

**August 27, 2020**

The Manager (Listing)  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai 400 023  
Fax No.2272 5092/3030

**Scrip No. 534618**

**Subject: Notice of the 21<sup>st</sup> Annual General Meeting and the Annual Report for the Financial Year 2019-2020**

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed the Annual Report for the Financial Year 2019-2020 along with the Notice of the 21<sup>st</sup> Annual General Meeting (“AGM”) of the Company to be held on Saturday, the 19<sup>th</sup> day of September, 2020 at 11.00 a.m. (IST) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”).

The said Notice which forms a part of the Annual Report for the financial year 2019-2020 has been sent electronically to the members whose e-mail IDs are registered with the Company/ Purva Sharegistry (India) Private Limited, Registrar and Share Transfer Agents of the Company and the Depositories viz. the National Securities Depository Limited and Central Depository Services (India) Limited.

The Notice of the AGM and the Annual Report has also been uploaded on the website of the Company at [www.sangamrenew.com](http://www.sangamrenew.com).

Please take the same on your records and suitably disseminated at all concerned.

Thanking You,

Yours faithfully,

**For Sangam Renewables Limited**



**Pujan Doshi**  
Managing Director



**DIN: 07063863**

**Email ID.: [pujandoshi@sangamrenew.com](mailto:pujandoshi@sangamrenew.com)**

**Encl.: As Above**

**Sangam Renewables Limited**

*(Erstwhile "Sangam Advisors Limited")*



# **SANGAM RENEWABLES LIMITED**

**(formerly known as Sangam Advisors Limited)**

**21<sup>st</sup> ANNUAL REPORT**

**FINANCIAL YEAR 2019-20**

## COMPANY INFORMATION

### Board of Directors

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

### Key Managerial Personnel

- Mr. B. C. Bhandari Chief Financial Officer
- Ms. Ruchi Sethi Company Secretary & Compliance officer

### Bankers

Axis Bank Limited

### Statutory Auditors

R T Jain & Co. LLP, Chartered Accountants

### Secretarial Auditors

R M Mimani & Associates LLP, Company Secretaries

### Registrar and Transfer Agent

#### Purva Share registry (India) Private Limited

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

### Registered Office and Contact Details and Website

504, Western Edge-I,  
Off: Western Express Highway, Borivali (E)  
Mumbai-400066; Tel No. 022-4333 1500  
Email: -[info@sangamrenew.com](mailto:info@sangamrenew.com)  
Website: [www.sangamrenew.com](http://www.sangamrenew.com)  
CIN: L93000MH1999PLC120470

## TABLE OF CONTENTS

<b><u>PARTICULARS</u></b>	<b>PAGE NO</b>
Company Information .....	
Notice .....	3
Directors' Report .....	12
Annexures to Directors' Report .....	17
Management Discussion and Analysis .....	31
Corporate Governance Report .....	33
CEO/CFO Certification .....	42
Auditor Certificate on Corporate Governance .....	43
Auditor Report on Standalone Financial Statement .....	44
Standalone Balance Sheet, Profit and Loss Account, Cash Flow Statement and Notes to Accounts .....	50
Auditors' Report on Consolidated Financial Statement.....	75
Consolidated Balance Sheet, Profit and Loss Account, Cash Flow Statement and Notes to Accounts ....	80

**NOTICE**

NOTICE is hereby given that the 21<sup>st</sup> (Twenty first) ANNUAL GENERAL MEETING OF THE MEMBERS OF SANGAM RENEWABLES LIMITED will be held on Saturday, September 19, 2020 at 11.00 a.m. IST through video conferencing (“VC”) / Other Audio Visual Mechanism (“OAVM”) to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt
  - a. the audited standalone financial statements of the Company for the financial year ended March 31, 2020, together with the reports of the Board of Directors and the Auditors’ thereon; and
  - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2020, together with the report of the Auditors’ thereon.

**SPECIAL BUSINESS:**

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and other applicable laws, Mr. Hitesh Pranjivan Mehta (DIN: 00207506), who was appointed as an Additional Director of the Company with effect from June 15, 2020 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing along with requisite deposit from a member under Section 160 of the Act, proposing the candidature of Mr. Hitesh Pranjivan Mehta for the office of the Director, be and is hereby appointed as an Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities including the Central Government in granting such approvals, permissions and sanctions, consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Pujan Pankaj Doshi (DIN: 07063863) as the Managing Director (MD) of the Company for a period of five years with effect from June 15, 2020 to June 14, 2025 (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Pujan Pankaj Doshi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;

**RESOLVED FURTHER THAT** notwithstanding anything herein, where in any financial year during the tenure of the MD, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if any, pay to the MD the above remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified in the explanatory statement annexed to the Notice convening this Meeting and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of part II of Schedule V of the Companies Act, 2013;

**RESOLVED FURTHER THAT** the Office of Managing Director shall not be liable to retire by rotation pursuant to Section 152(6) of Companies Act, 2013 and Rules made there-under and any subsequent amendment(s) and/or modification(s) in the Act, Rules and/or applicable laws in this regard and of the Articles of Association of the Company;

**RESOLVED FURTHER THAT** Mr. Pujan Pankaj Doshi, MD of the Company be and is hereby authorized, empowered and vested with the substantial powers of the Management of the Company for carrying out the affairs and activities of the Company subject to the superintendence, control and direction of the Board of Directors of the Company;

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' thereof) be and is hereby authorized to enter into an Agreement (including any revision in terms and conditions of aforesaid re-appointment and/or agreement, if required) on behalf of the Company with Mr. Pujan Pankaj Doshi in terms of the aforesaid draft agreement;

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time ("the Act"), read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Regulations"), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), to ratify/approve all existing contracts/ arrangements/agreements/transactions and to enter into new/further contracts/ arrangements/agreements/transactions (including any modifications, alterations or amendments thereto), in the ordinary course of business and on arm's length basis with Waaree Energies Limited ("Waaree"), Sangam Rooftop Solar Private Limited ("SRPL"), Waasang Solar One Private Limited ("Waasang One"), Waasang Solar Private Limited ("Waasang"), Waaree PV Technologies Private Limited ("Waaree PV") and Waacox Energy Private Limited ("Waacox"), 'Related Parties' within the meaning of the Act and the Regulations, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and Waaree, SRPL, Waasang One, Waasang, Waaree PV and Waacox;

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

**By Order of the Board of Directors  
of Sangam Renewables Limited**

Sd/-

**Pujan Doshi**

**Managing Director**

DIN: 07063863

Email id: pujandoshi@sangamrenew.com

Dated: August 12, 2020

Place: Mumbai

Registered Office:

504, Western Edge-I,

Off: Western Express Highway,

Borivali (E), Mumbai-400066

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM is annexed.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being



held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [rmimani@csrma.in](mailto:rmimani@csrma.in)/[mmimani@csrma.in](mailto:mmimani@csrma.in) with a copy marked to [evoting@cdslindia.com](mailto:evoting@cdslindia.com).
5. The Register of Members and the Share Transfer books of the Company will remain closed from September 14, 2020 to September 19, 2020, (both days inclusive) for the purpose of Annual General Meeting of the Company.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Purva Sharegistry (India) Private Limited in case the shares are held by them in physical form.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Purva Sharegistry (India) Private Limited in case the shares are held by them in physical form.
8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. Members desiring any clarification on accounts are requested to write to the Company at an early date through email on [info@sangamrenew.com](mailto:info@sangamrenew.com) so as to enable the Company to keep the information ready.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019- 20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.sangamrenew.com](http://www.sangamrenew.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL : <https://www.evotingindia.com>.
12. At the 17<sup>th</sup> AGM held on September 30, 2016, the Members approved appointment of R T Jain & Co. LLP, Chartered Accountants, (Firm Registration No. 103961W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 22<sup>nd</sup> AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 21<sup>st</sup> AGM.
13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
14. Instructions for e-voting and joining the AGM are as follows:
  - (a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
  - (b) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- (c) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- (d) The instructions for shareholders voting electronically are as under:
- (i) The voting period begins on September 16, 2020 at 9.00 a.m. and ends on September 18, 2020 at 5.00 pm. During this period shareholders of the Company, holding shares as on the cut-off date (record date) of September 12, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on “Shareholders” module.
  - (v) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - (vi) Next enter the Image Verification as displayed and click on Login.
  - (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

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

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

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

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

- (i) Shareholder will be provided with a facility to attend the 21<sup>st</sup> AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (ii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE 21<sup>ST</sup> AGM ARE AS UNDER:-

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- (vi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (vii) Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same



- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [rmimani@csrma.in](mailto:rmimani@csrma.in) / [mmimani@csrma.in](mailto:mmimani@csrma.in) ; [info@sangamrenew.com](mailto:info@sangamrenew.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

Other Instructions:

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

Explanatory Statement in respect of the special business pursuant to section 102 (1) of the Companies Act, 2013

### **Item No. 2**

Mr. Hitesh Pranjivan Mehta (DIN: 00207506), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect from June 15, 2020 by the Board in accordance with the Articles of the Articles of Association and Section 161 of the Companies Act 2013 (“the Act”).

As per Section 161 of the Act, Mr. Hitesh P. Mehta holds office upto the date of the ensuing Annual General Meeting. The Company has received the requisite notice in writing under Section 160 of the Act along with requisite deposit from a member proposing the candidature of Mr. Hitesh P. Mehta to be appointed as an Executive Director at the ensuing Annual General Meeting liable to retire by rotation. Mr. Hitesh P. Mehta has consented to the proposed appointment and declared qualified.

Mr. Hitesh P. Mehta possesses the requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said notice from a member and on the recommendation of Nomination and Remuneration Committee and subject to approval of members in the ensuing Annual General Meeting has accorded its consent, to appoint Mr. Hitesh P. Mehta as an Executive Director liable to retire by rotation. Mr. Hitesh P. Mehta will not be entitled for any remuneration as per the company policy except sitting fees for attending Board Meetings.

A brief profile of Mr. Hitesh P. Mehta is provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Except Mr. Hitesh P. Mehta, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution set out in Item No. 02 of this notice.

### **Item No. 3**

The Board, in its meeting held on June 15, 2020, has approved the appointment of Mr. Pujan Pankaj Doshi (DIN: 07063863) as the Managing Director of the Company for a period of five years ends on June 14, 2025. The Board has taken the decision of said appointment based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the company.

Mr. Pujan P. Doshi is not disqualified from being appointed as a Director or Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be appointed and has given his consent to act as Managing Director of the company. He satisfies all the conditions as set out in Section 196(3) of the said Act and Part-I of Schedule V thereof and hence, is eligible for re-appointment.

A brief profile of Mr. Pujan P. Doshi is provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

It is proposed to seek Members' approval for the appointment of and remuneration payable to Mr. Pujan P. Doshi as a Managing Director, in terms of the applicable provisions of the said Act and the Rules made thereunder.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Pujan P. Doshi are as under:

- (1) Salary (including perquisites) Re. 1/- (Rupee One Only) per annum with annual or mid-term increments as approved by the Board/Committee of the Board within a limit so that the total remuneration is within 5% (five) per cent of the net profits of the Company. Annual performance incentive as may be decided by the Board/Committee of the Board, subject to a ceiling of one hundred (100) per cent of salary.
- (2) Other key conditions:
  - Reimbursement of medical expenses for himself and his family as per the Company's policy.
  - Leave as per the Company's policy, subject to maximum thirty (30) days leave each year with encashment of un-availed leave at the end of his tenure.
  - He will not be entitled to sitting fees for meetings of the Board/Committees of the Board attended by him.
  - The salary will be subject to all applicable provisions of the Income Tax Act, 1961.
  - The tenure will be subject to termination by six month's notice in writing on either side

(3) Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, during the currency of the term of the Managing Director, the company will pay remuneration to the Managing Director, within the maximum ceiling per annum as per Section II of Part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, as per the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the company.

Mr. Pujan P. Doshi holds 488,406 Equity Shares of the face value of Rs. 10/- each in the company, which amounts to 2.35% of the total number of equity shares of the company.

Mr. Pujan P. Doshi has been associated with the company for last 04 years and has contributed a great value in the growth and success of the company with her/his rich expertise in the industry where the company operates. It would be in the interest of the company to continue to avail of his considerable expertise and to appoint him as the Managing Director.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Pujan P. Doshi as the Managing Director of the company.

Save and except Mr. Pujan P. Doshi and their relatives to the extent of their shareholding interest, if any, in the company, none of the other Directors, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board commends the Ordinary Resolution set out at Item No 03 for the approval of Members.

**Item No. 4**

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

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

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

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

The Company has existing arrangements with Waaree, SRPL, Waasang One, Waasang, Waaree PV and Waacox, which is in the ordinary course of business. However, the value of transactions with Waaree, SRPL, Waasang One, Waasang, Waaree PV and Waacox in respect of financial year 2019-20 exceeds 10% of the annual consolidated turnover of the Company, based on the audited financial statements for year ended March 31, 2019.

