



**AVAADA SOLARISE ENERGY PRIVATE LIMITED**

**Fourth Annual Report for FY 2021-22**

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## CORPORATE INFORMATION



**Registered Office:** 910/19, Suryakiran, Kasturba Gandhi Marg, New Delhi - 110001

**Corporate Office:** 406, 4<sup>th</sup> Floor, Hubtown Solaris, N. S. Phadke Marg, Andheri (East), Mumbai - 400069

**Email:** [avaadasolarise@avaada.com](mailto:avaadasolarise@avaada.com)

**Website:** <https://avaadaenergy.com/solarise/>

### **Board of Directors and Key Managerial Personnel:**

**Mr. Rajesh Bihari Dwivedi (DIN: 09133422), Director**  
(Appointed w.e.f. December 9, 2021)

**Mr. Gopal Goel (DIN: 09133443), Director**  
(Appointed w.e.f. December 9, 2021)

**Ms. Aadishri Sahasrabuddhe (ACS-60642), Company Secretary & Compliance Officer**  
(Appointed w.e.f. December 23, 2021)

### **Auditors:**

#### **Statutory Auditor:**

**M/s. Deloitte Haskins & Sells,**  
**Chartered Accountants**

**Address:** 10<sup>th</sup> Floor, Building 10, Tower B,  
DLF Cyber City Complex,  
DLF City Phase-II, Gurgaon- 122001

#### **Secretarial Auditor:**

**M/s Deepak A. Variya & Co.,**  
**Practicing Company Secretaries**

**Address:** Office No. 305, Kaveri Commercial  
Premises, Co-op. Soc Ltd, Third Floor,  
Sakinaka, Mumbai- 400072

### **Internal Auditors:**

**M/s Acquisory Consulting LLP**  
(Financial year 2021-22)

**M/s Grant Thornton Bharat LLP**  
(Financial year 2022-23)

### **Cost Auditor:**

**M/s HCB & Co., the Cost Accountants**

### **Registrar & Transfer Agent:**

**Linkintime India Private Limited**

**Address:** C 101, 247 Park, L B S Marg,  
Vikhroli (West), Mumbai- 400083

**Phone:** +91 022- 49186000

### **Debenture Trustee:**

**Catalyst Trusteeship Limited**

**Address:** 810, 8th Floor, Kailash Building 26,  
Kasturba Gandhi Marg, New Delhi - 110001

**Phone:** +91 (11) 43029101

Correspondence Office:  
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## NOTICE

NOTICE is hereby given that the 4<sup>th</sup> annual general meeting of the members of Avaada Solarise Energy Private Limited (“the Company”) will be held on Monday, September 26, 2022 at 10.55 a.m at 406, 4<sup>th</sup> Floor, Hubtown Solaris, N. S. Phadke Marg, Andheri (East), Mumbai – 400069, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited annual financial statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors’ thereon.
2. To appoint M/s Deloitte Haskins & Sells (FRN: 015125N), the Chartered Accountants as the Statutory Auditors of the Company to hold the office for further period of five years i.e. from the financial year 2022-23 to financial year 2026-27.

### SPECIAL BUSINESS:

3. To appoint Mr. Rajesh Bihari Dwivedi (DIN: 09133422) as the Director of the Company:

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

“**RESOLVED THAT** Mr. Rajesh Bihari Dwivedi (DIN: 09133422) who was appointed as an additional director by the Board of Directors in their meeting held on December 9, 2021 in accordance with the provisions of Section 161 of the Companies Act, 2013 and who holds office only upto the date of this annual general meeting be and is hereby appointed as the Director of the Company.

**RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company be and are hereby severally authorised to do all the acts, deeds and things which are necessary to give effect to the said resolution.”

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[www.avaadaenergy.com](http://www.avaadaenergy.com)

**4. To appoint Mr. Gopal Goel (DIN: 09133443) as the Director of the Company:**

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

“**RESOLVED THAT** Mr. Gopal Goel (DIN: 09133443) who was appointed as an additional director by the Board of Directors in their meeting held on December 9, 2021 in accordance with the provisions of Section 161 of the Companies Act, 2013 and who holds office only upto the date of this annual general meeting be and is hereby appointed as the Director of the Company.

**RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company be and are hereby severally authorised to do all the acts, deeds and things which are necessary to give effect to the said resolution.”

**5. To ratify remuneration of M/s HCB & Co., the Cost Accountants as the Cost Auditors of the Company for the Financial Year 2022-23:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the members of the Company hereby ratify the remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand Only) payable to M/s HCB & Co., the Cost Accountants, (Firm Registration Number-000525), who has been appointed by the Board of Directors as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2022-23.



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**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and matters that may be required in this regard.”

**By Order of the Board  
For Avaada Solarise Energy Private Limited**

A handwritten signature in blue ink, appearing to read "Aadishri Sahasrabuddhe", is written over a circular stamp.

**Aadishri Sahasrabuddhe  
Company Secretary**

**Place: Noida**

**Date: May 30, 2022**

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**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the Meeting.

2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the annual general meeting in respect of Item nos. 3, 4 and 5 is annexed hereto and forms part of the Notice.

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

### Item No. 3:

In terms of Section 161 of the Companies Act, 2013, Mr. Rajesh Bihari Dwivedi (DIN: 09133422) was appointed as an additional director of the Company at the board meeting held on December 9, 2021 to hold up to the date of the ensuing annual general meeting of the Company. His brief profile is as follows: -

<b>Nationality</b>	Indian
<b>Date of Birth</b>	February 1, 1973
<b>Qualifications</b>	M.Tech- Control System from NIT Allahabad and B.E- Electronics & Telecom from Govt Engineering College, Rewa
<b>Experience</b>	<ul style="list-style-type: none"> <li>- Mr. Rajesh Dwivedi is heading Operations and Maintenance at Avaada Group.</li> <li>- He has overall 23+ years of experience in operation and maintenance, design engineering, project erection &amp; commissioning etc.</li> <li>- He has previously worked with NTPC, Lanco Infratech &amp; L&amp;T.</li> </ul>
<b>Date of Appointment on the Board</b>	December 9, 2021
<b>Terms and Conditions of Appointment</b>	Appointed as Non-Executive Director
<b>Details of remuneration sought to be paid</b>	None
<b>Last drawn remuneration</b>	None
<b>Shareholding in the Company</b>	None

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<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	None
<b>Number of Meetings of the Board attended during the year</b>	3
<b>Directorship in Other Companies</b>	1. Avaada MHVidarbha Private Limited (formerly known as 'Avaada MHYavat Private Limited') 2. Avaada Sunlight Private Limited 3. Avaada RJJamsar Private Limited (formerly known as 'Azure Power Forty Six Private Limited') 4. Avaada RJBikaner Private Limited 5. Avaada RJGreen Private Limited 6. Avaada IndSolar Private Limited 7. Avaada InSustainable Private Limited 8. Avaada KNYadgir Private Limited
<b>Chairman/Members in Committee of Board of Companies in which he/she is a Director</b>	None

Mr. Rajesh Bihari Dwivedi (DIN: 09133422) is not disqualified from being appointed as the Director in terms of Section 164 of the Act.

The Board is of opinion Mr. Rajesh Bihari Dwivedi (DIN: 09133422) possesses appropriate skills, experience and knowledge that will enable him to discharge his duties, roles and functions as the Director.

The Board of Directors recommends the passing of the resolution at Item no. 3 of the notice by way of an ordinary resolution.

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Save and except Mr. Rajesh Bihari Dwivedi (DIN: 09133422), none of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item no. 3 of the Notice.

#### Item No. 4:

In terms of Section 161 of the Companies Act, 2013, Mr. Gopal Goel (DIN: 09133443) was appointed as an additional director of the Company at the board meeting held on December 9, 2021 to hold up to the date of the ensuing annual general meeting of the Company. His brief profile is as follows: -

<b>Nationality</b>	Indian
<b>Date of Birth</b>	November 2, 1980
<b>Qualifications</b>	Chartered Accountant (C.A.) from Institute of Chartered Accountants of India (ICAI) and LLB, Gold Medallist from C.C.S. University Meerut
<b>Experience</b>	<ul style="list-style-type: none"> <li>- Mr. Goel is heading Taxation function of the Avaada Group.</li> <li>- He has overall experience of more than 21 years in the field taxation including Corporate Income Tax, International Tax, Transfer Pricing, VAT, GST etc.</li> <li>- He has previously worked with L&amp;T, Punj Lloyd and Isolux Corsan etc.</li> </ul>
<b>Date of Appointment on the Board</b>	December 9, 2021
<b>Terms and Conditions of Appointment</b>	Appointed as Non-Executive Director
<b>Details of remuneration sought to be paid</b>	None

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<b>Last drawn remuneration</b>	None
<b>Shareholding in the Company</b>	None
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	None
<b>Number of Meetings of the Board attended during the year</b>	3
<b>Directorship in Other Companies</b>	<ol style="list-style-type: none"> <li>1. Avaada MHVidarbha Private Limited (formerly known as 'Avaada MHYavat Private Limited')</li> <li>2. Avaada RJBikaner Private Limited</li> <li>3. Avaada RJGreen Private Limited</li> <li>4. Avaada IndSolar Private Limited</li> <li>5. Avaada Clean Sustainable Energy Private Limited</li> <li>6. Avaada Insustainable Private Limited</li> <li>7. Avaada KNYadgir Private Limited</li> </ol>
<b>Chairman/Members in Committee of Board of Companies in which he/she is a Director</b>	None

Mr. Gopal Goel (DIN: 09133443) is not disqualified from being appointed as the Director in terms of Section 164 of the Act.

The Board is of opinion Mr. Gopal Goel (DIN: 09133443) possesses appropriate skills, experience and knowledge that will enable him to discharge his duties, roles and functions as the Director.

The Board of Directors recommends the passing of the resolution at Item no. 4 of the notice by way of an ordinary resolution.

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Save and except Mr. Gopal Goel (DIN: 09133443), none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item no. 4 of the Notice.

#### Item No. 5:

As the turnover of the Company during the financial year ended March 31, 2022 had exceeded Rs. 50 crores, in accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit Rules) 2014 and other applicable provisions of the Companies Act, 2013, the Board of Directors in their meeting held on May 30, 2022 had approved the re-appointment of M/s HCB & Co., the Cost Accountants as the Cost Auditors for the financial year ending March 31, 2023 at an annual remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand Only).

Further, in accordance with the said provisions of the Companies Act, 2013 and rules thereunder, the remuneration payable to the Cost Auditors as approved by the Board, needs to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023 by approving the passing of an ordinary resolution as set out at Item No. 5 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

**By Order of the Board  
For Avaada Solarise Energy Private Limited**

  
**Aadishri Sahasrabudhe  
Company Secretary**

Place: Noida  
Date: May 30, 2022

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**ATTENDANCE SLIP**

*To be handed over at the entrance of the Meeting Hall*

4<sup>th</sup> annual general meeting

Monday, September 26, 2022 at 10.55 a.m.

<b>Name of the Member(s)</b>	
<b>Registered address</b>	
<b>E-mail ID</b>	
<b>Folio No./DP ID-client ID</b>	
<b>No. of Shares</b>	

I/We certify that I/We am/are the registered Member(s)/Proxy for the registered Member(s) of the Company.

I/We hereby record my/our presence at the 4<sup>th</sup> annual general meeting of the Company held at 406, 4<sup>th</sup> Floor, Hubtown Solaris, N. S. Phadke Marg, Andheri (East), Mumbai – 400069 on Monday, September 26, 2022 at 10.55 a.m.

-----  
**Member's/Proxy Signature**

Note: Please complete this slip and hand it over at the entrance of the Meeting venue.  
-----

**Form no. MGT-11**
**Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Management and Administration Rules, 2014]

<b>CIN</b>	U40300DL2018PTC338280
<b>Name of the Company</b>	Avaada Solarise Energy Private Limited
<b>Registered Office</b>	910/19, Suryakiran, Kasturba Gandhi Marg, New Delhi - 110 001
<b>Name of the member(s)</b>	
<b>Registered Address</b>	
<b>E-mail ID</b>	
<b>Folio No./Client ID</b>	
<b>DP ID</b>	

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

1.	Name	Address Signature:	or failing him
2.	Name	Address Signature:	or failing him
3.	Name	Address Signature:	or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 4<sup>th</sup> annual general meeting of the Company to be held on Monday, September 26, 2022 at 10.55 a.m at 406, 4<sup>th</sup> Floor, Hubtown Solaris, N. S. Phadke Marg, Andheri (East), Mumbai - 400069 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No. of resolution	Particulars	For	Against
<b>Ordinary Business:</b>			
1.	To receive, consider and adopt the audited annual financial statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon		
2.	To appoint Deloitte Haskins & Sells, the Chartered Accountants (FRN:015125N) as the Statutory Auditors of the Company to hold the office for further period of five years i.e. from the financial year 2022-23 to financial year 2026-27		
<b>Special Business:</b>			
3.	To appoint Mr. Rajesh Bihari Dwivedi (DIN: 09133422) as the Director of the Company		
4.	To appoint Mr. Gopal Goel (DIN: 09133443) as the Director of the Company		
5.	To ratify remuneration of M/s HCB & Co., the Cost Accountants as the Cost Auditors of the Company for the Financial Year 2022-23		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Affix  
Revenue  
Stamp

\_\_\_\_\_  
**Signature of shareholder**

\_\_\_\_\_  
**Signature of Proxy holder(s)**

**Notes:**

*This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.*

*Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.*

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## BOARD'S REPORT

To,  
The Members,  
Avaada Solarise Energy Private Limited ("the Company")

On behalf of the Board of Directors, it is our pleasure to present the 4<sup>th</sup> Annual Report together with the Audited Financial Statements of the Company for the financial year ended March 31, 2022 as under:

### Financial Results and Business Review:

A summary of the comparative financial performance of the Company for financial years 2021-22 and 2020-21 is presented below:

(Amount in INR millions)

Particulars	Financial Year ended	
	31/03/2022	31/03/2021
Revenue from Operations	929.74	935.60
Other Income	30.30	27.20
Total Income	960.04	962.80
Less: Expenditure	287.25	119.91
Profit/(Loss) before Depreciation, Interest and Tax	672.79	842.89
Less: Depreciation and amortization expense	271.36	263.78
Less: Interest on external borrowings	465.47	509.40
Profit/(Loss) before exceptional and extraordinary items	(64.04)	69.71
Less: Exceptional and extraordinary items	-	-
Profit/(Loss) before Tax (PBT)	(64.04)	69.71
Provision for Income Tax		
(i) Current Tax	-	-
(ii) Deferred Tax	(29.85)	39.65
<b>Net Profit/(Loss) after Tax (PAT)</b>	<b>(34.19)</b>	<b>30.06</b>

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The Company has 3 x 50 MW Grid Connected Solar PV Power Project operational in Pavagada Taluka in the State of Karnataka. The Company's revenue from operations during the year was INR 929.74 millions as compared to revenue of INR 935.60 millions in the previous year. Whereas, loss before tax of the Company was INR 64.04 millions as compared to profit before tax of INR 69.71 millions in the previous year.

Further, the Company's net loss for the year was INR 34.19 millions as compared to net profit after tax of INR 30.06 millions in the previous year.

#### **Dividend:**

As the Company does not have any profits during the year, your Directors do not recommend any dividend for the year ended March 31, 2022.

#### **Reserves:**

As the Company does not have any profits during the year, no amount is proposed to be transferred to reserves.

#### **Renewable Energy Outlook:**

#### **COVID-19 Economic Stimulus and Performance of Power Sector in India**

India, as a nation, has stood firmly to manage the unprecedented challenge caused by COVID-19. The management model adopted at the national and the state level, has been well lauded nationally and internationally during these trying times for planning and execution. The second wave has caught the nation unaware with its rapidity and magnitude. India stood strong and has not witnessed a breakdown in the supply chain of health infrastructure despite the effect of the virus.

Unarguably, the second wave of the COVID pandemic was more severe and electricity being an essential service, the Government was expected to support the local communities, administration and Government machinery in the battle against the Pandemic through seamless 24X7 electricity service.

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The second wave of COVID-19 showed its devastating effect mainly in the month of April-May 2021. The response to the second wave was handled by the state governments by implementing lockdowns and closing their borders. As all efforts were being made to maintain reliability of power system even during COVID-19 pandemic, the all India lockdown for containment of COVID-19 from 25th March 2020 onwards had resulted in reduction of all India Electricity Demand by 25-30% as compared to the same period in 2019 due to shutting down of a large chunk of industrial, commercial and traction loads. Subsequently, with gradual removal of lock down and re-opening of the country's economy, the electricity demand started recovering. However, due to the second wave of the pandemic which started in April 2021, many states re-imposed lockdowns but due to the decentralized nature of lockdowns, impact on all India demand was lower than first wave.

Against the backdrop of the unprecedented impact of the COVID-19 pandemic on the economy, the government introduced a stimulus package under the Atmanirbhar Bharat scheme to revive economic growth and make the country self-reliant. In the last tranche of the stimulus package, the government increased the borrowing limit of the states from 3% to 5% of the gross state domestic product (GSDP).

