



22ND ANNUAL REPORT 2020-21



Waaree Renewable Technologies Limited
(Formerly known as Sangam Renewables Limited)

COMPANY INFORMATION

Board of Directors

- Mr. Nilesh Bhogilal Gandhi Chairman & Non-Executive Independent Director
- Mr. Mitul Mehta Non-Executive Independent Director
- Ms. Anita Jaiswal Non-Executive Independent Director
- Mr. Pujan Pankaj Doshi Managing Director
- Mr. Hitesh Mehta Director
- Mr. Viren Doshi Director

Key Managerial Personnel

- Mr. Hitesh Mehta Chief Financial Officer
- Ms. Heema Shah Company Secretary & Compliance officer

Bankers

Indusind Bank Limited
 ICICI Bank Limited
 Axis Bank Limited

Statutory Auditors

R T Jain & Co. LLP, Chartered Accountants

Secretarial Auditors

R M Mimani & Associates LLP, Company Secretaries

Registrar and Transfer Agent

Purva Shareregistry (India) Private Limited

Unit no. 9, Shiv Shakti Ind. Estate, J .R. Boricha Marg,
 Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400 011
 Tel: 91-22-2301 6761 / 8261 Fax: 91-22-2301 2517
 Email: busicomp@vsnl.com

Registered Office and Contact Details and Website

504, Western Edge-I,
 Off: Western Express Highway, Borivali (E)
 Mumbai-400066; Tel No. 022- 6644 4444
 Email:-info@waareertl.com
 Website: www.waareertl.com
 CIN: L93000MH1999PLC120470

TABLE OF CONTENTS

| <u>PARTICULARS</u> | PAGE NO |
|---|----------------|
| Company Information | 2 |
| Notice | 3 |
| Directors' Report | 14 |
| Annexures to Directors' Report | 19 |
| Management Discussion and Analysis | 25 |
| Corporate Governance Report | 28 |
| Auditor Certificate on Corporate Governance | 38 |
| Auditor Report on Standalone Financial Statement | 40 |
| Standalone Balance Sheet, Profit and Loss Account, Cash Flow Statement and Notes to Accounts | 46 |
| Auditors' Report on Consolidated Financial Statement..... | 72 |
| Consolidated Balance Sheet, Profit and Loss Account, Cash Flow Statement and Notes to Accounts | 78 |

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 22nd ANNUAL GENERAL MEETING of the Members of the **Waaree Renewable Technologies Limited (Formerly known as Sangam Renewables Limited)** will be held on Thursday, September, 30, 2021 through video conferencing (“VC”)/ Other Audio Video Mechanism (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2021 including the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Hitesh Pranjivan Mehta (DIN: 00207506), who retires by rotation and being eligible, has offered himself for re-appointment.
3. *To consider and if thought fit, to pass, the following resolution as an ordinary resolution:*

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, **Khimji Kunverji & Co LLP, Chartered Accountants (FRN 105146W/ W100621)**, who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 22nd Annual General Meeting till the conclusion of the 27th Annual General Meeting to be held in the year 2026;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the remuneration payable and the reimbursement of out-of-pocket expenses, if any, and to do or perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution to the said Auditors.”

SPECIAL BUSINESS

4. *To consider and, if thought fit, to pass, the following resolution as a special resolution:*

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Mitul Mehta (DIN: 00207121), be and is hereby re-appointed as an Independent Non-Executive Director of the Company for a second term of five years effective from September 2, 2021 to September 1, 2026, not liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

5. *To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:*

“RESOLVED THAT pursuant to the provisions of 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Viren Doshi (DIN: 00207121), be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

6. *To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:*

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time (“the Act”), read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Regulations”), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the 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 which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), to ratify/approve all existing contracts/ arrangements/ agreements/ transactions and to enter into new/further contracts/arrangements/ agreements/

transactions (including any modifications, alterations or amendments thereto), in the ordinary course of business and on arm's length basis with Waaree Energies Limited ("Waaree"), Sangam Rooftop Solar Private Limited ("SRPL"), Waasang Solar One Private Limited ("Waasang One"), Waasang Solar Private Limited ("Waasang") and Waaree PV Technologies Private Limited ("Waaree PV") 'Related Parties' within the meaning of the Act and the Regulations, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and Waaree, SRPL, Waasang One, Waasang and Waaree PV;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

7. *To consider and if thought fit, to pass, the following resolutions as Special Resolution*

"RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is an associate or group Company, (in which any director is deemed to be interested) up to an aggregate sum of Rs. 100 crores. (Rupees One hundred crores only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment, Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors

Heema Shah
Company Secretary & Compliance Officer
ACS 52919
Email id: heemashah@waareertl.com

Place: Mumbai

Dated: September 04, 2021

Registered Office:

504, Western Edge-I,
 Off: Western Express Highway,
 Borivali (E), Mumbai-400066

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 02/2021 dated 13th January, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and MCA Circulars, the AGM of the Company will be held through VC / OAVM.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM is annexed.
3. Since this AGM is being held through VC / OAVM, pursuant to MCA Circulars, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice

4. In compliance with the aforesaid MCA Circulars and Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report will also be available on the Company’s website at www.waareertl.com websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of CDSL: <https://www.evotingindia.com>.
 5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 6. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to rmimani@csrma.in/mmimani@csrma.in with a copy marked to evoting@cdslindia.com.
 7. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Purva Sharegistry (India) Private Limited in case the shares are held by them in physical form.
 8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Purva Sharegistry (India) Private Limited in case the shares are held by them in physical form.
 9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP.
 10. In case of joint holders, 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 at the AGM.
 11. Members desiring any clarification on accounts are requested to write to the Company at an early date through email on info@waareertl.com and/or heemashah@waareertl.com to enable the Company to keep the information ready.
 12. If you have shares registered in the same name or in the same order of names but in multiple Folios, you are requested to send to the Company or Purva Sharegistry (India) Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes.
- 13. Instructions for e-voting and joining the AGM are as follows:**
- (a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 - (b) The Members can join the AGM in the VC/OAVM mode 15 minutes before ~~and~~ after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice
 - (c) The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis
- (d) The instructions for shareholders voting electronically are as under:**
- (i) The voting period begins on Monday, September 27, 2021 at 9.00 a.m. and ends on Wednesday, September 29, 2021 at 5.00 pm. During this period shareholder of the Company, holding shares as on the cut-off date (record date) of Friday, September 24, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars, the Company is required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level. Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. To increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.
- (iv) In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Pursuant to SEBI Circular, login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode is given below:

| Type of Shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL / NSDL / PURVA, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/Evoting Login. The system will authenticate the user by sending OTP on registered mobile number and email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp |

| Type of Shareholders | Login Method |
|---|--|
| | 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. |

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

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

| Login Type | Helpdesk Details |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free No.: 1800 1020 990 and 1800 22 44 30 |

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form:

- (e) The instructions for shareholders voting electronically are as under:
- i. The voting period begins on Monday, September 27, 2021 at 9.00 a.m. and ends on Wednesday, September 29, 2021 at 5.00 pm. During this period shareholders of the Company, holding shares as on the cut-off date (i.e., record date) of Friday, September 24, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii. The shareholders should log on to the e-voting website www.evotingindia.com.
 - iv. Click on “Shareholders” module.
 - v. Now enter your User ID a. For CDSL: 16 digits beneficiary ID, b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - vi. Next enter the Image Verification as displayed and click on Login.
 - vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

viii. If you are a first time user follow the steps given below:

| | |
|--|--|
| | For Shareholders holding shares in Demat Form and Physical Form |
| PAN | Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESSES FOR THOSE SHAREHOLDERS WHO’S EMAIL ADDRESSES/MOBILE NUMBER ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- ii. For Demat shareholders -, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) + Update Email ID/Mobile Number to Company/RTA email id.
- iii. The company/RTA shall co-ordinate with CDSL and provides the login credentials to the above-mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Shareholder will be provided with a facility to attend the 22nd AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE 22nd AGM ARE AS UNDER: -

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

vii. Non – Individual Shareholders and Custodian

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; rmimani@csrma.in / mmimani@csrma.in; info@waareertl.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A-Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Other Instructions:

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

EXPLANATORY STATEMENT

The following Explanatory Statements pursuant to Section 102 (1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in item no. 4 to 6 of the accompanying Notice of the Annual General Meeting.

Item No. 4

Mr. Mitul Mehta was appointed as an Independent Non-Executive Director of the Company by the members at the 17th AGM of the Company held on September 30, 2016 for a period of five consecutive years ended on September 01, 2021. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mitul Mehta, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from September 02, 2021 to September 01, 2026.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so, appointed by the members.

In the opinion of the Board, Mr. Mitul Mehta fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Mitul Mehta as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during the normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company, and it is desirable to continue to avail services of Mr. Mitul Mehta as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Mitul Mehta as an Independent Director for another term of five consecutive years with effect from September 02, 2021, to September 01, 2026, for the approval by the shareholders of the Company.

Except Mr. Mitul Mehta, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company is interested in the said resolution.

Item No. 5

Mr. Viren Doshi (DIN: 00207121) was appointed as an additional Director of the Company at the meeting of Board of Directors of the Company held on July 22, 2021 and in terms of provisions of section 161(1) of the Companies Act, 2013, Mr. Viren Doshi would hold the office till the conclusion of the ensuing Annual General Meeting and being eligible for re-appointment as a Director of the Company.

The Company has received a notice in writing from a shareholder of the Company along with requisite deposit as required under Section 160 of the Act, proposing his candidature for the office of Director. A statement containing his profile is given as per Annexure 1.

In the opinion of the Board Mr. Viren Doshi fulfil the qualification and conditions specified under the Companies Act, 2013 and rules made thereunder for his appointment as a Director of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Viren Doshi as an Executive Director of the Company.

Accordingly, the Board recommends the resolution to appoint of Mr. Viren Doshi as a Director of the Company for the approval of the shareholders of the Company.

Except Mr. Viren Doshi, being an appointee and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution as set out at Item No.5.

Item No. 6

Pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014(‘Rules’), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case of certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the Ordinary course of business and on arm’s length basis.

However, pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm’s length basis. For this purpose, a transaction is material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

All the Related Party transactions entered by the Company are on arm’s length basis and in the ordinary course of business and approval of the Audit Committee/Board are obtained, wherever required.

The transaction(s) entered by the Company, together with the transactions already entered with Waaree Energies Limited (“Waaree”), a holding Company, Sangam Rooftop Solar Private Limited (“SRPL”), Waasang Solar One Private Limited (“Waasang One”), Waasang Solar Private Limited (“Waasang”) and Waaree PV Technologies Private Limited (“Waaree PV”) being subsidiary Companies qualifies to be a material related party transactions under Listing Regulations.

The Company has existing arrangements with Waaree, SRPL, Waasang One, Waasang and Waaree PV which is in the ordinary course of business. However, the value of transactions with Waaree, SRPL, Waasang One, Waasang and Waaree PV in respect of financial year 2021-22 exceeds 10% of the annual consolidated turnover of the Company, based on the audited financial statements for year ended March 31, 2021.

Waaree, SRPL, Waasang One, Waasang and Waaree PV being the ‘Related Parties’ as per definition under Section 2(76) of the Companies Act, 2013.

The transactions as below described below are likely to exceed 10% of the Annual Consolidated Turnover as per last audited financial statements of the Company and may exceed the materiality thresholds prescribed under Regulation 23 of the Listing Regulations.

| Particulars | Information of transactions | | | | | | | |
|--|--|--|--|--|--|--|--|--|
| | Waaree Energies Limited | Sangam Rooftop Solar P. Ltd. | Waasang One Solar P. Ltd. | Waasang Solar P. Ltd. | Waaree PV Technologies p. Ltd. | Waaree PV Power LLP | Enrich Encap Pvt. Ltd. | Waaree Technologies Limited. |
| Name of the related party | Holding Company | Wholly owned Subsidiary | Wholly owned Subsidiary | Subsidiary | Wholly owned Subsidiary | Associate | Associate | Associate |
| Nature of Relationship | Holding Company | Wholly owned Subsidiary | Wholly owned Subsidiary | Subsidiary | Wholly owned Subsidiary | Associate | Associate | Associate |
| Nature of Contract | Sales/ Purchase / Service/ Advance taken/Loan repaid | Sales/ Purchase/ Service/ Advance/ Guarantee/ Security | Sales/ Purchase/ Service/ Advance/ Guarantee/ Security | Sales/ Purchase/ Service/ Advance/ Guarantee/ Security | Sales/ Purchase/ Service/ Advance/ Guarantee/ Security | Sales/ Purchase/ Service/ Advance | Sales / Service/ Advance | Sales/ Purchase/ Service/ Advance |
| Duration of Contract | NA | NA | NA | NA | NA | NA | NA | NA |
| Salient features of Contract | Normal trade under ordinary course of business | Normal trade under ordinary course of business | Normal trade under ordinary course of business | Normal trade under ordinary course of business | Normal trade under ordinary course of business | Normal trade under ordinary course of business | Normal trade under ordinary course of business | Normal trade under ordinary course of business |
| Estimated Value of transactions for the FY 2021-22 | Rs.200 Crores | Rs. 15 Crores | Rs. 2.5 Crores | Rs. 10 Lakhs | Rs. 20 Crores | Rs. 15 Crores | Rs. 2 Lakhs | Rs. 30 Crores |
| Estimated Value of transactions for the FY 2022-23 | Rs. 200 Crores | Rs. 15 Crores | Rs. 2.5 Crores | Rs. 10 Lakhs | Rs. 20 Crores | Rs. 15 Crores | Rs. 2 Lakhs | Rs. 30 crores |

Based on past transactions as described above would require the approval of the Members by way of an ordinary resolution

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Mr. Pujan Doshi, Managing Director, Mr. Hitesh Mehta, Director and Mr. Viren Doshi of the Company, are in any way concerned or interested in the aforesaid special resolution set out at Item No. 6 of this Notice, save and except to the extent of their Directorship / Shareholding, if any, in the entity mentioned in the said resolution

Your Directors recommend the ordinary resolution proposed at Item No. 6 of this Notice for your approval.

Item No. 7

Vide Companies (Amendment) Act, 2017, Section 185 of the Act has been amended and the same was notified by the Ministry of Corporate Affairs on May 07, 2018. In terms of the amended Section 185 of the Act, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution and requisite disclosures are made in the Explanatory Statement.

The Company's associates and group Companies explore various options to raise funds through loan / issuance of debentures / bonds etc. which may be backed by corporate guarantee of the Company. The proceeds raised by the associates and group Companies of the Company would be utilized for their principal business activities

This will also enable the Company to provide the requisite corporate guarantee or security in relation to raising of loans / debentures / bonds etc. by the said associates and group Companies, as and when it is raised.

In view of the above; and in line with the approval of the shareholders accorded under section 186 of the Act and as an abundant caution, the Board at its meeting held on September 04, 2021 decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan including any loan represented by book debt, or give guarantee or provide any security in connection with any loans / debentures / bonds etc. raised by any associates and or group Companies in whom any of the Director of the Company is interested up to an aggregate amount not exceeding Rs. 100 cr. (Rupees one hundred crores only) or in other currency for an equivalent amount

These associate and group companies are 'Related Party' in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI LODR . Further, the proposed grant of loan/provide guarantee or security may qualify as a 'Material Related Party Transaction' in terms of the provisions of Regulation 23(1) of SEBI LODR.

In terms of Section 185 of the Act (as amended by Companies (Amendment) Act, 2017 and notified by Ministry of Corporate Affairs vide notification dated May 7, 2018), and Regulation 23 of SEBI LODR , 2018, the proposed grant of loan/provide guarantee or security requires the approval of the members of the Company by way of a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Mr. Pujan Doshi, Director, Mr. Hitesh Mehta, and Mr. Viren Doshi Directors are in any way concerned or interested in the aforesaid special resolution set out at Item No. 7 of this Notice, save and except to the extent of their Directorship / Shareholding, if any, in the entity mentioned in the said resolution.

Your Directors recommend the special resolution proposed at Item No. 7 of this Notice for your approval.

By Order of the Board of Directors

Heema Shah
Company Secretary & Compliance Officer
ACS 52919
Email id: heemashah@waareertl.com

Place: Mumbai

Dated: September 04, 2021

Details of directors seeking appointment/ re-appointment at the ensuing Annual General Meeting scheduled to be held on Thursday, September 30, 2021 as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given hereunder:

Item No. 2

| | |
|--|---|
| Name of the Director | Mr. Hitesh Pranjivan Mehta |
| DIN | 00207506 |
| Date of Birth | July 29, 1965 |
| Qualification | FCA; B.Com. |
| Expertise in specific functional | Vast Experience in the area of strategic finance, corporate structuring, operational finance, tax planning, audit, treasury |
| List of other Directorships held excluding foreign companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies | Waaree Energies Limited |
| Chairman / Member of the Committees of the Board of other Companies in which he is a director | Nil |
| No. of shares held in the Company | Nil |
| Relationship between Director inter-se | He is on the Board of the holding Company |

Item No. 4

| | |
|--|--|
| Name of the Director | Mr. Mitul Mehta |
| DIN | 03434692 |
| Date of Birth | November 7, 1974 |
| Qualification | B.Com. |
| Expertise in specific functional areas | Vast Experience in Instrumentation and Renewable Energy domain |
| List of other Directorships held excluding foreign companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies | Nil |
| Chairman / Member of the Committees of the Board of other Companies in which he is a director | Nil |
| No. of shares held in the Company | Nil |
| Relationship between Director inter-se | Nil |

Item No. 5

| | |
|--|--|
| Name of the Director | Mr. Viren Doshi |
| DIN | 00207121 |
| Date of Birth | November 6, 1968 |
| Qualification | B.Com |
| Expertise in specific functional areas | Vast Experience in Project Management of Solar Power Projects |
| List of other Directorships held excluding foreign companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies | Waaree Energies Limited |
| Chairman / Member of the Committees of the Board of other Companies in which he is a director | Nil |
| No. of shares held in the Company | Nil |
| Relationship between Director inter-se | He is relative of Mr. Pujan Doshi , the director of the company. |

By Order of the Board of Directors

Heema Shah
Company Secretary & Compliance Officer
ACS 52919
Email id: heemashah@waareertl.com

Place: Mumbai
Dated: September 04, 2021

DIRECTORS' REPORT

The Members

Waaree Renewable Technologies Limited

(Previously known as Sangam Renewables Limited)

The Directors are pleased to present the 22th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2021.

1. FINANCIAL RESULTS

The Company's financial performance for the year ended March 31, 2021 is summarised below:

(Amount in Rs. Lakh)

| Particulars | Consolidated | | Standalone | |
|--|-----------------|-----------------|---------------|----------------|
| | 2020-21 | 2019-20 | 2020-21 | 2019-20 |
| Total Income | 1541.92 | 737.05 | 1129.54 | 508.07 |
| Less: Expenditure | 1201.83 | 989.05 | 863.40 | 547.86 |
| Profit/(Loss) before Tax | 340.09 | (252.00) | 266.14 | (39.79) |
| Tax Expense (including Previous Year Tax Adjustment) | 576.74 | 65.64 | 32.14 | (21.20) |
| Profit/(Loss) after Tax | (236.65) | (317.64) | 234.00 | (18.59) |

2. RESULTS OF OPERATIONS & STATE OF COMPANY'S AFFAIRS

Financial Year 2020-21 has been challenging year with weakening macro-economic conditions, slowing market growths and COVID-19 outbreak and containment measures during the year.

During Financial Year 2020-21, the year under review, Waaree Renewable Technologies Limited and its subsidiaries (the Company) commissioned 3.85 MWp rooftop projects and 12.5 MWp ground mounted projects. A total of 20.35 MWp are under construction.

The Company incurred consolidated profit before tax of Rs. 340.09 lakhs and after-tax loss of Rs. 236.65 Lakhs for the FY 2020-21, as against consolidated loss before tax of Rs. 252 lakhs and after-tax loss of Rs. 317.64 lakhs during FY 2019-20.

Impact of Covid-19

During the year under review the incidence of Covid-19 developed into a global pandemic. The directors have assessed the impact of Covid-19 on the business. The company continues to provide the services to its customers, although some parts of the business have been disrupted due to the current lockdown conditions in most part of the country. Due to the worldwide uncertainty caused by Covid-19, and its potential to impact the company, the company has put in place mitigation plans to minimize the adverse impact on both revenue and profitability.

3. DIVIDEND AND RESERVES

No dividend was declared for the current financial year due to conservation of profits and continued investment in the business. The Company does not propose to transfer any amount to reserves.

4. SHARE CAPITAL

The authorised share capital of the Company is Rs. 210,000,000 (Rupees Twenty-One crores only) comprising 21,000,000 equity shares of face value of Rs. 10/- each.

The paid-up equity share capital as at March 31, 2021 stood at Rs. 208,148,340 (Rupees Twenty Crore Eighty-One Lakh Forty-Eight Thousand Three Hundred and Forty only).

The Company has not issued any equity shares with or without differential rights during the year under review and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

There are no shares held by trustees for the benefit of employees and hence no disclosure under Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014 has been furnished.

5. SUBSIDIARY AND ASSOCIATES COMPANIES

As on March 31, 2021 the Company has the following subsidiaries:

- Waacox Energy Private Limited (51% Shareholding)
- Waasang Solar One Private Limited (51% shareholding)

- Waasang Solar Private Limited (100 % shareholding)
- Waaree PV Technologies Private Limited (100 % shareholding)
- Sangam Rooftop Solar Private Limited (100% Wholly owned)

The Company has divested its entire investments held in Waacox Energy Private Limited and is ceased to be the material subsidiary company of the Company with effect from July 5, 2021

The Company has no other associates or joint ventures Company.

6. CONSOLIDATED FINANCIAL STATEMENT

The Company has consolidated financial statement for the financial year ended on March 31, 2021, as required in terms of the provision of Section 129(3) of the Companies Act, 2013 and Rules made there-under.

7. CORPORATE GOVERNANCE

A Report on Corporate Governance, as required in terms of the provisions of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the Auditor's Certificate thereon is annexed herewith.

8. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2021 is available on the website of the Company at www.waareertl.com under Investor relations tab.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

- In terms of the provision of section 152 of the Companies Act, 2013 and of Articles of Association of the Company, Mr. Hitesh Mehta, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment.
- All Independent Directors have furnished to the Company a declaration under Section 149(7) of the Companies Act, 2013 stating that they meet criteria of Independence as provided under section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations.
- Mr. Sharad Kumar Saxena (DIN: 01874149) has resigned as the Whole-time Director (WTD) of the Company with effect from July 15, 2020.
- Mr. Hitesh Mehta has been appointed as an additional Director in the category of Executive Director of the Company with effect from June 15, 2020 and has been regularised at the Annual General Meeting held on September 19, 2020 and he has been appointed Chief Financial Officer (CFO) of the Company with effect from November 06, 2020.
- Ms. Ruchi Sethi, Company Secretary & Compliance officer has been resigned with effect from April 30, 2021 and Ms. Heema Shah has been appointed as Company Secretary & Compliance officer with effect from May 10, 2021.
- Mr. Viren Doshi has been appointed an addition Director of the Company with effect from July 22, 2021 and could hold the office till the ensuing Annual General Meeting and being eligible for re-appointment.

10. NUMBER OF MEETINGS OF BOARD

During the Financial Year 2020-21, 4 (Four) meeting of Board of Director were held, details of the which are made available in Corporate Governance Report forming the part of this Director Reports,

11. COMPOSITION OF COMMITTEES OF THE BOARD

Details of composition of various committees of the Board of Directors of the Company have been mentioned in Corporate Governance Report

12. BOARD EVALUATION, INDUCTION AND TRAINING OF BOARD MEMBERS

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as evaluation of the working of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

In the opinion of Board, the Independent Directors possess the requisite expertise and experience and are the persons of high integrity and repute

The process followed by the Company for induction and training to Board members has been explained in the Corporate Governance Report.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to financial statements.

14. WHISTLE BLOWER POLICY

The Company has a whistle blower policy to report genuine concerns or grievances. The Whistle Blower policy has been posted on the website of the Company. (www.waareertl.com)

15. REMUNERATION AND NOMINATION POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The remuneration and nomination policy has been posted on the website of the Company (www.waareertl.com)

16. RELATED PARTY TRANSACTIONS AND POLICY

The Company has developed a related party transactions framework through standard operating procedures for the purpose of identification and monitoring of transactions with the related parties.

The policy on related party transactions as approved by the Board of Directors has been uploaded on the website of the Company. None of the Directors has any pecuniary relationship or transactions vis-d-vis the Company.

The details of transactions entered into with the related parties are given in form AOC-2 in terms of the provision of section 188(1) including certain arm's length transactions and annexed herewith as **Annexure- 1**.

17. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

18. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of section 134(5) of the Companies Act, 2013, the Directors confirm that;

- i. in the preparation of the Annual Accounts for the year ended March 31, 2021, the applicable accounting standards have been followed along with proper explanation relating to departures, if any;
- ii. appropriate accounting policies have been selected and applied consistently and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the profit / loss of the Company for the year ended on that date
- iii. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the annual accounts have been prepared on a "going concern" basis;
- v. proper internal financial controls are laid down and such internal financial controls are adequate and operating effectively;
- vi. proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

19. STATUTORY AUDITORS

There is no audit qualification, reservation or adverse remark for the financial year under review

R T Jain & Co. LLP (Firm Registration No: 103961W), Chartered Accountants were appointed as Statutory Auditors of the Company at the Annual General Meeting held during the financial year 2015-16 for a period of five years to hold the office till the conclusion of Annual General Meeting held in the year 2021.

The Board of Directors at its meeting held on September 04, 2021 has decided and recommended to the shareholders of the Company to appoint the Khimji Kunverji & Co LLP, Chartered Accountants (FRN 105146W/ W100621) as a Statutory Auditor of the Company for the term of Five years i.e.; from the conclusion of ensuing 22nd annual general meeting till the conclusion of 27th annual general meeting to be held in 2026

Khimji Kunverji & Co LLP, Chartered Accountants (FRN 105146W/ W100621) had consented and confirm their eligibility for the said appointment

20. DETAILS OF FRAUD REPORTED BY AUDITOR

There were no frauds reported by the Statutory Auditors under provisions of Section 143(12) of the Companies Act, 2013 and rules made thereunder

21. COST AUDIT AND COST RECORDS

Provision of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 are not applicable to the Company during the financial year under review.

22. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed R M Mimani & Associates LLP, Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as “**Annexure – 2**” and forms an integral part of this report.

There is no audit qualification, reservation or adverse remark for the financial year under review.

23. INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company’s internal control system is commensurate with its size, scale and complexities of its operations. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism. The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

24. RISK MANAGEMENT

Your Company has a Risk Management Policy adopted by the Board. Periodical in-house risk audits were conducted to detect and mitigate the risks in a timely and effective manner.

Management Discussion and Analysis Report contain more details on the risk management practiced by the Company.

During the financial year under review, the Company has identified and evaluates elements of business risk. Consequently, a Business Risk Management framework is in place. The risk management framework defines the risk management approach of the Company and includes periodic review of such risks and also documentation, mitigating controls and reporting mechanism of such risks. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business.

25. PREVENTION OF SEXUAL HARASSMENT POLICY

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the 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 year 2020-2021, no complaints were received by the Company related to Sexual Harassment.

26. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Provision of Schedule VII of the Companies Act, 2013 read with Companies Corporate Social Responsibility Policy Rules, 2014 are not applicable to the Company during the year under review.

27. ENVIRONMENT AND SAFETY

Your Company is committed to ensure sound Safety, Health and Environmental (SHE) performance related to its activities, products and services. Your Company is taking continuous steps to develop Safer Process Technologies and Unit Operations and has been investing heavily in areas such as Process Automation for increased safety and reduction of human error element. Enhanced level of training on Process and Behavior based safety, adoption of safe & environmental friendly production process, Management System is done on a continuous basis.

The Company is committed to continuously take further steps to provide a safe and healthy environment.

28. STATUTORY INFORMATION

- The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company during the financial year under review.
- The information required under section 197 of the Companies Act, 2013 read with Rule 5(1), (2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company are given in Annexure – 3 & 4 to this report.
- The Company has not accepted any deposits, within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.
- The Business Responsibility Reporting as required under SEBI (LODR), 2015 and is not applicable to your Company for the financial year under review.
- Disclosure as required under para F of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable to the Company during the financial year.

29. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report for the year under review as stipulated under SEBI (LODR), Regulations, 2015 is presented in a separate section forming part of this Annual Report for the financial year ended March 31, 2021.

30. CAUTIONARY STATEMENT

Statements in this Report, Management Discussion and Analysis, Corporate Governance, Notice to the Shareholders or elsewhere in this Annual Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statement' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the Market conditions and circumstances.

31. DISCLOSURES UNDER SECTION 134(3)(I) OF THE COMPANIES ACT, 2013:

Except as disclosed elsewhere in this report, the following material changes have taken place in the Company:

- The Company has divested the entire investments held in Waacox Energy Private Limited and its ceased to be the material subsidiary company of the Company with effect from July 5, 2021
- Change of the name of the Company from 'Sangam Renewables Limited' to 'Waaree Renewable Technologies Limited' vide fresh certificate of incorporation issued by the Registrar of Companies on July 19, 2021

32. STATEMENT PURSUANT TO SEBI LISTING REGULATIONS

The Company's shares are listed with Bombay Stock Exchange Ltd. Your Company has paid the respective annual listing fees and there are no arrears.

33. ACKNOWLEDGEMENT AND APPRECIATION

Your Directors express their sincere gratitude for the assistance and co-operation extended by Banks, Government Authorities, Shareholders, Suppliers and Customers. Your Directors also wish to place on record their appreciation of the contribution made by the employees at their levels towards achievements of the Company's goals.

On behalf of the Board
For Waaree Renewable Technologies Limited
(Formerly known as Sangam Renewables Limited)

Pujan Doshi
(Managing Director)
DIN: 07063863

Hitesh Mehta
(Executive Director)
DIN: 00207506

Place: Mumbai
Dated: September 04, 2021

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)

The details of transactions entered into with the related parties in form AOC-2 in terms of the provision of section 188(1) including certain arm's length transactions:

A: Details of contract or arrangement or transactions not at arms' length basis: Nil

- | | |
|--|----|
| a. Name(s) of the related party and nature of relationship | NA |
| b. Nature of contract /arrangements/transaction | NA |
| c. Duration of contract /arrangements/transaction | NA |
| d. Salient terms of contract /arrangements/transaction including the value, if any, | NA |
| e. Justification for entering into such contract / arrangements/ transaction | NA |
| f. Date(s) of approval by the Board | NA |
| g. Amount paid as advances , if any, | NA |
| h. Date on which special resolution was passed in general meeting as required under first proviso to section 188 | NA |

B: Details of contract or arrangement or transactions at arms' length basis

| Sr. No. | Name of the related party | Nature of transaction | Duration | Salient terms | Amount (in Rs.) |
|---------|---|---------------------------|----------|---------------|-----------------|
| 1 | Waaree Energies Limited | Purchases | NA | NA | 86,53,242 |
| | | Operation and Maintenance | NA | NA | 2,79,707 |
| 2 | Waare PV Power LLP | Purchases | NA | NA | 71,35,800 |
| 3 | Waaree Renewables Private Limited | Purchases | NA | NA | 1,24,98,581 |
| 4 | Sangam Rooftop Solar Fund Private Limited | Repairs & Maintenance | NA | NA | 76,715 |

On behalf of the Board
For Waaree Renewable Technologies Limited
(Formerly known as Sangam Renewables Limited)

Pujan Doshi
(Managing Director)
DIN: 07063863

Hitesh Mehta
(Executive Director)
DIN: 00207506

Place: Mumbai
Dated: September 04, 2021

Registered office

504, Western Edge-I, Off. Western Express Highway
Borivali (East), Mumbai 400066

ANNEXURES TO DIRECTORS' REPORT

ANNEXURE – 2

Form No. MR.3

Secretarial Audit Report for the financial year ended on March 31, 2021

[Pursuant to Section 204(1) of the Companies Act, 2013 and the Rule 9 of the companies (Appointment and remuneration of managerial personnel) Rule, 2014]

To,

The Members**Waaree Renewable Technologies Limited****[CIN: L93000MH1999PLC120470]**

504, Western Edge-I,

Off Western Express Highway,

Borivali (East), Mumbai- 400066

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Waaree Renewable Technologies Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records as maintained by the Company, the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2021 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 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 there-under;
- III. The Depositories Act, 1996 and the Regulations and bye-laws framed there-under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there-under to the extent applicable.
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company;
 - (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;
- VI. The Management has Identified and confirmed the following laws as specifically applicable to the Company;
 - (a) Electricity Act, 2003
 - (b) Energy Conservation Act, 2001
 - (c) The Indian Electricity Rules, 1956
 - (d) The Rules, Regulations and applicable order(s) under central and state Electricity Regulatory commissions/Authority

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

- (a) Secretarial Standards issued by the Institute of Company Secretaries of India related to the meetings of Board of Directors and General Meetings;
- (b) The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and listing agreement entered into by the Company with Stock Exchanges in India.

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company and test verification on random basis carried out for compliances under other applicable Acts, Laws and Regulations to the Company

The compliance by the Company of the applicable direct tax laws, indirect tax laws and other financial laws has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals and being relied on the reports given by such designated professionals.

During the audit period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards etc. as mentioned above.

During the audit period under review, provisions of the following regulations were not applicable to the Company;

- (a) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Issue of Debt Securities) Regulations, 2008
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (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;

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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.
- Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance and no formal system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
- Decisions at the meetings of Board of Directors of the Company and Committee thereof were carried out with requisite majority.

We further report that based on the information provided and representation made by the Company and also on the review of compliance reports of the respective department duly signed by the department head and Compliance Certificate(s) of the Managing Director/Company Secretary/CFO taken on record by the Board of Directors of the Company, in our opinion adequate system and process exists in the company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For **R M MIMANI & ASSOCIATES LLP**
[Company Secretaries]
[Firm Registration No. L2015MH008300]

Ranjana Mimani
(Partner)

FCS No: 6271

CP No: 4234

PR No.: 1065/2021

UDIN: F006271C000796764

Place: Mumbai

Dated: August 20, 2021

Note: This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

To,

The Members

Waaree Renewable Technologies Limited

[CIN: L93000MH1999PLC120470]

504, Western Edge-I,

Off Western Express Highway,

Borivali (East), Mumbai- 400066

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.;
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure 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.

For **R M MIMANI & ASSOCIATES LLP**

[Company Secretaries]

[Firm Registration No. L2015MH008300]

Ranjana Mimani

(Partner)

FCS No: 6271

CP No: 4234

PR No.: 1065/2021

UDIN: F006271C000796764

Place: Mumbai

Dated: August 20, 2021

Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- i) Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2020-21

| Sr. No. | Name of the Director | Designation | Ratio of remuneration of each Director to median remuneration of employees |
|---------|----------------------|-------------------------|--|
| 1. | Sharad Saxena | Whole Time Director | 3.28:1 |
| 2. | Bhagchand Bhandari | Chief Financial Officer | 5.03:1 |
| 3. | Ruchi Sethi | Company Secretary | 0.74:1 |

- ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary or manager during the financial year 2020-21.

| Sr. No. | Name | Designation | Percentage increase in remuneration |
|---------|--------------------|-------------------------|-------------------------------------|
| 1. | Sharad Saxena | Whole Time Director | Nil |
| 2. | Bhagchand Bhandari | Chief Financial Officer | Nil |
| 3. | Ruchi Sethi | Company Secretary | Nil |

The percentage increase in the median remuneration of Employees in the financial year is not applicable as employees joined during the year.

- iv) The Company has 19 permanent employees on the rolls of Company as on 31st March, 2021.
v) Relationship between average increase in remuneration and Company's performances, since there is no increase in the remuneration, hence, it is not applicable.
vi). **Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company**

Rs. in lakh

| Sr. No. | Particulars | Year (2020 -21) | Year (2019 -20) | Percentage of increase/(decrease) |
|---------|-------------------------|-----------------|-----------------|-----------------------------------|
| 1 | Sales | 1129.54 | 508.07 | 122.32% |
| 2 | Profit before tax | 266.14 | (39.79) | 768.86% |
| 3 | Remuneration of the KMP | 31.72 | 80.00 | (60.35%) |

- vii) Market capitalization and price earnings ratio details are as under:

| Particulars | As on 31.03.2021 | As on 31.03.2020 | Increase / (Decrease) (%) |
|---------------------------------------|------------------|------------------|---------------------------|
| Price Earnings Ratio | (43.48) | (7.08) | 514.12% |
| Market Capitalization (Rs. in Crore) | 103.24 | 22.69 | 355.00% |

The Company has not made any public issue of shares during the financial year.

- viii) As employees and managerial personnel were appointed through the year, average percentage increase in the salaries of employees other than the managerial personnel in the financial year is not applicable.
ix) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company.

| Sr. No. | Name of Key Managerial Personnel | Designation | Percentage increase in Remuneration | Percentage of increase in performance |
|---------|----------------------------------|-------------------------|-------------------------------------|---------------------------------------|
| 1. | Sharad Saxena | Whole-time Director | NIL | NIL |
| 2. | Pujan Doshi | Director | NIL | 122.32 |
| 3. | Bhagchand Bhandari | Chief Financial Officer | NIL | NIL |
| 4. | Ruchi Sethi | Company Secretary | NIL | 122.32 |

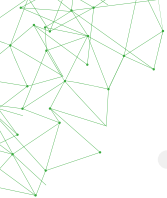
- x). The key parameter for any variable component of remuneration availed by Managing Directors:
xi) The ratio of the remuneration of the highest paid Director to that of the Employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:
xii) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

On behalf of the Board
For Waaree Renewable Technologies Limited
(Formerly known as Sangam Renewables Limited)

Pujan Doshi
(Managing Director)
DIN: 07063863

Hitesh Mehta
(Executive Director)
DIN: 00207506

Place: Mumbai
Dated: September 04, 2021



Annexure – 4

Details of employees pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014.– Not Applicable as no employees or managerial personnel draw salary equal to or exceeding Rs.102,00,000 p.a. or Rs.8,50,000 per month.

By Order of the Board of Directors
of Waaree Renewable Technologies Limited
(Erstwhile Sangam Renewables Limited)

Sd/-
Pujan Doshi
Managing Director
DIN: 07063863
Email id: pujandoshi@waareertl.com

Place: Mumbai

Dated: September 04, 2021

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Overview of the Solar PV Market

The Global Photovoltaic Market 2021 report¹ of the IEA revealed that PV developers throughout the world are expected to install 145 GW of new solar power in CY 2021. This represents an 8 % increase from 2020, with significant growth across all continents. Policy deadlines in China, the United States and Viet Nam spurred an unprecedented boom in renewable capacity additions in 2020. China alone was responsible for over 80% of the increase in annual installations from 2019 to 2020, as onshore wind and solar PV projects contracted under China's former FIT scheme, and those awarded in previous central or provincial competitive auctions, had to be connected to the grid by the end of 2020. In the United States, wind power developers rushed to complete their projects before expiration of the production tax credit (PTC), although it was extended for another year, in December 2020. In Viet Nam, phase out of the FIT for solar PV projects led to an unprecedented rush in commercial and residential installations.

As per JMK annual India Solar report card FY 2020-21² as of March 31, 2021, about 36 GW of utility-scale solar capacity has been commissioned in India, while another 45 GW is under pipeline. As of March 31, 2021, Karnataka has added a maximum solar capacity of 7.5 GW followed by Rajasthan (5.6 GW) and Andhra Pradesh (4.1 GW). In FY2021, about 3.7 GW of utility-scale solar capacity and another 2.5 GW of rooftop solar capacity were added in India. In FY2021, the top three states where maximum solar capacity was added were Gujarat (944 MW), Uttar Pradesh (570 MW), and Maharashtra (380 MW). For next year i.e. FY2022, about 10 GW of new utility-scale solar projects and 3.2 GW of rooftop/ onsite solar projects are expected to be commissioned. The majority of shipments of modules and inverters were highest in Q1 2021. These projects are now likely to get commissioned in Q2-Q3 2021.

All around the world, solar and other renewables are now on the agenda of nearly all companies, governments and institutions. Distributed generation now plays a very significant part in the overall power mixes. In the coming years, Solar PV will have the potential to develop into an important source of electricity in an extremely fast pace in several countries around the world.

As world is slowly coming out of the COVID-19 situation is expected to impact the growth of Solar PV significantly. The IEA forecasts that PV has become the lowest-cost option for electricity generation in many countries, especially those with good resource availability and affordable financing. As a result, corporations are increasingly opting for bilateral contracts with large-scale solar PV plants to meet their energy demand. Thanks to further cost reductions and continuous policy support from 120 governments globally, PV capacity additions are forecast to expand further to 162 GW in 2022. The update reflects both possible delays in construction activity due to supply chain disruptions, lockdown measures and social distancing guidelines, and emerging financing challenges. The outlook also takes into account ongoing policy uncertainty and market developments such as the most recent auctions and newly financed projects before the Covid-19 outbreak. However, the majority of these delayed projects are expected to come online in 2022 and lead to a rebound in capacity additions. As a result, 2022 is forecast to almost reach the level of renewable capacity additions of 2020.

The Ministry of New and Renewable Energy, Government of India, has formulated a revised action plan to achieve a total capacity of 450 GW of renewable energy by the year 2030 comprising 300 GW of solar capacity. The push toward lower tender prices, at a time when components have become more costly through safeguard duties, has delayed several tenders and could shake up the future Indian solar PV market.

Supply chain constraints and rising commodity prices provoke short-term PV price uncertainties

Solar PV module prices climbed from July 2020 to April 2021 due to supply chain complications and rising commodity prices, erasing the 25% price reduction achieved between January and June 2020. Fires in two PV-grade silicon manufacturing plants in the Xinjiang province in July 2020 almost halved China's total silicon output and pushed silicon prices up 60% in September 2020.

Although manufacturing capacity has since recovered gradually and the cost of silicon materials has begun to fall, prices at the end of 2020 were still significantly higher than earlier in the year due to a tight supply-demand balance and delays in commissioning new manufacturing capacity in other Chinese provinces. Meanwhile, the value of several key input materials for PV panel manufacturing also increased considerably. In the second half of 2020, PV-grade glass prices surged 50%, mainly due to growing demand for bifacial modules and delays to the modernization of high-cost production lines. Steel and copper prices also rose 40% from September 2020 to March 2021, boosted by rapid economic recovery in China and other emerging economies. In addition, relatively higher oil prices and the global economy's recovery from the pandemic tripled global freight costs, raising the price of Chinese modules exported around the world.

In the short term, relatively high PV prices pose a challenge for developers who won auction bids at tight margins (betting on declining module costs) but did not purchase panels. However, as modules account for only 20-30% of a PV system, recent price developments will have only a limited effect on total project costs. In addition, the impact of supply chain constraints and higher commodity prices on module prices is not expected to last through 2021.

Company achievements and plans

During FY20-21, the year under review, Waaree Renewable Technologies Limited (Erstwhile Sangam Renewables Limited) and its subsidiaries (the Company) commissioned 3.85 MWp (1.64 MWp FY 19-20) rooftop projects 12.5 MWp ground mounted projects. A total of 20.35 MWp are under construction.

For the current FY21-22, the Company revenues and performance may be affected due to the following factors:

- Project delays due to lockdowns affecting delay in revenue generation
- Increase in construction costs (due to COVID restrictions)
- Increase in material costs
- Increase in interest cost during construction (IDC).
- Inadequate maintenance of operational projects due to COVID lockdowns and lack of readily available manpower.

These factors shall affect the IRR and thus the feasibility of projects affecting profitability of the Company in this financial year.

The Company plans to continue its focus on the Commercial & Industrial (C&I) market segment to sign Power Purchase Agreements with companies of high credit rating (BBB+ and better), to install Solar PV plants on rooftops as well as ground mounted (within campus or remotely located under open access) to offer operation and maintenance services to existing as well as new clients. The Company shall also continue to provide advisory and consultancy services in solar specific vertical. Given the COVID situation at present, the Company's marketing efforts are subdued till the lockdown is lifted. This could have an impact on the achievement of the planned figures.

Operational Performance during FY21

During FY21, your Company's revenue on consolidated basis was **Rs 1297.83 lakhs as against Rs. 565.89 lakhs in previous year and loss of Rs 236.65 Lakhs as against loss of Rs 317.64 in previous FY20.**

Opportunities and Challenges

In India, PV capacity additions more than triple in 2021 compared with 2020 as delayed large-scale utility projects become operational. Moreover, the government awarded 27 GW of PV in central and state auctions in 2020, which is the primary driver of PV growth this year and next. Distributed PV expansion remains sluggish due to administrative and regulatory challenges in multiple states, while the reluctance of DISCOMs to adopt commercial PV remains a key barrier to faster growth.

Over medium and long term, India's transition towards renewable energy presents an incredible opportunity but also challenges. Increasing the power system flexibility is not easy as more intermittent renewables are added to the grid. Grid integration has already become a significant issue as more solar power comes online in several regions of the country.

For our Company huge opportunities exist in solar PV Rooftop market, as well as the Open Access market in many states, both in public and private sector, and specifically in C&I market segment. There is increased willingness of consumers to meet a higher share of their energy demand through onsite sources. Many PSUs, Municipalities and Government agencies are planning for Solar Rooftop plants over their buildings due to a strong policy push by national and local governments.

Boost in government demand, on the other hand, is very encouraging with Government expected to become a major demand source for rooftop solar in the coming years.

The tilt towards the RESCO model is driven by an increase in the number of companies offering projects under this model, government procurement, acceptance by large C&I consumers of long term contracts and lower performance risks. Lack of financing for RESCO companies however continues to be a dampener. RESCO adoption has been limited to C&I and government clients so far.

Risk & Concerns

The Company is exposed to various business risks such as un-anticipated labour costs, interest rates, financing appetite of lenders, execution challenges such as less experienced installers, strength of roof, rental property, government regulatory policy changes, likely imposition of anti-dumping and/or safeguard duty, delay in subsidies payments, lack of third party insurance products, future construction risk and above all biggest risk of tariff re-negotiation by power off-taker in light of dropping tariffs, global sourcing, forex and solar plant cost. The Company is also exposed to the fluctuations of economy, exchange rates and industry cycles / downturns.

During the current FY 21, the major concern is the COVID lockdowns and restrictions, affecting our marketing efforts and construction activities at sites.

Adequacy of Internal Control System

The Company's has adequate internal control systems for the business processes in respect of all operations, financial reporting, compliance with laws and regulations, etc. The Management information system forms an effective and sound tool in monitoring and controlling all operating parameters. Regular internal audits ensure that responsibilities are executed effectively. The Audit Committee reviews the adequacy of internal controls on regular basis.

Human Resource Development

The company recognises its human capital as its most important resource, and takes pride in the commitment, competence and dedication shown by its employees. Company is committed to nurturing, enhancing and retaining all its employees through superior Learning and Organizational development. The company recognises that its employees are critical pillar to support the organization's growth and its sustainability in the long run.

Cautionary Statement

Statement made in the Management Discussion and Analysis Report, as describing the Company's outlook, projections, estimates, expectations and predictions may be "Forward Looking Statements" within the meaning of applicable securities Laws and Regulations. Actual performance may be and could differ materially from those expressed or implied.

**By Order of the Board of Directors
of Waaree Renewable Technologies Limited
(Erstwhile Sangam Renewables Limited)**

**Sd/-
Pujan Doshi
Managing Director
DIN:07063863**

Email id: pujandoshi@waareertl.com

Dated: September 4, 2021

Place: Mumbai

Registered Office:

504, Western Edge-I,

Off: Western Express Highway,

Borivali (E), Mumbai-400066

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2021, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations").

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Waaree Renewable Technologies Limited {formerly known as "Sangam Renewables Limited"} ("The Company") governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons and the Charter-Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

The Company's governance framework is based on the following principles:

- Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- Availability of information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- Timely disclosure of material operational and financial information to the stakeholders;
- Systems and processes in place for internal control; and
- Proper business conduct by the Board, Senior Management and Employees.

THE BOARD OF DIRECTORS

The Board is entrusted with an ultimate responsibility of the Management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures. Committees of the Board: The Board has constituted the following Committees viz, Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, and Risk Management Committee. Each of the said Committee has been mandated to operate within a given framework.

The Company is managed by the Board of Directors in co-ordination with the Senior Management team. The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with statutory as well as business requirements. As on March 31, 2021, the Company's Board consists of Five Directors. The Board comprises of One Executive Promoter Directors, One Executive Director and three Non-Executive Independent Directors. The Chairman of the Board is Non-Executive Independent Director.

The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 ("Act") and Listing Regulations.

Directors' Directorships/Committee memberships

In accordance with Regulation 26 of the Listing Regulations, none of the Directors are members in more than 10 committees excluding private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 or act as Chairperson of more than 5 committees across all listed entities in which he/she is a Director. The Audit Committee and Stakeholders' Relationship Committee are only considered in computation of limits. Further all Directors have informed about their Directorships, Committee Memberships/Chairmanships including any changes in their positions. Relevant details of the Board of Directors as on March 31, 2021 are given below:

| Name of the Director | Date of appointment | Category of Director | Directorships in other Indian Public Limited Companies (Including the Company) | No. of Board Committees in which Chairman / Member (Including the Company) | | List of Directorship held in Other Listed Companies and Category |
|----------------------------|---------------------|---|--|--|--------|--|
| | | | | Chairman | Member | |
| Mr. Nilesh Bhogilal Gandhi | 13/02/2017 | Chairman and Non-Executive - Independent Director | 01 | 01 | 01 | Nil |
| Mr. Mitul Mehta | 02/09/2016 | Non-Executive - Independent Director | 01 | 01 | 02 | Nil |
| Mr. Pujan Pankaj Doshi | 02/09/2016 | Executive Director, Managing Director | 01 | Nil | 01 | Nil |

| Name of the Director | Date of appointment | Category of Director | Directorships in other Indian Public Limited Companies (Including the Company) | No. of Board Committees in which Chairman / Member (Including the Company) | | List of Directorship held in Other Listed Companies and Category |
|----------------------------|---------------------|--------------------------------------|--|--|--------|--|
| | | | | Chairman | Member | |
| Ms. Anita Jaiswal | 20/06/2019 | Non-Executive - Independent Director | 01 | Nil | 02 | Nil |
| Mr. Hitesh Pranjivan Mehta | 15/06/2020 | Executive Director | 02 | Nil | 02 | Nil |
| *Mr. Sharad Kumar Saxena | 08/04/2019 | Whole Time Director | 01 | Nil | 02 | Nil |

Notes:

- Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Indian Public Limited Companies including the Company.
- *Mr. Sharad Kumar Saxena, has resigned with effect from July 15, 2020.

Independent Directors confirmation by the Board

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. A formal letter of appointment to Independent Directors as provided in Companies Act, 2013 has been issued and disclosed on website of the Company viz. www.waareertl.com

Number of Independent Directorships

As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Further, the Managing Director of the Company does not serve as an Independent Director in any listed entity.

Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board Meetings are pre-scheduled well in advance to facilitate them to plan their schedules accordingly. In case of business exigencies, the Board's approval is taken through circular resolutions. The circular resolutions are noted at the subsequent Board Meeting.

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. Minimum four prescheduled Board meetings are held every year (one meeting in every calendar quarter). Additional meetings are held to address specific needs, if any, of the Company.

During the Financial Year 2020-21, the Board of Directors met 04 (Four) times and the maximum gap between any two consecutive meetings for the quarter ended June, 2020 and September, 2020 was less than one hundred and eighty days, as stipulated under MCA General Circular no. 11/2020 dated March 24, 2020 and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 and for the quarter ended December, 2020 and March 2021 was less than one hundred and twenty days as stipulated in Section 173(1) of the Act, and Regulation 17(2) of the Listing Regulations and the Secretarial Standard by the Institute of Company Secretaries of India.