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

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

Particulars	Information of transactions					
	Waaree	SRPL	Waasang One	Waasang	Waaree PV	Waacox
Name of the related party	Waaree	SRPL	Waasang One	Waasang	Waaree PV	Waacox
Nature of Relationship	Holding Company	Wholly owned Subsidiary	Subsidiary	Wholly owned Subsidiary	Wholly owned Subsidiary	Subsidiary
Nature of Contract	Sales/ Purchase / Service	Sales/ Purchase / Service/ Advance/ Guarantee/ Security	Sales/ Purchase / Service/ Advance/ Guarantee/ Security	Sales/ Purchase / Service/ Advance/ Guarantee/ Security	Sales/ Purchase / Service/ Advance/ Guarantee/ Security	Sales/ Purchase / Service/ Advance/ Guarantee/ Security
Duration of Contract	NA	NA	NA	NA	NA	NA
Salient features of Contract	Normal trade under ordinary course of business	Normal trade under ordinary course of business	Normal trade under ordinary course of business	Normal trade under ordinary course of business	Normal trade under ordinary course of business	Normal trade under ordinary course of business
Estimated Value of transactions for the FY 2020-21	Rs. 50 Crores	Rs. 50 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores
Estimated Value of transactions for the FY 2021-22	Rs. 50 Crores	Rs. 50 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores

Thus, the transactions as described above would require the approval of the Members by way of an ordinary resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Mr. Pujan Doshi, Managing Director, Mr. Hitesh Mehta, Director of the Company, are in any way concerned or interested in the aforesaid special resolution set out at Item No. 4 of this Notice, save and except to the extent of their Directorship / Shareholding, if any, in the entity mentioned in the said resolution.

Your Directors recommend the ordinary resolution proposed at Item No. 4 of this Notice for your approval.

By **Order of the Board of Directors**  
of Sangam Renewables Limited

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

Email id: pujandoshi@sangamrenew.com

Dated: August 12, 2020

Place: Mumbai

Registered Office:

504, Western Edge-I,

Off: Western Express Highway,

Borivali (E), Mumbai-400066

Details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting on September 19, 2020 as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given hereunder:

## Item No. 2

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

## Item No. 3

Name of the Director	<b>Mr. Pujan P. Doshi</b>
DIN	07063863
Date of Birth	September 29, 1989
Qualification	B.E. Instrumentation
Expertise in specific functional areas	Vast Experience in Instrumentation and Renewable Energy domain
List of other Directorships held excluding foreign companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies	Nil
Chairman / Member of the Committees of the Board of other Companies in which he is a Director	Nil
No. of shares held in the Company	488,406
Relationship between Director inter-se	Nil

By **Order of the Board of Directors**  
of **Sangam Renewables Limited**

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

Email id: pujandoshi@sangamrenew.com

Dated: August 12, 2020

Place: Mumbai

**DIRECTORS' REPORT****The Members****Sangam Renewables Limited***(Formerly known as Sangam Advisors Limited)*

The Directors are pleased to present the 21<sup>st</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2020.

**1. FINANCIAL RESULTS**

The Company's financial performance for the year ended March 31, 2020 is summarised below:

*(Amount in Rs. Lakh)*

Particulars	Consolidated		Standalone	
	2019-20	2018-19	2019-20	2018-19
<b>Total Income</b>	737.05	758.54	508.07	582.14
Less: Expenditure	989.06	676.47	547.86	490.80
<b>Profit/(Loss) before Tax</b>	<b>(252.01)</b>	<b>82.07</b>	<b>(39.79)</b>	<b>91.33</b>
Tax Expense (including Previous Year Tax Adjustment)	65.64	273.51	(21.21)	60.40
<b>Profit/(Loss) after Tax</b>	<b>(317.65)</b>	<b>(191.44)</b>	<b>(18.59)</b>	<b>30.93</b>

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

Financial Year 2019-20 has been a challenging year with weakening macro-economic conditions, slowing market growths and finally, COVID-19 outbreak and containment measures towards the end of the year. We have grown competitively overall in the segments in which we operate, in financial year 2019-20.

During Financial Year 2019-20, the year under review, Sangam Renewables Limited and its subsidiaries (the Company) commissioned 1.64MWp (3.5 MWp FY 18-19) rooftop projects, signed PPAs for 18.60 MWp (34.6 MW last FY 18-19) rooftop and ground mounted projects. A total of 42.2 MWp are under construction. Projects of 15.80 MWp are also scheduled to be taken up for construction soon.

For the current FY 2020-21, the Company revenues and performance may be affected due to the following factors:

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

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

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

For ease of operations, administrative convenience, the Company has decided to have multiple subsidiary companies based on the type of Off Takers.

The Company incurred consolidated loss before tax of Rs. 252.01 lakhs and after tax loss of Rs. 317.65 Lakhs for the FY 2019-20, as against consolidated profit before tax of Rs. 82.07 lakhs and after tax loss of Rs. 191.44 lakhs during FY 2018-19.

**Impact of Covid-19**

During the last quarter of the year under review the incidence of Covid-19 developed into a global pandemic. The directors have assessed the impact of Covid-19 on the business at the balance sheet date and there was significant adverse impact in energy revenue and changes as of the balance sheet date. The company continues to provide the services to its customers, although some parts of the business have been disrupted due to the current lockdown conditions in most part of the country. Due to the worldwide uncertainty caused by Covid-19, and its potential to impact the company, the company has put in place mitigation plans to minimize the adverse impact on both revenue and profitability. There are no material changes or commitments affecting the financial position of the Company between the end of the financial year and the date of the report.



### 3. DIVIDEND AND RESERVES

No dividend was declared for the current financial year due to conservation of profits and continued investment in the business.

### 4. SHARE CAPITAL

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

The paid up equity share capital as at March 31, 2020 stood at Rs. 208,148,340 (Rupees Twenty Crore Eighty one Lakh Forty-Eight Thousand Three Hundred and Forty only).

The Company has allotted 10,800,000 (One Crore Eight Lakh) Equity Shares of the face value of Rs. 10 each to Waaree Energies Limited, a promoter group Company and with this allotment the Company has become subsidiary of Waaree Energies Limited with effect from April 08, 2019.

The Company has not issued any equity shares with differential rights during the year under review and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

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

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

### 5. SUBSIDIARY AND ASSOCIATES COMPANIES

During the financial year the Company has acquired 10,000 equity shares of face value of Rs. 10/- each of Waaree PV Technologies Private Limited representing 100% of the paid up equity share capital of the Company and with this acquisition, Waaree PV Technologies Private Limited become wholly owned subsidiary of the Company with effect from April 08, 2019.

During the year the Company has acquired balance 2600 equity shares of face value of Rs. 10/- each of Waasang Solar Private Limited representing 26% of the paid up equity share capital of the Company and with this acquisition, Waasang Solar Private Limited become wholly owned subsidiary of the Company with effect from December 10, 2019.

As on March 31, 2020 the Company has the following five subsidiaries:

- Waacox Energy Private Limited (51 % shareholding)
- Waasang Solar One Private Limited (51 % shareholding)
- Waasang Solar Private Limited (100 % shareholding)
- Waaree PV Technologies Private Limited (100 % shareholding)
- Sangam Rooftop Solar Private Limited (100% Wholly owned)

The Company has no associates or joint ventures Company.

### 6. CONSOLIDATED FINANCIAL STATEMENT

The Company has consolidated financial statement for the financial year ended on March 31, 2020, as required in terms of the provision of Section 129(3) of the Companies Act, 2013 and Rules made there-under.

### 7. CORPORATE GOVERNANCE

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

### 8. EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in Form MGT- 9 is annexed herewith as “Annexure- 1” and the same is available on the website of the Company i.e. ([www.sangamrenew.com](http://www.sangamrenew.com))

### 9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

- All Independent Directors have furnished to the Company a declaration under Section 149(7) of the Companies Act, 2013 stating that they meet criteria of Independence as provided under section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations.
- Mr. Pujan Pankaj Doshi has been appointed as the Managing Director (MD) of the Company with effect from June 15, 2020.
- Mr. Hitesh Pranjivan Mehta (DIN: 00207506) has been appointed as an additional Director in the category of Executive Director of the Company with effect from June 15, 2020 would hold the office till the ensuing Annual General Meeting, and being eligible for re-appointment.

- Mr. Sharad Kumar Saxena, Whole-time Director (WTD) of the Company has resigned with effect from July 15, 2020.

#### **10. BOARD EVALUATION, INDUCTION AND TRAINING OF BOARD MEMBERS**

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

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

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

#### **11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY**

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

#### **12. WHISTLE BLOWER POLICY**

The Company has a whistle blower policy to report genuine concerns or grievances. The Whistle Blower policy has been posted on the website of the Company. ([www.sangamrenew.com](http://www.sangamrenew.com))

#### **13. REMUNERATION AND NOMINATION POLICY**

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

#### **14. RELATED PARTY TRANSACTIONS AND POLICY**

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

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

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

#### **15. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

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

#### **16. DIRECTORS' RESPONSIBILITY STATEMENT**

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

- i. in the preparation of the Annual Accounts for the year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to departures, if any;
- ii. appropriate accounting policies have been selected and applied consistently and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit / loss of the Company for the year ended on that date
- iii. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the annual accounts have been prepared on a "going concern" basis;
- v. proper internal financial controls are laid down and such internal financial controls are adequate and operating effectively;
- vi. proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

**17. STATUTORY AUDITOR**

R T Jain & Co. LLP, Chartered Accountants, (Firm Registration No: 103961W), is the Statutory Auditor of the Company appointed at the AGM held in the year 2016 for a period of five years, till the conclusion of the AGM of the Company to be held in the year 2021.

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

**18. COST AUDIT**

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

**19. SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed R M Mimani & Associates LLP, Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year ended on March 31, 2020 is annexed herewith as “Annexure – 3” and forms an integral part of this report.

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

**20. INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY**

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

**21. RISK MANAGEMENT**

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

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

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

**22. PREVENTION OF SEXUAL HARASSMENT POLICY**

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2019-2020, no complaints were received by the Company related to Sexual Harassment.

**23. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

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

**24. ENVIRONMENT AND SAFETY**

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

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

**25. STATUTORY INFORMATION**

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

**26. MANAGEMENT DISCUSSION AND ANALYSIS**

Management Discussion and Analysis Report for the year under review as stipulated under SEBI (LODR), Regulations, 2015 is presented in a separate section forming part of this Annual Report for the financial year ended March 31, 2020.

**27. CAUTIONARY STATEMENT**

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

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

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

**29. STATEMENT PURSUANT TO SEBI LISTING REGULATIONS**

The Company's shares are listed with BSE Limited Your Company has paid the respective annual listing fees and there are no arrears.

**30. ACKNOWLEDGEMENT AND APPRECIATION**

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

By **Order of the Board of Directors**  
**of Sangam Renewables Limited**

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

Email id: pujandoshi@sangamrenew.com

Dated: August 12, 2020

Place: Mumbai

Registered Office:

504, Western Edge-I,

Off: Western Express Highway,

Borivali (E), Mumbai-400066

## ANNEXURES TO DIRECTORS' REPORT

## 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 Company  
(Management & Administration) Rules, 2014

## I. REGISTRATION &amp; OTHER DETAILS:

1.	CIN	L93000MH1999PLC120470
2.	Registration Date	22/06/1999
3.	Name of the Company	<b>Sangam Renewables Limited</b>
4.	Category / Sub-category of the Company	Public Company Limited by Shares
5.	Address of the Registered Office and Contact details	504, Western Edge-I, Off.: Western Express Highway, Borivali (East) Mumbai – 400066 Email:- <a href="mailto:info@sangamrenew.com">info@sangamrenew.com</a> Website:- <a href="http://www.sangamrenew.com">www.sangamrenew.com</a>
6.	Whether listed company	Yes
7.	Name, Address & contact details of The Registrar & Transfer Agent, if any.	<b>Purva Sharegistry (India) Private Limited,</b> Unit no. 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400 011. Tel: 91-22-2301 6761 / 8261 Fax: 91-22-2301 2517 <b>Email Id:</b> <a href="mailto:busicomp@gmail.com">busicomp@gmail.com</a>

## 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 Product or Service	NIC Code of Product/Service	% of Total Turnover of the Company
1	Solar Business Management Consultancy	74140	74.06%
2	Solar Energy Generation	35105	25.94%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No	Name and Address of Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Sangam Rooftop Solar Private Limited 504, Western Edge-I, Off.: Western Express Highway, Borivali (East) Mumbai – 400066	U74999MH2016PTC315380	Subsidiary	100	2(87)
2	Waacox Energy Private Limited 504, Western Edge-I, Off.: Western Express Highway, Borivali (East) Mumbai – 400066	U40300MH2015PTC268114	Subsidiary	51	2(87)
3	Waasang Solar One Private Limited 504, Western Edge-I, Off.: Western Express Highway, Borivali (East) Mumbai – 400066	U40300MH2018PTC313194	Subsidiary	51	2(87)
4	Waasang Solar Private Limited 504, Western Edge-I, Off.: Western Express Highway, Borivali (East) Mumbai – 400066	U40106MH2018PTC312031	Subsidiary	100	2(87)
5	Waaree PV Technologies Private Limited 504, Western Edge-I, Off.: Western Express Highway, Borivali (East) Mumbai – 400066 Limited	U40300DL1985PTC022322	Subsidiary	100	2(87)



