

WAACOX ENERGY PRIVATE LIMITED

5TH ANNUAL REPORT

2019-20



BOARD OF DIRECTORS' REPORT

To
The Members of the Company
Waacox Energy Private Limited

Your Directors have pleasure in presenting the 5th (fifth) Board of Directors' Report together with the Audited Financial Statements of your Company for the year ended March 31, 2020.

1. Financial Results

Financial summary or highlights as on March 31, 2020 is as under:

Particulars	For the year ended March 31, 2020 [In Rs.]	For the year ended March 31, 2019 [In Rs.]
Total Income	2,86,67,230	1,11,59,827
Less : Total Expenses	1,31,09,906	1,52,77,736
Profit/(Loss) Before Tax	1,55,57,324	(41,17,909)
Tax Expenses		
• Current Tax	-	-
• Deferred Tax	1,13,68,017	(13,11,826)
Net Profit /(Loss) for the Year (A)	41,89,307	(54,29,735)
Other Comprehensive Income (B)	-	-
Total Comprehensive (Loss) for the Year (A+B)	41,89,307	(54,29,735)

2. Operation and State of the affairs of the Company

The Company has 2 (two) solar power projects for Mahagenco at the following locations namely: (i) Ralegaon (1.573 MWp DC) (ii) Yavatmal/Manjarda (2.231 MWp DC) in the state of Maharashtra and the said plants are running satisfactorily. The net solar power units sold, were 48,26,361.25 units during the year. The revenue from operations of the Company was Rs. 1,42,69,766 during the financial year 2019-20.

In the short run, the solar power industry will face challenges due to ongoing COVID-19 situation for running the plants at full capacity for initial 2-3 months and achieving the projects commissioning on time due to the supply-chain disruption at the customer end, logistics challenges, availability of labour, restrictions on interstate mobility, etc. Since major supplies (Modules and Inverters) come from China and gradual factory ramp up coupled with delay in custom clearance at Indian ports are likely to delay the

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project commissioning dates by at least a quarter. Raising capital and mobilizing manpower to manage assets to maintain the generation levels will be other few challenges. At the moment, it is difficult to accurately assess the direct and indirect impact of COVID-19 on the solar power sector.

State DISCOMs are continuing with their normal offtake so far. MoP, MNRE have issued guidelines to maintain Renewable Energy as priority plants and advised to all states to maintain the “Must-Run” status of plants and this will be of big help to Solar Industry. Payment delays are expected and hence the receivables are carefully monitored.

Fortunately, the relief granted by Reserve Bank of India has helped the borrowers by way of moratorium of interest and principal instalments falling due to Banks and financial institutions.

The Company has made initial assessment of likely adverse impact of the pandemic on financial risks for the Company and believes that Company on long-term basis doesn't anticipate any major impact on its financial performance

3. Amounts, if any, which it proposes to carry to any reserves

The Board of Directors do not propose to carry any amount to any reserves.

4. Amount, if any, which it recommends should be paid by way of dividend

Your Directors have not recommended any dividend for the financial year ended on March 31, 2020.

5. Material changes and commitments after the end of financial year

Between the end of the financial year of the Company as on March 31, 2020 and the date of the Board of Directors report, there are no material changes and commitments, which have any impact on the financial position of the Company.

6. The names of companies which have become or ceased to be its Subsidiaries, Joint Ventures or associate companies during the year

During the financial year 2019-20, none of the companies have become or ceased to be the subsidiaries, joint ventures or associate companies of the Company.

7. Performance and financial position of Subsidiaries, Associates and Joint Venture Companies

As the Company has no subsidiaries, associates and joint ventures as on March 31, 2020, the information related to the performance and financial position of subsidiaries, associates and joint ventures as per rule 8(1) of the Companies (Accounts) Rules, 2014 is not applicable.

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8. Change in the nature of business, if any

There is no change in the nature of business of the Company during the financial year ended on March 31, 2020.

9. Share Capital

As on March 31, 2020, the Authorized Share Capital and the Issued, Paid-up and Subscribed Capital of the Company stood as:

i. Authorized Share Capital:

Rs. 95,00,00,000 (Rupees Ninety-Five Crore only) divided into 9,50,00,000 (Nine Crore Fifty Lakh Only) Equity shares of Rs. 10 each.

ii. Issued, Paid and Subscribed Capital:

Rs. 62,51,00,000 (Rupees Sixty-Two Crore Fifty-One Lakh Only) divided into 6,25,10,000 (Six Crore Twenty-Five Lakh Ten Thousand) Equity shares of Rs. 10 each.

10. Board of Directors

During the financial year 2019-20, no changes were made in the composition of the Board of Directors of the Company. All the Directors of your Company including Independent Directors have given requisite declarations pursuant to section 164 of the Companies Act, 2013 that they are not disqualified to be appointed as the Directors of your Company.

Independent Directors:

The Company has received declarations from the Non-Executive Independent Directors of the Company viz., Mr. Kamlesh S. Vikamsey, Mr. Nilesh B. Gandhi and Mr. Subhash Chandra Bhargava, confirming that they meet the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013.

The Board of Directors of the Company are of the opinion that the Independent Directors of the Company are people of integrity and they hold eminent expertise and relevant experience to be appointed as the Independent Director of the Company

11. Number of meetings of the Board

The details of number of meetings of the Board of Directors of the Company held during the financial year ended on March 31, 2020 and attendance of the Directors at such meetings are as under:

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Board of Directors Meetings

Name of Director	Attendance at the Board of Directors Meetings held during the financial year 2019-20 (DD/MM/YY)			
	23/04/2019	22/07/2019	22/10/2019	31/01/2020
Mr. Pujan P. Doshi	✓	✓	✓	✓
Mr. Ravinder Khanna	✓	✓	✓	✓
Mr. Subhash Chandra Bhargava	✓	✓	✓	✓
Mr. Kamlesh S. Vikamsey	✓	✓	Leave of Absence	✓
Mr. Nilesh B. Gandhi	✓	✓	✓	✓

The gap between two consecutive Board Meetings did not exceed 120 days.

12. Directors' Responsibility Statement

In accordance with the provisions of section 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that –

- In the preparation of the annual accounts for the Financial Year ended March 31, 2020, the applicable accounting standards have been followed along-with proper explanation relating to material departures, if any;
- The Directors 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 at the end of the financial year and of the profits of the Company for that period;
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the annual accounts on a going concern basis;
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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13. Constitution of the Committees of the Board of Directors of the Company

(A) Audit Committee:

The Audit Committee of the Board of Directors of the Company was constituted at the Meeting of the Board of Directors held on February 1, 2019. At the time of constitution, Mr. Ravinder Khanna was appointed as the Chairman of the Audit Committee, further the Board at its meeting held on July 22, 2019 appointed Mr. Nilesh B. Gandhi as the Chairman of the Audit Committee of the Board of Directors of the Company.

The Composition of the Audit Committee of the Board of Directors of the Company during the financial year ended on March 31, 2020 is as follows:

Sr. No.	Committee Member	Designation
1	Mr. Nilesh B. Gandhi	Chairman
2	Mr. Kamlesh S. Vikamsey	Member
3	Mr. Ravinder Khanna	Member

The details of number of meetings of the Audit Committee of the Board of Directors of the Company held during the financial year ended on March 31, 2020 and attendance of the Members at such meetings are as under:

Name of Member	Attendance of the Members at the Audit Committee Meetings held during the financial year 2019-20 (DD/MM/YY)			
	23/04/19	22/07/19	22/10/19	31/01/20
Mr. Ravinder Khanna	✓	✓	✓	✓
Mr. Kamlesh S. Vikamsey	✓	✓	Leave of Absence	✓
Mr. Nilesh B. Gandhi	✓	✓	✓	✓

(B) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Board of Directors of the Company was constituted at the Meeting of the Board of Directors held on February 1, 2019.

The Composition of the Nomination and Remuneration Committee of the Board of Directors of the Company during the financial year ended on March 31, 2020 is as follows:



Sr. No.	Committee Member	Designation
1	Mr. Nilesh B. Gandhi	Chairman
2	Mr. Subhash Chandra Bhargava	Member
3	Mr. Ravinder Khanna	Member

The details of number of meetings of the Nomination and Remuneration Committee of the Board of Directors of the Company held during the financial year ended on March 31, 2020 and attendance of the Members at such meetings are as under:

Name of Director	Attendance of the Members at the Nomination and Remuneration Committee Meetings held during the financial year 2019-20 (DD/MM/YY)		
	23/04/19	22/07/19	31/01/20
Mr. Nilesh B. Gandhi	✓	✓	✓
Mr. Subhash Chandra Bhargava	✓	✓	✓
Mr. Ravinder Khanna	✓	✓	✓

14. Corporate Social Responsibility (CSR)

During the financial year 2019-20, the provisions of section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 related to Corporate Social Responsibility (CSR) were not applicable to the Company and as such, the details about the CSR Policy as mentioned in section 134(3)(o) of the Companies Act, 2013 read with rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 were not applicable.

15. Disclosure of issue of equity shares with differential rights

During the financial year 2019-20, the Company has not issued equity shares with differential rights as per rule 4 of the Companies (Share Capital and Debentures) Rules, 2014 and as such, reporting requirements as mentioned in rule 4(4) of the said Rules are not applicable.

16. Disclosure of issue of sweat equity shares

During the financial year 2019-20, the Company has not issued sweat equity shares as per section 54 of the Companies Act, 2013 read with rule 8 of the Companies (Share Capital and Debentures) Rules, 2014 and as such, reporting requirements as mentioned in rule 8(13) of the said Rules are not applicable.

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17. Disclosure of voting rights not exercised by the employees

There was no scheme approved by the Company through special resolution pursuant to section 67(3)(b) of the Companies Act, 2013 for the purchase of, or subscription for, fully paid-up shares in the Company or its holding company and as such, disclosure requirements related to voting rights not exercised by the employees as mentioned in the said section read with rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014 were not applicable.

18. Disclosure of Employees Stock Option Scheme

The Company has not offered shares to its employees under a scheme of employees' stock option scheme pursuant to section 62(1)(b) of the Companies Act, 2013 read with rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and as such, the disclosure requirements under rule 12(9) of the said Rules were not applicable.

19. Key Managerial Personnel

During the financial year 2019-20, the following persons have been appointed and/or ceased to be the Key Managerial Personnel of the Company pursuant to sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- Ms. Chanchal Daga has resigned as the Company Secretary and Key Managerial Personnel of the Company w.e.f June 24, 2019;
- Ms. Anjali Gupta was appointed as the Company Secretary and Key Managerial Personnel of the Company w.e.f July 22, 2019 and
- Mr. Amitabh Verma was re-appointed as the Manager and Key Managerial Personnel of the Company of w.e.f. February 25, 2020.