Whereas Government of India have duly recognized COVID-19 Pandemic as an event of Force Majeure in the Contracts/Agreements signed for execution of power/renewable energy projects and granted extension in timelines for completion of the projects; during first wave (FY 2020-21) the blanket extension was granted for five months and upto six months on case to case basis and, during the second wave, extension was granted for seventy six (76) days.

### Renewable Energy Prospect in India

The Indian renewable energy sector is the fourth most attractive renewable energy market in the world. India was ranked fourth in wind power, fifth in solar power and fourth in renewable power installed capacity, as of 2020.

Installed renewable power generation capacity has gained pace over the past few years, posting a CAGR of 17.33% between FY16-20. With the increased support of

Government and improved economics, the sector has become attractive from investors perspective. As India looks to meet its energy demand on its own, which is expected to reach 15,820 TWh by 2040, renewable energy is set to play an important role. The government plans to establish renewable energy capacity of 523 GW (including 73 GW from Hydro) by 2030.

The renewable energy sector outlook for the year 2022 is bright despite the COVID-19 disruptions. The sector has certainly found the path to recovery with a steady improvement in power demand and recovery in economic activities. The sun is shining bright on the Indian power sector with the share of renewable energy constantly on the rise in the country's total energy mix.

### Market Size for Renewable Energy in India

<b>Programme/Scheme wise Cumulative Physical Progress as on April, 2022</b>		
<b>Sector</b>	<b>FY- 2022-23</b>	
	<b>Achievements (April 2022)</b>	<b>Cumulative Achievements (as on 30.04.2022)</b>
<b>I. Installed RE Capacity (CAPACITIES IN MW)</b>		
Wind Power	170.50	40528.08
Solar Power*	1341.10	55337.66
Small Hydro Power	2.00	4850.90
Biomass (Bagasse) Cogeneration	0.00	9433.56

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Biomass(non-bagasse)Cogeneration	0.00	772.05
Waste to Power	0.00	223.14
Waste to Energy (off-grid)	0.00	253.61
<b>Total</b>	<b>1513.60</b>	<b>111399.00</b>

India is targeting about 450 Gigawatt (GW) of installed renewable energy capacity by 2030 – about 280 GW (over 60%) is expected from solar. The renewable energy capacity addition stood at 8.2 GW for the first eight months of FY22 against 3.4 GW for the first eight months of FY21. ICRA expects renewable energy capacity addition of 12.5 GW in FY22 and 16 GW in FY23.

Solar power installed capacity has increased by more than 18 times from 2.63 GW in March 2014 to 49.3 GW at the end of 2021. In FY22, till December 2021, India has added 7.4 GW of solar power capacity, up 335% from 1.73 GW in the previous year. Off-grid solar power is growing at a fast pace in India, with sales of 329,000 off-grid solar products in the first half of 2021.

With a potential capacity of 363 GW and with policies focused on the renewable energy sector, Northern India is expected to become the hub for renewable energy in India.

## Investments and Developments

According to the data released by Department for Promotion of Industry and Internal Trade (DPIIT), FDI inflow in the Indian non-conventional energy sector stood at US\$ 11.21 billion between April 2000-December 2021. More than INR 5.2 lakh crore (US\$ 70 billion) has been invested in India's renewable energy sector since 2014. According to the analytics firm British Business Energy, India ranked 3rd globally in terms of its renewable energy investments and plans in 2020.

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Some major investments and developments in the Indian renewable energy sector are as follows:

- India ranked third on the EY Renewable Energy Country Attractive Index 2021;
- In February 2022, Creduce Technologies-HCPL JV announced winning the bid for India's single largest hydro power carbon credits project with Satluj Jal Vidyut Nigam, which will create more than 80 million carbon credits;
- In February 2022, Husk Power Systems, a renewable energy company working towards rural electrification, secured a US\$ 4.2 million loan from the Indian Renewable Energy Development Agency (IREDA);
- In December 2021, India's largest energy provider, Tata Power, was awarded a contract by the Maharashtra State Electricity Distribution Company Limited (MSEDCL) to set up a 300 MW wind-solar hybrid power plant;
- In October 2021, Reliance New Energy Solar Ltd. (RNESL) announced two acquisitions to build more capabilities. Both acquisitions – REC Solar Holdings AS (REC Group), a Norway-based firm, and Sterling & Wilson Solar, based in India – exceeded US\$ 1 billion and are expected to contribute to Reliance's target of achieving the capacity of 100 GW of solar energy at Jamnagar by 2030;
- In October 2021, Adani Green Energy Ltd. (AGEL) acquired SB Energy India for US\$ 3.5 billion to strengthen its position in the renewable energy sector in India;
- In August 2021, Copenhagen Infrastructure Partners (CIP) signed an investment agreement with Amp Energy India Private Limited to facilitate joint equity investments of US\$ 200 million across Indian renewable energy projects;
- In July 2021, National Thermal Power Corporation Renewable Energy Ltd. (NTPC REL), NTPC's fully owned subsidiary, sent out a tender to domestic manufacturers to build India's first green hydrogen fueling station in Leh, Ladakh;
- In June 2021, Reliance Industries announced investments upto INR 75,000 crore (US\$ 10.07 billion) in the green energy segment;

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- In June 2021, Suzlon secured a contract for 252 MW wind power project from CLP India. The project is expected to be commissioned in 2022;
- In June 2021, Tata Power Solar secured a contract worth INR 686 crore (US\$ 93.58 million) from the NTPC to build 210 MW projects in Gujarat;
- In May 2021, Virescent Infrastructure, a renewable energy platform, acquired 76% of India's solar asset portfolio of Singapore-based Sindicatum Renewable Energy Company Pte Ltd.;
- In April 2021, GE Power India's approved the acquisition of 50% stake in NTPC GE Power Services Pvt. Ltd. for Rs 7.2 crore (US\$ 0.96 million);
- The NTPC is expected to commission India's largest floating solar power plant in Ramagundam, Telangana by May-June 2022. The expected total installed capacity is 447MW; and
- The Solar Energy Corporation of India (SECI) implemented large-scale central auctions for solar parks and has awarded contracts for 47 parks with over 25 GW of combined capacity.

## Government initiatives

Some initiatives by Government of India to boost India's renewable energy sector are as follows:

- Electricity (Rights of Consumers) Rules, 2020

The Ministry of Power has notified Electricity (Rights of Consumers) Rules, 2020 on 31.12.2020 under section 176 of the Electricity Act, 2003. These Rules shall empower the consumers of electricity and emanate from the conviction that the power systems exist to serve the consumers and the consumers have rights to get the reliable services and quality electricity.

Implementation of these Rules shall ensure that new electricity connections, refunds and other services are given in a time bound manner. Wilful disregard to consumer rights will result in levying penalties on service providers.

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An amendment to Electricity (Rights of Consumers) Rules, 2020 was also notified on 29.09.2021 wherein the limit for net metering was increased to 500KW from 10KW.

- Late Payment Surcharge Rules 2021

Electricity (Late Payment Surcharge) Rules, 2021 have been notified by the Central Government on 22nd February, 2021. Late Payment Surcharge means the charges payable by a distribution company to a generating company or electricity trader for power procured from it, or by a user of a transmission system to a transmission licensee on account of delay in payment of monthly charges beyond the due date. Late Payment Surcharge shall be payable on the payment outstanding after the due date at the base rate of Late Payment Surcharge applicable for the period for the first month of default.

- Waiver of ISTS Transmission Charges and Losses for Solar & Wind Power

In Order to promote generation from renewable sources of energy, Ministry of Power has issued an Order on 5th August 2020 for extension of waiver of Inter State Transmission System (ISTS) charges and losses for transmission of the electricity generated from solar and wind projects commissioned till 30th June 2023. Further an order was issued on 21.06.2021 for extension of waiver of Inter State Transmission System (ISTS) charges for transmission of the electricity generated from solar and wind projects up to 30.06.2025. Moreover vide this order the waiver of ISTS charges shall also be allowed for Hydro Pumped Storage Plant (PSP) and Battery Energy Storage System (BESS).

- Issuance of Renewable Purchase Obligations (RPO) Trajectory

Long term RPO growth trajectory for the period 2016-17 to 2018-19 was notified by Ministry of Power on 22.7.2016. An order on RPO Trajectory for a further period of three years i.e. from 2019-20 to 2021-22 under the provisions of Tariff Policy has been issued by Ministry of Power on 14.06.2018. In super-session of orders dated 22.7.2016 and 14.06.2018, Ministry of Power has specified new RPO trajectory vide order dated 29.01.2021. Trajectory for HPO has also been issued through this order.

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This would help in meeting the renewable energy generation targets set by the Central Government.

- Introduction of Green Day Ahead Market (GDAM)

Green Day Ahead Market (GDAM) is a marketplace for trading of renewable power on a day-ahead basis. This would facilitate accomplishment of green targets as well as support integration of green energy in a most efficient, competitive and transparent manner. GDAM was launched on 25.10.2021.

The Green day Ahead Market will be available through the Power Exchanges. The GDAM market structure will be within the existing Day Ahead Market (DAM) structure but will create a separate clearing mechanism and price discovery for renewable and conventional energy sources.

It will give opportunity to the RE generators to sell their power and reduce curtailment and also the buyer of RE to transparently purchase green power from the market. It would also facilitate the obligated entities to meet its Renewable Purchase Obligation (RPO).

- Electricity (Timely Recovery of Costs due to Change in Law) Rules, 2021

Timely recovery of the costs due to change in law is having importance as the investment in the power sector largely depends upon the timely payments. At present the pass through under change of law is taking a lot of time, forcing the drying of the investment in the power sector. If payment is not made in time, it impacts the viability of the sector and the developers get financially stressed. If this is not addressed now, the investment will not come and the electricity consumers may face shortages of power once again. In order to address this issue, Ministry of Power has notified Electricity (Timely Recovery of Costs due to Change in Law) Rules, 2021 on 22.10.2021.

- Electricity (Promotion of generation of Electricity from Must-Run Power Plant) Rules, 2021

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Ministry of Power has notified Electricity (Promotion of generation of Electricity from Must-Run Power Plant) Rules, 2021 on 22.10.2021 to help in promotion of the generation from renewable sources. This will ensure that the consumers get green and clean power and secure a healthy environment for the future generation.

- Implementation of Phase- 1 of Market Based Economic Despatch (MBED)

With the objective of redesigning of present market mechanism for lowering the cost of power purchase to the Consumers, Framework for Implementation of Phase 1 of Market Based Economic Despatch (MBED) wherein mandatory participation by ISGS (Inter State Generation Stations) plants and voluntary participation by other generators, was communicated to CERC for implementation from 1st April, 2022.

- Redesigning the Renewable Energy Certificate (REC) Mechanism

Ministry of Power assent was given to make amendment in the existing Renewable Energy Certificate (REC) mechanism, in order to align the present REC mechanism with the emerging changes in the power scenario and also to promote new renewable technologies.

- In the Union Budget 2022-23, the allocation for the Solar Energy Corporation of India (SECI), which is currently responsible for the development of the entire renewable energy sector, stood at INR 1,000 crores (US\$ 132 million)
- In the Budget, the government allocated INR 19,500 crore (US\$ 2.57 billion) for a PLI scheme to boost manufacturing of high-efficiency solar modules
- In February 2022, Nepal and India agreed to form a Joint Hydro Development Committee to explore the possibility of viable hydropower projects
- In November 2021, at the COP-26 Summit in Glasgow, Prime Minister Mr. Narendra Modi made a promise to increase India's renewable energy generation capacity to 500 GW, and meet 50% of India's energy needs through renewable means by the year 2030

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- In October 2021, the Ministry of Power announced a new set of rules aimed at reducing financial stress for stakeholders and safeguarding timely cost recovery in electricity generation
- In August 2021, the Indian government proposed new rules for the purchase and consumption of green energy. The latest rules are a part of government measures to encourage large-scale energy consumers, including industries, to leverage renewable energy sources for regular operations
- In July 2021, to encourage rooftop solar (RTS) throughout the country, notably in rural regions, the Ministry of New and Renewable Energy plans to undertake Rooftop Solar Programme Phase II, which aims to install RTS capacity of 4,000 MW in the residential sector by 2022 with a provision of subsidy
- In July 2021, the Ministry of New and Renewable Energy (MNRE) gave the go ahead to NTPC Renewable Energy Ltd., a 100% subsidiary of NTPC, to build a 4,750 MW renewable energy park at the Rann of Kutch in Khavada, Gujarat. This will be India's largest solar park to be developed by the country's leading power producer
- In June 2021, India launched the Mission Innovation CleanTech Exchange, a global initiative that will create a whole network of incubators across member countries to accelerate clean energy innovation
- In June 2021, Indian Renewable Energy Development Agency Ltd. (IREDA) invited bids from solar module manufacturers for setting up solar manufacturing units under the central government's INR 4,500 crore (US\$ 616.76 million) Production Linked Incentive (PLI) scheme
- In April 2021, the Central Electricity Authority (CEA) and CEEW's Centre for Energy Finance (CEEW-CEF) jointly launched the India Renewables Dashboard that provides detailed operational information on renewable energy (RE) projects in India
- In April 2021, the Ministry of Power (MoP) released the draft National Electricity Policy (NEP) 2021 and has invited suggestions from all stakeholders such as Central Public Sector Undertakings, Solar Energy Corporation of India, power

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transmission companies, financial institutions like Reserve Bank of India, Indian Renewable Energy Development Agency, HDFC Bank, ICICI Bank, industrial, solar, and wind associations and state governments

- The Government of India has announced plans to implement a US\$ 238 million National Mission on advanced ultra-supercritical technologies for cleaner coal utilisation
- Indian Railways is taking increased efforts through sustained energy efficient measures and maximum use of clean fuel to cut down emission level by 33% by 2030 and
- The government has spent US\$ 4.63 billion on hydroelectric projects to provide electricity to villages in Jammu and Kashmir from 2018-21.

## Road Ahead

The Government is committed to increased use of clean energy sources and is already undertaking various large-scale sustainable power projects and promoting green energy heavily. In addition, renewable energy has the potential to create many employment opportunities at all levels, especially in rural areas. India's renewable energy sector is expected to attract investment worth US\$ 80 billion in the next four years. About 5,000 compressed biogas plants will be set up across India by 2023.

In 2022, India's renewable energy sector is expected to boom with a likely investment of US\$ 15 billion this year, as the government focuses on electric vehicles, green hydrogen and manufacturing of solar equipment.

It is expected that by 2040, around 49% of the total electricity will be generated by renewable energy as more efficient batteries will be used to store electricity, which will further cut the solar energy cost by 66% as compared to the current cost. Use of renewables in place of coal will save India INR 54,000 crore (US\$ 8.43 billion) annually.

As per the Central Electricity Authority (CEA) estimates, by 2029-30, the share of renewable energy generation would increase from 18% to 44%, while that of thermal is expected to reduce from 78% to 52%.

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The Government of India wants to develop a 'green city' in every state of the country, powered by renewable energy. The 'green city' will mainstream environment-friendly power through solar rooftop systems on all its houses, solar parks on the city's outskirts, waste to energy plants and electric mobility-enabled public transport systems.

## Capital and Debt Structure:

### (a) Authorized Share Capital

During the year under review, there was no change in the authorized share capital of your Company. The authorized share capital of your Company as of March 31, 2022 was INR 44,00,00,000 divided into 4,40,00,000 equity shares of INR. 10/- each.

### (b) Issued and Paid-up Share Capital

During the year under review, there has not been any change in the issued and paid-up share capital of your Company. The issued and paid-up equity share capital of your Company as of March 31, 2022 was INR 42,85,00,000 divided into 4,28,50,000 equity shares of INR 10/- each.

### (c) Fully Compulsorily Convertible Debentures (FCCDs)

During the year under review, there was no change in the issued Fully Compulsorily Convertible Debentures (FCCDs) issued by your Company. The quantum of FCCDs was INR 1,28,49,00,000/- divided into 12,84,90,000 FCCDs of INR. 10/- each.

### (d) Issue of 4,990 Non-Convertible Debentures (NCDs) of INR 10,00,000/- each on private placement basis

During the period under review, for the purpose of refinancing of existing financial indebtedness of the Company, availed from the existing lenders and promoter loans, payment of capital creditors and various purpose in the normal course of business, your Company had issued and allotted 4,990 Secured, Redeemable, Rated, Listed, Non-Convertible Debentures (NCDs) of the face value of INR 10,00,000/- each on

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March 2, 2022 aggregating up to INR 4,99,00,00,000/- on a private placement basis with 6.75% p.a.p.q coupon rate for a tenure of 2 years 363 days. Further, Catalyst Trusteeship Limited is the Debenture Trustee to the issue.

Further, NCDs are secured by way of mortgage/charge against certain assets of the Company and the asset cover in respect of these NCDs exceed hundred percent of the principal amount of the said NCDs as of March 31, 2022.

### (e) Listing of Non-Convertible Debentures on Stock Exchange

The Non-Convertible Debentures of the Company were listed on the wholesale debt market (WDM) of BSE Ltd on March 7, 2022.