## IV. SHARE HOLDING PATTERN:

## (Equity Share Capital Breakup as percentage of Total Equity)

## i. Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year (As on April 01, 2019)				No. of Shares held at the end of the year (As on March 31, 2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual / HUF	3,864,875	-	3,864,875	38.59	4,007,959	-	4,007,959	19.26	-19.33
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	10,878,841	-	10,878,841	52.26	+52.26
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1)</b>	<b>3,864,875</b>	<b>-</b>	<b>3,864,875</b>	<b>38.59</b>	<b>14,886,800</b>	<b>-</b>	<b>14,886,800</b>	<b>71.52</b>	<b>+32.93</b>
<b>2) Foreign</b>									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks /FI	-	-	-	-	-	-	-	-	-
k) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2):</b>	<b>3,864,875</b>	<b>-</b>	<b>3,864,875</b>	<b>38.59</b>	<b>14,886,800</b>	<b>-</b>	<b>14,886,800</b>	<b>71.52</b>	<b>+32.93</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) MFs	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Government	-	-	-	-	-	-	-	-	-
d) State Governments	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	140,660	-	140,660	1.40	150,660	-	150,660	0.72	-0.68
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others - Market Maker	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (1)</b>	<b>140,660</b>	<b>-</b>	<b>140,660</b>	<b>1.40</b>	<b>150,660</b>	<b>-</b>	<b>150,660</b>	<b>0.72</b>	<b>-0.68</b>
<b>2. Non Institutions</b>									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
(i) Indian	1,117,105	-	1,117,105	11.15	1,043,800	-	1,043,800	5.01	-6.14
(ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1,724,824	-	1,724,824	17.22	2,074,573	-	1,612,393	7.75	-9.47
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1,859,592	-	13,84,314	18.57	1,310,255	-	1,772,435	8.52	-10.05
<b>c) Others</b>									
NRI	1,093,277	-	1,093,277	10.92	1,007,107	-	1,007,107	4.84	-6.08
HUF	77,232	-	77,232	0.77	70,555	-	70,555	0.34	-0.43
Clearing Members	29,469	-	29,469	0.29	163,284	-	163,284	0.78	+0.49
LLP	107,800	-	1,07,800	1.08	107,800	-	107,800	0.52	-0.56
<b>Sub-total (B) (2)</b>	<b>6,149,959</b>	<b>-</b>	<b>6,149,959</b>	<b>61.41</b>	<b>5,777,374</b>	<b>-</b>	<b>5,777,374</b>	<b>27.76</b>	<b>-33.65</b>
<b>Total Public Shareholding (B) = (B) (1) + (B) (2)</b>	<b>61,49,959</b>	<b>-</b>	<b>61,49,959</b>	<b>61.41</b>	<b>5,928,034</b>	<b>-</b>	<b>5,928,034</b>	<b>28.48</b>	<b>-32.93</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>10,014,834</b>	<b>-</b>	<b>10,014,834</b>	<b>100.00</b>	<b>20,814,834</b>	<b>-</b>	<b>20,814,834</b>	<b>100.00</b>	<b>-</b>

## ii. Shareholding of Promoters:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year i.e. April 01, 2019			Shareholding at the end of the year i.e. March 31, 2020			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Hitesh C Doshi	870,511	8.69	-	890,444	4.28	-	-4.41
2.	Binita H Doshi	552,696	5.52	-	574,505	2.76	-	-2.76
3.	Pankaj C Doshi	542,128	5.41	-	571,740	2.75	-	-2.66
4.	Neepa V. Doshi	1,120,661	11.19	-	1,124,836	5.40	-	-5.79
5.	Bindiya K. Doshi	320,715	3.20	-	358,028	1.72	-	-1.48
6.	Pujan P. Doshi	458,164	4.57	-	488,406	2.35	-	-2.22
7.	Waaree Energies Limited	-	-	-	108,78,841	52.26	-	+52.26
	<b>Total</b>	<b>3,864,875</b>	<b>38.59</b>	<b>-</b>	<b>14,886,800</b>	<b>71.52</b>	<b>-</b>	<b>+32.93</b>

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

Sr. No	Name of Promoters Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1.</b>	<b>Hitesh C Doshi</b>				
	At the beginning of the year	870,511	8.69	870,511	8.69
	<b>Add/Less:</b>				
	08-04-2019- Preferential Allotment			6,685	
	10-01-2020 – open market purchase			3,230	
	28-02-2020– open market purchase			2,040	
	20-03-2020– open market purchase			7,978	
	<b>At the end of the year</b>			<b>890,444</b>	<b>4.28</b>
<b>2.</b>	<b>Binita H Doshi</b>				
	At the beginning of the year	552,696	5.52	552,696	5.52
	<b>Add/Less:</b>				
	08-04-2019 -Preferential Allotment			3,750	
	28-02-2020– open market purchase			11,477	
	06-03-2020– open market purchase			1,484	
	20-03-2020– open market purchase			5,098	
	<b>At the end of the year</b>			<b>574,505</b>	<b>2.76</b>
<b>3.</b>	<b>Pankaj C Doshi</b>				
	At the beginning of the year	542,128	5.41	542,128	5.41
	<b>Add/Less:</b>				
	08-04-2019- Preferential Allotment			8,178	
	10-01-2020– open market purchase			6,136	
	28-02-2020– open market purchase			2,018	
	20-03-2020– open market purchase			13,280	
	<b>At the end of the year</b>			<b>571,740</b>	<b>2.75</b>
<b>4.</b>	<b>NeepaViren Doshi</b>				
	At the beginning of the year	1,120,661	11.19	1,120,661	11.19
	<b>Add/Less:</b>				
	08-04-2019- Preferential Allotment			4,175	
	At the End of the year			<b>1,124,836</b>	<b>5.40</b>
<b>5.</b>	<b>Bindiya K. Doshi</b>				
	At the beginning of the year	320,715	3.20	320,715	3.20
	<b>Add/Less:</b>				
	08-04-2019- Preferential Allotment			10,600	
	10-01-2020– open market purchase			8,817	
	20-03-2020– open market purchase			17,896	
	<b>At the End of the year</b>			<b>358,028</b>	<b>1.72</b>

Sr. No	Name of Promoters Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>6.</b>	<b>Pujan P. Doshi</b>				
	At the beginning of the year	458,164	4.57	458,164	4.57
	<b>Add/Less:</b> 08-04-2019- Preferential Allotment 10-01-2020- open market purchase 20-03-2020- open market purchase			3,750 12,873 13,619	
	<b>At the End of the year</b>			<b>488,406</b>	<b>2.35</b>
<b>7.</b>	<b>Waaree Energies Limited</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	<b>Add/Less:</b> 08-04-2019- Preferential Allotment 31-05-2019- acquired through open offer			10,800,000 78,841	
	<b>At the End of the year</b>			<b>1,08,78,841</b>	<b>52.26</b>

## (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Name of Top 10 Shareholders Date wise Increase /Decrease in Top 10 Shareholders holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1.</b>	<b>Taib Securities India Limited</b>				
	At the beginning of the year	510,000	5.09		
	Add/(Less) during the year	--	--	--	-
	<b>At the end of the year</b>			<b>510,000</b>	<b>2.45</b>
<b>2</b>	<b>Money Care Finance &amp; Leasing Private Limited</b>				
	At the beginning of the year	440,700	4.40		
	Add/(Less) during the year	--	--	--	-
	<b>At the end of the year</b>			<b>440,700</b>	<b>2.12</b>
<b>3.</b>	<b>Sandeep Kapadia</b>				
	At the beginning of the year	219,487	2.19		
	Add/(Less) during the year	--	--	--	-
	<b>At the end of the year</b>			<b>219,487</b>	<b>1.05</b>
<b>4.</b>	<b>Harshil Kantilal Kothari</b>				
	At the beginning of the year	199,000	1.99		
	Add/(Less) during the year	--	--	--	-
	<b>At the end of the year</b>			<b>199,000</b>	<b>0.96</b>
<b>5.</b>	<b>Bharat Gunvantilal Shah</b>				
	At the beginning of the year	148,131	1.48		
	Add/(Less) during the year 08-04-2019- Preferential Allotment	--	--	10,000	
	<b>At the end of the year</b>			<b>158,131</b>	<b>0.76</b>
<b>6.</b>	<b>Om Prakash Chugh</b>				
	At the beginning of the year	100,000	1.00		
	Add/(Less) during the year	--	--	--	-
	<b>At the end of the year</b>			<b>100,000</b>	<b>0.48</b>
<b>7.</b>	<b>India Max Investment Fund Limited</b>				
	At the beginning of the year	100,000	1.00		
	Add/(Less) during the year	--	--	--	-
	<b>At the end of the year</b>			<b>100,000</b>	<b>0.48</b>
<b>8.</b>	<b>Sudhir Laxman Nayak</b>				
	At the beginning of the year	90,630	0.90		
	Add/(Less) during the year 12-07-2019 30-08-2019 20-12-2019 13-03-2020			(10,630) (30,921) (42,829) (6,250)	
	<b>At the end of the year</b>			<b>Nil</b>	<b>Nil</b>

Sr. No	Name of Top 10 Shareholders Date wise Increase /Decrease in Top 10 Shareholders holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>9.</b>	<b>Amlan Hasmukh Shah</b>				
	At the beginning of the year	87,000	0.87		
	Add/(Less) during the year	--	--	--	-
	<b>At the end of the year</b>			<b>87,000</b>	<b>0.42</b>
<b>10</b>	<b>Anand Mohan</b>				
	At the beginning of the year	85,800	0.86		
	Add/(Less) during the year	--	--	--	-
	08-04-2019			(20,000)	
	17-01-2020			(1,345)	
	24-01-2020			(5,655)	
	31-01-2020			500	
	13-03-2020			(20,000)	
	<b>At the end of the year</b>			<b>39,300</b>	<b>0.19</b>
<b>11</b>	<b>Ila Jayesh Thar</b>				
	At the beginning of the year	83,416	0.83		
	Add/(Less) during the year	--	--	--	-
	<b>At the end of the year</b>			<b>83,416</b>	<b>0.40</b>
<b>12</b>	<b>Sharekhan Limited</b>				
	At the beginning of the year	4,696	0.05		
	Add/(Less) during the year	--	--	--	-
	08-04-2019			200	
	26-04-2019			300	
	03-05-2019			72	
	10-05-2019			(572)	
	31-05-2019			1,800	
	07-06-2019			(6,422)	
	14-06-2019			435	
	21-06-2019			(435)	
	02-08-2019			1,000	
	09-08-2019			(1,000)	
	30-08-2019			66	
	06-09-2019			(66)	
	13-09-2019			235	
	20-09-2019			(235)	
	18-10-2019			45	
	25-10-2019			(45)	
	13-12-2019			4,950	
	20-12-2019			34,605	
	27-12-2019			(23,535)	
	31-12-2019			34,912	
	10-01-2020			(31,056)	
	24-01-2020			1,522	
	31-01-2020			(272)	
	07-02-2020			(1,124)	
	14-02-2020			(126)	
	28-02-2020			(8,688)	
	06-03-2020			(5,659)	
	13-03-2020			94,763	
	20-03-2020			(8,776)	
	27-03-2020			55,508	
	31-03-2020			1,232	
	<b>At the end of the year</b>			<b>148,330</b>	<b>0.71</b>

## iv. Shareholding of Directors and Key Managerial Personnel:

Name of each top ten Shareholder	No. of Shares held at the beginning of the year		Changes during the year			Cumulative shareholding at the end of year	
	No. of shares	% of total Capital	Date	Increase(+) Decrease(-) during the year	Reason	No. of shares	% of total Capital
Mr. Pujan P. Doshi	458,164	4.57	08-04-19 10-01-20 20-03-20	3,750 12,873 13,619	Allotment Market Purchase Market Purchase	488,406	2.35
Mr. Mitul Mehta	-	-	-	-	-	-	-
Mr. Nilesh B. Gandhi	-	-	-	-	-	-	-
*Mr. Sharad Saxena	-	-	-	-	-	-	-
Mr. Bhagchand Bhandari	-	-	-	-	-	-	-
Ms. Anita Jaiswal	-	-	-	-	-	-	-
Ms. Ruchi Sethi	-	-	-	-	-	-	-

\* Mr. Sharad Saxena has resigned from Directorship with effect from July 15, 2020.