Mr. Nikhil Sanghani continues to be the Chief Financial Officer and Key Managerial Personnel of the Company.

20. Establishment of vigil mechanism

The Board of directors at its meeting held on April 23, 2019 had adopted a revised Whistle Blower Policy/Vigil Mechanism ("the Policy" or "this Policy") of the Company. The vigil mechanism provides for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism. Further, there were no alleged wrongful conduct received/noticed during the financial year ended on March 31, 2020.

21. Disclosure of receipt of commission by Managing Director or Whole-time Director from holding company or subsidiary company

There is no Managing Director appointed by the Company and hence, the disclosure requirements as per section 197(14) of the Companies Act, 2013 are not applicable to the Company.

22. Statement on Remuneration of Employees as per rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Being an unlisted Company, the provisions of 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company.

23. Performance evaluation of the Board, and that of its Committees and the Individual Directors (including Independent Directors) of the Company

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual evaluation of its own performance, its Committees and performance of the Individual Directors including Independent Directors. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning and the evaluation was carried out based on responses received from the Directors.

24. Company's policy on Director's appointment and remuneration Key Managerial Personnel and other employees

The Company has followed due procedure relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under section 178(3) of the Companies Act, 2013. The Remuneration Policy of the Company is annexed to this report as **Annexure A**.

25. Auditors:

Statutory Auditors

M/s. S R B C & CO LLP, Chartered Accountants, Mumbai, (ICAI Firm Registration No: 324982E/E300003) have been appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 3rd (third) Annual General Meeting till the conclusion of the 8th (eighth) Annual General Meeting of the Company.

Secretarial Auditors:

M/s. Dilip Bharadiya & Associates, Practising Company Secretary, Mumbai (COP No. 6740 and Membership No. FCS 7956), were appointed as Secretarial Auditor by the Board at its meeting held on April 23, 2019 in accordance with Section 204 of the Companies Act, 2013 read with the Companies



(Appointment and Remuneration of Managerial Personnel) Rules, 2014 to conduct a Secretarial Audit of records and documents of the Company for financial year 2019-20.

26. Auditors' Report

Statutory Audit Report:

The observations made in the Auditors' Report are self-explanatory and therefore, do not call for any further comments. The Notes to Accounts forming part of the financial statements are also self-explanatory and needs no further explanation.

Further, there are no qualification, reservation or adverse remark or disclaimer in the Auditors' Report which requires any explanations or comments by the Board of Directors of the Company.

Secretarial Audit Report:

M/s. Dilip Bharadiya & Associates, Practicing Company Secretary, Mumbai (COP No. 6740 and Membership No. FCS 7956), were appointed as Secretarial Auditor to conduct a Secretarial Audit of records and documents of the Company for financial year 2019-20. The Secretarial Audit Report confirms that the Company has complied with the provisions of the Act, Rules, Regulations, and Guidelines. The Secretarial Audit Report is provided in Form MR-3 (**Annexure – B**). The Secretarial Auditors' Report does not contain any qualification, reservation or adverse remark.

27. Cost Records

Pursuant to provision of rule 3 of the Companies (Cost Records and Audit) Rules, 2014, during the financial year 2019-20 the company is not required to maintain cost records as specified by the Central Government under section 148 of the Companies Act, 2013.

28. Particulars of loans, guarantees or investments under section 186 of the Companies Act, 2013

During the financial year 2019-20, the Company has given loan to Aditya Birla Renewables Limited, in compliance with the provisions of section 186 of the Companies Act, 2013 and details of the same are provided below:

Sr. No.	Name of the Company to whom loan/ guarantee/ security is given	Outstanding as on March 31, 2020
1.	Aditya Birla Renewables Limited – Loan provided in the form of Inter Corporate Deposit	Rs. 5,00,00,000

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29. Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013

The details of contracts/ arrangements/transactions with Related Parties of your Company referred to in sub-section (1) of section 188 of the Companies Act, 2013 are given in Form No. **AOC- 2 (Annexure C)** pursuant to section 134(3)(h) of the Companies Act, 2013 read with rule 8(2) of the Companies (Accounts) Rules, 2014 and forms a part of this Report.

30. The details relating to deposits, covered under Chapter V of the Companies Act, 2013

During the financial year 2019-20, the Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013:

- | | | |
|-------|---|------------------|
| (a) | Accepted during the year | - Nil |
| (b) | Remained unpaid or unclaimed as at the end of the year | - Nil |
| (c) | Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved: | |
| (i) | At the beginning of the year | - Not Applicable |
| (ii) | Maximum during the year | - Not Applicable |
| (iii) | At the end of the year | - Not Applicable |

31. The details of deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013

During the year under review, the Company has not accepted or renewed any deposit within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014, and as such, no amount of principal or interest was outstanding, as on the date of the Balance Sheet.

32. Extract of Annual Return

Pursuant to sub-section 3(a) of section 134 and sub-section (3) of section 92 of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return as on March 31, 2020 in Form No. MGT 9 is attached herewith as **Annexure D** and forms part of this Report.

33. The details in respect of adequacy of internal financial controls with reference to the Financial Statements

The management of the Company has laid down the internal financial controls to be followed by the Company and ensured that such internal financial controls are adequate and operating effectively as required under the provisions of section 134(5)(e) of the Companies Act, 2013.

The design, effectiveness and year end testing of the Risk Control Matrix (RCMs) formulated 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 have been verified from time to time by the management.

34. Risk Management

Your Company recognizes that Risk is an integral part of business and is committed to managing the risk in a pro-active and efficient manner. Accordingly, the Board of Directors of your Company has framed and adopted a comprehensive risk management policy/framework at its meeting held on February 1, 2019. The Board of Directors of your Company are of the opinion that at present, there are no elements of risk, which may threaten the existence of the Company.

35. Conservation of energy, technology absorption, foreign exchange earnings and outgo

Information required under section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014 with respect to conservation of energy, technology absorption, foreign exchange earnings and outgo is as under:

- | | |
|--|-------|
| (A) Conservation of energy – | |
| (i) The steps taken or impact on conservation of energy; | - Nil |
| (ii) The steps taken by the company for utilizing alternate sources of energy; | - Nil |
| (iii) The capital investment on energy conservation equipment; | - Nil |
| (B) Technology absorption – | |
| (i) The efforts made towards technology absorption; | - Nil |
| (ii) The benefits derived like product improvement, cost reduction, product development or import substitution; | - Nil |
| (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): | |
| (a) The details of technology imported | - Nil |
| (b) The year of import | - Nil |
| (c) Whether the technology been fully absorbed | - Nil |

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- (d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof - Nil
- (iv) The expenditure incurred on Research and Development - Nil
- (C) Foreign exchange earnings and outgo - Nil

36. Compliance with Secretarial Standards

The applicable Secretarial Standards, i.e. SS-1 and SS-2 relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively have been duly complied by the Company.

37. The details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future

During the financial year 2019-20, there are no significant and material orders passed by the regulators or courts or tribunals, which have an impact on the going concern status of the Company and Company's operations in future. However, the members are informed the Maharashtra Electricity Regulatory Commission (MERC) vide its Order dated April 26, 2019, accorded approval for implementing the proposed 16 MW project at Gavankund, Dist. Amravati as Pilot project for evacuation at 33 kV level at the renegotiated Tariff of Rs. 3.05 per unit without incorporating the change the Deemed Generation Clause in Power Supply Agreement

38. Revision of Financial Statements or Board of Directors Report of preceding three financial years

The Board at its meeting held on February 25, 2019 had given approval for voluntarily revision of the Directors' Report for the financial year 2015-16 and 2016-17 and for making necessary application to National Company Law Tribunal, Mumbai bench. Accordingly, the Company had filed an application in the National Company Law Tribunal (NCLT), Mumbai Bench for rectifying the said Directors' Report for the aforesaid financial years. The Hon'ble NCLT has accepted the application of the Company for rectifying the Directors' Report for the financial year 2015-16 and 2016-17 and has passed order on March 13, 2020 and allowed the Company to revise its Directors' Report and file form AOC-4 for the aforesaid financial years. The Company is in the process of taking necessary further steps in this regard.

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

During the financial year 2019-20 no cases or complaints were filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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40. Acknowledgement

The Board of Directors extend their sincere thanks to the Bankers, Members, Government Authorities and all others associated with the Company for their kind co-operation, continued support, assistance, trust and confidence reposed by them in the Company. The Board of Directors also expresses its sincere appreciation to team for the performance and results during the financial year 2019-20.

**For and on behalf of the Board of Directors of
Waacox Energy Private Limited**



Pujan P. Doshi
(Director)
DIN: 07063863

Ravinder Khanna
(Director)
DIN: 01005216

Place: Mumbai
Date: May 22, 2020

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ANNEXURE A

REMUNERATION POLICY OF WAACOX ENERGY PRIVATE LIMITED

1. PREFACE

- 1.1 Section 178 of the Companies Act, 2013 requires that the Board of Directors of every listed company and such other class or classes of companies, as may be prescribed shall constitute the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors. It further requires that the Nomination and Remuneration Committee shall formulate the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- 1.2 As per Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Board of directors of every listed public company and a company covered under Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 shall constitute a 'Nomination and Remuneration Committee of the Board'. Rule 4 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 covers the following class or classes of companies:
- (i) the Public Companies having paid up share capital of ten crore rupees or more; or
 - (ii) the Public Companies having turnover of one hundred crore rupees or more; or
 - (iii) the Public Companies which have, in aggregate, outstanding loans, debentures and deposits, exceeding fifty crore rupees
- 1.3 In view of above, Waacox Energy Private Limited ("WEPL" or "Company"), has adopted Remuneration Policy at the meeting of the Board of Directors of the Company held on February 1, 2019 and subsequently adopted this revised Policy at its meeting held on April 23, 2019.

2. POLICY OBJECTIVE

- 2.1 The Remuneration Policy of the Company is designed to attract, motivate and retain manpower in a competitive and growth oriented business market. The policy reflects the Company's objectives for good corporate governance as well as creating value for all stakeholders in long-term.
- 2.2 The Remuneration Policy applies to the Company's senior management, including its Key Managerial Personnel (KMP) and Board of Directors.