### (f) Credit Ratings

The credit rating details of the Company as on March 31, 2022 was as follows:

Rating Agency	Type of Instrument	Credit Rating
CRISIL Ratings Limited	Non-Convertible Debentures	CRISIL AAA/Stable

### Disclosures under SEBI Operational Circular:

#### Large Corporate Disclosure

As the maturity of NCDs is for a period of more than one year and have a credit rating of CRISIL AAA/Stable, the Company would be considered as a 'Large Corporate' as per SEBI's Operational Circular dated August 10, 2021. Further, there was no incremental borrowing by the Company during the financial year ended March 31, 2022.

Further disclosures applicable to green debt securities under SEBI Operational Circular is attached herewith as **Annexure - I**.

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### **Amendment in Articles of Association of Company:**

During the year under review, to safeguard the interests of the debentureholders including right to appoint the nominee director in accordance with terms agreed under the debenture trust deed executed with Catalyst Trusteeship Limited, new Articles 22B and Article 64A were inserted to incorporate the agreed terms.

### **Deposits:**

The Company has not accepted any public deposits within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and any amendments thereto.

### **Details of Subsidiary Companies/Associate Companies/Joint Ventures:**

Your Company continues to be the Subsidiary Company of Avaada Energy Private Limited. Further, the Company has no subsidiary or associates or joint ventures during the said period.

### **Board of Directors and Key Managerial Personnel:**

During the year under review, Mr. Rajesh Bihari Dwivedi and Mr. Gopal Goel were appointed as the additional directors of the Company w.e.f December 9, 2022 and would hold office till the ensuing annual general meeting of the Company. Your Directors recommend appointment of Mr. Rajesh Bihari Dwivedi and Mr. Gopal Goel as the Directors of the Company at the ensuing annual general meeting.

Further, Mr. T.R. Kishor Nair and Mr. Ravi Kant Verma had resigned as the Directors of the Company w.e.f December 10, 2021, and Ms. Kirti Singh had resigned from the position of the Company Secretary w.e.f December 22, 2021.

Ms. Aadishri Sahasrabuddhe was appointed as the Company Secretary of the Company w.e.f December 23, 2021 and she was designated as the Compliance Officer of the Company w.e.f February 10, 2022 in compliance with the provisions of

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Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Thus, the present Directors of the Company are Mr. Rajesh Bihari Dwivedi and Mr. Gopal Goel and Ms. Aadishri Sahasrabuddhe is the Company Secretary and Compliance Officer of the Company.

#### Number of meetings of the Board of Directors and attendance of Directors:

Ten (10) meetings of the Board of Directors were held during the period viz on June 23, 2021, September 18, 2021, October 14, 2021, December 9, 2021, December 23, 2021, January 31, 2022, February 10, 2022, February 17, 2022, March 2, 2022 and March 31, 2022 and the intervening gap between any two meetings was within the period prescribed under the Companies Act, 2013:

Directors Date of Board Meetings	Mr. T.R Kishor Nair	Mr. Ravi Kant Verma	Mr. Rajesh Bihari Dwivedi	Mr. Gopal Goel
June 23, 2021	Attended	Attended	NA	NA
September 18, 2021	Attended	Attended	NA	NA
October 14, 2021	Attended	Attended	NA	NA
December 9, 2021	Attended	Attended	NA	NA
December 23, 2021	NA	NA	Attended	Attended
January 31, 2022	NA	NA	Attended	Attended
February 10, 2022	NA	NA	Attended	Attended
February 17, 2022	NA	NA	Attended	Attended
March 2, 2022	NA	NA	Attended	Attended
March 31, 2022	NA	NA	Attended	Attended
<b>% of attendance</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

#### Board Evaluation:

Since the Company was a private limited company during the period from April 1, 2021 till March 31, 2022, the disclosure on annual evaluation of the performance was not applicable to the Company.

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### Corporate Social Responsibility Committee of the Board of Directors:

The Company had constituted the Corporate Social Responsibility Committee in accordance with the provisions of Section 135 of the Companies Act, 2013 and the composition of the Corporate Social Responsibility Committee was as follows:

1. Mr. T.R Kishor Nair
2. Mr. Ravi Kant Verma

One (1) meeting of the Corporate Social Responsibility Committee of the Board of Directors was held during the year viz on June 7, 2021 and the attendance of the Committee members was as under:

Directors	Mr. T.R Kishor Nair	Mr. Ravi Kant Verma
Date of CSR Committee Meetings		
June 7, 2021	Attended	Attended
% of attendance	100%	100%

Further pursuant to the amendment to the provisions of Section 135 of the Companies Act, 2013 vide the Companies (Amendment) Act, 2020 read with the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, if the annual CSR obligation of any Company does not exceed Rupees Fifty Lakhs, the Company would no longer fall under the criteria for constituting and continuing with the Corporate Social Responsibility Committee. Thus, The Corporate Social Responsibility Committee of the Board was dissolved by Board members at their meeting held on September 18, 2021 and it was decided that the functions earlier delegated to the said Committee would be discharged by the Board going forward.

### Corporate Social Responsibility Initiatives:

The Board of Directors had granted its approval to undertake its Corporate Social Responsibility (CSR) activities through Avaada Foundation, Avaada Group Section 8 Company incorporated for purpose pursuant to the collaboration agreement for

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Corporate Social Responsibility activities executed between Avaada Foundation, Avaada Ventures Private Limited and Avaada Energy Private Limited and and Deed of Adherence executed between Avaada Foundation, Avaada Ventures Private Limited, Avaada Energy Private Limited and the Subsidiaries of Avaada Energy Private Limited including the Company.

In accordance with the proposed CSR Action Plan during the financial year 2021-22, Avaada Foundation undertook the social development activities in Surendranagar District of Gujarat and in Mumbai City of Maharashtra in areas of empowerment and preventive healthcare/covid support as under:

Sr No	Focus Areas	CSR Programs	Locations	Lives Touched
1	Preventive Healthcare/ Covidcare Support	Food grains & ration kit support to daily wages workers & marginal community during second wave of Corona pandemic	Mumbai, Maharashtra	1800
2	Empowerment	Promotion of "Skill India" movement in rural villages by opening Nav Kiran Stitching Centre	Surendranagar, Gujarat	24

The annual report on CSR activities undertaken by Avaada Foundation on behalf of the Company is attached herewith as **Annexure - II**.

#### **Auditors & Auditors' Report:**

As, M/s Goyal Malhotra & Associates, the Chartered Accountants (FRN: 008015C), the existing Statutory Auditors had vacated the office of Statutory Auditors on March 16, 2022 due to Avaada Group's consolidated financial statements being audited by Deloitte Haskins & Sells, Chartered Accountants and specified percentage of total assets/revenue of the Group needs to be audited by them, M/s Deloitte Haskins & Sells, the Chartered Accountants (FRN: 015125N), were

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appointed as the Statutory Auditors of the Company to hold office from the conclusion of the extra-ordinary general meeting held on May 18, 2022 until the conclusion of the ensuing annual general meeting of the Company.

Further, it was proposed to appoint M/s Deloitte Haskins & Sells, the Chartered Accountants (FRN: 015125N) as the Statutory Auditors of the Company for a further period of five years i.e. from the financial year 2022-23 to 2026-27 on such remuneration as may be agreed upon by the Board of Directors and the Auditors at a later date. M/s Deloitte Haskins & Sells, Chartered Accountants have expressed their willingness and eligibility to act as the Statutory Auditors of the Company for the said period.

Further, your directors recommend appointment of M/s Deloitte Haskins & Sells, Chartered Accountants as the Statutory Auditors of the Company for further period of 5 years at the ensuing annual general meeting.

The notes to the financial statements referred to in the Auditors' Report are self-explanatory. Further, there are no reservations, adverse remarks or qualifications in the Auditors' Report and therefore do not call for any clarification or comments under Section 134 of the Companies Act 2013. The Auditor's Report is enclosed with the financial statements in this Annual Report.

#### **Internal Auditor:**

The Board of Directors of the Company had appointed Acquisory Consulting LLP as the Internal Auditors of the Company to conduct the Internal Audit for the Financial Year 2021-22, and the scope, functioning, periodicity and methodology for conducting internal audit was approved by the Board of Directors.

#### **Secretarial Auditor:**

Your Company has appointed M/s Deepak A. Variya & Co., Practicing Company Secretary (Certificate of Practice Number: 10111) as the Secretarial Auditor to undertake the Secretarial Audit of the Company for the Financial Year 2021-22 in accordance with the provisions of Section 204 of the Companies Act, 2013 read with

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the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2020. The draft Secretarial Audit Report for said Financial Year in the prescribed Form MR-3 is appended as **Annexure-III** and there were no qualifications, reservation or adverse remarks given by the Secretarial Auditor in the Secretarial Audit Report of the Company.

Further, your Directors have appointed M/s Deepak A. Variya & Co., Practicing Company Secretary (Certificate of Practice Number: 10111) as the Secretarial Auditor of the Company by the Board for the Financial Year 2022-23.

### **Annual Return:**

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the draft Annual Return as on March 31, 2022 in Form No. MGT-7, is available on the Company's webpage and can be accessed at the weblink: <https://avaadaenergy.com/solarise/>

### **Governance Policies of the Company:**

#### **Whistle Blower Policy**

The Company has established a Vigil Mechanism and adopted Vigil Mechanism Policy that enables the directors and group employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company.

The Vigil Mechanism provides for (a) adequate safeguards against victimization of persons who use the Vigil Mechanism; and (b) direct access to the Board of Directors of the Company or any authorized person in appropriate or exceptional cases.

The details of establishment of Vigil Mechanism/ Whistle Blower Policy is uploaded on the webpage of the Company at:

<https://avaadaenergy.com/solarise/img/Annexure%20%20%20Vigil%20Mechanism%20Policy-Solarise.pdf>

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## Corporate Social Responsibility Policy

During the period under review, the Board of Directors of your Company has approved and adopted Corporate Social Responsibility Policy on April 1, 2021, pursuant to section 135 of the Companies Act, 2013 and rules thereunder. The purpose of CSR Policy is to articulate what CSR means to the Company, kind of projects to be undertaken, identifying broad areas of intervention, approach to be adopted to achieve the CSR goals and monitoring mechanism. This Policy is aligned with the Company's objectives, principles and values, for delineating its responsibility as a socially and environmentally responsible corporate citizen. The details of establishment of CSR Policy is uploaded on the webpage of the Company at:

<https://avaadaenergy.com/solarise/img/Annexure%205-CSR%20Policy-Solarise.pdf>

## Policy on Preservation and Archival of Documents of the Company

Further, pursuant to provisions of Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Company has adopted the Policy on Preservation and Archival of Documents to aid the employees in handling the documents efficiently either in physical form or in electronic form. It covers various aspects on preservation of the documents, archival of the same and safe disposal/destruction of the documents. The Policy on Preservation and Archival of Documents is uploaded on the webpage of the Company at:

[https://avaadaenergy.com/solarise/img/Preservation%20and%20Archival%20of%20Documents\\_Avaada%20Solarise%20Energy.pdf](https://avaadaenergy.com/solarise/img/Preservation%20and%20Archival%20of%20Documents_Avaada%20Solarise%20Energy.pdf)

## Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Fair Disclosure Policy)

During the year under review, pursuant to Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015) read with Regulation 51(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Company has established the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to ensure timely, fair and

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adequate disclosure of Unpublished Price Sensitive Information (“UPSI”). The Fair Disclosure Policy is uploaded on the webpage of the Company at:

[https://avaadaenergy.com/solarise/img/Fair%20Disclosure%20policy\\_Avaada%20Solarise%20Energy.pdf](https://avaadaenergy.com/solarise/img/Fair%20Disclosure%20policy_Avaada%20Solarise%20Energy.pdf)

### **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:**

The provisions of Section 134 (3) of the Companies Act 2013 read with Rule 8 of the Companies (Accounts) Rules 2013 regarding disclosure of particulars with respect to Conservation of Energy and Technology absorption are not applicable to your Company.

Further, there is foreign exchange outgo on account of import of services of INR 0.024 million.

### **Particulars of Loans given, Investments made, Guarantees given and Securities provided:**

Your Company is engaged in provision of infrastructural facilities, therefore, exempted from compliance of applicable provisions of section 186 (2) of the Companies Act, 2013 and rules thereunder.

### **Particulars of Contracts or Arrangements with Related Parties:**

All the contracts or arrangements or transactions with related parties were in compliance with the provisions of the Companies Act, 2013 and rules thereunder. There were no material contracts or arrangements or transactions with related parties during the year under review.

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**Material Changes and Commitments, if any, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report:**

No material changes and commitments occurred between the end of the Financial Year of the Company i.e. March 31, 2022 to which the financial statements relate and the date of this report which effects the financial position of the Company.

**Details of significant and Material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future:**

There are no significant material orders passed by the regulators or courts or tribunals that would impact the going concern status of the Company and the Company's operations at present and in future.

**Compliance with Secretarial Standards:**

The Company has complied with Secretarial Standards on Board Meetings and General Meetings issued by the Institute of Company Secretaries of India, as applicable to the Company.

**Risk Management:**

The Company is managing its risks through well-defined internal financial controls and there are no risks that may threaten the existence of the Company. The Company has formulated entry level controls for risk management in the Company. It identifies the components of risk evaluation and the principles based on which the controls have been formulated.

**Internal Control System:**

Your Company has in place adequate internal control system with reference to adherence to policies and procedures for ensuring the orderly and efficient conduct of business, safeguarding of its assets, prevention and detection of frauds and errors,

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accuracy and completeness of the accounting records and timely preparation of reliable financial information.

### Directors' Responsibility Statement:

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

1. in the preparation of annual accounts for the year ended March 31, 2022, the applicable accounting standards have been followed and there are no material departures from the same;
2. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the loss of the Company for that period;
3. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the annual accounts have been prepared on a going concern basis; and
5. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### Acknowledgements:

Your Board wishes to place on record their appreciation for the valuable support and assistance received by your Company from all the stakeholders and look forward to their continued support.

**For and on behalf of the Board of Directors**



**Rajesh Bihari Dwivedi**  
Director  
DIN: 09133422



**Gopal Goel**  
Director  
DIN: 09133443

**Date: May 30, 2022**  
**Place: Noida**

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## Annexure - I

### Disclosures applicable to Green Debt Securities under SEBI Operational Circular

#### 1. List of project(s) and/ or asset(s) to which proceeds of the Green Debt Securities have been allocated/invested including a brief description of such project(s):

The amount of INR 4,990 millions raised by issuance of green debt securities has been fully allocated for re-financing of “Eligible Green Projects” as defined in the Green Bond framework i.e. for existing 50x3 MW Solar electricity generation facilities/Plant of the Company operational in the State of Karnataka wherein 100% of electricity generated from the said plant is derived from solar energy resources. Thus, the Company has utilized the proceeds from the issue of green debt securities viz. non-convertible debentures (‘NCDs’) for the purpose for which these proceeds have been raised.

#### 2. Environmental impact of the Project(s) in which the proceeds from issue of Green Bonds have been invested:

The said Solar Plant had a significant impact in terms of avoidance of emissions of carbon dioxide (CO<sub>2</sub>) apart from other air pollutants associated with energy generation. The CO<sub>2</sub> emission reductions on account of said Solar Plant of the Company during the Financial Year (FY) 2021-22 are shared below:

Project Type	Capacity (in MW AC)	Annual Generation (MWh/year) During FY 2021-2022	Projected Emission reduction (tCO <sub>2</sub> /year) during FY 2021-2022
Solar PV Project	50x3	3,20,060	2,97,784

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**3. Methods and the key underlying assumptions used in preparation of the performance indicators and metrics and compliance with globally accepted standard(s) for measurement of the environmental impact:**

All the data presented in the above table is based on the monthly factual data collection. For CO<sub>2</sub> eq emission reduction, combined margin grid emission factor is taken from CO<sub>2</sub> baseline database version 17, October 2021, published by Central Electricity Authority (CEA), Government of India.

The Company follows the International Financial Corporation (IFC) performance standards, 2012 to comply with environmental and social management system.

**For and on behalf of the Board of Directors**



**Rajesh Bihari Dwivedi**  
Director  
DIN: 09133422



**Gopal Goel**  
Director  
DIN: 09133443

Date: May 30, 2022  
Place: Noida

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## Annexure - II

### Annual Report on Corporate Social Responsibility Activities as prescribed under Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014

#### 1. Brief outline on CSR Policy of the Company:

The CSR policy of the Company was adopted by the Board on August 4, 2020 and it focuses on Education, Empowerment, Environment and Health and other CSR activities and the said policy has been amended by the Board on March 22, 2021 effective from April 1, 2021 pursuant to the amended provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.

The main objective of the CSR Policy is to lay down guidelines and make CSR as one of the key business drivers for sustainable development of the environment and the society in which the Company operates in particular and the overall development of the global community at large.