## V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Amount in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	-	318,750,000	-	318,750,000
ii) Interest due but not paid	-	17,743,022	-	17,743,022
iii) Interest accrued but not	-	-	-	-
<b>Total ( i + ii + iii )</b>	-	<b>336,493,022</b>	-	<b>336,493,022</b>
Change in Indebtedness during the financial year	-	-	-	-
- Addition	-	-	-	-
- Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	318,750,000	-	318,750,000
ii) Interest due but not paid	-	47,947,423	-	47,947,423
iii) Interest accrued but not due	-	-	-	-
<b>Total ( i + ii + iii )</b>	-	<b>366,697,423</b>	-	<b>366,697,423</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Sr. No.	Particulars of Remuneration	Mr. Sharad Saxena – Whole-time Director	Total Amount
1	<b>Gross salary</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,628,063	3,628,063
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- Others specify	-	-
5	Others please specify - Reimbursements	-	-
	<b>Total (A)</b>	<b>3,628,063</b>	<b>3,628,063</b>
	<b>Ceiling as per the Act</b>	<b>NA</b>	<b>NA</b>

## B. Remuneration to the other directors:

Sr. No.	Particulars of Remuneration	Mr. Mitul Mehta	Ms. Anita Jaiswal	Mr. Nilesh Gandhi
		Non-Executive Independent Director	Non-Executive Independent Director	Chairman - Non Executive Independent Director
1	Independent Directors			
	- Fee for attending Board/Committee Meetings	Nil	75,000	155,000
	- Commission	-	-	-
	- Others please specify	-	-	-
	<b>Total (1)</b>	<b>Nil</b>	<b>75,000</b>	<b>155,000</b>



Sr. No.	Particulars of Remuneration			
2	Other Non-Executive Directors ·Fee for attending Board/Committee meetings ·Commission ·Others, please specify			
	<b>Total (2)</b>	-	-	-
3	<b>Total (B) = ( 1 + 2 )</b>			
	<b>Overall Ceiling as per the Act</b>	NA	NA	NA

**C. Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD:**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		Chief Executive Officer	Company Secretary	Chief Financial Officer	Total
1	<b>Gross Salary</b> (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	240,000	4,132,418	4,372,418
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - Others specify	-	-	-	-
5	Others, please specify	-	-	-	-
6	<b>Total (C)</b>	-	<b>240,000</b>	<b>4,132,418</b>	<b>4,372,418</b>

**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)
<b>A. Company</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. Directors</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. Other Officers In Default</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

By Order of the Board of Directors  
of Sangam Renewables Limited

Sd/-  
Pujan Doshi  
Managing Director  
DIN: 07063863

Email id: pujandoshi@sangamrenew.com

Dated: August 12, 2020

Place: Mumbai

Registered Office:

504, Western Edge-I,

Off: Western Express Highway,

Borivali (E), Mumbai-400066

**ANNEXURE –2****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
- a. Name(s) of the related party and nature of relationship : N.A.
- b. Nature of contracts/arrangements/transactions : N.A.
- c. Duration of the contracts / arrangements/transactions : N.A.
- d. Salient terms of the contracts or arrangements or transactions including the value, if any : N.A.
- e. Justification for entering into such contracts or arrangements or transactions : N.A.
- f. Date(s) of approval by the Board : N.A.
- g. Amount paid as advances, if any : N.A.
- h. Date on which the special resolution was passed in general meeting as required under first proviso to section 188 : N.A.

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

Name(s) of the related party and nature of relationship	Waaree Energies Limited – Holding Company
Nature of contract /arrangements/transaction	Services offered by company
Duration of contract /arrangements/transaction	N.A.
Salient terms of contract/arrangements/transaction including the value, if any,	Purchase / Sales of services
Date(s) of approval by the Board	May 14, 2019
Amount paid as advances , if any,	NIL

**By Order of the Board of Directors  
of Sangam Renewables Limited**

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

**Email id: pujandoshi@sangamrenew.com**

**Dated: August 12, 2020**

**Place: Mumbai**

**Registered Office:**

**504, Western Edge-I,**

**Off: Western Express Highway,**

**Borivali (E), Mumbai-400066**

## ANNEXURES TO DIRECTORS' REPORT

ANNEXURE – 3

## Form No. MR-3

## Secretarial Audit Report for the financial year ended on March 31, 2020

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

To,

**The Members**

**Sangam Renewables Limited**

**[CIN: L93000MH1999PLC120470]**

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

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

Based on our verification of the 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 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (**the Act**) and the Rules made there-under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made there-under;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed there-under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there-under to the extent applicable;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company;
  - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - iv. The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and listing agreement entered into by the Company with Stock Exchanges in India;
  - v. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- (vi) The Management has identified and confirmed the following laws as specifically applicable to the Company;
  - i. Electricity Act, 2003
  - ii. Energy Conservation Act, 2001
  - iii. The Indian Electricity Rules, 1956
  - iv. The Rules, Regulations and applicable order(s) under central and state Electricity Regulatory commissions/Authority.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India

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

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

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

During the financial year under review, provisions of the following regulations were not applicable to the Company;

- a) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999

**We further report that:**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
- Decisions at the meetings of Board of Directors of the Company and Committee thereof were carried out with requisite majority.

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

**We further report** during the financial year under review, no specific events/actions having a major bearing on the affairs of the Company in pursuance of any of the above referred laws, rules, regulations, guidelines standards etc.

For **R M MIMANI & ASSOCIATES LLP**  
**[COMPANY SECRETARIES]**  
**[Firm Registration No. I2001MH250300]**

Sd/-

**RANJANA MIMANI**  
**(PARTNER)**

FCS No: 6271

CP No : 4234

Place: Mumbai

August 21, 2020

UDIN: F006271B000604968

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

**Annexure – “A”****To,****The Members****Sangam Renewables Limited****[CIN: L93000MH1999PLC120470]**

504, Western Edge-I, Western Express Highway,

Borivali (East), Mumbai- 400066

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

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

For **R M MIMANI & ASSOCIATES LLP****[COMPANY SECRETARIES]****[Firm Registration No. I2001MH250300]**

Sd/-

**RANJANA MIMANI****(PARTNER)**

FCS No: 6271

CP No : 4234

Place: Mumbai

August 21, 2020

UDIN: F006271B000604968



## Annexure – 4

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

- i) Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2019-20

Sr. No.	Name of the Director	Designation	Ratio of remuneration of each Director to median remuneration of employees
1.	Sharad Saxena	Whole Time Director	5.66:1
2.	Bhagchand Bhandari	Chief Financial Officer	6.45:1
3.	Ruchi Sethi	Company Secretary	0.37:1

- ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary or manager during the financial year 2019-20.

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

- iii) The percentage increase in the median remuneration of Employees in the financial year is not applicable as employees joined during the year.
- iv) The Company has 5 permanent employees on the rolls of Company as on 31st March, 2020.
- v) Relationship between average increase in remuneration and Company's performances, since there is no increase in the remuneration, hence, it is not applicable.
- vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

**Rs. in lakh**

Sr. No.	Particulars	Year (2019 -20)	Year (2018-19)	Percentage of increase/(decrease)
1	Sales	508.07	582.13	(12.72%)
2	Profit before tax	(39.79)	91.33	(143.57%)
3	Remuneration of the KMP	80.00	99.29	(19.43%)

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

Particulars	As on 31.03.2020	As on 31.03.2019	Increase / (Decrease) (%)
Price Earnings Ratio	(7.08)	54.00	(113.11%)
Market Capitalization ( Rs. in Crore)	22.69	19.98	13.56%

The Company has not made any public issue of shares.

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

Sr. No.	Name of Key Managerial Personnel	Designation	Percentage increase in Remuneration	Percentage of increase in performance
1.	Sharad Saxena	Whole-time Director	NIL	(143.57%)
2.	Pujan Doshi	Director	NIL	(143.57%)
3.	Bhagchand Bhandari	Chief Financial Officer	NIL	(143.57%)
4.	Ruchi Sethi	Company Secretary	NIL	(143.57%)

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

**By Order of the Board of Directors  
of Sangam Renewables Limited**

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

Dated: August 12, 2020  
Place: Mumbai

Email id: pujandoshi@sangamrenew.com

**Annexure – 5**

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

**By Order of the Board of Directors  
of Sangam Renewables Limited**

Sd/-

**Pujan Doshi**

**Managing Director**

**DIN: 07063863**

**Email id: pujandoshi@sangamrenew.com**

**Dated: August 12, 2020**

**Place: Mumbai**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,

**The Members**

**Sangam Renewables Limited**

**[CIN: L93000MH1999PLC120470]**

504, Western Edge - I,

Off: Western Express Highway,

Borivali (E), Mumbai - 400066

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Sangam Renewables Limited** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>DIN</b>	<b>Full Name</b>	<b>Designation</b>	<b>Date of Appointment</b>
03434692	Mitul Chandulal Mehta	Director	02/09/2016
03570656	Nilesh Bhogilal Gandhi	Director	13/02/2017
07063863	Pujan Pankaj Doshi	Director	02/09/2016
01874149	Sharad Kumar Saxena	Whole-time Director	08/04/2019
08485642	Anita Rameshprasad Jaiswal	Director	20/06/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **R M MIMANI & ASSOCIATES LLP**

**[Company Secretaries]**

**[Firm Registration No.: I2001MH250300]**

Sd/-

**Ranjana Mimani**

**(Partner)**

FCS No: 6271

CP No: 4234

Place: Mumbai

Dated: August 18, 2020

UDIN: F006271B000590998

## MANAGEMENT DISCUSSION AND ANALYSIS

### Industry Overview of the Solar PV Market

The Global Photovoltaic Market 2020 report of the IEA revealed that PV developers throughout the world installed 114.9 GW of new solar power in CY 2019. This represented a 12% increase from 2018, with significant growth across all continents. China was the world's largest PV market for the third year in a row with 30.1 GW of fresh capacity in the 12 months to the end of December 2019, followed by the United States with 13.3 GW and India at 9.9 GW. Overall, a total of 629 GW of solar was installed throughout the world by the end of 2019.

Cumulative Solar PV installations in India till 31 March 2020 were 34.40 MW accounting for 9.3% of the total power generation installed capacity in the country. The energy generated by these solar power plants was 50,100 GWh, which was only 3.6% of the total energy generation.

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

The COVID-19 situation is expected to impact the growth of Solar PV globally. The IEA forecasts that additions of renewable electricity capacity will decline by 13% in 2020 compared with 2019, the first downward trend since 2000. This is a 20% downward revision compared to their previous forecast in which 2020 was due to be a record year for renewable power. The update reflects both possible delays in construction activity due to supply chain disruptions, lockdown measures and social distancing guidelines, and emerging financing challenges. The outlook also takes into account ongoing policy uncertainty and market developments such as the most recent auctions and newly financed projects before the Covid-19 outbreak. However, the majority of these delayed projects are expected to come online in 2021 and lead to a rebound in capacity additions. As a result, 2021 is forecast to almost reach the level of renewable capacity additions of 2019.

The Ministry of New and Renewable Energy, Government of India, has formulated an action plan to achieve a total capacity of 100 GW of Solar power by the year 2022. This 100 GW is split into 3 parts i.e. 40 GW of utility scale power plants, 40 GW of rooftop Power plants and the other 20GW to be deployed by public sector companies owned by GOI. The push toward lower tender prices, at a time when components have become more costly through safeguard duties, has delayed several tenders and could shake up the future Indian solar PV market.

### Company achievements and plans

During FY19-20, the year under review, Sangam Renewables Limited and its subsidiaries (the Company) commissioned 1.64MWp (3.5 MWp FY 18-19) rooftop projects, signed PPAs for 18.60 MWp (34.6 MW last FY 18-19) rooftop and ground mounted projects. A total of 42.2 MWp are under construction. Projects of 15.80 MWp are also scheduled to be taken up for construction soon.

For the current FY20-21, the Company revenues and performance may be affected due to the following factors:

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

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

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

### Operational Performance during FY20

During FY20, your Company's revenue on consolidated basis was Rs 565.89 lakhs as against Rs. 703.82 lakhs in previous year and loss of Rs 317.64 Lakhs as against loss of Rs 191.44 in previous FY19.

### Opportunities and Challenges

India's target of adding 100 GW of solar project capacity by 2022 is facing headwinds due to the current COVID situation at present as uncertainty on certain policy decisions especially relating to imports.

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

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

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

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

#### **Other policy & Government initiatives:**

Except in a few states, no major policy changes have been observed since the last one year.

Net Metering policy, subsidies for residential, institutional & government consumers provides robust business opportunities for the Company. Most states and Union Territories have notified grid connectivity of solar PV plants under Net metering policy and regulations. The Government of India has recommended mandatory rooftop solar installations for buildings exceeding specified size and/or power consumption thresholds under the model.

Financing is a major backbone for solar PV segment expansion. The Government of India, with assistance from multilateral financial institutions such as Asian Development Bank and The World Bank, has earmarked significant amount of concessional credit lines for the rooftop solar market.

The Company is therefore poised for growth in the coming years due to availability of multiple means of financing, end user segments as target and execution capabilities to deliver. However, this FY 20 shall be a year with lower performance due to the current COVID situation in the country.

#### **Risk & Concerns**

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

During the current FY 20, the major concern is the COVID lockdowns and restrictions, affecting our marketing efforts and construction activities at sites.

#### **Adequacy of Internal Control System**

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

#### **Human Resource Development**

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

#### **Cautionary Statement**

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

**By Order of the Board of Directors  
of Sangam Renewables Limited**

Sd/-

**Pujan Doshi**

**Managing Director**

**DIN: 07063863**

**Email id: pujandoshi@sangamrenew.com**

**Dated: August 12, 2020**

**Place: Mumbai**

**Registered Office:**

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



## CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2020, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations").

### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

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

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

### THE BOARD OF DIRECTORS

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

The Company is managed by the Board of Directors in co-ordination with the Senior Management team. The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with statutory as well as business requirements. As on March 31, 2020, the Company's Board consists of Five Directors. The Board comprises of One Executive Director, One Executive Promoter Director, and three Non-Executive Independent Directors. The Chairman of the Board is Non-Executive Independent Director.