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3. GUIDING PRINCIPLES

- 3.1 The guiding principle is that the remuneration and other terms of employment shall be competitive in order to ensure that the Company can attract and retain competent executives.
- 3.2 The remuneration policy for executives reflects the overriding remuneration philosophy and principles of the Company. When determining the remuneration policy and arrangements for Executive Directors/KMP's, the Remuneration Committee considers pay and employment conditions with peers/elsewhere in the competitive market to ensure that pay structures are appropriately aligned and that levels of remuneration remain appropriate in this context.
- 3.3 The Committee while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the Company successfully.
- 3.4 The Remuneration Committee while considering a remuneration package must ensure a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.
- 3.5 The Committee considers that a successful remuneration policy must ensure that a significant part of the remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

4. REWARD PRINCIPLES AND OBJECTIVES

- 4.1 The Remuneration Policy is guided by a common reward framework and set of principles and objectives as particularly envisaged under section 178 of the Companies Act 2013, inter alia principles pertaining to determining qualifications, positive attributes, integrity and independence etc.

5. REWARD POLICIES

- 5.1 **Attract and retain:** Remuneration packages are designed to attract high-calibre executives in a competitive market and remunerate executives fairly and responsibly. The Remuneration shall be competitive and based on the individual responsibilities and performance.
- 5.2 **Motivate and reward:** Remuneration is designed to motivate delivery of key business strategies, create a strong performance-orientated environment and reward achievement of meaningful targets over the short and long-term.

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6. COMPENSATION STRUCTURE

6.1 Remuneration to Executive Directors and Key Managerial Personnel (KMP)

The Company has a transparent framework in determining and accounting for remuneration of the Managing Director/Whole Time Directors (MD/WTDs) and Key Managerial Personnel (KMP). Their remuneration shall be governed by the external environment, track record, potential, individual performance and performance of the Company as well as industry standards. The remuneration for the MD/WTDs and KMP are subject to such approvals as prescribed pursuant to the provisions of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time.

The MD/WTDs and KMP may be paid such token remuneration and/or full/part remuneration as per group policy of the Company, taking into consideration various other factors related to such remuneration.

6.2 Remuneration to Non-Executive Directors and Independent Directors

The Non-Executive Independent Directors of the Company, are paid remuneration by way of sitting fees only for attending the meetings of the Board of Directors and are not paid any other remuneration or commission. The sitting fees paid to such directors as decided by Board of Directors at their meeting held on February 25, 2019 for attending meetings of Board of Directors is Rs. 50,000 (Rupees Fifty Thousand Only) and for attending Committee Meetings is Rs. 20,000 (Rupees Twenty Thousand Only). Besides sitting fees, such directors are also entitled to reimbursement of travelling and other expenses for attending the meeting of the Board of Directors. Further the sitting fees to be paid to Non-Executive Independent Directors for attending meetings of Board of Directors and Committee meetings thereof would be as may be recommended by the Nomination and Remuneration Committee and thereafter approved by the Board from time to time without being further need of amending this policy in said regard.

6.3 Remuneration to other employees

The remuneration of employees other than Executive Directors, Key Managerial Personnel, Non-Executive Directors and Independent Directors is determined based on the industry scenario, qualification, experience, track record etc. The Managing Director or other senior management personnel periodically review and approve the revision in remuneration of such employees, after internal assessment and review.



The above criteria and policy are subject to review by the Nomination and Remuneration Committee and the Board of Directors of the Company.

**For and on behalf of the Board of Directors of
Waacox Energy Private Limited**



Pujan P. Doshi
(Director)
DIN: 07063863

Ravinder Khanna
(Director)
DIN: 01005216

Place: Mumbai
Date: May 22, 2020

WAACOX Energy Private Limited
(A Subsidiary of Sangam Renewables Limited)

801, Western Edge - I,
Off. Western Express Highway,
Borivali (East), Mumbai - 400068, INDIA

Tel: +91 22 4333 1800
info@sangamrenew.com
CIN: U40300MH2015PTC268114

FORM NO. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

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

To,
The Members,
WAACOX ENERGY PRIVATE LIMITED
501, Western Edge-I,
Western Express Highway,
Borivali (East),
Mumbai - 400 066

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Waacox 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 our opinion thereon.

On account of ongoing pandemic of COVID-19 and consequent lockdown as directed by the Central and State Government(s), the process of audit has been modified. Some of the documents /records /returns / registers /minutes were not verified physically, however, the documents were made available in electronic mode and were verified based on the representations received from the Company for its accuracy and authenticity.

Based on our verification of 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 March 31, 2020 ("period under review"), 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 as given in Annexure I, for the financial year ended on March 31, 2020 according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the Companies Amendment Act, 2017 as amended from time to time and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder; to the extent applicable to the Company during the audit period;

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- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; to the extent applicable to the Company during the audit period;
- iv. The 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 the audit period]
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") were not applicable to the Company during the audit period.

We have relied on the representations made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company which are stated above very specifically.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

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

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all the Directors to schedule the Board and Committee Meetings. Agenda and detailed notes on agenda were sent in advance and a system exists for convening the Board Meeting and committee meeting at a shorter notice with due consent from the Board of Directors. A system also exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at the Board and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that based on review of compliance mechanism established by the Company and on basis of the representations made by the Company and its Officers & other Senior Management Personnel and taken on record by the Board at their meeting(s), we are of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the Company, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines to the Company.

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We further report that, during the year under review:

- i. The Company had filed review petition on 08.04.2019 with Maharashtra Electricity Regulatory Commission (MERC) for order dated 22.02.2019, wherein reduced tariff rate was proposed for pilot project of 150MW. However, Hon'ble MERC vide its order dated 26.04.2019 allowed and approved the Company's proposal for 16MW and asked Maharashtra State Power Generation Company Limited to initiate fresh bidding for the balance 134MW.
- ii. The Board has vide resolutions passed in various Board meetings during the year approved the loans, investments, advances and guarantees or security upto Rs. 37,00,00,000 (Rupees Thirty-Seven Crores Only) under section 179(3)(f) and 186 of the Companies Act, 2013.
- iii. The Hon'ble NCLT Bench on March 13, 2020 approved the petition filed u/s 131 of the Companies Act, 2013 for revision of its Board Report for the financial years 2015-16 and 2016-17.

This report is to be read with our letter of even date, which is annexed as **Annexure - II** to this report.

For DILIP BHARADIYA & ASSOCIATES



DILIP BHARADIYA

Proprietor

FCS No.: 7956, CP No.: 6740

UDIN : F007956B000267006



Place : Mumbai

Date : May 22, 2020

Annexure - I

Other relevant documents which were verified during the course of audit includes:

1. Memorandum & Articles of Association of the Company;
2. Annual Report for the Financial Year ended March 31, 2019.
3. Minutes of the meetings of the Independent Directors Meeting, Board of Directors, various Committee held during the financial year under review, alongwith the Attendance Registers;
4. Minutes of General Body Meeting held during the financial year under review;
5. Statutory Registers viz.
 - Register of Directors & KMP & Directors Shareholding
 - Register of loans, guarantees and security and acquisition made by the Company-
 - Register of Charge- Not applicable
 - Register of Related Party Transaction- Transactions are in the Ordinary Course of Business at Arm's Length Basis.
 - Register of Members;
6. Agenda papers submitted to all the Directors/ Members for the Board and Committee Meetings;
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 184(1), Section 164(2), Section 149(3) and Section 149(7) of the Companies Act, 2013;
8. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 1956, if any and Companies Act, 2013, as amended from time to time alongwith the attachments thereof, during the financial year under review.



Annexure - II

To,
The Members,
WAACOX ENERGY PRIVATE LIMITED
MUMBAI

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. My responsibility is to express an opinion on these secretarial records based on our audit.
- 2) I 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 test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
- 3) I have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.
- 4) Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For DILIP BHARADIYA & ASSOCIATES



DILIP BHARADIYA
Proprietor

FCS No.: 7956, C P No.: 6740



Place : Mumbai

Date : May 22, 2020



Annexure C

FORM NO. AOC – 2

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

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

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

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

Sr. No	Nature of contracts/ transactions/ arrangements	Name of the related party	Nature of relationship	Duration of contracts/ arrangements/ transactions	Salient terms of contracts or arrangements or transactions including the value, if any. (Rs. in Lacs)	Date of approval by the Board, if any	Amount paid as advances, if any
1	Purchase / Works Contract	Waaree Energies Limited	Ultimate Holding Company	Long Term Contract	Advance refunded pursuant to purchase / works contract already entered Rs. 11,06,21,000/-	Date of initial approval by the Board June 27, 2018 Date of noting by the Board October 22, 2019	N.A.
2	Purchase / Works Contract	Waaree Energies Limited	Ultimate Holding Company	Long Term Contract	Advance refunded pursuant to purchase / works contract already entered Rs. 26,78,04,066/-	Date of initial approval by the Board June 27, 2018 Date of noting by the Board January 31, 2020	N.A.

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3	Project Management	Grasim Industries Limited	Associate Company	Short term Contract	Project Management fee for Gavankund Solar Power Project for contract value of Rs. 3,19,69,000	Date of Omnibus Approval April 23, 2019 Date of noting by the Board May 22, 2020	N.A.
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**For and on behalf of the Board of Directors of
Waacox Energy Private Limited**



Pujan P. Doshi
(Director)
DIN: 07063863

Ravinder Khanna
(Director)
DIN: 01005216

Place: Mumbai
Date: May 22, 2020

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Annexure D

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on Financial year ended on March 31, 2020

[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION & OTHERS DETAILS:

(i)	CIN	U40300MH2015PTC268114
(ii)	Registration Date	September 04, 2015
(iii)	Name of the Company	Waacox Energy Private Limited
(iv)	Category/Sub-category of the Company	Company Limited by the shares/ Non -Government Company
(v)	Address of the Registered office	501, Western Edge-I, Western Express Highway Borivali (East) Mumbai -400066
(vi)	Whether listed company	No
(vii)	Name, address and contact details of the Registrar & Transfer Agent, if any	KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited) Karvy Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032 P: 1800 419 8283

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

Sr. No.	Name and description of main products/services	NIC code of the Product/Services	% of the total turnover of the Company
(i)	Electric Power Generation using Solar Energy	35105	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATES COMPANIES

Sr. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable section
1	Sangam Renewables Limited (Erstwhile Sangam Advisors Limited) 501, Western Edge-I, Off.: Western Express Highway, Borivali (East), Mumbai - 400066, Maharashtra, India	L93000MH1999PLC120470	Holding Company	51%	Section 2(46) of the Companies Act, 2013

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2	Waaree Energies Limited 602, 6th Floor, Western Edge - I, Western Express Highway, Borivali (East), Mumbai- 400066, Maharashtra, India.	U29248MH1990PLC059463	Ultimate Holding Company*	-	-
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*with effect from April 8, 2019

