

Walker Chandio & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013
21st Floor, DLF Square,
Jacaranda Marg, DLF Phase II,
Gurugram, Haryana 122002

D H A N A & Associates
Chartered Accountants
Firm Registration No: 510525C
South Extension Plaza 2, 407-408
Block A, South Extension II,
New Delhi 110049

Independent Auditor's Report

To the Members of Aarohi Solar Private Limited

Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of Aarohi Solar Private Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and its loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Litigation

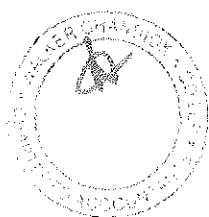
4. We draw attention to Note 31 to the accompanying financial statements, related to the recoverability of dues from Southern Power Distribution Company of Andhra Pradesh Limited as further detailed in the said note, which are currently under litigation, pending before the Hon'ble Supreme Court of India. Based on internal assessment and legal opinion obtained, the management is of the view that the aforesaid dues are fully recoverable and accordingly, no adjustment is required to be made to the accompanying financial statements of the Company. Our opinion is not modified in respect of this matter.

Information other than the Financial Statements and Auditor's Report thereon

5. The Company's Board of Directors are responsible for the other information. Other information does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.



The Directors' Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

Responsibilities of Management for the Financial Statements

6. The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
7. In preparing the financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
8. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
10. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's

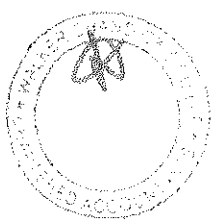
report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

11. 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.


Report on Other Legal and Regulatory Requirements

12. Based on our audit we report that the provisions of section 197 read with Schedule V to the Act are not applicable to the Company since the Company is not a public company as defined under section 2(71) of the Act. Accordingly, reporting under section 197(16) is not applicable.
13. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
14. Further to our comments in Annexure A, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, 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 accompanying financial statements;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The financial statements dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;
 - e) The matter described in paragraph 4 under the Emphasis of Matter, in our opinion, may have an adverse effect on the functioning of the Company;
 - f) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of section 164(2) of the Act;
 - g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2022 and the operating effectiveness of such controls, refer to our separate Report in Annexure B wherein we have expressed an unmodified opinion; and
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company, as detailed in note 31 to the financial statements, has disclosed the impact of pending litigation on its financial position as at 31 March 2022;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;



- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2022;
- iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 35(h) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
- b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 35(i) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year ended 31 March 2022.

For **Walker Chandlok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013


Deepak Mittal
Partner
Membership No.: 503843
UDIN: 22503843ALYWEF7621

Place: Gurugram
Date: 30 June 2022

For **D H A N A & Associates**
Chartered Accountants
Firm Registration No.: 510525C


Arun Khandelia
Partner
Membership No.: 089125
UDIN: 22089125ALZMWM9100

Place: New Delhi
Date: 30 June 2022

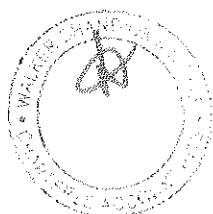
Annexure A referred to in Paragraph 13 of the Independent Auditor's Report of even date to the members of Aarohi Solar Private Limited on the financial statements for the year ended 31 March 2022

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and right of use assets.
- (B) The Company does not have any intangible assets and accordingly, reporting under clause 3(i)(a)(B) of the Order is not applicable to the Company.
- (b) The Company has a regular program of physical verification of its property, plant and equipment and right of use assets under which the assets are physically verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment and right of use assets were verified during the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties comprises of freehold land as disclosed under property, plant and equipment in the financial statements (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), which have been pledged as security towards loan availed by the Company, are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment and Right of Use assets during the year. Further, the Company does not hold any intangible assets.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- (ii) (a) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) The Company has a working capital limit in excess of Rs 5 crore, sanctioned by banks or financial institutions on the basis of security of current assets. However, pursuant to terms of the sanction letters, the Company is not required to file any quarterly return or statement with such banks or financial institutions.
- (iii) (a) The Company has provided loans to others as per details given below:

Particulars	Loans (Rs. In million)
Aggregate amount provided/granted during the year:	
- Others	12.93
Balance outstanding as at balance sheet date in respect of above cases:	
- Others	376.85*

*includes opening balance

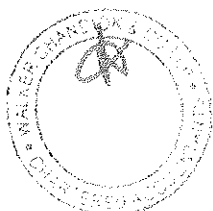


Annexure A referred to in Paragraph 13 of the Independent Auditor's Report of even date to the members of Aarohi Solar Private Limited on the financial statements for the year ended 31 March 2022

- (b) In our opinion, and according to the information and explanations given to us, the terms and conditions of the grant of all loans are, prima facie, not prejudicial to the interest of the Company.
- (c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts of principal and interest are regular.
- (d) There is no overdue amount in respect of loans granted to such other parties.
- (e) The Company has not granted any loan or advance in the nature of loan which has fallen due during the year. Further, no fresh loans were granted to any party to settle the overdue loans/advances in nature of loan.
- (f) The Company has granted loans which are repayable on demand, as per details below:

Particulars	All Parties (Rs. in million)	Related parties (Rs. in million)
Aggregate of loans		
- Repayable on demand (A)	376.85	376.85
- Agreement does not specify any terms or period of repayment (B)	-	-
Total (A+B)	376.85	376.85
Percentage of loans to the total loans	100%	100%

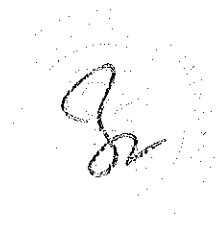
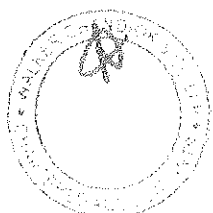
- (iv) The Company has not entered into any transaction covered under section 185 of the Act. As the Company is engaged in providing infrastructural facilities as specified in Schedule VI of the Act, provisions of section 186 except sub-section (1) of the Act are not applicable to the Company. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of sub-section (1) of section 186 in respect of investments, as applicable.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has specified maintenance of cost records under sub-section (1) of section 148 of the Act in respect of the products of the Company. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in



Annexure A referred to in Paragraph 13 of the Independent Auditor's Report of even date to the members of Aarohi Solar Private Limited on the financial statements for the year ended 31 March 2022

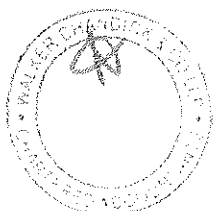
respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- (ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and there has been no utilisation during the current year of the term loans obtained by the Company during any previous years. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilised for long term purposes.
- (e) According to the information and explanations given to us, the Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (b) No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.



Annexure A referred to in Paragraph 13 of the Independent Auditor's Report of even date to the members of Aarohi Solar Private Limited on the financial statements for the year ended 31 March 2022

- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company, with the related parties are in compliance with section 188 of the Act. The details of such related party transactions have been disclosed in the financial statements etc., as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act. Further, according to the information and explanations given to us, the Company is not required to constitute an audit committee under section 177 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.
- (b) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- (xvii) The Company has incurred cash losses in the current financial year and in the immediately preceding financial years amounting to Rs. 152.13 million and Rs. 77.69 million respectively.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) According to the information and explanations given to us, the Company does not fulfill the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social



Annexure A referred to in Paragraph 13 of the Independent Auditor's Report of even date to the members of Aarohi Solar Private Limited on the financial statements for the year ended 31 March 2022

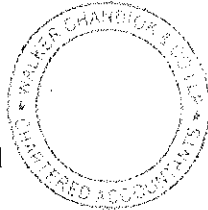
Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.

- (xxi) The reporting under clause 3(xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013



Deepak Mittal
Partner
Membership No.: 503843
UDIN: 22503843ALYWEF7621



Place: Gurugram
Date: 30 June 2022

For **D H A N A & Associates**
Chartered Accountants
Firm Registration No.: 510525C



Arun Khandelia
Partner
Membership No.: 089125
UDIN: 22089125ALZMWM9100

Place: New Delhi
Date: 30 June 2022

Annexure B to the Independent Auditor's Report of even date to the members of Aaroohi Solar Private Limited on the financial statements for the year ended 31 March 2022

Independent Auditor's Report on the internal financial controls with reference to the financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the financial statements of Aaroohi Solar Private Limited ('the Company') as at and for the year ended 31 March 2022, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management for Internal Financial Controls

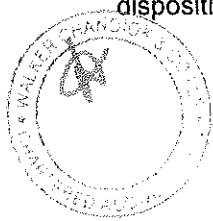
2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal controls with reference to the financial statements criteria established by the Company considering the essential component of internal control stated in Guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountant of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the 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 Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

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



Annexure B to the Independent Auditor's Report of even date to the members of Aarohi Solar Private Limited on the financial statements for the year ended 31 March 2022

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

Opinion

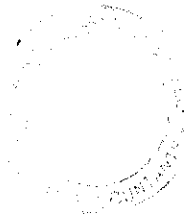
8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2022, based on the internal controls with reference to financial statements criteria established by the Company considering the essential component of internal control stated in Guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountant of India.

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013



Deepak Mittal
Partner
Membership No.: 503843
UDIN: 22503843ALYWEF7621

Place: Gurugram
Date: 30 June 2022



For **D H A N A & Associates**
Chartered Accountants
Firm Registration No.: 510525C



Arun Khandelia
Partner
Membership No.: 089125
UDIN: 22089125ALZMWM9100

Place: New Delhi
Date: 30 June 2022

Aarohi Solar Private Limited
CIN - U32109HR2008PTC038030
Balance Sheet as at 31 March 2022

In Rs. million unless otherwise stated

Particulars	Notes	As at 31 March 2022	As at 31 March 2021
Assets			
Non-current assets			
Property, plant and equipment	3	2,587.13	2,816.84
Right-of-use assets	4	56.14	58.51
Financial assets			
Other financial assets	5	4.74	10.86
Deferred tax assets (net)	6	94.01	112.47
Non current tax assets (net)	7	0.62	1.00
Total non- current assets		2,742.64	2,999.68
Current assets			
Financial assets			
Trade receivables	8	1,443.21	1,053.79
Cash and cash equivalents	9	33.30	137.08
Other bank balances	10	8.81	40.83
Loans	11	376.85	367.70
Other financial assets	12	59.49	63.63
Other current assets	13	0.70	4.96
Total current assets		1,922.36	1,667.99
Total assets		4,665.00	4,667.67
Equity and liabilities			
Equity			
Equity share capital	14	20.17	20.17
Other equity	15	148.58	258.26
		168.75	278.43
Non-current liabilities			
Financial liabilities			
Long term borrowings	16	3,570.20	3,680.61
Lease liabilities	4	4.02	3.91
Total non- current liabilities		3,574.22	3,684.52
Current liabilities			
Financial liabilities			
Short term borrowings	17	598.33	449.20
Lease liabilities	4	0.32	0.30
Trade payables		0.17	-
Total outstanding dues of micro enterprises and small enterprises			
Total outstanding dues of creditors other than micro enterprises and small enterprises	18	14.44	6.26
Other financial liabilities	19	301.31	244.23
Other current liabilities	20	7.46	4.73
Total current liabilities		922.03	704.72
Total equity and liabilities		4,665.00	4,667.67

Summary of significant accounting policies and other explanatory information are integral part of financial statements.