Attendance of Directors at the Board Meetings and at the last Annual General Meeting (AGM)

| Date of the Board Meeting | Name of the Directors | | | | | |
|---------------------------|----------------------------|-----------------|-------------------|------------------------|-------------------|---------------------|
| | Mr. Nilesh Bhogilal Gandhi | Mr. Mitul Mehta | Ms. Anita Jaiswal | Mr. Pujan Pankaj Doshi | *Mr. Hitesh Mehta | **Mr. Sharad Saxena |
| 15.06.2020 | ✓ | ✓ | ✓ | ✓ | NA | ✓ |
| 12.08.2020 | ✓ | ✓ | ✓ | ✓ | ✓ | NA |
| 06.11.2020 | ✓ | ✓ | ✓ | ✓ | ✓ | NA |
| 05.02.2021 | ✓ | ✓ | ✓ | ✓ | ✓ | NA |
| AGM (19.09.2020) | ✓ | ✓ | ✓ | ✓ | ✓ | NA |

*Appointed with effect from June 15, 2020

**Resigned with effect from July 15, 2020

Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective Meetings or by way of presentations and discussions during the Meetings.

Post Meeting Mechanism

The important decisions taken at the Board/Board Committee Meetings are communicated to the concerned department/division.

Board Support

The Company Secretary attends the Board Meetings and advises the Board on Compliances with applicable laws and governance.

Roles, Responsibilities and Duties of the Board

The duties of Board of Directors have been enumerated in Listing Regulations, Section 166 of the Companies Act, 2013 and Schedule IV of the said Act (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority amongst the Board of Directors

Familiarization Programme for Directors

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected from him as a Director of the Company. The Director is also explained in detail the Compliance required from him under Companies Act, 2013, the Listing Regulations and other various statutes and an affirmation is obtained. The Chairman and Managing Director also have a one to one discussion with the newly appointed Director to familiarize him with the Company's operations.

Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's and its subsidiaries/associates businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters. The details of the familiarization programme for Directors are available on the Company's website, i.e. www.waareertl.com

Governance Codes

Code of Business Conduct & Ethics

The Company has adopted Code of Business Conduct & Ethics ("the Code") which is applicable to the Board of Directors and all Employees of the Company. The Board of Directors and the members of Senior Management Team of the Company are required to affirm semi-annual Compliance of this Code. A declaration signed by the Chairman and Managing Director of the Company to this effect is placed at the end of this report. The Code requires Directors and Employees to act honestly, fairly, ethically, and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company's website i.e. www.waareertl.com

Conflict of Interests

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

Insider Trading Code

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons' ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations). The Code is applicable to Promoters, Member of Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company.

Committees of the Board

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Committees play an important role in the overall Management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board for noting. The Company has 03 (Three) Board Level Committees:

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

Audit Committee

Audit Committee of the Board of Directors (“the Audit Committee”) is entrusted with the responsibility to supervise the Company’s financial reporting process and internal controls. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulations. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics and Risk etc. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.

Meetings and Attendance

The Audit Committee met five (04) times during the Financial Year 2020-21. The maximum gap between two Meetings for the quarter ended June, 2020 and September, 2020 was less than one hundred and eighty days, as stipulated under SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 and for the quarter ended December, 2020 and March 2021 was less than one hundred and twenty days. The Committee met on 15.06.2020, 12.08.2020, 06.11.2020 and 05.02.2021. The requisite quorum was present at all the Meetings. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on September 19, 2020.

Constitution of the Audit Committee and attendance at their meetings during the financial year ended March 31, 2021 are given below:

| Name of Directors | Designation in Committee | Nature of Directorship | Total Meetings held during the Year | Meetings Attended by the Member |
|----------------------------|-----------------------------|-----------------------------|--|------------------------------------|
| Mr. Nilesh Bhogilal Gandhi | Chairman | Non-Executive – Independent | 4 | 4 |
| Mr. Mitul Mehta | Member | Non-Executive – Independent | 4 | 4 |
| Ms. Anita R. Jaiswal* | Member | Non-Executive – Independent | 4 | 2 |
| Mr. Hitesh P. Mehta ** | Member | Executive Director | 4 | 2 |
| Mr. Sharad Kumar Saxena# | Member | Managing Director | 4 | 1 |

* Inducted with effect from August 12, 2020

** Inducted with effect from August 12, 2020

Resigned with effect from July 15, 2020

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of three Directors. Mr. Mitul Mehta, Independent Director is the Chairman of the Committee. The other members of the Nomination and Remuneration Committee include Mr. Nilesh Bhogilal Gandhi and Ms. Anita R. Jaiswal, Independent Directors. The Composition of Nomination and Remuneration Committee is in accordance with the provisions of Section 178(1) of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

The Nomination and Remuneration Committee met two times during the financial year ended on March 31, 2021. The Committee met on 15.06.2020, 06.11.2020. All the members have attended both the meetings.

The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent. The Nomination and Remuneration Policy is displayed on the Company’s website i.e. www.waareertl.com

The Non-Executive Directors are paid remuneration by way of Sitting Fees and Commission. The Non-Executive Directors are paid Sitting Fees for each Meeting of the Board or Committee as attended by them. The total amount of sitting fees paid to Non-Executive Directors during the Financial Year 2020-21 was Rs. 2,25,000/-. The Non-Executive Director/Independent Directors do not have any material pecuniary relationship or transactions with the Company.

Stakeholders Relationship Committee

Pursuant to provisions of Section 178(5) of the Companies Act, 2013 read with Regulation 20 of the Listing Regulations, Committee of Directors (Stakeholders Relationship Committee) of the Board has been constituted. This Committee comprises of four Directors and Independent Director is the Chairman of this Committee. The Stakeholders Relationship Committee met four times during the financial year ended on March 31, 2021. The Committee met on 15.06.2020, 12.08.2020, 06.11.2020 and 05.02.2021. The requisite quorum was present at all the Meetings. Details of constitution and attendance at their meetings during the financial year ended March 31, 2021 are given below:

| Name of Director | Designation in Committee | Nature of Directorship | Total Meetings Held during the Year | Meetings Attended by the Member |
|---------------------|--------------------------|-----------------------------|-------------------------------------|---------------------------------|
| Mr. Mitul Mehta | Chairman | Non-Executive - Independent | 4 | 4 |
| Mr. Pujan Doshi | Member | Managing Director | 4 | 4 |
| Mr. Hitesh Mehta* | Member | Executive Director | 4 | 2 |
| Ms. Anita Jaiswal** | Member | Non-Executive - Independent | 4 | 2 |
| Mr. Sharad Saxena# | Member | Whole Time Director | 4 | 1 |

*Inducted with effect from August 12, 2020

** Inducted with effect from August 12, 2020

Resigned with effect from July 15, 2020

There were no investor/ shareholders' grievances complaints outstanding as on March 31, 2021.

Independent Directors' Meeting

During the year under review, the Independent Directors met on February 05, 2021 at which all Independent Directors were present, inter alia, to:

- Evaluate performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluate performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Subsidiary Companies

The Board of Directors of the Company has approved a Policy for determining Material Subsidiaries which is in line with the Listing Regulations as amended. The said policy has been uploaded on the website of the Company i.e. www.waareertl.com. Waacox Energy Private Limited and Sangam Rooftop Solar Private Limited were the material Subsidiary as per the thresholds laid down under the Listing Regulations and requirements relating to composition of Board of Directors of Unlisted Material Subsidiary is complied with.

The Company has divested the entire investments held in Waacox Energy Private Limited and it ceased to be the material subsidiary company of the Company with effect from July 5, 2021

Affirmations and Disclosures:

(a) Compliances with Governance Framework

The Company is in compliance with all mandatory requirements under the Listing Regulations.

(b) Related party transactions

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year were on arm's length basis and ordinary course of business as per the provisions of Section 188 of the Companies Act, 2013. Related party transactions have been disclosed under significant accounting policies and notes forming part of the Financial Statements in accordance with "IND AS". A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval. As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company i.e. www.waareertl.com

(c) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during last three financial years.

The Company has complied with all requirements specified under the Listing Regulations as well as other regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three Financial years.

(d) Vigil Mechanism / Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for

direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website i.e. www.waareertlrenew.com.

(e) Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

(f) Risk Management

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

(g) Commodity price risk and Commodity hedging activities

The Company has adequate risk assessment and minimization system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/000000141 dated November 15, 2018.

(h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). Not Applicable

(i) A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. The Certificate of Company Secretary in practice is annexed herewith as a part of the report.

(j) Where the Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year. Not Applicable

(k) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

Details relating to fees paid to the Statutory Auditors are given in Note No. 25 to the Standalone Financial Statements and Note no. 30 to the Consolidated Financial Statements.

(l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The details of number of complaints filed and disposed of during the year and pending as on March 31, 2021 is given in the Directors' report.

(m) Non-mandatory requirements

Adoption of non-mandatory requirements of the Listing Regulations is being reviewed by the Board from time-to time.

Details of Adoption of Non-Mandatory (Discretionary) Requirements

Non-mandatory (discretionary) requirements under Regulation 27 of the Listing Regulations. The status of compliance with the non-mandatory requirements of the Listing Regulations is provided below:

• **The Board**

No separate office was maintained for Chairman and/or Managing Director of the Company.

• **Shareholders rights**

The Company has not adopted the practice of sending out quarterly or half-yearly declaration of financial performance to shareholders. Quarterly results as approved by the Board are disseminated to Stock Exchanges and updated on the website of the Company.

• **Modified opinion(s) in audit report**

There are no modified opinions in audit report.

• **Reporting of Internal Auditor**

In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.

Shareholder Information:**General Body Meetings:****Details of last three Annual General Meetings held**

| AGM | Financial Year | Date and Time | Venue | Details of Special Business |
|------------------|----------------|---------------------------------|--|---|
| 21 st | 2019-20 | September 19, 2020 11:00 am | Through Video Conferencing (VC)/ Other Audio Visual Mechanism | <ol style="list-style-type: none"> To appoint Mr. Hitesh Mehta as Executive Director of the Company To appoint Mr. Pujan Doshi as the Managing Director of the Company To approve related party transaction in terms of provision of Section. 188 of the Companies Act, 2013 |
| 20 th | 2018-19 | September 10, 2019 10:00 a.m | Nirvan Bungalow & Party Hall, Plot No. 65, Road RSC 20, Charkop, Sector No. 9, Behind MTNL, Near Ravi Tower, Mumbai – 400067 | <ol style="list-style-type: none"> To authorize Board to grant loans/ provide guarantee or security to the subsidiaries of the Company under section 185 of the Companies Act, 2013 To adopt the new set of Articles of Association of the Company |
| 19 th | 2017-18 | August 28, 2018 10:00 a.m. | Nirvan Bungalow & Party Hall, Plot No. 65, Road RSC 20, Charkop, Sector No. 9, Behind MTNL, Near Ravi Tower, Mumbai – 400067 | <ol style="list-style-type: none"> To authorize Board to borrow money in excess of paid up capital and free reserves of the company in terms of Section 180(1) (c) of the Companies Act, 2013. To authorize Board to create security, mortgage or otherwise deal in terms of Section 180(1) (a) of the Companies Act, 2013. To authorize Board to give loans to/ invest in shares, debentures and securities in excess of the limit specified under section 186 of the Companies Act, 2013 To approve rescind of the resolution no. 4 approved through postal ballot dated March 30, 2018 |

During the financial year under review, the Company has not conducted postal ballot as per provisions of Section 110 of the Companies Act, 2013. At present there is no special resolution proposed to be conducted through postal ballot.

Annual General Meeting for the Financial Year 2020-21

| | |
|-------------------------------------|------------------------------|
| Day and Date | Thursday, September 30, 2021 |
| Time | 11:00 am |
| Venue | Though Video Conferencing |
| Financial Year | 2020-21 |
| Last Date of Receipt of Proxy forms | NA |

Tentative Calendar for Financial Year ending March 31, 2022

The tentative dates for Board Meetings for consideration of quarterly financial results are as follows:

| | |
|---|--|
| First Quarter Results | On or before the 2 nd week of August 2021 |
| Second Quarter & Half Yearly Results | On or before the 2 nd week of November 2021 |
| Third Quarter & Nine-months ended Results | On or before the 2 nd week of February 2022 |
| Fourth Quarter & Annual Results | On or before the last week of May 2022 |

General Shareholder Information

| | |
|----------------------------------|---|
| Dividend payment date | Not applicable |
| Listing on Stock Exchange | BSE Limited |
| Payment of annual listing fees | Listing fees for the year 2021-2022 have been paid to BSE Limited |
| Stock Code (BSE) | 534618 / WAAREERTL |
| Demat ISIN no. for CDSL and NSDL | INE299N01013 |
| Corporate Identity Number (CIN) | L93000MH1999PLC120470 |

| | |
|--|--|
| Share Registrar & Transfer Agent | Purva Sharegistry (India) Private Limited Shiv Shakti Industrial Estate, J.R. Boricha Marg, Off N.M. Joshi Marg, Near Lodha Excelus, Lower Parel (E), Mumbai – 400011 |
| Company Secretary & Compliance officer | Ms. Heema Shah 504, Western Edge-I, Off: Western Express Highway, Borivali (E) Mumbai-400066; Tel No. 022 6644 4444 Email:- info@waareertl.com Website: www.waareertl.com . |

Unclaimed Dividend/ Shares

The Company was not required to transfer any amount of unclaimed Dividend to Investor Education and Protection Fund ('the IEPF') pursuant to the provisions of Section 124(5) of the Companies Act, 2013.

Distribution of Shareholding as on March 31, 2021

| No. of Shares held | No. of Shareholders | % | No. of Shares | % of Total Capital |
|--------------------|---------------------|---------------|-------------------|--------------------|
| 1 to 5,000 | 625 | 49.25 | 107,365 | 0.52 |
| 5,001 to 10,000 | 167 | 13.16 | 144,561 | 0.69 |
| 10,000 to 20,000 | 150 | 11.82 | 239,110 | 1.15 |
| 20,000 to 30,000 | 79 | 6.23 | 207,123 | 1.00 |
| 30,000 to 40,000 | 45 | 3.55 | 158,782 | 0.76 |
| 40,000 to 50,000 | 36 | 2.84 | 172,539 | 0.83 |
| 50,000 to 100,000 | 68 | 5.36 | 505,527 | 2.43 |
| 100,001 onwards | 99 | 7.80 | 19,279,827 | 92.63 |
| Total | 1269 | 100.00 | 20,814,834 | 100.00 |

Shareholding pattern of the Company as on March 31, 2021

| Sr. No. | Category | No. of Shares | % (Percentage) |
|---------|--|-------------------|----------------|
| 1 | Promoters (Including Promoters Body Corporate) | 15,459,549 | 74.27 |
| 2 | Body Corporate (other than Promoters) | 420,503 | 2.02 |
| 3 | Resident Individuals and HUF | 3,744,789 | 17.99 |
| 4 | Any Other | 1,189,993 | 5.72 |
| | TOTAL | 20,814,834 | 100.00 |

Dematerialization of Shares and Liquidity

100.00 % of the equity shares of the Company have been dematerialized (NSDL 89.02% and CDSL 10.98%) as on March 31, 2021. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialize their shares with either of the Depositories.

Reconciliation of Share Capital Audit Report

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchange where the Company's shares are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

Compliance with Secretarial Standards

The Institute of Company Secretaries of India (ICSI), a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with each one of them.

Share Price Data:

The Shares of the Company is listed at BSE Limited. The details of the share price data as below;

| Month | High (In Rs.) | Low (In Rs.) | Volume |
|-----------------|---------------|--------------|---------|
| April, 2020 | 12.09 | 8.96 | 122893 |
| May, 2020 | 11.40 | 10.99 | 176380 |
| June, 2020 | 10.70 | 8.60 | 758984 |
| July, 2020 | 10.41 | 7.42 | 239534 |
| August, 2020 | 16.58 | 10.93 | 169832 |
| September, 2020 | 18.80 | 14.70 | 199483 |
| October, 2020 | 19.50 | 16.65 | 5991 |
| November, 2020 | 15.85 | 11.90 | 9124 |
| December, 2020 | 15.95 | 13.60 | 16660 |
| January, 2021 | 25.34 | 12.35 | 358428 |
| February, 2021 | 37.00 | 25.80 | 791758 |
| March, 2021 | 51.05 | 37.70 | 1318339 |

| | |
|------------------------------------|---------------|
| Closing Price as on March 31, 2021 | 49.60 |
| Market capitalization | 1,032,415,766 |

Outstanding GDRs/ Warrants and Convertible Bonds, conversion date and likely impact on equity:

There were no GDRs/ Warrants and Convertible Bonds outstanding as on March 31, 2021, hence not applicable to the Company.

Means of Communication to Shareholders

- (i) The Un-audited quarterly/ half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulations.
- (ii) The approved financial results are forthwith sent to the Stock Exchanges and are published in Financial Express (English newspaper) and Aapla Mahanagar/Mumbai Lakshadeep (local language (Marathi) newspaper), within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
- (iii) The Company's financial results and official press releases are displayed on the Company's Website i.e. www.waareertl.com
- (iv) Management Discussion and Analysis report forms part of the Annual Report, which is sent to the shareholders of the Company.
- (v) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the BSE Limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre.
- (vi) SEBI processes investor complaints in a centralized web based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a company for their grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.

The Company has designated the email id: info@waareertl.com exclusively for investor relation, and the same is prominently displayed on the Company's website i.e. www.waareertl.com

Share Transfer System

The transfer of shares in physical/demat form is processed and completed by Registrar & Transfer Agent within stipulated time from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

Nomination

Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.

Service of documents through electronic mode

As a part of Green Initiative, the members who wish to receive the notices/documents through e-mail, may kindly intimate their e-mail addresses to the Company's Registrar and Share transfer Agent, **Purva Sharegistry (India) Private Limited**, to its dedicated e-mail id i.e. support@purvashare.com

Address for correspondence

| | |
|--|---|
| Company Secretary & Compliance officer | Ms. Heema Shah 504, Western Edge-I, Off: Western Express Highway, Borivali (E) Mumbai-400066; Tel No. 022 4333 1500 Email:- info@waareertl.com Website: www.waareertl.com . |
| Share Registrar & Transfer Agent | Purva Shareregistry (India) Private Limited 9, Shiv Shakti Industrial Estate, J.R. BorichaMarg, Off N.M. Joshi Marg, Near Lodha Excelus, Lower Parel (E), Mumbai – 400 011. India Tel. No. 91-22-2301 2518 / 6761 Email:- support@purvashare.com Website: www.purvashare.com |

**For Waaree Renewable Technologies Limited
(Formerly known as Sangam Renewables Limited)**

Place: Mumbai
Dated: September 04, 2021

Pujan Doshi
Managing Director
DIN: 07063863

DECLARATION BY THE CEO UNDER REGULATION 26(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE CODE OF CONDUCT:

In accordance with Regulation 26(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Management Personnel of the Company have affirmed compliance to the Code of Conduct for the Financial Year ended March 31, 2021

**For Waaree Renewable Technologies Limited
(Formerly known as Sangam Renewables Limited)**

Place: Mumbai
Dated: September 04, 2021

Pujan Doshi
Managing Director
DIN: 07063863

INDEPENDENT AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

Waaree Renewable Technologies Limited

(Formerly known as Sangam Renewables Limited)

We, have examined the compliance of conditions of Corporate Governance by **Waaree Renewable Technologies Limited (Formerly known as Sangam Renewables Limited) (“the Company”)**, for the year ended on March 31, 2021, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”).

Managements’ Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor’s Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the “ICAI”), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V to the Listing Regulations during the year ended 31st March 2021.

We 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 R T Jain & Co LLP
Chartered Accountants
FRN: 103961W / W100182

(CA Bankim Jain)
Partner Membership No.: 139447
UDIN: 21139447AAAAFH7042

Mumbai, September 3, 2021

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

Waaree Renewable Technologies Limited

[CIN: L93000MH1999PLC120470]

504, Western Edge - I,

Off: Western Express Highway,

Borivali (E), Mumbai - 400066

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Waaree Renewable Technologies Limited** (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 and 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 March 31, 2021 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.

| DIN | Full Name | Designation | Date of Appointment |
|----------|--------------------------------|----------------------|---------------------|
| 03434692 | Mr. Mitul Chandulal Mehta | Independent Director | 02/09/2016 |
| 03570656 | Mr. Nilesh Bhogilal Gandhi | Independent Director | 13/02/2017 |
| 07063863 | Mr. Pujan Pankaj Doshi | Managing Director | 02/09/2016 |
| 08485642 | Ms. Anita Rameshprasad Jaiswal | Independent Director | 20/06/2019 |
| 00207506 | Mr. Hitesh Pranjivan Mehta | Executive Director | 15/06/2020 |

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 **R M MIMANI & ASSOCIATES LLP**
[Company Secretaries]
[Firm Registration No. L2015MH008300]

Ranjana Mimani
(Partner)

FCS No: 6271

CP No: 4234

PR No.: 1065/2021

UDIN: F006271C000796821

Place: Mumbai

Dated: August 20, 2021

Independent Auditor's Report

To the Members of

Sangam Renewables Limited

Report on the Audit of Standalone Ind AS standalone financial statements Opinion

We have audited the accompanying standalone Ind AS financial statements of Sangam Renewables Limited ("the Company"), which comprise the standalone balance sheet as at March 31, 2021, the standalone Statement of Profit and Loss, (including the statement of Other Comprehensive Income), the standalone Statement of Cash Flows and the standalone Statement of Changes in Equity for the year then ended and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Ind AS & accounting principles generally accepted in India:

- in the case of the standalone balance sheet, of the state of affairs of the Company as at March 31, 2021; and
- in the case of the standalone statement of profit and loss, of the profit including other comprehensive income for the year ended on that date.
- in the case of the standalone statement of cash flows, of the cash flows for the year ended on that date.
- in the case of the standalone statement of changes in equity, of the changes in equity share capital and other equity for the year ended on that date.

Basis for Opinion

We have conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing as 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 standalone Ind AS 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 standalone Ind AS financial statements under the provision of the Act and the Rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the ICAI Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Opinion section, we have determined matters described below to be the key audit matters to be communicated in our report.

| Key Audit Matter | How the matter was addressed in our Audit |
|---|---|
| Revenue from Engineering Procurement and Construction (EPC) Contract is 92.78% of the Total Revenue from Operations. Revenue from these Contracts is recognised on satisfaction of performance obligation as per the terms of Contract. | As revenue from EPC Contract is a significant source of revenue for the Company and the same activity has been started by the Company during the last quarter of the financial year, we have verified sample EPC Contracts wherein there is significant revenue recognised during the year. |
| Overstatement/Understatement of Revenue from EPC Contract is considered to be a significant audit risk. Due to significant judgement involved in the estimate of revenue to be recognised in EPC Contract, cost of completion, budgeted cost, degree of completion etc we have considered revenue from EPC Contract as a key audit matter. | We have verified the EPC Contracts with respect to the actual cost incurred vis a vis budgeted cost and the invoices raised, payment received from the customer based on performance obligation as stipulated in the Contract. |

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the Board of Directors' Report, but does not include the standalone Ind AS financial statements and our Auditor's report thereon.

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

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone Ind AS 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 Ind AS Standalone financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the standalone financial position, standalone financial performance including other comprehensive income, standalone cash flows and standalone changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditors Responsibility for the Audit of the Standalone Ind AS Standalone financial statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS 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 financial 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 system 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 standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) the standalone balance sheet, the standalone statement of profit and loss including the statement of other comprehensive income, the standalone statement of cash flows and standalone Statement of Changes in Equity dealt with by this report are in agreement with the books of account.
 - d) in our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e) on the basis of written representations received from the directors as on 31 March, 2021 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2021, from being appointed as a director in terms of Section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”.
 - g) In our opinion, the managerial remuneration for the year ended 31 March 2021 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
 - h) with respect to the other matters to be included in Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. The Company was not required to transfer any amount to Investor Education and Protection Fund,

For R T Jain & Co LLP
Chartered Accountants
FRN : 103961W / W100182

(CA Bankim Jain)
Partner

Mem No. : 139447

UDIN: 21139447AAAAEA7755

Mumbai, May 10, 2021

Annexure A to the Independent Auditors' Report**Referred to in paragraph 1 of the section on "Report on other legal and regulatory requirements" of our report of even date**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- i. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
(c) According to the information and explanation received by us, as the company owns no immovable property, the requirement on reporting whether title deeds of immovable properties held in the name of the company is not applicable.
- ii. As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has granted loan to its subsidiaries which is covered in the register maintained under Section 189 of the Companies Act, 2013.
The repayment schedule in respect of the said loan is not stipulated as the loan is on demand. Terms and Conditions of such loan are not prejudicial to the company's interest.
- iv. The company has given loan to its subsidiaries which is in compliance of section 185 and section 186 of Companies Act, 2013.
- v. In our opinion, the company has not accepted any deposits within the meaning of Rule 2 (b) of Companies (Acceptances of Deposits) Rules, 2014.
- vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under section 148(1) of the Act and are of the Opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made detailed examination of the records.
- vii. (a) According to the records of the company, undisputed statutory dues including Income-tax, Goods and Service Tax, Custom Duty, to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there are no outstanding statutory dues as on 31st of March, 2021 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, goods and service tax, sales tax, customs duty which have not been deposited on account of any disputes.
- viii. Based on our audit procedures and the information and explanations given by the management, the company is not having any loan from financial institution, bank or debenture holder so we are of the opinion that, no defaults in repayment of loans to any financial institution, bank or debenture holders has occurred.
- ix. Based on records of the company, the company has neither raised any moneys by way of Initial Public Offer or Further Public Offer or term loan during the year.
- x. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year.
- xi. According to information and explanations given to us, in our opinion, the company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- xii. The Company is not a nidhi company. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.
- xiii. Based on our audit procedures and on the information given by the management, the company has complied with the sections 177 and 188 of the Companies Act, 2013 for all the transactions with the related parties and the details of such transactions have been properly disclosed in the standalone financial statements as required by the applicable accounting standards.

- xiv. The Company has not made any preferential allotment of shares during the year to parties covered in the register maintained under section 189 of the Companies Act, 2013.
- xv. The company has not entered into any non-cash transactions with directors of the company or its subsidiary or persons connected with them.
- xvi. The Company is not required to be registered under Section 45-IA of Reserve Bank of India Act, 1934.

For R T Jain & Co LLP
 Chartered Accountants
 FRN : 103961W / W100182

(CA Bankim Jain)
 Partner
 Mem No. : 139447

UDIN: 21139447AAAAEA7755

Mumbai, May 10, 2021

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of Sangam Renewables Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing

the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone 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 standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2021, based on the criteria for internal financial control over financial reporting 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.