IV. SHAREHOLDING PATTERN (Equity share capital break-up as % of total capital)

(i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year i.e. as on as on April 1, 2019				No. of Shares held at the end of the year i.e. as on March 31, 2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual / HUF	0	1	1	0.00	0	1	1	0.00	0.00
(b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
(c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d) Bodies Corp.	0	3,18,80,099	3,18,80,099	51.00	0	3,18,80,099	3,18,80,099	51.00	0.00
(e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A)(1)	0	3,18,80,100	3,18,80,100	51.00	0	3,18,80,100	3,18,80,100	51.00	0.00
(2) Foreign									
(a) NRIs – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(c) Bodies Corp	0	0	0	0.00	0	0	0	0.00	0.00
(d) Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	0	3,18,80,100	3,18,80,100	51.00	0	3,18,80,100	3,18,80,100	51.00	0.00
B. Public Shareholding									

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1. Institutions									
(a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
(b) Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
(c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i) Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (B)(1)	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
(a) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
i. Indian	0	3,06,29,900	3,06,29,900	49.00	0	3,06,29,900	3,06,29,900	49.00	0.00
ii. Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individuals									
i. Individual Shareholders holding nominal share capital upto Rs. 1 Lakh	0	0	0	0.00	0	0	0	0.00	0.00
ii. Individual Shareholders holding nominal share capital in excess of Rs. 1 Lakh	0	0	0	0.00	0	0	0	0.00	0.00

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(c) Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (B)(2)	0	3,06,29,900	3,06,29,900	49.00	0	3,06,29,900	3,06,29,900	49.00	0.00
Total Public Shareholder (B) = (B)(1) + (B)(2)	0	3,06,29,900	3,06,29,900	49.00	0	3,06,29,900	3,06,29,900	49.00	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	0	6,25,10,000	6,25,10,000	100.00	0	6,25,10,000	6,25,10,000	100.00	0.00

(ii) Shareholding of Promoters

Sr. No.	Name of the Shareholder	No. of Shares held at the beginning of the year (As on April 1, 2019)			No. of Shares held at the end of the year (As on March 31, 2020)			% change in shareholding during the year
		No. of shares	% of total Shares	% of shares pledged/ encumbered to total shares	No. of shares	% of total Shares	% of shares pledged/ encumbered to total shares	
1.	Sangam Renewables Limited	3,18,80,099	51.00	0.00	3,18,80,099	51.00	0.00	0.00
2.	Pujan Doshi (Nominee shareholder of Sangam Renewables Limited)	01	0.00	0.00	01	0.00	0.00	0.00
	Total	3,18,80,100	51.00	0.00	3,18,80,100	51.00	0.00	0.00

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(iii) Change in promoters' shareholding (Please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year i.e. as on April 1, 2019		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
A	At the time beginning of the year				
1.	Sangam Renewables Limited	3,18,80,099	51.00	3,18,80,099	51.00
2.	Pujan Doshi- (Nominee shareholder of Sangam Renewables Limited)	01	0.00	01	0.00
B	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e. g. allotment / transfer / bonus / sweat equity/merger or amalgamation etc.)	-	-	-	-
C	At the end of the year				
1.	Sangam Renewables Limited	-	-	3,18,80,099	51.00
2.	Pujan Doshi- (Nominee shareholder of Sangam Renewables Limited)	-	-	01	0.00

(iv) Shareholding pattern of top ten shareholders (Other than Directors, promoters and holder of GDRs and ADRs) –

Sr. No.	For Each of the Top 10 Shareholders	No. of Shares held at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total Shares	No. of shares	% of total Shares
1.	Aditya Birla Renewables Limited				
	At the beginning of the year	3,06,29,900	49.00	3,06,29,900	49.00
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year	-	-	3,06,29,900	49.00

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(v) **Shareholding of Directors and Key Managerial Personnel (KMP)**

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year i.e. April 1, 2019		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr. Pujan Doshi, Director *				
	At the beginning of the year	01	0.00	01	0.00
	Date wise Increase / Decrease in during the year specifying the reasons for increase / decrease (e. g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	01	0.00

*Held equity shares as nominee shareholder of Sangam Renewables Limited

V. INDEBTEDNESS

	Secured Loans excluding Deposits (Rs.)	Unsecured Loans (Rs.) (inter corporate loan)	Deposit (Rs.) / Optionally Fully Convertible Debentures (Rs.)	Total Indebtedness (Rs.)
Indebtedness at the beginning of the financial year	-	-	-	-
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction (Excl interest)	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
(i) Principal amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(a) Remuneration to Managing Director, Whole-time Director and or Manager

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager Mr. Amitabh Verma	Total Amount (Rs.)
		(Rs.)	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1	1
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	0	0
2.	Stock Option	0	0
3.	Sweat Equity	0	0
4.	Commission		
	- as % of profit	0	0
	- others, specify	0	0
5.	Others, please specify	0	0
	Total (A)	1	1
	Ceiling as per the Act (Rs.)	In accordance with the provisions of Companies Act, 2013	

(b) Remuneration to other Directors

Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount (Rs.)
		Mr. Pujan P. Doshi	Mr. Ravinder Khanna	Mr. Nilesh B. Gandhi	Mr. Subhash Chandra Bhargava	Mr. Kamlesh Vikamsey	
1.	Independent Directors						
	• Fee for attending board / committee meetings	0	0	3,40,000	2,60,000	2,10,000	8,10,000
	• Commission	0	0	0	0	0	0
	• Others, please specify	0	0	0	0	0	0
	Total (1)	0	0	3,40,000	2,60,000	2,10,000	8,10,000
2.	Other Non-Executive Directors						
	• Fee for attending board / committee meetings	0	0	0	0	0	0

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• Commission	0	0	0	0	0	0
• Others, please specify	0	0	0	0	0	0
Total (2)	0	0	0	0	0	0
Total (B) = (1+2)	0	0	3,40,000	2,60,000	2,10,000	8,10,000
Total Managerial Remuneration	0	0	3,40,000	2,60,000	2,10,000	8,10,000
Overall Ceiling as per the Act (Rs.)		Within the prescribed limits under the Companies Act, 2013				

(c) **Remuneration to Key Managerial Personnel other than MD / Manager / WTD**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel				Total Amount (Rs.)
		CEO	CFO Mr. Nikhil Sanghani (Rs.)	Company Secretary Ms. Chanchal Daga (upto June 24, 2019) (Rs.)	Company Secretary Ms. Anjali Gupta (w.e.f. July 22, 2019) (Rs.)	
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	1	1,24,256	4,60,942	5,85,199
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	-	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	-	0	0	0	0
2.	Stock Option	-	0	0	0	0
3.	Sweat Equity	-	0	0	0	0
4.	Commission	-	0	0	0	0
	- as % of profit					
	- others, specify					
5.	Others, please specify	-	0	0	0	0
	Total	-	1	1,24,256	4,60,942	5,85,199

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

For and on behalf of the Board of Directors of
Waacox Energy Private Limited




Pujan P. Doshi
(Director)
DIN: 07063863


Ravinder Khanna
(Director)
DIN: 01005216

Place: Mumbai
Date: May 22, 2020

WAACOX Energy Private Limited
(A Subsidiary of Sangam Renewables Limited)

501, Western Edge - 1,
Off. Western Express Highway,
Borivali (East), Mumbai - 400068, INDIA

Tel: +91 22 4933 1800
info@sangamrenew.com
CIN: U40300MH2016FTC288114

INDEPENDENT AUDITOR'S REPORT

To the Members of Waacox Energy Private Limited

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of Waacox Energy Private Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2020, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Other Information

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

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

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Responsibility of Management for the Ind AS financial statements

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Independent Auditors' Report of Waacox Energy Private Limited

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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 Ind AS 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 accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Ind AS financial statements

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

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

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists



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Independent Auditors' Report of Waacox Energy Private Limited

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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 Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 the Statement of Other Comprehensive Income, the Cash Flow Statement 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 Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 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 with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;



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Independent Auditors' Report of Waacox Energy Private Limited

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- (g) In our opinion, the managerial remuneration for the year ended 31 March 2020 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in 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;
 - 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.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003



per Vijay Maniar
Partner

Membership Number: 36738

UDIN: 20036738AAAACC2590

Place of Signature: Mumbai

Date: 22 May 2020

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Chartered Accountants

Independent Auditors' Report of Waacox Energy Private Limited

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Annexure 1 referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) According to the information and explanations given by the management, land has been taken on lease by the Company from Maharashtra State Power Generation Company for which lease deed is yet to be registered with appropriate authorities. The Company has constructed buildings which is appearing in the Company's property, plant and equipment, on such land, having gross block of Rs. 43,23,161 and net block of Rs. 40,91,801. As explained to us, the Company is in the process of entering into lease deed for this land.
- (ii) The Company's business does not involve inventories and, accordingly, the provisions of clause 3(ii) of the Order are not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ("the Act"). Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given investments made and, guarantees, and securities given have been complied with by the Company.
- (v) The Company has not accepted any deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under section 148(1) of the Act for the products/services of the Company.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including income-tax, duty of custom, goods and service tax, cess and other statutory dues applicable to it. The provisions relating to provident fund, employees' state insurance, sales-tax, service tax, duty of excise and value added tax are not applicable to the Company.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, duty of custom, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. The provisions relating to provident fund, employees' state

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Chartered Accountants

Independent Auditors' Report of Waacox Energy Private Limited

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insurance, sales-tax, service tax, duty of excise and value added tax are not applicable to the Company.

- (c) According to the information and explanations given to us, there are no dues of income tax, duty of custom and cess which have not been deposited on account of any dispute. The provisions relating to sales-tax, service tax, duty of excise and value added tax are not applicable to the Company.
- (viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution and banks. The Company has not issued any debentures.
- (ix) According to the information and explanations given by the management, the Company has not raised any money way of initial public offer / further public offer/ debt instrument. In our opinion and according to the information and explanations given by the management, monies raised by the Company by way of term loans were applied for the purpose for which they were raised.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act 2013.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.



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Independent Auditors' Report of Waacox Energy Private Limited

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- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003



per Vijay Maniar
Partner

Membership Number: 36738

UDIN: 20036738AAAACC2590

Place of Signature: Mumbai

Date: 22 May 2020

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Chartered Accountants

Independent Auditors' Report of Waacox Energy Private Limited

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Annexure 2 referred to in Paragraph 2(f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

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

We have audited the internal financial controls over financial reporting of Waacox Energy Private Limited ("the Company") as of 31 March 2020 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 ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these financial statements 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 over financial reporting with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these financial statements, 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 internal financial controls over financial reporting with reference to these financial statements.