#### 2. Dissolution of CSR Committee of the Board:

The details of the composition of the CSR Committee of the Board and the meetings held during the year is as follows:

Sr. No.	Name of Directors	Designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. T.R. Kishor Nair	Non-Executive Director	1	1
2	Mr. Ravi Kant Verma	Non-Executive Director	1	1

Pursuant to the amendment to the provisions of Section 135 of the Companies Act, 2013 vide the Companies (Amendment) Act, 2020 read with the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, if the annual CSR obligation of any Company does not exceed Rupees Fifty Lakhs, the Company

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would no longer fall under the criteria for constituting and continuing with the Corporate Social Responsibility Committee. It was thus decided to dissolve the said Corporate Social Responsibility Committee of the Board and the functions earlier delegated to the said Committee would continue to be discharged by the Board going forward.

**3. The web-link for CSR Policy and CSR projects approved by the Board are disclosed on the website of the company:**

<https://avaadaenergy.com/solarise/img/Annexure%205-CSR%20Policy-Solarise.pdf>

**4. The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014 :**

The Company at present is not required to carry out impact assessment in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014.

**5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any**

The Company does not have any amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014.

**6. Average net profit of the company as per section 135(5): INR 73.86 million**

7. (a) Two percent of average net profit of the company as per section 135(5): **INR 1.48 million**  
(b) Surplus arising out of the CSR projects or programs or activities of the previous financial years: **Nil**  
(c) Amount required to be set off for the financial year, if any: **Nil**  
(d) Total CSR obligation for the financial year (7a+7b-7c) : **INR 1.48 million**

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**8. (a) CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year 2021-22 (INR in millions)	Amount Unspent (in Rs.)				
	Total transferred to CSR Account as per section 135(6).	Amount Unspent as per	Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
1.5	NIL	N.A.	N.A.	NIL	N.A.

(b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1) Sr No	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act	(4) Local area (Yes / No)	(5) Location of the project		(6) Amount spent for the project (INR in millions)	(7) Mode of implementation - Direct (Yes/No)	(8) Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1	Promotion of "Skill India" movement in rural villages by opening Nav Kiran Stitching Centre	Empowerment	No	Gujarat	Surendranagar	0.008	No	Avaada Foundation	CSR000 02025

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2	Food grains & ration kit support to daily wages workers & marginal community during second wave of Corona pandemic	Preventive Healthcare / Covidcare Support	No	Maharashtra	Mumbai	1.492	No	Avaada Foundation	CSR000 02025
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(d) Amount spent in Administrative Overheads: INR 0.0002 million

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): INR 1.50 million

(g) Excess amount for set off, if any

Sr. No.	Particulars	Amounts (INR in millions)
(i)	Two percent of average net profit of the company as per section 135(5)	1.48
(ii)	Total amount spent for the Financial Year	1.50
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.00
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	0.02
(v)	Amount available for set off in succeeding financial years[(iii)-(iv)]	0.00

9. (a) Details of Unspent CSR amount for the preceding three financial years: Nil

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

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**10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not Applicable**

- (a) Date of creation or acquisition of the capital asset(s): N.A.  
(b) Amount of CSR spent for creation or acquisition of capital asset: N.A.  
(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: N.A.  
(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). N.A.

**11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) :**

The Company has spent its CSR obligation in full during the Financial Year 2021-22.

For and on behalf of the Board of Directors



Rajesh Bihari Dwivedi  
Director  
DIN: 09133422



Gopal Goel  
Director  
DIN: 09133443

Date: May 30, 2022  
Place: Noida



Deepak A. Variya (B.Com., F.C.S.) LL.B

Form No. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2022

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

To,  
The Members,  
AVAADA SOLARISE ENERGY PRIVATE LIMITED  
CIN: U40300DL2018PTC338280  
Registered office: 910/19, Suryakiran, Kasturba Gandhi Marg,  
New Delhi - 110001, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **AVAADA SOLARISE ENERGY PRIVATE LIMITED (hereinafter called "the company")**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2022 ("Audit Period")** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

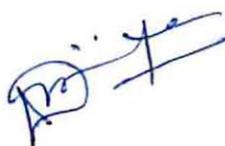
We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31<sup>st</sup> March, 2022** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



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- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during Audit Period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) In respect of other laws specifically applicable to the Company, the below-mentioned other law is specifically applicable to the Company:
- a) Electricity Act, 2003;



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

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meeting (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

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

We have relied on information/ records produced by the Company during the course of my audit and the reporting is limited to that extent.

**We further report that**

Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and in case of shorter notice, consent of board members was obtained and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

We further report that during the audit period Company has issued and allotted 4990 rated, listed, secured, redeemable, non-convertible debentures of a face value of INR. 10,00,000/- each aggregating to INR. 4,99,00,00,000/- on a Private Placement basis.

We further report that during the audit period there were no following specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- (i) Public/ preferential issue of shares /sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013(The Company being a private company is exempt from compliance of the provisions of Section 180 of the Companies Act, 2013).
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations.



This report is to be read with our letter of even date, which is annexed as ANNEXURE-I, and it forms an integral part of this report.



Place: Mumbai  
Date: 30<sup>th</sup> May, 2022  
UDIN: F008830D000437753

For DEEPAK A. VARIYA & CO.  
COMPANY SECRETARIES

A handwritten signature in blue ink, appearing to be "Deepak A. Variya".

Deepak A. Variya  
Proprietor  
C.P. No. 10111

ANNEXURE - I

To,  
The Members,  
AVAADA SOLARISE ENERGY PRIVATE LIMITED  
CIN: U40300DL2018PTC338280  
Registered office: 910/19, Suryakiran, Kasturba Gandhi Marg,  
New Delhi - 110001, India

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted/ will conduct the affairs of the Company.

Place: Mumbai  
Date: 30<sup>th</sup> May, 2022  
UDIN: F008830D000437753



For DEEPAK A. VARIYA & CO.  
COMPANY SECRETARIES

Deepak A. Variya  
Proprietor  
C.P. No. 10111

## INDEPENDENT AUDITOR'S REPORT

### To The Members of Avaada Solarise Energy Private Limited Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of Avaada Solarise Energy Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (together referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its loss, total comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility 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 made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

#### Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report, but 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 during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management’s Responsibility for the Financial Statements**

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the Company’s financial reporting process.

**Auditor’s Responsibility for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.



- e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, no remuneration has been paid by the Company to its directors during the year. Hence, reporting under this section is not applicable to the Company.
- 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 does not have any pending litigations which would impact its financial position. Refer note 36(b) to the financial statement.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. a) The Management has represented that, to the best of it's knowledge and belief, as disclosed in the note 27(b) to the financial statement, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - b) The Management has represented, that, to the best of it's knowledge and belief, as disclosed in the note 27(b) to the financial statement, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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.
  - c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.



# Deloitte Haskins & Sells

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No. 015125N)



Vikas Khurana  
Partner

(Membership No. 503760)  
(UDIN: 22503760AJWTVXV9143)

Place: Gurugram  
Date: May 30, 2022

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT  
(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements'  
section of our report of even date)**

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

We have audited the internal financial controls over financial reporting of Avaada Solarise Energy Private Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

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

**Auditor's Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

**Meaning of Internal Financial Controls Over Financial Reporting**

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



**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No. 015125N)



*Vikas Khurana*

Vikas Khurana  
Partner

(Membership No. 503760)  
(UDIN: 22503760AJWTXV9143)

Place: Gurugram  
Date: May 30, 2022

**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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 state that

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) As the Company does not hold any intangible assets, reporting under clause 3(i)(a)(B) of the Order is not applicable.

- (b) The Property, Plant and Equipment were physically verified during the year by the Management in accordance with a program of verification, which in our opinion, provides for physical verification of all the Property, Plant and Equipment at reasonable intervals.

According to the information and explanations given to us, no material discrepancies were noticed on such verification.

- (c) Based on our examination of the registered sale deed and lease agreement for land on which building is constructed and registered sale deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than the properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in Property, Plant and Equipment, are held in the name of the Company as at balance sheet date.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder
- (ii) (a) The inventories were physically verified during the year by the management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories applicable, when compared with books of accounts.
- (b) According to the information and explanations given to us, at any given point of time of the year, the Company has not been sanctioned working capital from banks or financial institutions and hence reporting under clause (ii)(b) of the Order is not applicable.



- (iii) (a) The Company has not provided any loan, advances in nature of loan or security to any other entity during the year. Further, the Company along with three other fellow subsidiaries has issued non-convertible debentures during the year aggregating to INR 14,400 million, for which the Company along with other three fellow subsidiaries have provided guarantee on jointly and severally basis to the debenture trustees. Details are as given below:

(Amount in INR million)

	Loans	Advances in nature of loans	Guarantees on behalf of fellow subsidiaries	Security
Aggregate amount granted / provided during the year:				
- Others	Nil	Nil	9,410	Nil
Balance outstanding as at balance sheet date in respect of above cases:				
- Others	Nil	Nil	9,410	Nil

The Company has not provided any loan, advances in nature of loan or security to any other entity during the year. Further,

- (b) During the year the guarantees provided to companies are not prejudicial to the Company's interest. Further, the Company has not made any investments and has not provided any loan, advances in nature of loan or security to any other entity during the year.
- (c) The Company has not provided any loan, advances in nature of loan or security to any other entity during the year and hence reporting under clause 3(iii)(c), (d), (e) and (f) is not applicable.
- (iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of guarantees provided, as applicable. Further, the Company has not granted any loans, made investments or securities to any other entity during the year.
- (v) The Company has not accepted any deposit or amount which are deemed to be deposits. Hence reporting under clause 3(v) of the order is not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.



- (vii) According to the information and explanations given to us, in respect of statutory dues:
- (a) Undisputed statutory dues, including Goods and Service Tax, Provident Fund, Income-tax, duty of Custom, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities though there has been a delay in respect of remittance of Income-tax dues.

We were informed that the provisions of Employees' State Insurance Act, 1948 are not applicable to the Company.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Income-tax, duty of Custom, cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.

- (b) There are no statutory dues referred to in sub clause (a) above which have not been deposited on account of disputes as on March 31, 2022.
- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, *prima facie*, not been used during the year for long-term purposes by the Company.
- (e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause 3(ix)(e) of the Order is not applicable.
- (f) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause 3(ix)(f) of the Order is not applicable.
- (x) (a) In our opinion and according to the information and explanations given to us, moneys raised by way of debt instruments during the year have been, *prima facie*, applied by the Company for the purposes for which they were raised. The Company has not raised moneys by way of Initial public offer or further public offer during the year.
- (b) The Company has made private placement of non-convertible debentures during the year. For such issuance of non-convertible debentures, the Company has complied with the requirements of Section 42 and 62 of the Companies Act, 2013, and the funds raised have been, *prima facie*, applied by the Company during the year for the purposes for which the funds were raised. The Company has not made any preferential allotment or private placement of shares (fully or partly or optionally) during the year.



- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and up to the date of this report.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with any of its directors or directors of its holding company, or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 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. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) According to the information and explanation given to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been resignation of the statutory auditors of the Company during the year and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans 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 indicating 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.



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- (xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No. 015125N)



A handwritten signature in blue ink, appearing to read "Vikas Khurana".

Vikas Khurana  
Partner

(Membership No. 503760)  
(UDIN: 22503760AJWTVXV9143)

Place: Gurugram  
Date: May 30, 2022

Avaada Solarise Energy Private Limited  
CIN:- U 40300DL2018PTC338280  
Balance Sheet as at March 31, 2022  
(All amounts in INR millions unless stated otherwise)

Particulars	Note	As at March 31, 2022	As at March 31, 2021
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	6,172.70	6,428.49
Right of use assets	4	284.18	268.63
<b>Financial assets</b>			
Other financial assets	5(a)	251.91	375.18
Non-current tax assets (Net)	6	4.61	5.10
<b>Total non-current assets (A)</b>		<b>6,713.40</b>	<b>7,077.40</b>
<b>Current assets</b>			
Inventories	7	17.61	21.37
<b>Financial assets</b>			
Trade receivables	8(a)	260.58	178.02
Cash and cash equivalents	8(b)	62.06	113.91
Other bank balances	8(c)	191.40	-
Other financial assets	8(d)	-	1.73
Other current assets	9	23.10	6.15
<b>Total current assets (B)</b>		<b>554.75</b>	<b>321.18</b>
<b>Total assets (A+B)</b>		<b>7,268.15</b>	<b>7,398.58</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	10	428.50	428.50
Instruments entirely equity in nature	11	1,284.90	1,284.90
Other equity	12	109.40	143.61
<b>Total equity (C)</b>		<b>1,822.80</b>	<b>1,857.01</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	13(a)	4,746.93	4,835.00
Lease liability	13(b)	297.53	273.20
Deferred tax liabilities (net)	14	48.09	77.95
Provisions	15	9.10	8.34
<b>Total non-current liabilities (D)</b>		<b>5,101.65</b>	<b>5,194.49</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	16(a)	246.74	229.39
Trade payables	16(b)		
Total outstanding dues of micro and small enterprises		1.90	2.27
Total outstanding dues to creditors other than micro and small enterprises		40.47	70.81
Lease liability	16(c)	30.50	22.54
Other financial liabilities	16(d)	19.75	21.11
Other current liabilities	17	4.34	0.96
Provisions	18	-	-
<b>Total current liabilities (E)</b>		<b>343.70</b>	<b>347.08</b>
<b>Total equity and liabilities (C+D+E)</b>		<b>7,268.15</b>	<b>7,398.58</b>
See accompanying notes forming part of the financial statements	1-42		

For Deloitte Haskins & Sells  
Chartered Accountants

Vikas Khurana  
Partner

Date : May 30, 2022  
Place: Gurugram



Aadishri Vinay Sahasrabudde  
Company secretary  
Place: Noida  
Date : May 30, 2022

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For and on behalf of Board of Directors

Rajesh Bihari Dwivedi - Gopal Goel  
Director - Director  
DIN: 09133422 - DIN: 09133443  
Place: Noida - Place: Noida  
Date : May 30, 2022 - Date : May 30, 2022



Avaada Solarise Energy Private Limited

CIN:- U40300DL2018PTC338280

Statement of Profit and Loss for the year ended March 31, 2022

(All amounts in INR millions unless stated otherwise)

Particulars	Note	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>Income</b>			
Revenue from operations	19	929.74	935.60
Other income	20	30.30	27.20
<b>Total income (A)</b>		<b>960.04</b>	<b>962.80</b>
<b>Expenses</b>			
Employee benefits expense	21	4.17	3.89
Finance costs	22	640.57	543.00
Depreciation and amortisation expense	23	271.36	263.78
Other expenses	24	107.98	82.42
<b>Total expenses (B)</b>		<b>1,024.08</b>	<b>893.09</b>
<b>Profit/(loss) before tax (C=A-B)</b>		<b>(64.04)</b>	<b>69.71</b>
<b>Tax expense:</b>			
Current tax	14	-	-
Deferred tax charge/ (credit)		(29.85)	39.65
<b>Total tax expenses (D)</b>		<b>(29.85)</b>	<b>39.65</b>
<b>Profit/(loss) after tax (E=C-D)</b>		<b>(34.19)</b>	<b>30.06</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss:			
Re-measurement of liabilities/(assets)		(0.03)	(0.03)
Income tax effect of above		0.01	0.01
<b>Other comprehensive income/(loss) for the year, net of tax (F)</b>		<b>(0.02)</b>	<b>(0.02)</b>
<b>Total comprehensive income/(loss) for the year, net of tax (G=E+F)</b>		<b>(34.21)</b>	<b>30.04</b>
<b>Earnings per share:</b>			
(a) Basic (INR)	25	(0.20)	0.18
(b) Diluted (INR)		(0.20)	0.18
See accompanying notes forming part of the financial statements	1-42		

For Deloitte Haskins & Sells

Chartered Accountants

Vikas Khurana  
Partner

Date : May 30, 2022  
Place: Gurugram



Aadishri Vinay Sahasrabudhe  
Company secretary  
Place: Noida  
Date: May 30, 2022

For and on behalf of Board of Directors

Rajesh Bihari Dwivedi Gopal Goel  
Director Director  
DIN: 09133422 DIN: 09133443  
Place: Noida Place: Noida  
Date : May 30, 2022 Date : May 30, 2022



