) Regulations, 2015 regarding adherence to the Code of Conduct has been obtained for the financial year 2018- 19 and forms part of this Annual Report. Further, all the employees have affirmed compliance with the Code of Ethics of the Company on annual basis and at the time of new joining.

I. Code of Conduct for Prevention of Insider Trading and Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information

The Company has adopted a Code of Conduct for Prevention of Insider Trading in accordance with requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Companies Act, 2013,

with a view to regulate trading in securities by the designated persons of the Company.

Further, the Company has also adopted the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information under the aforesaid SEBI Regulations for preserving the confidentiality of unpublished price sensitive information and preventing misuse of such information and also ensuring timely, fair and adequate disclosure of events and occurrences that could impact price discovery in the market for the Company's securities.

Further during the year the Company has amended the above said codes to align them with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the details of the said amended codes are placed on the website of the Company www.ixindia.com. Communications have been sent to all employees at regular intervals briefing them on the insider trading regulations provisions. A session on the amended Code was conducted for all the employees giving insight on these recent changes.

J. Directors' Remuneration and Shareholding:

i. Remuneration of the Executive Directors and their Shareholding

The aggregate value of salary and perquisites paid/payable for the year ended March 31, 2019 and the outstanding stock options along with the shareholding as at March 31, 2019 is as below:

(₹ in lakh)

Particulars	Mr. Satyanarayan Goel (Managing Director and Chief Executive Officer)
Remuneration	
Fixed Component:	
Salary and allowances	156.71
Monetary value of perquisites	Nil
Retiral Benefits –PF	8.06
Variable Component:	
Bonus/Incentive/ Variable pay	54.00
Total	218.77
Leave Encashment	Nil
Gross Total	218.77
Outstanding Stock options (ESOP 2010) (in Nos.) as at March 31,2019	NIL
Shareholding as at March 31, 2019 (in Nos.)	253,786

ii. Remuneration paid to the Non-Executive Directors for attending the Board and Committee meetings during the year ended March 31, 2019, outstanding stock options and their shareholding as at March 31, 2019 is as below

Name of the Director	Sitting fee (₹ in lakh)		Outstanding Stock options (ESOP 2010) (in Nos.)	Shareholding in the Company as at March 31, 2019 (in Nos.)
	Board Meetings	Committee Meetings		
Mr. Dinesh Kumar Mehrotra ⁽¹⁾	5.40	9.60	N.A	Nil
Prof. Kayyalathu Thomas Chacko	6.30	10.80	N.A	Nil
Mr. Vallabh Roopchand Bhanshali ⁽²⁾	2.70		N.A	Nil
Mr. Gautam Dalmia ⁽³⁾	Nil	Nil	N.A	Nil
Ms. Renuka Ramnath	Nil	Nil	N.A	Nil
Mr. Gopal Srinivasan	Nil	Nil	N.A	Nil
Mr. Ajeet Kumar Agarwal ⁽⁴⁾	2.70	Nil	N.A	Nil
Mr. Mahendra Singhi	Nil	Nil	N.A	Nil
Mr. Tejpreet Singh Chopra ⁽⁵⁾	Nil	Nil	N.A	Nil

⁽¹⁾ Mr. Dinesh Kumar Mehrotra ceased to be Chairman & Independent Director w.e.f. May 22, 2019

⁽²⁾ Mr. Vallabh Roopchand Bhanshali ceased to be Independent Director w.e.f. January 08, 2019

⁽³⁾ Mr. Gautam Dalmia (DIN: 00009758) Additional Non- Executive Director has been appointed w.e.f. December 20, 2018

⁽⁴⁾ Sitting fees towards attendance of meetings by Mr. Ajeet Kumar Agarwal were paid to REC LTD, organization in which they were employed, as per instructions received by the Company to this effect:

⁽⁵⁾ Mr. Tejpreet Singh Chopra (DIN: 00031683) Additional Independent Non-Executive Director has been appointed w.e.f. March 5, 2019.

There were no pecuniary relationships or transactions between the Non-Executive Directors and the Company during FY 2018-19, except for sitting fees paid to the Non-Executive Directors.

ESOP details are more particularly mentioned in **Annexure-II** to the Directors' Report and Note of the Notes to Financial Statement for the year ended 31 March 2019.

During FY 2018-19, the Non-Executive Directors were entitled to sitting fees of ₹ 90,000/- per meeting for attending the Meetings of the Board and ₹ 60,000/- per meeting for attending the Meetings of the Committees of the Board.

The sitting fees paid to the Non-Executive Directors and / or Independent Directors is within the limits prescribed under the Companies Act, 2013.

3. Board Committees:

The Board has constituted various Committees to take informed decisions in the best interest of the Company. Such Committees are constituted in accordance with the provisions of the Companies Act, 2013, the SEBI (LODR) Regulations, 2015, CERC Power Market Regulations, 2010 and Exchange Business Rules and Bye Laws, as applicable, in order to ensure effective oversight on the functioning of Exchange and to facilitate cohesive decision making.

The Committees monitor the activities falling within their terms of reference. During the year, the Committees were reconstituted, wherever required, inter-alia, to provide for appropriate representation of the members of the Board in terms of the regulatory requirements and to ensure smooth functioning.

The Chairman of the Board / Chairman of the respective Committees, in consultation with the Company Secretary and the MD & CEO, determine the schedule for the Committee Meetings. The minutes of all the Committee Meetings are placed at the respective subsequent Meetings and also before the Board for its noting. The recommendations of Committees are submitted to the Board for approval, wherever required. The details w.r.t. composition, terms of reference, meetings and attendance for Audit Committee, Nomination and Remuneration Committee, CSR Committee and the Stakeholders' Relationship Committee are given below:

i. Audit Committee

As required under Section 177 of the Companies Act, 2013 (the 'Act') and as per Regulation 18 of SEBI (LODR) Regulations, 2015, your Board has constituted a competent Audit Committee consisting of majority of Independent Directors as its members. As on March 31, 2019, the members of the Audit Committee were Mr. D.K Mehrotra- Non-executive Independent Director (as the Chairman), Prof. K.T. Chacko -Non-executive Independent Director, Mr. Bejul Somaia-Non-executive Director (ceased w.e.f. July 17, 2018) and Mr. Mahendra Singhi (admitted w.e.f. July 30, 2018).

All the Members of the Committee have requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

A. Terms of Reference:

The terms of reference' of the Audit Committee are in conformity with the provisions of Section 177 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014

and as per applicable Clauses of SEBI (LODR) Regulations, 2015. Further terms of reference changed in accordance with SEBI (LODR) (Amendment) Regulations, 2018 which was duly approved by Board of Directors in their meeting held on February 08, 2019.

B. Composition and attendance:

During the financial year 2018-19, 4 (Four) Audit Committee Meetings were held and the gap between any two meetings did not exceed one hundred and twenty days. The said meetings were held on April 26, 2018, August 9, 2018, November 9, 2018 and February 08, 2019. The constitution and the number of meetings attended during the year with respect to the Audit Committee are as under:

Member	Category	No. of Meetings Held*	No. of Meetings Attended
Mr. Dinesh Kumar Mehrotra (Chairman)	Independent Non-Executive Director	4	3
Prof. Kayyalathu Thomas Chacko	Independent Non-Executive Director	4	4
Mr. Bejul Somaia*	Non-independent Non- Executive Director	1	1
Mr. Mahendra Singhi**	Non-independent Non- Executive Director	3	2

*ceased to be a member w.e.f July 17, 2018

**admitted as a member w.e.f July 30, 2018.

*No. of meetings held during the tenure of the director on the committee

The Company Secretary of the Company was the Secretary of the Committee.

ii. Nomination and Remuneration Committee:

As required under Section 178 of the Companies Act, 2013 (the 'Act') and as per Regulation 19 of SEBI (LODR) Regulations, 2015 your Company has a competent Nomination and Remuneration Committee consisting of 50% of Independent Directors as its members. As on March 31, 2019, the members of Nomination and Remuneration Committee were Prof. K.T. Chacko- Non-executive Independent Director (as the Chairman), Mr. D K Mehrotra -Non-executive Independent Director, Ms. Renuka Ramnath- Non-executive Director and Mr. Mahendra Singhi, Non-Executive Director.

The Company's Nomination & Remuneration Policy for Directors, Key Managerial Personnel and other employees is annexed as **"Annexure-IV"** to this Report. The said Policy is directed towards rewarding performance based on periodic review of achievements. Further, the Company has formulated the criteria for performance evaluation of individual Directors, Board Committees and the Board as a whole.

A. Terms of Reference:

The Terms of Reference of the Nomination and Remuneration Committee are in conformity with Section 178 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. Further terms of reference changed in accordance with SEBI (LODR) (Amendment) Regulations, 2018 which was duly approved by Board of Directors in their meeting held on February 08, 2019

B. Composition and attendance:

During the financial year 2018-19, 6 (Six) meetings of the Nomination and Remuneration Committee were held. The said meetings were held on April 26, 2018, October 26, 2018, November 16, 2018, December 20, 2018, January 10, 2019 & March 15, 2019. The constitution and the number of meetings attended with respect to the Nomination and Remuneration Committee are as under:

Member	Category	No. of Meetings Held*	No. of Meetings Attended
Prof. Kayyalathu Thomas Chacko (Chairman)	Independent Non-Executive Director	6	5
Mr. Dinesh Kumar Mehrotra	Independent Non-Executive Director	6	5
Ms. Renuka Ramnath	Non-Independent - Non-executive	6	5
Mr. Mahendra Singhi	Non-Independent - Non-executive	6	5

*No. of meetings held during the tenure of the director on the committee.

The Company Secretary of the Company was the Secretary of the Committee.

iii. Stakeholders Relationship Committee (SRC):

The Company has Stakeholders Relationship Committee pursuant to Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, 2015. The Stakeholders' Relationship Committee is constituted primarily with the objective of redressing shareholders' complaints /grievances.

A. Terms of reference:

The Terms of Reference of the Stakeholders Relationship Committee are in conformity with Section 178 of the Companies Act, 2013 and Clause 20 of the SEBI (LODR) Regulations, 2015. Further terms of reference changed in accordance with SEBI (LODR) (Amendment) Regulations, 2018 which was duly approved by Board of Directors in their meeting held on February 08, 2019

B. Composition and attendance:

As on March 31, 2019, the members of the Stakeholders Relationship Committee were Prof. KT Chacko (Chairman),

Mr. Satyanarayan Goel, and Mr. Gopal Srinivasan. Further no meeting of the Stakeholder Relationship Committee were held during the financial year 2018-19,

The Company Secretary of the Company was the Secretary of the Committee.

Name of Compliance Officer: Mr. Vineet Harlalka
Designation: CFO, Company Secretary & Compliance Officer

The Company Secretary & Compliance Officer can be reached at the registered & corporate office of the Company.

Email: compliance@iexindia.com

Tel: +91-11-43004000

Details of the number of complaints received from shareholders and attended during the financial year.

Opening Balance	Number of complaints received during the year 2018-2019 (From 1st April 2018 to 31st of March, 2019)	Number of complaints resolved during the year 2018-2019 (From 1st April 2018 to 31st of March, 2019)	Number of pending complaints on 31st of March, 2019
Nil	16	16	Nil

**All the complaints were related to non-receipt of annual report, notices, dividend queries etc.*

The complaints were attended to the satisfaction of shareholders by the Company and / or its Registrar & Share Transfer Agent – KARVY FINTECH PRIVATE LIMITED (Formerly, KCPL Advisory Services Private Limited), and no complaints remained pending to be attended as at March 31, 2019.

Details of shares lying in the suspense account as at March 31, 2019 (Pursuant to Regulation 34(3) and Schedule V Part F of the SEBI (LODR) Regulations, 2015):

Sr. No.	Particulars	No. of shareholders	No. of shares
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying as at April 1, 2018	3	27
2	Number of shareholders who approached the issuer for transfer of shares from suspense account during the year	3	27
3	Number of shareholders to whom shares were transferred from suspense account during the year	3	27
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying as at March 31, 2019	(Nil)	(Nil)

iv. Corporate Social Responsibility Committee (CSR)

Your Company has a competent Corporate Social Responsibility Committee as per the Corporate Social Responsibility Policy as required under Section 135 of the Companies Act, 2013, which shall indicate the activities to be undertaken by the Company on Corporate Social Responsibility and Recommend the amount of expenditure to be incurred. As on March 31, 2019, the members of CSR Committee were Prof. K.T. Chacko-Non-executive Independent Director (as the Chairman), Ms. Renuka Ramnath-Non-executive Director and Mr. Satyanarayan Goel Managing Director & CEO.

A. Terms of reference:

The Terms of Reference of the Corporate Social Responsibility Committee are in conformity with Section 135 of the Companies Act, 2013.

B. Composition and attendance

The CSR Committee met five times during the year 2018-2019, 5 (Five) meetings were held on following dates: April 27, 2018, July 18, 2018, August 9, 2018, November 9, 2018 and February 22, 2019.

Member	Category	No. of Meetings Held [#]	No. of Meetings Attended
Prof. Kayyalathu Thomas Chacko (Chairman)	Independent Non-Executive Director	5	5
Mr. Satyanarayan Goel	Managing Director & CEO	5	5
Ms. Renuka Ramnath	Non-Independent -Non - Executive Director	5	Nil

**No. of meetings held during the tenure of the director on the committee.*

Other Board Committees

Strategic Committee:

The Strategic Committee, inter-alia, explores and identifies development of new products for launching at exchange platform and studies and gives advice on the strategic plans for the long-term development of the Company. As on March 31, 2019, the Committee comprises following members:

- Ms. Renuka Ramanth
- Mr. Mahendra Singhi
- Mr. Gopal Srinivasan
- Mr. Satyanarayan Goel

Technology Advisory Committee

The said committee, inter-alia, reviews, advises management and decides on technological advancement requirements in the Company with the aim of new product and having a cutting edge exchange technology and it also gives recommendations to the Board on the technological needs of the Company.

As on March 31, 2019, the committee comprises following members:

- Mr. Mahendra Singhi (Chairman)
- Mr. Gopal Srinivasan

Investment Committee:

The Investment Committee approves the overall investment policy of the Company as well as any subsequent changes therein within the overall scope and framework of the policy and oversees the implementation of the policy. As on March 31, 2019, the Committee comprises following members:

- Mr. Dinesh Kumar Mehrotra (Chairman)
- Mr. Ajeet Kumar Agarwal
- Mr. Satyanarayan Goel

Enterprise Risk Management Committee:

The said Committee, inter-alia, monitors implementation of the risk management policy, oversee and review the activities related to Cyber Security, oversees Exchange's integrated risk measurement system and risk and control measures that are needed to be built into the system.

Further in accordance with SEBI (LODR) (Amendment) Regulations, 2018 the terms of reference was changed which duly approved by Board of Directors in their meeting held on February 08, 2019

As on March 31, 2019, the committee comprises following members:

- Prof. Kayyalathu Thomas Chacko (Chairman)
- Mr. Mahendra Singhi
- Mr. Satyanarayan Goel

Buyback Committee:

The said Committee inter-alia, authorized to take decision for activates relating to Buyback. As on March 31, 2019, the committee comprises following members:

- Mr. Gautam Dalmia (Chairman)
- Mr. Mahendra Singhi
- Mr. Satyanarayan Goel

Committees formed as per CERC (Power Market) Regulations 2010**Risk Management Committee:**

The Board has constituted Risk Management Committee as per clause (ii) of Regulation 25 of CERC (Power Market) Regulation, 2010. The said committee reviews that the Power Exchange is adopting the best practices while formulating prudent and dynamic risk management processes based on changing risk profiles of the market and reviews the Risk Management framework process of the Exchange on half yearly basis (in January and July) each year. As on March 31, 2019, the Committee comprises following members:

- Prof. Kayyalathu Thomas Chacko (Chairman)
- Mr. Satyanarayan Goel
- Mr. Rajesh Kumar Mediratta
- Mr. Akhilesh Awasthy
- Mr. Vineet Harlalka

- Mr. Indranil Chatterjee
- Mr. Prasanna Rao

Market Surveillance Committee:

The board has constituted Market Surveillance Committee as per clause (iii) of Regulation 25 of CERC (Power Market) Regulations, 2010. The said committee ensures the fair, transparent and unbiased market platforms to members and ensures that the interests of generators and consumers are safeguarded and also the movement in prices and volume are monitored closely and efficiently. As on March 31, 2019, the Committee comprises following members:

- Mr. Dinesh Kumar Mehrotra (Chairman)
- Mr. Satyanarayan Goel
- Mr. Akhilesh Awasthy
- Mr. Vineet Harlalka
- Mr. Indranil Chatterjee
- Mr. Prasanna Rao

SGF Management Committee:

The Board has constituted SGF Management Committee as per Clause (iv) of Regulation 25 of CERC (Power Market) Regulations, 2010. The said Committee, inter-alia, monitors the adherence of regulatory directions in respect of Settlement Guarantee Fund (SGF), contribution of Members to the SGF, its investment, utilization and recoupment of SGF in case it is utilized to meet residual defaults, subject to the provisions of the Bye laws, Rules and Regulations of the Exchange. As on March 31, 2019, the Committee comprises following members:

- Mr. Dinesh Kumar Mehrotra (Chairman)
- Mr. Satyanarayan Goel
- Mr. Rajesh Kumar Mediratta
- Mr. Akhilesh Awasthy
- Mr. Vineet Harlalka
- Mr. Abhishek Ranjan, BRPL
- Mr. K.K. Agarwal, Jindal Power Limited
- Mr. Satish Jindal, CEO, JSWPTC

Other Committees**Internal Complaints Committee:**

The Board has constituted Internal Complaints committee as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for providing protection to the women against the Sexual harassment at the Workplace and for the prevention and Redressal of complaints of sexual harassment and for other connected/ incidental matters. The said Committee, inter-alia, ensures that the Company is in compliance with the statutory requirements in this regard and a detailed Prevention and redressal of Sexual Harassment policy is put in place for the Company. The committee comprises following members:

- Ms. Shruti Bhatia (Chairperson)
- Mr. Akhilesh Awasthy (ceased w.e.f July 5, 2019)
- Ms. Sonia Sharma
- Ms. Shubra Mendiratta

Membership Admission Committee:

The said Committee, inter-alia, evaluates the applications for the membership of the Exchange, makes recommendations

of their acceptance/ rejection and frames Rules/criteria relating to admission for membership. The committee comprises following members:

- Mr. Satyanarayan Goel (Chairman)
- Mr. Rajesh Kumar Mediratta
- Mr. Akhilesh Awasthy (ceased w.e.f July 5, 2019)
- Mr. Vineet Harlalka
- Mr. Indranil Chatterjee
- Mr. Rohit Bajaj

Disciplinary Action Committee:

The Disciplinary Action Committee, inter-alia, formulates the policy for regulatory actions to be taken for various violations by the members of the Exchange and is responsible to set out the procedure relating to checks, inspections, enquiries and investigations in order to discover and to prevent and monitor, as the case may be, price manipulation, price distortion and trading malpractices. The Committee comprises following members:

- Mr. R.V. Shahi (Chairman)
- Prof. Kayyalathu Thomas Chacko
- Mr. H L Bajaj

Default Committee:

The Default Committee, inter-alia, identifies and notifies a member as defaulter and realizes all the assets/deposits of the defaulter/expelled member and appropriate the same amongst various dues and claims against the defaulter/expelled member in accordance with the Rules, Byelaws and Business Rules of the Exchange. The committee comprises following members:

- Mr. Dinesh Kumar Mehrotra (Chairman)
- Prof. Kayyalathu Thomas Chacko
- Mr. Satyanarayan Goel

4. General Body Meetings:

A. Details of the last three Annual General Meetings (AGMs) held:

Financial Year (AGM No.)	Date	Time	Venue of the Meeting
2018-19 (12th)	18-09-2018	11:00 AM	Dr. S R KVS Auditorium, kendriya vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi-110010 India
2017-18 (11th)	25-07-2017	02:00 P.M	Fourth floor, TDI Centre, District Centre, Jasola, New Delhi - 110025
2016-17 (10th)	21-09-2016	02:00 P.M	Centre, District Centre, Jasola, New Delhi - 110025

B. Particulars of the Special Resolution passed in the last three AGMs:

Date	Particulars
18-09-2018	1. Re-classification of Authorised Share Capital of the Company. 2. Sub-Division of Share Capital into smaller amount. 3. Increase the limit of total shareholding of all registered Foreign Portfolio Investors (FPIs) / Registered Foreign Institutional Investors (FIIs) put together from 24% upto 49% of the paid-up share capital of the Company. 4. Ratification of pre-IPO Stock Option Scheme.
25-07-2017	1. Approval of Appointment of Mr. Gopal Srinivasan as the Director of the Company 2. Approval of Appointment of Mr. Mahendra Singhi as the Director of the Company
21-09-2016	1. Approve the Appointment of Mr. Puneet Dalmia as the Director of the Company

C. Extra-ordinary General Meeting:

During the financial year no extra-ordinary general meeting was held.

D. Postal Ballot:

i. Resolutions Passed through Postal Ballot during the last year:

During the FY 2018-19, One special resolution was passed through postal ballot regarding the Buy-Back of equity Shares of the Company. The Company had sought the approval of the shareholders by way of a Special Resolution through notice of postal ballot dated December 20, 2018 for Buyback of its Equity Shares, which was duly passed and the results of which were announced on January 31, 2019.

ii. Details of Voting Pattern:

Voted in favour of the Resolution:

Particulars	Number of members voted	Number of votes cast by them (Shares)	% of total numbers of valid votes cast
Remote E-voting	173	201,760,542	95.3653
Physical Postal Ballot	8	9,804,030	4.6340
Total	181	211,564,572	99.9993

Voted against the Resolution:

Particulars	Number of members voted	Number of votes cast by them (Shares)	% of total numbers of valid votes cast
Remote E-voting	10	1,475	0.0007
Physical Postal Ballot	-	-	-
Total	10	1,475	0.0007

Invalid/abstained votes/Less Voted:

Particulars	Number of members voted	Number of votes cast by them (Shares)
Remote E-voting	4	9,124
Physical Postal Ballot	-	-
Total	4	9,124

iii. Person who conducted the Postal Ballot Exercise:

Mohd. Nazim Khan, Practicing Company Secretary (FCS No. 6529, CP No. 8245) from M/s MNK & Associates, Company Secretaries) New Delhi, was appointed as the Scrutinizer to scrutinize the postal ballot and remote e-voting process in a fair and transparent manner.

iv. Details of special resolution proposed to be conducted through postal ballot:

None of the businesses are proposed to be transacted through postal ballot

v. Procedure for Postal Ballot:

Postal Ballot is carried out following the procedures set out in Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), that the resolutions appended are proposed to be passed by way of E-voting/Postal Ballot.

5. Disclosures:

A. Disclosures on materially significant related party transactions

There was no related party transaction entered by the Company during the year in terms of Section 188 of the Companies Act, 2013, except as disclosed under note 39 which is provided in Notes to Financial Statement for the year ended March 31, 2019.

There are no material related party transactions which are not in ordinary course of business or which are not on arm's length basis and hence there is no information to be provided as required under section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

The policy on dealing with Related party transactions is disclosed on the Company's website under the weblink <https://www.iexindia.com/pdf/Policy%20on%20Materiality%20&%20Dealing%20With%20Related%20Party%20Transactions.pdf>

B. Details of Non Compliance by the Listed Entity, Penalties or strictures imposed on the listed entity by Stock Exchanges, SEBI or any statutory authority, on any matter related to the capital markets during the last three years.

During the year ending March 31, 2019 there were no non-compliance towards any statutory authority.

However in FY 2017-18, your Company had filed a compounding application with the Reserve Bank of India (RBI) related to the contraventions of Section 16(3) of the FEMA to bring down the individual shareholding below the limits prescribed under Regulation 5(1) (i) read with Sr. No. F.9 of Annexure B of Schedule 1 of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("TISPRO Regulations"). In reference to which the RBI imposed compounded amount of ₹ 6.28 lakh vide its compounding order vide order reference number FED.CO.CEFA No./6195/15.20.67/2017-18 dated January 23, 2018.

C. Whistle Blower Policy:

As required under Regulation 22 of SEBI (LODR) Regulations, 2015 & Section 177 (10) of the Companies Act, 2013, your Company has an established Vigil Mechanism/ Whistle Blower Policy to enable Directors and the employees of the Company to report, illegal or unethical practices/behavior, actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics Policy. The said mechanism ensures that the whistle blowers are protected against victimization/any adverse action and/ or discrimination as a result of such a reporting. This Policy, inter-alia, provides a direct access to the Chairman of the Audit Committee. Your Company hereby affirms that no personnel of the Company have been denied access to the Audit Committee and that no complaints were received during the year.

Further in accordance with SEBI (LODR) (Amendment) Regulations, 2018 the policy was amended which was duly approved through Circular resolution passed by Board of Directors dated March 29, 2019.

The Whistle Blower Policy has been disclosed on the Company's website under the weblink <https://www.iexindia.com/pdf/Whistle%20Blower%20Anti%20Fraud%20Policy.pdf>

D. Management Discussion & Analysis:

The Management's Discussion and Analysis is covered in this Annual Report.

6. CEO/CFO Certification:

The certificate signed by the CEO and CFO was placed before the Board of Directors at the meeting held on April 26, 2019. This certificate is attached as **Annexure-XIII** in this Annual Report. Declaration by CEO regarding compliance with the Code of Conduct is attached with this Annual Report.

7. Practicing Company Secretary's certificate on Corporate Governance:

The Practicing Company Secretary's certificate regarding the compliance of conditions of Corporate Governance is attached as **Annexure-XIV** in this Annual Report.

8. Compliance with Regulation 34(3) read with Schedule V of the SEBI (LODR) Regulations, 2015:

Mandatory Requirements:

The Company has complied with all mandatory requirements of corporate governance report as mentioned in sub para (2) to (10) of Schedule V(C) of the SEBI (LODR) Regulations, 2015.

Discretionary Requirements: (Part E of Schedule II)

A. Shareholder Rights: Quarterly financial results including the summary of significant events disseminated to stock exchanges are uploaded on the Company's website and are available to all the shareholders.

B. Modified opinion(s) in audit report - The auditors' report on statutory financial statements of the Company are unqualified.

C. Separate posts of Chairman and CEO

The Company has separate posts of the Chairman and CEO.

D. Reporting of Internal Auditor

The Internal auditor's reports directly to the Audit Committee.

9. Subsidiaries:

The Company does not have any subsidiary.

10. Means of Communication:

The quarterly, half yearly, annual results of the Company are published in the newspapers, viz. Business Standard (all edition) an English daily newspaper with circulation in the whole or substantially the whole of India and in Business Standard (all edition) a Hindi daily newspaper. The financial results, shareholding pattern, press releases, disclosures, investor meet, Annual Reports, Investor presentations are uploaded on the Company's website www.ixindia.com.

The financial results, Investors Presentation and other information are also disseminated to the Stock Exchanges (i.e. BSE Limited and NSE Limited) where the securities of the Company are listed, as required/prescribed under SEBI (LODR) Regulations, 2015.

Significant events, if any, during the financial year, are filed with the Stock exchange and also posted on the Company's website www.ixindia.com from time-to-time. The Company's website gives information on trading, clearing & settlement, circulars issued by the Exchange, market data, Exchange rules, bye-laws, business rules, products, contract specifications of products and membership related information etc.

Go Green Initiative:

As a part of its green initiative, the Company has taken necessary steps to send documents viz. notice of the general meeting, Annual Report, etc. at the registered email addresses of shareholders. Those who have not yet registered their email ids are requested to register the same with the Registrar & Share Transfer Agents/ Depository, to enable the Company to send the documents by the electronic mode. Physical copies shall be sent to all those members whose email addresses are not registered with the Company and to those who have requested the Company that they wish to receive the documents in physical mode.