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Chartered Accountants

Independent Auditors' Report of Waacox Energy Private Limited

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Meaning of Internal Financial Controls Over Financial Reporting with reference to these financial statements

A Company's internal financial control over financial reporting with reference to these financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting with reference to these financial statements 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 with reference to these financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements 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, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at 31 March 2020, 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 ICAI.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003



per Vijay Maniar

Partner

Membership Number: 36738

UDIN: 20036738AAAACC2590

Place of Signature: Mumbai

Date: 22 May 2020

(in Rs.)

Particulars	Notes	As at 31 March 2020	As at 31 March 2019
Assets			
Non current assets			
Property, plant and equipment	3	12,63,54,013	13,08,15,994
Capital work in progress	3	15,01,56,122	1,03,82,059
Non current tax assets (net)	4	19,83,456	2,83,937
Other non current assets	5	4,27,99,896	46,40,49,749
		32,12,93,487	60,55,31,739
Current assets			
Financial assets			
Trade receivables	6	26,39,608	45,66,215
Cash and cash equivalents	7	27,16,26,976	19,12,237
Bank balances other than cash and cash equivalents	8	8,60,50,000	5,77,55,992
Loans and advances	9	5,00,00,000	-
Other financial assets	10	50,36,595	21,41,840
Other current assets	11	57,918	30,572
		41,54,11,097	6,64,06,856
Total assets		73,67,04,584	67,19,38,595
Equity and liabilities			
Equity			
Equity share capital	12	62,51,00,000	62,51,00,000
Other equity	13	(12,92,278)	(54,81,585)
Total equity		62,38,07,722	61,96,18,415
Liabilities			
Non current liabilities			
Deferred tax liabilities (net)	14	1,26,79,843	13,11,826
		1,26,79,843	13,11,826
Current liabilities			
Financial liabilities			
Trade Payables			
Total outstanding dues of micro and small enterprises	15	2,20,516	-
Total outstanding dues of creditors other than micro and small enterprises		10,233	-
Other financial liabilities	16	9,42,75,179	5,09,12,556
Other current liabilities	17	57,11,091	95,798
		10,02,17,019	5,10,08,354
Total liabilities		11,28,96,862	5,23,20,180
Total equity and liabilities		73,67,04,584	67,19,38,595

Summary of significant accounting policies

2

The accompanying notes are an integral part of these financial statements.

As per our report attached of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No.: 324982E/E300003

Per Vijay Maniar
Partner
Membership No.: 36738
Place: Mumbai
Date: 22 May 2020

For and on behalf of the Board of Directors of
Waacox Energy Private Limited

Pujan P. Doshi
Director
DIN: 07063863

Nikhil Sanghani
Chief Financial Officer

Subhash Chandra Bhargava
Independent Director
DIN: 00020021

Anjali Gupta
Company Secretary
Membership No.: ACS 51170

Place: Mumbai
Date: 22 May 2020



(in Rs.)			
Particulars	Notes	For the year ended 31 March 2020	For the year ended 31 March 2019
Income			
Revenue from operations	18	1,42,69,766	83,20,462
Other income	19	1,43,97,464	28,39,365
Total income		2,86,67,230	1,11,59,827
Expenses			
Operation and maintenance expenses		9,40,833	-
Depreciation expenses	3	44,61,981	25,99,822
Finance costs	20	1,41,533	1,80,898
Other expenses	21	75,65,559	1,24,97,016
Total expenses		1,31,09,906	1,52,77,736
Profit/(loss) for the year before tax		1,55,57,324	(41,17,909)
Tax expense			
Current tax		-	-
Deferred tax	14	1,13,68,017	13,11,826
Total tax expense		1,13,68,017	13,11,826
Profit/(loss) for the year after tax		41,89,307	(54,29,735)
Other comprehensive income for the year		-	-
Total comprehensive income for the year		41,89,307	(54,29,735)
Earnings per equity share of Rs. 10 each			
Basic and diluted	22	0.07	(0.15)

Summary of significant accounting policies 2
The accompanying notes are an integral part of these financial statements.

As per our report attached of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No.: 324982E/E300003

Per Vijay Maniar
Partner
Membership No.: 36738
Place: Mumbai
Date: 22 May 2020

For and on behalf of the Board of Directors of
Waacox Energy Private Limited

Pujan P. Doshi
Director
DIN: 07063863

Nikhil Sanghani
Chief Financial Officer

Place: Mumbai
Date: 22 May 2020

Subhash Chandra Bhargava
Independent Director
DIN: 00020021

Anjali Gupta
Company Secretary
Membership No.: ACS 51170



(In Rs.)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
A. Cash flow from operating activities		
Profit/(loss) before tax as per the statement of profit and loss	1,53,57,324	(41,17,909)
Adjustments for:		
Depreciation expenses	44,61,981	25,99,822
Interest income	(1,43,97,464)	(28,39,365)
Finance costs	-	94,246
Stamp duty on increase in authorised share capital and issue of shares	-	97,76,000
Operating profit before working capital changes	56,21,841	55,12,794
Working capital adjustments:		
(Increase)/decrease in trade receivables	19,26,607	(45,66,215)
(Increase) in other financial assets and other current assets	(4,75,069)	(13,29,732)
(Increase)/decrease in other non current assets	42,12,49,854	(46,40,49,749)
Increase in trade payables	2,30,749	-
Increase in other financial liabilities and other current liabilities	63,72,478	5,09,56,504
Cash (used in)/generated from operating activities	43,49,26,460	(41,34,76,398)
Income taxes paid	(16,99,519)	(2,83,937)
Cash (used in)/generated from operating activities (A)	43,32,26,941	(41,37,60,335)
B. Cash flow from investing activities		
Interest received	1,19,50,433	19,96,685
Purchase of property, plant and equipment including capital work in progress	(9,71,68,626)	(14,36,87,778)
Inter corporate loan given	(25,00,00,000)	-
Repayment against inter corporate loan given	20,00,00,000	-
Fixed deposits with original maturity of more than three months	(32,20,74,009)	(5,96,55,992)
Fixed deposits with original maturity of more than three months matured/encashed	29,37,80,000	19,00,000
Cash used in investing activities (B)	(16,35,12,202)	(19,94,47,885)
C. Cash flow from financing activities		
Proceeds from issue of equity shares	-	62,50,00,000
Payment of stamp duty on increase in authorised share capital and issue of shares	-	(97,76,000)
Proceeds from borrowings	-	55,00,000
Proceeds from inter corporate loan	-	40,12,87,403
Repayment of borrowings	-	(55,00,000)
Repayment of inter corporate loan	-	(40,12,87,403)
Interest paid on borrowings	-	(2,04,343)
Cash generated from financing activities (C)	-	61,50,19,657
Net increase in cash and cash equivalents (A+B+C)	26,97,14,739	18,12,237
Cash and cash equivalents at beginning of the year	19,12,237	1,00,000
Cash and cash equivalents at end of the year (note 7)	27,16,26,976	19,12,237

Notes: The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 Statement of Cash Flows.

For the purpose of cash flow statement, cash and cash equivalents comprise the following:

(In Rs.)

Particulars	As at 31 March 2020	As at 31 March 2019
Balances with banks		
In current accounts	3,26,591	2,047
Cash on hand	385	473
Fixed deposits with original maturity of less than three months	27,13,00,000	19,09,717
Cash and cash equivalents at year end	27,16,26,976	19,12,237

Summary of significant accounting policies (note 2)

The accompanying notes are an integral part of these financial statements.

As per our report attached of even date

For S.R.B.C & CO LLP
Chartered Accountants
ICAI Firm Registration No.: 324982E/E300003

Per Vijay Mania
Partner
Membership No.: 36738
Place: Mumbai
Date: 22 May 2020

For and on behalf of the Board of Directors of
Wancox Energy Private Limited

Pujan P. Doshi
Director
DIN: 07063863

Subhash Chandra Bhargava
Independent Director
DIN: 00020021

Nikhil Saughan
Chief Financial Officer

Anjali Gupta
Company Secretary
Membership No.: ACS 51170

Place: Mumbai
Date: 22 May 2020



A) Equity share capital

Particulars	Number of Shares	Amount (in Rs.)
Equity shares of Rs.10 each issued, subscribed and fully paid		
As at 1 April 2018	10,000	1,00,000
Issue of equity share capital (note 12)	6,25,00,000	62,50,00,000
As at 31 March 2019	6,25,10,000	62,51,00,000
Issue of equity share capital (note 12)	-	-
As at 31 March 2020	6,25,10,000	62,51,00,000

B) Other equity

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Opening balance	(54,81,585)	(51,850)
Profit/(loss) for the year (note 13)	41,89,307	(54,29,735)
Closing balance	(12,92,278)	(54,81,585)

Summary of significant accounting policies (note 2)
The accompanying notes are an integral part of these financial statements.


As per our report attached of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No.: 324982E/E300003

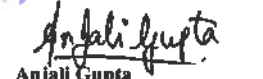
Per Vinay Maniar
Partner
Membership No.: 36738
Place: Mumbai
Date: 22 May 2020

For and on behalf of the Board of Directors of
Wacox Energy Private Limited


Pujan P. Doshi
Director
DIN: 07063863


Subhash Chandra Bhargava
Independent Director
DIN: 00020021


Nikhil Sanghani
Chief Financial Officer


Anjali Gupta
Company Secretary
Membership No.: ACS 51170

Place: Mumbai
Date: 22 May 2020



Waacox Energy Private Limited

CIN: U40300MH2015PTC268114

Notes to Financial Statements for the year ended 31 March 2020

1. Corporate Information

Waacox Energy Private Limited ('the Company') is a private company incorporated on 04 October 2015 and domiciled in India having its registered office located at 501, Western Edge-1, Western Express Highway, Borivali East, Mumbai 400066 Maharashtra, India. The Company is a subsidiary of Sangam Renewables Limited (51%) and is an associate of Aditya Birla Renewables Limited (49%).

The primary business of the Company is to generate and supply solar power as per the terms of the PPA signed with Maharashtra State Power Generation Company Limited.

The financial statements were authorized for issue in accordance with a resolution of the directors on 22 May 2020.

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 the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (Ind AS compliant Schedule III), as applicable.

These financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair value which approximates the amortized cost.

The financial statements are presented in Indian Rupees ('Rs'), which is also the Company's functional currency.

2.2 Summary of significant accounting policies

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification as per the requirements of Schedule III to the Companies Act, 2013.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer 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 and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the development/acquisition of assets for power generation and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Foreign currencies

Transactions and balances

Transactions in foreign currencies are recognized at the rates of exchange prevailing at the dates of the transactions.

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 the statement of 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 the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

c. Revenue from contract with customer

The Company is in the business of supply of power to its customers. Revenue from contracts with customers is recognized when solar power generated is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods.

The specific recognition criteria described below must also be met before revenue is recognized.