1-37

As per our report of even date attached

For Walker Chandio & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/NS00013

Deepak Mittal
Partner
Membership No. 503843

Place: Gurugram
Date: 30 June 2022

For DHANA & Associates
Chartered Accountants
Firm Registration No.: 510525C

Arun Khandelia
Partner
Membership No. 089125

Place: New Delhi
Date: 30 June 2022

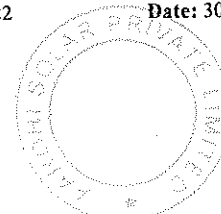
For and on behalf of the Board of Directors

Veer Pratap
Director
DIN No. 06887340

Place: Gurugram
Date: 30 June 2022

Jyoti Arora
Director
DIN No. 07199436

Place: Gurugram
Date: 30 June 2022



Aarohi Solar Private Limited
CIN - U32109HR2008PTC038030
Statement of profit and loss for the year ended 31 March 2022

Particulars	Notes	In Rs. million unless otherwise stated	
		For the year ended 31 March 2022	For the year ended 31 March 2021
Revenue			
Revenue from operations	21	577.97	584.62
Other income	22	5.50	86.51
Total revenue		583.47	671.13
Expenses			
Finance costs	23	414.41	417.38
Depreciation and amortisation expenses	24	232.08	232.08
Other expenses	25	28.20	24.42
Total expense		674.69	673.88
(Loss) before tax		(91.22)	(2.75)
Tax expense	6		
Current tax expense		-	-
Deferred tax expense/(credit)		18.46	(40.21)
Total tax expense/(credit)		18.46	(40.21)
(Loss)/profit for the year		(109.68)	37.46
Other comprehensive income			
Total comprehensive (loss)/income		(109.68)	37.46
(Loss)/earnings per share (in Rs.)	29		
Basic (loss)/earnings per share		(54.38)	18.57
Diluted (loss)/earnings per share		(54.38)	18.57

Summary of significant accounting policies and other explanatory information are integral part of financial statements.

1-37

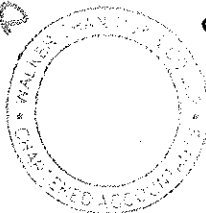
As per our report of even date attached

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Deepak Mittal

Deepak Mittal
Partner
Membership No. 503843

Place: Gurugram
Date: 30 June 2022



For DHANA & Associates
Chartered Accountants
Firm Registration No.: 510525C

Arun Khandelia

Arun Khandelia
Partner
Membership No. 089125

Place: New Delhi
Date: 30 June 2022

For and on behalf of the Board of Directors

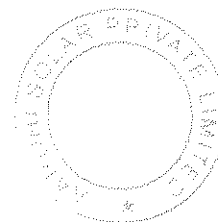
Veer Pratap
Veer Pratap
Director
DIN No. 06887340

Place: Gurugram
Date: 30 June 2022

Jyoti Arora

Jyoti Arora
Director
DIN No. 07199436

Place: Gurugram
Date: 30 June 2022



Aarohi Solar Private Limited
CIN - U32109HR2008PTC038030
Statement of Cash Flows for the year ended 31 March 2022

Particulars	In Rs. million unless otherwise stated	
	For the year ended 31 March 2022	For the year ended 31 March 2021
A CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before tax	(91.22)	(2.75)
Adjustments for:		
Depreciation and amortisation expense	232.08	232.08
Finance costs	414.41	417.26
Interest income	(3.61)	(11.17)
Net foreign exchange expense/(gain)	0.10	(75.34)
Operating profit before working capital changes	551.76	560.08
Movement in working capital		
(Increase) in trade receivables	(389.42)	(443.84)
Decrease/(increase) in other current and non-current financial assets	4.14	(6.76)
Decrease/(increase) in other current and non-current assets	4.26	(0.04)
Increase in trade payables	8.35	2.08
Increase in other current and non-current financial liabilities	5.66	0.13
Increase/(decrease) in other current and non-current liabilities	2.73	(1.34)
Cash flows generated from operating activities post working capital changes	187.48	110.31
Income tax refund/(paid) (net)	0.49	(0.20)
Net cash flows generated from operating activities (A)	187.97	110.11
B CASH FLOWS FROM INVESTING ACTIVITIES		
Interest received	6.71	8.65
Proceeds from/ (investment in) fixed deposits with banks having maturity beyond 12 months	6.33	(6.33)
Proceeds from fixed deposits with remaining maturity for more than 3 months and less than 12 months (net)	28.48	156.00
Loans to related parties	(12.93)	(98.00)
Repayment of loan from related parties	3.90	35.43
Net cash flows from investing activities (B)	32.49	95.75
C CASH FLOWS FROM FINANCING ACTIVITIES*		
Repayment of long term borrowings	(112.58)	(59.43)
Proceeds from short term borrowings (net)	128.05	155.55
Payment of lease liabilities	(0.31)	(0.31)
Finance costs paid	(360.52)	(249.32)
Realised gain on exchange difference	21.12	53.18
Net cash flows (used in) financing activities (C)	(324.24)	(100.33)
(Decrease)/increase in cash and cash equivalents (A+B+C)	(103.78)	105.53
Cash and cash equivalents at the beginning of the year	137.08	31.55
Cash and cash equivalents at the end of the year	33.30	137.08

*refer note 32 for reconciliation of liabilities from financing activities

Summary of significant accounting policies and other explanatory information are 1-37
integral part of financial statements.

As per our report of even date attached

For Walker Chandlok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Deepak Mittal
Partner
Membership No. 503843

Place: Gurugram
Date: 30 June 2022

For DHANA & Associates
Chartered Accountants
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Arun Khandelia
Partner
Membership No. 089125

Place: New Delhi
Date: 30 June 2022

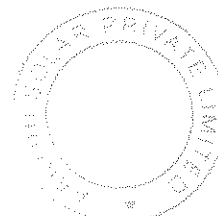
For and on behalf of the Board of Directors

Veer Pratap
Director
DIN No. 06887340

Place: Gurugram
Date: 30 June 2022

Jyoti Arora
Director
DIN No. 07199436

Place: Gurugram
Date: 30 June 2022



Aarohi Solar Private Limited
CIN - U32109HR2008PTC038030

Statement of changes in equity for the year ended 31 March 2022

In Rs. million unless otherwise stated

A Equity share capital

Particulars	Balance as at 1 April 2020	Issue of equity share capital during the year	Balance as at 31 March 2021	Issue of equity share capital during the year	Balance as at 31 March 2022
Equity share capital	20.17	-	20.17	-	20.17

B Other equity

In Rs. million unless otherwise stated

Particulars	Reserve and surplus			Total
	Securities premium	Equity component of compound financial instruments	Retained earnings	
Balance as at 1 April 2020	547.93	48.60	(375.73)	220.80
Profit for the year	-	-	37.46	37.46
Balance as at 31 March 2021	547.93	48.60	(338.27)	258.26
Loss for the year	-	-	(109.68)	(109.68)
Balance as at 31 March 2022	547.93	48.60	(447.95)	148.58

Summary of significant accounting policies and other explanatory information are integral part of financial statements.

1-37

As per our report of even date attached

For Walker Chandio & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Deepak Mittal

Deepak Mittal
Partner
Membership No. 503843

Place: Gurugram
Date: 30 June 2022

For DHANA & Associates
Chartered Accountants
Firm Registration No.: 510525C

Arun Khandelia

Arun Khandelia
Partner
Membership No. 089125

Place: New Delhi
Date: 30 June 2022

For and on behalf of the Board of Directors

Veer Pratap

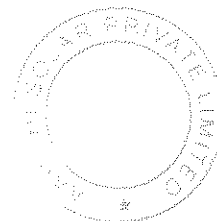
Veer Pratap
Director
DIN No. 06887340

Place: Gurugram
Date: 30 June 2022

Jyoti Arora

Jyoti Arora
Director
DIN No. 07199436

Place: Gurugram
Date: 30 June 2022



1. i) Corporate information

Aarohi Solar Private Limited ("the company") was incorporated on 18 January, 2014 under Companies Act, 2013. The entity is engaged in the business of establishing, commissioning, setting up, operating and maintaining power generation using solar, fossil and alternate source of energy and act as owners, manufacturing, engineers, procurers, buyers, sellers, distributors, dealers and contractors for setting up of power plant using glass bases mirrors, photo voltaic, boilers, turbines and/or other equipments for generating, distribution and supplying of electricity and other products using solar, fossil and alternate source of energy under conditions of direct ownership or through its affiliates, associates or subsidiaries.

On 1 July 2020, ACME Solar Holdings Limited ("Holding Company") got converted from Public Limited Company to Private Limited Company, resulting in change in status of Holding Company and its subsidiaries companies to private company. Consequently, effective from 1 July 2020, status of the Company was also changed to Private Limited Company.

The Company owns and operates solar power project with installed capacity of 50 MW in the state of Andhra Pradesh. The project is intended to sell the power generated, under long term Power Purchase Agreement with Southern Power Distribution Company, Andhra Pradesh.

The Company does not have any employees on the payroll, for which Company has entered into an agreement for operation and maintenance of the project including administrative and financial reporting services.

The financial statement have been authorised for issue by the Board of Directors on 30 June 2022.

ii) Amended Accounting Standards (Ind AS) and interpretations effective during the year

Ind AS 109 Financial Instruments; Ind AS 107 Financial Instruments: Disclosures and Ind AS 116 Leases (amendments related to Interest Rate Benchmark Reform)

The amendment to Ind AS 109, provides a practical expedient for assessment of contractual cash flow test, which is one of the criteria for being eligible to measure a financial asset at amortized cost, for the changes in the financial assets that may arise as a result of Interest Rate Benchmark Reform. An additional temporary exception from applying hedge accounting is also added for Interest Rate Benchmark Reform.

The amendment to Ind AS 107, clarifies the certain additional disclosures to be made on account of Interest Rate Benchmark Reform:

- (i) the nature and extent of risks to which the entity is exposed arising from financial instruments subject to interest rate benchmark reform;
- (ii) the entity's progress in completing the transition to alternative benchmark rates, and how the entity is managing the transition;
- (iii) the instruments exposed to benchmark reform disaggregated by significant interest rate benchmark along with qualitative information about the financial instruments that are yet to transition to alternative benchmark rate;
- (iv) changes to entity's risk management strategy.

The amendments introduced a similar practical expedient in Ind AS 116. Accordingly, while accounting for lease modification i.e. remeasuring the lease liability, in case this is required by interest rate benchmark reform, the lessee will use a revised discount rate that reflects the changes in the interest rate.

These amendments did not have any material impact on the financial statements of the Company.