11. General Shareholder Information:

1.	Annual General Meeting to be held on	Wednesday, September 18, 2019 at 11:00 AM Dr. S R KVS Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi-110010 India
2.	Financial year	April 1, 2018 to March 31, 2019
3.	Book Closure date	September 12, 2019 to September 18, 2019 (both days inclusive)
4.	Dividend payment date	Not Applicable
5.	Name and Address of Stock Exchange(s) at which the Equity Shares are listed	The equity shares of the Company are listed on the following Stock Exchanges: 1. BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 2. National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Note: Annual Listing fees for the FY 2019-20 have been duly paid to the above Stock Exchanges.
6.	Stock Market Code:	BSE Scrip Code: 540750 NSE Symbol: IEX
7.	Registrar & Transfer Agents	KARVY FINTECH PRIVATE LIMITED (Formerly, KCPL Advisory Services Private Limited) Corporate Registry, Karvy Selenium, Tower- B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032, India. Toll Free No : 18003454001 Email: einward.ris@karvy.com Website: www.karisma.karvy.com

8.	Share Transfer system	99.88% of the equity shares of the Company are in electronic form. Transfer of these shares is done through the depositories with no involvement of the Company. Shares sent in physical form are generally registered and returned within a period of 15 days from the date of lodgement, provided the documents are in order in all respects.
9.	Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity	As at March 31, 2019, the Company did not have any outstanding GDRs/ ADRs / Warrants or any convertible instruments.
10.	Commodity price risk or foreign exchange risk and hedging activities	Not Applicable
11.	Exchange operations are located at	Unit no. 3,4,5 & 6, fourth floor TDI Centre, Plot No. 7, Jasola, New Delhi- 110025
12.	Address for Correspondence	Registered & Corporate office: Indian Energy Exchange Limited (IEX) Unit no. 3,4,5 & 6, fourth floor TDI Centre, plot no. 7, Jasola, New Delhi- 110025 Tel: +91-11-4300 400 Fax: +91-11-4300 4015
13.	Depository for equity shares	National Securities Depository Limited (NSDL) Central Depository Services (India) Limited (CDSL)
14.	Demat International Securities Identification Number (ISIN) allotted to the equity shares of the Company under the Depository System	Prior Sub-division: INE022Q01012 Post Sub-division: INE022Q01020
15.	Corporate Identification Number (CIN) of the Company	L74999DL2007PLC277039

Unclaimed dividend:

As per the provisions of Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, dividends which are unpaid/unclaimed for a period of seven years from the date of transfer to unpaid dividend Account shall be transferred to the investor Education and Protection Fund (IEPF) established by the Central Government. Further, the shares in respect of which dividend has not been paid or claimed by the shareholders for consecutive seven years or more shall also be transferred to the Demat account created by the IEPF Authority.

In view of the above, during the year, no amount and shares was due for transfer to IEPF authority.

Shareholders who have not yet encashed/claimed their dividend are requested to encash/claim the same from the Company/RTA of the Company before it is transferred to the IEPF.

Further, list of shareholders in respect of which dividend will remain unclaimed is available at company website www.ixindia.com

Shareholders whose dividend/shares due for transfer in accordance to rules to the IEPF Authority claim the same from the Authority following the Refund Procedure as detailed on the website of IEPF Authority. No claim shall lie in respect thereof with the Company.

Dematerialization of shares and Liquidity:

The shares of the Company are tradable compulsory in dematerialized (electronic) form, and through Karvy Fintech Private Limited (Formerly, KCPL Advisory Services Private Limited), Registrar and Share transfer agent, we have established connectivity with both the depositories viz. NSDL and CDSL. The bifurcation of the category of shares in physical and electronic mode as on March 31, 2019 is given below:

Category	No. of shareholders	% of Shareholders	Total Shares	% of Equity
PHYSICAL	5	0.007	359,510	0.12
DEMAT				
- NSDL	41,467	57.577	293,526,307	96.78
- CDSL	30,548	42.416	9,400,423	3.10
Sub-total	72,015	99.993	302,926,730	99.88
Total:	72,020	100.000	303,286,240	100.00

12. Reconciliation of share capital audit:

As stipulated by SEBI, a qualified company secretary carries out, on quarterly basis, reconciliation of share capital Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital and report thereon is submitted to BSE Ltd. and NSE Ltd., where the Company's shares are listed. Based on the Audit Report, it is certified that the total listed and issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

13. Month wise Stock Market data:

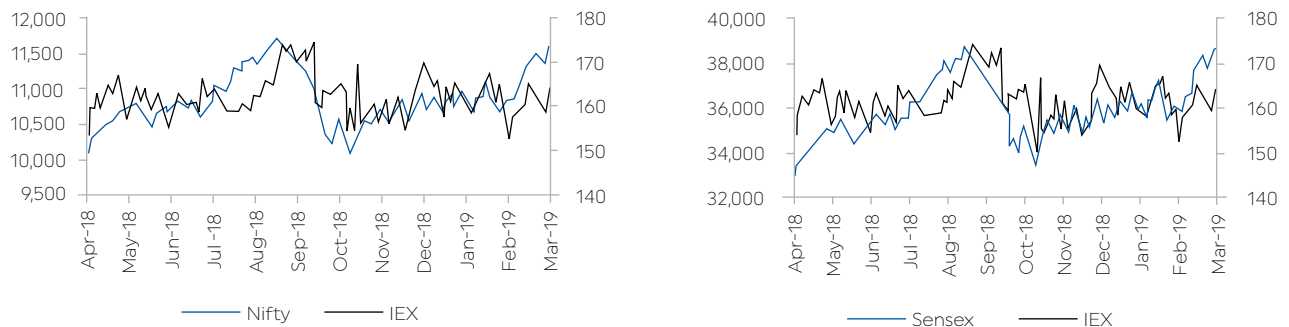
High, low during each month and trading volumes of the Company's Equity shares during the last financial year at NSE & BSE are given below:

Period	NSE			BSE		
	Month's High in ₹	Month's Low in ₹	No. of shares traded during the month	Month's High in ₹	Month's Low in ₹	No. of shares traded during the month
Apr-2018	1,678.65	1,535.00	429,370	1,678.00	1,535.70	131,080.00
May-2018	1,650.00	1,541.00	284,684	1,650.00	1,530.00	23,745.00
Jun-2018	1,695.00	15,493.00	1,542,003	1,679.95	1,471.00	589,269.00
Jul-2018	1,700.00	1,568.00	187,333	1,670.00	1,571.25	40,796.00
Aug-2018	1,766.00	1,569.00	194,228	1,759.30	1,565.85	51,507.00
Sep-2018	1,780.00	1,560.00	547,929	1,771.00	1,572.05	166,756.00
Oct-2018*	175.80	149.00	4,763,344	174.50	146.95	3,165,957.00
Nov-2018	169.50	154.50	2,407,584	178.00	153.00	152,913.00
Dec-2018	171.25	150.50	1,709,132	172.95	153.00	242,943.00
Jan-2019	168.50	156.10	2,623,885	167.90	154.95	1,481,687.00
Feb-2019	169.95	150.00	3,479,484	168.00	150.50	213,014.00
Mar-2019	169.80	154.45	7,737,227	169.35	154.75	428,792.00

*The face value of the equity share of ₹ 10/- each have been sub-divided into ten equity shares of ₹ 1/- each with effect from the record date i.e. October 22, 2018.

14. Share price performance in comparison to broad based indices:

Performance of the Company's closing price of shares vis-à-vis the Nifty and Sensex



The face value of the equity share of ₹ 10/- each have been sub-divided into ten equity shares of ₹ 1/- each with effect from the record date i.e. October 22, 2018. The closing price of Company's share prior to split are adjusted accordingly.

15. Distribution of Shareholding & Shareholding pattern as on March 31, 2019:

Distribution of shareholding:

S. No	Category	No. of holders	% of holders	No. of Shares	% Equity
1	upto 1-5000	71,518	99.30	9,080,430	2.99
2	5001 - 10000	207	0.29	1,481,574	0.49
3	10001 -20000	96	0.13	1,338,353	0.44
4	20001 -30000	34	0.05	848,187	0.28
5	30001 -40000	18	0.02	620,766	0.20
6	40001 -50000	18	0.02	823,492	0.27
7	50001 - 100000	34	0.05	2,514,088	0.83
8	100001 & ABOVE	95	0.13	286,579,350	94.49
	Total:	72,020	100.00	303,286,240	100.00

Shareholding Pattern:

INDIAN ENERGY EXCHANGE LIMITED			
Consolidated Shareholding Pattern As on March 31, 2019			
S. No	Category	Total Shares	% To Equity
1	BODIES CORPORATES	115,267,232	38.01
2	FOREIGN CORPORATE BODIES	67,023,052	22.10
3	FOREIGN PORTFOLIO - CORP	53,395,104	17.61
4	ALTERNATIVE INVESTMENT FUND	20,952,160	6.91
5	MUTUAL FUNDS	18,007,120	5.94
6	RESIDENT INDIVIDUALS	16,916,237	5.58
7	TRUSTS	5,467,919	1.80
8	BENEFICIAL HOLDINGS UNDER MGT-4	2,536,190	0.84
9	EMPLOYEE TRUSTS	1,367,220	0.45
10	CLEARING MEMBERS	940,373	0.31
11	NON RESIDENT INDIANS	589,558	0.19
12	H U F	463,559	0.15
13	NBFC	220,670	0.07
14	NON RESIDENT INDIAN NON REPATRIABLE	135,911	0.04
15	INDIAN FINANCIAL INSTITUTIONS	2,050	0.00
16	BANKS	1,885	0.00
	Total	303,286,240	100.00

ANNEXURE-XII

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
M/s Indian Energy Exchange Limited
Unit No. 3, 4, 5 & 6, Fourth Floor, TDI Centre Plot No. 7,
District Centre, Jasola New Delhi South Delhi -110025

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s Indian Energy Exchange Limited having CIN: L74999DL2007PLC277039 and having registered office at Unit No. 3, 4, 5 & 6, Fourth Floor, TDI Centre Plot No. 7, District Centre, Jasola New Delhi - 110025 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Gautam Dalmia	00009758	20/12/2018
2.	Dinesh Kumar Mehrotra*	00142711	30/03/2015
3.	Renuka Ramnath	00147182	29/03/2012
4.	Gopal Srinivasan	00177699	18/04/2017
5.	Mahendra Singhi	00243835	30/05/2017
6.	Tejpreet Singh Chopra	00317683	05/03/2019
7.	Ajeet Kumar Agarwal	02231613	22/08/2012
8.	Satyanarayan Goel	02294069	21/01/2014
9.	Thomas Chacko Kayyalathu	02446168	21/05/2012

*Mr. Dinesh Kumar Mehrotra has resigned from the post of Chairman and Independent Director of the Company w.e.f. May 22, 2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **MNK and Associates LLP**
Company Secretaries
FRN: L2018DE004900

Sd/-
Mohd. Nazim Khan
Designated Partner
FCS: 6529, CP: 8245

Place: New Delhi
Date: June 30, 2019

CHIEF EXECUTIVE OFFICER & CHIEF FINANCIAL OFFICER CERTIFICATE

(Regulation 33(2) & Regulation 17(8) read with Part B of Schedule-II of SEBI (LODR) Regulations 2015)

To,
The Board of Directors
Indian Energy Exchange Limited
Fourth Floor, TDI Centre
District Centre, Jasola
New Delhi-110 025

We, Satyanaryan Goel, Chief Executive Officer and Vineet Harlalka, Chief Financial Officer of Indian Energy Exchange Limited, certify that: –

1. We have reviewed financial statements and the cash flow statement for the financial year ended March 31, 2019 and that to the best of our knowledge and belief and certify that :
 - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2018-19, which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls and we have evaluated

the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Statutory Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

4. We have indicated to the Statutory Auditors and the Audit Committee :
 - significant changes in internal control over financial reporting during the year;
 - significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - 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 listed entity's internal control system over financial reporting.

Yours Sincerely

Sd/-
Satyanarayan Goel
Managing Director & Chief Executive Officer
Place: New Delhi
Date: April 26, 2019

Sd/-
Vineet Harlalka
Chief Financial Officer & Company Secretary
Place: New Delhi
Date: April 26, 2019

Declaration by Chief Executive Officer under Regulation 34(3) read with Schedule V of SEBI (LODR) Regulations, 2015 in respect of compliance with the Company's Code of Conduct

This is to confirm that the members of Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of Indian Energy Exchange Limited, as applicable to them, for the Financial Year ended March 31, 2019.

Place: New Delhi
Date: April 26, 2019

Sd/-
Satyanarayan Goel
Managing Director & Chief Executive Officer

ANNEXURE-XIV

**CERTIFICATE OF COMPLIANCE
WITH THE CORPORATE GOVERNANCE**

To
The Members of
Indian Energy Exchange Limited
Unit No. 3, 4, 5 & 6, Fourth Floor
TDI Centre Plot No. 7,
District Centre, Jasola,
New Delhi 110025, India

We have examined the compliance of conditions of Corporate Governance by Indian Energy Exchange Limited (the Company), for the year ended March 31, 2019 as stipulated in Regulation 17 to 27 of the SEBI (LODR) Regulations, 2015 (the Regulations) of the Company with stock exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedure and implementation thereof, adopted by the Company for ensuring the compliance of the condition of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with conditions of Corporate Governance as stipulated in the Regulations.

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

For **Suman Kumar & Associates**
Company Secretaries

Sd/-
(CS Suman Kumar)
Prop.
FCS: 6127; CP: 6564

Place: New Delhi
Date: April 26, 2019

Business Responsibility Report

[As per Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Section A: General Information about The Company

S. No	Particulars	Details
1.	Corporate Identification Number (CIN) of the Company:	L74999DL2007PLC277039
2.	Name of the Company:	Indian Energy Exchange Limited
3.	Registered Address :	Unit No. 3, 4, 5 & 6, Fourth Floor, TDI Centre Plot No. 7, District Centre, Jasola, New Delhi-110025 India
4.	Website:	www.ixindia.com
5.	Email Id.:	ixsecretarial@ixindia.com
6.	Financial Year Reported :	2018-19
7.	Sector that the Company is engaged in (industrial Activity code wise):	Company is a Power Exchange, regulated by the Central Electricity Regulatory Commission (CERC), provides an automated platform for trading of electricity and related products. Section K: Financial and Insurance Activities, Division 66: Other Financial Activities, Administration of Financial Markets, NIC Code – 66110
8.	List three key products/ services that the Company manufactures/provides (as in balance sheet) :The Company has only one Business. Business: Power Exchange	The Company is engaged in Business of Power Exchange and provide following services- The Company enables trading and price discovery of electricity and related products with risk management for participants of the electricity market.
9.	Total number of locations where business activity is undertaken by the Company: (a) Number of International Locations (Provide details of major 5) (b) Number of National Locations:	(a) Not Applicable, the Company serves only in India. (b) Two Registered & Corporate Office Unit No. 3, 4, 5 & 6, Fourth Floor, TDI Centre Plot No. 7, District Centre, Jasola, New Delhi-110025 India Mumbai Office- Unit no -904, 905, 906 & 911, 912, 9th Floor, Meadows, Sahar Plaza Complex, J B Nagar, Andheri Kurla Road, Andheri (E), Mumbai 400059
10	Markets served by the Company	
	Local	State National International
	√	√ √ X

Section B: Financial Details of The Company (as per the Financial Statement for the FY 2018-19)

S. No	Particulars	Details
1.	Paid up Capital (₹) :	3,032.86 lakh
2.	Total Turnover (₹) :	29,415.86 lakh
3.	Total profit after taxes (₹) :	16,503.67 lakh
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%) :	2.11%
5.	List of activities in which expenditure in 4 above has been incurred:-	
	(a) Eradicating hunger, poverty and malnourishment	
	(b) Promoting education	
	(c) Employment enhancing vocational skills	
	(d) Promoting Renewable electricity generation	
	(e) Others	

Section C: Other Details

- Does the Company have any Subsidiary Company/Companies : **No**
- Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s): **Not Applicable**
- Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]: **Not Applicable**

Section D: BR Information**1. Details of Director/Directors responsible for BR****a) Details of the Director/Directors responsible for implementation of the BR policy/policies:**

DIN	02294069
Name	Mr. Satyanarayan Goel
Designation	MD & CEO

b) Details of the BR head

No.	Particulars	Details
1.	DIN Number	02294069
2.	Name	Mr. Satyanarayan Goel
3.	Designation	MD & CEO
4.	Telephone Number	011-43004000
5.	E mail ID	sngoel@iexindia.com

2. Principle-wise (as per NVGs) BR Policy/policies

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are as follows:

P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
P3	Businesses should promote the well-being of all employees.
P4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
P5	Businesses should respect and promote human rights.
P6	Businesses should respect, protect and make efforts to restore the environment.
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8	Businesses should support inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their customers and consumers in a responsible

(a) Details of compliance (Reply in Y/N)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy/ policies for...	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4.	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5.	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to be viewed online?	Y	Y	Y	Y	Y	Y	Y	Y	Y
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8.	Does the company have in-house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

- All the policies have been formulated in accordance with guidelines issued by the Ministry of Corporate Affairs and the legal stipulations governing them and/or in consultation with the Management of the Company.
- Policies are formulated ensuring adherence to the applicable laws of the country. Further, IEX Environment Policy also conforms to ISO 14001 and the Standard Operating Procedure conforms to ISO – 9001, ISO- 27001.
- The policy(ies) are approved by the Board of Directors/Committee of the Board of Directors/Senior Management of the Exchange.
- The Board has appointed Mr. S N Goel, MD & CEO, to oversee the implementation of various policy(ies) formulated by the Company.
- These policies are either available on the website of the Company/on the intranet (available to employees).

The web-links of the policies as available on the website of the Company are as follows:

Code of Conduct for Board of Directors and Senior Management Personnel	https://www.iexindia.com/pdf/Code%20of%20Conduct%20For%20Board%20Members%20And%20Senior%20Management%20Personnel.pdf
Rules, Business Rules & Bye laws of the Company	https://www.iexindia.com/rules.aspx?id=Pml6leadWT1%3d&mid=IT8b%2bZM5cBA%3d https://www.iexindia.com/bussinessrules.aspx?id=N6bP2JEr4WM%3d&mid=IT8b%2bZM5cBA%3d https://www.iexindia.com/bylaws.aspx?id=N4gwWT6XjVA%3d&mid=IT8b%2bZM5cBA%3d
Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Prohibition of Insider Trading	https://www.iexindia.com/pdf/Code_for_Prohibition_of_Insider_Trading.pdf
Whistle Blower Anti Fraud Policy	https://www.iexindia.com/pdf/Whistle%20Blower%20Anti%20Fraud%20Policy.pdf
Policy Disclosure of Material Events and Information	https://www.iexindia.com/pdf/Policy%20Disclosure%20of%20Material%20Events%20&%20Information.pdf
Corporate Social Responsibility Policy	https://www.iexindia.com/pdf/Corporate_Social_Responsibility_Policy.pdf
Guidelines for Policy Advocacy	https://www.iexindia.com/pdf/Guidelines_On_Policy_Advocacy.pdf

6. The policies have been uploaded on the website/intranet etc. These policies have also been formally communicated to relevant key stakeholders.
7. Presently the evaluation of the working of policies is generally done through internal mechanism.

3. Governance related to BR

- a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year:

The Board of Directors review the compliance of various policies on a regular basis and consolidated review is done by the Board annually.

- b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

The BRR forms part of Annual Report for the Financial year 2018-19, which can be viewed at the website of the company www.iexindia.com

Section E: Principle-Wise Performance

Principle 1: Ethics, Transparency and Accountability

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs / Others?

Your Company is committed to achieve highest standard of professionalism, transparency, ethics and integrity in its dealing with all its stakeholders.

The Company has well defined policies covering ethics, corruption, bribery etc , which focus on foundation of ethics, policies, processes and practices that ensures high standards of accountability and transparency.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so,

provide details thereof, in about 50 words or so.

Stakeholder Complaints			
Complaints	No. of Complaints received	No. of Complaints resolved	% of Complaints resolved
Shareholders Complaints*	16	16	100%

*All the complaints were related to non-receipt of annual report, corporate actions, notices, dividend queries etc.

Principle 2: Safety and Sustainability of Goods and Services

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

The Company is a Power Exchange and provide trading platform for trading of Electricity and related products. The Exchange offers participants to trade in Electricity, Renewable Energy Certificates (RECs) and ESCerts (Energy Saving Certificates) and enables efficient price discovery. The platform increases the accessibility and transparency of the power market in India and enhances the speed and efficiency of trade execution. Transparency, Liquidity, Efficiency and Competition are the four hallmarks of IEX.

a) Electricity Market (EM)

The Electricity market involves physical delivery of electricity through day-ahead market and term ahead market including Intra Day, Day-Ahead Contingency, Daily and Weekly Contracts. The Market operates on 24X7 basis throughout 365 days of the year. The day ahead market (or DAM) offers great degree of flexibility to both distribution utilities as well as Open Access Consumers. The market offers participants to trade in standardized and structured contracts; choice to trade in 96 contracts of 15-minute time block in 24-hour period; double-sided anonymous auction bidding process; robust, scalable and user friendly trading technology with compatible software to handle complex bid structures; transmission Congestion management and risk management and delivery of electricity for the next day. The Electricity Market operated by IEX offers unique value proposition to our participants i.e. ensuring competitive price discovery, transparency and giving flexibility to our buyers, especially the Distribution utilities and industrial consumers, to purchase varying quantum during different times during the day thereby assisting them in managing their demand and supply in the most efficient way. The market also facilitates merit order operation of the generating units thereby promoting efficient use of the fuel.

b) Renewable Energy Certificates (RECs)

The exchange provided an opportunity to trade renewable energy certificates (1 MW-hour of power produced from a renewable energy source).

RECs addressed a growing customer need for transacting a renewable energy. These market-based instruments are classified into solar RECs and non-solar RECs, represented the environmental attributes of electricity generated from renewable resources. They enabled the sale of environmental attributes, separately from the electricity generated from renewable resources, in accordance with the regulations issued by the CERC.

These certificates are issued to eligible entities for generation of electricity based on solar and non solar renewable energy sources.

This contract made it possible for members to buy renewable energy through certificates if they had not been able to meet their renewable energy consumption proportion, preferring to buy from a generator who was marketing the surplus generated beyond a committed quantum, RECs sought to address the mismatch between the availability of renewable energy and the requirement of entities that a proportion of their

annual electricity consumption be met from renewable resources. REC enhanced convenience and made it possible for people to turn 'green' through the click of a button, circumventing power scheduling issues.

The exchange provides an opportunity to trade renewable energy certificates (1 MW-hour of power produced from a renewable energy source). States or utilities unable to fulfil their renewable energy purchase obligations can buy these certificates to plug the shortfall in renewable power in their total energy mix.

The Market provides a competitive platform to obligated entities like distribution utilities, open access, captive consumers to meet their Renewable Power Purchase Obligation (RPO) by purchasing green attributes in the form of RE certificates. Further, the market has greatly facilitated the development of renewable energy capacity in the country.

c) Energy Saving Certificates (ESCs)

The exchange launched Energy Saving Certificates for trading in September 2017. This market-based instrument was created under the Perform Achieve Trade (PAT) scheme of the Bureau of Energy Efficiency (BEE) under Ministry of Power, Government of India. Under the PAT scheme, consumers in energy-intensive industries and sectors were identified and were required to reduce their specific energy consumption for every compliance period in accordance with specified targets. Consumers doing better than their targets are issued ESCerts (tradable on the Exchange) and consumers unable to meet their targets are required to buy ESCerts. ESCerts are only permitted to be traded through power exchanges. This model has incentivized carbon footprint reduction in India.

In the ESCerts Market segment, the Member transacting on behalf of others can have Designated Consumer willing to trade ESCerts as Client. Such Client will be known as DC Client. ESCert Market operates in accordance with the procedures issued by Central Agency/Commission for trading of ESCerts. This market segment will typically cover Energy Savings certificates, distinguished by their vintage as issued by the concerned authority and will have validity for specific cycle. All terms and conditions of the contracts including trading sessions, matching rules, margin requirement and delivery procedure are as per the rules and procedures mentioned in our Business Rules. Currently the trading is stopped in ESCerts since PAT Cycle 1 has already culminated.

Trading in ESCERTs greatly improved energy efficiency focus in the Indian Industry. IEX became the first and only Power Exchange to commence trading in ESCerts on 26 September 2017 and traded a total of 12,98,904 ESCerts under PAT Cycle 1 commenced on 26 September 2017 and continued until 16 January 2018.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?

Not Applicable

b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Not Applicable

However,

I. Exchange has clearly defined the types of contracts under different market segments of Day Ahead Market (DAM), Term Ahead Market Segment (TAM), Renewable Energy Certificate (REC) and Energy Saving Certificates (ESCerts) in its Business Rules which has been approved by the Regulator and also in exchange circulars. IEX has created a market place for its products with sustained product lifecycle.

II. IEX as a platform for optimising sourcing of power has helped its customers in optimising & efficient utilisation of power resources.

III. In creating a market, IEX has helped transfer power from an area of surplus to an area of deficit. The exchange of power addresses natural resource security. IEX has created a possibility that henceforth deficits may not need to result in outages and could be addressed with timely purchases that would also enhance national interest.

IV. IEX helps its customer to address their needs and thereby indirectly helping strengthen the sustainability of the products traded on the exchange platform. Which help in utilising whatever has been generated and need not be wasted (as electricity could not be stored) but transacted, this would ensure that finite resources that had gone into the generation would be completely used, the basis of any responsible society.

3. Does the company have procedures in place for sustainable sourcing (including transportation)?

Not Applicable, as Exchange is providing a trading platform that facilitates online trading of power and environmental & efficiency attributes. As such, it is providing service and not physical products.

a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so - **Not Applicable**

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

Not Applicable

a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Not Applicable

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of

products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

Not Applicable as the Company provides online platform for its members to trade there are no direct waste generated by the Company except computers, servers etc and the e waste generated due to old computers and equipment are recycled by certified e waste vendors.

Principle 3 : Well Being of All Employees :

1. Please indicate the Total number of employees.

As at March 31, 2019 – 126 (including Trainees & Probationary employees)

2. Please indicate the Total number of employees hired on temporary/contractual/casual basis.

As at March 31, 2019 – 12 (Twelve)

3. Please indicate the Number of permanent women employees.

As at March 31, 2019 – 22 (Twenty Two)

4. Please indicate the Number of permanent employees with disabilities

As at March 31, 2019 - 1 (One)

5. Do you have an employee association that is recognized by management.

No

6. What percentage of your permanent employees is members of this recognized employee association?

Not Applicable

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour/ forced labour/ involuntary labour	Nil	Nil
2	Sexual harassment	Nil	Nil
3	Discriminatory employment	Nil	Nil

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

- a. Permanent Employees : 67.4%
- b. Permanent Women Employees : 81.1%
- c. Casual/Temporary/Contractual Employees : 50%
- d. Employees with Disabilities : 100%

Principle 4 : Protection Of Stakeholders' Interest:

1. Has the company mapped its internal and external stakeholders? Yes/No

Yes, the exchange regularly interact with its stakeholders and has mapped its key stakeholders i.e. Members, employees, market participants that include electricity generators, electricity distribution companies and large electricity consumers, shareholders and investors, electricity regulatory authorities, suppliers and vendors etc.

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?

Yes

3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

The Company acknowledges and believes that it has a strong role to play in giving back to the communities and stakeholders it works with. Guided by the Corporate Social Responsibility Policy, the Company reaches out to stakeholders who are socially disadvantaged, vulnerable and marginalised. The Company takes particular attention in ensuring that the initiatives are designed to provide adequate help and relief to the stakeholders.

Principle 5 : Respecting and Promoting Human Rights

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

Yes, the exchange adheres to all the defined human right laws and guidelines and respects the human rights of all its members/clients, employees etc. and upholding the dignity of the individual.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

Stakeholder Complaints			
Complaints	No. of Complaints received	No. of Complaints resolved	% of Complaints resolved
Nil	Nil	Nil	Nil

Principle 6 : Respecting and Protecting the Environment

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.

The policy covers all the stakeholders.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.

Not Applicable

3. Does the company identify and assess potential environmental risks? Y/N

Yes.

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

No.

5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

Promoting of Renewable Energy Certificates (RECs).

Disposal of E-waste of the Company IT assets in an environment friendly manner through government certified agency.

Digitization: IEX promotes digitization initiatives, these initiatives help to save paper.

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Not Applicable

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

Not Applicable

Principle 7: Public and Regulatory Policy

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

Yes, the Exchange is member of the following trade and chambers or associations:

- a) APEX (Association of Power Exchanges- an association of power exchanges worldwide)
- b) FICCI
- c) CII
- d) ASSOCHAM
- e) PHD Chambers of Commerce
- f) Bangalore Chamber of Industrial Commerce

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

Yes, the Exchange has advocated/lobbied through above mentioned associations for the policy advocacy related reforms in the Power Market.