For R T Jain & Co LLP
Chartered Accountants
FRN : 103961W / W100182

(CA Bankim Jain)
Partner

Mem No. : 139447

UDIN: 21139447AAAAEA7755

Mumbai, May 10, 2021

STANDALONE BALANCE SHEET

(Amount in Rupees)

| Particulars | Note No. | As at 31st March 2021 | As at March 31, 2020 |
|--------------------------------------|----------|-----------------------|----------------------|
| A. ASSETS | | | |
| (1) Non-Current Assets | | | |
| (a) Property, Plant and Equipment | 2 | 3,22,88,870 | 3,38,80,310 |
| (b) Intangible Asset | 2(a) | 47,490 | 73,084 |
| (c) Financial Assets | | | |
| (i) Investments | 3 | 32,09,95,000 | 32,09,95,000 |
| (ii) Loans | 4 | 43,00,06,406 | 31,29,67,350 |
| (d) Other Non-Current Assets | 5 | 50,39,063 | 42,59,472 |
| Total non - current assets | | 78,83,76,829 | 67,21,75,215 |
| (2) Current Assets | | | |
| (a) Inventory | 21 | 45,68,823 | - |
| (b) Financial Assets | | | |
| (i) Trade receivables | 6 | 2,35,86,934 | 1,90,939 |
| (ii) Cash and cash equivalents | 7 | 43,06,107 | 17,95,047 |
| (iii) Other Balances with Banks | 8 | 10,00,000 | 10,00,000 |
| (iv) Other financial asset | 9 | - | 25,000 |
| (c) Current Tax Assets (Net) | 10 | 61,59,567 | 78,04,506 |
| (d) Other current assets | 11 | 1,13,70,249 | 7,97,160 |
| Total current assets | | 5,09,91,680 | 1,16,12,652 |
| Total Assets | | 83,93,68,509 | 68,37,87,868 |
| B. EQUITY AND LIABILITIES | | | |
| (1) EQUITY | | | |
| (a) Equity Share Capital | 12 | 20,81,48,340 | 20,81,48,340 |
| (b) Other Equity | 13 | 11,97,22,142 | 9,61,32,371 |
| Total Equity | | 32,78,70,482 | 30,42,80,711 |
| LIABILITIES | | | |
| (2) Non-current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Loans | 14 | 45,28,15,996 | 36,67,03,340 |
| (b) Provisions | 15 | 17,42,684 | 4,56,296 |
| (c) Deferred Tax Liabilities (Net) | 16 | 72,16,805 | 67,93,088 |
| Total Non-current liabilities | | 46,17,75,485 | 37,39,52,725 |
| (3) Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Trade Payable | 17 | 2,73,83,892 | 1,41,291 |
| (b) Other Current liabilities | 18 | 1,54,69,624 | 49,98,865 |
| (c) Provisions | 19 | 68,69,026 | 4,14,276 |
| Total current liabilities | | 4,97,22,541 | 55,54,432 |
| Total Equity and Liabilities | | 83,93,68,509 | 68,37,87,868 |

See accompanying Notes forming part of the financial statements

As per our report of even date attached

For R T JAIN & CO LLP**Chartered Accountants**

Firm Registration No. 103961W/W100182

Sd/-**CA Bankim Jain****Partner****Membership No.: 139447**

Place : Mumbai

Date : May 10, 2021

For & on behalf of the Board of Directors

Sangam Renewables Limited**Sd/-****Pujan Doshi****Managing Director****DIN: 07063863****Sd/-****Hitesh Mehta****Director & Chief Financial Officer****DIN: 00207506****Sd/-****Heema Shah****(Company Secretary)**

STANDALONE STATEMENT OF PROFIT & LOSS

(Amount in Rupees)

| Sr. No | Particulars | Note No. | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--------|--|----------|---------------------------|---------------------------|
| I | Revenue From Operations | 20 | 7,60,29,381 | 1,97,57,000 |
| II | Other Income | 21 | 3,69,24,631 | 3,10,50,011 |
| III | Total Income (I+II) | | 11,29,54,012 | 5,08,07,011 |
| IV | Expenses: | | | |
| | (a) Purchase Expense | 22 | 4,25,56,320 | - |
| | (b) Changes in Inventory | 23 | (45,68,823) | - |
| | (c) Employee Benefit Expense | 24 | 66,06,288 | 1,03,45,933 |
| | (d) Finance Cost | 25 | 3,62,35,085 | 3,38,43,390 |
| | (e) Depreciation and Amortization Expense | 2 | 16,17,034 | 16,10,169 |
| | (f) Other Expenses | 26 | 38,94,478 | 89,86,678 |
| | Total expenses (IV) | | 8,63,40,381 | 5,47,86,170 |
| V | Profit/(loss) before exceptional items and tax (III-IV) | | 2,66,13,630 | (39,79,160) |
| VI | Exceptional Items | | - | - |
| VII | Profit/(loss) before tax (V-VI) | | 2,66,13,630 | (39,79,160) |
| VIII | Tax Expense | 27 | | |
| | (1) Current tax | | 51,47,413 | - |
| | Short/(Excess) Provision of Tax | | - | - |
| | MAT Credit Entitlement | | (23,57,515) | - |
| | (2) Deferred Tax | | 4,23,716 | (21,20,612) |
| | Total Tax Expense(VIII) | | 32,13,614 | (21,20,612) |
| IX | Profit (Loss) for the period (VII-VIII) | | 2,34,00,016 | (18,58,548) |
| X | Other Comprehensive Income (Net of Tax) | | | |
| | A (i) Items that will not be reclassified to profit or loss | | | |
| | Loss on Employee Benefit Expenses Revaluation | | (1,89,755) | 6,675 |
| | Net changes in fair values of investments in equity shares carried at fair values through OCI | | - | - |
| | (ii) Income tax relating to items that will not be reclassified to profit or loss | | - | (1,736) |
| | B (i) Items that will be reclassified to profit or loss | | - | - |
| | (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| XI | Total Comprehensive Income for the year (IX+X) (Comprising Profit (Loss) and Other Comprehensive Income for the year) | | 2,35,89,771 | (18,53,609) |
| XII | Earning per equity share (of Rs. 10/- each) | 29 | | |
| | (1) Basic | | 1.13 | (0.09) |
| | (2) Diluted | | 1.13 | (0.09) |

See accompanying Notes forming part of the financial statements

As per our report of even date attached

For R T JAIN & CO LLP
Chartered Accountants

Firm Registration No. 103961W/W100182

Sd/-
CA Bankim Jain
Partner
Membership No.: 139447

For & on behalf of the Board of Directors

Sangam Renewables Limited
Sd/-
Pujan Doshi
Managing Director
DIN: 07063863
Sd/-
Hitesh Mehta
Director & Chief Financial Officer
DIN: 00207506
Sd/-
Heema Shah
(Company Secretary)

Place : Mumbai

Date : May 10, 2021

STATEMENT OF CHANGES IN EQUITY

A: Equity Share Capital

(Amount in Rupees)

| As at April 1, 2019 | Changes in equity share capital during 2019-20 | As at March 31, 2020 | Changes in equity share capital during the year ended | As at March 31, 2021 |
|---------------------|--|----------------------|---|----------------------|
| 10,01,48,340 | 10,80,00,000 | 20,81,48,340 | - | 20,81,48,340 |

B: Other Equity

| Particulars | Retained earnings | Securities Premium | Total |
|------------------------------------|--------------------|--------------------|---------------------|
| Balance as at April 1, 2019 | 61,85,979 | - | 61,85,979 |
| Premium on allotment | | 9,18,00,000 | 9,18,00,000 |
| Profit / (loss) for the year | (18,58,548) | - | -18,58,548 |
| Other Comprehensive Income | 4,940 | - | 4,940 |
| Total Comprehensive Income | -18,53,608 | 9,18,00,000 | 8,99,46,392 |
| Balance as at March 31,2020 | 43,32,371 | 9,18,00,000 | 9,61,32,371 |
| Premium on allotment | | - | - |
| Profit / (loss) for the year | 2,34,00,016 | - | 2,34,00,016 |
| Other Comprehensive Income | 1,89,755 | - | 1,89,755 |
| Total Comprehensive Income | 2,35,89,771 | - | 2,35,89,771 |
| Balance as at March 31,2021 | 2,79,22,142 | 9,18,00,000 | 11,97,22,142 |

See accompanying notes to the financial statements

See accompanying Notes forming part of the financial statements

As per our report of even date attached

For R T JAIN & CO LLP

Chartered Accountants

Firm Registration No. 103961W/W100182

Sd/-

CA Bankim Jain

Partner

Membership No.: 139447

Place :Mumbai

Date : May 10, 2021

For & on behalf of the Board of Directors

Sangam Renewables Limited

Sd/-

Pujan Doshi

Managing Director

DIN: 07063863

Sd/-

Hitesh Mehta

Director & Chief Financial Officer

DIN: 00207506

Sd/-

Heema Shah

(Company Secretary)

STANDALONE STATEMENT OF CASH FLOW

(Amount in Rupees)

| Particulars | Year ended March 31, 2021 | Year ended 31st March, 2020 |
|--|------------------------------|--------------------------------|
| Cash flow from operating activities | | |
| Profit before tax from Continuing operations | 2,66,13,630 | (39,79,160) |
| Profit before tax | 2,66,13,630 | (39,79,160) |
| Adjustments for | | |
| Depreciation and amortization expense | 16,17,034 | 16,10,169 |
| Changes in actuarial value of Gratuity | 1,89,755 | 6,675 |
| Interest Income | (3,68,65,682) | (2,94,93,808) |
| Unwinding Of Interest | (58,949) | (1,12,461) |
| Profit/(Loss) on sale of Investment/ Asset | - | (13,32,166) |
| Finance Cost | 3,62,35,085 | 3,38,43,390 |
| Change in operating assets and liabilities | | |
| (Increase)/Decrease in Inventory | (45,68,823) | - |
| (Increase)/Decrease in Trade Receivables | (2,33,95,996) | 2,86,11,003 |
| (Increase)/Decrease in Other Financial assets | 25,000 | - |
| (Increase)/Decrease in Other Current assets | (89,28,150) | 1,10,460 |
| (Increase)/Decrease in Other Bank Balance | - | 43,91,690 |
| (Increase)/Decrease in Other Non Current Assets | (7,79,591) | 1,533 |
| Increase/(Decrease) in provision | 77,41,137 | 6,69,098 |
| Increase/(Decrease) in Trade payables | 2,72,42,601 | (1,33,879) |
| Increase/(Decrease) in Current Liabilities & Payables | 1,04,70,759 | 15,49,484 |
| Increase/(Decrease) in Non Current Liabilities | | |
| Cash generated from operations | 3,55,37,811 | 3,57,42,029 |
| Income taxes paid | (27,89,898) | (27,42,241) |
| Net cash Inflow/ (outflow) from operating activities | 3,27,47,913 | 3,29,99,788 |
| Cash flows from investing activities | | |
| Payments for property, plant and equipment | - | (54,920) |
| Interest Income | 3,69,24,631 | 2,96,06,269 |
| Net Paid for Purchase of Investments | - | (19,69,000) |
| Profit from sale of Investment/asset | - | 13,32,166 |
| Net cash outflow from investing activities | 3,69,24,631 | 2,89,14,515 |
| Cash flows from financing activities | | |
| Net Proceeds from Loans given | (11,70,39,057) | (23,16,78,028) |
| Net Proceeds from Loans Taken | 8,61,12,656 | 44,32,184 |
| Net Proceeds from issue of equity shares | - | 19,98,00,000 |
| Finance cost | (3,62,35,085) | (3,38,43,390) |
| Net cash inflow from financing activities | (6,71,61,485) | (6,12,89,234) |
| Net increase (decrease) in cash and cash equivalents | 25,11,059 | 6,25,068 |
| Cash and cash equivalents at the beginning of the financial year | 17,95,047 | 11,69,979 |
| Cash and cash equivalents at end of the year | 43,06,107 | 17,95,048 |

Reconciliation of cash and cash equivalents as per the cash flow statement

Cash and cash equivalents as per above comprise of the following

| | 31st March 2021 | 31st March 2020 |
|--|------------------|------------------|
| Cash in hand | 143 | 4,959 |
| Balance with schedule banks | 43,05,964 | 17,90,088 |
| Balances as per statement of cash flows | 43,06,107 | 17,95,048 |

See accompanying Notes forming part of the financial statements

As per our report of even date attached

For R T JAIN & CO LLP
Chartered Accountants

Firm Registration No. 103961W/W100182

Sd/-

CA Bankim Jain
Partner
Membership No.: 139447

Sd/-

Pujan Doshi
Managing Director
DIN: 07063863

For & on behalf of the Board of Directors

Sangam Renewables Limited

Sd/-

Hitesh Mehta
Director & Chief Financial Officer
DIN: 00207506

Sd/-

Heema Shah
(Company Secretary)

Place : Mumbai

Date : May 10, 2021

Note 1 : NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021A CORPORATE INFORMATION:

SANGAM RENEWABLES LIMITED (erstwhile known as Sangam Advisors Limited) (“the Company”) was incorporated on 22nd of June, 1999 as a private company limited by shares. It was converted into a public company on November 18, 2011. The Company is engaged in the business of generation of power through renewable energy sources and also providing consultancy service in this regard. It has its registered office in Mumbai and its energy generation site is located in state of Maharashtra.

B BASIS OF PREPARATION:
B.1 Compliance with Ind AS:

Ministry of Corporate Affairs notified roadmap to implement Indian Accounting Standards (‘Ind AS’) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016. As per the said roadmap, the Company is required to apply Ind AS starting from Financial Year beginning on or after April 1, 2017. Accordingly, the Financial Statements of the Company have been prepared in accordance with the Ind AS.

For the year ended March 31, 2021, the Company prepared its Financial Statements in accordance with the Accounting Standards notified under the Section 133 of the Companies Act 2013, read together with Companies (Accounts) Rules 2014 (Indian GAAP). The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- a) Certain financial assets and liabilities measured at fair value.

The Financial Statements are presented in Indian Rupees (INR) which is the functional currency for the Company. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

B.2 CURRENT AND NON-CURRENT CLASSIFICATION:

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset as current when it is:

- Expected to be realized or intended to 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 the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

B.3 SIGNIFICANT ACCOUNTING POLICIES:

The following are the significant accounting policies applied by the Company in preparing its financial statements:

a) Property, plant and equipment:

- Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the item.
- Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of item can be measured reliably.
- The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss on the date of disposal or retirement.
- On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

and equipment recognized as at 1st April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

- Capital work in progress: Direct expenses including borrowing cost incurred during construction period on capital projects are capitalized. Other direct expenses pertaining to capital projects are allocated to projects shall also capitalized.
- Depreciation on the property, plant and equipment is provided on the straight line basis over the useful life of assets as specified in Part C of Schedule II to the Companies Act, 2013 or useful lives of assets estimated by the management based on technical advice in cases where a useful life is different than indicated in schedule II.

The following table shows the period over which management expects to use assets:

| Asset category | Management estimated useful life | Useful life as per schedule II |
|--|----------------------------------|--------------------------------|
| End user devices such as desktops, laptops | 3 yrs | 3 yrs |
| Servers and networks | 6 yrs | 6 yrs |
| Furniture | 10 yrs | 10 yrs |
| Office equipment | 5 yrs | 5 yrs |
| Solar Power Plant | 25 yrs | 15 yrs |

- Property, plant and equipment which are added / disposed off during the year, depreciation is provided on pro-rata basis with reference to the month of addition / deletion.

b) Impairment of non-financial assets:

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or Cash generating Units (CGU's) recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

c) Cash and cash equivalents:

For the purpose of presentation in statement of cash flows, cash and cash equivalents includes cash on hand, deposit held at call with financial institution, other short term, highly liquid investments with original maturities of 3 months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdraft.

d) Financial Instruments:

(I) Financial Assets:

➤ **Initial recognition and measurement**

All financial assets are recognised 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 of the financial asset.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

➤ **Subsequent Measurement**

• **Financial assets measured at Amortised Cost**

A financial asset is measured at Amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

• **Financial assets measured at Fair Value Through Other Comprehensive Income (FVTOCI)**

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

• **Financial assets measured at Fair Value Through Profit or Loss (FVTPL)**

A financial asset which is not classified in any of the above categories are measured at FVTPL.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021
➤ Impairment of Financial Assets:

The Company assesses impairment based on expected credit losses model to the following:

- Financial assets measured at amortized cost;
 - Financial assets measured at fair value through other comprehensive income (FVTOCI);
- Expected credit losses are measured through a loss allowance at an amount equal to:
- The 12- months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
 - Full lifetime expected credit losses (expected credit losses that result from default events over the life of the financial instruments).

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables or contract revenue receivables.

Under simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime expected credit losses at each reporting date, right from its initial recognition.

The Company uses provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix uses historical rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default dates are reviewed and changes in the forward looking estimates are analysed.

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 the credit risk has not increased significantly, 12 month expected credit losses is used to provide for impairment loss. However, if the credit risk has increased significantly, lifetime expected credit losses is used. If, in 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 Company reverts to recognizing impairment loss allowance based on 12-month expected credit losses.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increase in credit risk to be identified on a timely basis.

➤ Derecognition:

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) 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.

(II) Financial liabilities:
➤ Initial Recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

➤ Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

- **Financial liabilities at fair value through profit and loss:**

It includes financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit and loss.

Financial liabilities classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognized in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit and loss are designated upon initial recognition, and only if the criteria in Ind AS 109 are satisfied.

- **Loans and Borrowings:**

Borrowings are initially recognised at fair value, net of transaction cost incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction cost) and the redemption amount is recognised in profit or loss over the period of the borrowings using

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

EIR method/ Straight line method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fees is deferred until the drawn down occurs. To the extent there is no evidence that it is probable that some or all of the facilities will be drawn down, the fee is capitalised as a prepayment of liquidity services and amortised over the period of the facilities to which it relates.

➤ **Derecognition of Financial Liabilities:**

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash asset transferred or liabilities assumed, is recognised in profit or loss as other gain/(losses).

(III) Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities 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.

e) Fair value measurement:

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumption that market participants would use when pricing an asset or liability acting in their best economic interest. The Company used valuation techniques, which were appropriate in circumstances and for which sufficient data were available considering the expected loss/profit in case of financial assets or liabilities.

f) Revenue Recognition:

• **Sale of Power**

Revenue from the sale of power is recognised when the electricity is supplied and measured based on contractually agreed tariff rates.

• **Interest income**

Interest income is accounted on accrual basis. Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Interest income is included in other income in the statement of profit and loss.

• **Dividend income:**

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

g) Employee benefits:

i. Short term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Short - term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii. Defined Benefit plans:

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprises actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021
iii. Other long-term employee benefits

The Company's net obligation in respect of long - term employee benefits is 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. Remeasurement is recognised in Statement of Profit and Loss in the period in which they arise.

Entitlements to annual privilege leave are recognized when they accrue to employees. Privilege leave can be availed or encashed subject to a restriction on the maximum number of accumulation of leave. The Company determines the liability for such accumulated leaves using the projected unit credit method with actuarial valuations being carried out at each reporting date.

h) Finance Cost

Borrowing costs specifically relating to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized (net of income on temporarily deployment of funds) as part of the cost of such assets. Finance costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. All other borrowing costs are expensed in the period in which they occur.

i) Leases:

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date, and whether the fulfilment of the arrangement is dependent on the use of the specific assets or the arrangements conveys a right to use the asset, even if that right is not explicitly specified in the arrangement.

As Lessee (expenses)

Assets leased by the Company in its capacity as lessee where significant portion of risks and rewards of ownership are retained by lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessors expected inflationary cost increases.

j) Segment Reporting:

The operations of the Company are limited to one segment, namely generation of power through renewable energy resources. All the assets and revenue earned by the Company are in India. In view of a single business and geographical segment, no further disclosure as per Ind AS 108 needs to be made.

k) Taxation:

- i. Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.
- ii. Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.
- iii. Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
- iv. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.
- v. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.
- vi. Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.
- vii. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.
- viii. The break-up of the major components of the deferred tax assets and liabilities as at balance sheet date has been arrived at after setting off deferred tax assets and liabilities where the Company have a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

- ix. The Company reviews the applicability of Minimum Alternative Tax (MAT) at the end of each reporting date. Credit of MAT, if any is recognised as a part of deferred tax assets. As deferred tax asset shall be recognised for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilized.
- x. Deferred tax assets are the amounts of income taxes recoverable in future periods in respect of:
- Deductible temporary differences;
 - The carry forward of unused tax losses; and
 - The carry forward of unused tax credits.

The Company reviews the same at each reporting date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

l) Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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

m) Provisions and contingencies:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed in case of:

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- A present obligation arising from past events, when no reliable estimate is possible;
- A possible obligation arising from past events, unless the probability of outflow of resources is remote.

Commitments include capital expenditure (net of advances) in relation to solar power plant.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

B.4 Use of Judgements, Estimates and Assumptions

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgments, which have significant effect on the amounts recognized in the financial statement. Actual result 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:

Assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment recognised in the financial statements are as under:

- Measurement of useful life, residual life and impairment of property, plant and equipment.
Technical experts assesses the remaining useful lives of solar power project at 25 years. Management believes that the assigned useful life is reasonable.
- Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used.
- Measurement of defined benefit obligations and planned assets.
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.
- Impairment of financial and non-financial assets.
- Revenue and margin recognition on construction and/or long term service contracts and related provision.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(Amount in Rupees)

Note 2: Property, Plant and Equipment

| Particulars | Computer | Server | Furniture | Office Equipment | Solar Power Plant | Total |
|--|-----------------|-----------------|---------------|------------------|--------------------|--------------------|
| Gross carrying amount | | | | | | |
| Year Ended March 31, 2020 | | | | | | |
| Cost as at April 1,2019 | 1,59,842 | 2,70,200 | 29,000 | 1,22,757 | 3,67,99,160 | 3,73,80,959 |
| Additions | - | | | | | - |
| Disposals | - | | | | | - |
| Closing Gross carrying amount | 1,59,842 | 2,70,200 | 29,000 | 1,22,757 | 3,67,99,160 | 3,73,80,959 |
| Year Ended March 31, 2021 | | | | | | |
| Cost as at April 1,2020 | 1,59,842 | 2,70,200 | 29,000 | 1,22,757 | 3,67,99,160 | 3,73,80,959 |
| Additions | - | | | | | - |
| Disposals | - | | | | | - |
| Closing Gross carrying amount | 1,59,842 | 2,70,200 | 29,000 | 1,22,757 | 3,67,99,160 | 3,73,80,959 |
| Accumulated Depreciation | | | | | | |
| As at April 1, 2019 | 55,810 | 44,296 | 3,170 | 27,475 | 17,78,458 | 19,09,210 |
| Depreciation charge during the year | 50,622 | 42,773 | 2,755 | 23,324 | 14,71,966 | 15,91,440 |
| Disposals | - | | | | | - |
| Closing accumulated depreciation at 31st March,2020 | 1,06,432 | 87,069 | 5,925 | 50,799 | 32,50,425 | 35,00,649 |
| Accumulated Depreciation | | | | | | |
| As at April 1, 2020 | 1,06,432 | 87,069 | 5,925 | 50,799 | 32,50,425 | 35,00,649 |
| Depreciation charge during the year | 50,622 | 42,772 | 2,755 | 23,324 | 14,71,967 | 15,91,440 |
| Disposals | - | | | | | - |
| Closing accumulated depreciation at 31st March,2021 | 1,57,054 | 1,29,841 | 8,680 | 74,123 | 47,22,392 | 50,92,089 |
| Net Carrying Amount | | | | | | |
| As at March 31, 2020 | 53,411 | 1,83,131 | 23,075 | 71,958 | 3,35,48,735 | 3,38,80,310 |
| As at March 31, 2021 | 2,789 | 1,40,359 | 20,320 | 48,634 | 3,20,76,768 | 3,22,88,870 |

Note 2a : Intangible Asset

| Particulars | Software |
|--|-----------------|
| Gross carrying amount | |
| Year Ended March 31, 2020 | |
| Cost as at April 1,2019 | 47,458 |
| Additions | 54,920 |
| Disposals | - |
| Closing Gross carrying amount | 1,02,378 |
| Year Ended March 31, 2021 | |
| Opening gross carrying amount | 1,02,378 |
| Additions | - |
| Disposals | - |
| Closing Gross carrying amount | 1,02,378 |
| Accumulated Depreciation | |
| As at April 1, 2019 | 10,564 |
| Depreciation charge during the year | 18,729 |
| Disposals | |
| Closing accumulated depreciation at 31st March,2020 | 29,293 |
| Accumulated Depreciation | |
| As at April 1, 2020 | 29,293 |
| Depreciation charge during the year | 25,594 |
| Disposals | |
| Closing accumulated depreciation at 31st March,2021 | 54,887 |
| Net Carrying Amount | |
| As at March 31, 2020 | 73,084 |
| As at March 31, 2021 | 47,490 |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(Amount in Rupees)

Note 3 : Investments

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| (I) Investments in Equity Instruments | | |
| (a) Investments in subsidiaries | | |
| (i) Waacox Energy Pvt Ltd 3,18,80,100 Eq. shares (FY 19-20 - 3,18,80,100) Less: Fair value adjustment-1 | 31,88,01,000 - - | 31,88,01,000 - - |
| (ii) Sangam Rooftop Solar Pvt Ltd 10,000 Eq. shares (FY 19-20 10,000) | 1,00,000 | 1,00,000 |
| (iii) Waasang Solar Pvt. Ltd 10,000 Eq. shares (FY 19-20 7400) | 1,00,000 | 1,00,000 |
| (iv) Waasang Solar One Pvt. Ltd 5,100 Eq. shares (FY 19-20 5100) | 51,000 | 51,000 |
| (v) Waaree PV Tech Pvt. Ltd 1,000 Eq. shares (FY 19-20 1000) | 19,43,000 | 19,43,000 |
| Total | 32,09,95,000 | 32,09,95,000 |
| Total non current investments | 32,09,95,000 | 32,09,95,000 |
| (a) Aggregate amount of quoted investments and market value thereof | - | - |
| (b) Aggregate amount of unquoted investments | 32,09,95,000 | 32,09,95,000 |
| (c) Aggregate amount of impairment in value of investments | - | - |