Ind AS 116 Leases (amendment related to rent concessions arising due to COVID-19 pandemic)

The amendment to Ind AS 116 Leases extended the practical expedient introduced for financial year 2020-21 related to rent concessions arising due to Covid-19 pandemic, that provides an option to the lessee to choose that rent concessions for lease payments due on or before 30 June 2022 (from erstwhile notified date of 30 June 2021), arising due to COVID-19 pandemic ("COVID-19 rent related concessions") need not be treated as lease modification. The amendment did not have any material impact on financial statements of the Company.

Amendments consequent to issue of Conceptual Framework for Financial reporting under Ind AS (Conceptual Framework)

(i) Ind AS 102 Share Based Payments - Amended the definition of 'liabilities' to 'a present obligation of the entity to transfer an economic resource as a result of past events'.

(ii) Ind AS 103 Business Combinations - The MCA clarified that for the purpose of this Ind AS, acquirers are required to apply the definitions of an asset and a liability given in the Framework for Preparation and Presentation of Financial Statements with Indian Accounting Standards rather than the Conceptual Framework.

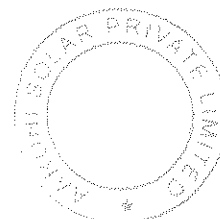
(iii) Ind AS 114 Regulatory Deferral Accounts - The amendment added a footnote against the term 'reliable' used in the Ind AS 114. The footnote clarifies that term 'faithful representation' used in the Conceptual Framework encompasses the main characteristics that the Framework for Preparation and Presentation of Financial Statements with Indian Accounting Standards called 'reliability'. However, for the purpose of this Ind AS, the term 'reliable' would be based on the requirements of Ind AS 8.

(iv) Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets - The MCA clarified that the definition of term 'liability' in this Ind AS is not being revised following the revision of the definition of liability in the Conceptual Framework.

(v) Ind AS 38 Intangible Assets - The MCA clarified that the definition of an 'asset' in this Ind AS is not being revised following the revision of the definition of asset in the Conceptual Framework.

(vi) Ind AS 106 Exploration for and Evaluation of Mineral Resources; Ind AS 1 Presentation of Financial Statements; Ind AS 8 Accounting policies, Changes in Accounting Estimates and Errors and Ind AS 34 Interim Financial Reporting - The reference to the Framework for Preparation and Presentation of Financial Statements with Indian Accounting Standards has been substituted with reference to the Conceptual Framework.

The above amendments did not have any material impact on the financial statements of the Company.



Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

2. Significant Accounting Policies

2.01 Basis of preparation

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 read with Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and the relevant provisions of the Act. Effective 1 April 2016, the Company has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards, with 1 April 2015 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Refer 1 (ii) above for certain amendments to the standards which have become effective for annual periods beginning on or after 1 April 2021.

The financial statements are presented in INR and all values are rounded to the nearest million except when otherwise indicated.

Historical cost convention

The financial statements have been prepared on a historical cost convention on a going concern basis except for certain financial assets and financial liabilities which are measured at fair value.

2.02 Use of estimates

The preparation of financial statement in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

2.03 Foreign currency translation

Functional and presentation currency

Foreign currency transactions are translated into the functional currency of the respective company, using the exchange rates prevailing at the dates of the transactions (spot exchange rate).

Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items denominated in foreign currency at year-end exchange rates are recognised in profit or loss.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

Foreign currency loans availed for acquisition of property, plant and equipment are converted at the rate prevailing on the due date for instalments repayable during the year and at the rate prevailing on the date of balance sheet for the outstanding loan.

2.04 Current versus non-current classification

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

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption, in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/liabilities include current portion of non-current financial assets/liabilities respectively. All other assets/liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

Based on the nature of the operations and the time between the acquisition of assets for processing and their realisation in cash or cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities.

2.05 Revenue

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

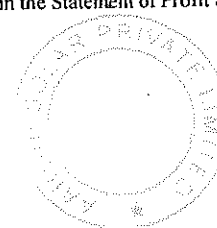
Sale of power

Revenue from supply of power is recognised net of any cash rebates, when the power is supplied and units of electricity are delivered as it best depicts the value to the customer and complete satisfaction of performance obligation.

Revenue from sale of power is recognized when persuasive evidence of an arrangement exists, the tariff is fixed or determinable, solar energy kilowatts are supplied and collectability is reasonably assured. Revenue is based on the solar energy kilowatts actually supplied to customers multiplied by the rate per kilowatt hour agreed to in the respective power purchase agreement (PPAs). The solar energy kilowatts supplied by the Company are validated by the customer prior to billing and recognition of revenue.

Interest income

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of the financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the Statement of Profit and Loss.



2.06 Borrowing costs

Borrowing costs directly attributable to the acquisitions, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

2.07 Property, plant and equipment

Property, plant and equipments are carried at cost less accumulated depreciation. The cost of items of the property, plant and equipment comprises its purchase price net of any trade discount and rebate, any import duties and other taxes (other than those subsequently recoverable from tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying property, plant and equipments upto the date the asset is ready for its intended use.

Whenever significant parts of the property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Depreciation is recognised based on the cost of assets (other than freehold land) using the straight-line method. The useful life of property, plant and equipment is considered based on life prescribed in schedule II to the Companies Act, 2013 except in case of power plant assets, where the depreciation is charged on the basis of the relevant tariff regulations based on technical assessment, taking into account the nature of assets, the estimated usage of the assets, the operating condition of the assets, anticipated technical changes, manufacturer warranties and maintenance support. The estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

2.08 Leased assets and right of use

The Company assesses at contract inception whether a contract is, or contains, a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

To apply this definition, the Company assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company
- the Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract
- the Company has the right to direct the use of the identified asset throughout the period of use. The Company assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

At lease commencement date, the Company recognizes a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Company has presented the right-of-use assets and lease liabilities on the face of statement of financial position.

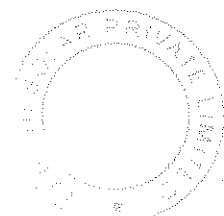
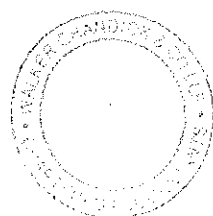
The Company applies the short-term lease recognition exemption to its short-term leases. It also applies the lease of low-value assets recognition exemption that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

2.09 Impairment of non-financial assets

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. All individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's (or cash-generating unit's) carrying amount exceeds its recoverable amount, which is the higher of fair value less costs of disposal and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. The date used for impairment testing procedures are directly linked to the Company's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect current market assessments of the time value of money and asset-specific risk factors.

Impairment losses are charged in the Statement of Profit and Loss. Further, impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount. The reversal is limited so that the carrying 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 and Loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as an increase in revaluation.



2.10 Financial instruments

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument, and, except for trade receivables which do not contain a significant financing component, these are measured initially at:

- a) fair value, in case of financial instruments subsequently carried at fair value through profit or loss (FVTPL);
- b) fair value adjusted for transaction costs, in case of all other financial instruments.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when the underlying obligation specified in the contract is discharged, cancelled or expires.

Classification and subsequent measurement of financial assets

Different criteria to determine impairment are applied for each category of financial assets, which are described below.

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost
- Financial assets at fair value through other comprehensive income (FVOCI)
- Financial assets, derivatives and equity instruments at FVTPL

(1) Financial assets at amortised cost

Classification and subsequent measurement of financial liabilities

The Company's financial liabilities include borrowings, trade and other payables and derivative financial instruments.

Financial liabilities are measured subsequently at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

A 'Financial asset' is measured at the amortised cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets carried at amortised cost.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive. When estimating the cash flows, the Company is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.

Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables

The Company applies simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of receivables.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, life time impairment loss is provided otherwise provides for 12 month expected credit losses.

Classification and subsequent measurement of financial liabilities

Financial liabilities are measured subsequently at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

Offsetting of financial assets and financial liabilities

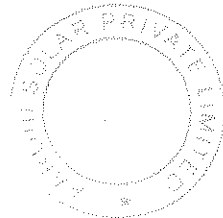
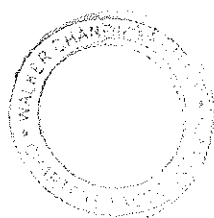
Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps to hedge its foreign currency and interest rate risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses from changes in the fair value of derivatives are taken directly to statement of profit and loss.

Compound financial instruments

Compound financial instruments are separated into liability and equity components based on the terms of contract. On the issuance of compound financial instruments, the fair value of liability component is determined using a market rate for an equivalent instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption. The equity component is classified under other equity.



Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

(2) Financial assets at fair value through other comprehensive income (FVOCI)

Financial assets that meet the following conditions are measured initially as well as at the end of each reporting date at fair value, recognised in other comprehensive income (OCI).

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The contractual terms of the asset give rise on specified dates to cash flows that represent solely payment of principal and interest.

(3) Financial assets, derivatives and equity instruments at FVTPL

Financial assets that do not meet the amortised cost criteria or FVTOCI criteria are measured at FVTPL. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset.

2.11 Income taxes

Tax expense comprises current and deferred tax. Tax expense is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable on the taxable income for the year. The amount of current tax payable is the best estimate of the tax amount expected to be paid that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if certain criteria is met. Current Income tax related to items recognised in other comprehensive income or directly in equity is recognised in other comprehensive income or in equity as the case may be.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and tax base i.e. amounts used for taxation purposes.

A deferred tax asset is recognised for unused tax losses, unabsorbed depreciation, deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. A deferred tax liability is recognised in respect of taxable temporary differences.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to income taxes levied by the same tax authority on the same taxable entity or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss either in comprehensive income or in equity. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

2.12 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 90 days from the date of acquisition. Cash and cash equivalent are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

2.13 Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligations as a whole. Provisions are discounted to their present values, where the time value of money is material. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. The expense relating to any provision is presented in the Statement of Profit and Loss net of any reimbursement.

Any reimbursement that the Company is virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

No liability is recognised if an outflow of economic resources as a result of present obligations is not probable. Such situations are disclosed as contingent liabilities unless the outflow of resource is remote.

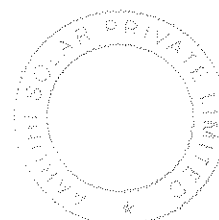
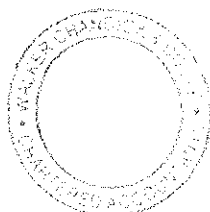
Contingent liabilities are disclosed by way of note unless the possibility of outflow is remote. Contingent assets are neither recognized nor disclosed. However, when realization of income is virtually certain, related asset is recognized.

2.14 Significant management judgement in applying accounting policies and estimation uncertainty

When preparing the financial statement, management makes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

Provision for income tax and deferred tax assets

The Company uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.



Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

Impairment of non-financial assets

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

Useful lives of depreciable assets

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Fair value measurement

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

2.15 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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.

2.16 Amendment to Accounting Standards (Ind AS) issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact on its financial statements.

Ind AS 16 – Proceeds before intended use

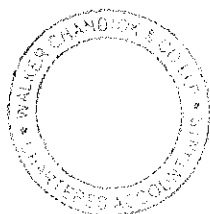
The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact on its financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

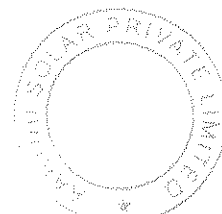
The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact on its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact on its financial statements.