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

#### Directors' Directorships/Committee memberships

In accordance with Regulation 26 of the Listing Regulations, none of the Directors are members in more than 10 committees excluding private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 or act as Chairperson of more than 5 committees across all listed entities in which he/she is a Director. The Audit Committee and Stakeholders' Relationship Committee are only considered in computation of limits. Further all Directors have informed about their Directorships, Committee Memberships/Chairmanships including any changes in their positions. Relevant details of the Board of Directors as on March 31, 2020 are given below:

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

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

**Notes:**

- Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Indian Public Limited Companies including Sangam.

**Independent Directors confirmation by the Board**

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

**Number of Independent Directorships**

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

**Board Meetings**

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

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

During the Financial Year 2019-20, the Board of Directors met 06 (six) times and the maximum gap between any two consecutive meetings was less than one hundred and twenty days, as stipulated under Section 173(1) of the Act, and Regulation 17(2) of the Listing Regulations and the Secretarial Standard by the Institute of Company Secretaries of India.

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

Date of the Board Meeting	Name of the Directors				
	Mr. Nilesh Bhogilal Gandhi	Mr. Mitul Mehta	*Mr. Sharad Kumar Saxena	**Ms. Anita Jaiswal	Mr. Pujan Pankaj Doshi
08.04.2019	✓	✓	NA	NA	✓
14.05.2019	✓	✓	✓	NA	✓
20.06.2019	✓	✓	✓	NA	✓
26.07.2019	✓	#LOA	✓	✓	✓
05.11.2019	✓	✓	✓	✓	✓
07.02.2020	✓	#LOA	✓	✓	✓
AGM (10.09.2019)	✓	x	✓	✓	✓

#Leave of absence

\*Appointed with effect from April 08, 2019 and resigned with effect from July 15, 2020

\*\*Appointed with effect from June, 20, 2019

**Information placed before the Board**

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

**Post Meeting Mechanism**

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

**Board Support**

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

**Roles, Responsibilities and Duties of the Board**

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

**Familiarization Programme for Directors**

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

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

**Governance Codes****Code of Business Conduct & Ethics**

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

**Conflict of Interests**

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

**Insider Trading Code**

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

**Committees of the Board**

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

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

### Audit Committee

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

### Meetings and Attendance

The Audit Committee met four (04) times during the Financial Year 2019-20. The maximum gap between two Meetings was not more than 120 days. The Committee met on 14/05/2019, 26/07/2019, 05/11/2019, and 06/02/2020. The requisite quorum was present at all the Meetings. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on September 10, 2019.

Constitution of the Audit Committee and attendance at their meetings during the financial year ended March 31, 2020 are given below:

Name of Directors	Designation in Committee	Nature of Directorship	Total Meetings held during the Year	Meetings Attended by the Member
Mr. Nilesh Bhogilal Gandhi	Chairman	Non-Executive – Independent	4	4
Mr. Mitul Mehta	Member	Non-Executive – Independent	4	3
Mr. Sharad Saxena	Member	Whole Time-Director	4	4

### Nomination and Remuneration Committee

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

The Nomination and Remuneration Committee met two times during the financial year ended on March 31, 2020. The Committee met on 08/04/2019, 20/06/2019.

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

The Non-Executive Directors are paid remuneration by way of Sitting Fees and Commission. The Non-Executive Directors are paid Sitting Fees for each Meeting of the Board or Committee as attended by them. The total amount of sitting fees paid to Non-Executive Directors during the Financial Year 2019-20 was Rs. 230,000/-. The Non-Executive Director/Independent Directors do not have any material pecuniary relationship or transactions with the Company.

### Stakeholders Relationship Committee

Pursuant to provisions of Section 178(5) of the Companies Act, 2013 read with Regulation 20 of the Listing Regulations, Committee of Directors (Stakeholders Relationship Committee) of the Board has been constituted. This Committee comprises of three Directors and Independent Director is the Chairman of this Committee. The requisite quorum was present at all the Meetings. Details of constitution and attendance at their meetings during the financial year ended March 31, 2020 are given below:

Name of Director	Designation in Committee	Nature of Directorship	Total Meetings Held during the Year	Meetings Attended by the Member
Mr. Mitul Mehta	Chairman	Non-Executive - Independent	4	4
Mr. Sharad Saxena	Member	Non-Executive - Independent	4	4
Mr. Pujan Doshi	Member	Executive Director	4	4

There were no investor/ shareholders’ grievances complaints outstanding as on March 31, 2020.

### Independent Directors’ Meeting

During the year under review, the Independent Directors met on February 07, 2020 at which all Independent Directors were present, inter alia, to:

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

### Subsidiary Companies

The Board of Directors of the Company has approved a Policy for determining Material Subsidiaries which is in line with the Listing Regulations as amended. The said policy has been uploaded on the website of the Company i.e. [www.sangamrenew.com](http://www.sangamrenew.com). Waacox Energy Private Limited is a material subsidiary as per the thresholds laid down under the Listing Regulations and requirements relating to composition of Board of Directors of Unlisted Material subsidiary is complied with.

### Affirmations and Disclosures:

#### (a) Compliances with Governance Framework

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

#### (b) Related party transactions

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year were on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. Related party transactions have been disclosed under significant accounting policies and notes forming part of the Financial Statements in accordance with "IND AS". A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit Committee for review and recommendation to the Board for their approval. As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company i.e. [www.sangamrenew.com](http://www.sangamrenew.com).

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

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

#### (d) Vigil Mechanism / Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website i.e. [www.sangamrenew.com](http://www.sangamrenew.com).

#### (e) Disclosure of Accounting Treatment

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

#### (f) Risk Management

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

#### (g) Commodity price risk and Commodity hedging activities

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

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

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

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



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

Details relating to fees paid to the Statutory Auditors are given in Note No. 23 to the Standalone Financial Statements and Note no. 28 to the Consolidated Financial Statements.

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

The details of number of complaints filed and disposed of during the year and pending as on March 31, 2020 is given in the Directors' report.

**(m) Non-mandatory requirements**

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

**Details of Adoption of Non-Mandatory (Discretionary) Requirements**

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

- **The Board**

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

- **Shareholders rights**

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

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

There are no modified opinions in audit report.

- **Reporting of Internal Auditor**

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

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

AGM	Financial Year	Date and Time	Venue	Details of Special Resolution Passed
20 <sup>th</sup>	2018-19	September 10, 2019 10:00 a.m.	Nirvan Bungalow & Party Hall, Plot No. 65, Road RSC 20, Charkop, Sector No. 9, Behind MTNL, Near Ravi Tower, Mumbai – 400067	<ol style="list-style-type: none"> <li>1. To authorize Board to grant loans/ provide guarantee or security to the subsidiaries of the Company under section 185 of the Companies Act, 2013</li> <li>2. To adopt the new set of Articles of Association of the Company</li> </ol>
19 <sup>th</sup>	2017-18	August 28, 2018 10:00 a.m.	Nirvan Bungalow & Party Hall, Plot No. 65, Road RSC 20, Charkop, Sector No. 9, Behind MTNL, Near Ravi Tower, Mumbai – 400067	<ol style="list-style-type: none"> <li>1. To authorize Board to borrow money in excess of paid up capital and free reserves of the company in terms of Section 180(1) (c) of the Companies Act, 2013.</li> <li>2. To authorize Board to create security, mortgage or otherwise deal in terms of Section 180(1) (a) of the Companies Act, 2013.</li> <li>3. To authorize Board to give loans to/ invest in shares, debentures and securities in excess of the limit specified under section 186 of the Companies Act, 2013</li> <li>4. To approve rescind of the resolution no. 4 approved through postal ballot dated March 30, 2018</li> </ol>

AGM	Financial Year	Date and Time	Venue	Details of Special Resolution Passed
18 <sup>th</sup>	2016-17	September 15, 2017 10.30 a.m.	The Number One party hall, Sumer Nagar Building no. 1, Swami Vivekanand Road, Shastri Nagar, Borivali west, mumbai-400 092	Nil

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

#### Annual General Meeting for the Financial Year 2019-20

Day and Date	Saturday, September 19, 2020
Time	11:00 a.m.
Venue	Through Video Conference
Financial Year	2019-20
Book Closure	14/09/2020 to 19/09/2020

#### Tentative Calendar for Financial Year ending March 31, 2020

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

First Quarter Results	On or before the 2 <sup>nd</sup> week of August 2020
Second Quarter & Half Yearly Results	On or before the 2 <sup>nd</sup> of November 2020
Third Quarter & Nine-months ended Results	On or before the 2 <sup>nd</sup> week of February 2021.
Fourth Quarter & Annual Results	On or before the last week of May 2021

#### General Shareholder Information

Dividend payment date	Not applicable
Listing on Stock Exchange	BSE Limited
Payment of annual listing fees	Listing fees for the year 2020-2021 have been paid to BSE Limited
Stock Code (BSE)	534618 / SAREL
Demat ISIN no. for CDSL and NSDL	INE299N01013
Corporate Identity Number (CIN)	L93000MH1999PLC120470
Share Registrar & Transfer Agent	<b>Purva Shareregistry (India) Private Limited</b> 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Off N.M. Joshi Marg, Near Lodha Excelus, Lower Parel (E), Mumbai – 400 011. India
Company Secretary & Compliance officer	Ms. Ruchi Sethi 504, Western Edge-I, Off: Western Express Highway, Borivali (E), Mumbai-400066; Tel No. 022 4333 1500 Email:- <a href="mailto:info@sangamrenew.com">info@sangamrenew.com</a> Website: <a href="http://www.sangamrenew.com">www.sangamrenew.com</a>

#### Unclaimed Dividend/ Shares

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

#### Distribution of Shareholding as on March 31, 2020

No. of Shares held	No. of Shareholders	%	No. of Shares	% of Total Capital
1 to 500	463	37.86	94,669	0.45
501 to 1000	200	16.35	170,409	0.82
1001 to 2000	192	15.70	304,453	1.46
2001 to 3000	91	7.44	238,088	1.14
3001 to 4000	47	3.84	163,447	0.79
4001 to 5000	41	3.35	191,181	0.92
5001 to 10000	93	7.60	663,465	3.19
10001 onwards	96	7.85	18,989,122	91.23
<b>Total</b>	<b>1223</b>	<b>100.00</b>	<b>20,814,834</b>	<b>100.00</b>

**Share holding pattern of the Company as on 31.03.2020:**

Sr. No.	Category	No. of Shares	% (Percentage)
1	Promoters (Including Promoters Body Corporate)	14,886,800	71.52
2	Body Corporate (other than Promoters)	1,043,800	5.01
3	Resident Individuals & HUF	3,455,383	16.60
4	Any Other	1,428,851	6.87
	<b>TOTAL</b>	<b>20,814,834</b>	<b>100.00</b>

**Dematerialization of Shares and Liquidity**

100.00 % of the equity shares of the Company have been dematerialized (NSDL 88.55% and CDSL 11.45%) as on March 31, 2020. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services India) Limited (CDSL) whereby shareholders have an option to dematerialize their shares with either of the Depositories.

**Reconciliation of Share Capital Audit Report**

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

**Compliance with Secretarial Standards**

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

**Share Price Data:**

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

Month	High (In Rs.)	Low (In Rs.)	Volume
April, 2019	19.85	17.20	551,386
May, 2019	18.50	16.35	2,500,265
June, 2019	17.50	14.45	835,630
July, 2019	17.00	13.30	1,696,461
August, 2019	16.00	12.00	763,608
September, 2019	14.79	11.76	293,908
October, 2019	15.45	10.65	527,054
November, 2019	12.60	10.60	609,953
December, 2019	16.20	12.48	2,266,803
January, 2020	17.79	13.75	1,292,278
February, 2020	15.60	11.52	469,975
March, 2020	12.12	8.93	2,682,288

Closing Price as on March 31, 2020	Rs. 10.90
Market capitalization	Rs. 226,881,691

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

There were no GDRs/ Warrants and Convertible Bonds outstanding as on March 31, 2020, hence not applicable to the Company.

**Means of Communication to Shareholders**

- The Un-audited quarterly/ half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulations.
- The approved financial results are forthwith sent to the Stock Exchanges and are published in Financial Express (English newspaper) and Aapla Mahanagar/ Mumbai Lakshadeep (local language (Marathi) newspaper), within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
- The Company's financial results and official press releases are displayed on the Company's Website i.e. www.sangamrenew.com.