Note 4 : Loans

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| (Unsecured, considered good) | | |
| <u>Loan to Related Parties</u> | | |
| (i) Loan to Sangam Rooftop Solar Pvt Ltd | 20,46,55,834 | 18,05,89,755 |
| (ii) Loan to Waasang Solar One Pvt Ltd | 3,69,33,267 | 3,24,50,221 |
| (iii) Loan to Waasang Solar Pvt Ltd | 8,26,405 | 6,69,683 |
| (iv) Loan to Waaree PV Tech Pvt Ltd | 18,75,38,421 | 9,92,05,212 |
| Loan to Others | 52,479 | 52,479 |
| Total | 43,00,06,406 | 31,29,67,350 |

Note 5 : Other Non Current Assets

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|------------------------|-------------------------|-------------------------|
| Security Deposit | 24,000 | 13,89,503 |
| MAT Credit Entitlement | 50,15,063 | 26,57,548 |
| Prepaid rent | - | 2,12,421 |
| Total | 50,39,063 | 42,59,472 |

Note 6 : Trade Receivables

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|------------------------------|-------------------------|-------------------------|
| (Unsecured, considered good) | | |
| Trade receivable | 2,35,86,934 | 1,90,939 |
| Total | 2,35,86,934 | 1,90,939 |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(Amount in Rupees)

Note 7 : Cash and cash equivalents

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Current Account Balance with Schedule Banks | | |
| In Current accounts | 43,05,964 | 17,90,088 |
| Cash in hand | 143 | 4,959 |
| Total | 43,06,107.04 | 17,95,047 |

Note 8 : Other Bank Balances

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Fixed deposit with banks | 10,00,000 | 10,00,000 |
| Total | 10,00,000 | 10,00,000 |
| Fixed deposit with banks: | | |
| (i) Balances with bank held as margin money | 10,00,000 | 10,00,000 |

Note 9 : Other Financial Assets

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------------|-------------------------|-------------------------|
| Deposits with Revenue Authority | - | 25,000 |
| Total | - | 25,000 |

Note 10 : Current Tax Assets (Net)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|------------------------------------|-------------------------|-------------------------|
| Advance Income tax (For the Year) | 27,62,706 | 44,07,646 |
| Advance Income tax (Earlier years) | 33,96,861 | 33,96,861 |
| Total | 61,59,567 | 78,04,506 |

Note 11 : Other Current Assets

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--------------------------------|-------------------------|-------------------------|
| Unbilled Revenue | 10,23,750 | 5,05,440 |
| Advance to Supplier | 1,01,95,000 | 29,580 |
| Prepaid Expenses | 52,665 | 24,059 |
| Balance with Revenue Authority | 77,122 | 1,19,244 |
| Advance to Staff | 21,712 | - |
| Prepaid rent - Current | - | 1,18,836 |
| Total | 1,13,70,249 | 7,97,160 |

Note 12 : Equity share capital**Authorised equity share capital**

| Particulars | No. of Shares | Amount |
|----------------------------|--------------------|---------------------|
| As at 1 April 2019 | 1,02,50,000 | 10,25,00,000 |
| Increase during the year | 1,07,50,000 | 10,75,00,000 |
| As at 31 March 2020 | 2,10,00,000 | 21,00,00,000 |
| Increase during the year | - | - |
| As at 31 March 2021 | 2,10,00,000 | 21,00,00,000 |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(Amount in Rupees)

(i) Movements in equity share capital

| Particulars | No. of Shares | Amount |
|---|--------------------|---------------------|
| Issued, Subscribed & Paid up | | |
| As at 1 April 2019 | 1,00,14,834 | 10,01,48,340 |
| Increase during the year | 1,08,00,000 | 10,80,00,000 |
| As at 31 March 2020 | 2,08,14,834 | 20,81,48,340 |
| Increase during the year | - | - |
| As at 31 March 2021 | 2,08,14,834 | 20,81,48,340 |

Terms & conditions

The Company has only one class of equity shares having a par value of INR 10 per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(ii) Details of shareholders holding more than 5% shares in the Company

| Particulars | As at March 31, 2021 | | As at March 31, 2020 | |
|-------------------------|----------------------|--------------|----------------------|--------------|
| | No. of Shares | % of Holding | No. of Shares | % of Holding |
| Neepa Viren Doshi | 11,86,444 | 5.70% | 11,20,661 | 5.38% |
| Waaree Energies Limited | 1,12,47,324 | 54.04% | 1,08,78,841 | 52.26% |

Note 13 : Other Equity

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Securities Premium | | |
| Opening balance | 9,18,00,000 | |
| Received during the year | - | 9,18,00,000 |
| Closing Balance | 9,18,00,000 | 9,18,00,000 |
| Retained earnings | | |
| Opening balance | 43,32,371 | 61,85,979 |
| Total comprehensive income/ (loss) for the year | 2,35,89,771 | (18,53,608) |
| Closing Balance | 2,79,22,142 | 43,32,371 |
| Total | 11,97,22,142 | 9,61,32,371 |

Note 14 : Loans

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------|----------------------|----------------------|
| <u>Unsecured loans</u> | | |
| Loan from Holding company | 1,03,49,414 | - |
| Loan from others | 44,24,66,582 | 36,67,03,340 |
| Total | 45,28,15,996 | 36,67,03,340 |

Note 15 : Provisions

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|----------------------------|----------------------|----------------------|
| Provision for Gratuity | 7,16,041 | 93,112 |
| Provision for Leave Salary | 10,26,643 | 3,63,184 |
| Total | 17,42,684 | 4,56,296 |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(Amount in Rupees)

Note 16 : Deferred Tax Liabilities

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| On Account of Gratuity | (5,38,310) | -1,18,637 |
| On account of disallowance under Income Tax Act, 1961 | 77,55,115 | 69,11,725 |
| Total | 72,16,805 | 67,93,088 |

Note 17 : Trade Payables

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Total outstanding dues of micro and small enterprises | 1,26,689 | - |
| Total outstanding dues of creditors other than micro and small enterprises | 2,72,57,203 | 1,41,291 |
| Total | 2,73,83,892 | 1,41,291 |

Disclosure of Trade Payables from Related Parties

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------------------|-------------------------|-------------------------|
| Trade payables to other parties | 2,73,37,866 | 54,000 |
| Trade payables to related parties | 46,026 | 87,291 |
| Total | 2,73,83,892 | 1,41,291 |

Disclosure of payable to vendors as defined under the 'Micro, Small and Medium Enterprise Development Act, 2006' is based on the information available with the Company regarding the status of registration of such vendors under the Act, as per the information received from them on request made by the Company. There are no overdue principal amounts/interest payable amounts for delayed payment to such vendors at Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or brought forward from previous years.

Note 18 : Other Current Liabilities

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------------|-------------------------|-------------------------|
| Salary Payable | 19,800 | 7,59,367 |
| Duties & Taxes | 67,10,449 | 37,50,224 |
| Advance from Customer | 87,39,375 | - |
| Operating lease liabilities | - | 4,89,274 |
| Total | 1,54,69,624 | 49,98,865 |

Note 19 : Provisions

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|------------------------------------|-------------------------|-------------------------|
| Provision for expenses | 15,29,322 | 97,198 |
| Provision for Tax | 51,47,413 | - |
| Provision for Gratuity Current | 23,798 | 1,430 |
| Provision for Leave Salary Current | 1,68,493 | 3,15,648 |
| Total | 68,69,026 | 4,14,276 |

Note 20 : Revenue from operation

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Service Income | - | 1,46,31,100 |
| Revenue from EPC Contract | 7,05,43,472 | - |
| Operation & Maintenance Income | 10,23,750 | - |
| Generation of electricity from solar power plant | 44,62,159 | 51,25,900 |
| Total | 7,60,29,381 | 1,97,57,000 |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(Amount in Rupees)

Note 21 : Other Income

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Interest Income | 3,66,98,808 | 2,94,93,808 |
| Profit on sale of units | - | 13,32,166 |
| Interest on Income Tax Refund | 1,66,874 | 1,11,576 |
| Interest income on financial asset carried at amortized cost | 58,949 | 1,12,461 |
| Total | 3,69,24,631 | 3,10,50,011 |

Note 22 : Purchase Expenses

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|-----------------------|------------------------------|------------------------------|
| Purchase of Materials | 4,03,26,690 | - |
| Purchase of Services | 21,91,250 | - |
| Freight Inward | 38,380 | - |
| Total | 4,25,56,320 | - |

Note 23 : Changes in Inventory

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---------------|------------------------------|------------------------------|
| Opening Stock | - | - |
| Closing Stock | 45,68,823 | - |
| Total | (45,68,823) | - |

Note 24 : Employee benefit expenses

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|-------------------------|------------------------------|------------------------------|
| Directors Remuneration | 10,69,447 | 36,28,063 |
| Salaries and incentives | 58,10,669 | 59,25,664 |
| Leave Salary Expense | (3,68,139) | 6,45,229 |
| Gratuity expense | 95,215 | 80,746 |
| Staff Welfare Expense | (904) | 66,231 |
| Total | 66,06,288 | 1,03,45,933 |

Note 25 : Finance costs

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--------------------------------------|------------------------------|------------------------------|
| Interest expenses | 3,62,25,350 | 3,36,34,825 |
| Interest on delayed payment of Taxes | 7,138 | 2,04,285 |
| Loan Processing Fees | - | - |
| Bank Charges & Commission | 2,596 | 4,280 |
| Total | 3,62,35,085 | 3,38,43,390 |

Note 26 : Other expenses

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|-------------------------------------|------------------------------|------------------------------|
| Advertisement Expenses | 10,810 | 62,104 |
| Auditors Remuneration* | 1,12,600 | 87,500 |
| Rent Expense | 6,98,476 | 38,95,713 |
| Rates & Taxes | 3,30,724 | 16,73,990 |
| Conveyance & Reimbursement Expenses | 2,41,935 | 6,28,684 |
| Travelling Expense | 3,54,218 | 2,02,961 |
| Operation & Maintenance | 5,04,851 | 2,25,751 |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(Amount in Rupees)

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|-------------------------------|------------------------------|------------------------------|
| Communication Costs | 74,580 | 2,59,991 |
| Printing & Stationery | 54,669 | 2,59,806 |
| Professional Expenses | 3,72,400 | 5,88,944 |
| Electricity Expenses | 62,148 | 4,22,680 |
| Repairs & Maintenance | 44,767 | 19,990 |
| Directors Sitting Fees | 2,25,000 | 2,30,000 |
| Listing Compliance Expenses | 4,65,000 | - |
| Meeting Expenses | - | 12,918 |
| Insurance expense | 79,907 | 72,479 |
| Tender Fees | - | 5,963 |
| Appeal Fees | - | 1,000 |
| Miscellaneous Expenses | 2,62,392 | 3,36,206 |
| Total | 38,94,478 | 89,86,678 |
| *Auditors Remuneration | | |
| Payment to Auditors' | | |
| Audit fee | 1,12,600 | 87,500 |
| Total | 1,12,600 | 87,500 |

Note 27 : Income Tax expense

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---------------------------|------------------------------|------------------------------|
| Income Tax expense | | |
| Current tax | 51,47,413 | - |
| MAT Credit Entitlement | (23,57,515) | - |
| Deferred tax | 4,23,716 | (21,20,612) |
| Total | 32,13,614 | (21,20,612) |

b) Reconciliation of tax expenses and the accounting loss multiplied by India's tax rate

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Profit/(Loss) before income tax expenses | 2,66,13,630 | (39,79,160) |
| Tax at the Indian Tax Rate (F Y 20-21 : 27.50%) (F Y 19-20 : 26%) | 73,18,032 | (10,34,581) |
| Tax effect of the amounts which are not deductible (taxable) in calculating taxable income : | | |
| Depreciation | (3,55,398) | (8,36,256) |
| Employee Benefit Expenses | (75,047) | 1,88,754 |
| Ind AS Adjustments | (8,040) | 1,658 |
| Other disallowances | 1,954 | 1,05,062 |
| Brought Forward Loss | (40,91,604) | - |
| Sub Total | 27,89,898 | (15,75,365) |
| Add : Incremental Tax on account of MAT | 23,57,515 | - |
| Less : Decrease in Tax due to MAT Credit Entitlement | (23,57,515) | - |
| Add : Tax Effect of Losses on which Deferred Tax not recognised | - | 15,75,365 |
| Add : Incremental Tax on account of Deferred Tax | 4,23,716 | (21,20,612) |
| Income tax expenses | 32,13,614 | (21,20,612) |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(Amount in Rupees)

Note 28 : Related Party Disclosures

In accordance with the requirements of IND AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exits and with whom transactions have taken place during reported periods, are:

a) List of the related party

| Particulars | Relationship | (% of holding) | |
|--|---|-------------------------|-------------------------|
| | | As at March 31, 2021 | As at March 31, 2020 |
| Waaree Energies Limited | Holding w.e.f April 08, 2019 | 52% | 52% |
| Sangam Rooftop Solar Private Limited | Subsidiary w.e.f September 13, 2017 | 100% | 100% |
| Waasang Solar One Private Limited | Subsidiary w.e.f August 29, 2018 | 51% | 51% |
| Waasang Solar Private Limited | Subsidiary w.e.f July 18, 2018 | 100% | 100% |
| Waaree PV Power LLP | Partner is one of the Director of the Company | - | - |
| Waaree Renewables Private Limited | Relative of a director is director of the company | - | - |
| Waacox Energy Private Limited | Subsidiary w.e.f November 18, 2017 | 51% | 51% |
| Waaree PV Technologies Private Limited | Subsidiary w.e.f April 08, 2019 | 100% | 100% |

b) Key Management Personnel of Company

Pujan Doshi- Director (Director w.e.f September 2, 2016 & Managing Director w.e.f. July 15, 2020)

Ankit Doshi- Director & CFO (Director w.e.f September 02, 2016 & CFO w.e.f February, 13, 2017 upto April 08, 2019)

Ruchi Sethi- Company Secretary (appointed w.e.f February 13, 2017 upto 30th April 2021)

Heema Shah - Company Secretary (Appointed w.e.f. May 10, 2021)

B. C. Bhandari - CFO (from April 8, 2019 upto August 21, 2020)

Sharadkumar Saxena - Whole Time Director (appointed w.e.f April 8, 2019 upto July 13, 2020)

Hitesh Mehta - Director (appointed w.e.f. June 15, 2020)

c) Transactions during the year with related parties

| Name of the party | Nature of transactions | As at March 31, 2021 | As at March 31, 2020 |
|--|--|-------------------------|-------------------------|
| Waaree Energies Limited | i) Operation & Maintenance | 2,79,707 | 2,61,875 |
| | ii) Loan Taken | 3,90,92,897 | 12,50,000 |
| | iii) Loan repaid | 3,05,88,689 | 2,68,97,251 |
| | iv) Interest Expense | 19,94,818 | 67,804 |
| | v) Purchases | 86,53,242 | |
| | vi) Advance for/Reimbursement of Expense | 24,74,198 | |
| | vii) Project Management fees income | - | 1,46,31,100 |
| | i) Loan Given | 1,77,08,867 | 14,14,84,293 |
| | ii) Loan Repayment received | 1,19,35,000 | 5,73,92,241 |
| | iii) Interest Income(Gross) | 1,97,75,364 | 2,03,78,856 |
| | iv) Repairs & Maintenance | 76,715 | - |
| | i) Loan Given | - | 3,32,725 |
| | ii) Loan Repayment received | - | 3,32,725 |
| | iii) Interest Income | - | - |
| Waasang Solar Private Limited | i) Loan Given | 1,21,324 | 72,96,175 |
| | ii) Loan repayment received | - | 70,31,769 |
| | iii) Interest Income | 38,269 | 4,12,647 |
| Waasang Solar One Private Limited | i) Loan Given | 21,25,587 | 2,78,27,469 |
| | ii) Loan repayment received | 9,50,000 | 34,194 |
| | iii) Interest Income (Gross) | 35,75,631 | 23,63,051 |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(Amount in Rupees)

| Name of the party | Nature of transactions | As at March 31, 2021 | As at March 31, 2020 |
|---|---|-------------------------|-------------------------|
| Waaree PV Technologies Private Limited | i) Loan Given | 11,28,32,403 | 9,52,89,376 |
| | ii) Loan repayment received | 3,67,53,121 | 16,51,802 |
| | iii) Interest Income (Gross) | 1,32,47,489 | 61,86,264 |
| Waaree PV Power LLP | i) Purchases | 71,35,800 | - |
| Waaree Renewables Private Limited | i) Advance for/Reimbursement of Expense | 4,718 | - |
| | ii) Purchases | 1,24,98,581 | - |
| Sharadkumar Saxena | i) Director Remuneration | 10,69,447 | 36,28,063 |
| Bhagchand Bhandari | i) Chief Financial Officer | 16,37,097 | 41,32,418 |
| Nilesh Gandhi | i) Director Sitting Fees | 1,25,000 | 1,55,000 |
| Anita Jaiswal | i) Director Sitting Fees | 1,00,000 | 75,000 |

d) Balance outstanding of related parties

| Name of the Party | Receivable /(Payable) | As at March 31, 2021 | As at March 31, 2020 |
|--|-----------------------|-------------------------|-------------------------|
| Sangam Rooftop Solar Private Limited | Receivable | 20,46,55,834 | 18,05,89,539 |
| Waasang Solar Private Limited | Receivable | 8,26,405 | 6,69,683 |
| Waasang Solar One Private Limited | Receivable | 3,69,33,267 | 3,24,50,221 |
| Waaree Energies Limited | (Payable) | 2,50,73,056 | 1,01,399 |
| Waaree PV Power LLP | (Payable) | 42,00,000 | - |
| Waaree Renewables Private Limited | Receivable | 4,709 | - |
| Waaree PV Technologies Private Limited | Receivable | 18,75,38,421 | 9,92,05,212 |

Note 29 : Earning per Share

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Basic Earning Per Share | | |
| Profit/(Loss) attributable to Equity shareholders | 2,35,89,771 | (18,53,609) |
| Weighted average number of equity shares | 2,08,14,834 | 2,05,78,768 |
| Face value per Share | 10 | 10 |
| Basic Earnings Per Share(in ₹) | 1.13 | (0.09) |
| Diluted Earnings per Share (in ₹) | 1.13 | (0.09) |

Note 30 : Details of micro enterprises and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Principal amount due to micro enterprises and small enterprises | 1,26,689 | - |
| Interest due on above | - | - |
| Amount of interest paid during the year | - | - |
| The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act 2006 | - | - |
| Amount of interest accrued and remaining unpaid at the end of accounting period | - | - |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006 | - | - |
| The information has been given in respect of such vendors to the extent they would be identified as "Micro Enterprises and Small Enterprises" on the basis of information available with the Company and relied upon by the auditors. | | |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021
Note 31 : Fair Value Measurement
i) Fair Value of Financial assets and Financial liabilities

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial instruments that are recognised in the financial statements.

| Particulars | March 31, 2021 | | March 31, 2020 | |
|---|---------------------|---------------------|---------------------|---------------------|
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Financial assets designated as fair value through Other Comprehensive Income | | | | |
| Financial assets designated at amortised cost | | | | |
| Investments | 32,09,95,000 | 32,09,95,000 | 32,09,95,000 | 32,09,95,000 |
| Loans | 43,00,06,406 | 43,00,06,406 | 31,29,67,350 | 31,29,67,350 |
| Trade receivables | 2,35,86,934 | 2,35,86,934 | 1,90,939 | 1,90,939 |
| Cash and cash equivalents | 43,06,107 | 43,06,107 | 17,95,047 | 17,95,047 |
| Other Bank Balance | 10,00,000 | 10,00,000 | 10,00,000 | 10,00,000 |
| Other financial Assets | - | - | 25,000 | 25,000 |
| | 77,98,94,448 | 77,98,94,448 | 63,69,73,336 | 63,69,73,336 |
| Financial liabilities designated at amortised cost | | | | |
| Trade payables | 2,73,83,892 | 2,73,83,892 | 1,41,291 | 1,41,291 |
| | 2,73,83,892 | 2,73,83,892 | 1,41,291 | 1,41,291 |

(ii) Valuation technique used to determine fair value

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

- Fair value for financial investments are valued using closing NAV.
- Fair value of cash and deposits, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- Long-term fixed-rate and variable-rate receivables / borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying values.
- The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

Note 32 : Financial Risk Management
Financial Risk Factors

The Company's principal financial liabilities comprise borrowings and trade and other payables. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company has loan, trade and other receivables, cash and short-term deposits that arise directly from its operations. The Company's activities expose it to a variety of financial risks:

i) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risks: Interest rate risk, Other price risks, such as Equity price risk and Commodity risk. Financial instruments affected by market risk include loans, borrowings, deposits and investments. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and financial liabilities held as at March 31, 2021 and March 31, 2020.

ii) Credit Risk

Credit risk arises from cash and cash equivalents and deposits with bank(s) / other company, as well as credit exposure to counter party that will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021
iii) Liquidity Risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

iv) Market Risk

The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations provisions and on the non-financial assets and liabilities. The sensitivity of the relevant Statement of Profit and Loss item is the effect of the assumed changes in the respective market risks. The Company's activities expose it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rates.

(a) Foreign Exchange Risk

The Company transacts business in Indian National Rupee (INR). The Company does not have any foreign currency financial instruments and therefore is not exposed to foreign exchange risk.

(b) Price Risk

The business of the company is providing services in relation setting up of solar power project. The price volatility of the commodities in domestic and international markets does not generally affect the operating activity of the Company.

Expected credit loss for trade receivables

| Particulars | Neither impaired or due | Past Due | | | Total |
|---|-------------------------|---------------|----------------|-------------|--------------------|
| | | Upto 6 months | 6 to 12 months | < 12 months | |
| Trade Receivables | | | | | |
| As at March 31, 2021 | | | | | |
| Gross carrying amount | 2,35,86,934 | - | - | - | 2,35,86,934 |
| Expected loss rate | | | | | |
| Expected credit losses (Loss allowance provision) | - | - | - | - | - |
| Carrying amount of trade receivables (net of impairment) | 2,35,86,934 | - | - | - | 2,35,86,934 |
| As at March 31, 2020 | | | | | |
| Unsecured | 1,90,939 | - | - | - | 1,90,939 |
| Net Total | 1,90,939 | - | - | - | 1,90,939 |

Financial instruments and cash deposits

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances and deposits are maintained. Generally, the balances are maintained with the institutions with which the Company has also availed borrowings. The Company does not maintain significant cash and deposit balances other than those required for its day to day operations subject to the compliance with loan facilities.

Liquidity Risk

The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company relies on a mix of borrowings, capital infusion and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium term expansion needs. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(Amount in Rupees)

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

| Particulars | As at March 31, 2021 | | | | |
|--------------------------|----------------------|-----------|--------------------|----------------|---------------------|
| | Carrying Amount | On Demand | < 6 months | 6 to 12 months | > 1 year |
| Loans | 45,28,15,996 | - | - | - | 45,28,15,996 |
| Other liabilities | 1,54,69,624 | - | 1,54,69,624 | - | - |
| Trade and other payables | 2,73,83,892 | - | 2,73,83,892 | - | - |
| Total | 4,28,53,516 | - | 4,28,53,516 | - | 45,28,15,996 |

| Particulars | As at March 31, 2020 | | | | |
|--------------------------|----------------------|-----------|------------------|----------------|--------------|
| | Carrying Amount | On Demand | < 6 months | 6 to 12 months | > 1 year |
| Loans | 36,67,03,340 | - | - | - | 36,67,03,340 |
| Other liabilities | 49,98,865 | - | 49,98,865 | - | - |
| Trade and other payables | 1,41,291 | - | 1,41,291 | - | - |
| Total | 51,40,156 | - | 51,40,156 | - | - |

Note 33 : Capital management

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves.

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.
- Maintain an optimal capital structure to reduce cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is debt divided by equity capital. No changes were made in objectives, policies or processes during the quarter ended March 31, 2021.

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------------|-------------------------|-------------------------|
| Borrowings | 45,28,15,996 | 36,67,03,340 |
| Net Debt | 45,28,15,996 | 36,67,03,340 |
| Total Equity | 32,78,70,482 | 30,42,80,711 |
| Total capital | 32,78,70,482 | 30,42,80,711 |
| Net Debt to Equity ratio | 1.38 | 1.21 |

Note 34 : Employee benefit obligation
Post Employment Benefit Plans
(a) Gratuity:

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for the period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employee last drawn salary per month computed proportionately for 15 days salary multiplied for the number of services.

Movement in Obligation

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|------------------------------------|-------------------------|-------------------------|
| Obligation at the year beginning | 94,542 | 20,471 |
| Transfer In/(Out) | 7,39,837 | - |
| Interest Cost | 9,875 | 2,640 |
| Past Service Cost | - | - |
| Current Service Cost | 85,340 | 78,106 |
| Past Service Cost – Vested Benefit | - | - |
| Current Cost/ (Credit) | - | - |
| Benefits Paid | - | - |
| Actuarial (Gain) / Loss | (1,89,755) | (6,675) |
| Obligation at the year end | 7,39,839 | 94,542 |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(Amount in Rupees)

Recognised in Profit and loss

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Current Service Cost | 85,340 | 78,106 |
| Past Service Cost | - | - |
| Interest Cost | 9,875 | 2,640 |
| Past Service Cost – Vested Benefit | - | - |
| Net Actuarial (Gain)/ Loss | - | - |
| Employees' Contribution | - | - |
| Total Expenses recognized in Profit and Loss A/c | 95,215 | 80,746 |

Other Comprehensive Income for the period

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Component of actuarial gain/losses on obligation: | | |
| Due to change in financial assumption | 3,560 | 4,691 |
| Due to change in demographic assumption | - | (37) |
| Due to change in experience adjustment | (1,93,315) | (11,329) |
| Return on plan assets excluding amounts included in interest income | - | - |
| Total Expenses recognized in Other Comprehensive Income A/c | (1,89,755) | (6,675) |
| Reconciliation of net defined benefit - Gratuity Liability | | |
| Net opening provisions in books of accounts | 94,542 | 20,471 |
| Transfer in/(out) obligation | 7,39,837 | - |
| Current Service Cost | 85,340 | 78,106 |
| Interest Cost | 9,875 | 2,640 |
| Transfer in/(out) plan asset | - | - |
| Employee benefit expenses | - | - |
| Amounts recognized in Other Comprehensive Income | (1,89,755) | (6,675) |
| Benefits paid by the Company | - | - |
| Contributions to plan assets | - | - |
| Closing provisions in books of accounts | 7,39,839 | 94,542 |
| Funded status of the plan | | |
| Present value of unfunded obligation | 7,39,839 | 94,542 |
| Present value of funded obligation | - | - |
| Fair value of plan asset | - | - |
| Net Liability/(Asset) | 7,39,839 | 94,542 |

(B) Leave Encashment

The Company's Long Term benefit includes Leave encashment payable at the time of retirement in full, otherwise it is encashable during the year in which services are rendered subject to in excess of 30 days.