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3 Property, plant and equipment

Details of entity's property, plant and equipment and their carrying amounts are as follows:

Particulars	In Rs. million unless otherwise stated		
	Freehold Land [^]	Plant and equipment	Total
Gross block			
Balance as at 1 April 2020	19.22	3,940.05	3,959.27
Addition during the year	-	-	-
Balance as at 31 March 2021	19.22	3,940.05	3,959.27
Addition during the year	-	-	-
Balance as at 31 March 2022	19.22	3,940.05	3,959.27
Accumulated depreciation			
Balance as at 1 April 2020	-	912.72	912.72
Depreciation charge	-	229.71	229.71
Balance as at 31 March 2021	-	1,142.43	1,142.43
Depreciation charge	-	229.71	229.71
Balance as at 31 March 2022	-	1,372.14	1,372.14
Net block			
Balance as at 31 March 2021	19.22	2,797.62	2,816.84
Balance as at 31 March 2022	19.22	2,567.91	2,587.13

(i) refer note 30 for details of assets pledged

[^]The deeds of all the freehold land are in the name of the Company and are pledged with the lender.

4 Right of use assets and lease liabilities

Set out below are the carrying amounts of right of use assets and lease liabilities and the movements during the year:

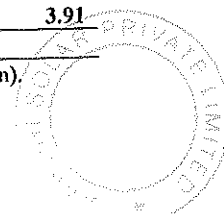
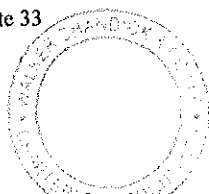
Particulars	In Rs. million unless otherwise stated	
	Amount	
(a) Right-of-use assets		
Cost		
Balance as on 1 April 2020		63.26
Add: Additions during the year		-
Balance as at 31 March 2021		63.26
Add: Additions during the year		-
Balance as at 31 March 2022		63.26
Accumulated amortization		
Balance as on 1 April 2020		2.38
Amortization for the year		2.37
Balance as at 31 March 2021		4.75
Amortization for the year		2.37
Balance as at 31 March 2022		7.12
Net carrying amount		
Balance as at 31 March 2021		58.51
Balance as at 31 March 2022		56.14

(b) Lease liabilities

Particulars	In Rs. million unless otherwise stated	
	As at 31 March 2022	As at 31 March 2021
Opening balance	4.21	4.09
Add: Interest on lease liabilities	0.44	0.43
Less: Lease liabilities paid	(0.31)	(0.31)
Closing balance	4.34	4.21
Current	0.32	0.30
Non-current	4.02	3.91

(i) Total cash outflow for leases for the year ended 31 March 2022 was Rs. 0.31 million (31 March 2021: Rs. 0.31 million).

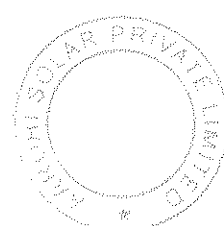
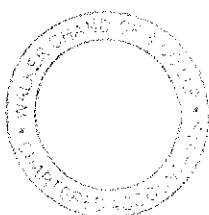
(ii) Also, refer note 33



Particulars	In Rs. million unless otherwise stated	
	As at 31 March 2022	As at 31 March 2021
5 Other financial assets (non current)		
Deposits with banks having maturity beyond 12 months*	-	6.63
Security deposits	4.74	4.23
	<u>4.74</u>	<u>10.86</u>
*Fixed deposits of nil (31 March 2021: Rs. 5.63 million) is pledged with banks on account of Debt Service Reserve Account (DSRA).		
6 Deferred tax assets (net)		
Deferred tax assets arising on:		
Unabsorbed depreciation and business losses	713.38	893.94
Minimum alternate tax	-	25.24
Lease liabilities	16.02	18.49
Others	26.40	-
Deferred tax liabilities arising on:		
Property, plant and equipment (including right of use assets)	(644.78)	(805.36)
Compound financial instruments	(17.01)	(19.84)
Deferred tax assets (net)	<u>94.01</u>	<u>112.47</u>

In Rs. million unless otherwise stated			
Particulars (2021-22)	As at 31 March 2021	(Expense)/ credit recognised in statement of profit and loss	As at 31 March 2022
Assets			
Unabsorbed depreciation and business losses	893.94	(180.56)	713.38
Minimum alternate tax	25.24	(25.24)	-
Lease liabilities	18.49	(2.47)	16.02
Others	-	26.40	26.40
Liabilities			
Property, plant and equipment (including right of use assets)	(805.36)	160.58	(644.78)
Compound financial instruments	(19.84)	2.83	(17.01)
Total	112.47	(18.46)	94.01

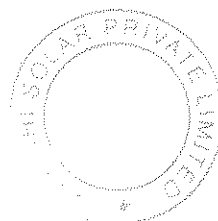
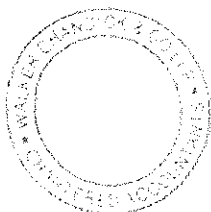
In Rs. million unless otherwise stated			
Particulars (2020-21)	As at 31 March 2020	(Expense)/ credit recognised in statement of profit and loss	As at 31 March 2021
Assets			
Unabsorbed depreciation and business losses	809.29	84.65	893.94
Minimum alternate tax	-	25.24	25.24
Lease liabilities	15.95	2.54	18.49
Others	1.77	(1.77)	-
Liabilities			
Property, plant and equipment (including right of use assets)	(737.66)	(67.70)	(805.36)
Compound financial instruments	(17.09)	(2.75)	(19.84)
Total	72.26	40.21	112.47



Effective tax reconciliation	In Rs. million unless otherwise stated	
	For the year ended 31 March 2022	For the year ended 31 March 2021
Particulars		
Loss before tax	(91.22)	(2.75)
Applicable tax rate*	25.17%	29.12%
Expected tax expense [A]	(22.96)	(0.80)
Expenses not considered in determining taxable profit	4.30	(4.51)
Minimum alternate tax credit expensed off/ (created)	25.24	(25.24)
Impact for changes in tax rates	11.84	(11.35)
Others	0.04	1.69
Total adjustments [B]	41.42	(39.41)
Actual tax expense/(benefit) [C=A+B]	18.46	(40.21)
Total tax incidence	18.46	(40.21)
Tax expense recognized in statement of profit and loss [D]	18.46	(40.21)

*The Company has exercised the option under section 115BAA of the Income-tax Act, 1961, as introduced by the Taxation Laws (Amendment) Act, 2019, while filing return of income for the financial year ended 31 March 2021. Consequently, the Company has applied the lower income tax rates on the deferred tax assets/ liabilities to the extent these are expected to be realized or settled in the future period under the new regime. This has resulted in reversal of net deferred tax asset amounting to Rs. 37.08 million including charge off of the accumulated MAT credit entitlement of Rs. 25.24 million to Statement of Profit and Loss during the current year.

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In Rs. million unless otherwise stated

Particulars	As at 31 March 2022	As at 31 March 2021
7 Non current tax asset		
Advance tax (net of provision)	0.62	1.00
	<u>0.62</u>	<u>1.00</u>
8 Trade receivables		
Considered good- unsecured*	1,443.21	1,053.79
	<u>1,443.21</u>	<u>1,053.79</u>

Trade receivable ageing schedule as at 31 March 2022 and 31 March 2021

31 March 2022	Outstanding for following periods from the due date of payment						Total
	Not due	Less than 6 months	6 months to 1 years	1-2 years	2-3years	More than 3 years	
Undisputed trade receivable							
Considered good*	55.71	264.15	227.72	391.11	297.46	207.07	1,443.21
Credit impaired	-	-	-	-	-	-	-
Disputed trade receivable	-	-	-	-	-	-	-
Considered good	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Total trade receivable	55.71	264.15	227.72	391.11	297.46	207.07	1,443.21

31 March 2021	Outstanding for following periods from the due date of payment						Total
	Not due	Less than 6 months	6 months to 1 years	1-2 years	2-3years	More than 3 years	
Undisputed trade receivable							
Considered good*	52.85	269.09	227.16	297.45	207.24	-	1,053.79
Credit impaired	-	-	-	-	-	-	-
Disputed trade receivable	-	-	-	-	-	-	-
Considered good	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Total trade receivable	52.85	269.09	227.16	297.45	207.24	-	1,053.79

*Also, refer note 31

9 Cash and cash equivalents		
Balances with bank - current accounts	13.30	137.08
Deposits with original maturity of less than three months	20.00	-
	<u>33.30</u>	<u>137.08</u>
10 Other bank balances		
Fixed deposits with remaining maturity more than 3 months and less than 12 months*	8.81	40.83
	<u>8.81</u>	<u>40.83</u>

*Fixed deposits of Rs. 7.76 million (31 March 2021: Rs. 33.37) is pledged with banks on account of Debt Service Reserve Account (DSRA)

11 Loans		
Loans to related parties		
Considered good- unsecured**	376.85	367.70
	<u>376.85</u>	<u>367.70</u>

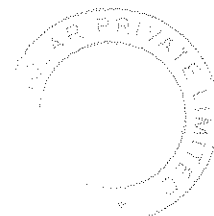
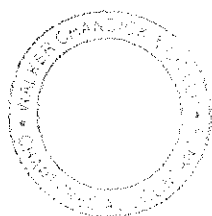
*Loan to related parties includes loan of Rs. 9.03 million (31 March 2021: nil) recoverable on demand that are chargeable to interest @ 9.50% p.a.(31 March 2021: nil) and interest accrued amounting to Rs. 0.12 million (31 March 2021: nil). Loan of Rs. 367.70 million (31 March 2021: Rs. 367.70 million) are interest free and recoverable on demand.