Principle 8: Inclusive Growth And Equitable Development

1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

Yes, as any responsible corporate citizen, the Exchange contributes to the society beyond its core business. The CSR initiatives undertaken by the Exchange over the last four years have impacted thousands of lives – children, youth, women and elderly, in a socially meaningful and beneficial ways. The CSR Policy of the Exchange aims to address social issues in the ambit of environmental sustainability; economic empowerment; social development; restoration, protection, conservation and promotion of national heritage, art and culture; and support to national relief and rehabilitation measures etc.

In fiscal year 2018-19, the Exchange implemented several CSR interventions with support from the credible NGO partners who are duly recognized by the Government of India. The implemented programmes were in areas of education, nutrition, better learning, energy access through decentralised renewable energy applications, healthcare, livelihood, skill development, women empowerment etc. spanning across 9 States of the country including Haryana, Uttar Pradesh, Delhi-NCR, Bihar, Chhattisgarh, Tamil Nadu, Karnataka, Maharashtra and Odisha covering 16 Districts and impacting lives of about 14,000 direct beneficiaries.

Empowerment through education, and learning remained mainstay of the CSR interventions in fiscal year 2018-19. CSR activities of your Company supported provision of nutritious mid-day meals for children in 7,000 Primary Government School Children in Mathura, Uttar Pradesh in collaboration with Akshaya Patra Foundation; continued support to program for holistic development of 35 young school children in Shishuvihar Madhyamik Shala in Dadar, Mumbai with Each One Teach One; continued support to 57 specially abled children in Akruti School, Bangalore by skilling them in meeting their daily needs in partnership with Association for the Mentally Challenged; provided basic and functional education amongst tribal children with establishment of 100 Ekal Vidyalas in Odisha with Friends of Tribal Society. The Exchange supported Isha Vidhya for construction of 5 class-rooms and a sanitation block in a new Isha Rural School being built in Karur, Tamil Nadu as well as supported construction of 2 classrooms and associated corridors in SSBTS Charitable School in Faridabad, Haryana which imparts education and vocational skills to under-privileged children of Faridabad, Haryana at free of cost. To promote skill development and empowering urban youth, the Exchange supported a program for skilling of 280 urban under-privileged youth in NCR Region in partnership with SMILE Foundation. To promote access to basic healthcare for elderly and communities, the Exchange supported Mobile Healthcare Unit (MHU) in 25 villages of Muzaffarpur in Bihar and 32 villages in Satna, Madhya Pradesh in partnership with Helpage India.

Towards supporting a drought free Maharashtra, the Exchange supported Bharatiya Jain Sanghatana (BJS) in building draught free Buldhana District, Maharashtra

Besides the above-mentioned interventions, the Exchange has also been supporting the Indian Institute of Technology at Kanpur (IIT-Kanpur) to establish an Energy Analytical Lab (EAL) based on the five year MOU signed between your Company and IIT-Kanpur. The EAL Portal <https://eal.iitk.ac.in/> operational since September'18 and provides meaningful data analytics through visualisation tools such as System dashboard, Power Market dashboard, as well as various power market chronicles.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?

The in-house team of the Exchange undertakes CSR projects through external NGOs and further supported by a CSR consulting firm who provides assistance in project identification, design, formulation, implementation, monitoring and evaluation. The external NGOs identified for partnerships are credible grass roots-level organisations, selected for partnership only after a through due diligence process involving credibility assessment, resources and project delivering capabilities. IEX and the CSR Partner enter into a well-defined MOU that clearly underlines the project budget, objectives, deliverables, timelines, monitoring parameters with well identified resources and responsibilities.

3. Have you done any impact assessment of your initiative?

The CSR projects undertaken by the Company are rigorously reviewed, monitored and assessed by the exchange, through its own team together with a professional CSR consulting firm, who has deployed technology platform to ensure that all the programs are implemented in accordance with assigned deliverables in the MOU. The technology platform provides updates on automated basis at regular intervals (weekly, monthly, quarterly etc.) about the progress of each operational project.

4. What is your company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken?

Manner in which the CSR amount was spent during financial year ending March 31, 2019-

S. No	CSR Project or activity identified	Cumulative expenditure up to the reporting period (in ₹ lakh)
1	Skill development for unemployed and under-privileged urban youth - through Smile Foundation	23.55

S. No	CSR Project or activity identified	Cumulative expenditure up to the reporting period (in ₹ lakh)
2	Provision of healthcare services to elderly disabled and under-privileged community - through Helpage India at Bihar, Muzaffarpur district	19.44
3	Provision of healthcare services to elderly disabled and under-privileged community - through Helpage India at Madhya Pradesh, Satna district	28.99
4	Infrastructural support to Sai Dham's School at Faridabad - through Shirdi Sai Baba Temple Society	21.00
5	Provisions of mid-day meals to government school children - through The Akshaya Patra Foundation at Uttar Pradesh, Mathura district	80.00
6	Sujalam Sufalam – Buldhana (Implementing watershed management) - through Bhartiya Jain Sanghatana	48.55
7	Holistic development of urban under-privileged children (Std. 10th) - through Each One Teach One Charitable Foundation	5.44
8	Establishing Ekal Vidyalayas in Odisha - through Friends of Tribal Society	10.00
9	Development of life skills for mentally challenged students – through the Association of the Mentally Challenged, Bangalore, Karnataka	5.93
10	Infrastructural support to Isha's rural school in Karur District, TN - through Isha Vidhya Foundation, Tamil Nadu	31.05
11	Establishing Energy Analytics Lab - through Indian Institute of Technology, Kanpur	44.50
12	Prime Minister National Relief Fund	5.00
	Total	323.45

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

The various CSR initiatives undertaken by the Exchange have indeed been successfully adopted by the community. For instance, of the 280 urban youth in NCR several are successfully employed in commercial malls and retail establishments; the mobile healthcare unit in Bihar and Madhya Pradesh have been providing timely and regular healthcare needs of elderly and community at large across 25 villages in Bihar and 32 Villages in Madhya Pradesh. the mid-day meals program for 7,000 primary Government School Children in Mathura, Uttar Pradesh for over last three years has successfully increased school enrolment as well as attendance and better learning in the schools; the establishment of 100 Ekal Vidyalaya in remote rural & tribal villages of Odisha in co-operation of Gram Samiti and imparted basic education, reading, writing, arithmetic and awareness on hygiene, cleanliness, local sports, rights, moral values etc. benefitted 2252 tribal children, support to Shirdi Sai Baba Temple Society for construction of 2 classrooms in their School for urban poor children in Faridabad, Haryana helped the school to provide free of cost education and mid-day meals to needy children, Similarly, financial support to Isha Vidhya Foundation for construction of a new rural School in Sengal Village, Karur district, Tamil Nadu will help to provide free of cost education to hundreds of rural children in the village

Principle 9: Engaging and Enriching Customer Value:

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.

Nil

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks(additional information)

Not Applicable

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

No

4. Did your company carry out any consumer survey/ consumer satisfaction trends?

Yes we interact with our clients on regular basis across multiple platforms and periodically do customer survey.

Independent Auditor's Report

To
The Members of
Indian Energy Exchange Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Indian Energy Exchange Limited ("the Company"), which comprise the balance sheet as at 31 March 2019, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended and notes to the financial statements, including summary of the significant accounting policies and other explanatory information (hereinafter referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (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 March 2019, profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

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

Key Audit Matters

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

Key audit matter	How the matter was addressed in our audit
<p>Investments</p> <p>The investment portfolio at the year-end principally comprises investments in mutual funds, bonds and market linked debentures amounting to ₹ 47,465.39 lakh.</p> <p>This is the most quantitatively significant amount on the balance sheet and also one of the significant drivers of Company's net asset value. As a result of the quantitative significance, there is a risk that the impact of any investments within the portfolio that are not actively traded or where the prices quoted are not reflective of fair value or purchases and disposals of investments are not accounted for properly may result in a material misstatement.</p> <p>Refer to Note 3.4.1 for the accounting policy on investments. Details of investments are disclosed in Note 5 and Note 11 to the financial statements</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Assessing the design and implementation of key internal financial controls over purchase and sale of investments including the Company's process of initial and subsequent recognition of investments at year-end. Carried out the test of operating effectiveness of above mentioned controls. Agreeing the year-end prices used in the valuation of investments to the net asset value published/ obtained by/ from independent third parties. Tested computations made by management to arrive at gain/ loss on sale of investments and to arrive at fair value gain/ loss on year-end investments. Reviewing the minutes of investment committees for approvals and decision on purchase/ sale of investments. Agreeing the holding for investments to an independent confirmation received.

Key audit matter	How the matter was addressed in our audit
<p>Revenue recognition</p> <p>The Company being an electricity exchange is regulated by the Central Electricity Regulatory Commission (CERC). The CERC has issued regulations, which governs the working of the exchange and exchange activities are being regularly monitored by the CERC. Accordingly, the revenue earned on electricity traded is governed by number of controls/ rules imposed by CERC. The Company is subject to significant regulatory oversight.</p> <p>The majority of revenue is derived from a number of customers who settle within the agreed terms and under the CERC laid framework and the related Company's bye-laws.</p> <p>As such, revenue recognition require significant time and resource to audit due to its magnitude.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Assessing the design and implementation of key internal financial controls over recognition of revenue. Carried out the test of operating effectiveness of above mentioned controls. Tested the revenue recognized to amounts invoiced to customers and the subsequent receipt of payment from those customers. Compared the price charged for volume traded on exchange with terms agreed with members. Compared the majority of the volume traded on exchange with independent data available with CERC. Tested the daily summary of volumes traded and pay-in and pay-outs balances with customers with the balances accounted for in the accounting systems, including revenue recognized. Tested compliance with CERC regulations and Company's bye-laws affecting revenue recognition, including reading of minutes of meetings of risk management committee and market surveillance committee to assess any potential non-compliance, if any and evaluate customer disputes, if any. Tested settlement (receipts and payments from/ to customers) of year-end balances arising out of trades done before the year-end.

Other information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

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

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

Management's Responsibility for the Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for

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

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

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

Auditor's Responsibility for the Audit of Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate

internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent available.

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of the cash flow dealt with by this report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements:- Refer note 32 to the financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
- iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to financial year ended 31 March 2019.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16), in our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **B S R & Associates LLP**

Chartered Accountants

Firm's Registration No.: 116231W/ W-100024

Sd/-

Manish Gupta

Partner

Membership No.: 095037

Place: Gurugram

Date: 26 April 2019

Annexure A referred to in our Independent Auditor's report to the members of Indian Energy Exchange Limited on the financial statements for the year ended 31 March 2019

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified at least once every year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its fixed assets. As informed to us, the discrepancies noticed on such verification were not material.
- (c) According to the information and explanations given to us, the Company does not hold any immovable property in its name. Accordingly, para 3(i)(c) of the Order is not applicable to the Company.
- (ii) The Company is a service company and is a registered national level power exchange. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable.
- (iii) According to the information and explanations given to us, 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. Thus, paragraph 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanation given to us, investments made by the Company does not attract provisions of section 185 and 186 of the Act, hence, paragraph 3(iv) of the Order is not applicable to the Company.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits as mentioned in the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, para 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the service rendered by the Company. Accordingly, para 3(vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Income-tax, Goods and Service tax, Cess and other material statutory dues have been generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the provisions of Employees' State Insurance and Duty of customs are not applicable to the Company.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income-tax, Goods and Service tax, Cess and other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no amounts in respect of dues of Income tax, Goods and Service tax and Cess which have not been deposited with the appropriate authorities on account of any dispute. As explained to us, the provisions Duty of customs are not applicable to the Company.
- (viii) The Company did not defaulted in repayment of borrowings (overdraft) or loans to banks during the year. The Company did not have any outstanding dues to financial institution, Government and debenture holders during the year.
- (ix) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instrument) and term loans during the year.
- (x) According to the information and explanation provided to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanation given to us and based on our examination of the records

of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, para 3(xiv) of the Order is not applicable to the Company.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) According to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

Place: Gurugram
Date: 26 April 2019

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No.: 116231W/ W-100024

Sd/-
Manish Gupta
Partner
Membership No.: 095037

Annexure B to the Independent Auditors' report on the financial statements of Indian Energy Exchange Limited for the period ended 31 March 2019

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph [1(A)(f)] under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Indian Energy Exchange Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to financial statements 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 (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether

adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements include 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 with Reference to Financial Statements

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

For **B S R & Associates LLP**

Chartered Accountants

Firm's Registration No: 116231W/ W-100024

Sd/-

Manish Gupta

Partner

Membership No: 095037

Place: Gurugram

Date: 26 April 2019

Balance Sheet

as at 31 March, 2019

(All amounts in Rupees lakh, except share data and unless otherwise stated)

Particulars	Note No.	As at 31 March, 2019	As at 31 March, 2018
ASSETS			
Non-current assets			
Property, plant and equipment	4 a	716.42	722.92
Capital work-in progress	4 a	35.00	28.77
Other intangible assets	4 b	10,420.90	11,176.01
Intangible assets under development	4 b	89.90	24.27
Financial Assets			
Investments	5	20,221.87	7,755.55
Loans	6	170.88	138.00
Non-current tax assets (net)	9	98.84	101.74
Other non-current assets	10	63.81	126.89
Total non-current assets		31,817.62	20,074.15
Current assets			
Financial assets			
Investments	11	27,243.52	19,091.16
Trade receivables	12	4,588.65	21.59
Cash and cash equivalent	13	5,081.51	5,310.31
Bank balances other than cash and cash equivalent	13A	1,680.02	6,126.07
Loans	6	3.24	2.94
Other financial assets- Other recoverable	7	13.12	6,700.99
Other current assets	10	128.53	99.29
Total current assets		38,738.59	37,352.35
TOTAL ASSETS		70,556.21	57,426.50
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	3,019.19	3,016.00
Instruments entirely equity in nature	15	-	-
Other equity	16	34,007.71	25,356.39
Total equity		37,026.90	28,372.39
Liabilities			
Non-current liabilities			
Financial liabilities			
Other financial liabilities	17	171.60	128.28
Provisions	18	365.23	262.80
Deferred tax liabilities (net)	8	2,441.28	1,467.51
Other non-current liabilities	19	16.90	14.29
Total non-current liabilities		2,995.01	1,872.88
Current liabilities			
Financial liabilities			
Trade payables	20	13,382.63	8,462.98
Other financial liabilities	17	15,355.67	16,559.70
Current tax liabilities (net)	9	272.63	522.90
Provisions	18	35.74	16.95
Other current liabilities	19	1,487.63	1,618.70
Total current liabilities		30,534.30	27,181.23
TOTAL EQUITY AND LIABILITIES		70,556.21	57,426.50
Significant accounting policies	3		

The accompanying notes referred to form an integral part of these Ind AS financial statements

As per our report of even date attached

For **B S R & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 116231W /W-100024

Sd/-

Manish Gupta

Partner

Membership No.: 095037

For and on behalf of the Board of Directors of

Indian Energy Exchange Limited

Sd/-

D. K. Mehrotra

Chairman

DIN-00142711

Sd/-

S. N. Goel

Managing Director & CEO

DIN-02294069

Sd/-

Vineet Harlalka

Chief Financial Officer, Compliance Officer
& Company Secretary

Place : Gurugram
Date : 26 April 2019

Place : New Delhi
Date : 26 April 2019

Statement of Profit and Loss

for the year ended 31 March, 2019
(All amounts in Rupees lakh, except share data and unless otherwise stated)

Particulars	Note No.	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Revenue			
Revenue from operations	21	25,407.68	23,044.80
Other income	22	4,008.18	2,562.34
Total revenue		29,415.86	25,607.14
Expenses			
Employee benefits	23	2,483.19	2,407.69
Finance costs	24	73.42	22.66
Depreciation and amortisation	25	1,042.41	1,027.34
Other expenses	26	2,642.34	2,149.94
Total expenses		6,241.36	5,607.63
Profit before tax		23,174.50	19,999.51
Tax expense	27		
Current tax		5,727.69	5,396.00
Current tax for earlier periods		(36.50)	(123.77)
Deferred tax charge		979.64	1,558.76
Total income tax expense		6,670.83	6,830.99
Profit for the year (A)		16,503.67	13,168.52
Other comprehensive income			
Items that will not be reclassified to profit or loss (net of tax)			
- Re-measurement gain/ (loss) on defined benefit obligations		(20.14)	19.17
- Income tax relating to above		5.87	(6.63)
Other comprehensive income for the year, net of income tax (B)		(14.27)	12.54
Total comprehensive income for the year (A+B)		16,489.40	13,181.06
Earnings per equity share [face value ₹ 1 per share] (refer to note 14 (a))	28		
Basic (₹)		5.47	4.46
Diluted (₹)		5.46	4.41
Significant accounting policies	3		

The accompanying notes referred to form an integral part of these Ind AS financial statements

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 116231W /W-100024

Sd/-
Manish Gupta
Partner
Membership No.: 095037

For and on behalf of the Board of Directors of
Indian Energy Exchange Limited

Sd/-
D. K. Mehrotra
Chairman
DIN-00142711

Sd/-
S. N. Goel
Managing Director & CEO
DIN-02294069

Sd/-
Vineet Harlalka
Chief Financial Officer, Compliance Officer
& Company Secretary

Place : Gurugram
Date : 26 April 2019

Place : New Delhi
Date : 26 April 2019

Cash Flow Statement

as at 31 March, 2019

(All amounts in Rupees lakh, except share data and unless otherwise stated)

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
A. Cash flows from operating activities		
Profit before tax	23,174.50	19,999.51
Adjustments for:		
Depreciation and amortisation	1,042.41	1,027.34
Interest expense on financial liabilities (settlement guarantee fund) measured at amortised cost	18.87	18.15
Interest expenses on overdraft and others	3.70	4.51
Amortisation of deferred rent on security deposit	16.24	14.30
Property, plant and equipment written off	7.14	0.42
Employee stock option scheme expense	25.10	9.16
Interest income from bank deposits	(268.34)	(470.23)
Interest income from financial assets at amortised cost	(14.99)	(12.54)
Amortisation of deferred Settlement Guarantee fund	(19.64)	(17.68)
Dividend Income	-	(2.88)
Mark-to- market gain on investments	(1,933.09)	(453.30)
Net gain on sale of investments	(1,693.80)	(1,482.08)
Other interest income	(29.58)	(85.38)
Operating profit before working capital changes	20,328.52	18,549.30
Adjustments for:		
(Increase)/ decrease in trade receivables	(4,567.06)	(0.73)
(Increase)/ decrease in loans, other financial assets, and other assets	250.41	(149.63)
Increase / (decrease) in trade payables, other financial liabilities, provisions and other liabilities	3,773.62	(99.25)
Cash generated from operating activities	19,785.49	18,299.69
Income tax paid	(5,958.57)	(5,184.18)
Net cash generated from operating activities	13,826.92	13,115.51
B. Cash flows from investing activities		
Purchase of Property, plant and equipment and other intangible assets (net of sales proceeds)	(359.76)	(12,041.91)
Redemption of bank deposits including unpaid dividend (net)	4,116.15	1,271.54
Proceeds from redemption/ (purchase) of investments (net)	(10,732.77)	7,053.13
Interest received on bank deposits	598.24	336.36
Interest income from investments	166.11	35.55
Dividend income from investments	-	2.88
Net cash flow (used in) investing activities	(6,212.03)	(3,342.45)

Cash Flow Statement (Contd..)

as at 31 March, 2019

(All amounts in Rupees lakh, except share data and unless otherwise stated)

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
C. Cash flows from financing activities		
Interest paid	(3.70)	(4.51)
Proceeds from profit earned by ESOP trust on exercise of stock option by the employees	168.63	84.00
Proceeds from issue of shares on exercise of stock option	3.19	3.25
Dividend paid (net of dividend received by ESOP trust)	(6,640.30)	(10,548.56)
Corporate dividend tax paid	(1,371.51)	(2,160.97)
Net cash used in financing activities	(7,843.69)	(12,626.79)
D. Net (decrease) in cash and cash equivalents during the year (A+B+C)	(228.80)	(2,853.73)
E. Cash and cash equivalents at the beginning of the year	5,310.31	8,164.04
F. Cash and cash equivalents as at the end of the year (D+E)	5,081.51	5,310.31

Notes:

(i) Cash and cash equivalents consists of the following

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Cash and cash equivalents as at the end of the year		
Balance with banks		
In current accounts	3,336.07	870.24
In settlement accounts	1,745.44	4,440.07
	5,081.51	5,310.31

(ii) As per section 135 of the Companies Act, 2013, a Corporate Social Responsibility ("CSR") committee has been constituted by the Company and during the period an amount of ₹ 348.53 (31 March 2018: ₹ 304.76) has been spent by the Company on CSR activities.

(iii) The Cash Flow Statement has been prepared in accordance with 'Indirect method' as set out in Ind AS - 7 on 'Statement of Cash Flows', as notified under Section 133 of the Companies Act 2013, read with the relevant rules thereunder.

The accompanying notes referred to form an integral part of these Ind AS financial statements

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 116231W /W-100024

Sd/-
Manish Gupta
Partner
Membership No.: 095037

For and on behalf of the Board of Directors of
Indian Energy Exchange Limited

Sd/-
D. K. Mehrotra
Chairman
DIN-00142711

Sd/-
S. N. Goel
Managing Director & CEO
DIN-02294069

Sd/-
Vineet Harlalka
Chief Financial Officer, Compliance Officer
& Company Secretary

Place : Gurugram
Date : 26 April 2019

Place : New Delhi
Date : 26 April 2019

Statement of Changes in Equity

for the year ended 31 March 2019

(All amounts in Rupees lakh, except share data and unless otherwise stated)

(A) Equity share capital

Particulars	Note No.	Number of shares	Amount
Opening as at 01 April 2017		28,611,061	2,861.11
Add: Conversion of CCPS into equity shares	14 (g)	1,516,431	151.64
Add: Option exercised during 2017-18		32,500	3.25
Balance as at 31 March 2018		30,159,992	3,016.00
Add: Increase due to sub-division of equity shares	14 (a)	271,439,928	-
Add: Option exercised during the year	14 (i)	319,100	3.19
Balance as at 31 March 2019		301,919,020	3,019.19

(B) Instrument entirely equity in nature

Compulsory Convertible Preference Shares (CCPS)

Particulars	Note No.	Number of shares	Amount
Opening as at 01 April 2017		1,516,431	151.64
Converted into equity share capital	14 (g)	(1,516,431)	(151.64)
Balance as at 31 March 2018		-	-

(C) Other equity

Particulars	Note No.	Securities premium	General reserve	Retained earnings	Employee stock options outstanding account	ESOP Trust reserve [#]	Other comprehensive income ^{**}	Total
Opening as at 01 April 2017		3,196.94	3,018.72	18,305.70	10.46	278.22	(1.34)	24,808.70
Profit for the year		-	-	13,168.52	-	-	-	13,168.52
Other comprehensive income (net of tax) ^{**}	16 (e)	-	-	-	-	-	12.54	12.54
Total comprehensive income for the year		-	-	13,168.52	-	-	12.54	13,181.06
Transactions with owners in their capacity as owners:								
Employee stock options expense	16 (c)	-	-	-	9.16	-	-	9.16
Profit/ Loss on issue of shares to employees (net of tax of ₹ 17) [#]	16 (f)	-	-	-	-	67.00	-	67.00
Final dividend paid on equity shares/ transfer of dividend on shares held by ESOP trust [#]	16 (g)	-	-	(10,190.42)	-	66.46	-	(10,123.96)
Dividend distribution tax on dividend on equity shares	16 (d)	-	-	(2,074.53)	-	-	-	(2,074.53)
Final dividend paid on CCPS	16 (g)	-	-	(424.60)	-	-	-	(424.60)
Dividend distribution tax on dividend on CCPS	16 (d)	-	-	(86.44)	-	-	-	(86.44)
Transfer to ESOP trust reserve [#]	16 (f)	-	-	(11.21)	-	11.21	-	-
Balance as at 31 March 2018		3,196.94	3,018.72	18,687.02	19.62	422.89	11.20	25,356.39

Statement of Changes in Equity

(All amounts in Rupees lakh, except share data and unless otherwise stated)

for the year ended 31 March 2019

(C) Other equity (Contd..)

Particulars	Note No.	Securities premium	General reserve	Retained earnings	Employee stock options outstanding account	ESOP Trust reserve [#]	Other comprehensive income ^{**}	Total
Profit for the year		-	-	16,503.67	-	-	-	16,503.67
Other comprehensive income (net of tax)**	16 (e)	-	-	-	-	-	(14.27)	(14.27)
Total comprehensive income for the year		-	-	16,503.67	-	-	(14.27)	16,489.40
Transactions with owners in their capacity as owners:								
Employee stock options expense	16 (c)	-	-	-	25.10	-	-	25.10
Profit/ Loss on issue of shares to employees (net of tax of ₹ 20) [#]	16 (f)	-	-	-	-	148.64	-	148.64
Final dividend paid on equity shares/ transfer of dividend on shares held by ESOP trust [#]	16 (g)	-	-	(6,672.30)	-	34.99	-	(6,637.30)
Tax on dividend income on equity shares held by ESOP trust	16 (f)	-	-	-	-	(3.00)	-	(3.00)
Dividend distribution tax on dividend on equity shares	16 (d)	-	-	(1,371.51)	-	-	-	(1,371.51)
Transfer to ESOP trust reserve [#]	16 (f)	-	-	(29.50)	-	29.50	-	-
Balance as at 31 March 2019		3,196.94	3,018.72	27,117.38	44.72	633.02	(3.07)	34,007.71

**Other comprehensive income represents remeasurement of defined benefit plans (net of tax).

[#]ESOP trust reserve represents the surplus arising in the books of ESOP trust from profit on the issue of shares to employees, dividend earned by the trust and other income/expenses included in the statement of profit and loss.

The accompanying notes referred to form an integral part of these Ind AS financial statements

As per our report of even date attached

For **B S R & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 116231W /W-100024

Sd/-

Manish Gupta

Partner

Membership No.: 095037

For and on behalf of the Board of Directors of

Indian Energy Exchange Limited

Sd/-

D. K. Mehrotra

Chairman

DIN-00142711

Sd/-

S. N. Goel

Managing Director & CEO

DIN-02294069

Sd/-

Vineet Harlalka

Chief Financial Officer, Compliance Officer
& Company Secretary

Place : Gurugram

Date : 26 April 2019

Place : New Delhi

Date : 26 April 2019

Notes to the Financial Statements for the year ended 31 March, 2019

(All amounts in Rupees lakh, except share data and unless otherwise stated)

1. Company Information

Indian Energy Exchange Limited (the "Company") was incorporated on March 26, 2007 and domiciled in India as a public limited company and limited by shares (CIN: L74999DL2007PLC277039). The address of the Company's registered office is Unit No. 3,4,5 and 6, Fourth Floor, TDI Centre Plot No 7, District Centre, Jasola, New Delhi-110025.

The IEX is a Power Exchange, licenses by the Central Electricity Regulatory Commission ('CERC') for spot trading in power / electricity and trading of Renewal Energy Certificate (REC) and Ecerts. The main activity of the company is to provide an automated platform and infrastructure for carrying out trading in electricity units for physical delivery of electricity.

During the previous year ended 31 March 2018, the Company completed the initial public offering of 6,065,009 equity shares of face value of ₹ 10 each at a price of ₹ 1,650 per equity share, through an Offer For Sale ('OFS') of equity shares by certain selling shareholders. The equity shares of the Company were listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') with effect from 23 October 2017.

2. Basis

2.1 Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The financial statements comprise the financial statements of the Company and its controlled employee benefit trust.

2.2 Basis of measurement

These financial statements have been prepared on the historical cost basis except for certain financial assets (mutual funds and Market linked debentures) that are measured at fair value (refer to accounting policy on financial instruments) and share-based payments. The methods used to measure fair values are discussed further in notes to financial statements.

2.3 Functional and presentation currency

These financial statements are presented in Indian Rupees (₹), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest lakh (upto two decimals), except as stated otherwise.

2.4 Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets/liabilities are classified as non-current.

2.5 Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2019 is included in the following notes:

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of item which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

Notes to the Financial Statements

for the year ended 31 March, 2019

(All amounts in Rupees lakh, except share data and unless otherwise stated)

i). Recognition of deferred tax assets/ (liabilities) – note 8

The Company has recognized deferred tax assets/ (liabilities) and concluded that the deferred tax assets will be recoverable using the estimated future taxable income based on the experience and future projections. The Company is expected to generate adequate taxable income for liquidating these assets in due course of time.

ii) Provision for employee benefits - note 18 & note 29

The measurement of obligations and assets related to defined benefit plans makes it necessary to use several statistical and other factors that attempt to anticipate future events. These factors include assumptions about the discount rate, the rate of future compensation increases, withdrawal, mortality rates etc. The management has used the past trends and future expectations in determining the assumptions which are used in measurements of obligations.