Movement in Obligation

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------------------|-------------------------|-------------------------|
| Obligation at the year beginning | 6,78,832 | 33,603 |
| Transfer in/(out) obligation | 11,77,938 | - |
| Current service cost | 1,83,448 | 2,96,620 |
| Interest cost | 29,383 | 14,473 |
| Actuarial (Gain) / Loss | -5,80,970 | 3,34,136 |
| Benefits paid | (2,93,495) | - |
| Obligation at the year end | 11,95,136 | 6,78,832 |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

| Particulars | As at | |
|---|-------------------|-----------------|
| | March 31, 2021 | March 31, 2020 |
| Recognised in Profit and loss | | |
| Current Service Cost | 1,83,448 | 2,96,620 |
| Past Service Cost and loss/(gain) on curtailment and settlement | | |
| Net Interest Cost | 29,383 | 14,473 |
| Net value of remeasurements on the obligation and plan assets | (5,80,970) | 3,34,136 |
| Total Expenses recognized in Profit and Loss A/c | (3,68,139) | 6,45,229 |
| Reconciliation of net defined benefit - Leave Encashment Liability | | |
| Net opening provisions in books of accounts | 6,78,832 | 33,603 |
| Transfer in/(out) obligation | 11,77,938 | |
| Current Service Cost | 1,83,448 | 2,96,620 |
| Net Interest Cost | 29,383 | 14,473 |
| Transfer in/(out) plan asset | | - |
| Employee benefit expenses | (5,80,970) | 3,34,136 |
| Amounts recognized in Other Comprehensive Income | - | - |
| Benefits paid by the Company | (2,93,495) | - |
| Contributions to plan assets | - | - |
| Closing provisions in books of accounts | 11,95,136 | 6,78,832 |
| Funded status of the plan | | |
| Present value of unfunded obligation | 11,95,136 | 6,78,832 |
| Present value of funded obligation | - | - |
| Fair value of plan asset | - | - |
| Net Liability/(Asset) | 11,95,136 | 6,78,832 |

Sensitivity Analysis of Gratuity:

| Particulars | Impact on defined benefit obligation(in %) | |
|-------------------------------------|---|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| 0.5% Increase in Discount rate | Refer note below** | Refer note below** |
| 0.5% Decrease in Discount rate | | |
| 0.5% Increase in Salary growth rate | | |
| 0.5% Decrease in Salary growth rate | | |
| 10% Increase in Withdrawal rate | | |
| 10% Decrease in Withdrawal rate | | |

Sensitivity Analysis of Leave Encashment:

| Particulars | Impact on defined benefit obligation(in %) | |
|-------------------------------------|---|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| 0.5% Increase in Discount rate | Refer Note below** | Refer Note below** |
| 0.5% Decrease in Discount rate | | |
| 0.5% Increase in Salary growth rate | | |
| 0.5% Decrease in Salary growth rate | | |
| 0.5% Decrease in Salary growth rate | | |
| 10% Increase in Withdrawal rate | | |

Sensitivity Analysis Method

Sensitivity analysis is performed by varying a single parameter while keeping all other parameters unchanged. Hence, the result may vary if two or more variables are changed simultaneously. It fails to focus on the interrelationship between underlying parameters. The methods used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(Amount in Rupees)

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to prior period.

Following are the Principal Actuarial Assumptions used as at the Balance Sheet date :

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Discount Rate | Refer note below** | Refer note below** |
| Salary Escalation Rate – Management Staff | | |
| Turnover Rate | | |
| Mortality Table | | |

(C) Risk Exposure

Though its defined benefit plans, the Company is expose to number of risks, the most significant of which are detailed below:

1. Actuarial risk :

It's the risk that benefit will cost more than expected. This can arise due to following reasons:

- Adverse salary growth experience : salary hikes that are higher than the assumed salary escalation will result in an increase in obligation at a rate that is higher than expected.
- Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.
- Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

2. Investment Risk

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

3. Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Company there can be strain on the cashflows.

4. Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

5. Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

As per our report of even date attached

For R T JAIN & CO LLP

Chartered Accountants

Firm Registration No. 103961W/W100182

Sd/-

CA Bankim Jain

Partner

Membership No.: 139447

Place :Mumbai

Date : May 10, 2021

For & on behalf of the Board of Directors

Sangam Renewables Limited

Sd/-

Pujan Doshi

Managing Director

DIN: 07063863

Sd/-

Hitesh Mehta

Director & Chief Financial Officer

DIN: 00207506

Sd/-

Heema Shah

(Company Secretary)



**CONSOLIDATED
FINANCIAL
STATEMENTS**

Independent Auditor's Report

To the Members of

Sangam Renewables Limited

Report on the Audit of Consolidated Ind AS financial statements Opinion

We have audited the accompanying Consolidated Ind AS financial statements of Sangam Renewables Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated balance sheet as at March 31, 2021, the Consolidated Statement of Profit and Loss, (including the statement of Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Ind AS & accounting principles generally accepted in India:

- in the case of the Consolidated balance sheet, of the state of affairs of the Group as at March 31, 2021; and
- in the case of the Consolidated statement of profit and loss including other comprehensive income, of the loss including other comprehensive income for the year ended on that date.
- in the case of Consolidated statement of cash flows, of the cash flows for the year ended on that date.
- in the case of Consolidated statement of changes in equity, of the changes in equity share capital and other equity for the year ended on that date.

Basis for Opinion

We have conducted our audit of the Consolidated Ind AS financial statements in accordance with the Standards on Auditing as 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 Consolidated Ind AS financial statements' section of our report. We are independent of the Group 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 provision of the Act and the Rules thereunder, and we have fulfilled our 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 audit opinion on the Ind AS consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Opinion section, we have determined matters described below to be the key audit matters to be communicated in our report.

| Key Audit Matter | How the matter was addressed in our Audit |
|--|---|
| Revenue from Engineering Procurement and Construction (EPC) Contract is 54.35% of the Total Revenue from Operations of the Group. Revenue from these Contracts is recognised on satisfaction of performance obligation as per the terms of Contract. | As revenue from EPC Contract is a significant source of revenue for the Company and the same activity has been started by the Company during the last quarter of the financial year, we have verified sample EPC Contracts wherein there is significant revenue recognised during the year. |
| Overstatement / Understatement of Revenue from EPC Contract is considered to be a significant audit risk. Due to significant judgement involved in the estimate of revenue to be recognised in EPC Contract, cost of completion, budgeted cost, degree of completion etc we have considered revenue from EPC Contract as a key audit matter. | We have verified the EPC Contracts with respect to the actual cost incurred vis a vis budgeted cost and the invoices raised, payment received from the customer based on performance obligation as stipulated in the Contract. |

Management's Responsibility for the Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated Ind AS financial statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance including other comprehensive income, Consolidated cash flows and Consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Ind AS financial statements, the management of the companies included in the Group is responsible for assessing the Group'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 respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditors Responsibility for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Ind AS 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 system 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 Group'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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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 consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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.

Other Matter

- (a) We did not audit the financial statements / financial information of five subsidiaries, whose financial statements / financial information reflect total assets of ₹ 11,900.87 lakhs as at 31st March, 2021, total revenues of ₹ 537.54 lakhs total net loss after tax of ₹ 470.66 lakhs, total comprehensive income / (loss) of ₹ (470.66) lakhs, and cash flows (net) of ₹ 84.79 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by section 143(3) of the Act, to the extent applicable, based on our audit and consideration of the report of other auditors on separate financials statements of subsidiaries, 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 purpose of our audit of the aforesaid consolidated financial statements;
- b) in our opinion, proper books of account as required by law relating to the preparation of aforesaid consolidated Ind AS financial statements have been kept by the Company so far as it appears from our examination of those books and the reports of other auditors.
- c) the Consolidated balance sheet, the Consolidated statement of profit and loss including the statement of other comprehensive income, the Consolidated statement of cash flows and Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- d) in our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) on the basis of written representations received from the directors of the Holding Company as on 31 March, 2021 and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies in India, none of the directors of the Group companies is disqualified as on 31 March, 2021, from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in “**Annexure A**”.

- g)** In our opinion, the managerial remuneration for the year ended 31 March 2021 has been paid/provided by the holding Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- h)** With respect to the other matters to be included in Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to explanations given to us:
- i. The Group does not have any pending litigations which would impact its financial position;
 - ii. The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. The Holding Company and its subsidiary companies were not required to transfer any amount to Investor Education and Protection Fund,

For R T Jain & Co LLP
Chartered Accountants
FRN : 103961W / W100182

(CA Bankim Jain)
Partner

Mem No. : 139447

UDIN: 21139447AAAAEB6791

Mumbai, May 10, 2021

Annexure - A to the Auditors' Report**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Sangam Renewables Limited ("the Holding Company") and its subsidiaries as of March 31, 2020 in conjunction with our audit of the Consolidated financial statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Holding and Subsidiary Companies' management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company and its subsidiaries' internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, 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 and the audit evidence obtained by other auditors of subsidiary companies is sufficient and appropriate to provide a basis for our audit opinion on the Company and its subsidiaries' internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of report of other auditors referred to in other matter paragraph below, the Holding Company and subsidiary companies have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2021, based on the criteria for internal financial control over financial reporting 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.

Other Matter

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to five subsidiary companies is based on the corresponding report of the auditors of such companies.

For R T Jain & Co LLP
Chartered Accountants
FRN : 103961W / W100182

(CA Bankim Jain)
Partner

Mem No. : 139447

UDIN: 21139447AAAAEB6791

Mumbai, May 10, 2021

CONSOLIDATED BALANCE SHEET

(Amount in Rupees)

| Particulars | Note No. | As at 31st March, 2021 | As at 31st March, 2020 |
|--------------------------------------|----------|------------------------|------------------------|
| A. ASSETS | | | |
| (1) Non-Current Assets | | | |
| (a) Property, Plant and Equipment | 2 | 1,53,97,75,287 | 29,78,12,935 |
| (b) Intangible Asset | 2(a) | 47,490 | 73,084 |
| (c) Goodwill | | 70,02,751 | 70,02,751 |
| (d) Capital Work in Progress | 3 | 1,51,89,374 | 41,17,77,724 |
| (e) Financial Assets | | | |
| (i) Loans | 4 | 52,479 | 52,479 |
| (f) Other Non-Current Assets | 5 | 1,01,24,707 | 4,90,42,823 |
| Total non - current assets | | 1,57,21,92,089 | 76,57,61,797 |
| (2) Current Assets | | | |
| (a) Inventories | | 45,68,823 | - |
| (b) Financial Assets | | | |
| (i) Investments | 6 | 30,08,51,505 | 1,000 |
| (ii) Trade receivables | 7 | 4,64,99,651 | 1,35,74,764 |
| (iii) Cash and cash equivalents | 8 | 1,27,85,225 | 27,46,79,521 |
| (iv) Other Balances with Banks | 9 | 4,83,50,000 | 9,28,78,517 |
| (v) Loans & Advances | 10 | - | 5,00,00,000 |
| (vi) Other financial asset | 11 | 7,87,504 | 37,53,511 |
| (d) Current Tax Assets (Net) | 12 | 63,51,539 | 88,04,838 |
| (e) Other current assets | 13 | 3,70,68,876 | 65,91,313 |
| Total current assets | | 45,72,63,122 | 45,02,83,464 |
| Total Assets | | 2,02,94,55,209 | 1,21,60,45,261 |
| B. EQUITY AND LIABILITIES | | | |
| (1) EQUITY | | | |
| (a) Equity Share Capital | 14 | 20,81,48,340 | 20,81,48,340 |
| (b) Other Equity | 15 | 1,46,21,803 | 5,13,60,249 |
| Equity attributable to owners | | 22,27,70,143 | 25,95,08,589 |
| (c) Non-Controlling Interest | 15 | 31,95,51,676 | 30,57,19,093 |
| Total Equity | | 54,23,21,819 | 56,52,27,682 |
| LIABILITIES | | | |
| (2) Non-current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Loans | 16 | 1,22,62,89,564 | 36,67,03,340 |
| (b) Provisions | 17 | 17,42,684 | 4,56,296 |
| (c) Deferred Tax Liabilities (net) | 18 | 9,09,17,760 | 3,61,50,010 |
| Total Non-current liabilities | | 1,31,89,50,008 | 40,33,09,646 |
| (3) Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 19 | 2,16,39,820 | 3,10,33,837 |
| (ii) Trade Payable | 20 | 6,01,64,189 | 6,72,87,062 |
| (iii) Other Financial Liabilities | 21 | 5,93,96,060 | 13,29,28,953 |
| (b) Other Current liabilities | 22 | 1,90,17,374 | 1,46,48,638 |
| (c) Provisions | 23 | 79,65,939 | 16,09,442 |
| Total current liabilities | | 16,81,83,382 | 24,75,07,932 |
| Total Equity and Liabilities | | 2,02,94,55,209 | 1,21,60,45,261 |

See accompanying Notes forming part of the financial statements

As per our report of even date attached

For R T JAIN & CO LLP

Chartered Accountants

Firm Registration No. 103961W/W100182

Sd/-

CA Bankim Jain

Partner

Membership No.: 139447

For & on behalf of the Board of Directors

Sangam Renewables Limited

Sd/-

Pujan Doshi

Managing Director

DIN: 07063863

Sd/-

Hitesh Mehta

Director & Chief Financial Officer

DIN: 00207506

Sd/-

Heema Shah

(Company Secretary)

Place : Mumbai

Date : May 10, 2021

CONSOLIDATED STATEMENT OF PROFIT & LOSS

(Amount in Rupees)

| Sr. No | Particulars | Note No. | Year ended March 31, 2021 | Year ended March 31, 2020 |
|-------------|--|----------|---------------------------|---------------------------|
| I | Revenue From Operations | 24 | 12,97,83,613 | 5,68,19,873 |
| II | Other Income | 25 | 2,44,09,127 | 1,68,85,065 |
| III | Total Income (I+II) | | 15,41,92,740 | 7,37,04,938 |
| IV | <u>Expenses:</u> | | | |
| | (a) Purchase of Stock | 26 | 4,25,56,320 | |
| | (b) Changes in Inventory | 27 | (45,68,823) | |
| | (c) Employee Benefit Expense | 28 | 66,06,288 | 1,03,45,933 |
| | (d) Finance Cost | 29 | 4,33,77,624 | 3,47,75,749 |
| | (e) Depreciation and Amortization Expense | 2 | 1,68,99,583 | 1,10,91,786.54 |
| | (f) Other Expenses | 30 | 1,53,12,965 | 4,26,91,966 |
| | Total expenses (IV) | | 12,01,83,957 | 9,89,05,436 |
| V | Profit/(loss) before exceptional items and tax (III-IV) | | 3,40,08,783 | (2,52,00,497) |
| VI | Exceptional Items | | | |
| VII | Profit/(loss) before tax (V-VI) | | 3,40,08,783 | (2,52,00,497) |
| VIII | Tax Expense | | | |
| | Current tax | | 55,54,412 | - |
| | Short/(Excess) Provision for tax | | | 68,348 |
| | MAT Credit Entitlement | | (26,47,828) | - |
| | Deferred tax | | 5,47,67,750 | 64,95,651 |
| | Total Tax Expense(VIII) | | 5,76,74,334 | 65,63,999 |
| IX | Profit (Loss) for the period (VII-VIII) | | (2,36,65,550) | (3,17,64,496) |
| X | Other Comprehensive Income (Net of Tax) | | | |
| | A (i) Items that will not be reclassified to profit or loss | | | |
| | Loss on Employee Benefit Expenses Revaluation | | (1,89,755) | (6,675) |
| | Net changes in fair values of investments in equity shares carried at fair values through OCI | | - | - |
| | (ii) Income tax relating to items that will not be reclassified to profit or loss | | - | 1,736 |
| | B (i) Items that will be reclassified to profit or loss | | - | - |
| | (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| XI | Total Comprehensive Income for the period (IX+X) (Comprising Profit (Loss) and Other Comprehensive Income for the period) | | (2,34,75,795) | (3,17,59,556) |
| XII | Earning per equity share | | | |
| | (of ₹ 10/- each) | | | |
| | (1) Basic | | (1.14) | (1.54) |
| | (2) Diluted | | (1.14) | (1.54) |

See accompanying Notes forming part of the financial statements

As per our report of even date attached

For R T JAIN & CO LLP
Chartered Accountants

Firm Registration No. 103961W/W100182

Sd/-

CA Bankim Jain
Partner
Membership No.: 139447

For & on behalf of the Board of Directors

Sangam Renewables Limited

Sd/-

Pujan Doshi
Managing Director
DIN: 07063863

Sd/-

Hitesh Mehta
Director & Chief Financial Officer
DIN: 00207506

Sd/-

Heema Shah
(Company Secretary)

Place : Mumbai

Date : May 10, 2021

STATEMENT OF CHANGES IN EQUITY

(Rs in INR)

A: Equity Share Capital (Rs in INR)

| As at April 1, 2019 | Changes in equity share capital during 2019-20 | As at March 31, 2020 | As at April 1, 2020 | Changes in equity share capital during halfyear | As at March 31, 2021 |
|---------------------|--|----------------------|---------------------|---|----------------------|
| 10,01,48,340 | 10,80,00,000 | 20,81,48,340 | 20,81,48,340 | - | 20,81,48,340 |

B. Other Equity

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|--------------------------------------|------------------------|------------------------|
| Securities Premium | | |
| Opening balance | 9,18,00,000 | - |
| Received during the year | - | 9,18,00,000 |
| Closing balance | 9,18,00,000 | 9,18,00,000 |
| Retained Earnings | | |
| Profit / (loss) of the Owners | | |
| Opening balance | (4,04,39,751) | (68,05,037) |
| Profit / (loss) for the period | (2,34,75,795) | (3,17,59,556) |
| Adjustment of NCI profit | (1,38,32,583) | (18,75,158) |
| Excess Provision of Tax | 5,69,933 | |
| Closing Balance | (7,71,78,197) | (4,04,39,751) |
| Profit / (loss) of the NCI | | |
| Opening balance | 30,57,19,092 | 30,37,07,131 |
| NCI for the period | 1,38,32,582 | 20,11,961 |
| Closing Balance | 31,95,51,674 | 30,57,19,092 |
| Total | 33,41,73,477 | 35,70,79,340 |

See accompanying Notes forming part of the financial statements

As per our report of even date attached

For R T JAIN & CO LLP

Chartered Accountants

Firm Registration No. 103961W/W100182

Sd/-

CA Bankim Jain

Partner

Membership No.: 139447

Place : Mumbai

Date : May 10, 2021

For & on behalf of the Board of Directors

Sangam Renewables Limited

Sd/-

Pujan Doshi

Managing Director

DIN: 07063863

Sd/-

Hitesh Mehta

Director & Chief Financial Officer

DIN: 00207506

Sd/-

Heema Shah

(Company Secretary)

CONSOLIDATED STATEMENT OF CASH FLOW

(Amount in Rupees)

| Particulars | Year ended 31st March, 2021 | Year ended 31st March, 2020 |
|--|--------------------------------|--------------------------------|
| Cash flow from operating activities | | |
| Profit before tax from | | |
| Continuing operations | 3,40,08,783 | (2,52,00,497) |
| Profit before tax | 3,40,08,783 | (2,52,00,497) |
| Adjustments for | | |
| Depreciation and amortization expense | 1,68,99,583 | 1,10,91,787 |
| Changes in actuarial value of Gratuity | 1,89,755 | - |
| Interest Income | (2,25,42,203) | (1,50,19,205) |
| Unwinding Of Interest | (58,949) | (1,12,461) |
| Profit/(Loss) on sale of MF units | (4,05,926) | (13,32,166) |
| Profit/(Loss) on sale of asset | - | 50,40,948 |
| Provision for Impairment of Assets | - | 1,76,33,754 |
| Finance Cost | 4,33,77,624 | 3,47,75,749 |
| Change in operating assets and liabilities | | |
| (Increase)/Decrease in Trade Receivables | (3,29,24,887) | 2,76,25,196 |
| (Increase)/Decrease in Other Current assets | (3,04,77,563) | (17,81,533) |
| (Increase)/Decrease in inventories | (45,68,823) | - |
| (Increase)/Decrease in Other Bank Balance | 4,45,28,517 | (2,31,14,835) |
| (Increase)/Decrease in Other Current Financial assets | 29,66,007 | (27,82,156) |
| (Increase)/Decrease in Other Non Current Assets | 3,89,18,116 | 41,95,51,867 |
| (Increase)/Decrease in Current Tax Asset | 24,53,300 | - |
| Increase/(Decrease) in provision | 76,42,885 | 8,64,993 |
| Increase/(Decrease) in Trade payables | (71,22,874) | 6,67,80,809 |
| Increase/(Decrease) in Other financial Current liabilities | (7,35,32,893) | (1,25,68,755) |
| Increase/(Decrease) in Current Liabilities & Payables | 43,68,736 | 1,07,68,404 |
| Cash generated from operations | 2,37,19,189 | 51,22,21,899 |
| Income taxes paid | (23,36,652) | (37,31,053) |
| Net cash Inflow/ (outflow) from operating activities | 2,13,82,537 | 50,84,90,846 |
| Cash flows from investing activities | | |
| Payments for property, plant and equipment | (1,25,88,36,341) | (1,96,08,917) |
| Investment purchased | (30,08,50,505) | - |
| Interest Income | 2,26,01,152 | 1,50,19,205 |
| Net Paid for Purchase of Investments | - | (1,000) |
| Profit/(Loss) on sale of MF units | 4,05,926 | 13,32,166 |
| Increase in Capital Work in Progress | 39,65,88,350 | (37,83,17,210) |
| Net cash outflow from investing activities | (1,14,00,91,418) | (38,15,75,756) |
| Cash flows from financing activities | | |
| Net Proceeds from Loans given | 5,00,00,000 | (4,94,89,468) |
| Net Proceeds from Loans Taken | 85,01,92,207 | 2,82,38,185 |
| Net Proceeds from issue of equity shares | - | 19,98,00,000 |
| Finance cost | (4,33,77,624) | (3,47,75,749) |
| Net cash inflow from financing activities | 85,68,14,583 | 14,37,72,968 |
| Net increase (decrease) in cash and cash equivalents | (26,18,94,298) | 27,06,88,057 |
| Cash and cash equivalents at the beginning of the financial year | 27,46,79,521 | 39,91,464 |
| Cash and cash equivalents at end of the year | 1,27,85,224 | 27,46,79,521 |

Reconciliation of cash and cash equivalents as per the cash flow statement

Cash and cash equivalents as per above comprise of the following

| | 31st March 2021 | 31st March 2020 |
|---|--------------------|---------------------|
| Cash in hand | 36,919 | 42,907 |
| Balance with schedule banks | 1,27,48,306 | 33,36,614 |
| Fixed Deposit with bank with original maturity of less than three month | - | 27,13,00,000 |
| Balances as per statement of cash flows | 1,27,85,224 | 27,46,79,521 |

See accompanying Notes forming part of the financial statements

As per our report of even date attached

For R T JAIN & CO LLP
Chartered Accountants

Firm Registration No. 103961W/W100182

Sd/-

CA Bankim Jain
Partner
Membership No.: 139447

Sd/-

Pujan Doshi
Managing Director
DIN: 07063863

For & on behalf of the Board of Directors

Sangam Renewables Limited

Sd/-

Hitesh Mehta
Director & Chief Financial Officer
DIN: 00207506

Sd/-

Heema Shah
(Company Secretary)

Place : Mumbai

Date : May 10, 2021

Note 1 : NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2021**A CORPORATE INFORMATION:**

The Consolidated Financial Statements comprise financial statements of “Sangam Renewables Ltd” (“ the Holding Company”) and its subsidiaries (collectively referred to as “the Group”) for the year ended 31st March 2020.

The principal activities of the Group is generation of power through renewable energy sources and also providing consultancy service in this regard.

B SIGNIFICANT ACCOUNTING POLICIES**B.1 Basis of Preparation:**

The consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- a) Certain financial assets and liabilities measured at fair value.

The Consolidated Financial Statements of the Group have been prepared to comply with the Indian Accounting Standards (‘Ind AS’), including the rules notified under the relevant provisions of the Companies Act, 2013.

The Consolidated Financial Statements comprise of Sangam Renewables Ltd and all its subsidiaries, being the entities that it controls. Controls are assessed in accordance with the requirement of Ind AS 110 – Consolidated Financial Statements.

The Consolidated Financial Statements are presented in Indian Rupees (INR) which is the functional currency for the Group. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

Note: Comparative figures for last year is not provided in the consolidated financial statements since this is the first year of consolidation. Like-wise the consolidated cash flow statement is not applicable for the current year.

B.2 Principles of Consolidation

- The Consolidated Financial Statements are prepared using the Financial Statements of the Parent Company and Subsidiary Companies drawn up to the same reporting period i.e 31st March 2018.
- The financial statements of the Holding Company and its Subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, and expenses after fully eliminating intra-group balances and intra-group transactions. The results of operations of subsidiary are included in the consolidated financial statements from the date on which the parent subsidiary relationship came into existence.
- Goodwill represents the difference between the company’s share in the net worth of subsidiaries and the cost of acquisition at each point of time of making the investment in the subsidiaries.
- The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.
- The carrying amount of the parent’s investment in each subsidiary is offset (eliminated) against the parent’s portion of equity in each subsidiary.

B.3 Summary of Significant Accounting Policies:

The following are the significant accounting policies applied by the Group in preparing its consolidated financial statements:

a) Property, plant and equipment:

- Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the item.
- Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of item can be measured reliably.
- The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Consolidated Statement of Profit and Loss on the date of disposal or retirement.
- On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1st April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.
- Capital work in progress: Direct expenses including borrowing cost incurred during construction period on capital projects are capitalized. Other direct expenses pertaining to capital projects are allocated to projects shall also capitalized.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

- Depreciation on the property, plant and equipment is provided on the straight line basis over the useful life of assets as specified in Part C of Schedule II to the Companies Act, 2013 or useful lives of assets estimated by the management based on technical advice in cases where a useful life is different than indicated in schedule II.