Avaada Solarise Energy Private Limited  
CIN:- U40300DL2018PTC338280  
Statement of Cash Flows for the year ended March 31, 2022  
(All amounts in INR millions unless stated otherwise)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>A. Cash flow from operating activities</b>		
Profit/(Loss) before tax	(64.04)	69.71
<b>Adjustments</b>		
Finance costs	585.70	516.86
Processing fees	22.21	1.20
Interest on lease liability	31.84	24.19
Interest on decommissioning liability	0.82	0.75
Depreciation on property, plant and equipment	255.93	254.72
Depreciation on right of use asset	15.43	9.06
Interest income on bank deposits	(21.86)	(27.20)
Exchange gain	(0.13)	-
Profit on sale of investments	(0.36)	-
Employee benefit expense	0.04	0.16
<b>Operating profit before working capital changes</b>	<b>825.58</b>	<b>849.45</b>
Adjustment for working capital changes		
Changes in security deposits	(0.50)	1.06
Changes in inventory	3.76	3.71
Changes in trade receivables	(82.56)	71.66
Changes in other assets	(16.95)	(1.85)
Changes in trade payables	(30.58)	(53.04)
Changes in other financial liabilities	-	(1.29)
Changes in provisions	(0.12)	0.03
Changes in other liabilities	3.38	(1.86)
<b>Cash generated from operating activities</b>	<b>702.01</b>	<b>867.87</b>
Income tax paid (net of income tax refund)	0.49	(2.05)
<b>Net cash flow from operating activities</b>	<b>702.50</b>	<b>865.82</b>
<b>B. Cash flow from investing activities</b>		
Purchase of property, plant and equipment (including capital advances and payables for capital expenditure)	(0.14)	(29.34)
Investment in mutual fund	(142.99)	-
Proceeds from sale of investments	143.35	-
Investment in bank deposits	(1,645.15)	(1,551.06)
Proceeds from bank deposits	1,577.52	1,354.21
Interest received	23.59	25.74
<b>Net cash used in investing activities</b>	<b>(43.82)</b>	<b>(200.45)</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from non-current borrowings	4,990.00	-
Repayment of non-current borrowings	(5,056.10)	(83.26)
Proceeds from current borrowings	18.13	11.58
Repayment of current borrowings	(1.53)	(0.91)
Payment for processing fees of non-current borrowing	(44.61)	-
Payment of lease liability	(30.50)	(22.77)
Interest and other borrowing costs paid	(585.92)	(516.92)
<b>Net cash used in financing activities</b>	<b>(710.53)</b>	<b>(612.28)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>(51.85)</b>	<b>53.09</b>
Cash and cash equivalents at the beginning of the year	113.91	60.82
<b>Cash and cash equivalents at the end of the year</b>	<b>62.06</b>	<b>113.91</b>
<b>Components of cash and cash equivalents</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Balances with banks: In current accounts	62.06	113.91
<b>Cash and cash equivalents</b>	<b>62.06</b>	<b>113.91</b>

See accompanying notes forming part of the financial statements 1-42

For Deloitte Haskins & Sells  
Chartered Accountants

Vikas Khurana  
Partner

Date : May 30, 2022  
Place: Gurugram



  
Aadishri Vinay Sahasrabudhe  
Company secretary  
Place: Noida  
Date : May 30, 2022

For and on behalf of Board of Directors

  
Rajesh Bihari Dwivedi  
Director  
DIN: 09133422  
Place: Noida  
Date : May 30, 2022

  
Gopal Goel  
Director  
DIN: 09133443  
Place: Noida  
Date : May 30, 2022



Avaada Solarise Energy Private Limited

CIN:- U40300DL2018PTC338280

Statement of Changes in equity for the year ended March 31, 2022

(All amounts in INR millions unless stated otherwise)

**(a) Equity Share Capital**

Particulars	Number	Amount
Balance as at April 01, 2020	4,28,50,000	428.50
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the previous reporting period	4,28,50,000	428.50
Changes in equity share capital (refer note 10)	-	-
Balance at March 31, 2021	4,28,50,000	428.50
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the previous reporting period	4,28,50,000	428.50
Changes in equity share capital (refer note 10)	-	-
Balance at March 31, 2022	4,28,50,000	428.50

**(b) Instruments entirely equity in nature**

Particulars	Number	Amount
Balance as at April 01, 2020	12,84,90,000	1,284.90
Movement during the year	-	-
Balance at March 31, 2021	12,84,90,000	1,284.90
Movement during the year	-	-
Balance at March 31, 2022	12,84,90,000	1,284.90

**(c) Other equity**

Particulars	Retained Earnings	Debenture Redemption Reserve	Total other equity
Balance as at April 01, 2020	113.57	-	113.57
Profit for the year	30.06	-	30.06
Other comprehensive loss, net of tax	(0.02)	-	(0.02)
Balance as at March 31, 2021	143.61	-	143.61
Loss for the year	(34.19)	-	(34.19)
Other comprehensive loss, net of tax	(0.02)	-	(0.02)
Transfer to debenture redemption reserve	(109.44)	-	(109.44)
Debenture redemption reserve created	-	109.44	109.44
Balance at March 31, 2022	(0.04)	109.44	109.40

See accompanying notes forming part of the financial statements 1-42

For Deloitte Haskins & Sells

Chartered Accountants

Vikas Khurana  
Partner

Date : May 30, 2022  
Place: Gurugram



  
Aadishri Vinay Sahasrabudhe  
Company secretary  
Place: Noida  
Date : May 30, 2022

For and on behalf of Board of Directors

  
Rajesh Bihari Dwivedi  
Director  
DIN: 09133422  
Place: Noida  
Date : May 30, 2022

  
Gopal Goel  
Director  
DIN: 09133443  
Place: Noida  
Date : May 30, 2022



## 1. Corporate information

Avaada Solarise Energy Private Limited ("the Company") is a private Company domiciled in India and incorporated on September 05, 2018 under the provisions of the Companies Act applicable in India. The Company is subsidiary of Avaada Energy Private Limited. The registered office of the Company is located at New Delhi and is engaged in the business of generation of solar power. The Company has 150 Mw solar power project at Pavagada, Karnataka.

The Company is primarily engaged in the business of generation of Solar power and operation & maintenance of power plants.

## 2. Significant accounting policies

### 2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs.

The financial statements have been prepared on the accrual and going concern basis and the historical cost convention. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. For accounting policy on fair value refer note 2.2 (q).

### 2.2 Summary of significant accounting policies

#### a) Use of estimates

The preparation of financial statements 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.

#### b) Current versus non-current classification

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

An asset is treated as current when it is:

- expected to be realized or intended to sold or consumed in normal operating cycle;
  - held primarily for the purpose of trading;
  - expected to be realized within twelve months after the reporting period; or
  - cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- All other assets are classified as non-current.

A liability is treated as current when it is:

- expected to be settled in normal operating cycle;
- held primarily for the purpose of trading;
- due to be settled within twelve months after the reporting period; or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

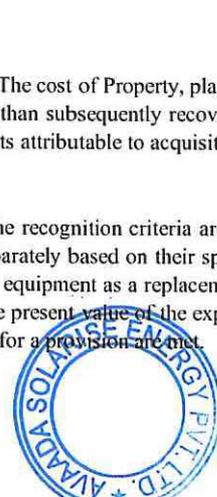
Deferred tax assets/liabilities are classified as non-current assets/liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization/settlement in cash and cash equivalents. The Company has identified twelve months as their operating cycle for classification of their current assets and liabilities.

#### c) Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost of Property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than subsequently recoverable from tax authorities), any directly attributable expenditure on making the asset ready for its intended use and borrowing costs attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use.

Cost also includes replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected costs for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.



Property, plant and equipment acquired and put to use for project purpose and capitalised and depreciation thereon is included in the project cost till the project is ready for its intended use.

#### Capital work in progress (CWIP)

Assets in the course of construction are capitalised in the assets under capital work in progress (CWIP). At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Where an obligation (legal or constructive) exists to dismantle or remove an asset or restore a site to its former condition at the end of its useful life, the present value of the estimated cost of dismantling, removing or restoring the site is capitalized along with the cost of acquisition or construction upon completion and a corresponding liability is recognized.

#### d) De-recognition

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognized. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### e) Depreciation

Depreciation is provided for property, plant and equipment on a straight line basis so as to expense the cost less residual value over their estimated useful lives based on a technical evaluation. The estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

Type of asset	Useful lives
Buildings & Improvement (Solar Power Generating System)	25 years
Plant and equipment (Solar Power Generating System)	25 years
Plant and equipment (Other )	15 years
Vehicles	10 years
Office equipment	5 years
Furniture and fixtures	10 years

Assets individually costing less than Rs. 5,000 are fully depreciated in the year of acquisition.

Leasehold improvements to office facilities are depreciated over the shorter of the lease period or the estimated useful life of the improvement.

The assets' residual values and useful lives are reviewed at each financial year end or whenever there are indicators for impairment, and adjusted prospectively.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the depreciation period or method, as appropriate, and are treated as changes in accounting estimates. The depreciation expense on tangible assets is recognised in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

#### f) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment at each year end either individually or at the cash generating unit level.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

#### g) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.



**As a lessee**

The Company applies a single recognition and measurement approach for all leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payment and right to use the underlying assets.

**i) Right-of-use assets**

The Company recognizes right-of-use assets at the commencement date of lease (i.e., the date of underlying the asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the term:

The cost reflects the exercise of a purchase option, as if ownership of the leased asset transfers to the Company at the end of the lease term. Depreciation on right of use assets is calculating using the estimated life of the asset.

The right-of-use asset are also subject to impairment.

**ii) Lease liabilities**

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivables, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expense (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., change to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

**iii) Short-term leases and leases of low-value assets**

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to lease of office equipment 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.

**h) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets.

Borrowing cost includes interest expense as per 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 liability or a shorter period, where appropriate, to the amortised cost of a financial liability after considering all the contractual terms of the financial instrument.

The Company determines the amount of borrowing costs eligible for capitalisation as the actual borrowing costs incurred on that borrowing during the period, to the extent that an entity borrows funds specifically for obtaining a qualifying asset. In case if the Company borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalisation are determined by applying a capitalisation rate to the expenditures on that asset.

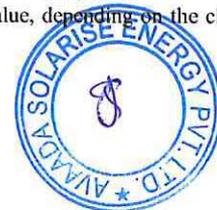
**i) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial asset**

Financial assets are recognised when an entity becomes a party to the contractual provisions of the instruments. Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value of the financial assets on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss (FVTPL) are recognised in the Statement of Profit and Loss.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.



Financial assets that are held within a business model whose objective is to hold assets in order to collect contractual cash flows; and the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are subsequently measured at amortised cost (except for financial assets that are designated as at FVTPL on initial recognition).

Financial assets that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are subsequently measured at fair value through other comprehensive income (except for financial assets that are designated as at FVTPL on initial recognition).

All other financial assets are subsequently measured at fair value.

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognised on an effective interest basis for financial assets other than those financial assets classified as at FVTPL. Interest income is recognised in the Statement of Profit and Loss and is included in the 'Other income'.

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the Statement of Profit and Loss.

The Company assesses at each Balance Sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises credit loss allowance at lifetime expected credit loss model for trade receivables.

The Company's financial assets comprise of cash and cash equivalents, bank deposits, trade receivable, interest accrued on bank deposits, and other receivables. These assets are measured subsequently at amortised cost.

#### Financial Liabilities

Financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments. Financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial liabilities (other than financial liabilities at FVTPL) are deducted from the fair value of the financial liabilities on initial recognition. Transaction costs directly attributable to the acquisition of financial liabilities at FVTPL are recognised immediately in the Statement of Profit and Loss and is included in 'finance costs'.

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or it is designated as at FVTPL all other financial liabilities are subsequently measured at amortised cost using the effective interest rate method or at FVTPL.

The effective interest rate method is a method of calculating the amortised cost of a financial liability and of allocating interest expense and other directly attributable costs over the relevant period. The effective interest rate is the rate that exactly discounts estimated contracted future cash payments through the expected life of the financial liability to the net carrying amount on initial recognition. The expected life of a financial liability can be a shorter period when the contractual arrangements include prepayment provisions and when such prepayments are expected.

Expense is recognised on an effective interest basis for financial liabilities other than those financial liabilities classified as at FVTPL. Interest expense is recognised in profit or loss and is included in the 'Finance costs' line item.

Non-refundable fees and related direct costs associated with the origination of borrowings are deferred and netted against borrowings and recognised using effective interest rate method.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

The Company's financial liabilities comprise of borrowings, trade payables and other payables. These liabilities are measured subsequently at amortised cost.

#### j) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.



#### Sale of power

##### Revenue arrangement

The Company's revenue arrangement is based on long term PPA with its customer (Bangalore Electricity Supply Company Limited ("BESCOM")). As per the PPA the Company's performance obligation is to supply solar power at the rates specified in the PPA.

##### Recognition

Revenue from sale of power is recognized when persuasive evidence of an arrangement exists, the fee 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 Kilo-watt hour agreed to in the respective PPAs. The solar energy kilowatts supplied by the Company are validated by the customer prior to billing and recognition of revenue.

##### Measurement

Revenue is measured at the fair value of the consideration received or receivable net of the estimated variable considerations

As per the terms of the PPA, the variable considerations include:

1. Expected compensation for non-fulfilment of minimum supply commitments - The Company is obliged to sell minimum solar power in a year as per the PPA. In case of default of aforesaid obligation, the Company is liable to pay compensation to customer as per the terms of the PPA. As at the year end the Company has estimated that no such penalty will be paid by the Company and accordingly no adjustment has been made in revenue.
2. Deviation settlement mechanism charges which is imposed for over draw/ injection and under draw/injection from the schedule for the generators

##### Income from carbon emission reduction

The Company recognized carbon emission reduction "CER" income in the period when it is reasonably certain that the Company will be able to comply with the conditions necessary to obtain these carbon emission reduction. Company recognise CER value at average price of open contract for sale of CER with customers.

##### Sale of goods

Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed. Revenue from operations is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

##### Interest income

Interest Income from a Financial Assets is recognised using effective interest rate method.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Interest income is included in the Statement of Profit and Loss.

##### Dividend income

Dividend Income is recognised when the Company's right to receive the amount has been established.

#### k) Foreign currencies

These Financial Statements are presented in Indian Rupees (INR), which is the Company's functional currency. Functional currency is the currency of the primary economic environment in which a company operates and is normally the currency in which the company primarily generates and expends cash.

Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of gain or loss on change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in other comprehensive income or profit or loss are also recognized in other comprehensive income or profit or loss, respectively).



Foreign exchange difference on foreign currency borrowings, settlement gain/loss and fair value gain/loss on derivative contract relating to borrowings are accounted and disclosed under finance cost. Such exchange difference does not include foreign exchange difference regarded as an adjustment to the borrowings cost and capitalised with cost of assets.

**D) Income taxes**

Tax expense represents the sum of current tax and deferred tax. Current and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the reporting date and includes any adjustment to tax payable in respect of previous years.

Subject to exceptions below, deferred tax is provided, using the balance sheet method, on all deductible temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, on carry forward of unused tax credits and unused tax loss:

- deferred income tax is not recognised on the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- deferred tax assets are recognised only to the extent that it is more likely than not that they will be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Tax relating to items recognized outside profit or loss is recognised outside profit or loss (either in other comprehensive income or equity).

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

The carrying amount of deferred tax assets is reviewed at each reporting date and is adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

**m) Segment reporting**

An operating segment is a component of the company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the company's other components, and for which discrete financial information is available. All operating segments' operating results are regularly reviewed by the Company's chief operating decision maker to make decisions about resources to be allocated to the segments and assess their performance. Based on the financial information reviewed by the chief operating decision maker in deciding how to allocate the resources and in assessing the performance of the Company, the Company has determined that it has a single operating and reporting segment, i.e., sale of solar power. The Company's principal operations are located in India. Accordingly, the Company earns its entire revenue from India. All of the Company's non-current assets are located in India."

**n) Earnings per share**

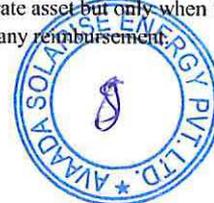
Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity 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.

**o) Provisions, contingencies and commitments**

**General**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the Statement of Profit and Loss net of any reimbursement.



If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

#### Contingent assets / liabilities

Contingent assets are not recognised. However, when realisation of income is virtually certain, then the related asset is no longer a contingent asset, and is recognised as an asset.

A disclosure for contingent liabilities is made where there is-

- a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or
- b) a present obligation that arises from past events but is not recognized because:

- it is not probable that an outflow of resources embodying economic benefit will be required to settle the obligation; or
- the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each reporting period.

Provisions for onerous contracts are recognized when the expected benefit to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

#### p) Impairment of non-financial assets

Cash generating units as defined in Ind AS 36 on impairment of assets are identified at the special purpose interim balance sheet date. At the date of Special Purpose Interim Balance Sheet, if there are indications of impairment and the carrying amount of the cash generating unit exceeds its recoverable amount (i.e. the higher of the fair value less costs of disposal and value in use), an impairment loss is recognized. The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the Statement of Profit and Loss. The impairment loss recognized in the prior accounting period is reversed to the extent of increase in the estimate of recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the impaired asset over its remaining useful life.

#### q) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable



- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

**r) Inventories**

Inventories comprises stores and spare parts and is carried at are carried at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price in the ordinary course of business less costs necessary to make the sale.

**s) Cash and cash equivalents**

Cash consists of balances with banks which are unrestricted for withdrawal and usage. The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

Short-term bank deposits are made for varying periods depending on the immediate cash requirements of the Company. Cash and cash equivalents include bank deposits having original maturity period of less than three months. Bank deposits with original maturity period of more than three months but less than 12 months are presented as 'Other bank balances'. Bank deposits with original maturity of more than twelve months are presented as 'Other financial assets'.