- (iv) Management Discussion and Analysis report forms part of the Annual Report, which is sent to the shareholders of the Company.
- (v) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the BSE Limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre.
- (vi) SEBI processes investor complaints in a centralized web based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a company for his grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.
- (vii) The Company has designated the email id: [info@sangamrenew.com](mailto:info@sangamrenew.com) exclusively for investor relation, and the same is prominently displayed on the Company's website i.e. [www.sangamrenew.com](http://www.sangamrenew.com)

#### Share Transfer System

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

#### Nomination

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

#### Service of documents through electronic mode

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

#### Address for correspondence

Company Secretary & Compliance officer	<b>Ms. Ruchi Sethi</b> 504, Western Edge-I, Off: Western Express Highway, Borivali (E) Mumbai-400066; Tel No. 022 4333 1500 Email:- <a href="mailto:info@sangamrenew.com">info@sangamrenew.com</a> Website: <a href="http://www.sangamrenew.com">www.sangamrenew.com</a>
Share Registrar & Transfer Agent	<b>Purva Shareregistry (India) Private Limited</b> 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Off N.M. Joshi Marg, Near Lodha Excelus, Lower Parel (E), Mumbai – 400 011. India Tel. No. 91-22-2301 2518 / 6761 Email:- <a href="mailto:support@purvashare.com">support@purvashare.com</a> Website: <a href="http://www.purvashare.com">www.purvashare.com</a>

By Order of the Board of Directors  
of Sangam Renewables Limited

Sd/-

**Pujan Doshi**  
Managing Director  
DIN: 07063863

Email id: [pujandoshi@sangamrenew.com](mailto:pujandoshi@sangamrenew.com)

Dated: August 12, 2020

Place: Mumbai

Registered Office:

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

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

In accordance with Regulation 26(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Management Personnel of the Company have affirmed compliance to the Code of Conduct for the Financial Year ended March 31, 2020

For Sangam Renewables Limited

Sd/-

**Pujan Doshi**

**Managing Director**

**DIN: 07063863**

Place: Mumbai

Dated: August 12, 2020

**Email id: pujandoshi@sangamrenew.com**

**CEO/CFO CERTIFICATION TO THE BOARD**

**[Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]**

We, **Mr. Sharad Kumar Saxena**, Whole-time Director and **Mr. B.C.Bhandari**, Chief Financial Officer (CFO) of **Sangam Renewables Limited** appointed in terms of provision of Companies Act 2013, certify to the Board that:

- a. We have reviewed the financial statements and the cash flow statement for the financial year ended on March 31, 2020 and that to the best of our knowledge and belief:
  - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended on March 31, 2020 which are fraudulent, illegal or violative of the Company's code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
  - Significant changes in internal control over the financial reporting during the financial year 2019-20.
  - Significant changes in accounting policies during the financial year 2019-20 and that the same have been disclosed in the notes to the financial statements; and
  - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

**Sharad Saxena**  
**Whole-time Director**  
**DIN:01874149**

**B C Bhandari**  
**Chief Financial Officer**

Place: Mumbai

Dated: June 15, 2020



**INDEPENDENT AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE****To the Members of  
Sangam Renewables Limited**

We, have examined the compliance of conditions of Corporate Governance by **Sangam Renewables Limited (“the Company”)**, for the year ended on **March 31, 2020**, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”).

**Managements’ Responsibility**

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

**Auditor’s Responsibility**

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

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

**Opinion**

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V to the Listing Regulations during the year ended 31st March 2020.

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

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

**(CA Bankim Jain)**  
**Partner**  
**Membership No.: 139447**

**Mumbai, August 12, 2020**  
**UDIN: 20139447AAAACK9668**

**INDEPENDENT AUDITOR'S REPORT**

To the Members of

**Sangam Renewables Limited**

**Report on the Audit of Standalone Ind AS financial statements**

**Opinion**

We have audited the accompanying standalone Ind AS financial statements of **Sangam Renewables Limited** ("the Company"), which comprise the standalone balance sheet as at March 31, 2020, the standalone Statement of Profit and Loss, (including the statement of Other Comprehensive Income), the standalone Statement of Cash Flows and the standalone Statement of Changes in Equity for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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

- a) in the case of the standalone balance sheet, of the state of affairs of the Company as at March 31, 2020; and
- b) in the case of the standalone statement of profit and loss, of the loss including other comprehensive income for the year ended on that date.
- c) in the case of the standalone statement of cash flows, of the cash flows for the year ended on that date.
- d) in the case of the standalone statement of changes in equity, of the changes in equity share capital and other equity for the year ended on that date.

**Basis for Opinion**

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

**Management's Responsibility for the Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the standalone financial position, standalone financial performance including other comprehensive income, standalone cash flows and standalone changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and

detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) the standalone balance sheet, the standalone statement of profit and loss including the statement of other comprehensive income, the standalone statement of cash flows and standalone Statement of Changes in Equity dealt with by this report are in agreement with the books of account.
  - d) in our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e) on the basis of written representations received from the directors as on 31 March, 2020 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2019, from being appointed as a director in terms of Section 164(2) of the Act;
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”.
  - g) In our opinion, the managerial remuneration for the year ended 31 March 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 Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position;
    - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. The Company was not required to transfer any amount to Investor Education and Protection Fund,

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

Sd/-  
**(CA Bankim Jain)**  
**Partner**  
**Mem No. : 139447**

**Mumbai, June 15, 2020**  
**UDIN:20139447AAAACA1514**

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

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

- i. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.  
(c) According to the information and explanation received by us, as the company owns no immovable property, the requirement on reporting whether title deeds of immovable properties held in the name of the company is not applicable.
- ii. The Company's business does not involve inventories. So the requirement of reporting of the clause (ii) is not applicable.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has granted loan to its subsidiaries which is covered in the register maintained under Section 189 of the Companies Act, 2013.  

The repayment schedule in respect of the said loan is not stipulated as the loan is on demand. Terms and Conditions of such loan are not prejudicial to the company's interest.
- iv. The company has given loan to its subsidiaries which is in compliance of section 185 and section 186 of Companies Act, 2013.
- v. In our opinion, the company has not accepted any deposits within the meaning of Rule 2 (b) of Companies (Acceptances of Deposits) Rules, 2014.
- vi. According to the information and explanations provided by the management, no cost records have been prescribed under section 148(1) of the Companies Act, 2013 to be maintained by the Company.
- vii. (a) According to the records of the company, undisputed statutory dues including Income-tax, Goods and Service Tax, Custom Duty, to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there are no outstanding statutory dues as on 31<sup>st</sup> of March, 2020 for a period of more than six months from the date they became payable.  
(b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, goods and service tax, sales tax, customs duty which have not been deposited on account of any disputes.
- viii. Based on our audit procedures and the information and explanations given by the management, the company is not having any loan from financial institution, bank or debenture holder so we are of the opinion that, no defaults in repayment of loans to any financial institution, bank or debenture holders has occurred.
- ix. Based on records of the company, the company has neither raised any moneys by way of Initial Public Offer or Further Public Offer or term loan during the year.
- x. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year.
- xi. According to information and explanations given to us, in our opinion, the company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- xii. The Company is not a nidhi company. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.
- xiii. Based on our audit procedures and on the information given by the management, the company has complied with the sections 177 and 188 of the Companies Act, 2013 for all the transactions with the related parties and the details of such transactions have been properly disclosed in the financial statements as required by the applicable accounting standards.

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

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

**Sd/-**  
**(CA Bankim Jain)**  
**Partner**  
**Mem No. : 139447**

**Mumbai, June 15, 2020**

**UDIN:20139447AAAACA1514**

### **Annexure - B to the Auditors' Report**

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

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

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

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

#### **Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures

selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



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

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

#### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2020, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

**Sd/-**  
**(CA Bankim Jain)**  
**Partner**  
**Mem No. : 139447**

**Mumbai, June 15, 2020**

**UDIN:20139447AAAACA1514**

## STANDALONE BALANCE SHEET

(Amount in Rupees)

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
<b>A. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	2	3,38,80,310	3,54,71,749
(b) Intangible Asset	2(a)	73,084	36,893
(c) Financial Assets			
(i) Investments	3	32,09,95,000	31,90,26,000
(ii) Loans	4	31,29,67,350	8,12,89,322
(d) Other Non-Current Assets	5	42,59,472	42,61,004
<b>Total non - current assets</b>		<b>67,21,75,216</b>	<b>44,00,84,968</b>
<b>(2) Current Assets</b>			
(a) Financial Assets			
(i) Trade receivables	6	1,90,939	2,88,01,942
(ii) Cash and cash equivalents	7	17,95,047	11,69,979
(iii) Other Balances with Banks	8	10,00,000	53,91,690
(iv) Other financial asset	9	25,000	25,000
(b) Current Tax Assets (Net)	10	78,04,507	50,62,265
(c) Other current assets	11	7,97,159	9,07,620
<b>Total current assets</b>		<b>1,16,12,652</b>	<b>4,13,58,496</b>
<b>Total Assets</b>		<b>68,37,87,868</b>	<b>48,14,43,465</b>
<b>B. EQUITY AND LIABILITIES</b>			
<b>(1) EQUITY</b>			
(a) Equity Share Capital	12	20,81,48,340	10,01,48,340
(b) Other Equity	13	9,61,32,371	61,85,979
<b>Total Equity</b>		<b>30,42,80,711</b>	<b>10,63,34,319</b>
<b>LIABILITIES</b>			
<b>(2) Non-current Liabilities</b>			
(a) Loans	14	36,67,03,340	36,22,71,156
(b) Provisions	15	4,56,296	50,463
(c) Deferred Tax Liabilities (Net)		67,93,088	89,11,965
<b>Total Non-current liabilities</b>		<b>37,39,52,724</b>	<b>37,12,33,584</b>
<b>(3) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Trade Payable	16	1,41,291	2,75,170
(b) Other Current liabilities	17	49,98,865	34,49,381
(c) Provisions	18	4,14,277	1,51,011
<b>Total current liabilities</b>		<b>55,54,433</b>	<b>38,75,562</b>
<b>Total Equity and Liabilities</b>		<b>68,37,87,868</b>	<b>48,14,43,465</b>

Notes forming part of the financial statements

2-30

As per our report of even date attached

For R T JAIN &amp; CO LLP

Chartered Accountants

Firm Registration No. 103961W/W100182

Sd/-

CA Bankim Jain

Partner

Membership No.: 139447

Place :Mumbai

Date : June 15, 2020

For &amp; on behalf of the Board of Directors

Sangam Renewables Limited

Sd/-

Sharad Kumar Saxena

Whole time Director

DIN: 01874149

Sd/-

B. C. Bhandari  
(Chief Financial Officer)

Sd/-

Pujan Doshi

Director

DIN: 07063863

Sd/-

Ruchi Sethi  
(Company Secretary)

## STANDALONE STATEMENT OF PROFIT &amp; LOSS

(Amount in Rupees)

Sr. No	Particulars	Note No.	Year ended March 31, 2020	Year ended March 31, 2019
I	Revenue From Operations	19	1,97,57,000	5,02,94,824
II	Other Income	20	3,10,50,011	79,18,738
III	<b>Total Income (I+II)</b>		<b>5,08,07,011</b>	<b>5,82,13,561</b>
IV	<i>Expenses:</i>			
	(a) Employee Benefit Expense	21	1,03,45,933	1,53,96,974
	(b) Finance Cost	22	3,38,43,390	2,20,30,429
	(c) Depreciation and Amortization Expense	2	16,10,169	16,31,412
	(d) Other Expenses	23	89,86,678	1,00,21,513
	<b>Total expenses (IV)</b>		<b>5,47,86,170</b>	<b>4,90,80,328</b>
V	<b>Profit/(loss) before exceptional items and tax (III-IV)</b>		<b>(39,79,160)</b>	<b>91,33,233</b>
VI	<b>Exceptional Items</b>		-	-
VII	<b>Profit/(loss) before tax (V-VI)</b>		<b>(39,79,160)</b>	<b>91,33,233</b>
VIII	Tax Expense	24		
	(1) Current tax		-	-
	Provision for tax		-	18,54,535
	MAT Credit Entitlement		-	(18,54,535)
	(2) Deferred Tax		(21,20,612)	60,40,505
	<b>Total Tax Expense(VIII)</b>		<b>(21,20,612)</b>	<b>60,40,505</b>
IX	<b>Profit (Loss) for the period (VII-VIII)</b>		<b>(18,58,548)</b>	<b>30,92,728</b>
X	Other Comprehensive Income (Net of Tax)			
	A (i) Items that will not be reclassified to profit or loss			
	Loss on Employee Benefit Expenses Revaluation		6,675	4,92,106
	Net changes in fair values of investments in equity shares carried at fair values through OCI		-	1,51,850
	A (i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		(1,736)	-
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XI	<b>Total Comprehensive Income for the year (IX+X) (Comprising Profit (Loss) and Other Comprehensive Income for the year)</b>		<b>(18,53,608)</b>	<b>37,36,684</b>
XII	Earning per equity share	30		
	(of Rs. 10/- each)			
	(1) Basic		(0.09)	0.37
	(2) Diluted		(0.09)	0.37

Notes forming part of the financial statements

2-30

As per our report of even date attached

For R T JAIN &amp; CO LLP

Chartered Accountants

Firm Registration No. 103961W/W100182

Sd/-

CA Bankim Jain

Partner

Membership No.: 139447

Place : Mumbai

Date : June 15, 2020

For &amp; on behalf of the Board of Directors

Sangam Renewables Limited

Sd/-

Sharad Kumar Saxena

Whole time Director

DIN: 01874149

Sd/-

B. C. Bhandari

(Chief Financial Officer)

Sd/-

Pujan Doshi

Director

DIN: 07063863

Sd/-

Ruchi Sethi

(Company Secretary)

## STATEMENT OF CHANGES IN EQUITY

(Amount in Rupees)

## A: Equity Share Capital

As at April 1, 2018	Changes in equity share capital during 2018-19	As at March 31,2019	Changes in equity share capital during the period	As at March 31,2020
10,01,48,340	-	10,01,48,340	10,80,00,000	20,81,48,340