There are no assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year.

2.6 Measurement of fair values

The Company's accounting policies and disclosures require/ may require measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. This includes a team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values.

The team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company measures financial instruments, such as, investments, at fair value at each reporting date. Also, fair value of financial instruments measured at amortized cost and FVTPL is disclosed in Note 34.

3. Significant accounting policies

3.1 Property, plant and equipment and depreciation

3.1.1. Initial recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation/ amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

3.1.2. Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

3.1.3. Derecognition

Property, plant and equipment is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized in the statement of profit and loss.

Notes to the Financial Statements

for the year ended 31 March, 2019

(All amounts in Rupees lakh, except share data and unless otherwise stated)

3.1.4. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised

in the statement of profit and loss. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Freehold land is not depreciated.

Depreciation on the following assets is provided on their estimated useful life ascertained on technical evaluation:

Category of assets	Estimated useful life of assets	Useful life as per schedule II
Furniture and Fixtures	10 Years	10 Years
Office Equipment		
Mobile Phones	2 Years	5 Years
Others	5 Years	5 Years
Computers		
Servers	3-6 Years	6 Years
Others	3 Years	3 Years
Electrical Installation	10 Years	10 years
Vehicles	5 Years	8 Years

During the financial year 2017-18, the Company has changed the estimate of useful life of vehicles from 8 years to 5 years resulting in previous year depreciation increased by ₹16.55.

Leasehold Improvements are amortized over the lease period or the remaining useful life, whichever is shorter.

Depreciation on additions to/deductions from property, plant & equipment during the year is charged on pro-rata basis from/up to the date in which the asset is available for use/disposed.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Where it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably, subsequent expenditure on a PPE along-with its unamortized depreciable amount is charged off prospectively over the revised useful life determined by technical assessment.

3.2 Intangible assets and intangible assets under development and amortization

3.2.1. Recognition and measurement

Intangible assets that are acquired by the Company, which have finite useful lives, are measured at cost less accumulated amortization and accumulated

impairment losses. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

Expenditure incurred which are eligible for capitalizations under intangible assets are carried as intangible assets under development till they are ready for their intended use.

3.2.2 Derecognition

An intangible asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from disposal with the carrying amount of intangible assets and are recognized in the statement of profit and loss.

3.2.3. Amortization

Amortisation is computed to write off the cost of intangible assets less their estimated residual value over their estimated useful lives using the straight-line method, and is included in amortisation in Statement of Profit and Loss.

Software license is amortised over fifteen years and Computer software are amortised over six & fifteen years considering their related useful lives.

Amortisation method, useful lives and residual values

Notes to the Financial Statements

for the year ended 31 March, 2019
(All amounts in Rupees lakh, except share data and unless otherwise stated)

are reviewed at the end of each financial year and adjusted if appropriate.

3.3. Cash and cash equivalents

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

3.4 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another.

3.4.1. Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition or issue of the financial asset.

Subsequent measurement

a. *Debt instruments at amortized cost*

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise to specified dates to cash flows that are solely payments of principal and interest ('SPPI') on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate ('EIR') method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

b. *Debt instrument at FVTOCI (Fair Value through OCI)*

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- (a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- (b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

c. *Debt instrument at FVTPL (Fair value through profit or loss)*

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to classify a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

d. *Equity Investments*

All equity investments in entities other than tax free bonds and fixed deposits are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Investments in tax free bonds and fixed deposits are measured at amortised cost.

e. *Derecognition*

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial

Notes to the Financial Statements for the year ended 31 March, 2019

(All amounts in Rupees lakh, except share data and unless otherwise stated)

assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

f. Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance.
- b) Trade receivables under Ind AS 18.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

3.4.2. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

a. Financial liabilities at amortized cost

After initial measurement, such financial liabilities are subsequently measured at amortized cost using the EIR method. Gains and losses are in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the profit or loss. This category generally applies to trade payables and other contractual liabilities.

b. Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109.

Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognized in OCI. These gains/losses are not subsequently transferred to profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

c. Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Notes to the Financial Statements

for the year ended 31 March, 2019

(All amounts in Rupees lakh, except share data and unless otherwise stated)

3.5. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

3.6. Provisions and contingent liabilities

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

3.7. Revenue

Revenue is measured at the fair value of the consideration received or receivable and amounts receivable for services provided in the normal course of business. The Company recognises revenue when the amount of revenue and related cost can be reliably measured and it is probable that the collectability of the related receivables is reasonably assured.

Transaction fee is charged based on the volume of transactions entered into by the respective member or client of trader/ professional member through the exchange. Fee charged in relation to transactions under the Day Ahead Market and the Renewal Energy Certificate segment, is accrued when the orders placed on the network are matched and confirmed by National Load Dispatch Centre. Fee charged in relation to transactions under the Term Ahead Market segment is accrued when orders placed on the network are matched, confirmed by Regional Load Dispatch Centre and delivered.

Admission fees and Processing fees charged from a prospective member of the exchange at the time of his joining, is recognised when the membership has been approved by the membership committee.

Annual subscription fee, in the year when the member/client is registered for the first time, is recognised on commencement of trading that coincides with the registration of trader member/client of trader/professional member on a pro-rata basis. Annual subscription fee, in any year subsequent to the year of registration, is recognised on an accrual basis on a pro-rata basis.

Interest income is recognized, when no significant uncertainty as to measurability or collectability exists, on a time proportion basis taking into account the amount outstanding and the applicable interest rate, using the effective interest rate method (EIR).

Dividend income is recognized in profit or loss on the date that the Company's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

3.8 Employee Benefits

3.8.1. Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the services are classified as short term employee benefits. Benefits such as salaries, wages, bonus, etc. are recognized in the Statement of Profit and Loss in the period in which the employee renders the related services. Such obligations are measured on an undiscounted basis.

3.8.2. Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into separate entities and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognized as an employee benefits expense in profit or loss in the period during which services are rendered by employees.

The Company pays fixed contribution to Provident Fund at predetermined rates to regional provident fund commissioner. The contributions to the fund for the year are recognized as expense and are charged to the profit or loss.

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3.8.3. Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's liability towards gratuity is in the nature of defined benefit plans.

The Company's net obligation in respect of defined benefit plan is calculated separately by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Company, the recognised asset is limited to the total of any unrecognised past service costs. Any actuarial gains or losses are recognised in OCI in the period in which they arise.

3.8.4. Other long term employee benefits

Benefits under the Company's compensated absences constitute other long term employee benefit.

Cost of long-term benefit by way of accumulating compensated absences arising during the tenure of the service is calculated taking into account the pattern of availment of leave. In respect of encashment of leave, the defined benefit is calculated taking into account all types of decrements and qualifying salary projected up to the assumed date of encashment. The present value of obligations under such long-term benefit plan is determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method as at period end.

3.8.5. Share based payment transactions

The grant date fair value of equity settled share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in other equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect

such conditions and there is no true-up for differences between expected and actual outcome

3.9 Impairment of non-financial assets

The Company's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For assets that are not yet available for use, the recoverable amount is estimated at each reporting date.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU").

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are reduced from the carrying amounts of the assets of the CGU.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

3.10 Foreign currency transactions and translation

Transactions in foreign currencies are translated at the functional currency of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in profit or loss, except exchange differences arising from the translation of equity

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investments at fair value through OCI (FVOCI), which are recognised in OCI.

3.11 Lease

3.11.1. Accounting for operating leases- As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating lease. Payments made under operating leases are recognized as an expense over the lease term unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Initial direct costs incurred specifically for an operating lease are deferred and charged to the Statement of Profit and Loss over the lease term.

The Company has taken office premises under operating lease arrangements. The lease period for various office premises taken under non-cancellable lease agreement vary with different lock-in-period.

3.12 Income Tax

Income tax expense comprises current and deferred tax. Current tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in OCI or equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted and as applicable at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority.

Deferred tax is recognized in profit or loss except to the extent that it relates to items recognized directly in OCI or equity, in which case it is recognized in OCI or equity.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time that the liability to pay the related dividend is recognized.

Minimum Alternative Tax (MAT) under the provisions of Income Tax Act, 1961 is recognized as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognized as deferred tax assets only to the extent it is probable that the company will pay normal income tax during the period for which the MAT credit can be carried forward for set off against the normal tax liability. MAT credit recognized as deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.13 Earning per share

Basic earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

3.14 Operating segment

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. In accordance with Ind AS 108, the operating segments used to present segment information are identified on the basis of internal reports used by the Company's management to allocate resources to the segments and assess their performance.

The Managing Director along with the Board of Directors is collectively the Company's 'Chief Operating Decision Maker' or 'CODM' within the meaning of Ind AS 108. The indicators used for internal reporting purposes may evolve in connection with performance assessment measures put in place.

3.15 ESOP Trust

The ESOP trust has been treated as an extension of the Company, and accordingly, shares held by ESOP Trust are netted off from the total share capital. Consequently, all the assets, liabilities, income and expenses of the trust are accounted for as assets, liabilities, income and expenses of the Company, except for profit / loss on issue of shares to the employees and the dividend earned by the trust which are directly taken to the ESOP Trust reserve.

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for the year ended 31 March, 2019

(All amounts in Rupees lakh, except share data and unless otherwise stated)

4 a. Property, plant and equipment and Capital work-in-progress

Assets	Leasehold improvements	Office equipment	Electrical Equipment	Computer hardware/equipment	Furniture and fixtures	Vehicles	Total	Capital work-in-progress
Year ended 31 March 2019								
Gross Carrying amount								
Opening gross carrying amount	260.99	65.99	133.79	365.25	65.03	150.08	1,041.13	28.77
Additions	-	18.23	0.02	143.05	0.92	57.13	219.35	52.21
Deductions/ adjustments	-	12.48	2.33	68.18	-	21.97	104.96	-
Transfers	-	-	-	-	-	-	-	45.98
Closing gross carrying amount	260.99	71.74	131.48	440.12	65.95	185.24	1,155.52	35.00
Accumulated Depreciation								
Opening accumulated depreciation	57.84	28.38	32.86	154.62	12.12	32.39	318.21	-
Depreciation charge during the year	38.26	16.41	19.71	88.50	7.39	36.15	206.42	-
Disposals/ adjustments	-	7.66	2.33	65.00	-	10.54	85.53	-
Closing accumulated depreciation	96.10	37.13	50.24	178.12	19.51	58.00	439.10	-
Net carrying amount	164.89	34.61	81.24	262.00	46.44	127.24	716.42	35.00
Assets	Leasehold improvements	Office equipment	Electrical Equipment	Computer hardware/equipment	Furniture and fixtures	Vehicles	Total	Capital work-in-progress
Year ended 31 March 2018								
Gross Carrying amount								
Opening gross carrying amount	201.54	40.84	121.70	292.62	49.78	51.35	757.83	33.28
Additions	59.45	25.45	12.09	98.10	15.50	111.67	322.26	53.69
Deductions/ adjustments	-	0.30	-	25.47	0.25	12.94	38.96	-
Transfers	-	-	-	-	-	-	-	58.20
Closing gross carrying amount	260.99	65.99	133.79	365.25	65.03	150.08	1,041.13	28.77
Accumulated Depreciation								
Opening accumulated depreciation	26.74	13.00	16.15	81.78	5.82	9.27	152.76	-
Depreciation charge during the year	31.10	15.56	16.71	98.05	6.40	36.06	203.88	-
Disposals/ adjustments	-	0.18	-	25.21	0.10	12.94	38.43	-
Closing accumulated depreciation	57.84	28.38	32.86	154.62	12.12	32.39	318.21	-
Net carrying amount	203.15	37.61	100.93	210.63	52.91	117.69	722.92	28.77

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4 b. Other intangible assets and intangibles under development

Assets	Computer Software	Software License	Total	Intangible assets under development
Year ended 31 March 2019				
Gross Carrying amount				
Opening gross carrying amount	645.67	11,543.00	12,188.67	24.27
Additions	80.87	-	80.87	141.63
Deductions/ Adjustments	1.09	-	1.09	-
Transfers	-	-	-	76.00
Closing gross carrying amount	725.45	11,543.00	12,268.45	89.90
Amortisation				
Opening accumulated amortisation	375.94	636.72	1,012.66	-
Amortisation charge during the year	66.44	769.54	835.98	-
Disposals/ Adjustments	1.09	-	1.09	-
Closing accumulated amortisation	441.29	1,406.26	1,847.55	-
Net carrying amount	284.16	10,136.74	10,420.90	89.90

Assets	Computer Software	Software License	Total	Intangible assets under development
Year ended 31 March 2018				
Gross Carrying amount				
Opening gross carrying amount	418.72	-	418.72	62.77
Additions	226.95	11,543.00	11,769.95	56.82
Deductions/ Adjustments	-	-	-	-
Transfers	-	-	-	95.32
Closing gross carrying amount	645.67	11,543.00	12,188.67	24.27
Amortisation				
Opening accumulated amortisation	189.20	-	189.20	-
Amortisation charge during the year	186.74	636.72	823.46	-
Disposals/ Adjustments	-	-	-	-
Closing accumulated amortisation	375.94	636.72	1,012.66	-
Net carrying amount	269.73	10,906.28	11,176.01	24.27

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5. Investments

Particulars	As at 31 March, 2019	As at 31 March, 2018
Non-current investments		
Investments measured at amortised cost		
Bonds (Quoted)		
7.11% Tax Free Bonds Power Finance Corporation Ltd. 5,134 (31 March, 2018: 5,134) units of face value of ₹ 1,000 each.	52.98	52.98
7.04% Tax Free Bonds Housing and Urban Development Corporation Ltd. 15,058 (31 March, 2018: 15,058) units of face value of ₹ 1,000 each.	153.69	153.69
7.04% Tax Free Bonds Indian Railway Finance Corporation Ltd. 11,757 (31 March, 2018: 11,757) units of face value of ₹ 1,000 each.	121.38	121.36
7.04% Tax Bonds National Bank for Agriculture and Rural Development 10,020 (31 March, 2018: 10,020) units of face value of ₹ 1,000 each.	100.33	100.37
Investments measured at fair value through profit and loss		
Market Linked Debentures (MLD) (quoted)		
ECL Finance Ltd 1,320 (31 March, 2018: Nil) units of face value of ₹ 100,000 each.	1,574.84	-
Aditya Birla Finance Ltd 49 (31 March, 2018: Nil) units of face value of ₹ 1,000,000 each.	497.21	-
Mutual funds (quoted)		
HDFC FMP 1143D March 2018 (1) - Direct - Growth -Series -39 12,000,000 (31 March, 2018: 12,000,000) units of face value of ₹ 10 each.	1,298.45	1,208.24
Aditya Birla Sun Life Fixed Term Plan - Series PJ (1135 days) -Direct Growth 12,000,000 (31 March, 2018: 12,000,000) units of face value of ₹ 10 each.	1,298.59	1,208.92
UTI-Fixed Term Income Fund Series XXVIII-XII (1154 DAYS)-Direct Growth Plan 10,000,000 (31 March, 2018: 10,000,000) units of face value of ₹ 10 each.	1,081.87	1,006.11
ICICI Prudential Fixed Maturity Plan Series 82 - 1175 Days Plan Q Direct Plan Cumulative 10,000,000 (31 March, 2018: 10,000,000) units of face value of ₹ 10 each.	1,082.00	1,005.86
SBI Debt Fund Series - C - 12 (1122 Days) - Direct Growth 10,000,000 (31 March, 2018: 10,000,000) units of face value of ₹ 10 each.	1,077.18	1,005.38
IDFC Fixed Term Plan Series 142 Direct Plan -Growth (1139 Days) 10,000,000 (31 March, 2018: 10,000,000) units of face value of ₹ 10 each.	1,080.52	1,006.62
Reliance Fixed Horizon Fund-XXXVIII-Series 07-Direct Growth Plan 20,000,000 (31 March, 2018: Nil) units of face value of ₹ 10 each.	2,126.88	-
SBI Debt Fund Series C-21 (1100 Days) - Direct Growth 20,000,000 (31 March, 2018: Nil) units of face value of ₹ 10 each.	2,124.28	-
IDFC Fixed Term Plan Series 161 - Direct Plan - Growth (1098 Days) 10,000,000 (31 March, 2018: Nil) units of face value of ₹ 10 each.	1,060.86	-
HDFC FMP 1122 D August 2018 (1)-Direct - Growth - Series 42 10,000,000 (31 March, 2018: Nil) units of face value of ₹ 10 each.	1,064.54	-

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5. Investments (Contd..)

Particulars	As at 31 March, 2019	As at 31 March, 2018
ICICI Prudential Fixed Maturity Plan Series 84 - 1101 Days Plan A-Direct Plan Cumulative 10,000,000 (31 March, 2018: Nil) units of face value of ₹ 10 each.	1,064.51	-
ICICI Prudential Fixed Maturity Plan Series 83 - 1101 Days Plan Z-Direct Plan Cumulative 5,000,000 (31 March, 2018: Nil) units of face value of ₹ 10 each.	531.80	-
TATA Fixed Maturity Plan Series 55 Scheme I - Direct Plan - Growth 10,000,000 (31 March, 2018: Nil) units of face value of ₹ 10 each.	1,066.22	-
HDFC FMP 1132D February 2016 (1) - Direct - Growth -Series-35 Nil (31 March, 2018: 170,000) units of face value of ₹ 10 each.	-	2018
HDFC FMP 1155D February 2016 (1) - Direct - Growth -Series-35 Nil (31 March, 2018: 160,000) units of face value of ₹ 10 each.	-	19.06
HDFC FMP 1183D January 2016 (1) - Direct - Growth -Series-35 Nil (31 March, 2018: 160,000) units of face value of ₹ 10 each.	-	19.16
HDFC FMP 1166D MAY 2017 (1) - Direct - Growth - Series-38 200,000 (31 March, 2018: 200,000) units of face value of ₹ 10 each.	23.03	21.42
HDFC FMP 1134D May 2018 (1) - Direct - Growth - Series-40 170,000 (31 March, 2018: Nil) units of face value of ₹ 10 each.	18.49	-
HDFC FMP 1133D February 2019 (1) - Direct - Growth -Series 44 10,000,000 (31 March, 2018: Nil) units of face value of ₹ 10 each.	1,013.71	-
Axis Fixed Term Plan - Series 102 (1133 Days) Direct Growth 5,000,000 (31 March, 2018: Nil) units of face value of ₹ 10 each.	506.10	-
HDFC FMP 1165D April 2017 (1) - Direct - Growth - Series-38 130,000 (31 March, 2018: 130,000) units of face value of ₹ 10 each.	14.90	13.86
HDFC FMP 1133D February 2019 (1) - Direct - Growth -Series 44 1,450,000 (31 March, 2018: Nil) units of face value of ₹ 10 each.	146.99	-
HDFC FMP 1133D July 2018 (1) - Direct - Growth - Series 41 200,000 (31 March, 2018: Nil) units of face value of ₹ 10 each.	40.52	-
Mutual funds (unquoted)		
Aditya Birla Sun Life Enhanced Arbitrage Fund - Growth-Direct Plan Nil (31 March, 2018: 2,723,192.889) units of face value of ₹ 10 each.	-	500.28
HDFC Arbitrage Fund - Wholesale Plan - Growth - Direct Plan Nil (31 March, 2018: 2,217,484.473) units of face value of ₹ 10 each.	-	292.06
Total	20,221.87	7,755.55
Aggregate value of quoted investments in bonds	428.38	428.40
Market value of quoted investments in bonds	430.90	433.75
Aggregate market value of quoted investments in mutual funds and MLD	19,793.49	6,534.81
Aggregate value of unquoted investments	-	792.34

Information about the Company's exposure to credit and market risks, and fair value measurement, is included in Note 35.

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6. Loans

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	Non-current	Current	Non-current	Current
<i>Unsecured, considered good, unless otherwise stated</i>				
Security deposits	170.88	1.74	138.00	1.76
Loans and advances to employees	-	1.50	-	1.18
Total	170.88	3.24	138.00	2.94

7. Other financial assets

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	Non-current	Current	Non-current	Current
<i>Unsecured, considered good, unless otherwise stated</i>				
Other advances	-	13.12	-	305.42
Amount recoverable from mutual fund house	-	-	-	6,395.57
Total	-	13.12	-	6,700.99

8. Deferred tax assets/ (Deferred tax liabilities) (net)

Particulars	As at 31 March, 2019	As at 31 March, 2018
Deferred tax assets rising on timing differences on account of:		
Provisions for employee benefits	140.06	90.89
Fair valuation of financial assets/ liabilities	4.05	3.31
Deferred tax liabilities rising on timing differences on account of:		
Deferred tax liabilities on account of difference between WDV of property, plant and equipment and intangible assets as per books and under Income Tax Act, 1961.	(2,114.08)	(1,410.17)
Investments at fair value through profit or loss	(471.31)	(151.54)
Total	(2,441.28)	(1,467.51)

a) Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing laws.

Movement in deferred tax assets/(liabilities)

As at 31 March 2019

Particulars	Net balance 1 April 2018	Recognised in profit or loss	Recognised in OCI	Net balance 31 March 2019
Deferred tax liability				
Deferred tax liabilities on account of difference between WDV of property, plant and equipment and intangible assets as per books and under Income Tax Act, 1961.	(1,410.17)	(703.91)	-	(2,114.08)
Investments at fair value through profit or loss	(151.54)	(319.77)	-	(471.31)
Less: Deferred tax assets				
Provisions for employee benefits	90.89	43.30	5.87	140.06
Fair valuation of financial assets/ liabilities	3.31	0.74	-	4.05
Deferred tax assets/(liabilities)	(1,467.51)	(979.64)	5.87	(2,441.28)

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8. Deferred tax assets/ (Deferred tax liabilities) (net) (Contd..)

As at 31 March 2018

Particulars	Net balance 1 April 2017	Recognised in profit or loss	Recognised in OCI	Net balance 31 March 2018
Deferred tax liability				
Deferred tax liabilities on account of difference between WDV of property, plant and equipment and intangible assets as per books and under Income Tax Act, 1961.	(86.14)	(1,324.03)	-	(1,410.17)
Investments at fair value through profit or loss	(10.69)	(140.85)	-	(151.54)
Less: Deferred tax assets				
Provisions for employee benefits	191.84	(94.32)	(6.63)	90.89
Fair valuation of financial assets/ liabilities	2.86	0.45	-	3.31
Deferred tax assets/(liabilities)	97.87	(1,558.76)	(6.63)	(1,467.51)

9. Non-current tax assets (net) / Current tax liabilities (net)

Particulars	As at 31 March, 2019	As at 31 March, 2018
Non-current tax assets (net) [Net of provision for tax of ₹ 14,324.37 (31 March 2018: ₹ 14,324.37)]	98.84	101.74
Current tax liabilities (net) [Net of advance tax ₹ 15,166.45 (31 March 2018: ₹ 13,974.81)]	272.63	522.90

10. Other assets

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	Non-current	Current	Non-current	Current
<i>Unsecured, considered good, unless otherwise stated</i>				
Capital advances	-	-	41.30	-
Prepaid expenses	13.43	81.13	26.31	64.83
Balance with government authorities	-	30.43	-	19.27
Deferred rent	50.38	16.97	59.28	15.19
Total	63.81	128.53	126.89	99.29

11. Current investments

Particulars	As at 31 March, 2019	As at 31 March, 2018
A) Investments measured at fair value through profit and loss		
Mutual funds		
Quoted		
HDFC FMP 1128D March 2015 (1) - Direct - Growth -Series-33 Nil (31 March, 2018: 150,000) units of face value of ₹ 10 each.	-	19.12
HDFC FMP 1132D February 2016 (1) - Direct - Growth -Series-35 170,000 (31 March, 2018: Nil) units of face value of ₹ 10 each.	21.69	-

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11. Current investments (Contd..)

Particulars	As at 31 March, 2019	As at 31 March, 2018
HDFC FMP 1155D February 2016 (1) - Direct - Growth -Series-35 160,000 (31 March, 2018: Nil) units of face value of ₹ 10 each.	20.48	-
HDFC FMP 1183D January 2016 (1) - Direct - Growth -Series-35 160,000 (31 March, 2018: Nil) units of face value of ₹ 10 each.	20.55	-
Unquoted		
IDFC Arbitrage Fund - Growth - (Direct Plan) 4,424,857.077 (31 March, 2018:Nil) units of face value of ₹ 10 each.	1,066.70	-
ICICI Prudential Equity Arbitrage Fund - Direct Plan-Growth 2,108,725.908 (31 March, 2018:Nil) units of face value of ₹ 10 each.	532.42	-
Kotak Equity Arbitrage Fund - Direct Plan-Growth 7,835,586.706 (31 March, 2018:Nil) units of face value of ₹ 10 each.	2,131.51	-
Axis Liquid Fund -Direct Growth- CFDG 108,068.728 (31 March, 2018: 107,235.586) units of face value of ₹ 1,000 each.	2,240.83	2,067.00
Aditya Birla Sun Life Savings Fund - Growth-Direct Plan 756,083.591 (31 March, 2018: 756,083.591) units of face value of ₹ 100 each.	2,810.80	2,600.36
Axis Treasury Advantage Fund - Direct Growth- TADG Nil (31 March, 2018: 125,188.19) units of face value of ₹ 10 each.	-	2,479.80
Kotak Treasury Advantage Fund - Direct Plan Growth Nil (31 March, 2018: 8,629,370.583) units of face value of ₹ 10 each.	-	2,436.12
ICICI Prudential Savings Fund - Direct Plan - Growth (formerly ICICI Prudential Mutual Fund- Flexible Income Plan) 341,190.123 (31 March, 2018: 341,190.123) units of face value of ₹ 100 each.	1,232.27	1,143.26
IDFC Ultra Short Term Fund-Growth-(Direct Plan) Nil (31 March, 2018: 9,789,046.057) units of face value of ₹ 10 each.	-	2,427.37
Reliance Liquid Fund - Treasury Plan - Direct Plan Growth Plan Growth Option Nil (31 March, 2018: 35,431.482) units of face value of ₹ 1,000 each.	-	1,502.27
UTI Ultra Short Term Fund - Direct Growth Plan 35,467.516 (31 March, 2018: 35,467.516) units of face value of ₹ 1,000 each.	1,113.21	1,032.46
UTI Liquid Cash Plan- Direct Growth Plan 140,940.484 (31 March, 2018: Nil) units of face value of ₹ 1,000 each.	4,313.82	-
UTI-Treasury Advantage Fund - IP -Direct Growth Nil (31 March, 2017: 41,909.98) units of face value of ₹ 1,000 each.	-	1,011.52
UTI-Money Market Fund -IP -Direct Growth Nil (31 March, 2018: 88,359.052) units of face value of ₹ 10 each.	-	1,722.78
Kotak Liquid Direct Plan Growth 119,009.842 (31 March, 2018: Nil) units of face value of ₹ 1000 each.	4,503.72	-
SBI Liquid Fund- Direct Growth 49,768.813 (31 March, 2018: Nil) units of face value of ₹ 1000 each.	1,457.51	-
Tata Liquid Fund Direct Plan - Growth (formerly Tata money market fund) 149,661.563 (31 March, 2018: Nil) units of face value of ₹ 1000 each.	4,406.69	-

Notes to the Financial Statements

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11. Current investments (Contd..)

Particulars	As at 31 March, 2019	As at 31 March, 2018
IDBI Liquid Fund- Direct Plan - Growth 52,891.265 (31 March, 2018: Nil) units of face value of ₹ 1000 each.	1,059.41	-
HDFC Cash Management Fund - Savings Plan - Direct Plan -Growth Option Nil (31 March, 2018: 347.296) units of face value of ₹ 10 each.	-	12.59
HDFC Liquid Fund- Direct Plan - Growth Option 8,479.628 (31 March, 2018: Nil) units of face value of ₹ 1000 each.	311.91	-
B) Investments measured at amortised cost		
In Fixed Deposits: (unquoted)		
PNB Housing Finance Limited	-	636.51
Total	27,243.52	19,091.16
Aggregate market value of quoted investments	62.72	19.12
Aggregate value of unquoted investments	27,180.80	19,072.04

Information about the Company's exposure to credit and market risks, and fair value measurement, is included in Note 35.