**t) Events occurring after the balance sheet date**

Impact of events occurring after the special purpose interim balance sheet date that provide additional information materially affecting the determination of the amounts relating to conditions existing at the special purpose interim balance sheet date are adjusted to respective assets and liabilities.

**u) Retirement and other employee benefits**

**(i) Short-term obligations** Liabilities for wages and salaries, including nonmonetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

**(ii) Other long-term employee benefit obligations** The liabilities for earned leave that are not expected to be settled wholly within 12 months are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the discount rates for Government Securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurement as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

**Defined contribution plan**

Eligible employees of the Company receive benefits from the Provident Fund, administered by the Government of India, which is a defined contribution plan. Both the employees and the Company make monthly contributions to the Provident Fund equal to a specified percentage of the eligible employees' salary. The Company has no further funding obligation under the Provident Fund, beyond the contributions elected or required to be made thereunder. Contributions to the Provident Fund by the Company are charged to expense in the period in which services are rendered by the covered employees.

**Defined benefit plan**

Employees are entitled to benefits under the Payment of Gratuity Act, 1972 ('the Gratuity Act') a defined benefit post-employment plan covering eligible employees of the Company. This plan provides for a lump-sum payment to eligible employees at retirement, death, and incapacitation or on termination of employment, of an amount based on the respective employee's salary and tenure of employment.

For defined benefit retirement plan, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Past service cost is recognised in the Statement of Profit and Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorised as follows: service cost (including current service cost and past service cost, as well as gains and losses on curtailments and settlements); net interest expense or income; and remeasurement. The Company presents service cost and net interest expense or income in Special Purpose Interim Statement of Profit and Loss in 'Employee benefits expense'.



v) **Recent Indian Accounting Standards (Ind AS)**

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 1, 2022, as below:

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 in its recognition of its property, plant and equipment in its financial statements.

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

The amendments specify that 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 in 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 in its financial statements.

Ind AS 116 – Annual Improvements to Ind AS (2021) The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its financial statements.



*(Handwritten signature)*



## 3. Property, plant and equipment

Particulars	Freehold land	Building & improvements	Plant & machinery	Vehicles	Furniture and Fixtures	Computer	Office equipment's	Total
<b>Gross block</b>								
As at April 1, 2020	1.36	159.04	6,538.98	-	0.18	-	-	6,699.56
Additions during the year	-	-	29.01	0.13	-	-	0.20	29.34
As at March 31, 2021	<b>1.36</b>	<b>159.04</b>	<b>6,567.99</b>	<b>0.13</b>	<b>0.18</b>	-	<b>0.20</b>	<b>6,728.90</b>
Additions during the year	-	-	-	-	-	0.05	0.09	0.14
As at March 31, 2022	<b>1.36</b>	<b>159.04</b>	<b>6,567.99</b>	<b>0.13</b>	<b>0.18</b>	<b>0.05</b>	<b>0.29</b>	<b>6,729.04</b>
<b>Accumulated depreciation</b>								
As at April 1, 2020	-	1.09	44.59	-	0.01	-	-	45.69
Depreciation for the year	-	6.04	248.65	-	0.02	-	0.01	254.72
As at March 31, 2021	-	<b>7.13</b>	<b>293.24</b>	-	<b>0.03</b>	-	<b>0.01</b>	<b>300.41</b>
Depreciation for the year	-	6.04	249.82	0.01	0.02	-	0.04	255.93
As at March 31, 2022	-	<b>13.17</b>	<b>543.06</b>	<b>0.01</b>	<b>0.05</b>	-	<b>0.05</b>	<b>556.34</b>
<b>Net Block</b>								
As at March 31, 2022	<b>1.36</b>	<b>145.87</b>	<b>6,024.93</b>	<b>0.12</b>	<b>0.13</b>	<b>0.05</b>	<b>0.24</b>	<b>6,172.70</b>
As at March 31, 2021	1.36	151.91	6,274.75	0.13	0.15	-	0.19	6,428.49

(i) Assets charged against borrowings - Property, plant and equipment (except Freehold land and Building & improvements) of the Company are subject to a first charge to secure the company's borrowings, refer note 13(a).

**Impairment of Property, plant and equipment :**

The Company periodically evaluates whether events have occurred that would render the property, plant and equipment's carrying value not recoverable. If such circumstances arise, the Company estimates the value in use by discounting the expected future operating cash flows to determine impairment effect. During the current year, no such events have occurred that would render management to evaluate impairment, however the Company has conducted impairment evaluation on value of property, plant and equipment and estimated that there is no impairment during the period ending March 31, 2022. The recoverable amount of cash generating unit is determined by the Company's management, based on a value in use calculation which uses cash flow projections and discount rate of 12.5% per annum. The recoverable amount has been calculated as per provisions of Ind AS 36. Cash flow projections are based on the future saleable energy, tariff rate, expected operation and maintenance cost, transmission cost and capital expenditure.

## 4. Carrying value of right of use assets

Particulars	Solar park facility on lease	Total
<b>Gross carrying amount</b>		
As at April 1, 2020	357.54	357.54
Adjustment for the year	(65.55)	(65.55)
Additions during the year	-	-
As at March 31, 2021	<b>291.99</b>	<b>291.99</b>
Adjustment for the year	30.98	30.98
Additions during the year	-	-
As at March 31, 2022	<b>322.97</b>	<b>322.97</b>
<b>Accumulated depreciation</b>		
As at April 1, 2020	14.30	14.30
Depreciation for the year	9.06	9.06
As at March 31, 2021	<b>23.36</b>	<b>23.36</b>
Adjustment for the year	2.51	2.51
Depreciation for the year	12.92	12.92
As at March 31, 2022	<b>38.79</b>	<b>38.79</b>
Net balance as at March 31, 2022	<b>284.18</b>	<b>284.18</b>
Net balance as at March 31, 2021	268.63	268.63




## 5. Non-current financial assets

## 5(a). Other financial assets

Particulars	As at March 31, 2022	As at March 31, 2021
Security deposits	0.53	0.03
Term deposits with original maturity of more than 3 months but less than 12 months*	251.38	375.15
<b>Total</b>	<b>251.91</b>	<b>375.18</b>

\*Term deposits of INR. 251.30 ( March 31, 2021 INR 335.00) are under lien for the purpose Debt Service Reserve Account as per requirement of lenders.  
Refer note 13(a) for assets pledged as securities

## 6. Non-current tax assets (Net)

Particulars	As at March 31, 2022	As at March 31, 2021
Tax deducted at source and advance tax	4.61	5.10
<b>Total</b>	<b>4.61</b>	<b>5.10</b>

Refer note 13(a) for assets pledged as securities

## 7. Inventories

Particulars	As at March 31, 2022	As at March 31, 2021
Stores and spares	17.61	21.37
<b>Total</b>	<b>17.61</b>	<b>21.37</b>

Refer note 13(a) for assets pledged as securities

## 8. Financial assets

## 8(a). Trade receivables

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Trade receivables</b>		
Considered good - Secured	58.40	58.40
Considered good - Unsecured	202.18	119.62
<b>Total receivables</b>	<b>260.58</b>	<b>178.02</b>

Refer note 13(a) for assets pledged as securities

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days from the date of invoice.

## Trade receivables ageing schedule as at March 31, 2022

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good*	177.91	82.67	-	-	-	-	260.58
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

\*Unbilled revenue of INR 92.90 included in trade receivables



**Trade receivables ageing schedule as at March 31, 2021**

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good*	173.20	0.45	4.13	0.24	-	-	178.02
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

\*Unbilled revenue of INR 110.83 included in trade receivables

**8(b). Cash and cash equivalents**

Particulars	As at March 31, 2022	As at March 31, 2021
Balance with banks in current accounts	62.06	113.91
<b>Total</b>	<b>62.06</b>	<b>113.91</b>

For the purpose of Statement of Cash Flows, cash and cash equivalents comprise the following:

Particulars	As at March 31, 2022	As at March 31, 2021
Balance with banks in current accounts	62.06	113.91
<b>Total cash and cash equivalents</b>	<b>62.06</b>	<b>113.91</b>

Refer note 13(a) for assets pledged as securities

**8(c). Other bank balances**

Particulars	As at March 31, 2022	As at March 31, 2021
Balance with banks in current accounts	191.40	-
<b>Total</b>	<b>191.40</b>	<b>-</b>

\*Current accounts of INR. 149.70 ( March 31, 2021 INR Nil) are under lien for the purpose Debt Service Reserve Account and INR. 41.70 ( March 31, 2021 INR Nil) are under lien for the purpose of Additional Reserve Account.

Refer note 13(a) for assets pledged as securities

**8(d). Other financial assets**

Particulars	As at March 31, 2022	As at March 31, 2021
<b>(Unsecured, considered good)</b>		
Interest accrued on fixed deposits	-	1.73
<b>Total</b>	<b>-</b>	<b>1.73</b>

Refer note 13(a) for assets pledged as securities

**9. Other current assets**

Particulars	As at March 31, 2022	As at March 31, 2021
Advances to suppliers	17.13	0.18
Prepaid expenses	5.97	5.97
<b>Total</b>	<b>23.10</b>	<b>6.15</b>

Refer note 13(a) for assets pledged as securities



10. Equity share capital

Particulars	As at		As at	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
<b>Authorised share capital</b>	<b>Number</b>	<b>Number</b>		
Equity shares of INR 10 each	4,40,00,000	4,40,00,000	440.00	440.00
<b>Issued, subscribed and fully</b>				
Equity shares of INR 10 each	4,28,50,000	4,28,50,000	428.50	428.50
<b>Total</b>			<b>428.50</b>	<b>428.50</b>

Refer note 13(a) for share pledged as securities

(a) Reconciliation of shares outstanding at the beginning and at the end of the year

Particulars	As at	
	March 31, 2022	March 31, 2021
<b>Equity Shares</b>	<b>Number</b>	<b>Number</b>
At the commencement of the year	4,28,50,000	4,28,50,000
Movements during the year	-	-
<b>At the end of the year</b>	<b>4,28,50,000</b>	<b>4,28,50,000</b>

(b) Terms/rights attached to equity share

The Company has single class of equity shares having a par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holder of the equity shares will be entitled to receive remaining assets of the Company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Shares held by holding company

Shares held by its holding company are as below:

Particulars	As at	
	March 31, 2022	March 31, 2021
	<b>Number</b>	<b>Number</b>
Avaada Energy Private Limited*	4,28,50,000	4,28,50,000

(d) Particulars of shareholders holding more than 5% equity shares

Particulars	As at March 31, 2022		As at March 31, 2021	
	Number	% holding in the class	Number	% holding in the class
<b>Equity shares of INR 10 each fully paid-up and held by:</b>				
Avaada Energy Private Limited*	4,28,50,000	100%	4,28,50,000	100%

(e) Particulars of shareholding of promoters

Promoter name	As at March 31, 2022		As at March 31, 2021	
	Number	% holding in the class	Number	% holding in the class
Avaada Energy Private Limited*	4,28,50,000	100%	4,28,50,000	100%

\* One equity share held by Mr. Vineet Mittal jointly with Avaada Energy Private Limited.

11. Instruments entirely equity in nature

Particulars	As at	
	March 31, 2022	March 31, 2021
<b>Fully compulsorily convertible debentures (FCCDs)</b>		
Opening balance	1,284.90	1,284.90
Movements during the year	-	-
<b>Closing balance</b>	<b>1,284.90</b>	<b>1,284.90</b>

Fully compulsorily convertible debentures (FCCDs)

During the previous years, the Company issued 12,84,90,000 FCCDs of INR 10 each at Nil coupon rate, Each FCCD is convertible into equity share of Rs. 10 each without any further act or application by FCCD holder, not later than ten years from the date of allotment.



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**12. Other equity**

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Retained earnings</b>		
Opening balance	143.61	113.57
Net profit/(Loss) for the year	(34.19)	30.06
Items of other comprehensive income recognised directly in retained earnings		
Remeasurements of post-employment benefit obligation, net of tax	(0.02)	(0.02)
Less - Transfer to Debenture Redemption Reserve	(109.44)	-
<b>Closing balance</b>	<b>(0.04)</b>	<b>143.61</b>
<b>Debenture Redemption Reserve</b>		
Opening balance	-	-
Debenture redemption reserve created*	109.44	-
<b>Closing balance (B)</b>	<b>109.44</b>	<b>-</b>
<b>Total (A+B)</b>	<b>109.40</b>	<b>143.61</b>

\*Under the guidelines of Sec 71(4) of the Companies Act read with Rule 18(7) of the Companies (Share Capital and Debentures) Rules, 2014, the Company has maintained the Debenture Redemption Reserve Account lower of:

- 15% of the amount of its NCD maturing during the year ending March 31, 2023 and 10% of the amount of remaining outstanding NCD issued, or
- accumulated amount of retained earnings available at the end of the financial year.

**13. Non-current financial liabilities****13(a). Long term borrowings**

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Carried at amortised cost</b>		
<b>Secured</b>		
Non-convertible debentures	4,946.53	-
Term loan from financial institutions	-	5,033.89
Less: Current maturities of long term borrowings	199.60	198.89
<b>Total</b>	<b>4,746.93</b>	<b>4,835.00</b>

**Summary of borrowings arrangement:**

**Non-convertible debentures amounting to INR 4,946.53 (March 31, 2021 : Nil).**

On March 2, 2022 the Company has issued 4,990 secured, redeemable, rated, listed non-convertible debentures "NCD" having face value of INR 1,000,000 each at fixed coupon rate of 6.75% per annum payable quarterly (effective rate being 7.10% p.a.), at par aggregating to INR 4,990 million on private placement basis. These NCDs will be due for maturity on February 28, 2025.

These NCDs are secured by:

- First ranking charge on both present and future comprising of moveable fixed assets, current assets, all receivables, bank accounts, all reserves maintained by the Company in relation to the Debentures.
- first ranking security (by way of assignment/charge) over all the rights, title, interest, benefits, claims and demands under project documents,
- exclusive pledge over up to 99.99% of the total issued and paid-up share capital of the Company and 100% of the compulsory convertible debentures approved by its shareholders,
- Unconditional and irrevocable corporate guarantee from FERMI Solar Farms Private Limited, Avaada SataramH Private Limited, Clean Sustainable Energy Private Limited (on a joint and several basis) in favour of the Debenture Trustee, in accordance with the terms of the Deed of Guarantee.

As per Debenture trust deed, NCD are also secured by first ranking charge on immovable properties of the Company, including project land, however as at March 31, 2022, the Company is in process of executing necessary documentations and fillings in this regard.

**Term loan from RECL amounting to INR Nil (March 31, 2021 : 5,056.10, netoff processing fees amortisation 5,033.89).**

The loan has been fully re-paid on March 02, 2022 from proceeds of NCDs. Indian rupee long term loan from RECL carried annual interest rate of ~9.82% p.a. payable at the end of every Month. The loan was secured by first charge on entire movable properties, including plant and machinery, machinery spares, equipment's, tools and accessories, furniture, fixtures, vehicles, stocks and all other movable assets, present and future, all the present and future book debts, bills, receivables, monies including bank accounts, claims of all kinds and stocks including consumables and other general stores; first charge on all the rights, title, interest, benefits, claims and demand in project agreement (including amendments in project agreement), clearances ,any guarantee, warrant , letter of credit, performance bond provided by any party to the project agreement, implementation support agreement (ISA) and land sub-lease agreement (LSAs) . The loan is also secured by short fall undertaking for funding time cost overrun and corporate guarantee issued by Avaada Energy Private Ltd and pledge of shares in the Company, held by Avaada Energy Private Limited (formerly known as Giriraj Renewables Private Limited) representing 51% of paid up equity share capital and 51% of FCCDs. Company has complied all loan covenant agreed.