## B : Other Equity

Particulars	Retained earnings	Securities Premium	Total
<b>Balance as at April 1, 2018</b>	<b>24,49,295</b>	-	<b>24,49,295</b>
Profit / (loss) for the year	30,92,728	-	<b>30,92,728</b>
Other Comprehensive Income	6,43,956	-	<b>6,43,956</b>
<b>Total Comprehensive Income</b>	<b>37,36,684</b>	-	<b>37,36,684</b>
<b>Balance as at March 31,2019</b>	<b>61,85,979</b>	-	<b>61,85,979</b>
Premium on allotment		<b>9,18,00,000</b>	<b>9,18,00,000</b>
Profit / (loss) for the year	(18,58,548)	-	<b>(18,58,548)</b>
Other Comprehensive Income	4,940	-	<b>4,940</b>
Total Comprehensive Income	<b>(18,53,608)</b>	-	<b>(18,53,608)</b>
<b>Balance as at March 31,2020</b>	<b>43,32,371</b>	<b>9,18,00,000</b>	<b>9,61,32,371</b>

See accompanying notes to the financial statements

As per our report of even date attached  
**For R T JAIN & CO LLP**  
**Chartered Accountants**  
 Firm Registration No. 103961W/W100182

For & on behalf of the Board of Directors  
**Sangam Renewables Limited**

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

Sd/-  
**Sharad Kumar Saxena**  
**Whole time Director**  
**DIN: 01874149**

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

Place :Mumbai  
 Date : June 15, 2020

Sd/-  
**B. C. Bhandari**  
**(Chief Financial Officer)**

Sd/-  
**Ruchi Sethi**  
**(Company Secretary)**

## STANDALONE STATEMENT OF CASH FLOW

(Amount in Rupees)

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
<b>Cash flow from operating activities</b>		
Profit before tax from Continuing operations	(39,79,160)	91,33,233
Discontinuing operations	-	-
<b>Profit before tax</b>	<b>(39,79,160)</b>	<b>91,33,233</b>
Adjustments for		
Depreciation and amortization expense	16,10,169	16,31,412
Changes in actuarial value of Gratuity	6,675	-
Interest Income	(2,94,93,808)	(78,00,166)
Unwinding Of Interest	(1,12,461)	(91,618)
Profit/(Loss) on sale of Investment/ Asset	(13,32,166)	(26,954)
Finance Cost	3,38,43,390	2,20,30,429
<b>Change in operating assets and liabilities</b>		
(Increase)/Decrease in Trade Receivables	2,86,11,003	(2,47,34,032)
(Increase)/Decrease in Other Current assets	1,10,460	(3,75,705)
(Increase)/Decrease in Other Bank Balance	43,91,690	6,38,35,722
(Increase)/Decrease in Other Non Current Assets	1,533	(16,77,317)
Increase/(Decrease) in provision	6,69,098	(6,54,355)
Increase/(Decrease) in Trade payables	(1,33,879)	(70,789)
Increase/(Decrease) in Other financial Current liabilities	-	(1,37,24,180)
Increase/(Decrease) in Current Liabilities & Payables	15,49,484	10,62,205
Increase/(Decrease) in Non Current Liabilities	-	-
<b>Cash generated from operations</b>	<b>3,57,42,029</b>	<b>4,85,37,885</b>
Income taxes paid	(27,42,241)	(33,92,135)
<b>Net cash outflow from operating activities</b>	<b>3,29,99,788</b>	<b>4,51,45,750</b>
<b>Cash flows from investing activities</b>		
Payments for property, plant and equipment	(54,920)	(77,557)
Interest Income	2,96,06,269	78,91,784
Net Paid for Purchase of Investments	(19,69,000)	(31,88,26,000)
Profit from sale of Investment/asset	13,32,166	26,954
<b>Net cash outflow from investing activities</b>	<b>2,89,14,515</b>	<b>(31,09,84,819)</b>
<b>Cash flows from financing activities</b>		
Net Proceeds from Loans given	(23,16,78,028)	(7,42,54,931)
Net Proceeds from Loans Taken	44,32,184	36,22,71,156
Net Proceeds from issue of equity shares	19,98,00,000	-
Finance cost	(3,38,43,390)	(2,20,30,429)
<b>Net cash inflow from financing activities</b>	<b>(6,12,89,234)</b>	<b>26,59,85,797</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>6,25,068</b>	<b>1,46,728</b>
Cash and cash equivalents at the beginning of the financial year	11,69,979	10,23,251
<b>Cash and cash equivalents at end of the year</b>	<b>17,95,047</b>	<b>11,69,979</b>

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

Cash and cash equivalents as per above comprise of the following

	31st March 2020	31st March 2019
Cash in hand	4,959	5,17,529
Balance with schedule banks	17,90,088	6,52,450
<b>Balances as per statement of cash flows</b>	<b>17,95,047</b>	<b>11,69,979</b>

Notes forming part of the financial statements

2-30

As per our report of even date attached

For R T JAIN &amp; CO LLP

Chartered Accountants

Firm Registration No. 103961W/W100182

Sd/-

CA Bankim Jain

Partner

Membership No.: 139447

Place : Mumbai

Date : June 15, 2020

For &amp; on behalf of the Board of Directors

Sangam Renewables Limited

Sd/-

Sharad Kumar Saxena

Whole time Director

DIN: 01874149

Sd/-

B. C. Bhandari  
(Chief Financial Officer)

Sd/-

Pujan Doshi

Director

DIN: 07063863

Sd/-

Ruchi Sethi  
(Company Secretary)

**Note 1 : NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020****A CORPORATE INFORMATION:**

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

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

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

For the year ended March 31, 2020, the Company prepared its Financial Statements in accordance with the Accounting Standards notified under the Section 133 of the Companies Act 2013, read together with Companies (Accounts) Rules 2014 (Indian GAAP).

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

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

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

**B.2 CURRENT AND NON-CURRENT CLASSIFICATION:**

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

An asset as current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

All other liabilities are classified as non-current.

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

**B.3 SIGNIFICANT ACCOUNTING POLICIES:**

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

**a) Property, plant and equipment:**

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



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

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

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

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

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

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

**b) Impairment of non-financial assets:**

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

**c) Cash and cash equivalents:**

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

**d) Financial Instruments:****(I) Financial Assets:****➤ Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

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

**➤ Subsequent Measurement**

- **Financial assets measured at Amortised Cost**

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

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

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

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

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

**➤ Impairment of Financial Assets:**

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

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

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

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

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

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

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If the credit risk has not increased significantly, 12 month expected credit losses is used to provide for impairment loss. However, if the credit risk has increased significantly, lifetime expected credit losses is used. If, in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12-month expected credit losses.

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

➤ **Derecognition:**

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

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

**(II) Financial liabilities:**

➤ **Initial Recognition and measurement**

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

➤ **Subsequent measurement**

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

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

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

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

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

- **Loans and Borrowings:**

Borrowings are initially recognised at fair value, net of transaction cost incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction cost) and the redemption amount is recognised in profit or loss over the period of the borrowings using EIR method/ Straight line method. Fees paid on the establishment of loan facilities are recognised as

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

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

➤ **Derecognition of Financial Liabilities:**

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

**(III) Offsetting of financial instruments:**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company, or the counterparty.

**e) Fair value measurement:**

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

**f) Revenue Recognition:**

• **Sale of Power**

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

• **Interest income**

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

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

• **Dividend income:**

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

**g) Employee benefits:**

**i. Short term employee benefits:**

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

**ii. Defined Benefit plans:**

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

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

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

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020****iii. Other long-term employee benefits**

The Company's net obligation in respect of long - term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurement is recognised in Statement of Profit and Loss in the period in which they arise.

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

**h) Finance Cost**

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

**i) Leases:**

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

**As Lessee (expenses)**

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

**j) Segment Reporting:**

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

**k) Taxation:**

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

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

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

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

**l) Earnings per share:**

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

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

**m) Provisions and contingencies:**

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

Contingent liabilities are disclosed in case of:

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

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

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

**B.4 Use of Judgements, Estimates and Assumptions**

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Assumptions and estimation uncertainties:

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

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

Technical experts assesses the remaining useful lives of solar power project at 25 years. Management believes that the assigned useful life is reasonable.

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



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(Amount in Rupees)

## Note 2: Property, Plant and Equipment

Particulars	Computer	Server	Furniture	Office Equipment	Solar Power Plant	Total
<b>Gross carrying amount</b>						
<b>Year Ended March 31, 2019</b>						
Cost as at April 1,2018	1,99,135	2,70,200	29,000	1,22,757	3,67,99,160	3,74,20,252
Additions	1,40,728					1,40,728
Disposals	(1,80,021)					(1,80,021)
<b>Closing Gross carrying amount</b>	<b>1,59,842</b>	<b>2,70,200</b>	<b>29,000</b>	<b>1,22,757</b>	<b>3,67,99,160</b>	<b>3,73,80,959</b>
<b>Period Ended March 31, 2020</b>						
Cost as at April 1,2019	1,59,842	2,70,200	29,000	1,22,757	3,67,99,160	3,73,80,959
Additions	-					-
Disposals	-					-
<b>Closing Gross carrying amount</b>	<b>1,59,842</b>	<b>2,70,200</b>	<b>29,000</b>	<b>1,22,757</b>	<b>3,67,99,160</b>	<b>3,73,80,959</b>
<b>Accumulated Depreciation</b>						
As at April 1, 2018	45,172	1,523	415	4,152	3,06,492	3,57,754
Depreciation charge during the year	80,030	42,773	2,755	23,324	14,71,966	16,20,848
Disposals	(69,392)					(69,392)
<b>Closing accumulated depreciation at 31st March,2019</b>	<b>55,810</b>	<b>44,296</b>	<b>3,170</b>	<b>27,475</b>	<b>17,78,458</b>	<b>19,09,210</b>
<b>Accumulated Depreciation</b>						
Opening accumulated depreciation	55,810	44,296	3,170	27,475	17,78,458	19,09,210
Depreciation charge during the year	50,622	42,773	2,755	23,324	14,71,966	15,91,440
Disposals	-					-
<b>Closing accumulated depreciation at 31st March, 2020</b>	<b>1,06,432</b>	<b>87,069</b>	<b>5,925</b>	<b>50,799</b>	<b>32,50,425</b>	<b>35,00,649</b>
<b>Net Carrying Amount</b>						
As at March 31, 2019	1,04,032	2,25,904	25,830	95,282	3,50,20,701	3,54,71,749
As at March 31, 2020	53,411	1,83,131	23,075	71,958	3,35,48,735	3,38,80,310

## Note 2a : Intangible Asset

Particulars	Software
<b>Gross carrying amount</b>	
<b>Year Ended March 31, 2019</b>	
Cost as at April 1,2018	-
Additions	47,458
Disposals	-
<b>Closing Gross carrying amount</b>	<b>47,458</b>
<b>Period Ended March 31, 2020</b>	
Opening gross carrying amount	47,458
Additions	54,920
Disposals	-
<b>Closing Gross carrying amount</b>	<b>1,02,378</b>
<b>Accumulated Depreciation</b>	
As at April 1, 2018	-
Depreciation charge during the year	10,564
Disposals	
<b>Closing accumulated depreciation at 31st March,2019</b>	<b>10,564</b>
<b>Accumulated Depreciation</b>	
As at April 1, 2019	10,564
Depreciation charge during the year	18,729
Disposals	
<b>Closing accumulated depreciation at 31st March, 2020</b>	<b>29,294</b>
<b>Net Carrying Amount</b>	
As at March 31, 2019	36,893
As at March 31, 2020	73,084



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(Amount in Rupees)

## Note 3 : Investments

Particulars	As at March 31, 2020	As at March 31, 2019
(I) Investments in Equity Instruments		
(a) Investments in subsidiaries		
(i) Waacox Energy Pvt Ltd 3,18,80,100 Eq. shares (FY 18-19 - 3,18,80,100)	31,88,01,000	31,88,01,000
(ii) Sangam Rooftop Solar Pvt Ltd 10,000 Eq. shares (FY 18-19 10,000)	1,00,000	1,00,000
(iii) Waasang Solar Pvt. Ltd 7400 Eq. shares (FY 18-19 7400 )	1,00,000	74,000
(iv) Waasang Solar One Pvt. Ltd 5100 Eq. shares (FY 18-19 5100)	51,000	51,000
(v) Waaree PV Technologies Private Limited 1000 Eq. shares (FY 18-19 NIL)	19,43,000	-
<b>Total</b>	<b>32,09,95,000</b>	<b>31,90,26,000</b>
<b>Total non current investments</b>	<b>32,09,95,000</b>	<b>31,90,26,000</b>
(a) Aggregate amount of quoted investments and market value thereof	-	-
(b) Aggregate amount of unquoted investments	32,09,95,000	31,90,26,000
(c) Aggregate amount of impairment in value of investments	-	-