#refer note 27

Note:

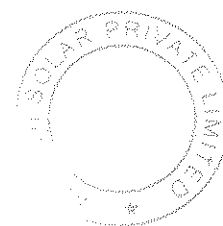
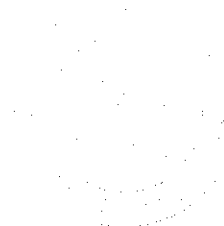
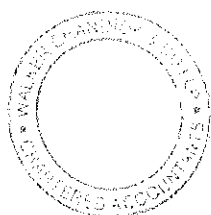
Loans or advances in the nature of loans are granted to promoter, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are:

- (a) repayable on demand; or
- (b) without specifying any terms or period of repayment



31 March 2022		In Rs. million unless otherwise stated	
Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans	
Promoter	-	-	
Directors	-	-	
KMPs	-	-	
Related Parties	376.85	100.00%	
31 March 2021		In Rs. million unless otherwise stated	
Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans	
Promoter	-	-	
Directors	-	-	
KMPs	-	-	
Related Parties	367.70	100.00%	
		In Rs. million unless otherwise stated	
Particulars	As at 31 March 2022	As at 31 March 2021	
12 Other financial assets			
Receivable from related party	0.24	0.24	
Unbilled revenue	58.33	59.90	
Security Deposits	0.92	-	
Others	-	3.49	
	<u>59.49</u>	<u>63.63</u>	
13 Other current assets			
Advance to vendors	0.55	1.43	
Unamortised ancillary cost of borrowing (related to undrawn facility)	-	3.38	
Prepaid expenses	0.15	0.15	
	<u>0.70</u>	<u>4.96</u>	

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14 Equity share capital

Particulars	In Rs. million unless otherwise stated			
	As at 31 March 2022		As at 31 March 2021	
	Number of shares	Amount	Number of shares	Amount
Authorised	10,000,000	100.00	10,000,000	100.00
Issued and subscribed and fully paid up	2,017,066	20.17	2,017,066	20.17
Total	2,017,066	20.17	2,017,066	20.17

1. Reconciliation of equity capital outstanding at the beginning and at the end of the reporting period

Particulars	In Rs. million unless otherwise stated			
	For the year ended 31 March 2022		For the year ended 31 March 2021	
	Number of shares	Amount	Number of shares	Amount
At the beginning of the year	2,017,066	20.17	2,017,066	20.17
Issued during the year	-	-	-	-
Outstanding at the end of the year	2,017,066	20.17	2,017,066	20.17

2. Shares held by holding Company

Particulars	In Rs. million unless otherwise stated			
	As at 31 March 2022		As at 31 March 2021	
	Number of shares	Amount	Number of shares	Amount
Acme Solar Holdings Private Limited*	2,017,066	20.17	2,017,066	20.17

*including share held by nominee shareholder

3. Number of shares held by each shareholder holding more than 5% Shares in the Company

Particulars	As at 31 March 2022		As at 31 March 2021	
	Number of shares	% Holding	Number of shares	% Holding
	2,017,066	100%	2,017,066	100%
Acme Solar Holdings Private Limited				

4. Shareholding of promoter

Shareholding of promoter is as follows:

Shareholding of promoter is as follows:					
Promoter Name	Shares held by promoter				% Change during the year
	As at 31 March 2022		As at 31 March 2021		
	Number of shares	% Holding	Number of shares	% Holding	
Acme Solar Holdings Private Limited	2,017,066	100%	2,017,066	100%	0%

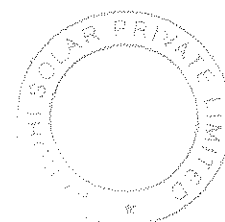
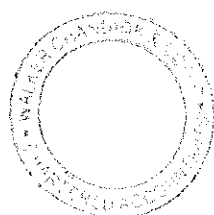
5. Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. In the event of liquidation of the Company, the holders 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 shareholder.

6. Details of shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and brought back during the last 5 years for each class of shares

The Company has not issued any shares pursuant to a contract without payment being received in cash, allotted as fully paid up by way of bonus shares nor has there been any buy-back of shares in the current year and immediately preceding five years.

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Aarohi Solar Private Limited

CIN - U32109HR2008PTC038030

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

Particulars	In Rs. million unless otherwise stated	
	As at 31 March 2022	As at 31 March 2021
15 Other equity		
Securities premium		
Opening balance	547.93	547.93
Additions during the year	-	-
Balances at the end of the year	<u>547.93</u>	<u>547.93</u>
Equity component of compound financial instrument		
Opening balance	48.60	48.60
Additions during the year	-	-
Balances at the end of the year	<u>48.60</u>	<u>48.60</u>
Retained earnings		
Opening balance	(338.27)	(375.73)
Net (loss)/profit during the year	(109.68)	37.46
Balances at the end of the year	<u>(447.95)</u>	<u>(338.27)</u>
Total other equity	<u>148.58</u>	<u>258.26</u>

Securities premium

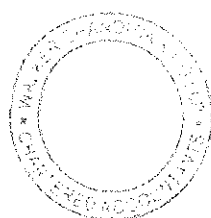
Securities premium represents premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Retained earnings

All the profits or losses made by the Company are transferred to retained earnings from Statement of Profit and Loss.

Equity component of compound financial instruments

Compound financial instruments are separated into liability and equity components based on the terms of contract. On the issuance of compound financial instruments, the fair value of liability component is determined using a market rate for an equivalent instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption. The equity component is classified under other equity.



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Particulars	In Rs. million unless otherwise stated	
	As at 31 March 2022	As at 31 March 2021
16 Long terms borrowings		
Secured		
Term loans*		
From other parties #		
Foreign currency loan	539.07	555.54
Financial institutions	2,554.72	2,649.19
Unsecured		
Compulsorily convertible debenture**	476.41	475.88
	<u>3,570.20</u>	<u>3,680.61</u>

* Refer note 28 for terms of borrowings.

Net of ancillary cost of Rs. 32.04 million (31 March 2021 : Rs. 36.10 million), Rs. 4.77 million (31 March 2021 : Rs. 5.74 million) in loan from financial institution and foreign currency loan respectively.

**Terms and conditions of conversion of compulsorily convertible debentures

During earlier years, the Company had issued 1,922,261 compulsorily convertible debentures of Rs. 283 each to ACME Solar Holdings Private Limited.

During the earlier year on 18 February 2019, the Company had amended the terms of these CCD as follows:

1. The interest rate of CCD shall be minimum 1% less than lead lender's interest rate at all times
2. CCDs may be converted into equity share at any time after the expiry of twenty nine years from the date of allotment at the option of both the CCD holders and the Company. In case no option is exercised by the CCD holder and the Company, then CCD shall be compulsorily converted on the last day of expiry of thirty years from the date of allotment. These CCD shall be mandatorily converted into as many number of equity share as arrived at by dividing the CCD investment amount as on the date of conversion, by fair value of equity share as on the date of conversion.
3. Interest payment on the CCD shall start from commissioning date of the project or 1 April 2017 whichever is later.

Accordingly, during the earlier year, Company had separated the liability and equity component of the CCD, and had accordingly recognized financial liabilities amounting to Rs. 474.96 million and portion of equity amounting to Rs. 48.60 million (net of tax).

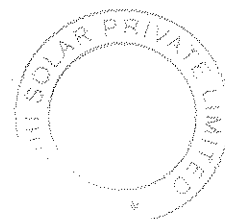
17 Short terms borrowings		
Secured		
Working capital loans*	306.09	183.44
Current maturities of long term borrowing#		
Foreign currency loan	34.05	28.34
Financial institutions	94.47	79.10
Unsecured		
Loan from related parties**	163.72	158.32
	<u>598.33</u>	<u>449.20</u>

*These are secured against first pari passu charge on all the movable assets including plant and equipment, spares etc. and intangible assets

Net of ancillary cost of Rs. 4.06 million (31 March 2021 : Rs. 4.19 million), Rs. 0.97 million (31 March 2021 : Rs. 1.02 million) in case of loan from financial institution and foreign currency loan respectively.

** These are interest free loan and repayable on demand (refer note 27).

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Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

Particulars	In Rs. million unless otherwise stated	
	As at 31 March 2022	As at 31 March 2021
18 Trade payables	0.17	-
Due to micro enterprises and small enterprises (refer note a below)	14.44	6.26
Due to others	14.61	6.26

- Note:-
- a Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006):
- i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year
- ii) The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payments made to the supplier beyond the appointed day during accounting year
- iii) The amount of interest due and payable for the period of delay in making payments (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.
- iv) The amount if interest accrued and remaining unpaid at the end of each accounting year, and
- v) The amount of further interest remaining due and payable even in the succeeding year, 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 above information regarding dues to Micro, Small and Medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act (MSMED), 2006 has been determined to the extent identified and information available with the Company pursuant to Section 22 of the Micro, Small and Medium enterprises Development Act (MSMED), 2006.

Trade payable ageing schedule as at 31 March 2022 and 31 March 2021

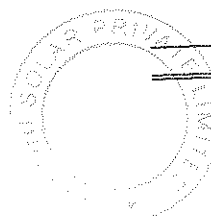
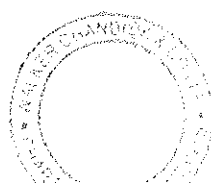
31 March 2022	Outstanding for following periods from the due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed dues - MSME*	-	0.17	-	-	-	0.17
Undisputed dues - Others	-	14.23	0.21	-	-	14.44
Disputed dues - MSME*	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
Total trade payables	-	14.40	0.21	-	-	14.61

31 March 2021	Outstanding for following periods from the due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed dues - MSME*	-	-	-	-	-	-
Undisputed dues - Others	1.51	4.75	-	-	-	6.26
Disputed dues - MSME*	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
Total trade payables	1.51	4.75	-	-	-	6.26

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

19 Other financial liabilities	241.84	194.14
Interest accrued on compulsorily convertible debenture	3.72	-
Derivative financial liabilities	53.44	47.50
Payable to related parties (refer note 27)	2.31	2.59
Others payable	301.31	244.23

20 Other current liabilities	7.46	4.73
Statutory dues	7.46	4.73



Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

In Rs. million unless otherwise stated

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
21 Revenue from operations	577.97	584.62
Sale of electricity	577.97	584.62
22 Other income		
Interest income	3.00	10.68
Bank deposits	0.14	-
Loans, advances etc	0.61	0.49
Others	1.72	-
Insurance claim received	-	75.34
Net foreign exchange income	0.03	-
Miscellaneous income	5.50	86.51

Revenue from contracts with customers

a) Disaggregation of revenue

Set out below is the disaggregation of the Company's revenue from contracts with customers:

In Rs. million unless otherwise stated

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
(A) Revenue from contracts with customers		
Based on nature of goods/services		
Sale of electricity	577.97	584.62
Total revenue	577.97	584.62

b) Contract balances

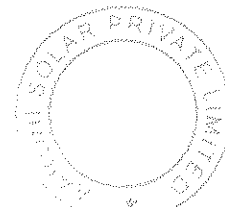
The following table provides information about receivables, contract assets and contract liabilities from contract with customers:

In Rs. million unless otherwise stated

Particulars	As at 31 March 2022	As at 31 March 2021
Receivables	1,443.21	1,053.79
Trade receivables	58.33	59.90
Unbilled revenue for passage of time	1,501.54	1,113.69
Net receivables (a)		
Contract assets		
Unbilled revenue other than passage of time	-	-
Total contract assets (b)		
Contract liabilities		
Advance from customer	-	-
Total contract liabilities (c)		
Total (a+b-c)	1,501.54	1,113.69

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance. Contract assets are transferred to receivables when the rights become unconditional and contract liabilities are recognized as and when the performance obligation is satisfied.

There are no contract assets and the contract liabilities as at 31 March 2022 (31 March 2021: nil), therefore disclosure regarding significant changes in contract assets and contract liabilities have not been furnished.



Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

c) Performance obligation

The Company's performance obligation is satisfied at a point of time when the units of electricity are delivered as per the terms of the agreement with the customer.

d) Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

Particulars	In Rs million unless otherwise stated	
	For the year ended 31 March 2022	For the year ended 31 March 2021
	584.21	590.51
Revenue as per contract	(6.24)	(5.89)
Adjustments:		
Other adjustments	577.97	584.62
Revenue from contract with customers		

e) Transaction price - remaining performance obligation

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts as the revenue recognised corresponds directly with the value to the customer of the entity's performance completed till the reporting period.

f) There is no significant estimate involved in the recognition of revenue from contract.