(i) Revenue from sale of solar power

Revenue from sale of power is recognised net of estimated rebates and other similar allowances when the units of electricity is delivered.

Revenue from such contracts is recognised over time for each unit of electricity delivered at the pre-determined rate as the customer simultaneously receives and consumes the benefits of the Company's performance obligation, as it best depicts the value to the customer and complete satisfaction of performance obligation. There is no significant judgement involved while evaluating the timing as to when the customer obtain control of promised goods. Accordingly, the Company recognizes revenue for the amount it has the right to invoice (i.e., on an as-invoiced basis) since the amount corresponds to the value it transfers to the customer.

The customer is billed on a monthly basis and is given a credit period of 60 days for payment.



Waacox Energy Private Limited

CIN: U40300MH2015PTC268114

Notes to Financial Statements for the year ended 31 March 2020

Contract balances

(a) Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

(b) Trade receivables

A receivable represents the Company's unconditional right to an amount of consideration (i.e., only the passage of time is required before payment of the consideration is due).

(c) Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

(ii) Interest income

Interest income is accrued on a time basis, by reference to the principle outstanding and at the effective interest rate applicable. Interest income on fixed deposit receipts is included in other income in the statement of profit and loss.

d. Taxes

Tax expense comprises of current tax and deferred tax charge or credit.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India.

Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.

Current income tax, relating to items recognised outside profit or loss, is recognised outside profit or loss in other comprehensive income (OCI). Current tax items are recognised in correlation to the underlying transaction in other comprehensive income. The management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions, where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Tax relating to items recognized directly in other comprehensive income is recognized in other comprehensive income and not in the statement of profit or loss.



WaacoX Energy Private Limited

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Notes to Financial Statements for the year ended 31 March 2020

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities, and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax

The Company has decided to opt for concessional tax rates with effect from 01 April 2019, as introduced by The Taxation Laws Amendment Act (2019) and accordingly MAT provisions are not applicable to the Company.

e. Property, plant and equipment (PPE)

Property, plant and equipment are stated at acquisition or construction cost less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its location and working condition for its intended use, including relevant borrowing costs and any expected costs of decommissioning.

The cost of an item of PPE is recognised as an asset if, and only if, it is probable that the economic benefits associated with the item will flow to the Company in future periods and the cost of the item can be measured reliably. Expenditure incurred after the PPE have been put into operations, such as repairs and maintenance expenses are charged to the statement of profit and loss during the period in which they are incurred.

An item of PPE is de-recognised upon disposal or replacement or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss arising on the disposal or replacement or retirement of an item of PPE, is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets

- Plant and equipment: 30 years
- Building: 30 years

The Company, based on technical assessment made by management estimate, depreciates plant and equipment and building over estimated useful lives, which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.



The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Capital work in progress includes cost of property, plant and equipment under installation/under development as at the reporting date and is stated at cost, net of accumulated impairment loss, if any.

f. Leases

Ind AS 116 supersedes Ind AS 17 Leases including evaluating the substance of transactions involving the legal form of a Lease. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model. Lessor accounting under Ind AS 116 is substantially unchanged under Ind AS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17. Therefore, Ind AS 116 did not have an impact for leases where the company is the lessor.

At inception of contract, the Company assesses whether the Contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assessed whether:

- the contract involves the use of identified asset;
- the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the asset.

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying 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. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the lease term. Right-of-use assets are subject to impairment test.

Lease liabilities

At the commencement date of the lease, the Company recognises 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 receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The Company has applied exemption not to recognize right-of-use assets and lease liabilities for short term leases that have a lease term of 12 months or less and leases of low value assets. The Company recognizes



the lease payments associated with these leases as an expense over the term of 12 months. The Company presents right-to-use assets that do not meet the definition of investment property in 'Property, plant and equipment' and lease liabilities in 'Borrowings' in the Balance Sheet.

g. Provisions and Contingent Liabilities

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.

A present obligation that arises from past events, where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent liabilities are possible but not probable obligations as on reporting date, based on the available evidence. Claims against the Company, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in the financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

h. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability of another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Initial recognition and measurement of financial assets and financial liabilities

Financial assets and Financial liabilities are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of profit and loss.

Financial Assets:

(i) Classification and subsequent measurement of financial assets

A financial asset shall be classified and measured at fair value through profit or loss (FVTPL) unless it is measured at amortised cost or at fair value through OCI.

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.



(ii) Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments - for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk of trade receivable. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

(iii) Derecognition of financial assets

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. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises an associated liability.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the statement of profit and loss.

Financial liabilities and equity instruments:

(i) Classification of financial liabilities and equity instruments

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

Financial liabilities

Financial liabilities are classified, at initial recognition:

- At fair value through profit or loss,
- Loans and borrowings or,
- Payables

All financial liabilities are recognized initially at fair value and in the case of loans and borrowings and payables, they are recognized net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables and loans and borrowings.



(ii) Subsequent measurement of financial liabilities

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

Financial liabilities at FVTPL:

Financial liabilities at FVTPL include financial liabilities designated upon initial recognition as FVTPL. Gains or losses on liabilities are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at FVTPL are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

Loans and borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

(iii) Derecognition of financial liabilities

The Company de-recognises 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 de-recognised and the consideration paid and payable is recognised in the statement of profit and loss.

i. Intangible Assets

Intangible assets 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. 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 amortised, but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition 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 or loss when the asset is derecognised.

j. 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 asset. All other expenses pertaining to borrowing obligations are expensed in the period in which they occur. Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.



Waacox Energy Private Limited

CIN: U40300MH2015PTC268114

Notes to Financial Statements for the year ended 31 March 2020

k. Government Grants

Government grants are recognised in the statement of profit and loss on a systematic basis over the periods in which the Company recognises as expenses of the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the balance sheet and transferred to statement of profit and loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in statement of profit and loss in the period in which they become receivable.

l. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

m. Cash Flow Statement

Cash flows are reported using the indirect method, whereby the net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

n. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holder of Company (after deducting preference dividends and attributable taxes, if any) 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 of the Company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.



Notes to Financial Statements for the year ended 31 March 2020

3. Property, plant and equipment

Sr. No.	Particulars	Locations	Gross Block			Accumulated Depreciation			(In Rs.)	
			At 01 April 2019	Additions	Disposals	At 31 March 2020	At 01 April 2019	Charge for the year	Disposals	At 31 March 2020
1	Plant & equipment	Ralegaon (1.573 MWp) Yavatmal (2.231 MWp)	5,32,57,970 7,58,34,685	-	-	5,32,57,970 7,58,34,685	10,70,023 14,42,941	17,80,129 25,37,350	-	28,50,152 39,80,291
2	Buildings*	Ralegaon (1.573 MWp) Yavatmal (2.231 MWp)	20,13,512 23,09,649	-	-	20,13,512 23,09,649	40,454 46,404	67,303 77,200	-	1,07,757 1,23,604
	Total		13,34,15,816	-	-	13,34,15,816	25,99,822	44,61,981	-	12,63,54,013

As at 31 March 2019

Sr. No.	Particulars	Locations	Gross Block			Accumulated Depreciation			(in Rs.)	
			At 01 April 2018	Additions	Disposals	At 31 March 2019	At 01 April 2018	Charge for the year	Disposals	At 31 March 2019
1	Plant & equipment	Ralegaon (1.573 MWp) Yavatmal (2.231 MWp)	-	5,32,57,970 7,58,34,685	-	5,32,57,970 7,58,34,685	-	10,70,023 14,42,941	-	5,21,87,947 7,43,91,744
2	Buildings*	Ralegaon (1.573 MWp) Yavatmal (2.231 MWp)	-	20,13,512 23,09,649	-	20,13,512 23,09,649	-	40,454 46,404	-	19,73,058 22,63,245
	Total		-	13,34,15,816	-	13,34,15,816	-	25,99,822	-	13,08,15,994

The details of capital work in progress of the remaining plants which are yet to be commenced are as follows:

Plant name	(in Rs.)	
	31 March 2020	31 March 2019
Ralegaon (1.573 MWp)	50,04,700	50,04,700
Ghavlankund (20 MWp DC)	14,51,51,422	11,99,550
Other	-	41,77,809
Total	15,01,56,122	1,03,82,059

Capitalised borrowing costs

During the year, the Company has commissioned above plants and the amount of borrowing costs capitalised during the year ended 31 March 2020 amounts to Rs. Nil (FY: Rs.1,10,096)

* All property, plant and equipment are held in the name of the Company except for the land which has been taken on lease from Maharashtra State Power Generation Co. Ltd. (MSPGCL) for which lease deed is yet to be registered with appropriate authorities. The Company has constructed buildings on such land and is in the process of entering into lease deed for this land.



4. Non current tax assets (net) (in Rs.)		
Particulars	As at 31 March 2020	As at 31 March 2019
TDS receivable (net of Provision Rs. Nil) (PY Rs. Nil)	19,83,456	2,83,937
Total	19,83,456	2,83,937

5. Other non current assets (in Rs.)		
Particulars	As at 31 March 2020	As at 31 March 2019
Capital advance to Waaree Energies Limited (note 24)	4,21,86,397	46,32,86,250
Security deposits	6,13,499	7,63,499
Total	4,27,99,896	46,40,49,749

* Maharashtra Electricity Regulatory Commission, in the Joint Review Petition (Case 76 of 2019) filed by Maharashtra State Power Generation Company Limited and Maharashtra State Electricity Distribution Company Limited for review of the Order dated 22 February, 2019, had accorded its approval on 24 April 2019 for implementing the 16 MW project at Ghavankund, District Amravati, and directed the petitioners to initiate fresh bidding process for the balance capacity of 134 MW. As per the arrangement with Waaree Energies Limited, the Company has adjusted an amount of Rs. 4,49,51,891 and received an amount of Rs. 37,67,90,363 till 31 March 2020. The balance amount of Rs. 4,21,86,396 pertains to advances for Ghavankund project.

6. Trade receivables (in Rs.)		
Particulars	As at 31 March 2020	As at 31 March 2019
Receivables from Maharashtra State Power Generation Co. Ltd.	26,39,608	45,66,215
Total	26,39,608	45,66,215

Break up for security details (in Rs.)		
Particulars	As at 31 March 2020	As at 31 March 2019
Secured, considered good	-	-
Unsecured, considered good	26,39,608	45,66,215
Trade receivables which have significant increase in credit risk [note 27(B)(a)]	-	-
Trade receivables - credit impaired [note 27(B)(a)]	-	-
Total	26,39,608	45,66,215

No trade or other receivable is due from directors or other officers of the company either severally or jointly with any other person. No receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade receivables are generally on terms as set out in Power Purchase Agreements (PPAs).