The following table shows the period over which management expects to use assets:

| Asset category | Management estimated useful life | Useful life as per schedule II |
|--|----------------------------------|--------------------------------|
| End user devices such as desktops, laptops | 3 yrs | 3 yrs |
| Servers and networks | 6 yrs | 6 yrs |
| Furniture | 10 yrs | 10 yrs |
| Office equipment | 5 yrs | 5 yrs |
| Solar Power Plant | 25 yrs | 15 yrs |

- Property, plant and equipment which are added / disposed off during the year, depreciation is provided on pro-rata basis with reference to the month of addition / deletion.

b) Impairment of non-financial assets – PPE and Other Intangible Assets:

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or Cash generating Units (CGU's) recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the consolidated statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

c) Financial Instruments:

(I) Financial Assets:

➤ **Initial recognition and measurement**

All financial assets are recognised 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 of the financial asset.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

➤ **Subsequent Measurement**

• **Financial assets measured at Amortised Cost**

A financial asset is measured at Amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

• **Financial assets measured at Fair Value Through Other Comprehensive Income (FVTOCI)**

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

• **Financial assets measured at Fair Value Through Profit or Loss (FVTPL)**

A financial asset which is not classified in any of the above categories are measured at FVTPL.

➤ **Impairment of Financial Assets:**

The Group assesses impairment based on expected credit losses model to the following:

- Financial assets measured at amortized cost;
- Financial assets measured at fair value through other comprehensive income (FVTOCI);

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12- months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from default events over the life of the financial instruments).

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables or contract revenue receivables.

Under simplified approach, the Group does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime expected credit losses at each reporting date, right from its initial recognition.

The Group uses provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix uses historical rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default dates are reviewed and changes in the forward looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If the credit risk has not increased significantly, 12 month expected credit losses is used to provide for impairment loss. However, if the credit risk has increased significantly, lifetime expected credit losses is used. If, in 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 Group reverts to recognizing impairment loss allowance based on 12-month expected credit losses.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increase in credit risk to be identified on a timely basis.

➤ **Derecognition:**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset.

(II) Financial liabilities:

➤ **Initial Recognition and measurement**

All financial liabilities are recognised initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

➤ **Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

• **Financial liabilities at fair value through profit and loss:**

It includes financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit and loss.

Financial liabilities classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognized in the consolidated statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit and loss are designated upon initial recognition, and only if the criteria in Ind AS 109 are satisfied.

• **Loans and Borrowings:**

Borrowings are initially recognised at fair value, net of transaction cost incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction cost) and the redemption amount is recognised in profit or loss over the period of the borrowings using EIR method/ Straight line method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fees is deferred until the drawn down occurs. To the extent there is no evidence that it is probable that some or all of the facilities will be drawn down, the fee is capitalised as a prepayment of liquidity services and amortised over the period of the facilities to which it relates.

➤ **Derecognition of Financial Liabilities:**

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash asset transferred or liabilities assumed, is recognised in profit or loss as other gain/(losses).

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2021**(III) Offsetting of financial instruments:**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities 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 Group, or the counterparty.

d) Fair value measurement:

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumption that market participants would use when pricing an asset or liability acting in their best economic interest. The Group used valuation techniques, which were appropriate in circumstances and for which sufficient data were available considering the expected loss/profit in case of financial assets or liabilities.

e) Revenue Recognition:**• Sale of Power**

Revenue from the sale of power is recognised when the electricity is supplied and measured based on contractually agreed tariff rates.

• Interest income

Interest income is accounted on accrual basis. Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Interest income is included in other income in the consolidated statement of profit and loss.

• Dividend income:

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

f) Employee benefits:**i. Short term employee benefits:**

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Short - term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii. Defined Benefit plans:

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Re-measurement of the net defined benefit liability, which comprises actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in Consolidated Statement of Profit and Loss.

iii. Other long-term employee benefits

The Group's net obligation in respect of long - term employee benefits is 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. Remeasurement is recognised in Consolidated statement of Profit and Loss in the period in which they arise.

Entitlements to annual privilege leave are recognized when they accrue to employees. Privilege leave can be availed or encashed subject to a restriction on the maximum number of accumulation of leave. The Group

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

determines the liability for such accumulated leaves using the projected unit credit method with actuarial valuations being carried out at each reporting date.

Further refer note no 31 of accompanying noted of consolidated financial statements.

g) Finance Cost

Borrowing costs specifically relating to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized (net of income on temporarily deployment of funds) as part of the cost of such assets. Finance costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds. All other borrowing costs are expensed in the period in which they occur.

h) Leases:

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date, and whether the fulfilment of the arrangement is dependent on the use of the specific assets or the arrangements conveys a right to use the asset, even if that right is not explicitly specified in the arrangement.

As Lessee (expenses)

Assets leased by the Group in its capacity as lessee where significant portion of risks and rewards of ownership are retained by lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessors expected inflationary cost increases.

i) Segment Reporting:

The operations of the Group are limited to one segment, namely generation of power through renewable energy resources. All the assets and revenue earned by the Group are in India. In view of a single business and geographical segment, no further disclosure as per Ind AS 108 needs to be made.

j) Taxation:

- i. Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.
- ii. Current income tax relating to items recognised directly in equity is recognised in equity and not in the consolidated statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.
- iii. Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
- iv. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.
- v. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.
- vi. Deferred tax relating to items recognised outside the consolidated statement of profit and loss is recognised outside the consolidated statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.
- vii. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.
- viii. The break-up of the major components of the deferred tax assets and liabilities as at balance sheet date has been arrived at after setting off deferred tax assets and liabilities where the Group have a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

- ix. The Group review the applicability of Minimum Alternative Tax (MAT) at the end of each reporting date. Credit of MAT, if any is recognised as a part of deferred tax assets. As deferred tax asset shall be recognised for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilized.
- x. Deferred tax assets are the amounts of income taxes recoverable in future periods in respect of:
- Deductible temporary differences;
 - The carry forward of unused tax losses; and
 - The carry forward of unused tax credits.

The Group reviews the same at each reporting date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Group will pay normal income tax during the specified period.

k) Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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

l) Provisions and contingencies:

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed in case of:

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- A present obligation arising from past events, when no reliable estimate is possible;
- A possible obligation arising from past events, unless the probability of outflow of resources is remote.

Commitments include capital expenditure (net of advances) in relation to solar power plant.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

B.4 Use Of Judgements, Estimates And Assumptions

In the process of applying the Group's accounting policies, management has made the following estimates, assumptions and judgments, which have significant effect on the amounts recognized in the financial statement. Actual result 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:

Assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment recognised in the financial statements are as under:

- Measurement of useful life, residual life and impairment of property, plant and equipment.

Technical experts assesses the remaining useful lives and residual value of solar power project. Management believes that the assigned useful life is reasonable.

- Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used.
- Measurement of defined benefit obligations and planned assets.
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.
- Impairment of financial and non-financial assets.
- Revenue and margin recognition on construction and/or long term service contracts and related provision.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees)

Note 2: Property, Plant and Equipment

| Particulars | Computer | Server | Furniture | Office Equipment | Building | Motor Vehicle | Solar Power Plant* | Land | Total |
|---|-----------------|-----------------|---------------|------------------|--------------------|---------------|-----------------------|--------------------|-----------------------|
| Gross carrying amount | | | | | | | | | |
| Year Ended | | | | | | | | | |
| March 31, 2020 | | | | | | | | | |
| Opening gross carrying amount | 1,59,842 | 2,70,200 | 29,000 | 1,22,757 | 43,23,161 | | 31,48,35,949 | | 31,97,40,909 |
| Additions | 1,70,379 | | | | - | 28,200 | 6,29,93,826 | 5,60,26,007 | 6,31,92,405 |
| Disposals | - | - | - | - | | | (12,51,76,812) | | -12,51,76,812 |
| Closing Gross carrying amount | 3,30,221 | 2,70,200 | 29,000 | 1,22,757 | 43,23,161 | 28,200 | 25,26,52,963 | 5,60,26,007 | 25,77,56,502 |
| Year Ended | | | | | | | | | |
| March 31, 2021 | | | | | | | | | |
| Opening gross carrying amount | 3,30,221 | 2,70,200 | 29,000 | 1,22,757 | 43,23,161 | 28,200 | 25,26,52,963 | 5,60,26,007 | 31,37,82,509 |
| Additions | | | | | 4,62,28,874 | | 1,21,26,07,467 | | 1,25,88,36,341 |
| Disposals | | | | | | | | | - |
| Closing Gross carrying amount | 3,30,221 | 2,70,200 | 29,000 | 1,22,757 | 5,05,52,035 | 28,200 | 1,46,52,60,430 | 5,60,26,007 | 1,57,26,18,850 |
| Accumulated Depreciation | | | | | | | | | |
| Opening accumulated depreciation | 55,810 | 44,296 | 3,170 | 27,475 | 86,858 | | 75,34,730 | | 77,52,339 |
| Depreciation charge during the period | 2,11,367 | 42,773 | 2,755 | 23,324 | 1,44,502 | 2,421 | 1,07,91,966 | | 1,12,19,108 |
| Disposals | - | - | - | - | | | (30,01,873) | | -30,01,873 |
| Closing accumulated depreciation at 31st March,2020 | 2,67,177 | 87,069 | 5,925 | 50,799 | 2,31,360 | 2,421 | 1,53,24,822 | - | 1,59,69,574 |
| Accumulated Depreciation | | | | | | | | | |
| Opening accumulated depreciation | 2,67,177 | 87,069 | 5,925 | 50,799 | 2,31,360 | 2,421 | 1,53,24,822 | - | 1,59,69,574 |
| Depreciation charge during the period | 54,770 | 42,772 | 2,755 | 23,324 | 3,80,349 | 2,806 | 1,63,67,213 | | 1,68,73,989 |
| Disposals | | | | | | | | | - |
| Closing accumulated depreciation at 31st March, 2021 | 3,21,947 | 1,29,841 | 8,680 | 74,123 | 6,11,709 | 5,227 | 3,16,92,035 | - | 3,28,43,563 |
| Net Carrying Amount | | | | | | | | | |
| As at March 31, 2020 | 63,044 | 1,83,131 | 23,075 | 71,958 | 40,91,801 | 25,779 | 23,73,28,140 | 5,60,26,007 | 29,78,12,935 |
| As at March 31, 2021 | 8,274 | 1,40,359 | 20,320 | 48,634 | 4,99,40,326 | 22,973 | 1,43,35,68,394 | 5,60,26,007 | 1,53,97,75,287 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees)

Note 2a : Intangible Asset

| Particulars | Software |
|---|-----------------|
| Gross carrying amount | |
| Year Ended March 31, 2020 | |
| Cost as at April 1,2019 | 47,458 |
| Additions | 54,920 |
| Disposals | - |
| Closing Gross carrying amount | 1,02,378 |
| Year Ended March 31, 2021 | |
| Opening gross carrying amount | 1,02,378 |
| Additions | - |
| Disposals | - |
| Closing Gross carrying amount | 1,02,378 |
| Accumulated Depreciation | |
| As at April 1, 2019 | 10,564 |
| Depreciation charge during the year | 18,729 |
| Disposals | - |
| Closing accumulated depreciation at 31st March,2020 | 29,293 |
| Accumulated Depreciation | |
| As at April 1, 2020 | |
| Opening accumulated depreciation | 29,293 |
| Depreciation charge during the year | 25,594 |
| Disposals | |
| Closing accumulated depreciation at 31st March, 2021 | 54,887 |
| Net Carrying Amount | |
| As at March 31, 2020 | 73,084 |
| As at March 31, 2021 | 47,490 |

Note 3 : Capital work in progress

| Particulars | Capital work in progress |
|--------------------------------------|--------------------------|
| Gross carrying amount | |
| Year Ended March 31, 2020 | |
| Deemed cost as at April 1, 2019 | 3,34,60,514 |
| Additions | 43,98,06,158 |
| Disposals | |
| Transfers | (6,14,88,948) |
| Closing Gross carrying amount | 41,17,77,724 |
| Year Ended March 31, 2021 | |
| Opening Gross carrying amount | 41,17,77,724 |
| Additions | 33,18,88,434 |
| Disposals | (5,26,000) |
| Transfers | (72,79,50,784) |
| Closing Gross carrying amount | 1,51,89,374 |
| Carrying Amount | |
| As at March 31, 2020 | 41,17,77,724 |
| As at March 31, 2021 | 1,51,89,374 |

Note 4 : Loans

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|------------------------------|-------------------------|-------------------------|
| (Unsecured, considered good) | | |
| Loan to Others | 52,479 | 52,479 |
| Total | 52,479 | 52,479 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees)

Note 5 : Other Non Current Assets

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------------------|-------------------------|-------------------------|
| Security Deposit-1 | 6,37,499 | 20,03,002 |
| MAT Credit Receivable | 50,15,063 | 26,57,548 |
| Prepaid rent-1 | - | 2,12,421 |
| Capital advance | 6,37,617 | 4,21,86,397 |
| TDS receivable (Net of Provision) | 38,34,529 | 19,83,456 |
| Total | 1,01,24,707 | 4,90,42,823 |

Note 6 : Investment

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------|-------------------------|-------------------------|
| Investment in Mutual Fund | 30,08,51,505 | 1,000 |
| Total | 30,08,51,505 | 1,000 |

Note 7 : Trade Receivables

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|------------------------------------|-------------------------|-------------------------|
| (Unsecured, considered good) | | |
| Trade receivable | 4,64,99,651 | 1,35,74,764 |
| Less: Allowance for doubtful debts | - | - |
| Total | 4,64,99,651 | 1,35,74,764 |

Note 8 : Cash and cash equivalents

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Current Account Balance with Schedule Banks | | |
| In Current accounts | 1,27,48,306 | 33,36,614 |
| Cash in hand | 36,919 | 42,907 |
| Fixed deposits with banks with original maturity of less than three months* | - | 27,13,00,000 |
| Total | 1,27,85,225 | 27,46,79,521 |

Note 9 : Other Bank Balances

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------|-------------------------|-------------------------|
| Fixed deposits with banks | 4,83,50,000 | 9,28,78,517 |
| Total | 4,83,50,000 | 9,28,78,517 |

Note 10 : Loans & Advances

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|------------------|-------------------------|-------------------------|
| Loans & Advances | - | 5,00,00,000 |
| Total | - | 5,00,00,000 |

Note 11 : Other Financial Assets

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|------------------|-------------------------|-------------------------|
| Security Deposit | 1,88,800 | 4,63,800 |
| Accrued income | 5,98,704 | 32,89,711 |
| Total | 7,87,504 | 37,53,511 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees)

Note 12 : Current Tax Assets (Net)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--------------------|-------------------------|-------------------------|
| Advance Income tax | 63,51,539 | 88,04,838 |
| Total | 63,51,539 | 88,04,838 |

Note 13 : Other Current Assets

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|----------------------------------|-------------------------|-------------------------|
| Unbilled Revenue | 1,51,67,026 | 29,03,298 |
| Advance to Staff | 21,712 | 35,000 |
| Balance with revenue authorities | 77,122 | 1,19,244 |
| Advance against Land | 55,64,625 | - |
| Advance to supplier | 1,27,25,000 | 25,58,833 |
| MAT Credit | 9,62,141 | 6,71,828 |
| Prepayment | 25,19,210 | 1,03,442 |
| Other Receivable | 32,040 | 80,831 |
| Prepaid rent | - | 1,18,836 |
| Total | 3,70,68,876 | 65,91,313 |

Note 14 : Equity share capital
Authorised equity share capital

| Particulars | No. of Shares | Amount |
|----------------------------|--------------------|---------------------|
| As at 1 April 2019 | 1,02,50,000 | 10,25,00,000 |
| Increase during the year | 1,07,50,000 | 10,75,00,000 |
| As at 31 March 2020 | 2,10,00,000 | 21,00,00,000 |
| Increase during the year | - | - |
| As at 31 March 2021 | 2,10,00,000 | 21,00,00,000 |

(i) Movements in equity share capital

| Particulars | No. of Shares | Amount |
|---|--------------------|---------------------|
| Issued, Subscribed & Paid up | | |
| As at 1 April 2019 | 1,00,14,834 | 10,01,48,340 |
| Increase during the year | 1,08,00,000 | 10,80,00,000 |
| As at 31 March 2020 | 2,08,14,834 | 20,81,48,340 |
| Increase during the year | - | - |
| As at 31 March 2021 | 2,08,14,834 | 20,81,48,340 |

(ii) Details of shareholders holding more than 5% shares in the Company

| Particulars | As at 31 March 2021 | | As at 31 March 2020 | |
|-------------------------|---------------------|--------------|---------------------|--------------|
| | No. of Shares | % of Holding | No. of Shares | % of Holding |
| Neepa Viren Doshi | 11,86,444 | 5.70% | 11,24,836 | 5.40% |
| Waaree Energies Limited | 1,12,47,324 | 54.04% | 1,08,78,841 | 52.26% |

Note 15 : Other Equity

| Particulars | As at March 31, 2021 | As at March 31, 2019 |
|----------------------------|-------------------------|-------------------------|
| Securities Premium | | |
| Opening balance | 9,18,00,000 | |
| Premium received | - | 9,18,00,000 |
| Closing Balance (A) | 9,18,00,000 | 9,18,00,000 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees)

| | | |
|---|----------------------|----------------------|
| Retained earnings | | |
| Opening balance | (4,04,39,751) | (68,05,037) |
| Total comprehensive income/ (loss) for the period | (2,34,75,795) | (3,17,59,556) |
| Adjustment of NCI profit | (1,38,32,583) | (18,75,158) |
| Excess Provision of Tax | 5,69,933 | |
| Closing Balance (B) | (7,71,78,197) | (4,04,39,751) |
| Other Equity (A)+(B) | 1,46,21,803 | 5,13,60,249 |
| Non-Controlling Interest | | |
| Opening balance | 30,57,19,093 | 30,37,07,131 |
| NCI for the period | 1,38,32,583 | 20,11,962 |
| Closing Balance | 31,95,51,676 | 30,57,19,093 |

Note : 16 Loan

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|-------------------------|-------------------------|-------------------------|
| Secured Loan | | |
| Loan from Other Parties | 77,34,73,568 | |
| Unsecured Loan | | |
| Loan from Related party | 1,03,49,414 | |
| Loand from others | 44,24,66,582 | 36,67,03,340 |
| Total | 1,22,62,89,564 | 36,67,03,340 |

Note : 17 Provisions

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|----------------------------|-------------------------|-------------------------|
| Provision for Gratuity | 7,16,041 | 93,112 |
| Provision for Leave Salary | 10,26,643 | 3,63,184 |
| Total | 17,42,684 | 4,56,296 |

Note 18 Deffered Tax Liabilities

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| On account of gratuity | (5,38,310) | (1,18,637) |
| On account of fixed asset and other disallowance under Income Tax Act, 1961 | 9,14,56,070 | 3,62,68,647 |
| Total | 9,09,17,760 | 3,61,50,010 |

Note 19 : Borrowings

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------------------|-------------------------|-------------------------|
| <u>Loans repayable on demand:</u> | | |
| From other parties | 2,16,39,820 | 3,10,33,837 |
| Total | 2,16,39,820 | 3,10,33,837 |

Note 20 : Trade Payable

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Total outstanding dues of micro and small enterprises | 16,78,563 | 14,48,427 |
| Total outstanding dues of creditors other than micro and small enterprises | 5,84,85,626 | 6,58,38,635 |
| Total | 6,01,64,189 | 6,72,87,062 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees)

Disclosure of Trade Payables from Related Parties

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------------------|-------------------------|-------------------------|
| Trade payables | 3,00,83,834 | 6,71,99,771 |
| Trade payables to related parties | 3,00,80,355 | 87,291 |
| Total | 6,01,64,189 | 6,72,87,062 |

Disclosure of payable to vendors as defined under the 'Micro, Small and Medium Enterprise Development Act, 2006' is based on the information available with the Company regarding the status of registration of such vendors under the Act, as per the information received from them on request made by the Company. There are no overdue principal amounts/interest payable amounts for delayed payment to such vendors at Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or brought forward from previous years.

Note 21 : Other Financial Liabilities

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Capital Creditors | 5,20,14,086 | 12,05,86,888 |
| Current Maturity of long term borrowing | 66,25,000 | |
| Advance receipt | - | 1,20,00,000 |
| Other Payable | 7,56,974 | 3,42,064 |
| Total | 5,93,96,060 | 13,29,28,953 |

Note 22 : Other Current Liabilities

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------------|-------------------------|-------------------------|
| Salary Payable | 19,800 | 7,59,367 |
| Duties & Taxes | 1,02,58,199 | 1,33,99,997 |
| Operating lease liabilities | - | 4,89,274 |
| Advance from Customer | 87,39,375 | - |
| Total | 1,90,17,374 | 1,46,48,638 |

Note 23 : Provisions

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|------------------------------------|-------------------------|-------------------------|
| Provision for expenses | 23,35,923 | 7,22,431 |
| Provision for Gratuity Current | 23,798 | 1,430 |
| Provision for Leave Salary Current | 1,68,493 | 3,15,648 |
| Provision for tax | 54,37,725 | 5,69,933 |
| Total | 79,65,939 | 16,09,442 |

Note 24 : Revenue from operation

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Service Income | - | 2,37,06,100 |
| Revenue from EPC Contract | 7,05,43,472 | - |
| Operation & Maintenance Income | 11,00,750 | 2,31,000 |
| Generation of electricity from solar power plant | 5,80,12,443 | 3,28,82,773 |
| Other Operating Income | 1,26,948 | - |
| Total | 12,97,83,613 | 5,68,19,873 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees)

Note 25 : Other Income

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Interest Income | 2,25,42,203 | 1,50,19,205 |
| Interest on trade receivable | - | 2,52,122 |
| Profit on sale of units (Mutual Fund) | 4,05,926 | 13,32,166 |
| Interest on Income Tax Refund | 1,66,874 | 1,24,349 |
| Interest income on financial asset carried at amortized cost | 58,949 | 1,12,461 |
| Net changes in fair values of investments | 12,35,175 | - |
| Loss of Profit claim | - | 33,368 |
| Miscellaneous Income | - | 11,395 |
| Total | 2,44,09,127 | 1,68,85,065 |

Note 26 : Purchase Expenses

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|-----------------------|------------------------------|------------------------------|
| Purchase of Materials | 4,03,26,690 | - |
| Purchase of Services | 21,91,250 | - |
| Freight Inward | 38,380 | - |
| Total | 4,25,56,320 | - |

Note 27 : Changes in Inventory

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---------------|------------------------------|------------------------------|
| Opening Stock | - | - |
| Closing Stock | 45,68,823 | - |
| Total | (45,68,823) | - |

Note 28 : Employee benefit expenses

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|-------------------------|------------------------------|------------------------------|
| Directors Remuneration | 10,69,447 | 36,28,063 |
| Salaries and incentives | 58,10,669 | 59,25,664 |
| Leave Salary Expense | (3,68,139) | 6,45,229 |
| Gratuity expense | 95,215 | 80,746 |
| Staff Welfare Expense | (904) | 66,231 |
| Total | 66,06,288 | 1,03,45,933 |

Note 29 : Finance costs

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---------------------------------------|------------------------------|------------------------------|
| Interest on Delayed Payments of taxes | 12,737 | 3,56,657 |
| Provision for Interest | 4,29,70,294 | 3,39,08,888 |
| Bank Charges & Commission | 3,94,593 | 5,10,205 |
| Total | 4,33,77,624 | 3,47,75,749 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees)

Note 30 : Other expenses

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--------------------------------------|------------------------------|------------------------------|
| Advertisement Expenses | 10,810 | 62,104 |
| Auditors Remuneration | 8,69,835 | 8,39,314 |
| Rates & Taxes | 5,58,685 | 20,16,457 |
| Conveyance & Reimbursement Expenses | 2,42,525 | 6,28,684 |
| Travelling & Conveyance | 3,73,234 | 6,09,012 |
| Communication Costs | 74,580 | 2,59,991 |
| Printing & Stationery | 55,158 | 2,73,718 |
| Professional Expenses | 20,71,200 | 15,01,877 |
| Electricity Expenses | 5,55,204 | 6,34,812 |
| Operation & Maintenance | 33,10,117 | 19,72,197 |
| Repairs & Maintenance | 4,13,986 | 1,64,752 |
| Rent Expense | 6,98,476 | 38,95,713 |
| Directors Sitting Fees | 10,74,600 | 11,85,800 |
| Listing Compliance Expenses | 4,65,000 | - |
| Commission Expenses | 19,11,888 | - |
| Meeting expenses | - | 12,918 |
| Insurance Expense | 4,60,919 | 4,22,202 |
| Tender Fees | - | 5,963 |
| Subscription Fees | - | 1,36,329 |
| Transport charges | - | 15,000 |
| Postage & Courier | 407 | 160 |
| Legal Charges | - | 1,82,375 |
| Deputation charges | 11,06,368 | 5,85,198 |
| Loss on sale of asset | - | 50,40,948 |
| Provision for Impairment of Assets | - | 1,76,33,754 |
| Capital-work-in-progress written off | 5,26,400 | 41,80,924 |
| Miscellaneous Expenses | 5,33,572 | 4,31,765 |
| Total | 1,53,12,965 | 4,26,91,966 |

***Auditors Remuneration**

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|-----------------------------|------------------------------|------------------------------|
| Payment to Auditors' | | |
| Auditors Remuneration | 8,69,835 | 8,39,314 |
| Total | 8,69,835 | 8,39,314 |