23 Finance costs

Interest on	330.16	348.15
- term loans	21.35	9.78
- working capital loan	53.54	5.48
- compulsory convertible debenture	0.44	0.43
- lease liabilities (refer note 4)	-	0.12
- delayed payment of taxes	0.01	-
- others	5.22	5.36
Amortisation of ancillary cost of borrowings	3.69	0.06
Other borrowing cost	414.41	417.38

24 Depreciation and amortisation expenses

Depreciation on property, plant and equipment (refer note 3)
Amortisation of right of use assets (refer note 4)

	229.71	229.71
	2.37	2.37
	232.08	232.08

25 Other expenses

Operation and maintenance expenses
Repairs and maintenance
 Plant and equipment
Rates and taxes
Insurance
Legal and professional fees
Payment to auditors (refer note 'a' below)
Bank charges
Foreign exchange loss (net)*

	19.29	18.38
	2.07	0.27
	0.29	0.57
	3.90	3.82
	1.97	0.91
	0.43	0.39
	0.15	0.08
	0.10	-
	28.20	24.42

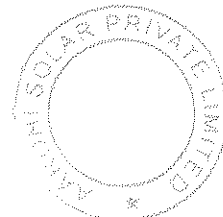
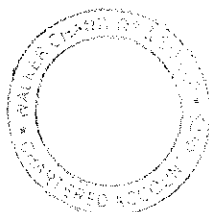
* Represents fair value loss on derivative contracts (net)

Note:-

a) payment to auditors (inclusive of taxes) as auditors

	0.43	0.39
	0.43	0.39

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26 Financial instruments

(i) Fair value hierarchy

Financial assets and financial liabilities are measured at fair value in the financial statement and are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on Company specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Financial assets and liabilities measured at fair value -- recurring fair value measurements				In Rs million unless otherwise stated
	Level 1	Level 2	Level 3	Total
31 March 2022				
Financial liabilities	-	3.72	-	3.72
Derivative financial liabilities	-	3.72	-	3.72
Total financial liabilities				

Financial assets and liabilities measured at fair value -- recurring fair value measurements				In Rs million unless otherwise stated
	Level 1	Level 2	Level 3	Total
31 March 2021				
Financial liabilities	-	-	-	-
Derivative financial liabilities	-	-	-	-
Total financial liabilities				

(iii) Valuation technique used to determine fair value

Fair value of forward foreign exchange contract and interest rate and cross currency swap is determined using dealer / counterparty quotes as at balance sheet date.

Financial instruments

(i) Financial instruments by category

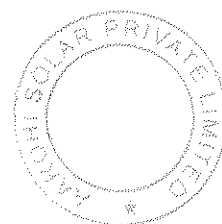
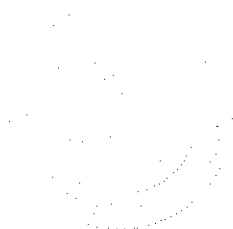
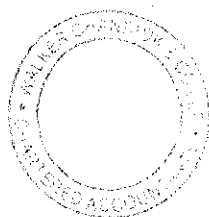
Particulars	31 March 2022		31 March 2021	
	FVTPL*	Amortised cost	FVTPL*	Amortised cost
Financial assets				
Loans	-	376.85	-	367.70
Other financial assets	-	64.23	-	74.49
Trade receivable	-	1,443.21	-	1,053.79
Cash and cash equivalents	-	33.30	-	137.08
Other bank balances	-	8.81	-	40.83
Total financial assets		1,926.40		1,673.89
Financial liabilities				
Borrowings	-	4,168.53	-	4,129.81
Lease liabilities (including current maturities)	-	4.34	-	4.21
Other financial liabilities	-	297.59	-	244.23
Derivative financial liabilities	3.72	-	-	-
Trade payables	-	14.61	-	6.26
Total financial liabilities	3.72	4,485.07		4,384.51

*Fair value through Profit and Loss

The amortised cost of the financial assets and liabilities approximate the fair value on the respective reporting dates.

(ii) Risk management

The Company's activities expose it to credit risk, liquidity risk and market risk. The Company board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the Company is exposed to and how the Company manages the risk and the related impact in the financial statements.



(A) Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a) Credit risk management

i) Credit risk rating

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk on financial reporting date

B: Moderate credit risk

C: High credit risk

The Company provides for expected credit loss based on the following:

Asset group	Basis of categorisation	Provision for expected credit loss
Low credit risk	Trade receivables, cash and cash equivalents, other bank balances, loan and other financial assets	12 month expected credit loss

Based on business environment in which the Company operates, there have been no defaults on financial assets of the Company by the counterparty. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. There have been no cases of write off with the Company.

In Rs million unless otherwise stated			
Credit rating	Particulars	31 March 2022	31 March 2021
A: Low credit risk	Trade receivables, cash and cash equivalents, other bank balances, loan and other financial assets	1,926.40	1,673.89

b) Credit risk exposure

(i) Provision for expected credit losses

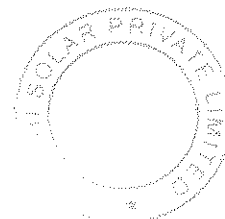
The Company provides for 12 month expected credit losses for following financial assets –

31 March 2022			
Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	33.30	-	33.30
Other bank balances	8.81	-	8.81
Loans	376.85	-	376.85
Trade receivables	1,443.21	-	1,443.21
Other financial assets	64.23	-	64.23

31 March 2021			
Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	137.08	-	137.08
Other bank balances	40.83	-	40.83
Loans	367.70	-	367.70
Trade receivables	1,053.79	-	1,053.79
Other financial assets	74.49	-	74.49

The Company's major trade receivables and unbilled revenue are only with government owned counterparty and are recoverable under the terms of power purchase agreements. Therefore, these trade receivables and unbilled revenue are considered high quality and accordingly no life time expected credit losses are recognised on such receivables based on simplified approach. Any provisions against such receivables are for liquidated damages and not related to credit worthiness of the counterparty. The Company considers that trade receivables are not credit impaired as these are receivable from Government undertaking (Also refer note 31)

The credit risk for cash and cash equivalents and other bank balances is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.



Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

(B) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the Company operates.

Financing arrangement

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	31 March 2022	31 March 2021
Long-term borrowings	-	201.57

Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities.

In Rs million unless otherwise stated

31 March 2022	On demand	Less than 1 year	1 - 5 years	More than 5 years	Total
Non-derivatives					
Borrowings (including interest)	163.72	459.61	1,881.91	3,617.53	6,122.77
Lease liabilities (refer note 4 and 33)	-	0.33	1.52	12.58	14.43
Compulsory convertible debentures (including interest)	-	294.84	212.16	1,587.23	2,094.23
Trade payables	-	14.61	-	-	14.61
Other financial liabilities	-	55.75	-	-	55.75
Derivative	-	3.72	-	-	3.72
Other financial liabilities	-	-	-	-	-
Total	163.72	828.86	2,095.59	5,217.34	8,305.51

31 March 2021	On demand	Less than 1 year	1 - 5 years	More than 5 years	Total
Non-derivatives					
Borrowings (including interest)	158.32	449.32	1,859.79	4,071.58	6,539.01
Lease liabilities (refer note 4 and 33)	-	0.32	1.44	12.99	14.75
Compulsory convertible debentures (including interest)	-	247.14	212.16	1,640.23	2,099.53
Trade payables	-	6.26	-	-	6.26
Other financial liabilities	-	50.09	-	-	50.09
Derivative	-	-	-	-	-
Other financial liabilities	-	-	-	-	-
Total	158.32	753.13	2,073.39	5,724.80	8,709.64

(C) Market risk

a) Foreign exchange risk

The Company has international transactions and is exposed to foreign exchange risk arising from foreign currency transactions (imports). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency. The Company as per its overall strategy uses forward contracts and swaps to mitigate its risks associated with fluctuations in foreign currency and interest rates on borrowings and such contracts are not designated as hedges under Ind AS 109. The Company does not use forward contracts and swaps for speculative purposes.

Foreign currency risk exposure:

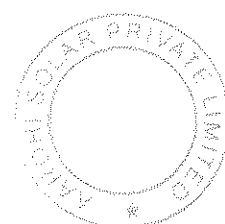
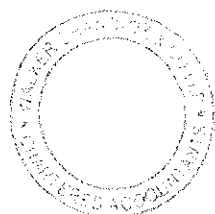
Particulars	Currency	31 March 2022	31 March 2021	Currency	31 March 2022	31 March 2021
Foreign currency loan	USD	7.64	8.04	Rs.	578.86	590.65
Forward contract outstanding	USD	(7.64)	(8.04)	Rs.	(578.86)	(590.65)

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	31 March 2022		31 March 2021	
	Increase by 1%	Decrease by 1%	Increase by 1%	Decrease by 1%
Rs./USD- increase by 1% (31 March 2021: 1%)*	-	-	-	-

* Holding all other variables constant



Derivatives and hedged foreign currency exposure

- (a) Detail of the forward contracts outstanding as at year end to hedge against exposure to variable interest outflow on loans/foreign currency fluctuation.

Year Ended	Currency	No. of contracts	Foreign currency (US \$ mn)	Start Date	End date	Floating rate	Fixed rate (%)
31 March 2022	US \$	1	7.64	31 March 2022	31 March 2023	USD 6M LIBOR + 3%	9.15
31 March 2021	US \$	1	8.04	31 March 2021	31 March 2022	USD 6M LIBOR + 3%	8.85

b) Interest rate risk

i) Liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. The Company is exposed to changes in market interest rates through bank borrowings at variable interest rates.

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

In Rs million unless otherwise stated

Particulars	31 March 2022	31 March 2021
Variable rate borrowing	3,528.40	3,495.61
Fixed rate borrowing	476.41	475.88
Total borrowings	4,004.81	3,971.49

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

Particulars	31 March 2022	31 March 2021
Interest sensitivity*		
Interest rates – increase by 100 basis points (31 March 2021: 100 basis points)	35.28	34.96
Interest rates – decrease by 100 basis points (31 March 2021: 100 basis points)	(35.28)	(34.96)

* Holding all other variables constant

ii) Assets

The Company's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Interest rate risk exposure

Below is the overall exposure of the deposits:

In Rs million unless otherwise stated

Particulars	31 March 2022	31 March 2021
Fixed rate deposits	8.81	47.46
Total deposits	8.81	47.46

c) Price risk

The Company does not have any other price risk than interest rate risk and foreign currency risk as disclosed above.

Capital management

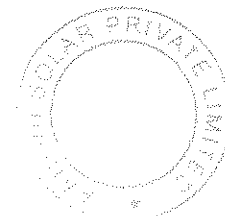
For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep an optimum gearing ratio. The Company includes within net debt, interest bearing loans and borrowings, trade payables, less cash and cash equivalents.