7. Cash and cash equivalents (in Rs.)		
Particulars	As at 31 March 2020	As at 31 March 2019
Balance with banks		
- In current accounts	3,26,591	2,047
- Deposits with original maturity of less than three months	27,13,00,000	19,09,717
Cash on hand	385	473
Total	27,16,26,976	19,12,237

Short term deposits are made for varying periods between seven and ninety days, depending on the immediate cash requirements of the Company and earn interest at the respective short term deposit rates.

8. Bank balances other than cash and cash equivalents (in Rs.)		
Particulars	As at 31 March 2020	As at 31 March 2019
Deposits with original maturity of more than three months but less than twelve months	8,60,50,000	5,77,55,992
Total	8,60,50,000	5,77,55,992

9. Loans and advances (in Rs.)		
Particulars	As at 31 March 2020	As at 31 March 2019
Loans to related parties (note 24)	5,00,00,000	-
Total	5,00,00,000	-

10. Other financial assets (in Rs.)		
Particulars	As at 31 March 2020	As at 31 March 2019
Unbilled revenue	15,96,884	12,99,160
Accrued interest on deposits	32,89,711	8,42,680
Security deposits	1,50,000	-
Total	50,36,595	21,41,840

11. Other current assets (in Rs.)		
Particulars	As at 31 March 2020	As at 31 March 2019
Prepayment	53,788	30,572
Other advance	4,130	-
Total	57,918	30,572



12. Equity share capital

(in Rs.)

Particulars	As at 31 March 2020	As at 31 March 2019
Authorized share capital		
9,50,00,000 (PY : 9,50,00,000) equity shares of Rs. 10 each	95,00,00,000	95,00,00,000
	95,00,00,000	95,00,00,000
Issued, subscribed and fully paid equity share capital		
6,25,10,000 (PY : 6,25,10,000) Equity shares of Rs. 10 each issued, subscribed and fully paid	62,51,00,000	62,51,00,000
	62,51,00,000	62,51,00,000

(a) Reconciliation of issued share capital

(in nos.)

Particulars	As at 31 March 2020	As at 31 March 2019
Number of shares outstanding at beginning of the year	6,25,10,000	10,000
Issue of shares during the year	-	6,25,00,000
Number of shares outstanding at the end of the year	6,25,10,000	6,25,10,000

(b) Terms/rights attached to equity shares

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

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

(c) The Company is a subsidiary of Sangam Renewables Limited (51%) and is an associate of Aditya Birla Renewables Limited (49%).

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

Name of shareholders	As at 31 March 2020		As at 31 March 2019	
	Number of shares	% holding	Number of shares	% holding
Sangam Renewables Limited and its nominee#	3,18,80,100	51%	3,18,80,100	51%
Aditya Birla Renewables Limited	3,06,29,900	49%	3,06,29,900	49%
Total	6,25,10,000	100%	6,25,10,000	100%

Sangam Advisors Limited changed its name to Sangam Renewables Limited w.e.f. 03 May 2018.

13. Other equity

(in Rs.)

Particulars	As at 31 March 2020	As at 31 March 2019
Opening balance	(54,81,585)	(51,850)
Profit/(loss) for the year	41,89,307	(54,29,735)
Closing balance	(12,92,278)	(54,81,585)



14. Deferred tax liabilities (net)

(in Rs.)

Particulars	As at 31 March 2019	Charge for the year	As at 31 March 2020
Deferred tax assets			
Preliminary expenses	(676)	185	(491)
Share issue expenses	(1,29,979)	1,29,979	-
Business loss(note a)	(1,76,10,335)	74,72,092	(1,01,38,243)
	(1,77,40,990)	76,02,256	(1,01,38,734)
Deferred tax liabilities			
Accelerated depreciation for tax purposes	1,90,52,816	37,65,761	2,28,18,577
	1,90,52,816	37,65,761	2,28,18,577
Deferred tax liabilities (net)	13,11,826	1,13,68,017	1,26,79,843

Note :

a) Recognized on business losses which will be available to offset future taxable income of the Company. The Company has reversed deferred tax asset created on business loss due to additional depreciation amounting to Rs. 63,29,551 as the Company has opted for concessional tax rate as introduced by The Taxation Amendment Act (2019).

Reconciliation of effective tax rate

The income tax expenses for the year can be reconciled to the accounting profit as follows:

(in Rs.)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Profit/ (loss) before tax as per the statement of profit and loss	1,55,57,324	(41,17,909)
Statutory tax rate applicable	25.17%	26.00%
Computed tax expense	39,15,778	(10,70,656)
Tax effect of:		
Disallowed expenses	10,52,255	23,79,286
Rate change impact	(46,138)	-
Impact of adoption of new tax rates	63,29,551	-
Others	1,16,571	3,196
Total	74,52,239	23,82,482
Tax expense recognised in the statement of profit and loss	1,13,68,017	13,11,826
Effective tax rate	73.07%	-31.86%

15. Trade payables

(in Rs.)

Particulars	As at 31 March 2020	As at 31 March 2019
Total outstanding dues of micro and small enterprises (note 25)	2,20,516	-
Total outstanding dues of creditors other than micro and small enterprises (including related party dues[note 24])	10,233	-
Total	2,30,749	-

Terms and conditions of trade payables:

Trade payables are non interest bearing and credit period varies as per the terms of the contract/work order/purchase order executed with each vendor.

16. Other financial liabilities

(in Rs.)

Particulars	As at 31 March 2020	As at 31 March 2019
Payable to related parties (note 24)		
Liability for capital expenditure	8,75,57,329	4,49,51,891
Project management fees	55,31,752	55,31,752
Deputation charges	3,34,821	-
Provision for expenses	5,09,213	3,86,013
Other payables	3,42,064	42,900
Total	9,42,75,179	5,09,12,556

17. Other current liabilities

(in Rs.)

Particulars	As at 31 March 2020	As at 31 March 2019
Statutory liabilities		
Tax deducted at source	57,11,091	95,798
Total	57,11,091	95,798



18. Revenue from operations

(in Rs.)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Solar power generation		
Ralegaon (1.573 MWp)	63,53,741	35,30,480
Yavatmal (2.231 MWp)	79,16,025	47,89,982
Total	1,42,69,766	83,20,462

The Company has principally one customer Maharashtra State Power Generation Co. Ltd. for all its solar power projects. The Company has entered into Power Purchase Agreements (PPAs) with the customer for supply of solar power energy.

The Company operates in one reportable segment, i.e. 'generation and distribution of solar power energy'. The entire revenue from operations pertains to solar power generation. Hence the Company has not further disaggregated operating revenues.

(in Rs.)

Contract balances	As at 31 March 2020	As at 31 March 2019
Contract assets	-	-
Contract liabilities	-	-
Trade receivables (note 6)	26,39,608	45,66,215
Unbilled revenue (note 10)	15,96,884	12,99,160
Total	42,36,492	58,65,375

Performance obligation is satisfied on the supply of power and payment due is as per the terms of the PPAs.

Transaction Price - Remaining Performance Obligation

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Company expects to recognise these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Company recognises revenue for the amount it has the right to invoice (i.e., on an as-invoiced basis) since the amount corresponds to the value it transfers to the customer. Hence, the Company has not disclosed the remaining performance obligation related disclosures for contracts as the revenue recognised corresponds directly with the value to the customer of the entity's performance completed to date.

19. Other income

(in Rs.)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest income on fixed deposits	1,02,57,293	28,39,365
Interest income from inter corporate deposit	41,27,398	-
Interest income on income tax refund	12,773	-
Total	1,43,97,464	28,39,365

20. Finance costs

(in Rs.)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest on borrowings	-	94,246
Interest on late payment of tax deducted at source	-	69,401
Bank charges	1,41,533	17,251
Total	1,41,533	1,80,898

21. Other expenses

(in Rs.)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Insurance expenses	82,923	29,421
Rates and taxes	93,409	99,37,339
Capital-work-in-progress written off	41,80,924	-
Legal and professional fees	5,33,648	13,04,641
Director sitting fees	9,55,800	4,05,800
Deputation charges	5,85,198	2,16,880
Payment to auditors (refer details below)	6,97,114	4,80,349
Managerial remuneration	2	2
Electricity expenses	2,12,132	97,230
Repairs & maintenance expenses	1,44,762	-
Miscellaneous expenses	79,647	25,354
Total	75,65,559	1,24,97,016

(in Rs.)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Payment to auditors (including GST)		
As auditor		
Audit fees	5,70,825	4,72,000
Tax audit fees	88,500	-
Out of pocket expenses	37,789	8,349
Total	6,97,114	4,80,349



22. Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit/(loss) for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the loss attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Profit/(loss) attributable to equity holders	41,89,307	(54,29,735)
Weighted average number of equity shares for basic and diluted EPS	6,25,10,000	3,66,43,836
Basic and diluted earnings per share (in Rs.)	0.07	(0.15)

23. 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 years.

Other disclosures relating to the Company's exposure to risks and uncertainties includes:

- Financial risk management and policies (note 28)

(a) Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

i) Ind AS 115 - Revenue from contract with customers

The management has considered all the relevant facts and circumstances when applying each step of the model to contracts with the customer in accordance with Ind AS 115, which may have the most significant effect on the amounts recognised in the financial statements. The Company recognises revenue for the amount it has the right to invoice (i.e., on an as-invoiced basis) as the amount corresponds to the value it transfers to the customer.

ii) Ind AS 116 - Leases

Effective 01 April 2019, the Company has adopted Ind AS 116, 'Leases'. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise Right-of-use assets and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is of a low value. A contract is, or contains, a lease if the contract conveys the right to control the use of an specified asset for a period of time in exchange for consideration. The Company's property, plant and equipment is the specified asset for the evaluation of this standard.

The Company has evaluated the Power Purchase Agreements (PPAs) entered into with its customer, Maharashtra State Power Generation Co. Ltd. for lease arrangements under Ind AS 116 'Leases'. The Company has concluded that the arrangement is not in the nature of lease as the customer does not have the right to direct the use of the specified asset and entire control of the asset is with the Company.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, if any, are described below. The Company based its 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 beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Useful lives of property, plant and equipment

The Company, based on technical assessment made by the management estimate, depreciates plant and equipment and building over estimated useful lives, which are different from the useful lives prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Recognition and measurement of provisions and contingencies

Key assumptions about the likelihood and magnitude of an outflow of resources.