12. Trade receivables

Particulars	As at 31 March, 2019	As at 31 March, 2018
Trade receivables		
Secured, considered good	4,588.65	21.59
Total	4,588.65	21.59

Information about the Company's exposure to credit and market risks, and fair value measurement, is included in Note 35.

13. Cash and cash equivalents

Particulars	As at 31 March, 2019	As at 31 March, 2018
Balances with banks		
- in current accounts	3,336.07	870.24
- in settlement accounts	1,745.44	4,440.07
Total	5,081.51	5,310.31

13A. Bank balance other than cash and cash equivalents

Particulars	As at 31 March, 2019	As at 31 March, 2018
Bank deposits having maturity of more than three months but less than twelve months from the reporting date*	1,673.71	6,120.61
In earmarked accounts		
- Current Accounts (unpaid dividend)#	6.31	5.46
Total	1,680.02	6,126.07

*Bank deposits includes ₹ 400.00 (31 March 2018: ₹ 4,606.00) under lien with banks for overdraft facilities.

#The above mentioned cash and bank balances are restricted cash and bank balances which are to be used for specified purposes.

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14. Equity share capital

Particulars	As at 31 March, 2019	As at 31 March, 2018
Authorised equity share capital*		
402,500,000 Equity shares of face value of ₹ 1 each (31 March 2018: 36,250,000 Equity shares of face value of ₹ 10 each)**	4,025.00	3,625.00
	4,025.00	3,625.00
Issued, subscribed and fully paid up equity share capital*		
303,286,240 Equity shares of face value of ₹ 1 each (31 March 2018: 30,328,624 Equity shares of face value of ₹ 10 each)	3,032.86	3,032.86
Less: 1,367,220 Equity shares of face value of ₹ 1 each (31 March 2018: 168,632 Equity shares of face value of ₹ 10 each) held by IEX ESOP Trust	(13.67)	(16.86)
	3,019.19	3,016.00

*Refer to Note 14 (a)

**Refer to Note 14 (j)

- a) In the Annual General Meeting of the Company held on 18 September 2018, the Shareholders of the Company had approved the sub-division of the nominal value of equity shares of the Company from the earlier nominal value of ₹ 10 each to nominal value of ₹ 1 each, thereby keeping the paid up share capital intact, the record date for the said corporate action was 22 October 2018. Accordingly, as required by Ind AS-33 Earnings per Share, the EPS of current and previous periods have been restated.

b) Movements in equity share capital outstanding at the beginning and at the end of the year:

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	No. of Shares	Amount	No. of Shares	Amount
Equity shares				
Outstanding at the beginning of the year (Equity share of ₹ 10 each)	30,159,992	3,016.00	28,611,061	2,861.11
Add: Conversion of CCPS of ₹ 10 each into Equity Shares of ₹ 10 each (refer note 14 (g))	-	-	1,516,431	151.64
Add: Increase due to sub-division of equity shares (Refer to Note 14 (a))	271,439,928	-	-	-
Add: Option vested and exercised during the year (refer note 14 (i)) (31 March 2019: ₹ 1 each, 31 March 2018: ₹ 10 each)	319,100	3.19	32,500	3.25
Outstanding at the end of the year (31 March 2019: ₹ 1 each, 31 March 2018: ₹ 10 each)	301,919,020	3,019.19	30,159,992	3,016.00

c) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity share. The par value of the shares issued was ₹ 10 per share. With the approval of the members at the Annual General Meeting, the par value of the share was changed to ₹ 1 per share with effect from 22 October 2018 (Refer to Note 14 (a)). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend, if proposed by the board of directors will be subject to the approval of shareholders in the ensuing Annual general meeting.

Notes to the Financial Statements

for the year ended 31 March, 2019

(All amounts in Rupees lakh, except share data and unless otherwise stated)

d) Details of shareholders holding more than 5% shares in the Company:

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity shares of ₹ 1 each (31 March 2018: ₹ 10 each), fully paid up held by:				
TVS Shriram Growth Fund 1B LLP	45,492,930	15.00	4,549,293	15.00
Dalmia Power Limited	30,328,630	10.00	-	-
DCB Power Ventures Limited	-	-	3,032,863	10.00

e) Details of shares issued for consideration other than cash / bonus shares / bought back.

There are no shares issued by way of bonus shares or issued for consideration other than cash and no shares were bought back during the period of 5 years immediately preceding the reporting date. However, the Company on 10 April 2019 completed the buyback of 3,729,729 fully paid-up equity shares of ₹ 1 each (representing 1.23% of the total number of equity shares in the paid-up share capital of the Company) at a price of ₹ 185 (Rupees One Hundred Eighty Five only) per equity share (the "Maximum Price") paid in cash aggregating to the total consideration of ₹ 6,900. The buyback was carried out through the 'Tender Offer' route as prescribed under the Buyback Regulations which was approved through the Postal Ballot on 29 January 2019.

f) Employee stock options

Terms attached to stock options granted to employees are described in Note 40 regarding employee share based payments issued under the Employee Stock Option Scheme 2010.

- g) During the previous year ended 31 March 2018, as per terms of issuance of CCPS, the Company had converted 1,516,431 CCPS of face value of ₹ 10 each into 1,516,431 equity shares of ₹ 10/- each, in the ratio of 1:1 i.e. 1 equity shares for each CCPS held in the Company.
- h) During the previous year ended 31 March 2018, the Company has completed the initial public offering of 6,065,009 equity shares of face value of ₹ 10 each at a price of ₹ 1,650 per equity share, through an Offer For Sale of equity shares by certain selling shareholders. The equity shares of the Company were listed on BSE Limited ('BSE') and National Stock Exchange ('NSE') with effect from 23 October 2017.
- i) During the year ended 31 March 2019, upto 21 October 2018 (before sub-division of equity shares of the Company from face value of ₹ 10 to ₹ 1), 9,570 options, (each option entitle the holder to get one equity share of ₹ 10 each) were exercised and vested, and post sub division, 223,400 options (each option entitle the holder to get one equity share of ₹ 1 each) were exercised and vested, from the options granted earlier, by the employees. Further, during the year 150,000 ESOPs (each option entitle the holder to get one equity share of ₹ 1 each) were granted to the employees of the Company. The outstanding ESOPs as on record date of sub-division of equity shares were adjusted accordingly during the year.
- j) In the Annual General Meeting of the Company held on 18 September 2018, the Shareholders of the Company had approved the reclassification of the Authorised share capital for compulsory convertible preference shares (CCPS) (3,500,000 of ₹ 10 each) and preference shares (500,000 of ₹ 10 each) into Equity share capital.

15. Instruments entirely equity in nature

Particulars	As at 31 March, 2019	As at 31 March, 2018
Authorised share capital		
Nil (31 March 2018: 3,500,000)* Compulsory convertible preference shares (CCPS) of face value of ₹ 10 each	-	350.00
Nil (31 March 2018: 500,000)* Preference shares of face value of ₹ 10 each	-	50.00
	-	400.00
Issued, subscribed and fully paid up Compulsory convertible preference shares		
Nil (31 March 2018: Nil) Compulsory convertible preference shares (CCPS) of face value of ₹ 10 each	-	-
	-	-

*Refer to Note 15 (b)

Notes to the Financial Statements

for the year ended 31 March, 2019
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15. Instruments entirely equity in nature (Contd..)

a) Movements in Compulsory convertible preference shares outstanding at the beginning and at the end of the reporting year:

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	No. of Shares	Amount	No. of Shares	Amount
Compulsory convertible preference shares				
Outstanding at the beginning of the year	-	-	15,16,431	151.64
Less: Conversion of CCPS of ₹ 10 each into Equity Shares of ₹ 10 each (refer note 14 (g))	-	-	(15,16,431)	(151.64)
Outstanding at the end of the year	-	-	-	-

b) In the Annual General Meeting of the Company held on 18 September 2018, the Shareholders of the Company had approved the reclassification of the Authorised share capital for compulsory convertible preference shares (CCPS) (3,500,000 of ₹ 10 each) and preference shares (500,000 of ₹ 10 each) into Equity share capital.

16. Other equity

Particulars	As at 31 March, 2019	As at 31 March, 2018
Securities premium account	3,196.94	3,196.94
General reserves	3,018.72	3,018.72
Employee stock options outstanding account	44.72	19.62
Retained earnings	27,117.38	18,687.02
ESOP trust reserve	633.02	422.89
Other comprehensive income (measurements of defined benefit plan obligation, (net of tax))	(3.07)	11.20
Total	34,007.71	25,356.39

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
(a) Securities premium account		
Opening balance	3,196.94	3,196.94
Add: received during the year	-	-
Closing balance	3,196.94	3,196.94
(b) General reserve		
Opening balance	3,018.72	3,018.72
Add: created during the year	-	-
Closing balance	3,018.72	3,018.72
(c) Employee stock options outstanding account		
Opening balance	19.62	10.46
Add: employee stock option expense (refer note 40)	25.10	9.16
Closing balance	44.72	19.62
(d) Retained earnings		
Opening balance	18,687.02	18,305.70
Add: Profit for the year	16,503.67	13,168.52
Less: Final equity dividend paid (Refer note 16 (g))*	(6,672.30)	(10,190.42)
Dividend distribution tax paid on equity dividend	(1,371.51)	(2,074.53)
Final dividend paid on CCPS (Refer note 16 (g))	-	(424.60)
Dividend distribution tax paid on CCPS	-	(86.44)
Transfer to ESOP trust reserve	(29.50)	(11.21)
Closing balance	27,117.38	18,687.02

*includes dividend paid on shares held by ESOP trust

Notes to the Financial Statements

for the year ended 31 March, 2019

(All amounts in Rupees lakh, except share data and unless otherwise stated)

16. Other equity (Contd..)

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
(e) Other comprehensive income		
Opening balance	11.20	(1.34)
Add: actuarial gain/(loss) on defined benefit plan for the year (net of tax) (Refer note 29)	(14.27)	12.54
Closing balance	(3.07)	11.20
(f) ESOP trust reserve		
Opening balance	422.89	278.22
Add: Addition during the year	29.50	11.21
Add: Profit earned on sale of shares to employees by ESOP trust (net of tax 31 March 2019: ₹ 20 (31 March 2018: ₹ 17))	148.64	67.00
Add: Transfer of dividend on shares held by the ESOP trust from retained earnings (net of tax 31 March 2019: ₹ 3 (31 March 2018: Nil))	31.99	66.46
Closing balance	633.02	422.89

Nature of reserves:

Securities premium reserve:

Securities premium account is used to record the premium on issue of shares/securities. This amount is utilized in accordance with the provisions of the Act.

General reserve:

Free reserve to be utilized as per provision of the Act.

Employee stock options outstanding account

Employee stock options outstanding account is used to record the impact of employee stock option scheme. Refer note 40 for further details of this plans.

ESOP trust reserve

ESOP trust reserve represents the surplus arising in the books of ESOP trust from profit on the issue of shares to employees, dividend earned by the trust and other income/ expenses included in the statement of profit and loss.

(g) Following dividend has been declared and paid by the Company

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
(i) Equity shares		
Final dividend for the year ended 31 March 2018 of ₹ 22 per share (31 March 2017 is ₹ 35 per share)	6,672.30	10,190.42
(ii) Instruments entirely equity in nature (CCPS)		
Final dividend for the year ended 31 March 2018 of ₹ Nil (31 March 2017 is ₹ 35 per share)	-	424.60

After the reporting dates the following dividends were proposed by the Board of Directors subject to the approval of shareholders at Annual General Meeting; Accordingly, the dividends have not been recognised as liabilities. Dividends would attract corporate dividend tax when declared.

Notes to the Financial Statements

for the year ended 31 March, 2019
(All amounts in Rupees lakh, except share data and unless otherwise stated)

16. Other equity (Contd..)

(g) Following dividend has been declared and paid by the Company (Contd..)

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
(i) Equity shares		
Final dividend for the year ended 31 March 2019 of ₹ Nil (31 March 2018 of ₹ 22* per share)	-	6,672.30
Dividend distribution tax paid on Equity shares	-	1,371.51

*On 26 April 2018, the Board of Directors has recommended a final dividend on equity shares of ₹ 22 per share for the financial year ended 31 March 2018 and the same was approved by the shareholders at the Annual General Meeting held on 18 September 2018.

17. Other financial liabilities

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	Non-current	Current	Non-current	Current
Deposits towards settlement guarantee fund	158.59	13,288.14	115.97	11,555.79
Deposit from employees	13.01	5.64	12.31	4.81
Creditors for capital goods	-	1.67	-	42.92
Advance from customers	-	-	-	310.67
Unpaid dividends	-	6.31	-	5.46
Other liabilities	-	0.01	-	2,619.92
Employee related payables	-	453.90	-	420.13
Deposit from clearing and settlement bankers	-	1,600.00	-	1,600.00
Total	171.60	15,355.67	128.28	16,559.70

18. Provisions

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	Non-current	Current	Non-current	Current
Provision for employee benefits (Refer Note 29)				
Gratuity	214.78	19.66	165.77	2.31
Compensated absences	150.45	16.08	97.03	14.64
	365.23	35.74	262.80	16.95

19. Other liabilities

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	Non-current	Current	Non-current	Current
Deferred income settlement guarantee fund	16.90	17.99	14.29	15.38
Unamortised subscription fee income	-	878.43	-	1,038.82
Other advances	-	13.30	-	13.25
Statutory dues payables				
- Tax deducted at source payable	-	52.45	-	83.09
- Professional tax payable	-	-	-	0.06
- GST payable	-	504.07	-	453.45
- Provident fund payable	-	21.39	-	14.65
Total	16.90	1,487.63	14.29	1,618.70

Notes to the Financial Statements

for the year ended 31 March, 2019

(All amounts in Rupees lakh, except share data and unless otherwise stated)

20. Trade Payables

Particulars	As at 31 March, 2019	As at 31 March, 2018
Due to micro and small enterprises*	-	-
Due to others	12,288.71	8,462.98
Liability towards congestion revenue	1,093.92	-
	13,382.63	8,462.98

*The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that Micro and Small Enterprises should mention in their correspondence with their customers the Entrepreneurs Memorandum number as allocated after filing of the Memorandum. Based on information available with the Company, there are no amounts required to be disclosed in relation to Micro and Small Enterprises as at 31 March 2019 and 31 March 2018.

21. Revenue from operations

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Sale of services		
Transaction fees	23,452.12	20,558.74
Annual subscription fees	1,864.42	2,371.58
Admission, processing and transfer fees	71.50	96.80
	25,388.04	23,027.12
Other operating revenues		
Amortisation of deferred Settlement Guarantee fund	19.64	17.68
Total	25,407.68	23,044.80

22. Other income

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Interest income from bank deposits	268.34	470.23
Interest income from financial assets at amortised cost (security deposits)	14.99	12.54
Other interest income	29.58	85.38
Dividend income	-	2.88
Net gain on sale of investments	1,693.80	1,482.08
Fair value gain on investments	1,933.09	453.30
Miscellaneous income	68.38	55.93
Total	4,008.18	2,562.34

23. Employee benefits expense

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Salaries, wages and bonus	2,184.12	2,200.67
Contribution to provident funds*	72.52	62.41
Gratuity*	53.43	42.05
Compensated absences*	58.43	37.40
Employee stock options expense (refer to note no 40)	25.10	91.6
Staff welfare expense	89.59	56.00
Total	2,483.19	2,407.69

*Disclosures as per Ind AS 19 in respect of provision made towards various employee benefits are made in Note 29.

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24. Finance Costs

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Interest expense on financial liabilities (settlement guarantee fund) measured at amortised cost	18.87	18.15
Interest		
- on bank overdraft	3.70	2.16
- on members security guarantee fund	50.85	-
- on others	-	2.35
Total	73.42	22.66

25. Depreciation and amortisation

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Depreciation of property, plant and equipment	206.42	203.88
Amortisation of intangible assets	835.99	823.46
Total	1,042.41	1,027.34

26. Other expenses

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Rent	355.87	301.99
Technology	269.29	511.22
Business promotion/ development	90.08	86.49
Training and coaching	88.29	42.51
Legal and professional*	854.37	391.87
Travelling and conveyance	119.99	93.90
Advertisement	29.17	15.44
Insurance	10.16	9.18
Communication	71.22	56.87
CERC regulatory fee	57.00	55.28
Printing and stationery	27.58	17.69
Directors sitting fees	37.50	57.99
Repairs and maintenance - building	86.31	70.23
Repairs and maintenance - others	11.82	7.62
Electricity	46.32	34.91
Fixed assets written off	7.14	0.42
Contribution towards corporate social responsibility (refer to note no 33)	348.53	304.76
Miscellaneous	131.70	91.57
Total	2,642.34	2,149.94

*Include payment to auditors as follows :

Notes to the Financial Statements

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26. Other expenses (Contd..)

a) Details in respect of payment to auditors:

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
- Audit fee	18.00	16.00
- Other services*	16.50	15.45
- Reimbursement of expenses	2.85	2.30
Total	37.35	33.75

*Net of IPO related fees recovered from the shareholder amounting to ₹ Nil (previous year ₹ 124.18)

27. Income taxes

This note provides an analysis of the company's income tax expense, and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the company's tax positions.

(a) Income tax expense

i) Income tax recognised in Statement of Profit and Loss

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Current tax expense		
Current tax	5,727.69	5,396.00
Current tax for earlier years	(36.50)	(123.77)
Total current tax expense	5,691.19	5,272.23
Deferred tax expense		
Origination and reversal of temporary differences	979.64	1,558.76
	979.64	1,558.76
Total income tax expense	6,670.83	6,830.99

ii) Income tax recognised in other comprehensive income

Particulars	31 March 2019			31 March 2018		
	Before tax	Tax expense/ (benefit)	Net of tax	Before tax	Tax expense/ (benefit)	Net of tax
Remeasurement of defined benefit plans	(20.14)	5.87	(14.27)	19.17	(6.63)	12.54
	(20.14)	5.87	(14.27)	19.17	(6.63)	12.54

iii) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

Particulars	31 March 2019	31 March 2018
Profit before income tax expense	23,174.50	19,999.51
Enacted tax rates in India	29.1200%	34.6080%
Computed expected tax (expenses)/credit	6,748.42	6,921.43
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Non-deductible tax expenses	51.09	61.20
Tax-exempt income	(8.61)	(148.13)
Others	(120.06)	(3.51)
Income tax expense	6,670.83	6,830.99

Notes to the Financial Statements

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28. Earnings per Share ('EPS')

(a) Basic and diluted earnings per share (in ₹)

Particulars	31 March 2019	31 March 2018
Basic earnings per share	5.47	4.46
Diluted earnings per share	5.46	4.41
Nominal value per share	1.00	1.00

(b) Profit attributable to equity shareholders (used as numerator)

Particulars	31 March 2019	31 March 2018
Profit attributable to equity holders	16,503.67	13,168.52

(c) Weighted average number of equity shares (used as denominator) (in Nos.)[#]

Particulars	31 March 2019	31 March 2018
Opening balance of issued equity shares	301,599,920	286,110,610
Weighted average number of equity shares outstanding at the end of year for calculation of Basic earnings per share	301,705,690	295,211,610
Add: Number of potential equity shares in respect of Compulsory Convertible Preference shares and stock option	292,703	3,723,272
Weighted average number of equity shares for calculation of diluted earnings per share	301,998,393	298,934,882

[#]For the purpose of above EPS computations, the previous year equity share number has been presented on the basis of ₹ 1 per share.

29. Employee benefits

(i) Defined contribution plans:

Provident fund

The Company makes contributions, determined as a specified percentage of employee's salaries, in respect of qualifying employees towards provident fund which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue. The amount recognized as expense towards such contribution to provident fund for the year aggregated to ₹ 72.52 (31 March 2018 ₹ 62.41)

(ii) Defined benefit plans:

A. Gratuity

The Company has a defined benefit plan that provide gratuity. The gratuity plan entitles all eligible employees who has completed five years or more of service to receive one half month's salary for each year of completed service at the time of retirement, superannuation, death or permanent disablement, in terms of the provisions of the payment of Gratuity Act or as per company's scheme whichever is more beneficial. The following table summarizes the position of assets and obligations:

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity and the amounts recognised in the Company's financial statements as at balance sheet date:

Notes to the Financial Statements

for the year ended 31 March, 2019
(All amounts in Rupees lakh, except share data and unless otherwise stated)

29. Employee benefits (Contd..)

A. Gratuity (Contd..)

Particulars	As at 31 March, 2019	As at 31 March, 2018
a) Net defined benefit liability:		
Gratuity (unfunded)	234.44	168.08
	234.44	168.08
b) Classification of defined benefit liability in current and non-current:		
Non-current	214.78	165.77
Current	19.66	2.31

c) Reconciliation of present value of defined benefit obligation:

Particulars	Defined benefit obligation	
	As at 31 March, 2019	As at 31 March, 2018
Balance at the beginning of the year	168.08	147.86
Benefits paid	(7.21)	(2.67)
Current service cost	40.47	31.18
Interest cost	12.96	10.87
Actuarial (gain)/ loss recognised in other comprehensive income		
- Demographic assumptions	-	-
- Financial assumptions	27.18	(7.15)
- Experience adjustment	(7.04)	(12.02)
Balance at the end of the year	234.44	168.08

d) Expense recognised in profit or loss:

Particulars	As at 31 March, 2019	As at 31 March, 2018
Current service cost	40.47	31.18
Interest Cost	12.96	10.87
	53.43	42.05

e) Remeasurement recognised in other comprehensive income:

Particulars	As at 31 March, 2019	As at 31 March, 2018
Actuarial (gain)/ loss on defined benefit obligation	20.14	(19.17)
	20.14	(19.17)

f) Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date:

Particulars	As at 31 March, 2019	As at 31 March, 2018
Discount rate	7.66%	7.71%
Salary escalation rate	9.00%	8.00%
Retirement age (years)	60	60
Mortality rates inclusive of provision for disability	IALM(2006-08)	IALM(2006-08)

Notes to the Financial Statements

for the year ended 31 March, 2019
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29. Employee benefits (Contd..)

The following were the principal actuarial assumptions at the reporting date: (Contd..)

Particulars	As at 31 March, 2019	As at 31 March, 2018
Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
Up to 30 Years	3	3
From 31 to 44 years	2	2
Above 44 years	1	1

The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

g) Sensitivity analysis:

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	31 March, 2019		31 March, 2018	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(13.88)	15.27	(9.70)	10.65
Salary escalation rate (0.5% movement)	15.00	(13.78)	10.57	(9.72)

The sensitivity analysis is based on a change in above assumption while holding all other assumptions constant. The changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting year) has been applied, as has been applied when calculating the provision for defined benefit plan recognised in the Balance Sheet.

Sensitivities due to mortality & withdrawals are not material & hence impact of change due to these not calculated.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior years.

h) Risk exposure:

i) Changes in discount rate

A decrease in discount yield will increase plan liabilities.

ii) Mortality table

The gratuity plan obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in plan liabilities.

Expected maturity analysis of gratuity in future years

Particulars	Less than 1 year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
As at 31 March 2019	19.66	3.37	10.86	200.55	234.44
As at 31 March 2018	2.31	2.45	8.04	155.28	168.08

Expected contributions to post-employment benefit plans for the year ending 31 March 2020 are ₹ 64.30 (31 March 2019: ₹ 47.28).

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 19.77 years (31 March 2018: 20.12 years).

Notes to the Financial Statements

for the year ended 31 March, 2019

(All amounts in Rupees lakh, except share data and unless otherwise stated)

29. Employee benefits (Contd..)

(iii) Other long term employee benefit plans

Other long term employee benefit plans comprises of compensated absences.

The Company operates compensated absences plan (earned leaves), where in every employee is entitled to the benefit equivalent to 21 days salary for every completed year of service which is subject to maximum of 60 days accumulation of leaves. The same is payable during early retirement, withdrawal of scheme, resignation by employee and upon death of employee.

The Company also recognises sick leave provision, where in every employee is entitled to the benefit equivalent to 10 days salary for every completed year of service which is subject to maximum of 60 days accumulation of leaves. The salary for calculation of earned leave & sick leaves are last drawn basic salary.

The amount of the provision of ₹ 16.08 (31 March 2018: ₹ 14.64) is presented as current liability as per the actuarial report.

30. Leases

Operating leases

Leases as lessee

The Company has taken office premises under operating lease arrangements. The lease period for various office premises taken under non-cancellable lease agreement vary with different lock-in-period. Lease rental expenses recognised in the Statement of Profit and Loss for the year ended 31 March 2019 is ₹ 355.87 (31 March 2018: ₹ 301.99)

Total future minimum lease payments due under non-cancellable operating leases are as follows:

Particulars	31 March 2019	31 March 2018
Less than one year	339.89	335.64
Between one and five years	1,041.61	1,205.52
More than five years	93.45	269.43
	1,474.95	1,810.59

31. Contingent liabilities and commitments

- Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 65.40 (previous year ₹ 19.90)
- The Hon'ble Supreme Court of India, vide their ruling dated 28 February 2019, set out the principles based on which certain allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed by a third party and is pending before the SC for disposal. In view of the management, pending decision on the subject review petition and directions from the EPFO, the management has a view that the applicability of the decisions is prospective. Further, the impact for the past period, if any, is not practically ascertainable in view of various interpretation issues.
- The Company is directly or indirectly (through its members/other parties) involved in other lawsuits, claims, and proceedings, which arise in the ordinary course of business. The Company or its members/other parties have challenged these litigation with respective authorities. Based on the facts currently available, management believes that likelihood of outflow of resources is remote.

32. Provision for pending litigations

The Company's pending litigations comprise proceedings pending with Income Tax authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required. Based on current knowledge of applicable laws, the Company carries a provision of ₹ 22 (previous year ₹ 22) in its financial statements which is pertaining to various assessment years.

Notes to the Financial Statements

for the year ended 31 March, 2019
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32. Provision for pending litigations (Contd..)

During the year, the Company had received show cause notice from the service tax department for ₹ 170.88. The Company had filed a reply to the department for the show cause notice and no further action has been observed from the service tax authorities after filing of the reply. While the ultimate outcome of the above mentioned appeals cannot be ascertained at this time, based on current knowledge of the applicable law, management believes that these law suits should not have a material adverse effect on the Company's financial statements.

33. Corporate social responsibility

Pursuant to section 135 of the Companies Act, 2013, the Company has incurred expenditure in respect of eradication of hunger and malnutrition, promoting education, healthcare, art & culture, environment sustainability, disaster relief, skill development etc. Details of expenses incurred are given below:-

31 March 2019

- Gross amount required to be spent by the Company during the year was ₹ 343.55
- Amount spent during the year on

Particulars	In cash	Yet to be paid	Total
Construction/acquisition of any assets	-	-	-
On purpose other than (i) above	348.53	-	348.53
Total	348.53	-	348.53

31 March 2018

- Gross amount required to be spent by the Company during the year was ₹ 301.69.
- Amount spent during the year on

Particulars	In cash	Yet to be paid	Total
Construction/acquisition of any assets	-	-	-
On purpose other than (i) above	301.91	2.85	304.76
Total	301.91	2.85	304.76

34. Fair Value Measurements

(a) Financial instruments by category and fair values hierarchy

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

As at 31 March 2019

Particulars	Carrying amount			Fair value		
	FVTPL	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets						
Non-current						
Investments (bonds)	-	428.38	428.38	-	-	428.38
Investments (MLD)	2,072.05	-	2,072.05	-	2,072.05	-
Mutual fund	17,721.44	-	17,721.44	-	17,721.44	-
Loans (security deposits)#	-	170.88	170.88	-	-	170.88

Notes to the Financial Statements

for the year ended 31 March, 2019
(All amounts in Rupees lakh, except share data and unless otherwise stated)

34. Fair Value Measurements (Contd..)

As at 31 March 2019 (Contd..)