In Rs million unless otherwise stated

Particulars	31 March 2022	31 March 2021
Borrowings	4,168.53	4,129.81
Trade payables	14.61	6.26
Lease liabilities	4.34	4.21
Other financial liabilities	301.31	244.23
Less: Cash and cash equivalents	33.30	137.08
Net debt	4,455.49	4,247.43
Equity	168.75	278.43
Total equity	168.75	278.43
Capital and net debt	4,624.24	4,525.86
Gearing ratio (%)	96.35%	93.85%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings.



27 Related parties

I List of relatd parties as per the requirements of Ind-AS 24 - related party disclosures

Ultimate Holding Company
MKU Holdings Private Limited

Intermediate Holding Company
ACME Cleantech Solutions Private Limited

Holding company
ACME Solar Holdings Private Limited

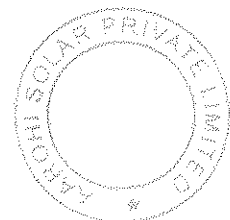
Fellow Subsidiaries (with whom transactions have been made)

Dayanidhi Solar Power Private Limited
ACME Solar Energy Private Limited
ACME Jaisalmer Solar Private Limited
Vishwatma Solar Energy Private Limited
Sunworld Solar Power Private Limited
Niranjana Solar Power Private Limited
Sunworld Innovation Private Limited
Banola Power Private Limited
Mahisagar Power Private Limited
Yogesh Power Private Limited

II. Transactions with related parties and outstanding year end balances

In Rs million unless otherwise stated

S.No.	Particular	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2022	For the year ended 31 March 2021
(A)	Transaction with related parties*	Intermediate Holding and Holding Company	Intermediate Holding and Holding Company	Others	Others
1	Expenses incurred on behalf of the Company				
	ACME Cleantech Solutions Private Limited	4.43	0.28	-	-
	ACME Solar Holdings Private Limited	0.11	-	-	-
	Sunworld Solar Power Private Limited	-	-	0.07	0.06
	Sunworld Innovation Private Limited	-	-	-	-
2	Operation and maintenance expenses				
	ACME Cleantech Solutions Private Limited	19.29	18.38	-	-
3	Repayment of short term borrowing				
	ACME Solar Holdings Private Limited	28.03	-	-	-
	Dayanidhi Solar Power Private Limited	-	-	0.45	-
	Niranjana Solar Power Private Limited	-	-	4.13	-
	ACME Jaisalmer Solar Private Limited	-	-	0.51	-
4	Receipt of loan given to related parties				
	ACME Cleantech Solutions Private Limited	-	35.43	-	-
	Dayanidhi Solar Power Private Limited	-	-	3.90	-
5	Loan given to related parties				
	ACME Cleantech Solutions Private Limited	-	98.00	-	-
	ACME Jaisalmer Solar Private Limited	-	-	2.13	-
	Dayanidhi Solar Power Private Limited	-	-	8.09	-
	Vishwatma Solar Energy Private Limited	-	-	2.71	-
6	Loan from related parties				
	ACME Solar Holdings Private Limited	38.54	48.50	-	-
7	Interest on compulsory convertible debentures				
	ACME Solar Holdings Private Limited	53.54	53.48	-	-
8	Interest income on loan to related parties				
	ACME Solar Holdings Private Limited	0.14	-	-	-



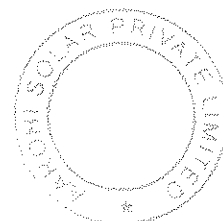
In Rs million unless otherwise stated

S.No.	Particular	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
		Intermediate Holding and Holding Company	Intermediate Holding and Holding Company	Others	Others
(B)	Outstanding balances - year end				
1	Related party receivable[#]				
	ACME Solar Energy Private Limited	-	-	0.24	0.24
2	Trade payables				
	ACME Cleantech Solutions Private Limited	14.44	6.26	-	-
3	Short term borrowings				
	ACME Solar Holdings Private Limited	143.86	133.36	-	-
	Niranjana Solar Power Private Limited	-	-	19.86	24.00
	Dayanidhi Solar Power Private Limited	-	-	-	0.45
	Jaisalmer Solar Power Private Limited	-	-	-	0.51
4	Loan given to related parties				
	ACME Cleantech Solutions Private Limited	367.70	367.70	-	-
	Jaisalmer Solar Power Private Limited	-	-	2.16	-
	Vishwatma Solar Energy Private Limited	-	-	2.75	-
	Dayanidhi Solar Power Private Limited	-	-	4.24	-
5	Joint corporate guarantee given by Companies with respect to borrowings				
	MKU Holdings Private Limited and ACME Cleantech Solutions Private Limited	578.86	590.64	-	-
	Banola Power Private Limited, Mahisagar Power Private Limited, Yogesh Power Private Limited and Sunworld Innovation Private Limited	-	-	3,570.24	3,542.66
6	Related party payable				
	ACME Cleantech Solutions Private Limited	52.21	46.44	-	-
	ACME Solar Holdings Private Limited	0.51	0.40	-	-
	Sunworld Innovation Private Limited	-	-	0.19	0.13
	MKU Holdings Private Limited	0.53	0.53	-	-
7	Compulsory convertible debenture				
	ACME Solar Holdings Private Limited	476.41	475.88	-	-
8	Interest accrued on compulsory convertible debenture				
	ACME Solar Holdings Private Limited	241.84	194.14	-	-

* The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

The Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken at each reporting period.

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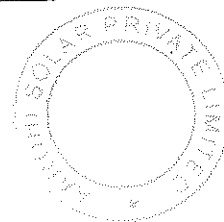
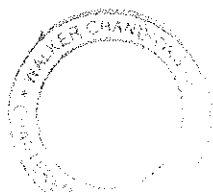


28 Terms of borrowings

S.No.	Nature of loan	Nature of securities	Interest rate	Tenure of repayment	Prepayment of loan amount
1	Term loan (financial institution)	a) Primary security: Term loans from Lender are secured by first pari passu charge by way of mortgage/leasehold right on all immovable and movable assets, both present and future, of the Company and on receivables, cash flow and bank account of the Company. b) Corporate guarantee: Corporate guarantee of Banola Power Private Limited, Mahisagar Power Private Limited, Yogesh Power Private Limited, Sunworld Innovation Private Limited and Saibless Power Private Limited.	PLR (i.e. currently 16.00% p.a) -5.25% spread. At present effective interest rate is 10.95% p.a	Loan shall be paid in 70 structured quarterly instalments commencing from 31 December 2018 and last instalment on 31 March 2036. The Company had availed moratorium on principal repayment due on 31 March 2020. Lenders had agreed to extend the repayment schedule by 1 quarter. Accordingly, last instalment shall become due on 30 June 2036	1% prepayment premium No prepayment to be charged, if the borrower prepays the loans within 90 (ninety) days of the interest/spread reset date, by providing a 60 (sixty) days prior notice, provided that till such date of prepayment the borrower shall pay revised applicable interest rate;
2	Term loan (financial institution)	a) Primary security: Term loans from Lender are secured by first pari passu charge by way of mortgage/leasehold right on all immovable and movable assets, both present and future, of the Company and on receivables, cash flow and bank account of the Company. b) Corporate guarantee: Corporate guarantee of Banola Power Private Limited, Mahisagar Power Private Limited, Yogesh Power Private Limited, Sunworld Innovation Private Limited and Saibless Power Private Limited.	PLR (i.e. currently 16.00% p.a) -5.25% spread. At present effective interest rate is 10.95% p.a	Loan shall be paid in 70 structured quarterly instalments commencing from 31 December 2018 and last instalment shall become due on 31 March 2036.	1% prepayment premium No prepayment to be charged, if the borrower prepays the loans within 90 (ninety) days of the interest/spread reset date, by providing a 60 (sixty) days prior notice, provided that till such date of prepayment the borrower shall pay revised applicable interest rate;
3	Term loan (financial institution)	a) Primary security: Term loans from Lender are secured by first pari passu charge by way of mortgage/leasehold right on all immovable and movable assets, both present and future, of the Company and on receivables, cash flow and bank account of the Company. b) Corporate guarantee: Corporate guarantee of Banola Power Private Limited, Mahisagar Power Private Limited, Yogesh Power Private Limited, Sunworld Innovation Private Limited and Saibless Power Private Limited.	PLR (i.e. currently 16.00% p.a) -6.00% spread. At present effective interest rate is 10.00% p.a	Loan shall be paid in 70 structured quarterly instalments commencing from 31 December 2018 and last instalment shall become due on 31 March 2036. The Company has availed moratorium on principal repayment due on 31 March 2020. Lenders have agreed to extend the repayment schedule by 1 quarter. Accordingly last instalment extended to 30 June 2036	2% prepayment premium No prepayment to be charged, if the borrower prepays the loans within 90 (ninety) days of the interest/spread reset date, by providing a 60 (sixty) days prior notice, provided that till such date of prepayment the borrower shall pay revised applicable interest rate;
4	Term loan (foreign loan)	a) Primary security: Term loans from overseas financial institutions are secured by first charge on all immovable properties and movable properties assets of the projects both present & future of the Company and current assets and on TRA & DSRA, to be maintained by borrower. b) Collateral security: Pledge of 51% equity shares of the borrower c) Corporate guarantee of Acme Cleantech Solutions Private Limited, MKU Holdings Private Limited, Banola Power Private Limited, Mahisagar Power Private Limited, Yogesh Power Private Limited, Sunworld Innovation Private Limited and Saibless Power Private Limited.	LIBOR + 3%	Repayment of the term loan in 65 structured instalments.	A pre-payment penalty of 2% of the amount repaid shall be levied. However, no pre-payment charges shall be payable if the prepayment is effected in any of the following events: a) At the instance of the lenders. b) If the prepayment is made with advance notice to the lenders. c) If prepayment is made from funds raised from IPO/Private Equity by the borrower.

Note:-

Corporate guarantee of Rs. 3,570.24 million (31 March 2021 : Rs. 3,542.66 million) has been given by Saibless Power Private Limited.



Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

29 (Loss)/earnings per share

Both the basic and diluted earnings per share have been calculated using the (loss)/profit attributable to shareholders of the parent company as the numerator, i.e. no adjustments to (loss)/profit were necessary.

The reconciliation of the weighted average number of shares for the purposes of diluted (loss)/earnings per share to the weighted average number of ordinary shares used in the calculation of basic (loss)/earnings per share is as follows:

Particulars	In Rs million unless otherwise stated	
	For the year ended 31 March 2022	For the year ended 31 March 2021
(Loss)/profit attributable to owners	(109.68)	37.46
Number of equity shares	2,017,066	2,017,066
Weighted average number of shares used in basic (loss)/earnings per share	2,017,066	2,017,066
Weighted average number of shares used in diluted (loss)/earnings per share	2,017,066	2,017,066
Basic (loss)/earnings per share (Rs.)	(54.38)	18.57
Diluted (loss)/earnings per share (Rs.)	(54.38)	18.57

Compulsorily convertible debentures, which are convertible into variable number of equity share based upon the fair value of the equity shares on the date of conversion, have not been considered in the calculation of earnings per share.