13(b). Lease liability

Particulars	As at March 31, 2022	As at March 31, 2021
Carried at amortised cost		
Lease liability	297.53	273.20
<b>Total</b>	<b>297.53</b>	<b>273.20</b>

14. Deferred tax liabilities (net)

The major components of income tax expense for the years ended March 31, 2022 and March 31, 2021 are:

(a) Profit or loss section

	As at March 31, 2022	As at March 31, 2021
<b>Current tax:</b>		
Current tax on profits for the year	-	-
Adjustments in respect of current income tax of previous year	-	-
<b>Total current tax expense</b>	<b>-</b>	<b>-</b>

**Deferred tax charge/ (credit):**

Relating to origination and reversal of temporary differences	(29.85)	39.65
<b>Total deferred tax charge/ (credit)</b>	<b>(29.85)</b>	<b>39.65</b>

**Tax expense/ (credit) recognised in the Statement of Profit or Loss**

	<b>(29.85)</b>	<b>39.65</b>
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**Other comprehensive income/ (loss) section**

**Deferred tax charge (credit):**

Re-measurement gains/ (losses) on defined benefit plans	0.01	0.01
<b>Income tax charged/ (credited) to other comprehensive income/ (loss)</b>	<b>0.01</b>	<b>0.01</b>

(b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2022 & March 31, 2021

Accounting profit / (loss) before income tax	(64.04)	69.71
At India's statutory income tax rate of 25.17 % (March 31, 2021: 25.17%)	(16.12)	17.55
<b>Tax effect of amounts which are not deductible (taxable) in calculating taxable income:</b>		
Effect of expenses that are not deductible in determining taxable profit	0.38	0.90
Tax impact of processing fees charged to Statement of Profit and Loss due to prepayment of term loan	(5.59)	-
Adjustments in respect of income tax of previous year	(8.53)	21.19
<b>Total adjustments</b>	<b>(13.74)</b>	<b>22.09</b>
<b>Income tax expense/ (income)</b>	<b>(29.86)</b>	<b>39.64</b>

(c) Deferred tax liability

Particulars	As at April 1, 2021	Charge/ (credit) to Statement of Profit and Loss	Charge/(credit) to other comprehensive income	As at March 31, 2022
Property, plant and equipment and intangible assets	(794.29)	250.28	-	(1,044.57)
Carried forward losses and unabsorbed depreciation	714.62	(279.36)	-	993.98
Provision for employee benefits	0.05	0.02	(0.01)	0.04
Right of use asset	5.88	77.41	-	(71.53)
Lease liability	(4.40)	(86.96)	-	82.56
Decommissioning liabilities	0.19	(2.07)	-	2.26
Non-convertible debentures	-	10.94	-	(10.94)
Others	-	(0.11)	-	0.11
<b>Net Deferred tax liability</b>	<b>(77.95)</b>	<b>(29.85)</b>	<b>(0.01)</b>	<b>(48.09)</b>

Particulars	As at April 1, 2020	Charge/ (credit) to Statement of Profit and Loss	Charge/(credit) to other comprehensive income	As at March 31, 2021
Property, plant and equipment and intangible assets	(52.39)	741.90	-	(794.29)
Carried forward losses and unabsorbed depreciation	15.24	(699.38)	-	714.62
Provision for employee benefits	-	(0.04)	(0.01)	0.05
Right of use asset	3.60	(2.28)	-	5.88
Lease liability	(4.76)	(0.36)	-	(4.40)
Decommissioning liabilities	-	(0.19)	-	0.19
<b>Net Deferred tax liability</b>	<b>(38.31)</b>	<b>39.65</b>	<b>(0.01)</b>	<b>(77.95)</b>

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.



15. Long term provisions

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Provision for employee benefits</b>		
Gratuity (refer note 31)	0.08	0.08
Leave encashment	0.06	0.12
<b>Provision for asset retirement obligation</b>		
Decommissioning liabilities	8.96	8.14
<b>Total</b>	<b>9.10</b>	<b>8.34</b>

16. Current financial liabilities

16(a). Current borrowings

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Carried at amortised cost</b>		
<b>Unsecured</b>		
Current maturities of long-term borrowings	199.60	198.89
Loans from related parties (refer note 30)	47.14	30.50
<b>Total</b>	<b>246.74</b>	<b>229.39</b>

Terms and conditions:

(a) Loan from related parties

Interest free loan from Avaada Energy Private Limited amounting to INR 43.58 (March 31, 2021: 30.47)

Interest free loan from Avaada Clean Project Private Limited amounting to INR 3.44 (March 31, 2021: 0.03)

Interest free loan from Avaada RJHN Private Limited amounting to INR 0.08 (March 31, 2021: Nil)

Interest free loan from Avaada Sunce Energy Private Limited amounting to INR 0.05 (March 31, 2021: Nil)

The borrowing is in the nature of revolving credit facility as and when requested by the Company. It is interest-free and does not have a fixed tenure. The loan is repayable on demand. As at March 31, 2022, considering the size of the loan amount, the management has concluded that the related interest expense is immaterial and has not recognised any deemed equity.

16(b). Trade payables

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Trade payables</b>		
Total outstanding dues to micro and small enterprises (refer note 37)	1.90	2.27
Total outstanding dues to creditors other than micro and small enterprises	40.47	70.81
<b>Total</b>	<b>42.37</b>	<b>73.08</b>

Trade payable ageing schedule as at March 31, 2022:

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	1.90	-	-	-	1.90
(ii) Others	-	40.47	-	-	-	40.47
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

Trade payable ageing schedule as at March 31, 2021:

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	2.27	-	-	-	2.27
(ii) Others	-	70.81	-	-	-	70.81
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-



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16(c). Lease liability

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Carried at amortised cost</b>		
Lease liability	30.50	22.54
<b>Total</b>	<b>30.50</b>	<b>22.54</b>

**Reconciliation of liabilities arising from financing activities pursuant to IND AS 7 - Cash Flows**

The table below details change in the Company's liabilities arising from financing activities, including both cash and non cash changes. Liabilities arising from financing activities are those for which cash flows where, or future cash flows will be, classified in the Company's statement of cash flows as cash flows from financing activities.

**Movement for the year ended March 31, 2022**

Particulars	Opening balance as at April 1, 2021	Non-cash changes	Financing cash flows	Closing balance as at March 31, 2022
Lease liabilities	295.74	62.79	30.50	328.03

**Movement for the year ended March 31, 2021**

Particulars	Opening balance as at April 1, 2020	Non-cash changes	Financing cash flows	Closing balance as at March 31, 2021
Lease liabilities	359.87	(41.36)	22.77	295.74

16(d). Other financial liabilities

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Carried at amortised cost</b>		
Payables to related parties for purchase of capital assets (refer note 30)	19.75	19.75
Interest accrued but not due on borrowings	-	1.36
<b>Total</b>	<b>19.75</b>	<b>21.11</b>

17. Other current liabilities

Particulars	As at March 31, 2022	As at March 31, 2021
Statutory dues	4.34	0.96
<b>Total</b>	<b>4.34</b>	<b>0.96</b>

18. Short term provisions

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Provision for employee benefits</b>		
Gratuity (refer note 31)*	-	-
Leave encashment**	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

\* Expressed in absolute - Gratuity INR 1,189 (March 31, 2021: INR 1,075)

\*\* Expressed in absolute - Leave encashment INR 1,357 (March 31, 2021: INR 2,539)



**19. Revenue from operations**

Particulars	For the year ended	
	March 31, 2022	March 31, 2021
Sales of power*	929.74	935.60
<b>Total</b>	<b>929.74</b>	<b>935.60</b>

\* Revenue from sale of power is net off rebate INR 9.13 (March 31, 2021 INR 4.09) and deviation charges/(income) (net off) INR (4.29) (March 31, 2021 INR 8.6)

**20. Other income**

Particulars	For the year ended	
	March 31, 2022	March 31, 2021
Profit on sale of investments	0.36	-
Interest income on deposits with bank	21.86	27.20
Foreign Exchange gain	0.13	-
Carbon credit sale	7.73	-
Other income	0.22	-
<b>Total</b>	<b>30.30</b>	<b>27.20</b>

**21. Employee benefits expense**

Particulars	For the year ended	
	March 31, 2022	March 31, 2021
Salary, wages and bonus	3.83	3.42
Contribution to provident fund and other funds	0.15	0.14
Gratuity expense (Refer note 31)	0.03	0.05
Leave encashment (Refer note 31)	0.01	0.11
Staff welfare	0.15	0.17
<b>Total</b>	<b>4.17</b>	<b>3.89</b>

**22. Finance costs**

Particulars	For the year ended	
	March 31, 2022	March 31, 2021
<b>Interest costs on account of:</b>		
Loan from financial institutions	437.57	509.40
Lease liability (refer note 4)	31.84	24.19
Non-convertible debentures	27.90	-
Decommissioning liability	0.82	0.75
Bank charges on bank guarantee	2.49	6.80
<b>Other borrowing costs</b>		
Processing fees	22.21	1.20
Other borrowing cost	2.72	0.66
Loan pre-payment charges	115.02	-
<b>Total</b>	<b>640.57</b>	<b>543.00</b>

**23. Depreciation and amortisation expense**

Particulars	For the year ended	
	March 31, 2022	March 31, 2021
Depreciation on property, plant and equipment	255.93	254.72
Depreciation on right of use (refer note 4)	15.43	9.06
<b>Total</b>	<b>271.36</b>	<b>263.78</b>



24. Other expenses

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Plant maintenance expenses	76.50	57.08
Solar park facility & land development	-	2.90
Electricity sale expenses	1.48	1.10
Legal and professional	1.55	0.86
Fees and subscription	0.05	1.39
Project compliance charges	0.76	0.41
Insurance expenses	8.96	6.14
Auditor remuneration*	0.65	0.18
Corporate social responsibility expenses (refer note 26)	1.50	1.10
Office repair and maintenance expenses	0.26	0.24
Site overhead expenses	0.23	0.15
Security expenses	8.53	9.05
Travelling and conveyance	1.57	1.56
Miscellaneous expenses	5.94	0.26
<b>Total</b>	<b>107.98</b>	<b>82.42</b>

\*Auditors remuneration include

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Statutory audit fee (including GST)	0.65	0.18
<b>Total</b>	<b>0.65</b>	<b>0.18</b>

25. Earnings per share (EPS)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Basic (INR)	(0.20)	0.18
Diluted (INR)	(0.20)	0.18
<b>Basic earnings per share:</b>		
<b>The earnings and weighted average number of equity shares used in the calculation of basic earnings per share are as follows</b>		
Profit/(loss) for the year	(34.19)	30.06
Earnings used in the calculation of basic earnings per share from continuing operations	(34.19)	30.06
<b>Weighted average number of equity shares for the purposes of basic earnings per share</b>	<b>17,13,40,000</b>	<b>17,13,40,000</b>
<b>Diluted earnings per share:</b>		
Profit/(loss) for the year	(34.19)	30.06
Earnings used in the calculation of diluted earnings per share from continuing operations	(34.19)	30.06

The weighted average number of equity shares for the purposes of diluted earnings per share reconciles with the weighted average number of equity shares used in the calculation of basic earnings per share as follows:

Weighted average number of equity shares used in the calculation of basic earnings per share	17,13,40,000	17,13,40,000
Weighted average number of equity shares used in the calculation of diluted earnings per share	17,13,40,000	17,13,40,000

There is no potential equity shares that are anti-dilutive and therefore not considered for the weighted average number of equity shares for the purpose of diluted earnings per share.



**26. Disclosure relating to Corporate Social Responsibility (CSR) Expenditure**

As per provisions of Section 135 of the Companies Act, 2013, the Company has to spend at least 2% of the average profits of the preceding three financial years towards CSR. Accordingly, a CSR committee has been formed for carrying out the CSR activities as per Schedule VII of the Companies Act, 2013.

Particulars	For the year ended	
	March 31, 2022	March 31, 2021
(i) Amount required to be spent by the Company during the year	1.48	1.01
(ii) Amount of expenditure incurred	1.50	1.10
(iii) Shortfall at the end of the year	-	-
(iv) Total of previous years shortfall	-	-
(v) Reason for shortfall	Not applicable	Not applicable
(vi) Nature of CSR activities	Preventive healthcare/Covid care support	Empowerment
(vii) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard*	1.50	1.10
(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year	Not applicable	Not applicable

\*Represents contribution to Avaada foundation a controlled trust to support the education, empowerment, health, environment and rural electrification, emphasizing more on women education and empowerment.

**27. Financial Ratio**

Particulars	For the year ended		Variance%
	March 31, 2022	March 31, 2021	
1 Current Ratio (in times) (Current Assets/Current Liabilities) <b>Reasons for variance:-</b> Increase in current bank deposit and increase in trade receivables has resulted in increase in the current asset, hence variance in ratio.	1.61	0.93	74.42%
2 Debt-Equity Ratio (in times) [Total Debt/ Equity]*	2.92	2.89	1.15%
3 Debt Service Coverage Ratio (in times) [(Profit after Tax excluding exceptional items + Finance Cost+ Depreciation / (Interest payment + Principal repayment)] **	1.81	1.81	0.00%
4 Return on Equity Ratio (in times) (Profit after tax /Average shareholder equity) <b>Reasons for variance:-</b> Reduction of net income (PAT) due to pre-payment penalty and processing fees charged in the Statement of Profit and Loss on account of prepayments of existing borrowing.	(0.02)	0.02	-213.93%
5 Inventory Turnover Ratio (Net Sales/Average inventory)***	Not applicable	Not applicable	
6 Trade Receivable Turnover Ratio (in times) [(Revenue from operation) /Average Trade Receivable]	4.24	4.38	-3.10%
7 Net capital turnover ratio ( Net Sales / Working capital) <b>Reasons for variance:-</b> Reclassification of Bank deposit from non current financial asset to current financial asset and increase in debtor has resulted in increase in the current asset, hence variance in ratio.	4.41	(36.09)	-112.21%
8 Trade payables turnover ratio=Net credit purchases / Average Payable****	Not applicable	Not applicable	
9 Net Profit ratio (%) [Profit after tax/Revenue from Operations]	-3.68%	3.21%	-6.89%
10 Return on capital employed (Profit after tax+finance cost)/(Tangible net worth + Total debt* + Deferred tax liabilities)	8.02%	8.40%	-0.38%
11 Return on investment = Income generated from investments / Time weighted average investments*****	Not applicable	Not applicable	

\*Total debt Includes non-current borrowing and current borrowing.

\*\*Interest payment and repayments represents the future interest payments and repayments of long term debt due within twelve months of the reporting date.

\*\*\*Not Applicable, as the Company has only inventory of stores and spares parts. There is no inventory of finished goods.

\*\*\*\*Not Applicable, as the company payables outstanding are for other expenses, for which no credit period is defined.

\*\*\*\*\*Not Applicable, as the Company has made short term investments (bank deposits and mutual funds) for utilising the surplus fund.

The above financial ratios measures presented may not be comparable to similarly titled measures reported by other companies.



27. (b) OTHER STATUTORY INFORMATION

- a) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- b) The Company do not have any transactions with companies struck off.
- c) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- d) The Company have not traded or invested in crypto currency or virtual currency during the financial year.
- e) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- f) All the title deeds/ lease deed of immovable properties are held in the name of the Company as at the balance sheet date.
- g) The Company have 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.
- h) The Company have 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 to or on behalf of the Ultimate Beneficiaries.
- i) The Company have not any such transaction which is not recorded in the books of accounts 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).



## 28. Disclosure of significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

### Judgements, estimates and assumptions

The judgements and key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its judgements, assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Significant judgements, estimates and assumptions are as specified below:-

### Useful lives of property, plant and equipment

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.

### Taxes

Deferred tax assets are recognised for unabsorbed tax losses, unabsorbed depreciation and all deductible temporary differences, to the extent that it is probable that future taxable profit will be available against which they can be utilised. Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company has reviewed tax losses and unabsorbed depreciation, and determined that it is probable that sufficient future taxable profits will be available against which such tax losses and unabsorbed depreciation can be utilised. Thus, the Company has recognized a corresponding deferred tax asset on the same.

Any changes in these assumptions may have an impact on the measurement of the deferred taxes in future.

### Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in India.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates in India.

### Leases

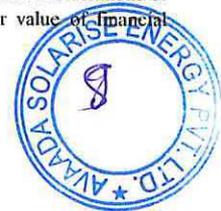
The Company has taken certain land and land & building on long term lease basis. The lease agreements generally have an escalation clause and are generally non-cancellable. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company evaluates if an arrangement qualifies to be a lease as per the requirements of IND AS 116. Identification of a lease requires judgment. The Company uses judgement in assessing the lease term and the applicable discount rate. The discount rate is generally based on the incremental borrowing rate.

### Fair value of interest-free long term loans

The fair value of interest-free loans is determined using discounted cash flow method using a market interest rate of a comparable instrument having the same terms. The difference between the fair value and transaction value has been considered as deemed equity contribution from the parent company hence recognised and included in equity.

### Fair value of financial instruments

When the fair values 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 present valuation technique. 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.



**29. Operating Segments**

The Company's Board of Directors' is considered to be the chief operating decision maker in accordance with Ind AS 108. Based on the financial information reviewed by the chief operating decision maker in deciding how to allocate the resources and in assessing the performance of the Company, the Company has determined that it has a single operating and reporting segment, i.e., sale of power. The Company's principal operations are located in India. Accordingly, the Company earns its entire revenue from India. All of the Company's non current assets are located in India.