24. Related party transactions

Name of related parties and description of relationship with whom transactions have taken place during the year ended 31 March 2020

(A) Holding Company

#Sangam Renewables Limited (100% from 15 November 2017 till 27 June 2018; 51% from 28 June 2018)

(B) Ultimate Holding Company

Waaree Energies Limited (through its 52.26% holding in Sangam Renewables Limited, w.e.f. 08 April 2019)

(C) Associate Companies

Aditya Birla Renewables Limited (ABReL) [49% from 27 June 2018]

Grasim Industries Limited (through its 100% holding in ABReL)

(D) Key Managerial personnel

Pujan Doshi - Director

Kuldeep Jain - Director upto 28 June 2018

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

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

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

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

Nikhil Sanghani - CFO (w.e.f. 01 February 2019)

Amitabh Verma - Manager (w.e.f. 25 February 2019)

Sangam Advisors Limited changed its name to Sangam Renewables Limited w.e.f. 03 May 2018.

Details of transactions with related parties:

(in Rs.)

Sr. No.	Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
1	Allotment of equity shares		
	Sangam Renewables Limited	-	31,87,50,000
	Aditya Birla Renewables Limited	-	30,62,50,000
		-	62,50,00,000
2	Project management fees		
	Grasim Industries Limited	-	60,43,950
3	Inter corporate loan taken		
	Grasim Industries Limited	-	35,00,00,000
	Sangam Renewables Limited	-	5,12,87,403
4	Inter corporate loan repaid		
(a)	Grasim Industries Limited		
	- Principal	-	35,00,00,000
	- Interest paid on inter corporate loan capitalised	-	36,84,932
		-	35,36,84,932
(b)	Sangam Renewables Limited		
	- Principal	-	5,12,87,403
	- Interest paid on inter corporate loan capitalised	-	9,49,895
		-	5,22,37,298
5	Inter corporate loan given		
	Aditya Birla Renewables Limited	25,00,00,000	-
6	Repayment against inter corporate loan given		
	Aditya Birla Renewables Limited		
	- Principal	20,00,00,000	-
	- Interest income booked to statement of profit and loss	32,24,932	-
		20,32,24,932	-
7	Capital advance given		
	Waaree Energies Limited	-	46,32,86,250
8	Repayment against capital advance given		
	Waaree Energies Limited	37,67,90,364	-
9	Purchase under supply and service contracts		
	Waaree Energies Limited	14,26,40,043	13,16,54,986
10	Payment of retention money		
	Waaree Energies Limited	13,28,961	-
11	Supervision and monitoring of O & M services		
	Grasim Industries Limited	33,553	-
12	Deputation charges		
	Aditya Birla Renewables Limited	4,60,942	-
13	Directors sitting fees (exclusive of GST)		
	Nilesh Gandhi	3,40,000	1,40,000
	Kamlesh Shivji Vikamsey	2,10,000	70,000
	Subhash Chandra Bhargava	2,60,000	1,40,000
		8,10,000	3,50,000
14	Managerial remuneration		
	Nikhil Sanghani	1	1
	Amitabh Verma	1	1
		2	2



Sr. No.	Particulars	31 March 2020	31 March 2019
	Closing balance		
15	Share capital		
	Sangam Renewables Limited	31,88,01,000	31,88,01,000
	Aditya Birla Renewables Limited	30,62,99,000	30,62,99,000
		62,51,00,000	62,51,00,000
16	Inter corporate loan given		
	Aditya Birla Renewables Limited (including interest, net of TDS)	5,08,12,219	-
17	Capital advance given		
	Waaree Energies Limited	4,21,86,397	46,32,86,250
18	Purchase under supply and service contracts		
	Waaree Energies Limited	8,75,57,329	4,49,51,891
19	Payable for expenses		
	Grasim Industries Limited	10,233	-
	Aditya Birla Renewables Limited	3,34,821	-
20	Project management fees		
	Grasim Industries Limited	55,31,752	55,31,752

Note: Related party relationships as per Ind AS 24 have been identified by the management and relied upon by the auditors. All the transactions are carried out at arm's length price.

Terms and conditions of transactions with related parties

The transaction with related parties are in the ordinary course of business and are on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash. This assessment is undertaken each financial year through examining the financial position of the related parties and the market in which the related parties operate.



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

Particulars	31 March 2020	31 March 2019
Principal amount due to micro enterprises and small enterprises	2,20,516	-
Interest due on above	-	-
Amount of interest paid during the year	-	-
The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act 2006	-	-
Amount of interest accrued and remaining unpaid at the end of accounting period	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-

The information has been given in respect of such vendors to the extent they would be identified as "Micro Enterprises and Small Enterprises" on the basis of information available with the Company and relied upon by the auditors.

26 Segment reporting

For management purpose, the Company is engaged into one reportable business segment i.e. "generation and distribution of solar power energy". No other operating segment has been aggregated to form the above reportable operating segment. The Company's revenue, result, assets and liabilities are reported to the management for the purpose of resource allocation and assessment of segment performance.

27. Categories of Financial Instruments

Particulars	Carrying Value		Fair Value	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
Financial assets				
Fair value approximates carrying value				
Trade receivables (note 6)	26,39,608	45,66,215	26,39,608	45,66,215
Cash and cash equivalents (note 7)	27,16,26,976	19,12,237	27,16,26,976	19,12,237
Bank balance other than cash and cash equivalents (note 8)	8,60,50,000	5,77,55,992	8,60,50,000	5,77,55,992
Loans and advances (note 9)	5,00,00,000	-	5,00,00,000	-
Other financial assets (note 10)	50,36,595	21,41,840	50,36,595	21,41,840
Total	41,53,53,179	6,42,34,444	36,03,16,584	6,42,34,444
Financial liabilities				
Measured at amortized cost:				
Trade payables (note 15)	2,30,749	-	2,30,749	-
Other financial liabilities (note 16)	9,42,75,179	5,09,12,556	9,42,75,179	5,09,12,556
Total	9,45,05,928	5,09,12,556	9,45,05,928	5,09,12,556

The Company has assessed that cash and cash equivalents, bank balance and other financial liabilities approximate their carrying amounts largely due to the short term nature of the instruments. Based on the evaluation, no impact has been identified.

28. Financial risk management objectives and policies

(A) Market risk

The Company's principal financial liabilities comprise of other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables and cash and cash equivalents that arise directly from its operations.

The Company's activities expose it to market risk, credit risk and liquidity risk.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments, including investments and deposits, payables and borrowings.

The Company's overall risk management focuses on minimisation of the potential adverse effects on the financial performance of the Company.

The sources of risks which the Company is exposed to and their management is given below:

Risk	Exposure arising from	Measurement	Management
Credit risk	Trade receivables	Ageing analysis	Credit monitoring, credit limit and credit worthiness monitoring of the counter parties
Liquidity risk	Other financial liabilities	Rolling cashflow Forecasts	Borrowing facilities diversification

Details relating to the risks are provided here below:

(B) Credit risk

Credit risk arises when a customer or counterparty does not meet its obligations under a customer contract or financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily trade receivables and from its financing/investing activities, including deposits with banks.

The carrying amount of financial assets represents the maximum credit risk exposure.

a. Trade Receivables

Trade receivables consist of principally one customer Maharashtra State Power Generation Co. Ltd. The Company has already evaluated the credit worthiness of the party and did not find any credit risk related to trade receivables. As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default in payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

Total trade receivables as on 31 March 2020 is Rs.26,39,608 (PY: Rs. 45,66,215).

b. Cash and cash equivalents and bank deposits

Credit risk on cash and cash equivalents and deposits is generally low as the Company has transacted with reputed banks.

(C) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The management is responsible for managing liquidity, funding as well as settlement. Further management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

The table below provides details of financial liabilities further based on contractual undiscounted payments.

(in Rs.)					
As at 31 March 2020	Upto 1 year	1 to 3 years	3 to 5 years	Above 5 years	Total
Trade payables	2,30,749	-	-	-	2,30,749
Other current liabilities	57,11,091	-	-	-	57,11,091
Other financial liabilities	9,42,75,179	-	-	-	9,42,75,179
Total	10,02,17,019	-	-	-	10,02,17,019

(in Rs.)					
As at 31 March 2019	Upto 1 year	1 to 3 years	3 to 5 years	Above 5 years	Total
Other current liabilities	95,798	-	-	-	95,798
Other financial liabilities	5,09,12,556	-	-	-	5,09,12,556
Total	5,10,08,354	-	-	-	5,10,08,354



29 Capital commitments

Particulars	As at 31 March 2020	As at 31 March 2019
Estimated amount to be paid for contracts executed on capital account and not provided for (net of advances)	45,95,02,964	-
Total	45,95,02,964	-

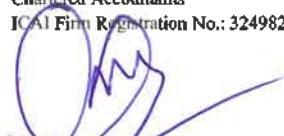
30. The Company has computed the tax expense for the current financial year as per the tax regime announced under Section 115BAA of the Income Tax Act, 1961. Accordingly (a) the provision for current and deferred tax has been determined at the rate of 25.17% and (b) the deferred tax assets and deferred tax liabilities as on 01 April 2019 have been restated at the rate of 25.17%. As a result the tax expense for the year ended 31 March 2020 is higher by Rs 63,29,551 due to non allowability of additional depreciation claimed in earlier years.

31. Due to the outbreak of COVID-19 globally and in India, the Company has made an assessment of the likely adverse impact on economic environment in general and financial risks on account of COVID-19. The Company is in the business of generation and supply of solar power to Maharashtra State Power Generation Co. Ltd. The demand by Maharashtra State Power Generation Co. Ltd has not been affected due to COVID-19 since electricity generation falls under essential service and it has been operating as per the directives from the Government of India. The availability of power plant to generate electricity as per the demand of the customer is important and this business has been emphasized as an essential service by the Ministry of Power, Government of India. Hence, the Company has ensured not only the availability of its power plants to generate power but has also continued to supply power during the period of lockdown as per the requirement from its customer. Basis above, the management has estimated its future cash flows for the Company which indicates no major change in the financial performance as estimated prior to COVID-19 impact and hence, the Company believes that there is no impact on its ability to continue as a going concern and meeting its liabilities as and when they fall due.

Management believes that it has taken into account all the possible impact of known events arising from COVID-19 pandemic in the preparation of the financial statements. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration. The Company will continue to monitor any material changes to future economic conditions.

32. Previous year's figures have been regrouped/reclassified wherever necessary, to conform to current year's classification.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No.: 324982E/E300003

Per: 
Partner
Membership No.: 36738
Place: Mumbai
Date: 22 May 2020


For and on behalf of the Board of Directors of
Waacox Energy Private Limited


Puran P. Doshi
Director
DIN: 07063863


Nikhil Sanghani
Chief Financial Officer

Place: Mumbai
Date: 22 May 2020


Subhash Chandra Bhargava
Independent Director
DIN: 00020021


Anjali Gupta
Company Secretary
Membership No.: ACS 51170