30 Details of assets pledged

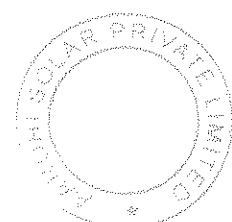
The carrying amounts of assets pledged as security for current and non-current borrowings are:

Particulars	In Rs million unless otherwise stated	
	As at 31 March 2022	As at 31 March 2021
Current		
Trade receivables	1,443.21	1,053.79
Cash and cash equivalents	33.30	137.08
Other bank balances	8.81	40.83
Loans	376.85	367.70
Other financial assets	59.49	60.14
Other current assets	0.55	1.43
Total	1,922.21	1,660.97
Non-current		
Property, plant and equipment	2,587.13	2,816.84
Other financial assets	4.74	10.86
Total	2,591.87	2,827.70
Grand total	4,514.08	4,488.67

- 31 The Government of Andhra Pradesh had issued a government order on 1 July 2019, pursuant to which it constituted a high-level negotiation committee to negotiate and reduce the tariff of solar power purchase agreements (PPAs) to Rs. 2.44 per unit. Pursuant to this Government order, the DISCOM in Andhra Pradesh, with whom power purchase agreement was entered, issued notice to the Company, asking for reduction of the tariff to Rs. 2.44/unit, failing which the PPA would be terminated. The Company approached Hon'ble High Court of Andhra Pradesh and the Hon'ble High Court pronounced its interim order on 24 September 2019 by way of which Government order and DISCOM notice were set aside and AP DISCOM was directed to make payment at interim tariff of Rs. 2.44 per unit till the already pending matter before Andhra Pradesh Electricity Regulatory Commission ("Commission") is decided by the Commission. The Company challenged the said order before divisional bench of Hon'ble High Court to the extent of interim tariff of Rs. 2.44 per unit as there was no such matter related to solar developers which was pending before the Commission as the matter related to wind developers alone was pending before the Commission and thus, the said findings were incorrect. On 15 March 2022, High Court of Andhra Pradesh issued its order in Company's favor stating that the order passed by the learned single Judge fixing the interim rate or interim tariff of Rs. 2.44 per unit for solar power and for payment of all the pending and future bills of all the petitioners, is set aside and instead the DISCOM is directed to make payment of all pending and future bills at the rate mentioned in the PPAs and further, the payment of arrears/ pending bills shall be made within a period of six weeks from the date of the said order. Pursuant to such order by the Honorable High Court, AP Discoms filed a petition before Hon'ble Supreme Court against the said order of High Court of Andhra Pradesh, which is currently pending disposal. Further, AP Discoms also filed an interlocutory application before Hon'ble High Court seeking 12 months' time to pay the outstanding dues to RE Generators, which is also pending disposal.

Due to non- payment of dues by AP Discoms, the Company has also filed a contempt petition before Division bench of AP High Court for non-compliance of its order. The contempt petition is yet to be listed for hearing. During the pendency of Writ Appeal before Division Bench of AP HC and Supreme Court, AP DISCOMs have made payments towards energy bills in multiple tranches, at the interim tariff of Rs. 2.44 per unit upto 30 June 2021. The balance of trade receivables representing the difference between the rate charged by the Company based on original PPA and such interim tariff rate as mentioned above and used for payment by AP DISCOM aggregates to Rs 1,259.77 million as at 31 March 2022. Based on the internal analysis supported by legal opinion, the management is of the view that it is more likely than not that the matter will be decided in favor of the Company and hence, no adjustments in the trade receivables balance as at 31 March 2022, is considered necessary in these financial statements.

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32 Reconciliation of liabilities from financing activities

In Rs million unless otherwise stated

Particulars	As at 31 March 2021	Cash flows		Non cash changes		As at 31 March 2022
		Additions	Payments	Foreign exchange movement	Interest expenses/adjustment	
Borrowings from term loan	3,788.05	-	(112.58)	17.50	5.75	3,698.72
Lease liabilities	4.21	-	(0.31)	-	0.44	4.34
Borrowings from related parties	341.76	293.67	(165.62)	-	-	469.81
Interest accrued on borrowings	194.14	-	(360.52)	-	408.22	241.84
Total liabilities from financial activities	4,328.16	293.67	(639.03)	17.50	414.41	4,414.71

In Rs million unless otherwise stated

Particulars	As at 31 March 2020	Cash flows		Non cash changes		As at 31 March 2021
		Additions	Payments	Foreign exchange movement	Interest expenses/adjustment	
Borrowings from term loan	3,746.71	-	(59.43)	(15.12)	115.89	3,788.05
Lease liabilities	4.09	-	(0.31)	-	0.43	4.21
Borrowings from related parties	183.62	155.55	-	-	2.59	341.76
Interest accrued on borrowings	145.11	-	(249.32)	-	298.35	194.14
Total liabilities from financial activities	4,079.53	155.55	(309.06)	(15.12)	417.26	4,328.16

33 Ind AS 116 - Leases

The Company has lease agreement usually for a period of 30 years with individuals for land. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. The Company classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublease the asset to another party, the right-of-use asset can only be used by the Company. The Company is prohibited from selling or pledging the underlying leased assets as security.

A Lease payments not included in measurement of lease liability

The Company did not entered into any lease arrangements which are either of low value or are considered as short term leases.

B Information about extension and termination options

The lease agreement provide options for extension to the Company if power purchase agreement is extended.

34 Segment reporting

The Company is engaged in the business of sale of electricity. Chief Operating Decision Maker (CODM) reviews the financial information of the Company as a whole for decision-making and accordingly the Company has a single reportable segment. All the revenue has been billed to a single customer. Further, the operations of the Company are limited within one geographical segment. Hence, no further disclosure is required to be made.

35 Additional regulatory disclosure

a) The following are analytical ratios for the year ended 31 March 2022 and 31 March 2021:

Particular	Note	31 March 2022	31 March 2021	Variance
(a) Current ratio	(i)	2.08	2.37	-11.91%
(b) Debt equity ratio	(ii)	24.70	14.83	-66.54% ^
(c) Debt service coverage ratio	(iii)	1.18	2.09	-43.52% @
(d) Return on equity ratio (%)	(iv)	-49.05%	14.42%	-440.08% *
(e) Inventory turnover ratio	(v)	Not Applicable	Not Applicable	Not Applicable
(f) Trade receivable turnover ratio	(vi)	0.46	0.70	-34.13% **
(g) Trade payable turnover ratio	(vii)	Not Applicable	Not Applicable	Not Applicable
(h) Net capital turnover ratio	(viii)	0.58	0.61	-4.80%
(i) Net profit ratio (%)	(ix)	-18.98%	6.41%	-396.16% *
(j) Return on capital employed ratio (%)	(x)	7.45%	9.41%	-20.78%
(k) Return on investment ratio (%)	(xi)	Not Applicable	Not Applicable	Not Applicable

Reasons for variance

^ Increase in debt and losses in current year resulted in decrease in ratio.

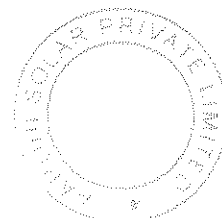
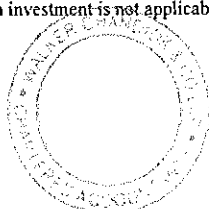
@ Increase in finance cost and debt repayment resulted in decrease in ratio.

* Decrease in other income and increase in other costs led to decrease in net profit ratio in comparison to previous year.

** Lower recovery from debtors in current year resulted in decrease in ratio.

Notes :

- (i) Current ratio = Current assets/ current liabilities
- (ii) Debt Equity Ratio = Total Debt/ Shareholders equity
- (iii) Debt service coverage ratio = Earnings available for debt service/ Debt Service (refer point (A) below)
- (iv) Return on Equity = Net Profits after taxes - Preference Dividend (if any)/ Average Shareholder's Equity
- (v) Inventory turnover ratio is not applicable to the Company as no inventory is held by the Company.
- (vi) Trade receivables turnover ratio = Net Credit Sales/ Avg. Accounts Receivable
- (vii) Trade payables turnover ratio is not applicable to the Company as the Company is engaged in generation of electricity, hence no significant purchases have been made.
- (viii) Net capital turnover ratio = Net Sales/ Working Capital
- (ix) Net Profit Ratio= Net profit/ Net sales
- (x) Return on capital employed (ROCE)= Earning before interest and taxes/ Capital Employed (refer point (B) below)
- (xi) Return on investment is not applicable to the Company as no investment is held.



Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

Other explanatory points

- (A) Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.
Debt service = Interest & Lease Payments + Principal Repayments
"Net Profit after tax" means reported amount of "Profit / (loss) for the period" and it does not include items of other comprehensive income.
- (B) Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability
- b) The Company has not been declared as wilful defaulter by any bank or financial institution or any other lender.
- c) The Company does not have any charges or satisfaction, which is yet to be registered with Registrar of Companies, beyond the statutory period prescribed under the Companies Act, 2013 and the rules made thereunder.
- d) The Company has not entered into any transaction which has not been recorded in the books of account, that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- e) The Company has not traded or invested in crypto currency or virtual currency during the year.
- f) The Company does not have any Benami property and further, no proceedings have been initiated or are pending against the Company, in this regard.
- g) The Company has not entered into any transactions with struck off companies, as defined under the Companies Act, 2013 and rules made thereunder.
- h) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- i) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

36 Impact of COVID19

Consequent to spread of Coronavirus disease (COVID 2019), the Government of India had announced national wide lock down from 25 March, 2020 which was gradually lifted subsequently. The Company is engaged in provision of essential services and therefore, continues to operate, there has not been a significant impact in this pandemic situation. The Ministry of New and Renewable Energy (MNRE) vide its order dated 1 April 2020 has directed the Discoms to pay the electricity dues to the renewable energy generating stations on regular basis as was being done prior to lockdown.

To manage the expected liquidity risk, the Company has increased the review frequency of cash planning. The Company has considered internal and external information up to the date of approval of these financial statements including directives/communique issued by CERC and other government agencies, in determining the impact of global pandemic on carrying values of assets and liabilities as of 31 March 2022. While the impact has not been of any significance as of now, the Company is closely monitoring developments, its operations, liquidity and capital resources and is actively working to minimize the impact of this unprecedented situation.

37 Subsequent event

The Company has evaluated events and transactions, which occurred subsequent to the balance sheet date but prior to the date when financial statements were available to be issued. There were no material subsequent event which are required to be disclosed.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/NS00013

Deepak Mittal
Partner
Membership No. 503843

Place: Gurugram
Date: 30 June 2022

For D H A N A & Associates
Chartered Accountants
Firm Registration No.: 510525C

Arun Khandelia
Partner
Membership No. 089125

Place: New Delhi
Date: 30 June 2022

For and on behalf of the Board of Directors

Veer Pratap
Director
DIN No. 06887340

Place: Gurugram
Date: 30 June 2022

Jyoti Arora
Director
DIN No. 07199436

Place: Gurugram
Date: 30 June 2022