Particulars	Carrying amount			Fair value		
	FVTPL	Amortised cost	Total	Level 1	Level 2	Level 3
Current						
Investments						
- Mutual funds	27,243.52	-	27,243.52	-	27,243.52	-
Trade receivables*	-	4,588.65	4,588.65	-	-	-
Loans (current security deposit and advances to employees)*	-	3.24	3.24	-	-	-
Cash and cash equivalents*	-	5,081.51	5,081.51	-	-	-
Bank balances other than cash and cash equivalent*	-	1,680.02	1,680.02	-	-	-
Other financial assets-others recoverable*	-	13.12	13.12	-	-	-
	47,037.01	11,965.81	59,002.82	-	47,037.01	599.26
Financial liabilities						
Non-current						
Other financial liabilities						
- Settlement guarantee fund#	-	158.59	158.59	-	-	158.59
- Deposits from employees	-	13.01	13.01	-	-	-
Current						
Trade payables*	-	13,382.63	13,382.63	-	-	-
Other financial liabilities						
- Settlement guarantee fund#	-	13,288.14	13,288.14	-	-	13,288.14
- Others (excluding settlement guarantee fund)*	-	2,067.53	2,067.53	-	-	-
	-	28,909.90	28,909.90	-	-	13,446.73

As at 31 March 2018

Particulars	Carrying amount			Fair value		
	FVTPL	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets						
Non-current						
Investments (bonds)	-	428.40	428.40	-	-	428.40
Mutual fund	7,327.15	-	7,327.15	-	7,327.15	-
Loans (security deposits)#	-	138.00	138.00	-	-	138.00
Bank deposits*	-	-	-	-	-	-
Current						
Investments						
- Mutual funds	18,454.65	-	18,454.65	-	18,454.65	-
- Fixed deposits (PNB Housing Finance)*	-	636.51	636.51	-	-	-
Trade receivables*	-	21.59	21.59	-	-	-
Loans (current security deposit and advances to employees)*	-	2.94	2.94	-	-	-
Cash and cash equivalents*	-	5,310.31	5,310.31	-	-	-
Bank balances other than cash and cash equivalent*	-	6,126.07	6,126.07	-	-	-
Other financial assets-others recoverable*	-	6,700.99	6,700.99	-	-	6,395.57
	25,781.80	19,364.81	45,146.61	-	25,781.80	6,961.97

Notes to the Financial Statements

for the year ended 31 March, 2019
(All amounts in Rupees lakh, except share data and unless otherwise stated)

34. Fair Value Measurements (Contd..)

As at 31 March 2018 (Contd..)

Particulars	Carrying amount			Fair value		
	FVTPL	Amortised cost	Total	Level 1	Level 2	Level 3
Financial liabilities						
Non-current						
Other financial liabilities						
- Settlement guarantee fund [#]	-	115.97	115.97	-	-	115.97
- Deposits from employees	-	12.31	12.31	-	-	-
Current						
Trade payables*	-	8,462.98	8,462.98	-	-	-
Other financial liabilities						
- Settlement guarantee fund [#]	-	11,555.79	11,555.79	-	-	11,555.79
- Others (excluding settlement guarantee fund)*	-	5,003.91	5,003.91	-	-	-
	-	25,150.96	25,150.96	-	-	11,671.76

*The carrying amounts of trade receivables, trade payables, other current financial liabilities, cash and cash equivalent, bank balances other cash and cash equivalents, loans (security deposits) and other current financial assets, approximates the fair values, due to their short-term nature. In case of the non current bank deposits (due to maturity after twelve months from reporting date) and interest accrued but not due on bank deposits, and fixed deposit (in PNB Housing Finance) and interest accrued on the same, again the carrying value approximates the fair values as on the date.

[#]The fair values for security deposits given and deposit for settlement guarantee fund were calculated based on cash flows discounted using effective interest rate (EIR) method. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk/own credit risk.

Valuation technique used to determine fair value:

Specific valuation techniques used to fair value of financial instruments include:

- the use of quoted market prices for quoted mutual funds and market linked debentures
- the use of NAV for unquoted mutual funds
- the fair value of the remaining financial instruments are discounted at appropriate discounting rate

There have been no transfers in either direction for the year ended 31 March 2019 and year ended 31 March 2018.

35. Financial Risk Management

The Company activities expose it to the followings risks arising from the financial instruments:

- Credit risk
- Liquidity risk
- Market risk

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk.

Risk Management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analysis the risk faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. The board provides written principles for overall risk management, as well as policies covering specific areas, such as regulatory risk, compliance risk, technology related risk, IT risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity. The Company's risk management is carried out by an Enterprise Risk Management Committee under risk policy approved by the board of directors.

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for the year ended 31 March, 2019

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35. Financial Risk Management (Contd..)

The Company's audit committee oversees how management monitors compliance with Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to risk faced by the Company.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from trade receivables, investments, loans and advances, cash and cash equivalents and deposits with banks and other financial assets. The carrying amount of the financial assets represents maximum credit exposure.

Credit risks on cash and cash equivalents and bank deposits is limited as the Company generally invest in deposits with banks with High credit ratings assigned by domestic credit agencies. Investments primarily include investments in liquid mutual fund units, fixed maturity plans and investment in bonds with fixed interest income. The management actively monitors the net asset value of investments in mutual funds, interest rate and maturity period of these investments. The Company does not expect the counterparty to fail to meet its obligations, however, investment in fixed maturity plans of mutual funds are exposed to uncertainties in regards to fulfillment of obligations by counter-party. Further also, the Company has not experienced any significant impairment losses in respect of any of the investments. The loans primarily represents security deposits given for facilities taken on rent. Such security deposit will be returned to the Company at the end of lease term.

Hence, the credit risk associated with such deposits is relatively low. Accordingly, no provision for expected credit loss has been provided on these financial assets.

Credit risk on trade receivable is also very limited. The Company mitigates its exposure to risks relating to trade receivables from its members / clients by requiring them to comply with the Company's established financial requirements and criteria for admission as members / clients. As a process, the Company collects the amounts from buyer for purchase of power, including transmission and other charges and exchange fees on the day of trade and pay out the amount to seller for sale of power on the second day from the day of trade (one day after actual delivery). Further, transmission charges etc. are paid to system operator on the next day from the day of trade. Further, the Company also holds and maintain settlement guarantee funds for settlement of defaults by any of the members/ clients.

(i) Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

Particulars	31 March 2019	31 March 2018
Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)		
Investments (Non current and current)	47,465.39	26,846.71
Non-current loans	170.88	138.00
Other non-current financial assets - bank deposits	-	-
Cash and cash equivalents	5,081.51	5,310.31
Bank balance other than cash and cash equivalent	1,680.02	6,126.07
Current loans	3.24	2.94
Other current financial assets - other recoverable	13.12	6,700.99
	54,414.16	45,125.02
Financial assets for which loss allowance is measured using Life time Expected Credit Losses (ECL)		
Trade receivables	4,588.65	21.59
	4,588.65	21.59

(ii) Provision for expected credit losses

(a) Financial assets for which loss allowance is measured using 12 month expected credit losses

The Company has assets where the counter- parties have sufficient capacity to meet the obligations and where the risk of default is very low. Hence, no impairment loss has been recognised during the reporting periods in respect of these assets.

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35. Financial Risk Management (Contd..)

(b) Financial assets for which loss allowance is measured using life time expected credit losses

The Company has customers with strong capacity to meet the obligations and therefore the risk of default is negligible or nil. Further, management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behavior and extensive analysis of customer credit risk and SGF funds available with the company, no impairment loss has been recognised during the reporting years in respect of trade receivables.

(iii) Ageing analysis of trade receivables

The ageing analysis of the trade receivables is as below:

Ageing	Not due	0-30 days past due	31-60 days past due	61-90 days past due	91-120 days past due	More than 120 days past due	Total
Gross carrying amount as 31 March 2019	-	4,583.23	-	-	-	5.42	4,588.65
Gross carrying amount as 31 March 2018	-	15.70	-	-	-	5.89	21.59

36. Financial Risk Management

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company believes that its liquidity position, including total cash (including bank deposits under lien) and short-term investments of ₹ 34,005.05 as at 31 March 2019 (31 March 2018: ₹ 30,527.54) and anticipated future internally generated funds from operations, will enable it to meet its future known obligations in the ordinary course of business. However, liquidity needs were to arise, the Company believes it has access to financing arrangements which would enable it to meet its ongoing capital, operating and other liquidity requirements.

(i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	31 March 2019	31 March 2018
Floating-rate borrowings		
Overdraft facilities from banks*	5,360.00	3,579.20
Total	5,360.00	3,579.20

*The overdraft facilities may be drawn at any time

(ii) Maturities of financial liabilities

The following are the contractual maturities of financial liabilities at the reporting date. The contractual cash flow amount are gross and undiscounted.

Notes to the Financial Statements

for the year ended 31 March, 2019
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36. Financial Risk Management (Contd..)

31 March 2019

Contractual Maturities of Financial liabilities	Carrying amount	Contractual cash flows					Total
		3 months or less	3-12 months	1-2 years	2-5 years	More than 5 years	
Trade payables	13,382.63	13,382.63	-	-	-	-	13,382.63
Deposits towards settlement guarantee fund- Non current	158.59	-	-	92.50	100.00	-	192.50
Deposits towards settlement guarantee fund- Current	13,288.14	13,240.16	50.00	-	-	-	13,290.16
Deposit from employees- Non Current	13.01	-	-	-	13.01	-	13.01
Deposit from employees- Current	5.64	4.25	1.39	-	-	-	5.64
Employee related payables	453.90	453.90	-	-	-	-	453.90
Deposit from clearing and settlement bankers	1,600.00	1,600.00	-	-	-	-	1,600.00
Creditors for capital goods	1.67	1.67	-	-	-	-	1.67
Advance from customers	-	-	-	-	-	-	-
Unpaid dividend	6.31	6.31	-	-	-	-	6.31
Other liabilities	0.01	0.01	-	-	-	-	0.01
	28,909.90	28,688.93	51.39	92.50	113.01	-	28,945.83

31 March 2018

Contractual Maturities of Financial liabilities	Carrying amount	3 months or less	3-12 months	1-2 years	2-5 years	More than 5 years	Total
Deposits towards settlement guarantee fund- Non current	115.97	-	-	50.00	92.50	-	142.50
Deposits towards settlement guarantee fund- Current	11,555.79	11,502.60	60.00	-	-	-	11,562.60
Deposit from employees- Non Current	12.31	-	-	1.39	10.92	-	12.31
Deposit from employees- Current	4.81	0.56	4.25	-	-	-	4.81
Employee related payables	420.13	420.13	-	-	-	-	420.13
Deposit from clearing and settlement bankers	1,600.00	1,600.00	-	-	-	-	1,600.00
Creditors for capital goods	42.92	42.92	-	-	-	-	42.92
Advance from customers	310.67	310.67	-	-	-	-	310.67
Unpaid dividend	5.46	5.46	-	-	-	-	5.46
Other liabilities	2,619.92	2,619.92	-	-	-	-	2,619.92
	25,150.96	24,965.24	64.25	51.39	103.42	-	25,184.30

Notes to the Financial Statements

for the year ended 31 March, 2019
(All amounts in Rupees lakh, except share data and unless otherwise stated)

36. Financial Risk Management (Contd..)

Market risk

Market risk is the risk that future cash flows of a financial instruments will fluctuate because of change in market price. Market comprises two types of risk namely: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

A. Currency risk

Currency Risk is the risk that the future cash flows of a financial instrument will fluctuate because of change in foreign exchange rates. The Company is not exposed to the effects of fluctuations in the prevailing foreign exchange rates on its financial position and cash flows since all financial assets / liabilities are receivable / payable in Indian currency.

B. Interest rate risk

Interest rate risk is the risk that future cash flows of financial instruments will fluctuate because of change in market interest risks. The interest rate profile of the Company's interest bearing financial instruments as reported to the management of the Company is as follows:

Particulars	31 March 2019	31 March 2018
Financial Assets		
Fixed-rate instruments		
Investments in bonds	428.38	428.40
Bank deposits	1,673.71	6,757.12
	2,102.09	7,185.52

Fair value sensitivity analysis for fixed-rate instruments

The company's fixed rate instruments are carried at amortised cost. They are therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

37. Capital Management

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders. For the purpose of the Company's capital management, the Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities less cash and cash equivalents & bank balance other than cash and cash equivalents. Adjusted equity includes issued equity share capital, Instruments entirely equity in nature and other equity comprises share premium, retained earnings etc.

Particulars	As at 31 March 2019	As at 31 March 2018
Adjusted net debt	33,529.31	29,054.11
Less : Cash and cash equivalent & bank balance other than cash and cash equivalents	6,761.53	11,436.38
Adjusted net debt (A)	26,767.78	17,617.73
Adjusted equity (B)	37,026.90	28,372.39
Adjusted net debt to adjusted equity ratio (A/B)	72.29%	62.09%

Notes to the Financial Statements

for the year ended 31 March, 2019

(All amounts in Rupees lakh, except share data and unless otherwise stated)

38. Operating segments

The Company is a power exchange. The entire operations are governed by the similar set risk and returns. Accordingly, the Company's activities/ business is reviewed regularly by the Company's Managing Director along with the Board of Directors of the Company, from an overall business perspective, rather than reviewing its activities as individual standalone components. Thus, the Company has only one operating segment, and no reportable segments in accordance with Ind AS 108 - Operating Segments.

39. Related Party Disclosures

a) List of Related parties:

i) Key Managerial Personnel (KMP):

Name	Relationship
Satyanarayan Goel	Managing director & CEO
Dinesh Kumar Mehrotra	Independent director
Kayyalathu Thomas Chacko	Independent director
Vallabh Bhanshali	Independent director
Ajeet Kumar Agarwal (REC representative)	Non-executive director (Nominee)

b) Transactions with the related parties are as follows:

Transactions during the year	For the year ended 31 March, 2019	For the year ended 31 March, 2018
i. Compensation to Key managerial personnel (S.N. Goel)		
Short term employee benefits	236.77	231.42
Post employment benefits [#]	-	-
Share based payment	1.54	2.20
Other long term benefits [#]	-	-
Sitting fees		
Dinesh Kumar Mehrotra	15.00	30.60
K.T.Chacko	17.10	22.50
Vallabh Bhanshali	2.70	3.90
Ajeet Kumar Agarwal (REC representative)	2.70	0.90

[#]Does not include gratuity and compensated absences as these are provided based on the Company as whole.

c) Outstanding balances with related parties are as follows:

Particulars	31 March, 2019	31 March, 2018
Payable to key management personnel		
Mr. S.N. Goel [@]	72.00	54.00

[@]Provision towards variable pay this term of appointment.

40. Share based payment arrangements:

a. Description of share-based payment arrangements

During the financial year 2010-2011, the Company had framed an Employee Stock Option Scheme - 2010 ("ESOP 2010"), which was duly approved by the Shareholders and Board of Directors of the Company. Accordingly, the Company allotted 606,572 number of equity shares of ₹ 10 each (post sub division equivalent to 6,065,720 of ₹ 1 each) to IEX ESOP Trust ("ESOP Trust") who will administer ESOP 2010 on behalf of the Company. Subsequently, ESOP 2010 was amended by special resolution passed at the Extra-ordinary General Meeting held on 16 May 2017 by the shareholders of the Company.

Notes to the Financial Statements for the year ended 31 March, 2019

(All amounts in Rupees lakh, except share data and unless otherwise stated)

40. Share based payment arrangements (Contd..)

a. Description of share-based payment arrangements (Contd..)

Further, the Shareholders of the Company vide their special resolution passed at the Annual General Meeting held on 27 September 2013 had authorised the Board of Directors/ Compensation Committee of the Company to vary the terms of ESOP's including the vesting period for selective/specific eligible employees in respect of the options which have yet not been granted or granted but which have not been vested yet, subject to a minimum vesting period of one year from the date of grant under ESOP 2010.

In the Annual General Meeting of the Company held on 18 September 2018, the Shareholders of the Company had approved the sub-division of the nominal value of equity shares of the Company from the earlier nominal value of ₹ 10 each to nominal value of ₹ 1 each, thereby all the numbers have been reinstated. Out of total shares allotted to IEX ESOP Trust, ESOP Trust has granted 5,167,400 (net of 1,481,600 option lapsed) number of options to employees (representing figures post-sub-division adjustment of equity shares). Details of options granted by the IEX ESOP Trust ("ESOP Trust") is as under:

a) Pre- subdivision of shares

S. No	Grant Date	No. of Options	Exercise Price	Vesting Conditions	Vesting Period	Contractual period
1	08/07/2010*	307,100	10	33% on completion of first year 33% on completion of second year 34% on completion of third year	33% on completion of first year 33% on completion of second year 34% on completion of third year	12 months from the date of vesting
2	07/09/2010*	17,600	10	33% on completion of first year 33% on completion of second year 34% on completion of third year	33% on completion of first year 33% on completion of second year 34% on completion of third year	12 months from the date of vesting
3	16/12/2011*	106,100	53	33% on completion of first year 33% on completion of second year 34% on completion of third year	33% on completion of first year 33% on completion of second year 34% on completion of third year	12 months from the date of vesting
4	16/12/2011*	100,000	53	55% on completion of first year 45% on completion of second year	55% on completion of first year 45% on completion of second year	12 months from the date of vesting
5	21/01/2014*	45,000	150	25% on completion of second year 25% on completion of third year 25% on completion of fourth year 25% on completion of fifth year	25% on completion of second year 25% on completion of third year 25% on completion of fourth year 25% on completion of fifth year	12 months from the date of vesting
6	24/06/2014*	10,000	535	100% on completion of one year and successful completion of the IPO and listing of the Company's equity shares at Stock Exchange	100% on completion of one year and successful completion of the IPO and listing of the Company's equity shares at Stock Exchange	12 months from the date of vesting
7	17/04/2017*	10,000	750	33% on completion of first year 33% on completion of second year 34% on completion of third year	33% on completion of first year 33% on completion of second year 34% on completion of third year	12 months from the date of vesting
8	19/06/2017*	19,000	750	33% on completion of first year 33% on completion of second year 34% on completion of third year	33% on completion of first year 33% on completion of second year 34% on completion of third year	12 months from the date of vesting
9	16/08/2017*	35,100	750	33% on completion of 17 months 33% on completion of 29 months 34% on completion of 41 months	33% on completion of 17 months 33% on completion of 29 months 34% on completion of 41 months	12 months from the date of vesting
Total (a)		649,900				
Post subdivision equivalent no shares of ₹ 1 each		6,499,000				

Notes to the Financial Statements

for the year ended 31 March, 2019

(All amounts in Rupees lakh, except share data and unless otherwise stated)

40. Share based payment arrangements (Contd..)

a. Description of share-based payment arrangements (Contd..)

b) Post - subdivision of shares

S. No	Grant Date	No. of Options	Exercise Price	Vesting Conditions	Vesting Period	Contractual period
10	15/11/2018**	100,000	160	30% on completion of first year 30% on completion of second year 40% on completion of third year	30% on completion of first year 30% on completion of second year 40% on completion of third year	12 months from the date of vesting
11	18/12/2018**	50,000	166	30% on completion of first year 30% on completion of second year 40% on completion of third year	30% on completion of first year 30% on completion of second year 40% on completion of third year	12 months from the date of vesting
Total (b)		150,000				
Total (a+b)		6,649,000				

b. Measurement of fair values

The weighted average fair value of stock options as on grant date

a) Pre - subdivision of shares

Particulars	Method of Valuation	Weighted average fair value as on the grant date (₹)
Employee stock option plan -2010		
21/01/2014*	Black Scholes option pricing model	21.24
24/06/2014*	Black Scholes option pricing model	58.86
17/04/2017*	Black Scholes option pricing model	Nil
19/06/2017*	Black Scholes option pricing model	75.25
16/08/2017*	Black Scholes option pricing model	83.73

b) Post - subdivision of shares

Particulars	Method of Valuation	Weighted average fair value as on the grant date (₹)
Employee stock option plan -2010		
15/11/2018**	Black Scholes option pricing model	41.90
18/12/2018**	Black Scholes option pricing model	42.57

The inputs used in the measurement of grant date fair value are as follows:

a) Pre - subdivision of shares

Particulars	Share Price (₹)	Exercise Price (₹)	Expected Volatility	Expected Life (in years)	Expected Dividend	Risk free Interest Rate
Employee stock option plan -2010						
21/01/2014*	148	150	0.00%	1.5 to 4.5 years	Based on dividend declared prior to the date of grant	8.52%
24/06/2014*	148	535	0.00%	1.50 years	Based on dividend declared prior to the date of grant	8.83%
17/04/2017*	555	750	0.00%	1.5 to 3.5 years	Based on dividend declared prior to the date of grant	6.49%
19/06/2017*	647	750	25.54%	1.5 to 3.5 years	Based on dividend declared prior to the date of grant	6.34%
16/08/2017*	647	750	25.54%	1.5 to 3.88 Years	Based on dividend declared prior to the date of grant	6.32%

Notes to the Financial Statements

for the year ended 31 March, 2019
(All amounts in Rupees lakh, except share data and unless otherwise stated)

40. Share based payment arrangements (Contd..)

b) Post - subdivision of shares

Particulars	Share Price (₹)	Exercise Price (₹)	Expected Volatility	Expected Life (in years)	Expected Dividend	Risk free Interest Rate
Employee stock option plan -2010						
15/11/2018**	159	160	24.25%	2.5 to 4.51 years	Based on dividend declared prior to the date of grant	7.45%
18/12/2018**	165	166	24.55%	2.5 to 4.51 years	Based on dividend declared prior to the date of grant	7.16%

The risk-free interest rate being considered for the calculation is the interest rate applicable for maturity equal to the expected life of the options based on the zero-yield curve for Government Securities. Expected volatility calculation is based on historical net asset method of valuation.

c. Effect of employee stock option scheme on the Statement of Profit and loss:

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Employee stock option expenses	25.10	9.16
Total	25.10	9.16

d. Reconciliation of outstanding share options

The number and weighted-average exercise prices of share options under the share option programs were as follows

Particulars	31 March, 2019**		As at 31 March, 2018*	
	Number of options	Weighted average exercise price (₹)	Number of options	Weighted average exercise price (₹)
Options outstanding as at the beginning of the year	641,000	75.00	22,500	150.0
	112,500	15.00	10,000	535.0
Exercisable at the beginning of the year	-	-	11,250	150.0
Add: Options granted during the year	100,000	160.00	64,100	750.0
	50,000	166.00	-	-
Less: Options forfeited and expired during the year	115,500	75.00	-	-
	112,500	15.00	10,000	535.0
Less: Options exercised during the year	206,600	75.00	22,500	150.0
	318,900	75.00	64,100	750.0
Options outstanding as at the year end	100,000	160.00	11,250	150.0
	50,000	166.00	-	-
Exercisable at the end of the year	-	-	-	-

*Each option entitle the holder to get one equity share of ₹ 10 each (before sub-division of equity shares of the Company from face value of ₹ 10 to ₹ 1)

**Each option entitle the holder to get one equity share of ₹ 1 each (post sub-division of equity shares of the Company from face value of ₹ 10 to ₹ 1)

The options outstanding at 31 March 2019 have an exercise price in the range of ₹ 75 to ₹ 166, each option entitle the holder to get one equity share of ₹ 1 each (31 March 2018: ₹ 150 to ₹ 750, representing figures before sub-division adjustment of equity shares each option entitle the holder to get one equity share of ₹ 10 each) and a weighted average remaining contractual life of 3.05 years (31 March 2018: 2.38 years).

The weighted average share price at the date of exercise for share options exercised in the year ended 31 March 2019 was ₹ 53.85 for 319,100 shares, representing figures post-sub-division adjustment of equity shares (31 March 2018: ₹ 268.46 for 32,500 shares options exercised representing figures before sub-division adjustment of equity shares each option entitle the holder to get one equity share of ₹ 10 each).

Notes to the Financial Statements

for the year ended 31 March, 2019
(All amounts in Rupees lakh, except share data and unless otherwise stated)

41. The Company had constituted a separate 'Settlement Guarantee Fund' ('SGF') in respect of the activities carried out in various contracts being traded at the exchange platform. The members are required to contribute to the fund in the form of interest free margin money which forms part of the SGF, however, as per CERC order dated 09 October 2018, the Company has to share 70% of the return earned on 'initial security deposits' with the Members. The margin money is refundable, subject to adjustments, if any. Such fund is also termed as Settlement Guarantee Fund. The Cash Margin Money forming part of SGF was ₹ 13,446.73 (previous year ₹ 11,671.76) and same has been disclosed under note 17 - Other current financial liabilities i.e. ₹ 13,288.14 (previous year ₹ 11,555.79) under Deposits towards Settlement Guarantee Fund and note 17 - Other non current financial liabilities - Deposits towards Settlement Guarantee Fund i.e. ₹ 158.59 (previous year ₹ 115.97). The Company had also collected non cash portion of the Settlement Fund comprising collateral such as bank guarantees, received from the members amounting to ₹ 755.00 (previous year ₹ 800.00) which does not form part of the Balance Sheet. These balances have been accounted for on amortised cost basis.

42. Recent accounting pronouncements

Standards issued but not yet effective:

Ind AS 116 Leases : On 30 March 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit and Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17

The effective date for adoption of Ind AS 116 is annual periods beginning on or after 01 April 2019. The standard permits two possible methods of transition:

- Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

- Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or
- An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application.

Certain practical expedients are available under both the methods.

Based on the preliminary evaluation of the effect of adoption of Ind AS 116, the Company plans to apply Ind AS 116 initially on 1 April 2019, using the modified retrospective approach. Therefore, the cumulative effect of adopting Ind AS 116 will be recognised as an adjustment to the opening balance of retained earnings at 1 April 2019, with no restatement of comparative information. The effect of adoption of Ind AS 116 is not expected to be material.

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments : On 30 March 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

Notes to the Financial Statements

for the year ended 31 March, 2019

(All amounts in Rupees lakh, except share data and unless otherwise stated)

42. Recent accounting pronouncements (Contd..)

The standard permits two possible methods of transition - i) Full retrospective approach - Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after 01 April 2019. Based on the initial evaluation, the Company will adopt the standard on 1 April 2019 and has decided to adjust the cumulative effect (if any) in equity on the date of initial application i.e. 1 April 2019 without adjusting comparatives

The Company is currently evaluating the effect of this amendment on the financial statement. However, the effect of adoption of Ind AS 12 not expected to be material.

Amendment to Ind AS 12 - Income taxes : On 30 March 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after 01 April 2019. The Company is currently evaluating the effect of this amendment on the financial statement. However, the effect of adoption of Ind AS 12 is not expected to be material.