**30. Related party transactions****(i) Names of related parties and related party relationship****(a) Related parties where control exists**

Ultimate holding company

Holding company

Fellow Subsidiary Company

Avaada Ventures Private Limited

Avaada Energy Private Limited

Avaada Clean Project Private Limited

Viraj Solar Maharashtra Private Limited

Avaada RJHN Private Limited

Avaada Sunce Energy Private Limited

Avaada SataraMH Private Limited

Clean Sustainable Energy Private Limited

Fermi Solarfarms Private Limited

Avaada Foundation

Key managerial personnel

Rajesh Bihari Dwivedi (Director)

Gopal Goel (Director)

Aadishri Vinay Sahasrabudhe (Company Secretary)

**(ii) Transaction with related parties during the year**

Particulars	Ultimate holding company		Holding and other related companies	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
<b>Proceeds from current borrowings</b>	-	-	7.57	-
Avaada Energy Private Limited	-	-	7.50	-
Avaada Clean Project Private Limited	-	-	0.07	-
<b>Repayment of current borrowings</b>	-	0.91	1.53	-
Avaada Energy Private Limited	-	-	1.33	-
Avaada Ventures Private Limited	-	0.91	-	-
Avaada Clean Project Private Limited	-	-	0.20	-
<b>Purchase of goods &amp; services from</b>	-	-	-	20.00
Avaada Energy Private Limited	-	-	-	20.00
<b>Transfer of retirement obligation liability employee transferred to</b>	-	-	0.12	-
Avaada RJHN Private Limited	-	-	0.08	-
Avaada Sunce Energy Private Limited	-	-	0.05	-
<b>EPC advance return</b>	-	-	-	0.25
Avaada Energy Private Limited	-	-	-	0.25
<b>Reimbursement of expenses by</b>	-	-	10.48	11.58
Avaada Energy Private Limited	-	-	6.93	11.55
Avaada Clean Project Private Limited	-	-	3.54	0.03
<b>Land purchase</b>	-	-	-	1.28
Viraj Solar Maharashtra Private Limited	-	-	-	1.28
<b>Contribution of fund in relation to CSR expenditure</b>	-	-	1.50	1.10
Avaada Foundation	-	-	1.50	1.10

**Compensation to key managerial personnel**

No remuneration has been paid to the directors and Company secretary for the services received during the year ended March 31, 2022.



Avaada Solarise Energy Private Limited

CIN:- U40300DL2018PTC338280

Notes to Financial Statements for the year ended March 31, 2022

(All amounts in INR millions unless stated otherwise)

(iii) Balances outstanding at the end of the year

Particulars	Ultimate holding company		Holding and other related	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
<b>Other financial liabilities</b>	-	-	<b>19.75</b>	<b>19.75</b>
Avaada Energy Private Limited	-	-	19.75	19.75
<b>Current borrowings</b>	-	-	<b>47.14</b>	<b>30.50</b>
Avaada Energy Private Limited	-	-	43.58	30.47
Avaada Clean Project Private Limited	-	-	3.44	0.03
Avaada RJHN Private Limited	-	-	0.08	-
Avaada Sunce Energy Private Limited	-	-	0.05	-
<b>Corporate guarantee issued in favour of banks in relation to loan availed by</b>	-	-	-	<b>5,139.80</b>
Avaada Energy Private Limited	-	-	-	5,139.80

All the amounts payable to related parties above are unsecured and will be settled in cash.

- (iv) Avaada SataraMH Private Limited, Clean Sustainable Energy Private Limited and Fermi Solarfarms Private Limited has given corporate guarantee for an amount INR 9,410 ( March 31, 2021: Nil) in favour of debenture holders of the Company.



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**31. Gratuity and other post employment benefit plans****(a) Defined benefit plan - gratuity**

The Company has a defined benefit for gratuity. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The Company provides for the liability in its books of accounts based on the actuarial valuation. The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the respective plans.

The principal assumptions used in determining gratuity benefit obligations for the Company's plan are shown below:

	March 31, 2022	March 31, 2021
Discount rate	7.40%	6.88%
Salary increment rate	7.00%	7.00%
Retirement age assistant vice president and below	60 years	60 years
Retirement age vice president and above	60 years	60 years
Mortality table	Indian Assured lives Mortality (2012-14)	Indian Assured lives Mortality (2012-14)

**Withdrawal rates: age related and past experience**

Age	% Withdrawal	
	March 31, 2022	March 31, 2021
Upto 30 year	3%	3%
Between 31 and 44 years	2%	2%
Above 44 years	1%	1%

The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yield available on the Government bonds at the accounting date with a term that matches that of the liabilities and the salary growth rate takes account of inflation, seniority, promotion and other relevant factors on long term basis.

**Changes in the present value of the defined benefit obligation are as follows:**

	March 31, 2022	March 31, 2021
Opening defined benefit obligation	0.08	0.01
Obligation transferred to fellow subsidiary Company	(0.06)	-
Current service cost	0.02	0.05
Interest cost*	0.01	0.00
Re-measurements	-	0.03
Benefits paid	-	(0.01)
Actuarial (gain) / loss	0.03	-
<b>Closing defined benefit obligation</b>	<b>0.08</b>	<b>0.08</b>

\*Expressed in absolute - Interest cost Rs. 5,845 (March 31, 2021: 424)

**Balance sheet**

	March 31, 2022	March 31, 2021
Present value of defined benefit obligation	(0.08)	(0.08)
Fair value of plan assets	-	-
<b>Plan asset / (liability)</b>	<b>(0.08)</b>	<b>(0.08)</b>

**Expenses recognised in statement of profit and loss**

	March 31, 2022	March 31, 2021
Interest cost	0.01	0.00
Current service cost	0.02	0.05
<b>Net benefit expense</b>	<b>0.03</b>	<b>0.05</b>

**Expenses recognised in Statement of other comprehensive income**

	March 31, 2022	March 31, 2021
Actuarial (gain) / loss	-	-
Due to change in demographic assumptions	-	-
Due to change in financial assumptions*	(0.01)	(0.00)
Due to change in experience adjustments	0.03	0.04
<b>Total expense recognised in statement of other comprehensive income</b>	<b>0.03</b>	<b>0.03</b>

\*Expressed in absolute - expense recognised in other comprehensive income Rs. 8,238 (March 31, 2021: 1,185)

**A quantitative sensitivity analysis for significant assumption as at March 31, 2022 is as shown below:**

Sensitivity Level	Discount rate		Salary growth rate	
	0.50% increase	0.50% decrease	0.50% increase	0.50% decrease
Increase/ (decrease) in defined benefit obligation	(0.01)	0.01	0.01	(0.01)



A quantitative sensitivity analysis for significant assumption as at March 31, 2021 is as shown below:

Sensitivity Level	Discount rate		Salary growth rate	
	0.50% increase	0.50% decrease	0.50% increase	0.50% decrease
Increase/ (decrease) in defined benefit obligation	(0.01)	0.01	0.01	(0.01)

Sensitivities due to mortality & withdrawals are not material hence impact of change due to these is not calculated. Sensitivities as to rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable.

The following payments are expected contributions to the defined benefit plan in future years:

	March 31, 2022	March 31, 2021
Within one year*	0.00	0.00
1-5 years	0.02	0.03
More than 5 years	-	-

\*Expressed in absolute- within one year Rs. 2,695 (March 31, 2021: 3,193)

The average duration of the defined benefit plan obligation at the end of the reporting period is 3.79 years (March 31, 2021: 2.09)

#### Description of risk exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follows:

- Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- Discount Rate : Reduction in discount rate in subsequent valuations can increase the plan's liability.
- Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact plan's liability.

(b) Compensated absence : The amount of the provision INR 0.06 (March 31, 2021: INR 0.12)

The principal assumptions used in determining gratuity benefit obligations for the Company's plan are shown below:

	March 31, 2022	March 31, 2021
Discount rate	7.40%	6.88%
Salary increment rate	7.00%	7.00%
Leave availment rate	0.50%	0.50%
Retirement age assistant vice president and below	60 years	60 years
Retirement age vice president and above	60 years	60 years
Mortality table	Indian Assured lives Mortality (2012-14)	Indian Assured lives Mortality (2012-14)

#### Withdrawal rates: age related and past experience

Age	% Withdrawal	
	March 31, 2022	March 31, 2021
Upto 30 year	3%	3%
Between 31 and 44 years	2%	2%
Above 44 years	1%	1%

A quantitative sensitivity analysis for significant assumption as at March 31, 2022 is as shown below:

Sensitivity Level	Discount rate		Salary growth rate	
	0.50% increase	0.50% decrease	0.50% increase	0.50% decrease
Increase/ (decrease) in defined benefit obligation	(0.01)	0.01	0.01	(0.01)

A quantitative sensitivity analysis for significant assumption as at March 31, 2021 is as shown below:

Sensitivity Level	Discount rate		Salary growth rate	
	0.50% increase	0.50% decrease	0.50% increase	0.50% decrease
Increase/ (decrease) in defined benefit obligation	(0.01)	0.01	0.01	(0.01)

#### (c) Defined contribution plan

During the year, the Company has recognised the following amounts in the Statement of Profit and Loss

	March 31, 2022	March 31, 2021
Employers' Contribution to Employee's Provident Fund	0.15	0.14
	0.15	0.14

**32. Fair values**

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

	Note	Carrying Value		Fair value	
		March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
<b>Financial assets</b>					
<i>Measured at amortised cost</i>					
Security deposits	5(a)	0.53	0.03	0.53	0.03
Trade receivables	8(a)	260.58	178.02	260.58	178.02
Cash and cash equivalents	8(b)	62.06	113.91	62.06	113.91
Other bank balances	8(c)	191.40	-	191.40	-
Other financial assets	8(d)	251.38	376.88	251.38	376.88
<b>Financial liabilities</b>					
<i>Measured at amortised cost</i>					
Non-convertible debentures/ Financial Institutions borrowings	13(a)	4,946.53	5,033.89	4,946.53	5,033.89
Lease liability	13(b) & 16(c)	328.03	295.74	328.03	295.74
Loans from related parties	16(a)	47.14	30.50	47.14	30.50
Trade payables	16(b)	42.37	73.08	42.37	73.08
Other financial liabilities	16(d)	19.75	21.11	19.75	21.11

**33. Fair value hierarchy**

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.



**34. Financial risk management objectives and policies**

In its ordinary operations, the Company's activities expose it to the various types of risks, which are associated with the financial instruments and markets in which it operates. The Company has a risk management policy which covers the foreign exchanges risks and other risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the board of directors. The following is the summary of the main risks:

**(a) Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates (currency risk) and interest rates (interest rate risk) will affect the Company's income or value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

**(i) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The capital expenditure of the company is financed by loans, the shareholders' fund and internal proceeds. The interest bearing loans of the Company comprises of both fixed and floating rate.

**Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on loans and borrowings. With all other variables held constant, the Company's profit before tax is affected on account of impact on floating rate borrowings, as follows:

	Amount	Increase/(decrease) in basis points	Effect on loss before tax
<b>March 31, 2022</b>			
Non-convertible debentures	4,946.53		
Impact on profit before tax on account of increase in interest costs		1.00%	49.47
Impact on profit before tax on account of decrease in interest costs		(1.00%)	(49.47)
<b>March 31, 2021</b>			
Term Loan from financial institutions	5,033.89		
Impact on profit before tax on account of increase in interest costs		1.00%	50.34
Impact on profit before tax on account of decrease in interest costs		(1.00%)	(50.34)

**(b) Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. Credit risk is managed by company's established policy, procedures and control relating to customer credit risk management.

Financial assets that potentially exposed the Company to credit risk are listed below:

	As at March 31, 2022	As at March 31, 2021
Trade receivables	260.58	178.02
Other financial assets	-	1.73
<b>Total</b>	<b>260.58</b>	<b>179.75</b>

**(i) Trade Receivables**

Customer credit risk is managed on the basis of Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low. The Company primarily generates revenue from sale of power to single off taker. The trade receivables mainly comprise of private companies, however the Company does not foresee any credit risk attached to receivables from such companies. The Company does not hold collateral as security.

**(ii) Financial instruments and cash deposits**

Credit risk from balances with banks are managed by the Company's management in accordance with the approved policy. Investments of surplus funds are made only with approved counterparties. Counterparty credit limits are reviewed by the management on an annual basis. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

**(c) Liquidity risk**

Liquidity risks are managed by the Company's management in accordance with Company's policy. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans and equity shares. The company attempts to ensure that there is a balance between the timing of outflow and inflow of funds. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low since company has access to a sufficient variety of sources of funding. The Company is not subject to any restrictions on the use of its capital that could significantly impact its operations. In light of these facilities, the Company is not exposed to any significant liquidity risk.



The table below provides details regarding the contractual maturities of financial assets and liabilities as at March 31, 2022:

Particulars	Effective interest rate (% p.a.)	Within 1 year	Between 1 and 5 years	More than 5 years	Total	Carrying amount
<b>Variable interest rate</b>						
Non-convertible debentures	7.10	531.39	5,388.08	-	5,919.47	4,946.53
					-	-
<b>Non-Interest bearing</b>						
Lease liability		30.50	129.96	671.04	831.50	328.03
Borrowings		246.74	-	-	246.74	246.74
Trade payables		42.37	-	-	42.37	42.37
Other financial liabilities		19.75	-	-	19.75	19.75
		<b>870.75</b>	<b>5,518.04</b>	<b>671.04</b>	<b>7,059.83</b>	<b>5,583.42</b>

The following table summarises the Company's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets.

Particulars	Effective interest rate (% p.a.)	Within 1 year	Between 1 and 5 years	More than 5 years	Total	Carrying amount
<b>Variable interest rate</b>						
Term deposits**	4.15	-	261.86	-	261.86	251.38
<b>Non-Interest bearing</b>						
Trade receivables		260.58	-	-	260.58	260.58
Cash and cash equivalents		62.06	-	-	62.06	62.06
Other bank balances		191.40	-	-	191.40	191.40
		<b>514.04</b>	<b>261.86</b>	<b>-</b>	<b>775.90</b>	<b>765.42</b>

\*Includes principal and interest cash flows.

The table below provides details regarding the contractual maturities of financial assets and liabilities as at March 31, 2021:

Particulars	Effective interest rate (% p.a.)	Within 1 year	Between 1 and 5 years	More than 5 years	Total	Carrying amount
<b>Variable interest rate</b>						
Term loan from financial institutions*	9.82	198.89	419.37	4,415.63	5,033.89	5,056.10
<b>Non-Interest bearing</b>						
Lease liability (refer note 4)		30.50	127.31	737.35	895.16	295.74
Borrowings		30.50	-	-	30.50	30.50
Trade payables		73.08	-	-	73.08	73.08
Other financial liabilities		21.11	-	-	21.11	21.11
		<b>354.08</b>	<b>546.68</b>	<b>5,152.98</b>	<b>6,053.74</b>	<b>5,476.53</b>

\*Includes principal and interest cash flows.

The following table summarises the Company's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets.

Particulars	Effective interest rate (% p.a.)	Within 1 year	Between 1 and 5 years	More than 5 years	Total	Carrying amount
<b>Variable interest rate</b>						
Term deposit**	3.30 - 5.60	-	376.88	-	376.88	375.15
<b>Non-Interest bearing</b>						
Trade receivables		178.02	-	-	178.02	178.02
Cash and cash equivalents		113.91	-	-	113.91	113.91
		<b>291.93</b>	<b>376.88</b>	<b>-</b>	<b>668.81</b>	<b>667.08</b>

\*Includes principal and interest cash flows.



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**35. Capital management**

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Capital structure of the Company consist of net debt (borrowings as detailed in notes below) and total equity of the company.

In order to achieve this overall objective of capital management, amongst other things, the Company aims to ensure that it meets financial covenants attached to the borrowings facilities defining capital structure requirements, where breach in meeting the financial covenants may permit the lender to call the borrowings.

There have been no breach in the financial covenants of any borrowing facilities during the year. There is no change in in the objectives, policies or processes for managing capital over previous year.

	As at March 31, 2022	As at March 31, 2021
Long term borrowings ( including current maturities of long term debts)	4,946.53	5,033.89
Less: Cash and cash equivalents	(62.06)	(113.91)
<b>Net debt (A)</b>	<b>4,884.47</b>	<b>4,919.98</b>
<b>Total Equity</b>	<b>1,822.80</b>	<b>1,857.01</b>
<b>Capital and net debt (B)</b>	<b>6,707.27</b>	<b>6,776.99</b>
<b>Gearing ratio   (A)/(B)  </b>	<b>72.82%</b>	<b>72.60%</b>



**36. Commitments and contingencies****a) Commitments**

The Company has entered into power supply agreements for a total term of 25 years with a commitment to supply power having tariff of INR 2.92 /KwH with Nil escalation.

b) The Company does not have any pending litigations which would impact its financial position.

37. Based on intimation received by the Company from its supplier regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 the relevant information is provided below:

Particulars	As at	As at
	March 31, 2022	March 31, 2021
a) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	1.90	2.27
b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
d) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
	1.90	2.27

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

**38. Events after the reporting period**

There are no significant reportable events occurring after the reporting period.

**39. Approval of financial statements**

The financial statements were approved for issue by the Board of Directors on May 30, 2022.

40. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

41. There has been no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

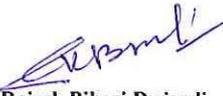
42. The Company's business is generation and sale of solar energy. The Company believes that so far, there is no significant impact of COVID-19 pandemic on the financial position and performance of the Company. Further, the Company is not expecting any significant change in estimates as of now as the Company is running its business and operations as usual without any major disruptions.

See accompanying notes forming part of the financial statements

1-42

For and on behalf of Board of Directors

  
Aadishri Vinay Sahasrabuddhe  
Company secretary  
Place: Noida  
Date : May 30, 2022

  
Rajesh Bihari Dwivedi  
Director  
DIN: 09133422  
Place: Noida  
Date : May 30, 2022

  
Gopal Goel  
Director  
DIN: 09133443  
Place: Noida  
Date : May 30, 2022