Note 31 : Related Party Disclosures

In accordance with the requirements of IND AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exits and with whom transactions have taken place during reported periods, are:

a) List of Related Parties for the Group
For Sangam Renewables Limited

| Particulars | Relationship | (% of holding) | (% of holding) |
|-----------------------------------|--|-------------------------|-------------------------|
| | | As at March 31, 2021 | As at March 31, 2020 |
| Waaree Energies Limited | Holding Company (W.e.f. 8th Apr, 2019) | 54.04 | 52.26 |
| Waaree Renewables Private Limited | Relative of the director is a director of the Company | - | - |
| Waaree PV Power LLP | One of the director is a partner of the LLP | - | - |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For Waacox Energy Private Limited

| Particulars | Relationship | (% of holding) | (% of holding) |
|---|---|-------------------------------|-------------------------------|
| | | As at March 31, 2021 | As at March 31, 2020 |
| Aditya Birla Renewables Limited (ABReL) | Associate Company (From 27th September, 2018) | 49 | 49 |
| Grasim Industries Limited | Associate Company (From 27th September, 2018) | 100% Holding company of ABReL | 100% Holding company of ABReL |
| Waaree Energies Limited | Ultimate Holding Company (W.e.f. 8th Apr, 2019) | Holding company of SRL | Holding company of SRL |

For Waasang Solar Private Limited

| Particulars | Relationship | (% of holding) | (% of holding) |
|-------------------------|---|-------------------------|-------------------------|
| | | As at March 31, 2021 | As at March 31, 2020 |
| Waaree Energies Limited | Ultimate Holding Company (W.e.f. 8th Apr, 2019) | Holding company of SRL | 26 |

For Waasang Solar One Private Limited

| Particulars | Relationship | (% of holding) | (% of holding) |
|-------------------------|---|-------------------------|-------------------------|
| | | As at March 31, 2021 | As at March 31, 2020 |
| Waaree Energies Limited | Associate Company (W.e.f. 29th Aug, 2018) | 49 | 49 |

For Sangam Rooftop Solar Private Limited

| Particulars | Relationship | (% of holding) | (% of holding) |
|-------------------------|---|-------------------------|-------------------------|
| | | As at March 31, 2021 | As at March 31, 2020 |
| Waaree Energies Limited | Ultimate Holding Company (W.e.f. 8th Apr, 2019) | Holding company of SRL | Holding company of SRL |

For Waaree PV Tech Private Limited

| Particulars | Relationship | (% of holding) | (% of holding) |
|-------------------------|---|-------------------------|-------------------------|
| | | As at March 31, 2021 | As at March 31, 2020 |
| Waaree Energies Limited | Ultimate Holding Company (W.e.f. 8th Apr, 2019) | Holding company of SRL | Holding company of SRL |

a) Key Management Personnel of Group**For Sangam Renewables limited**

Mitul Mehta- Director (w.e.f September 2, 2016)

Nilesh Gandhi- Independent Director (w.e.f February 13, 2017)

Pujan Doshi- Managing Director (w.e.f September 2, 2016)

Ruchi Sethi- Company Secretary (appointed w.e.f February 13, 2017 upto 30th April 2021)

Heema Shah - Company Secretary (Appointed w.e.f. 10th May 2021)

B . C. Bhandari - CFO (w.e.f 8th April 2019 upto August 21, 2020)

Sharad Saxena - Director (w.e.f. April 8, 2019 upto July 13, 2020)

Anita Jaiswal - Independent Director (w.e.f September 20, 2019)

Hitesh Mehta - Director (appointed w.e.f. June 15, 2020)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For Waacox Energy Private Limited

Pujan Doshi - Director

Nilesh Gandhi - Independent Director (w.e.f. 27 September 2018)

Kamlesh Shivji Vikamsey - Independent Director (w.e.f. 27 September 2018)

Subhash Chandra Bhargava - Independent Director (w.e.f. 27 September 2018)

Ravinder Khanna - Director (w.e.f. 27 September 2018)

For Sangam Rooftop Solar Private Limited

Pujan Doshi - Director

Sharad Saxena - Director (w.e.f. April 8, 2019 upto July 13, 2020)

Hitesh Mehta - Director (appointed w.e.f. June 15, 2020)

For Waasang Solar Private Limited

Pujan Doshi - Director

Sharad Saxena - Director (w.e.f. April 8, 2019 upto July 13, 2020)

Hitesh Mehta - Director

For Waasang Solar One Private Limited

Pujan Doshi - Director

Hitesh Mehta - Director

For Waaree PV Technologies Private Limited

Pankaj Doshi - Director

Hitesh Mehta - Director

Kirit Doshi - Director

b) Transactions during the year with related parties
For Sangam Renewables limited

| Name of the party | Nature of transactions | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|-------------------------------|--------------------------------------|------------------------------|------------------------------|
| - Sharad Saxena | Director Remuneration | 10,69,447 | 36,28,063 |
| - Bhagchand Bhandari | Chief Financial Officer | 16,37,097 | 41,32,418 |
| - Nilesh Gandhi | Director Sitting Fees | 1,25,000 | 1,55,000 |
| - Anita Jaiswal | Director Sitting Fees | 1,00,000 | 75,000 |
| - Waaree PV Power LLP | Purchases | 71,35,800 | |
| - Waaree Renewables Pvt. Ltd. | Purchases | 1,24,98,581 | |
| | Reimbursement of Expense | 4,718 | - |
| - Waaree Energies Ltd | Operation & Maintenance | 2,79,707 | 2,61,875 |
| | Loan Taken | 3,90,92,897 | 12,50,000 |
| | Loan repaid | 3,05,88,689 | 2,68,97,251 |
| | Purchases | 86,53,242 | |
| | Interest Expense | 19,94,818 | 67,804 |
| | Advance for/Reimbursement of Expense | 24,74,198 | |
| | Project Management fees income | - | 1,46,31,100 |

For Waacox Energy Private Limited

| Name of the party | Nature of transactions | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|-----------------------------|-----------------------------------|------------------------------|------------------------------|
| - Grasim Industries Limited | Project management fees | 3,19,45,826 | - |
| | ICD-Principal | - | - |
| | Reimbursement of Expense | 20,476 | |
| | Supervision & Monitoring services | 80,767 | 33,553 |
| | ICD-Interest | - | - |
| - Nilesh Gandhi | Director Sitting Fees | 3,20,000 | 3,40,000 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees)

| Name of the party | Nature of transactions | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|-----------------------------------|--|------------------------------|------------------------------|
| - Kamlesh Shivji Vikramsey | Director Sitting Fees | 70,000 | 2,10,000 |
| - Subhash Chandra Bhargava | Director Sitting Fees | 2,80,000 | 2,60,000 |
| - V. Chandrasekaran | Director Sitting Fees | 50,000 | 2,60,000 |
| - Aditya Birla Renewables Limited | Deputation charges | 11,06,368 | 4,60,942 |
| | Reimbursement of Expense | 10,803 | |
| | ICD taken | 4,20,00,000 | |
| | ICD Repaid | 4,20,00,000 | |
| | ICD - Interest Paid | 11,06,244 | |
| | ICD Given | 40,26,68,496 | 25,00,00,000 |
| | ICD Refund - Principal | 45,26,68,496 | 20,00,00,000 |
| | ICD-Interest received | 1,68,87,873 | 32,24,932 |
| - Aditya Birla Finance Limited | Term Loan taken | 43,56,57,845 | - |
| | Term Loan - Interest Paid | 1,41,20,054 | - |
| - Waaree Energies Limited | Capital advance refund | - | 37,67,90,364 |
| | Purchase under supply & service contract | 50,11,51,302 | 14,26,40,043 |

For Waasang Solar Private Limited

| Name of the party | Nature of transactions | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|---------------------------|-------------------------------|------------------------------|------------------------------|
| - Waaree Energies Limited | 1) Loan Taken | - | - |
| | 2) Loan Repaid | - | 72,44,406 |
| | 3) Purchase | - | - |
| | 4) Interest on unsecured Loan | - | 18,411 |

For Sangam Rooftop Solar Private Limited

| Name of the party | Nature of transactions | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|---------------------------|-------------------------------|------------------------------|------------------------------|
| - Waaree Energies Limited | 1) Purchases (Net of returns) | 5,04,000 | 8,79,80,580 |
| | 2) O & M | 6,22,759 | 5,15,865 |
| | 3) Reimbursement of Expenses | 47,502 | 2,40,279 |
| | 4) Project Management Fees | - | 90,75,000 |

For Waasang Solar One Private Limited

| Name of the party | Nature of transactions | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|---------------------------|------------------------|------------------------------|------------------------------|
| - Waaree Energies Limited | 1) Purchases | 3,96,760 | 2,83,31,104 |
| | 1) Purchase Returns | - | 1,64,530 |

For Waaree PV Technologies Private Limited

| Name of the party | Nature of transactions | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|-------------------------------------|------------------------------|------------------------------|------------------------------|
| - Waaree Energies Limited | 1) Purchases | 10,64,11,396 | 12,87,52,700 |
| | 2) Loan Taken | - | - |
| | 3) Loan repaid | - | - |
| | 4) Reimbursement of Expenses | 6,40,000 | - |
| - Waaree Renewables Private Limited | 1) Purchases | 18,00,90,257 | - |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees)

Balance outstanding of related parties
For Sangam Renewables Ltd

| Name of the Party | Receivable / (Payable) | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------------------|------------------------|----------------------|----------------------|
| Waaree Energies Ltd | (Payable) | 2,50,73,056 | |
| Waaree Renewables Private Limited | Receivable | 4,709 | |
| Waaree PV Power LLP | (Payable) | 42,00,000 | |

For Waacox Energy Private Limited

| Name of the Party | Receivable / (Payable) | As at March 31, 2021 | As at March 31, 2020 |
|--|------------------------|----------------------|----------------------|
| Aditya Birla Renewables Limited ICD Given | Receivable | - | 5,04,77,398 |
| Aditya Birla Finance Limited | (Payable) | 43,25,98,568 | |
| Aditya Birla Renewables Limited Payable for Expenses | (Payable) | 1,29,761 | |
| Waaree Energies Limited Advance Given | Receivable | 6,37,617 | 4,53,70,932 |
| Waaree Energies Limited Creditors | (Payable) | 1,70,66,208 | |
| Grasim Industries Limited Payable for Expenses | (Payable) | 2,99,36,796 | 55,41,965 |

For Sangam Rooftop Solar Private Limited

| Name of the Party | Receivable / (Payable) | As at March 31, 2021 | As at March 31, 2020 |
|-------------------------|------------------------|----------------------|----------------------|
| Waaree Energies Limited | (Payable) | 1,69,85,535 | 1,79,10,036 |

For Waasang Solar One Private Limited

| Name of the Party | Receivable / (Payable) | As at March 31, 2021 | As at March 31, 2020 |
|-------------------------|------------------------|----------------------|----------------------|
| Waaree Energies Limited | (Payable) | - | 4,84,682 |

For Waaree PV Technologies Private Limited

| Name of the Party | Receivable / (Payable) | As at March 31, 2021 | As at March 31, 2020 |
|-------------------------|------------------------|----------------------|----------------------|
| Waaree Energies Limited | (Payable) | - | 6,51,82,430 |

Key Management Personnel Compensation

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|------------------------------|----------------------|----------------------|
| Short-term employee benefits | | |
| Post-employment benefits | | |
| Other long term benefits* | | |
| Termination benefits | | |
| Share based payment | | |
| Total Compensation | - | |

| |
|--|
| For Waacox Energy Private Limited |
| -NIL- |
| For Waasang Solar Private Limited |
| -NIL- |
| For 8M Solar Fund Private Limited |
| -NIL- |
| For Waasang Solar Private Limited |
| -NIL- |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees)

Note 32 : Details of micro enterprises and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

| Particulars | As at March 31,2021 | As at March 31,2020 |
|---|------------------------|------------------------|
| Principal amount due to micro enterprises and small enterprises | 19,30,189 | 14,68,427 |
| Interest due on above | - | - |
| Amount of interest paid during the year | - | - |
| The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act 2006 | - | - |
| Amount of interest accrued and remaining unpaid at the end of accounting period | - | - |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006 | - | - |
| The information has been given in respect of such vendors to the extent they would be identified as "Micro Enterprises and Small Enterprises" on the basis of information available with the Company and relied upon by the auditors. | | |

Note 33 : Fair Value Measurement**i) Fair Value of Financial assets and Financial liabilities**

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial instruments that are recognised in the financial statements.

| Particulars | March 31, 2021 | | March 31, 2020 | |
|--|---------------------|---------------------|---------------------|---------------------|
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| <u>Financial assets designated as fair value through Other Comprehensive Income</u> | | | | |
| <u>Financial assets designated at amortised cost</u> | | | | |
| Investments | 30,08,51,505 | 30,08,51,505 | | |
| Loans | 52,479 | 52,479 | 52,479 | 52,479 |
| Trade receivables | 4,64,99,651 | 4,64,99,651 | 1,35,74,764 | 1,35,74,764 |
| Cash and cash equivalents | 1,27,85,225 | 1,27,85,225 | 27,46,79,521 | 27,46,79,521 |
| Other Bank Balance | 4,83,50,000 | 4,83,50,000 | 9,28,78,517 | 9,28,78,517 |
| Other financial Assets | 1,88,800 | 1,88,800 | 4,63,800 | 4,63,800 |
| | 40,87,27,660 | 40,87,27,660 | 38,16,49,080 | 38,16,49,080 |
| <u>Financial liabilities designated at amortised cost</u> | | | | |
| Borrowings | 2,16,39,820 | 2,16,39,820 | 3,10,33,837 | 3,10,33,837 |
| Trade payables | 6,01,64,189 | 6,01,64,189 | 6,72,87,062 | 6,72,87,062 |
| Capital Creditors | 5,93,96,060 | 5,93,96,060 | 13,29,28,953 | 13,29,28,953 |
| | 14,12,00,068 | 14,12,00,068 | 23,12,49,852 | 23,12,49,852 |

(ii) Valuation technique used to determine fair value

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

- Fair value for financial investments are valued using closing NAV.
- Fair value of cash and deposits, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

- c) Long-term fixed-rate and variable-rate receivables / borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying values.
- d) The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

Note 34 : Financial Risk Management

The Group's principal financial liabilities comprise borrowings and trade and other payables. The main purpose of these financial liabilities is to manage finances for the Group's operations. The Group has loan, trade and other receivables, cash and short-term deposits that arise directly from its operations. The Group's activities expose it to a variety of financial risks:

i) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risks: Interest rate risk, Other price risks, such as Equity price risk and Commodity risk. Financial instruments affected by market risk include loans, borrowings, deposits and investments. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and financial liabilities held as at March 31, 2021.

ii) Credit Risk

Credit risk arises from cash and cash equivalents and deposits with bank(s) / other company, as well as credit exposure to counter party that will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

iii) Liquidity Risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

iv) Market Risk

The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations provisions and on the non-financial assets and liabilities. The sensitivity of the relevant consolidated Statement of Profit and Loss item is the effect of the assumed changes in the respective market risks. The Group's activities expose it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rates.

(a) Foreign Exchange Risk

The Group transacts business in Indian National Rupee (INR). The Group does not have any foreign currency financial instruments and therefore is not exposed to foreign exchange risk.

(b) Price Risk

The business of the Group is providing services in relation setting up of solar power project. The price volatility of the commodities in domestic and international markets does not generally affect the operating activity of the Group.

Expected credit loss for trade receivables

| Particulars | Neither impaired or due | Past Due | | | Total |
|---|-------------------------|---------------|----------------|-------------|--------------------|
| | | Upto 6 months | 6 to 12 months | < 12 months | |
| Trade Receivables | | | | | |
| As at March 31, 2021 | | | | | |
| Gross carrying amount | 4,64,99,651 | - | - | - | 4,64,99,651 |
| Expected loss rate | | | | | |
| Expected credit losses (Loss allowance provision) | - | - | - | - | - |
| Carrying amount of trade receivables (net of impairment) | 4,64,99,651 | - | - | - | 4,64,99,651 |
| As at March 31, 2020 | | | | | |
| Unsecured | 1,35,74,764 | - | - | - | 1,35,74,764 |
| Net Total | 1,35,74,764 | - | - | - | 1,35,74,764 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
Financial instruments and cash deposits

The Group considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances and deposits are maintained. Generally, the balances are maintained with the institutions with which the Group has also availed borrowings. The Group does not maintain significant cash and deposit balances other than those required for its day to day operations subject to the compliance with loan facilities.

Liquidity Risk

The Group's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group relies on a mix of borrowings, capital infusion and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium term expansion needs. Management monitors the Group's liquidity position through rolling forecasts on the basis of expected cash flows.

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

| Particulars | As at March 31, 2021 | | | | |
|--------------------------|-----------------------|-----------|---------------------|----------------|-----------------------|
| | Carrying Amount | On Demand | < 6 months | 6 to 12 months | > 1 year |
| Borrowings | 1,24,79,29,384 | - | 2,16,39,820 | - | 1,22,62,89,564 |
| Other liabilities | 1,90,17,374 | - | 1,90,17,374 | - | - |
| Trade and other payables | 11,95,60,249 | - | 11,95,60,249 | - | - |
| Total | 1,38,65,07,007 | - | 16,02,17,443 | - | 1,22,62,89,564 |

| Particulars | As at March 31, 2020 | | | | |
|--------------------------|----------------------|-----------|---------------------|----------------|---------------------|
| | Carrying Amount | On Demand | < 6 months | 6 to 12 months | > 1 year |
| Borrowings | 39,77,37,177 | - | 3,10,33,837 | - | 36,67,03,340 |
| Other liabilities | 1,46,48,638 | - | 1,46,48,638 | - | - |
| Trade and other payables | 20,02,16,015 | - | 20,02,16,015 | - | - |
| Total | 61,26,01,830 | - | 24,58,98,490 | - | 36,67,03,340 |

Note 35 : Capital management

For the purposes of the Group's capital management, capital includes issued capital and all other equity reserves.

The Group'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.
- Maintain an optimal capital structure to reduce cost of capital.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Group monitors capital using a gearing ratio, which is debt divided by equity capital. No changes were made in objectives, policies or processes during the year ended March 31, 2021.

| Particulars | * As at March 31, 2021 | * As at March 31, 2020 | As at March 31, 2020 |
|---------------------------------|---------------------------|---------------------------|-------------------------|
| Borrowings | 1,22,62,89,564 | 36,94,98,992 | 36,94,98,992 |
| Net Debt | 1,22,62,89,564 | 36,94,98,992 | 36,94,98,992 |
| Total Equity (incl NCI) | 54,23,21,819 | 56,52,27,682 | 25,95,08,589 |
| Total capital | 54,23,21,819 | 56,52,27,682 | 25,95,08,589 |
| Net Debt to Equity ratio | 2.26 | 0.65 | 1.42 |

* Total Equity Includes NCI

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees)

Note 36 : Employee benefit obligation
Post Employment Benefit Plans
(a) Gratuity:

The Company provides for gratuity for employees as per the Payment of Gratuity Act,1972. Employees who are in continuous service for the period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employee last drawn salary per month computed proportionately for 15 days salary multiplied for the number of services.

Movement in Obligation

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|------------------------------------|-------------------------|-------------------------|
| Obligation at the year beginning | 94,542 | 20,471 |
| Transfer In/(Out) | 7,39,837 | |
| Interest Cost | 9,875 | 2,640 |
| Past Service Cost | | |
| Current Service Cost | 85,340 | 78,106 |
| Past Service Cost – Vested Benefit | | |
| Current Cost/ (Credit) | - | - |
| Benefits Paid | - | - |
| Actuarial (Gain) / Loss | (1,89,755) | (6,675) |
| Obligation at the year end | 7,39,839 | 94,542 |

Recognised in Profit and loss

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Current Service Cost | 85,340 | 78,106 |
| Past Service Cost | - | - |
| Interest Cost | 9,875 | 2,640 |
| Past Service Cost – Vested Benefit | - | - |
| Net Actuarial (Gain)/ Loss | - | - |
| Employees' Contribution | - | - |
| Total Expenses recognized in Profit and Loss A/c | 95,215 | 80,746 |

Other Comprehensive Income for the period

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Component of actuarial gain/losses on obligation: | | |
| Due to change in financial assumption | 3,560 | 4,691 |
| Due to change in demographic assumption | - | (37) |
| Due to change in experience adjustment | (1,93,315) | (11,329) |
| Return on plan assets excluding amounts included in interest income | - | - |
| Total Expenses recognized in Other Comprehensive Income A/c | (1,89,755) | (6,675) |
| Reconciliation of net defined benefit - Gratuity Liability | | |
| Net opening provisions in books of accounts | 94,542 | 20,471 |
| Transfer in/(out) obligation | 7,39,837 | - |
| Current Service Cost | 85,340 | 78,106 |
| Interest Cost | 9,875 | 2,640 |
| Transfer in/(out) plan asset | - | - |
| Employee benefit expenses | - | - |
| Amounts recognized in Other Comprehensive Income | (1,89,755) | (6,675) |
| Benefits paid by the Company | - | - |
| Contributions to plan assets | - | - |
| Closing provisions in books of accounts | 7,39,839 | 94,542 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--------------------------------------|-------------------------|-------------------------|
| Funded status of the plan | | |
| Present value of unfunded obligation | 7,39,839 | 94,542 |
| Present value of funded obligation | - | - |
| Fair value of plan asset | - | - |
| Net Liability/(Asset) | 7,39,839 | 94,542 |

(B) Leave Encashment

The Company's Long Term benefit includes Leave encashment payable at the time of retirement in full, otherwise it is encashable during the year in which services are rendered subject to in excess of 30 days.

Movement in Obligation

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Obligation at the year beginning | 6,78,832 | 33,603 |
| Transfer in/(out) obligation | 11,77,938 | |
| Current service cost | 1,83,448 | 2,96,620 |
| Interest cost | 29,383 | 14,473 |
| Actuarial (Gain) / Loss | -5,80,970 | 3,34,136 |
| Benefits paid | (2,93,495) | - |
| Obligation at the year end | 11,95,136 | 6,78,832 |
| Recognised in Profit and loss | | |
| Current Service Cost | 1,83,448 | 2,96,620 |
| Past Service Cost and loss/(gain) on curtailment and settlement | | |
| Net Interest Cost | 29,383 | 14,473 |
| Net value of remeasurements on the obligation and plan assets | (5,80,970) | 3,34,136 |
| Total Expenses recognized in Profit and Loss A/c | (3,68,139) | 6,45,229 |
| Reconciliation of net defined benefit - Leave Encashment Liability | | |
| Net opening provisions in books of accounts | 6,78,832 | 33,603 |
| Transfer in/(out) obligation | 11,77,938 | |
| Current Service Cost | 1,83,448 | 2,96,620 |
| Net Interest Cost | 29,383 | 14,473 |
| Transfer in/(out) plan asset | | - |
| Employee benefit expenses | (5,80,970) | 3,34,136 |
| Amounts recognized in Other Comprehensive Income | - | - |
| Benefits paid by the Company | (2,93,495) | - |
| Contributions to plan assets | - | - |
| Closing provisions in books of accounts | 11,95,136 | 6,78,832 |
| Funded status of the plan | | |
| Present value of unfunded obligation | 11,95,136 | 6,78,832 |
| Present value of funded obligation | - | - |
| Fair value of plan asset | - | - |
| Net Liability/(Asset) | 11,95,136 | 6,78,832 |

Sensitivity Analysis of Gratuity:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees)

| Particulars | Impact on defined benefit obligation(in %) | |
|-------------------------------------|---|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| 0.5% Increase in Discount rate | Refer note below** | Refer note below** |
| 0.5% Decrease in Discount rate | | |
| 0.5% Increase in Salary growth rate | | |
| 0.5% Decrease in Salary growth rate | | |
| 10% Increase in Withdrawal rate | | |
| 10% Decrease in Withdrawal rate | | |

Sensitivity Analysis of Leave Encashment:

| Particulars | Impact on defined benefit obligation(in %) | |
|-------------------------------------|---|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| 0.5% Increase in Discount rate | Refer Note below** | Refer Note below** |
| 0.5% Decrease in Discount rate | | |
| 0.5% Increase in Salary growth rate | | |
| 0.5% Decrease in Salary growth rate | | |
| 0.5% Decrease in Salary growth rate | | |
| 10% Increase in Withdrawal rate | | |

Sensitivity Analysis Method

Sensitivity analysis is performed by varying a single parameter while keeping all other parameters unchanged. Hence, the result may vary if two or more variables are changed simultaneously. It fails to focus on the interrelationship between underlying parameters. The methods used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to prior period.

Following are the Principal Actuarial Assumptions used as at the Balance Sheet date :

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Discount Rate | Refer note below** | Refer note below** |
| Salary Escalation Rate – Management Staff | | |
| Turnover Rate | | |
| Mortality Table | | |

*Note: The Company had less than 10 employees on its payroll. Considering materiality, liability for leave encashment as on 31st march, 2018 has been recognised on actual basis rather than on actuarial basis.

(C) Risk Exposure

Though its defined benefit plans, the Company is expose to number of risks, the most significant of which are detailed below:

1. Actuarial risk :

It's the risk that benefit will cost more than expected. This can arise due to following reasons:

- (a) Adverse salary growth experience : salary hikes that are higher than the assumed salary escalation will result in an increase in obligation at a rate that is higher than expected.
- (b) Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees)

(c) Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

2. Investment Risk

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

3. Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Company there can be strain on the cashflows.

4. Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

5. Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

As per our report of even date attached

For R T JAIN & CO LLP

Chartered Accountants

Firm Registration No. 103961W/W100182

Sd/-

CA Bankim Jain

Partner

Membership No.: 139447

Place :Mumbai

Date : May 10, 2021

For & on behalf of the Board of Directors

Sangam Renewables Limited

Sd/-

Pujan Doshi

Managing Director

DIN: 07063863

Sd/-

Hitesh Mehta

Director & Chief Financial Officer

DIN: 00207506

Sd/-

Heema Shah

(Company Secretary)

CEO/CFO CERTIFICATION TO THE BOARD

[Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

We, **Mr. Pujan P. Doshi**, Managing Director and **Mr. Hitesh P. Mehta**, Chief Financial Officer (CFO), of **Sangam Renewables Limited**, appointed in terms of provision of Companies Act 2013, certify to the Board that:

- a. We have reviewed the financial statements and the cash flow statement for the financial year ended on March 31, 2021 and that to the best of our knowledge and belief:
 - 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;
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended on March 31, 2021 which are fraudulent, illegal or violative of the Company's code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - Significant changes in internal control over the financial reporting during the financial year ended on March 31, 2021.
 - Significant changes in accounting policies during the financial year 2020-21 and that the same have been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

Pujan P. Doshi
Managing Director

Hitesh P. Mehta
CFO & Director
DIN: 07063863

Place: Mumbai
Dated: May 10, 2021

WAAREE | RTL

Execution with Pace & Comfort



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