The Notes from Note 1 to Note 42 form an integral part of these Ind AS financial statements

As per our report of even date attached

For **B S R & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 116231W /W-100024

Sd/-

Manish Gupta

Partner

Membership No.: 095037

For and on behalf of the Board of Directors of

Indian Energy Exchange Limited

Sd/-

D. K. Mehrotra

Chairman

DIN-00142711

Sd/-

S. N. Goel

Managing Director & CEO

DIN-02294069

Sd/-

Vineet Harlalka

Chief Financial Officer, Compliance Officer
& Company Secretary

Place : Gurugram

Date : 26 April 2019

Place : New Delhi

Date : 26 April 2019

Corporate Information

Board of Directors

Mr. Satyanarayan Goel

Non Executive Chairman

Mr. Rajiv Srivastava

Managing Director and Chief Executive Officer

Prof. Kayyalathu Thomas Chacko

Independent Director

Ms. Sudha Pillai

Independent Director

Mr. Tejpreet Singh Chopra

Independent Director

Ms. Renuka Ramnath

Non-Executive Director

Mr. Gautam Dalmia

Non-Executive Director

Mr. Ajeet Kumar Agarwal

Non-Executive Nominee Director

Mr. Mahendra Singhi

Non-Executive Director

Mr. Gopal Srinivasan

Non-Executive Director

CFO, Compliance Officer & Company Secretary

Mr. Vineet Harlalka

Statutory Auditors

B S R & Associates LLP

Chartered Accountants

(FRN: 116231W/W-100024)

Clearing Banks

HDFC Bank

State Bank of India

ICICI Bank

Yes Bank

IndusInd Bank Limited

Registrar and Transfer Agent

Karvy Fintech Private Limited

(Formerly, KCPL Advisory Services Private Limited)

Depository

National Securities Depository Limited

Central Depository Services (India) Limited

Registered & Corporate Office

Indian Energy Exchange Limited

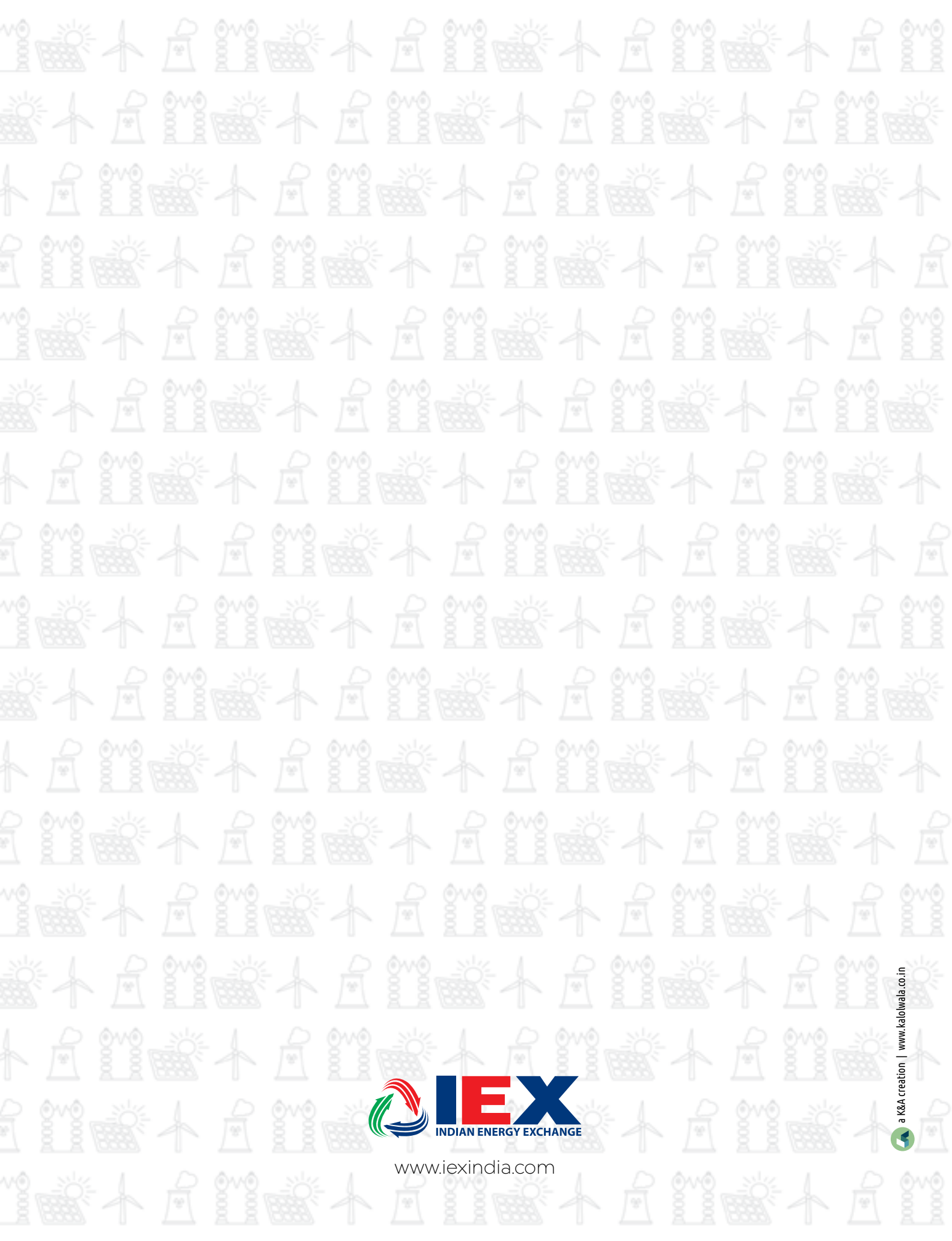
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www.iexindia.com



NOTICE

INDIAN ENERGY EXCHANGE LIMITED
CIN: L74999DL2007PLC277039

Regd. & Corp. Off.: Unit No. 3-6, 4th Floor, TDI Centre, District Centre, Jasola, New Delhi - 110025

NOTICE is hereby given that the 13th Annual General Meeting ("AGM") of the Members of Indian Energy Exchange Limited will be held on Wednesday, September 18, 2019 at 11:00 AM at Dr. S R KVS Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi- 110010, India, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon
2. To appoint a Director in place of Mr. Ajeet Kumar Agarwal (DIN: 02231613), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the 18th Annual General Meeting and to fix their remuneration:

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to recommendation of the Audit Committee, M/s B S R & Associates LLP, Chartered Accountants (Firm registration no.116231W/W-100024), be and is hereby re-appointed as statutory auditors of the Company for a period of five years to hold the office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 18th AGM to be held in the year 2024, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include 'Audit Committee' of the Board) be and hereby authorized to vary, or increase the remuneration or, alter, amend and modify the remuneration payable to the auditors of the Company from time to time as they deem fit for the remaining financial years.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary be and is hereby severally authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

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

"Resolved that Ms. Renuka Ramnath (DIN: 00147182), who retires by rotation at the 13th Annual General Meeting, does not offers herself for re-appointment be not re-appointed, as a Director of the Company and the vacancy so caused on the Board of the Company be not filled-up."

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary be and is hereby severally authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **Appointment of Mr. Gautam Dalmia as a Non-executive and Non-Independent Director of the Company**

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 Section 152, 160 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mr. Gautam Dalmia (DIN: 00009758) who was appointed as an Additional Director of the Company by the Board of Directors with effect from December 20, 2018 and whose term of office expires at this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company being liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary be and is hereby severally authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **Appointment of Mr. Tejpreet Singh Chopra as a Non-executive and Independent Director of the Company**

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 Section 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Tejpreet Singh Chopra (DIN: 00317683), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from March 5, 2019 and whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and as specified in Regulation

22(ii) of the Central Electricity Regulatory Commission (Power Market) Regulations, 2010 confirming that he do not have any interest in any member and fiduciary relationship with any of the shareholders of the Company and in respect of whom the Company has received a notice in writing from a Member proposing his candidature be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five consecutive years with effect from March 5, 2019 to March 4, 2024, being not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary be and is hereby severally authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Appointment of Ms. Sudha Pillai as a Non-executive and Independent Director of the Company

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 Section 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Ms. Sudha Pillai (DIN: 02263950), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from April 26, 2019 and whose term of office expires at this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and as specified in Regulation 22(ii) of the Central Electricity Regulatory Commission (Power Market) Regulations, 2010 confirming that she do not have any interest in any member and fiduciary relationship with any of the shareholders of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five consecutive years with effect from April 26, 2019 to April 25, 2024, being not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary be and is hereby severally authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution."

8. Ratification of appointment of Mr. Satyanarayan Goel as Managing Director and CEO of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof

for the time being in force) read with Schedule V to the Act and subject to the approval of Central Government and such other approval/permission, if any as may be required, the re-appointment of Mr. Satyanarayan Goel (DIN: 02294069) as Managing Director & CEO of the Company for a period of Six Months with effect from January 21, 2019 upto July 20, 2019 (both days inclusive) at the same terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary be and is hereby severally authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution."

9. Approval for appointment of Mr. Rajiv Srivastava as the Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 152, 160 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mr. Rajiv Srivastava (DIN: 03568897) who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 3, 2019 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature be and is hereby appointed as the Director of the Company with effect from June 3, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary be and is hereby severally authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution."

10. Ratification of appointment of Mr. Rajiv Srivastava as Whole-time Director and Managing Director & CEO

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Act and subject to the approval of Central Government and such other approvals/permissions, if any as may be required, the approval of the Members of the Company be and hereby accorded for the appointment of Mr. Rajiv Srivastava (DIN: 03568897) as Whole-time Director of the Company with effect from his date of joining i.e. June 03, 2019 till July 20, 2019 (both days inclusive), and thereafter as Managing Director & CEO of the Company for a period effective from July 21, 2019 to June

02, 2024 (both days inclusive), on such terms and conditions as mentioned below:

- (a) Fixed Remuneration: Rs. 250 lacs per annum (Rupee Two Hundred and Fifty Lacs only), which will as per Company's normal remuneration policy comprising primarily of Basic Salary, HRA, Special Allowance, PF, LTA, Allowances, Gratuity etc, subject to tax withholding.
- (b) Variable Pay – Base Annual variable compensation of Rs. 120 lacs per annum, which may be further increased by a maximum of 25% based on parameters of performance (i.e. up to Rs. 150 lacs), annually payable as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, (except for the first year of appointment where variable portion shall be Rs. 120 lacs, which shall be paid pro-rata at the end of financial year 2019-20 and is guaranteed). For subsequent years, the actual variable compensation paid may be higher or lower than the annual base variable compensation as may be recommended by the Nomination and Remuneration Committee and approved by the Board.
- (c) Performance Linked Long term Incentive Plan –
Maximum 90,000 Stock Grant each year at face value of Re 1/- each at the end of each FYs 2020-21, 2021-22, 2022-23 and 2023-24 based upon the achievement of defined Performance benchmarks (each Stock Grant will entitle the holder to acquire one equity share of Re. 1/- each at cost of Re. 1/- each), as approved/recommended by the Nomination and Remuneration committee.
- (d) Joining Bonus –
Joining Bonus of Rs. 100 lacs (Rupee one hundred lacs only) shall be paid within sixty days of joining.
Refund of Joining Bonus-
Only if employment is terminated with cause by the Company or without cause by Mr. Rajiv-
 - Within 1 year of the date of joining, whole joining bonus amount shall be refunded.
 - commencing from the beginning of 13th month from the date of joining and prior to completion of 24 months from the date of joining, the joining bonus shall be refunded to the Company on a pro-rata basis.
- (e) Short term equity options –200,000 at face value of Re 1/- each (unlock 50 % (i.e. 100,000) at the end of FY 2020-21 and balance 50% (i.e. 100,000) at the end of FY 2021-22 on achievement of defined Performance benchmarks (each Stock Grant will entitle the holder to acquire one equity share of Re. 1/- each at cost of Re. 1/- each), as approved/recommended by the Nomination and Remuneration committee.
- (f) Company Car/lease with fuel, driver and maintenance on actual basis, subject to a limit of Rs. 15 Lacs p.a. and is prorated for parts of the year where applicable.
- (g) Allowances & Perquisites will be valued as per the Income-tax rules, wherever applicable and at actual cost to the Company in other cases.

- (h) He will be entitled for an annual increment as per company policy in April every year, starting from April 2020, based on his individual performance and the overall performance of the Company, as per recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, taking into account factors such as the Company's prior years' financial performance, independent industry compensation benchmarks and future contribution potential.
- (i) Termination-The aforesaid appointment is subject to termination with 6 months' notice from either party, except for termination for cause, termination due to incapacity or death.
- (j) Miscellaneous terms:
 - i. Director & Officers liability insurance- On Actual basis.
 - ii. Personal Accident and Medical Insurance as per Company policy.
 - iii. Earned/privilege leave: As per rules of the Company.
 - iv. Encashment of leave: As per rules of the Company.
 - v. Any other benefit, amenity, privilege, not mentioned above but provided by the Company to its other employees.
 - vi. The Company shall also provide Mobile, lease line/ internet and other equipment/facility as required for performing his duties on actual cost basis.

RESOLVED FURTHER THAT the overall remuneration payable every year to Mr. Rajiv Srivastava, Managing Director & CEO by way of fixed salary, variable pay, performance based incentives (including stock based compensation of all types), bonus and employee benefits etc. (mentioned hereinabove) shall not exceed in aggregate five percent of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Managing Director shall be paid salary, perquisites and other allowances as set out in Explanatory Statement, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Office of Managing Director shall not be liable to retire by rotation pursuant to Section 152(6) of Companies Act, 2013 and Rules made thereunder and any subsequent amendment(s) and/or modification(s) in the Act, Rules and/or applicable laws in this regard and the Articles of Association of the Company."

RESOLVED FURTHER THAT all the Directors (which term shall be deemed to include a duly authorised 'Committee' thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) of the Company be and are hereby severally authorized to sign Employment Agreement and any

other documents expedient or desirable for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include a duly authorised 'Committee' thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) be and hereby authorized to vary, or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate or alter, amend, vary and modify the other terms and conditions of the said appointment from time to time as they deem fit in such manner as may be agreed to between the Board and Mr. Rajiv Srivastava and provided that such variation or increase, as the case may be, is within the overall limits of the managerial remuneration as prescribed under the Companies Act 2013 or any statutory amendment(s) and/or modification(s) thereof.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include a duly authorised 'Committee' thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

11. Approval for Indian Energy Exchange Limited 'Restricted Stock Unit Scheme 2019'

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

"RESOLVED THAT pursuant to the provisions of Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations"), issued by the Securities and Exchange Board of India ("SEBI") and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee of the Company ("NRC") which the Board has constituted/ delegated in order to exercise its powers, including the powers, conferred by this resolution) to introduce, offer, issue and allot Equity Shares of the Company having face value of INR 1 (Indian Rupee One) per share ("Equity Shares") under the 'Indian Energy Exchange Limited Restricted Stock Unit Scheme 2019' (hereinafter referred to as the "Scheme") by way of issuance of restricted stock units ("RSUs"), the salient features of which are furnished in the Explanatory Statement to this Notice to those employees of the Company who are part of the senior management of the Company and holds a leadership managerial position at the Company and has

a title with the Company or responsibilities equivalent to, that of either (i) a director or (ii) a position senior to the director and is selected by the NRC in its sole and absolute discretion ("Eligible Employees") at such price, as determined by the NRC in one or more tranches and on such terms and conditions, as may be fixed or determined by the NRC in accordance with the Scheme and applicable law."

"RESOLVED FURTHER THAT, the maximum number of RSUs that may be granted under the Scheme and thereby the Equity Shares to Eligible Employees under the Scheme shall not exceed 6,00,000 (Six Lakh) Shares which is equivalent to 0.20029% per cent of the paid-up share capital of the Company (relating to the Shares) (as adjusted for any corporate action and/or change in the capital structure) at an exercise price as defined in the RSU Scheme 2019."

"RESOLVED FURTHER THAT the NRC is hereby authorised to issue and allot Equity Shares to the Eligible Employees from time to time in accordance with the Scheme and other applicable laws in force and such Equity Shares shall rank pari passu in all respects with the then Equity Shares."

"RESOLVED FURTHER THAT the Board is empowered to make fair and reasonable adjustment, in its sole and absolute discretion in accordance with applicable law to the terms of grant and / or offer made under the Scheme in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares."

"RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to implement, formulate, evolve, decide upon and bring into effect the Scheme and to modify, change, vary, alter, amend, revise, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations including but not limited to, amendment (s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme in such manner as the Board may determine in its sole discretion and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to the Equity Shares to be issued pursuant to the proposed Scheme without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof."

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme."

"RESOLVED FURTHER THAT any of the Directors of the Company and/ or Company Secretary of the Company be and is hereby authorized to take necessary steps for listing of the Equity Shares allotted under the Scheme on the stock exchanges, where the securities of the Company are listed as per the provisions of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and the Listing Agreement with the concerned stock exchanges and other applicable guidelines, rules and regulations."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the NRC to appoint merchant bankers, brokers, solicitors, registrars, advertising Agency, compliance officer, investors service centre and other advisors, consultants or representatives , being incidental to the effective implementation and administration of the Scheme as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/ stock exchange(s) , and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

12. Approval for payment of remuneration in the form of Commission to Mr. Satyanarayan Goel, Non-Executive Chairman (DIN: 02294069) of the Board.

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

"RESOLVED THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules") and provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulation") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) or any other approval as may be required, approval of the Members of the Company be and are hereby accorded for the payment of remuneration in the form of commission to Mr. Satyanarayan Goel (DIN: 02294069) Non-executive Chairman of the Board effective from July 21, 2019, and in such amounts

or proportions and in such manner as the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination & remuneration Committee which the board has constituted to exercise its powers, including the powers, conferred by this resolution) may determine, subject to maximum of 1% (one percent) of the net profits of the Company , calculated in accordance with the provisions of Section 198 of the Act, as detailed below:

- The remuneration shall be combination of both fixed and variable portion as given below-
 - Fixed portion - Rs. 80 lakh per annum (Rupees eighty lakh only) payable on quarterly basis.
 - Variable portion- 0.5 % (zero point five percent) of the net profit of the Company for the financial year subject to a maximum of Rs. 1 Crore (Rupees One Crore only).
- The quantum of payout of variable portion shall be determined by the Board in its sole discretion based on recommendations of the NRC Committee and will depend upon the Company's profitability and on achievement of defined Performance benchmarks.
- The total Commission (fixed plus variable) shall be within the permissible limit as defined under Section 197 of the Act or any other Act or statutory provisions or enactments.

RESOLVED FURTHER that the above remuneration shall be in addition to sitting fee payable to Mr. Satyanarayan Goel for attending the Board or Committee (s) Meetings of the Company thereof and reimbursement of expenses for attending the Board and Committee (s) meetings of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For **Indian Energy Exchange Limited**

Sd/-

(Vineet Harlalka)

CFO, Company Secretary & Compliance Officer
Membership No. ACS-16264

Date: July 31, 2019

Place: New Delhi

NOTES:-

1. Item 2 of the Notice: In view of the provisions of the Act which prescribes that Non-Independent Directors only will be reckoned for the purpose of the provisions relating to retirement by rotation under Section 152 of the Act, the Company has determined retiring directors (being non-Independent Directors only) and their eligibility for re-appointment under the above new provision. The profile of the Directors seeking re-appointment is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF**

HIMSELF/HERSELF, AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

3. **PROXIES SUBMITTED ON BEHALF OF COMPANIES AND OTHER BODIES CORPORATE, SOCIETIES, TRUST, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION, AS APPLICABLE.**
4. The instrument appointing the proxy, duly completed, must be deposited at the Registered & Corporate Office of the company not less than forty eight (48) hours (on or before 16 September, 2019, 11.00 A.M.) before the commencement of the Meeting. A proxy form for the AGM is enclosed.

5. A person can act as a proxy on behalf of members not exceeding fifty (50) in number and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights.
6. A member holding more than ten percent of the total share capital of the company may appoint a single person as proxy. However, such person shall not act as a proxy for any other person or shareholder.
7. A member is entitled to inspect proxies lodged at any time before 24 hours of the time fixed for commencement of the meeting ending with the conclusion of the meeting, provided that not less than three days' notice in writing is given to the company.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Registers of Contracts or Arrangements in which the directors are interested maintained under section 189 of the Companies, 2013 will be available for inspection by the members at the AGM.
9. **THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL REMAIN CLOSED FROM 12th SEPTEMBER, 2019 TILL 18th SEPTEMBER, 2019 (BOTH DAYS INCLUSIVE) FOR THE PURPOSE OF ANNUAL GENERAL MEETING.**
10. Members whose folios are in physical mode are requested to address all correspondence, including on dividends to the Registrar and Share Transfer Agent, the (RTA), Karvy Fintech Private Limited (Formerly Known as KCPL Advisory Services Private Limited) (Unit: Indian Energy Exchange Limited), Karvy Selenium Tower Bⁿ Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Gachibowli, Hyderabad-500032 Telangana, India.
11. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Affairs Department at the Company's registered office or e-mailing at compliance@iexindia.com or the Company's Registrar and Share Transfer Agent (Karvy Fintech Private Limited) by e-mailing at einward.ris@karvy.com for revalidation and encash them before the due dates. Members are requested to note that as per section 124 (5) of the Companies Act, 2013 the dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund. In addition, as per Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred by the Company to Investor Education and Protection Fund.
12. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
13. The Explanatory Statement pursuant to sub regulation (5) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Statutory Auditor proposed to be re-appointed. The Auditor has furnished consent for appointment as required under the Companies Act, 2013 and Rules made thereunder.
14. All the documents referred to in the Notice and Explanatory Statement shall be open for inspection at the Registered Office of the company on all working days during business hours up to the date of the Meeting and the venue of the meeting during the meeting.
15. Details as required in sub regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the Notice. The Directors have furnished consent/declaration for his appointment / re-appointment as required under the Companies Act, 2013 and Rules made thereunder.
16. In line with the measures of Green Initiatives, the Companies Act, 2013 provides for sending notice of the meeting and other member correspondence through electronic mode. Members holding shares in physical mode are requested to register their e-mail ids with the company at compliance@iexindia.com and with RTA at einward.ris@karvy.com. Members holding shares in demat mode are requested to register their email id's with their respective Depository Participants. If there is any change in the email id already registered with the Company /RTA, Members are requested to immediately notify the same to the company.
17. For the convenience of Members and for the proper conduct of the meeting, entry to the place of meeting will be regulated by an Attendance Slip, which is annexed to the proxy form, Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip, affix their signature at the place provided thereon and hand it over at the entrance.
18. Shareholders are requested to tender their Attendance Slips at the registration counters at the venue of the AGM and seek registration before entering the Meeting Hall. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
19. A Corporate Member entitled to attend the meeting shall along with their authorised representative(s) send a certified true copy of a resolution passed by the Board of Directors and vote on their behalf at the meeting.
20. Members are requested to bring Annual Report 2018-19 along with them to the Annual General Meeting, since extra copies will not be supplied at the Meeting.
21. Notice is being sent to all the members (electronic or physical copy), whose names appears in the Register of Members as on August 9, 2019. The Notice of the meeting is also posted on the website of the company i.e. www.iexindia.com. The Annual Report 2018-19, the Notice of the 13thAGM, instructions for e-voting along with the attendance slip and proxy form are being sent by electronic mode to members whose e-mail addresses are registered with the Company/Depository Participant, unless a member has requested for a physical copy of the documents. For members who have not registered their e-mail addresses, physical copies are sent through the permitted mode.
22. Members, who wish to obtain any information on the Company or view the financial statements for the Financial Year ended 31 March, 2019 may visit the Company's website at www.iexindia.com or send their queries to the Company Secretary at the Registered and Corporate Office of the Company atleast ten (10) days before the AGM.
23. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

24. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their Demat Accounts. Members holding shares in Physical form can submit their PAN details to the company or to the Registrar and Share Transfer Agent of the Company.
- 25. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.**
- I. Process for members opting for remote e-voting:**
- A. In case a Member receives an email from Karvy (for Members whose email IDs are registered with the Company/Depository Participants):**
- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be E-Voting Event Number (EVENT) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login the system will prompt you to select the "EVENT" for Indian Energy Exchange Limited.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR /AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID: nazim@mnkassociates.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."
 - xiii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Prem Kumar Nair, (Unit: Indian Energy Exchange Ltd) at Karvy Fintech Private Limited (Formerly Known as KCPL Advisory Services Private Limited) (Unit: Indian Energy Exchange Limited), Karvy Selenium Tower B" Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Gachibowli, Hyderabad-500032 Telangana, India or einward. ris@karvy.com or phone no. 040 – 67161500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- B. In case a Member receives physical copy of Notice (whose email IDs is not registered with the Company/Depository Participants)**
- i. EVENT, User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No.(i) to (xiii) above to cast your vote by electronic means
- C. Other Instructions:**
- i. The remote e-voting period commences on 14th September, 2019 (9.00 a.m. IST) and ends on 17th September, 2019 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on 11th September, 2019 i.e. cut-off date, may cast their vote electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- ii. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on cut-off date i.e. 11th September, 2019.
- iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iv. In case a person have become a Member of the Company after dispatch of this Notice but on or before the cut-off date for E-voting i.e., 11th September, 2019, he/she may obtain the User ID and Password in the manner as mentioned below:
 - a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number + Folio No. **OR** DP ID Client ID to 9212993399
Example for NSDL:
MYEPWD <SPACE>XXXXIN12345612345678
Example for CDSL:
MYEPWD <SPACE>XXXX1402345612345678
Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c) Member may call Karvy's toll free number 1800-3454-001.
Member may send an e-mail request to einward.ris@karvy.com

II. Voting at AGM:

The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements

in this regard at the AGM Venue. The facility for voting through ballot poll/electronic shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however these Members are not entitled to cast their vote again in the Meeting

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

III. Other Information

- i. The company has appointed Mohd Nazim Khan, Practicing Company Secretary (FCS No. 6529, CP No 8245) from MNK and Associates LLP, Company Secretaries, New Delhi to act as Scrutinizer for conducting the electronic voting and ballot poll process in a fair and transparent manner.
- ii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot poll/ electronic facility for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- iii. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than two days of the conclusion of the AGM i.e., on or before 20th September, 2019, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- iv. The result declared along with the consolidated scrutinizer's report will be placed on the website of the Company: www.ixindia.com and on the website of Karvy at: [https:// evoting.karvy.com](https://evoting.karvy.com). The result will simultaneously be communicated to the Stock exchanges.

By Order of the Board of Directors
For **Indian Energy Exchange Limited**

Registered & Corporate Office –

Fourth Floor, TDI Centre, Plot No.7
Jasola District Centre,
New Delhi – 110025

Dated: July 31, 2019
Place: New Delhi

Sd/-
Vineet Harlalka
CFO & Company Secretary & Compliance Officer
Membership No.ACS-16264

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3:

As you are aware that the existing statutory auditor namely M/s B S R & Associates LLP, Chartered Accountants (Firm registration no. 116231W/W-100024), was appointed initially for the first term of five year at the AGM held on June 24, 2014 from the conclusion of 8th AGM till the conclusion of 13th AGM, their term is expiring on the conclusion of this forthcoming Annual General Meeting (AGM).

The Board, on the recommendation of the Audit Committee ("the Committee"), has proposed the re-appointment of M/s B S R and

Associates, LLP, Chartered Accountants (Firm registration no. 116231W/W-100024), as the Statutory Auditors of the Company for a period of five years to hold the office from the conclusion of this 13th Annual General Meeting (AGM) till the conclusion of the 18th AGM to be held in the year 2024.

M/s. B S R and Associates, LLP, Chartered Accountants, have provided their business profile and consented to the said appointment and confirmed that their appointment, if made, would be in

accordance with Section 139 read with Section 141 of the Act. M/s B S R & Associates ('The firm') was constituted on 01 December 1996 having firm registration no. as 116231W. It was converted into limited liability partnership i.e. B S R & Associates LLP on 14 October 2013 thereby having a new firm registration no. 116231W/ W-100024. The registered office of the firm is at 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai, Maharashtra - 400 011.

M/s B S R & Associates LLP is a member entity of B S R & Associates, a network registered with the Institute of Chartered Accountants of India. The other entities which are part of the B S R & Associates include B S R & Co. LLP, B S R & Company, B S R and Co, B S R and Associates, B S R and Company, B S S R & Co and B B S R & Co. M/s B S R & Associates LLP is registered in Mumbai, Gurgaon, Noida, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Ahmedabad, Vadodara, and Kochi.

It is proposed that the Statutory Auditors M/s B S R & Associates LLP be paid remuneration as below towards the Audit fees and the Limited Review fees, which is in accordance with the provisions of Section 142 of the Act read with the Companies (Audit and Auditors) Rules, 2014-

- a. Annual Statutory Audit fee
(including IFC Certification - Rs. 18.00 lakh
- b. Quarterly Limited review fees - Rs. 4.00 lakh for each quarter

plus applicable GST, administrative charges and out of pocket expenses.

None of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

The Board of Directors of your Company recommends that the Resolution under Item No. 3 be passed in the interest of your Company.

ITEM NO. 4:

In terms of section 152 of the Companies Act 2013 and the Articles of Association of the Company, Ms. Renuka Ramnath, Director retires by rotation at the ensuing Annual General Meeting. Ms. Renuka Ramnath has indicated to the Company that she is not seeking reappointment due to her pre-occupation.

Ms. Renuka Ramnath has been on the Board of the Company since March, 2012. The Board places on record its sincere appreciation and recognition of the valuable contribution and services rendered by Ms. Renuka Ramnath during her tenure as a Director on the Board of the Company. The Board proposes that the vacancy caused by her retirement be not filled up.

None of the Directors other than Ms. Renuka Ramnath may be deemed to be concerned or interested in the aforesaid resolution.

The Board recommends the resolution for your approval.

ITEM NO. 5:

Mr. Gautam Dalmia was appointed by the Board as an Additional Director with effect from December 20, 2018 in terms of provisions of Section 161 of the Companies Act, 2013, and rules made thereunder.

As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Gautam Dalmia, as an Additional Director, holds office upto the date of this Annual General Meeting.

The Board has received a notice from a member proposing candidature of Mr. Gautam Dalmia, for the office of Director in terms of Section 160 of the Companies Act, 2013.

Mr. Gautam Dalmia is interested in this resolution and relatives of Mr. Gautam Dalmia may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

The Board of Directors of your Company recommends that the Resolution under Item No. 5 be passed in the interest of your Company.

ITEM NO. 6:

Mr. Tejpreet Singh Chopra was appointed by the Board as an Additional Independent Director with effect from March 05, 2019 in terms of provisions of Section 149, 161 of the Companies Act, 2013, and rules made thereunder.

As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Tejpreet Singh Chopra, as an Additional Director, holds office upto the date of this Annual General Meeting.

The Company has received a notice from a member proposing candidature of Mr. Tejpreet Singh Chopra, for the office of Director in terms of Section 160 of the Companies Act, 2013. Mr. Tejpreet Singh Chopra has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and Regulation 16(1)(c) of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 and as specified in Regulation 22(ii) of Central Electricity Regulatory Commission (Power Market) Regulations, 2010 confirming that he do not have any interest in any member and fiduciary relationship with any of the shareholders of the Company.

Mr. Tejpreet Singh Chopra is interested in this resolution and relatives of Mr. Tejpreet Singh Chopra may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

The Board of Directors of your Company recommends that the Resolution under Item No. 6 be passed in the interest of your Company.

ITEM NO. 7:

Ms. Sudha Pillai was appointed by the Board as an Additional Independent Director with effect from April 26, 2019 in terms of provisions of Section 149, 161 of the Companies Act, 2013, and rules made thereunder.

As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Ms. Sudha Pillai, as an Additional Director, holds office upto the date of this Annual General Meeting.

The Company has received a notice from a member proposing candidature of Ms. Sudha Pillai, for the office of Director in terms of Section 160 of the Companies Act, 2013. Ms. Sudha Pillai has also given a declaration to the company that she meets criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and Regulation 16(1)(c) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and as specified in Regulation 22(ii) of Central Electricity Regulatory Commission (Power Market) Regulations, 2010 confirming that she do not have any interest in any member and fiduciary relationship with any of the shareholders of the Company.

Ms. Sudha Pillai is interested in this resolution and relatives of Ms. Sudha Pillai may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

The Board of Directors of your Company recommends that the Resolution under Item No. 7 be passed in the interest of your Company.

ITEM NO. 8

The Board of the Company at its meeting held on January 10, 2019 had extended tenure of Mr. Satyanarayan Goel as Managing Director and CEO of the Company for a further period of Six Months with effect from January 21, 2019 upto July 20, 2019 (both days inclusive) at the same terms, which were as following:

- (a) Fixed Remuneration: Rs. 168 lakhs per annum (Rupees one hundred and Sixty Eight Lakhs only), which include Basic Salary, House Rent Allowance, Special allowance, Telephone expenses / reimbursement, Provident Funds and costing for other benefits like insurance and Gratuity etc.
- (b) Annual Variable Bonus: Upto Rs. 72.00 lakhs (Rupees Seventy two Lakhs only) as decided by the Board/ Remuneration Committee
- (c) Company Car, and Reimbursement of expenses on Driver and Car running & maintenance on actual basis.
- (d) Director & Officers liability insurance: On Actual basis
- (e) Any other benefit, amenity, privilege, not mentioned above but provided by the Company to its employees.
- (f) Earned/privilege leave: As per rules of the Company.

- (g) Encashment of leave: As per rules of the Company.
- (h) The Company shall also provide Mobile as per Company Policy. In addition lease line/internet and other equipment/facility as required for performing his duties.
- (i) ESOPs: As per IEX ESOP Scheme 2010 and as granted by the Compensation Committee of the Board with minimum vesting period of one year from the date of grant.
- (j) Termination: the aforesaid appointment is subject to termination within three months' notice from either party.

In terms of provisions contained under Section 196(4) of the Companies Act, 2013 and the rules made thereunder, a managing director, whole-time director or manager shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company and by the Central Government in case such appointment is at variance to the conditions Specified in Part I of Schedule-V. Accordingly approval of shareholders is sought for ratification of reappointment of Mr. Satyanarayan Goel as the Managing Director and CEO of the Company for a period of Six Months with effect from January 21, 2019 upto July 20, 2019 (both days inclusive) at the same terms.

Mr. Satyanarayan Goel is interested in this resolution and relatives of Mr. Satyanarayan Goel may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

The Board of Directors of your Company recommends that the Resolution under Item No. 8 be passed in the interest of your Company.

ITEM NO. 9 & 10

The Board of the Company has appointed Mr. Rajiv Srivastava (DIN: 03568897) as an Additional Director of the Company with effect from June 03, 2019 in terms of provisions of Section 161 of the Companies Act, 2013, and rules made thereunder, and simultaneously appointed Mr. Rajiv Srivastava as Whole-time Director of the Company with effect from date of his joining i.e. June 03, 2019 till July 20, 2019 (both days inclusive) and thereafter as Managing Director & CEO of the Company for a period of effective from July 21, 2019 to June 02, 2024 (both days inclusive), not liable to retire by rotation as per the terms and conditions as set out in the item no. 10 of the Notice.

As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Rajiv Srivastava, as an Additional Director, holds office upto the date of this Annual General Meeting. The Board has received a notice from a member proposing candidature of Mr. Rajiv Srivastava, for the office of Director in terms of Section 160 of the Companies Act, 2013.

Further, in terms of provisions contained under Section 196(4) of the Companies Act, 2013 and the rules made thereunder, a managing

director, whole-time director or manager shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company and by the Central Government in case such appointment is at variance to the conditions Specified in Part I of Schedule-V. Accordingly approval of shareholders is sought for appointment of Mr. Rajiv Srivastava as Director/Wholetime Director/Managing Director of the Company.

Mr. Rajiv Srivastava is interested in this resolution and relatives of Mr. Rajiv Srivastava may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

The Board of Directors of your Company recommends that the Resolution under Item No. 9 & 10 be passed in the interest of your Company.

ITEM NO. 11:

In today's competitive world, senior management employees of a company are one of its most important resource and asset. Your Company fully recognizes the same and therefore wants its senior management employees to participate and share the fruits of growth and prosperity along with the Company.

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/plan. Your Company believes in rewarding its senior management employees for their continuous hard work, dedication and support, which has led the Company on the growth path. The Company intends to implement the **Indian Energy Exchange Limited Restricted Stock Unit Scheme 2019 ("Scheme")**, with a view to attract and retain key talents working in the capacity of senior management with the Company, by way of rewarding their performance and motivating them to contribute to the overall corporate growth and profitability.

Pursuant to provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (hereinafter referred to as "**SEBI (SBEB) Regulations**"), the Company seeks members' approval in respect of the Scheme and grant restricted stock units ("**RSUs**") and thereby issue equity shares of the Company having face value of INR 1 (Indian Rupees One) ("Equity Shares") to those employees of the Company who are part of the senior management of the Company and holds a leadership managerial position at the Company and has a title with the Company or responsibilities equivalent to, that of either (i) a director or (ii) a position senior to the director ("**Eligible Employees**") as decided by the Nomination and Remuneration Committee ("**NRC**") in its sole and absolute discretion, on such terms and conditions and at such price as determined by the NRC in due compliance of the SEBI (**SBEB**) Regulations.

The main features of the Scheme are as under:

1. Brief Description of the Scheme(s):

This proposed Scheme called the **Indian Energy Exchange Limited Restricted Stock Unit Scheme 2019 ('the Scheme')**

enables the Company to grant RSUs to Eligible Employees. Subject to applicable law and terms and conditions of the Scheme, the Eligible Employees shall be entitled to subscribe to the Equity Shares within certain time period ("**Exercise Period**") upon fulfilment of such conditions ("**Vesting**") as is determined by the NRC and payment of an exercise price as determined by the NRC ("**Exercise Price**"). Thus, the Scheme is intended to reward the Eligible Employees for their performance and to motivate them to contribute to the growth and profitability of the Company.

The objectives of the Scheme are:

- a) create a sense of ownership and participation amongst the Eligible Employees of the Company;
- b) motivate the Eligible Employees with incentives and reward opportunities;
- c) drive entrepreneurship mindset of value creation for the organization;
- d) provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company; and
- e) achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the Eligible Employees with the long-term interests of the Company.

2. Total number of RSUs to be granted and thereby Equity Shares to be issued and allotted:

The total number of Equity Shares to be allotted pursuant to exercise of RSUs under the Scheme to the Eligible Employees shall not exceed 6,00,000 (Six Lakh) Shares which is equivalent to 0.20029% percent) of the paid-up share capital of the Company (relating to the Shares) as on the date of the notice calling for the Annual General Meeting of the Shareholders on September 18, 2019 ("**Plan Pool**").

The SEBI (SBEB) Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment be made to the benefits granted to the Eligible Employee under a stock option scheme. Accordingly, a fair and reasonable adjustment shall be made to the above ceiling and/or the Exercise Price and/or the Exercise Period and/or the Vesting criteria by the Nomination and Remuneration Committee subject to compliance of the SEBI (SBEB) Regulations and other applicable law.

3. Identification of classes of employees entitled to participate in the Scheme:

The Scheme is applicable to those employees of the Company who are part of the senior management of the Company and holds a leadership managerial position at the Company and has a title with the Company or responsibilities equivalent to, that of either (i) a director or (ii) a position senior to the director.

A director who either himself or through his relative or through any Body Corporate directly or indirectly, holds more than ten percent of the outstanding Shares of the Company is not eligible to participate in the Scheme.

4. Transferability of the RSUs under the Scheme:

Any RSUs granted under the Scheme cannot be assigned, alienated, pledged, attached, hypothecated, sold or otherwise transferred or encumbered by such Eligible Employee who has been granted the RSUs and has been issued a letter of grant and agrees to abide by the terms and conditions of the Scheme as well as the letter of grant ("RSU Holder") except upon death or permanent disability of the RSU Holder (in which case the RSUs will be exercisable by the nominee, as selected by the RSU Holder). Any purported assignment, alienation, pledge, attachment, sale, transfer or encumbrance not permitted under the Scheme shall be void and unenforceable against the Company.

5. Requirements of vesting and period of vesting:

The RSUs granted shall vest in accordance with the terms of each grant under the Scheme, so long as an employee continues to be in the employment of the Company.

In the event of termination of employment of the RSU Holder due to Cause (as defined in the Scheme), the RSUs granted to the RSU Holder, whether vested or unvested, shall lapse on the termination of employment of the RSU Holder, they shall be cancelled, and shall revert to the Plan Pool. The Company shall not have any further obligations towards the RSU Holder in respect of such lapsed RSUs.

In the event of termination of employment of the RSU Holder due to resignation or without Cause, the NRC shall have the right to cancel all the unvested RSUs. The RSU Holder may exercise his vested RSUs in accordance with the Scheme, within a period stipulated by the NRC in the letter of grant. The NRC shall have the right to cause all or any of the Unvested RSUs to Vest on the date of termination of the Eligible Employee. Any RSUs which are not exercised within the period as stipulated by the NRC shall lapse and be cancelled and revert to the Plan Pool. The Company shall not have any further obligations towards the RSU Holder or the nominee of the RSU Holder, as the case may be, towards lapsed RSUs.

The NRC depending upon the performance of the Eligible Employee, expertise of the Eligible Employee, achievement or expected achievement of key performance indicators by the Eligible Employee, terms of employment of the Eligible Employee amongst other factors shall determine the vesting criteria/period. Subject to the terms and conditions of the Scheme and SEBI (SBEB Regulations), 2014, the period of Vesting shall be minimum one year.

6. Maximum period within which the RSUs shall be vested:

The maximum period of Vesting for the RSUs granted to Eligible Employees shall be determined by the NRC in accordance with applicable law and as provided in the letter of grant.

7. Exercise price or pricing formula:

The Exercise Price shall be the price payable by the Eligible Employee for exercising the Restricted Stock Unit granted under the Plan, which price shall be the face value of the equity share of the company from time to time;

The NRC will in accordance with the Scheme and applicable laws lay down the procedure for making a fair and reasonable adjustment to the number of RSUs, to the Exercise Price in case of corporate action in accordance SEBI (SBEB) Regulations and shall provide necessary procedures and/or mechanism for exercising such RSUs subject to applicable laws, rules and regulations.

8. Exercise Period and the process of Exercise:

The Exercise Period of the RSUs granted under this Scheme shall be determined by the NRC at the time of grant of RSUs and will be detailed in the letter of grant.

The RSU Holder may exercise the Vested RSUs within the Exercise Period. In the event the RSU Holder fails to exercise his Vested RSUs within the Exercise Period, then such Vested RSUs shall lapse and revert to the Plan Pool. The Company and/or the NRC will not have any obligation towards such RSU Holder with respect to such lapsed RSUs.

To Exercise the RSUs, the RSU Holder must submit an exercise letter to the NRC accompanied by the Exercise Price in such manner and on such format as provided in the Scheme or otherwise as may be prescribed by the NRC from time to time, which shall be annexed with the letter of grant. The NRC at its sole and absolute discretion may offer a cashless exercise mechanism of RSUs for certain Eligible Employees

9. Appraisal process for determining the eligibility of employees under the Scheme:

The appraisal process for determining the eligibility of the employees will be decided by the NRC from time to time which shall be based on the factors such as performance of the employee for the past financial years (or for the period of his service), onboarding incentive for new employees, attracting talent, position and responsibilities of the concerned employee, the nature of employee's services to the Company, the period for which the employee has rendered his services to the Company, the employee's present and potential contribution to the success of the Company and such other factors as the NRC deems relevant for accomplishing the purpose of the Scheme and as mentioned in the letter of grant provided to the Eligible Employee.

10. Whether the Scheme is proposed to be implemented and administered directly by the Company or through a trust:

The Scheme shall be implemented and administered directly by the Company.

11. Whether the scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

The Scheme contemplates new issue of shares by the Company.

12. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.:

Not applicable.

13. Maximum percentage of secondary acquisition (subject to limits specified under the SEBI (SBEB) Regulations) that can be made by the Trust for the purchase under the scheme:

Not applicable.

14. Accounting and Disclosure Policies:

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein or such other policies as may be prescribed under SEBI (SBEB) Regulations.

15. Method of Valuation:

The Company shall use the fair value method to value the RSUs granted as prescribed under Guidance Note or under any relevant Accounting Standard notified by appropriate authorities from time to time.

16. Statement with regard to disclosure in Director's Report:

As the Company is adopting fair value as a method of valuation to value the RSUs granted under the scheme, presently there is no requirement for disclosure in Director's Report. However, if in future, the Company opts for expensing of share based employee benefits using intrinsic value method, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall be disclosed in the Directors' Report.

Consent of the members is being sought by way of Special Resolutions pursuant to Section 62 (1) (b) of the Companies Act, 2013 and as per Regulation 6 of the SEBI (SBEB) Regulations, 2014 and all other applicable provisions, if any.

A draft copy of the Scheme is available for inspection at the Company's Registered Office on all working days (excluding Saturday, Sunday and Holidays) till the date of this Annual General Meeting.

The directors and key managerial personnel of the Company may be deemed to be concerned or interested in these Resolutions only to the extent of any RSUs that may be granted to them (along with the resultant Equity Shares issued) that may be offered to them in accordance with the Scheme.

The Board of Directors of your Company recommends that the Resolution under Item No. 11 be passed in the interest of your Company.

ITEM No. 12:

Mr. Satyanarayan Goel post expiry of his term as MD & CEO of the Company was appointed as the Non-Executive Chairman of the Board with effect from July 21, 2019. Mr. Goel brings with him rich experience and expertise in Power Sector and in appreciation of his

contribution and services he will be rendering to the Company, it is proposed to pay him remuneration in the form of Commission as Non-Executive Chairman commencing from July 21, 2019. Mr. Goel can support the Board and the Company immensely in matters related to Regulatory issues and policy advocacy and guiding management team.

In terms of Section 197 of the Companies Act, 2013 a company can make payment of remuneration to Non- Executive Directors, a sum not exceeding 1% of the net profits of the company and in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required every year, if the remuneration payable to a single Non-Executive Director in that year exceeds 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together. Your approval is therefore sought for the payment of remuneration in the form of commission to Mr. Goel for one year commencing from July 21, 2019. The proposed commission shall be in addition to the sitting fee payable to him and out-of-pocket expenses incurred for attending meetings of the Board and Committees thereof.

It is proposed that Mr. Goel shall be paid remuneration in the form of commission, which can be combination of both fixed and variable portion for one year as set out in the resolution number 12 of this notice.

Mr. Satyanarayan Goel is interested in this resolution and relatives of Mr. Satyanarayan Goel may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company.

In accordance with the Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, Mr. Satyanarayan Goel is interested in this resolution to the extent of his shareholding interest in the Company and he will not participate in the discussion or cast vote in the proposed resolution.

Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

The Board of Directors of your Company recommends that the Resolution under Item No. 12 be passed in the interest of your Company.

Inspection of documents

The documents referred hereinabove in the Notice shall be available for inspection at the registered and corporate office of the Company between 10.30 a.m. to 5.30 p.m. on all working days (excluding Saturday, Sunday and Holidays) during business hours and also at the venue of meeting.

By Order of the Board of Directors
For **Indian Energy Exchange Limited**

Sd/-

Vineet Harlalka

CFO & Company Secretary & Compliance Officer
Membership No.ACS-16264

Registered & Corporate Office –

Fourth Floor, TDI Centre, Plot No.7
Jasola District Centre,
New Delhi – 110025

Dated: July 31, 2019

Place: New Delhi

Additional Information on Director recommended for appointment/re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 And Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India.

	(1)	(2)	(3)	
Sl No.	Name of the Director	Mr. Ajeet Kumar Agarwal	Mr. Gautam Dalmia	Mr. Tejpreet Singh Chopra
1	DIN	02231613	00009758	00317683
2	Age	59 Years	51 Years	49 Years
3	Qualification(s)	<ul style="list-style-type: none"> Fellow member of the Institute of Chartered Accountants of India Bachelor's degree of commerce from the Shri Ram College of Commerce, University of Delhi 	<ul style="list-style-type: none"> BS and MS degree in Electrical Engineering from Columbia University, USA 	<ul style="list-style-type: none"> B.A. Honors degree in Economics from St. Stephen's College, Delhi University MBA degree from Cornell University
4	Experience and Expertise in specific functional area	He has 36 years' experience in Public Sector Undertakings. Since August 1, 2012, he is Director (Finance) of REC Limited and was assigned with the Additional Charge of Chairman & Managing Director of REC w.e.f. March 6, 2019. Further, he is responsible for formulating financial strategies and plans to enable REC in achieving its vision. He also supervises treasury functions, lending operations and advises on corporate risk management matter.	With over 23 years of experience in both Cement and Sugar Industries. He has been one of the driving forces behind the exponential growth witnessed by the Dalmia Bharat Group. He leads a professional team to pursue accelerated growth while maintaining the core values which have been the foundation of this 75-year old conglomerate with interests in cement, sugar and refractories.	He is the Founder & CEO of Bharat Light & Power, a leading clean energy generation company in India. He has 18 years of global management and finance experience acquired in various business roles held in France, England, Hong Kong, India and USA, of which over 14 years were at General Electric. He was the President & CEO of General Electric in India, Sri Lanka & Bangladesh, until 2010, and was responsible for GE's strategies for growth in these countries. He joined our Company as an additional Independent Director w.e.f. March 05, 2019. He is also involved in various industry associations. He is a member of the Council of Management of the All India Management Association (AIMA) and Co-Chair of the World Economic Forum's, Global Future Council (GFC) on Advanced Energy Technologies
5	Terms and conditions of appointment or re-appointment	As per the Nomination, Remuneration & Board Diversity Policy of the Company as placed on the Company's website i.e. www.ixindia.com		
6	Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Refer the Report on Corporate Governance Report Section for details of remuneration paid and remuneration last drawn.	Nil	Sitting fee for attending Board and Committee Meetings of the Company
7	Date of first appointment on the Board	August 22, 2012 as the nominee of Rural Electrification Corporation Limited.	December 20, 2018 as an Additional Director	March 05, 2019 as an Additional Independent Director
8	Shareholding in the Company	Nil	Nil	Nil
9	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None
10	Number of Meetings of the Board attended during the year	The details of meetings attended during the year are provided in the Corporate Governance Report section of the Annual Report 2019.		
11	Other Directorships	Refer report on Corporate Governance Report section of the Annual Report 2019.		
12	Membership/ Chairmanship of Committees of other Boards as on 31st March, 2019	<ol style="list-style-type: none"> Rural Electrification Corporation Limited Member of Stakeholders Relationship Committee. 	<ol style="list-style-type: none"> Dalmia Bharat Sugar and Industries Ltd Member of Stakeholders Relationship Committee Dalmia Bharat Limited Member of Stakeholders Relationship Committee 	<ol style="list-style-type: none"> SRF Limited Chairman of Stakeholders' Relationship Committee Gujarat Pipavav Port Ltd. Member of Stakeholders' Relationship Committee

		(4)	(5)	(6)
SI No.	Name of the Director	Ms. Sudha Pillai	Mr. Satyanarayan Goel	Mr. Rajiv Srivastava
1	DIN	02263950	02294069	03568897
2	Age	69 Years	65 Years	54 Years
3	Qualification(s)	<ul style="list-style-type: none"> • BA Honors Degree in English Literature (gold medalist) • Master's Degree in Psychology (gold medalist) from Punjab University • Master's degree in Public Administration from Kennedy School of Government School at Harvard University, USA with special areas of interest in Impact of Foreign Direct Investment on Employment & Growth, Macro Economic Policy, World Food System, Equity in Rural Development Policy, Leadership & Mobilization of Group Resources 	<ul style="list-style-type: none"> • Bachelor's degree of science in electrical engineering from the Sambalpur University, Burla • Master's degree of business administration from the University of Delhi, New Delhi 	<ul style="list-style-type: none"> • BE (Mechanical) from BITS-Pilani. • Executive MBA
4	Experience and Expertise in specific functional area	She joined the Indian Administrative Services in 1972 with second rank on all India basis. One of the foremost women to serve in the Indian civil services, She was appointed as member-secretary of the Planning Commission in 2010 in the rank of minister of state- the first woman to hold this office. She has 45 years of rich experience in policy formulation relating to Technology Transfer, Foreign Investment and Competition Law, National Skill Development Policy and Safety, Health & Environment at Workplace. In her four decade long career she has also served as union secretary of labour and employment and in the ministries of industry and corporate affairs. She was also the first woman to be appointed as principal secretary finance in the government of Kerala. All through her career she focused on getting things done and made significant contribution to policy making and implementation	He has over 40 years of rich experience in different areas of power sector – power generation, transmission, system operation, power trading, commercial, regulatory affairs, power market development, and cross border trade. He was also actively involved in various reform initiatives of Govt. of India which includes - Enactment of Electricity Act, 2003, Tariff Based Bidding Guidelines, Tariff Policy, National Electricity Policy, Open Access, etc. Prior to working with PFS, he was associated with NTPC Limited for 29 years and retired as an executive director (fuel security).	He was working as Chief Operating Officer (COO) and Head of Sales Strategy & Operations for HP Inc-AsiaPacific & Japan Region and leading all of HP's end-to-end sales strategy, sales enablement, and key growth initiatives as well as services and solution in the region. He has about 34 years of experience at senior level at companies like HP India, Hewlett Packard, Microsoft India, Yamaha Motorcycles Limited & NSL.2.
5	Terms and conditions of appointment or re-appointment	As per the Nomination, Remuneration & Board Diversity Policy of the Company as placed on the Company's website i.e. www.ixindia.com	Refer explanatory statement item no. 8 & 12 of this notice	Refer explanatory statement item no. 9 & 10 of this notice
6	Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Sitting fee for attending Board and Committee Meetings of the Company	Refer explanatory statement item no. 8 & 12 of this notice.	Refer explanatory statement item no. 9 & 10 of this notice.
7	Date of first appointment on the Board	April 26, 2019 as an Additional Independent Director	January 21, 2014 as the Managing Director and Chief Executive Officer of the Company.	June 03, 2019 as an Additional Director designated as a Whole-time Director and MD & CEO w.e.f July 21, 2019.
8	Shareholding in the Company	Nil	2,53,786 equity shares as on March 31, 2019.	Nil

		(4)	(5)	(6)
SI No.	Name of the Director	Ms. Sudha Pillai	Mr. Satyanarayan Goel	Mr. Rajiv Srivastava
9	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None
10	Number of Meetings of the Board attended during the year	The details of meetings attended during the year are provided in the Corporate Governance Report section of the Annual Report 2019.		Not Applicable as he was appointed on the Board of the Company w.e.f June 03, 2019.
11	Other Directorships	Refer report on Corporate Governance Report section of the Annual Report 2019.		
12	Membership/ Chairmanship of Committees of other Boards as on 31st March, 2019	1. Amber Enterprises India Limited - Member of Audit Committee 2. Dalmia Bharat Limited - Member of Audit Committee 3. Dalmia Cement (Bharat) Limited - Member of Audit Committee 4. Fullerton India Credit Company Limited - Member of Audit Committee 5. IL JIN Electronics (India) Private Limited - Member of Audit Committee 6. International Travel House Limited - Member of Audit Committee	None	None



INDIAN ENERGY EXCHANGE LIMITED
CIN: L74999DL2007PLC277039

Regd. & Corp. Off.: Unit No. 3-6, 4th Floor, TDI Centre, District Centre, Jasola, New Delhi - 110025
Email: compliance@iexindia.com website: <http://www.iexindia.com> Fax No. 91-11-4300 4015

PROXY FORM (Form No. MGT-11)

(Pursuant to section 105(6) of the Companies Act, 2013 and 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:

Signature

Or failing him/her

2. Name:

Address:

E-mail ID:

Signature

Or failing him/her

3. Name:

Address:

E-mail ID:

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th Annual General Meeting of the Company, to be held on Wednesday, 18th September, 2019, at 11:00 a.m. at Dr. S R KVS Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi- 110010, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Description	FOR	AGAINST
Ordinary Business:			
1	To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors		
2	To appoint a Director in place of Mr. Ajeet Kumar Agarwal (DIN: 02231613), who retires by rotation and being eligible, offers himself for re-appointment		
3	To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the 18 th Annual General Meeting and to fix their remuneration		
Special Business:			
4	To not to fill the vacancy caused due to retirement of Ms. Renuka Ramnath (DIN: 00147182)		
5	Appointment of Mr. Gautam Dalmia as a Non-executive and Non-Independent Director of the Company		
6	Appointment of Mr. Tejpreet Singh Chopra as a Non-executive and Independent Director of the Company		
7	Appointment of Ms. Sudha Pillai as a Non-executive and Independent Director of the Company		
8	Ratification of appointment of Mr. Satyanarayan Goel as Managing Director and CEO of the Company		
9	Approval for appointment of Mr. Rajiv Srivastava as a Director of the Company		
10	Ratification of appointment of Mr. Rajiv Srivastava as Whole-time Director and Managing Director & CEO of the Company		
11	Approval for Indian Energy Exchange Limited Restricted Stock Unit Scheme 2019		
12	Approval for payment of remuneration in the form of Commission to Mr. Satyanarayan Goel, Non-Executive Chairman (DIN: 02294069) of the Board.		

Signed this _____ day of _____, 2019

Affix
Revenue
Stamp
Re. 1

Signature of Shareholder_____

Signature of Proxy holder_____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered & Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy shall prove his identity at the time of attending the Meeting.
3. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company/Depository Participant.
4. A Proxy need not be a member of the Company.
5. Please put a '√' in the appropriate column against the resolution indicated in the Box. If you leave the 'For or Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
7. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
8. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
9. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
10. Undated proxy form will not be considered valid.
11. Please complete all details including details of member(s) in above box before submission.

*Applicable for Investors holding shares in demat form.



INDIAN ENERGY EXCHANGE LIMITED

CIN: L74999DL2007PLC277039

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ATTENDANCE SLIP

13th Annual General Meeting

Please fill Attendance Slip and hand it over at the entrance of the meeting hall

1 Name (s) of Member (s) including joint holders, if any [in Block Letter (s)]

2 Registered Address of the Sole/First named Member

3 Registered Folio No./*DP ID No. and Client ID No. (* Applicable to Members holding shares in dematerialized form)

4 Number of Shares held

I/We hereby record my/our presence at the 13th Annual General Meeting of INDIAN ENERGY EXCHANGE LIMITED held on **Wednesday, 18th September, 2019 at 11:00 a.m.** at Dr. S R KVS Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi- 110010, India.

Signature of Member/Proxy

Note: Please bring the attendance slip to meeting hall and hand it over at the entrance of the hall. Members are requested to bring their copies of Annual Report to the AGM.



ELECTRONIC VOTING PARTICULARS

EVENT (E-Voting Event Number)	USER ID	PASSWORD/PIN
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Note: Please read the instructions and notes given in AGM notice for ('electronic voting', 'procedure and Instructions for e-voting & ballot poll' and 'other information') carefully before casting their votes.

ROUTE MAP

Route Map for the 13th Annual General Meeting of M/s Indian Energy Exchange Limited to be held on Wednesday September 18, 2019 at 11:00 a.m. at Dr. S R KVS Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi- 110010, India.