## Note 4 : Loans

Particulars	As at March 31, 2020	As at March 31, 2019
(Unsecured, considered good)		
<u>Loan to Related Parties</u>		
(i) Loan to Sangam Rooftop Solar Pvt Ltd	18,05,89,755	7,81,62,216
(ii) Loan to Waasang Solar One Pvt Ltd	3,24,50,221	25,30,200
(iii) Loan to Waasang Solar Pvt Ltd	6,69,683	33,895
(iv) Loan to Waaree PV Technologies Private Limited	9,92,05,212	-
Loan to Others	52,479	5,63,011
<b>Total</b>	<b>31,29,67,350</b>	<b>8,12,89,322</b>

## Note 5 : Other Non Current Assets

Particulars	As at March 31, 2020	As at March 31, 2019
Security Deposit	13,89,503	12,77,042
MAT Credit Entitlement	26,57,548	26,52,706
Prepaid rent	2,12,421	3,31,257
<b>Total</b>	<b>42,59,472</b>	<b>42,61,004</b>

## Note 6 : Trade Receivables

Particulars	As at March 31, 2020	As at March 31, 2019
(Unsecured, considered good)		
Trade receivable	1,90,939	2,88,01,942
Less: Allowance for doubtful debts	-	-
<b>Total</b>	<b>1,90,939</b>	<b>2,88,01,942</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(Amount in Rupees)

## Note 7 : Cash and cash equivalents

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Current Account Balance with Schedule Banks</b>		
In Current accounts	17,90,088	6,52,450
Cash in hand	4,959	5,17,529
<b>Total</b>	<b>17,95,047</b>	<b>11,69,979</b>

## Note 8 : Other Bank Balances

Particulars	As at March 31, 2020	As at March 31, 2019
Fixed deposit with banks	10,00,000	53,91,690
<b>Total</b>	<b>10,00,000</b>	<b>53,91,690</b>
<b>Fixed deposit with banks:</b>		
(i) Balances with bank held as margin money	10,00,000	53,91,690

## Note 9 : Other Financial Assets

Particulars	As at March 31, 2020	As at March 31, 2019
Deposits with Revenue Authority	25,000	25,000
<b>Total</b>	<b>25,000</b>	<b>25,000</b>

## Note 10 : Current Tax Assets (Net)

Particulars	As at March 31, 2020	As at March 31, 2019
Advance Income tax (For the Year)	44,07,646	33,92,135
Advance Income tax (Earlier years)	33,96,861	16,70,130
<b>Total</b>	<b>78,04,507</b>	<b>50,62,265</b>

## Note 11 : Other Current Assets

Particulars	As at March 31, 2020	As at March 31, 2019
Unbilled Revenue	5,05,440	5,99,612
Advance to Supplier	29,580	-
Prepaid Expenses	24,059	80,643
Balance with Revenue Authority	1,19,244	1,08,529
Prepaid rent - Current	1,18,836	1,18,836
<b>Total</b>	<b>7,97,159</b>	<b>9,07,620</b>

## Note 12 : Equity share capital

## Authorised equity share capital

Particulars	No. of Shares	Amount
As at 1 April 2018	1,02,50,000	10,25,00,000
Increase during the year	1,07,50,000	10,75,00,000
<b>As at 31 March 2019</b>	<b>2,10,00,000</b>	<b>21,00,00,000</b>
Increase during the year	-	-
<b>As at 31 March 2020</b>	<b>2,10,00,000</b>	<b>21,00,00,000</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(Amount in Rupees)

## (i) Movements in equity share capital

Particulars	No. of Shares	Amount
<b>Issued, Subscribed &amp; Paid up</b>		
As at 1 April 2018	1,00,14,834	10,01,48,340
Increase during the year	-	-
<b>As at 31 March 2019</b>	<b>1,00,14,834</b>	<b>10,01,48,340</b>
Increase during the year	1,08,00,000	10,80,00,000
<b>As at 31 March 2020</b>	<b>2,08,14,834</b>	<b>20,81,48,340</b>

## Terms &amp; conditions

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

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

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

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Hitesh C Doshi	8,70,511	4.18%	8,70,511	8.69%
Neepa Viren Doshi	11,20,661	5.38%	11,20,661	11.19%
Pankaj C Doshi	5,42,128	2.60%	5,42,128	5.41%
Binita H Doshi	5,49,796	2.64%	5,49,796	5.49%
Waaree Energies Limited	1,08,78,841	52.26%	-	-

## Note 13 : Other Equity

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Securities Premium</b>		
Opening balance	-	-
Received during the year	9,18,00,000	-
<b>Closing Balance</b>	<b>9,18,00,000</b>	<b>-</b>
<b>Retained earnings</b>		
Opening balance	61,85,979	24,49,295
Total comprehensive income/ (loss) for the year	(18,53,608)	37,36,684
<b>Closing Balance</b>	<b>9,61,32,371</b>	<b>61,85,979</b>

## Note 14 : Loans

Particulars	As at March 31, 2020	As at March 31, 2019
<u>Unsecured loans</u>		
Loan from others	36,67,03,340	36,22,71,156
<b>Total</b>	<b>36,67,03,340</b>	<b>36,22,71,156</b>

## Note 15 : Provisions

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for Gratuity	93,112	20,438
Provision for Leave Salary	3,63,184	30,025
<b>Total</b>	<b>4,56,296</b>	<b>50,463</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(Amount in Rupees)

## Note 16 : Trade Payables

Particulars	As at March 31, 2020	As at March 31, 2019
Trade payables to other parties	54,000	86,157
Trade payables to related parties	87,291	1,89,013
<b>Total</b>	<b>1,41,291</b>	<b>2,75,170</b>

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

## Note 17 : Other Current Liabilities

Particulars	As at March 31, 2020	As at March 31, 2019
Salary Payable	7,59,367	10,10,844
Duties & Taxes	37,50,224	20,34,076
Operating lease liabilities	4,89,274	4,04,461
<b>Total</b>	<b>49,98,865</b>	<b>34,49,381</b>

## Note 18 : Provisions

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for expenses	97,198	1,47,400
Provision for Gratuity Current	1,430	33
Provision for Leave Salary Current	3,15,649	3,578
<b>Total</b>	<b>4,14,277</b>	<b>1,51,011</b>

## Note 19 : Revenue from operation

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Service Income	1,46,31,100	4,46,69,063
Generation of electricity from solar power plant	51,25,900	56,25,761
<b>Total</b>	<b>1,97,57,000</b>	<b>5,02,94,824</b>

## Note 20 : Other Income

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Interest Income	2,94,93,808	78,00,166
Profit on sale of Asset	-	26,954
Profit on sale of units	13,32,166	-
Interest on Income Tax Refund	1,11,576	-
Interest income on financial asset carried at amortized cost	1,12,461	91,618
<b>Total</b>	<b>3,10,50,011</b>	<b>79,18,738</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(Amount in Rupees)

## Note 21 : Employee benefit expenses

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Directors Remuneration	36,28,063	96,89,320
Salaries and incentives	59,25,664	51,07,680
Leave Salary Expense	6,45,229	3,04,235
Gratuity expense	80,746	55,233
Staff Welfare Expense	66,231	2,40,506
<b>Total</b>	<b>1,03,45,933</b>	<b>1,53,96,974</b>

## Note 22 : Finance costs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Interest expenses	3,36,34,825	2,18,15,514
Interest on delayed payment of Taxes	2,04,285	40,266
Bank Charges & Commission	4,280	1,74,649
<b>Total</b>	<b>3,38,43,390</b>	<b>2,20,30,429</b>

## Note 23 : Other expenses

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Advertisement Expenses	62,104	50,988
Auditors Remuneration*	87,500	55,000
Rent Expense	38,95,713	40,45,587
Rates & Taxes	16,73,990	19,68,223
Conveyance & Reimbursement Expenses	6,28,684	-
Travelling & Conveyance	2,02,961	13,12,975
Operation & Maintenance	2,25,751	1,79,168
Communication Costs	2,59,991	3,07,476
Printing & Stationery	2,59,806	2,07,739
Professional Expenses	5,88,944	4,23,787
Electricity Expenses	4,22,680	3,04,250
Repairs & Maintenance	19,990	44,766
Directors Sitting Fees	2,30,000	5,40,479
Meeting Expenses	12,918	-
Insurance expense	72,479	27,380
Tender Fees	5,963	9,524
Appeal Fees	1,000	-
Miscellaneous Expenses	3,36,206	5,44,171
<b>Total</b>	<b>89,86,678</b>	<b>1,00,21,513</b>
<b>*Auditors Remuneration</b>		
<b>Payment to Auditors'</b>		
Audit fee	87,500	55,000
<b>Total</b>	<b>87,500</b>	<b>55,000</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(Amount in Rupees)

## Note 24 : Income Tax expense

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
<b>Income Tax expense</b>		
Current tax	-	18,54,535
MAT Credit Entitlement	-	(18,54,535)
Deferred tax	(21,20,612)	60,40,505
<b>Total</b>	<b>(21,20,612)</b>	<b>60,40,505</b>

## Note 25 : Related Party Disclosures

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

## a) List of the related party

Particulars	Relationship	(% of holding)	
		As at March 31, 2020	As at March 31, 2019
Waaree Energies Limited	Holding w.e.f April 08, 2019	52%	-
Sangam Rooftop Solar Private Limited	Subsidiary w.e.f September 13, 2017	100%	100%
Waasang Solar One Private Limited	Subsidiary w.e.f August 29, 2018	51%	-
Waasang Solar Private Limited	Subsidiary w.e.f July 18, 2018	100%	-
Waacox Energy Private Limited	Subsidiary w.e.f November 18, 2017	51%	100%
Waaree PV Technologies Private Limited	Subsidiary w.e.f April 08, 2019	100%	-

## b) Key Management Personnel of Company

Mayank Shah- Managing Director (appointed w.e.f November 14, 2017 upto March 30, 2019)

Pujan Doshi- Director ( Director w.e.f September 2, 2016 & Managing Director upto November 14, 2017)

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

Kuldeep Jain- Director (appointed w.e.f May 16, 2017 upto Sept 30, 2019 )

Ruchi Sethi- Company Secretary (appointed w.e.f February 13, 2017)

B. C. Bhandari - CFO (from April 8, 2019)

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

## c) Transactions during the year with related parties

Name of the party	Nature of transactions	As at March 31, 2020	As at March 31, 2019
<b>Waaree Energies Limited</b>	i) Operation & Maintenance	2,61,875	-
	ii) Loan Taken	12,50,000	-
	iii) Loan repaid	2,68,97,251	-
	iv) Interest Expense	67,804	-
	v) Project Management fees income	1,46,31,100	-
<b>Sangam Rooftop Solar Private Limited</b>	i) Loan Given	14,14,84,293	7,09,42,969
	ii) Loan Repayment received	5,73,92,241	38,50,000
	iii) Interest Income (Gross)	2,03,78,856	51,08,741
<b>Waacox Energy Private Limited</b>	i) Loan Given	3,32,725	5,29,49,127
	ii) Loan Repayment received	3,32,725	5,29,49,127
	iii) Interest Income	-	8,13,227
<b>Waasang Solar Private Limited</b>	i) Loan Given	72,96,175	36,594
	ii) Loan repayment received	70,31,769	5,200
	iii) Interest Income	4,12,647	2,501



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(Amount in Rupees)

Name of the party	Nature of transactions	As at March 31, 2020	As at March 31, 2019
<b>Waasang Solar One Private Limited</b>	i) Loan Given	2,78,27,469	23,76,018
	ii) Loan repayment received	34,194	-
	iii) Interest Income (Gross)	23,63,051	1,71,313
<b>Waaree PV Technologies Private Limited</b>	i) Loan Given	9,52,89,376	-
	ii) Loan repayment received	16,51,802	-
	iii) Interest Income (Gross)	61,86,264	-
<b>Mayank Shah</b>	i) Director Remuneration	-	63,83,070
<b>Kuldeep Jain</b>	i) Director Remuneration	-	27,06,250
<b>Ankit Doshi</b>	i) Director Remuneration	-	6,00,000
<b>Sharadkumar Saxena</b>	i) Director Remuneration	36,28,063	-
<b>Bhagchand Bhandari</b>	i) Chief Financial Officer	41,32,418	-

## d) Balance outstanding of related parties

Name of the Party	Receivable / (Payable)	As at March 31, 2020	As at March 31, 2019
Sangam Rooftop Solar Private Limited	Receivable	18,05,89,539	7,81,62,216
Waasang Solar Private Limited	Receivable	6,69,683	33,895
Waasang Solar One Private Limited	Receivable	3,24,50,221	25,30,200
Waaree Energies Limited	Receivable	1,01,399	-
Waaree PV Technologies Private Limited	Receivable	9,92,05,212	-
Mayank Shah	Payable	-	(22,722)

## e) Key Management Personnel Compensation

Particulars	As at March 31, 2020	As at March 31, 2019
Other long term benefits	-	2,76,337
<b>Total Compensation</b>	<b>-</b>	<b>2,76,337</b>

## Note 26 : Earning per Share

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Basic Earning Per Share</b>		
Profit/(Loss) attributable to Equity shareholders	(18,53,608)	37,36,684
Weighted average number of equity shares	2,05,00,652	1,00,14,834
Face value per Share	10	10
<b>Basic Earnings Per Share(in ₹)</b>	<b>(0.09)</b>	<b>0.37</b>
<b>Diluted Earnings per Share ( in ₹)</b>	<b>(0.09)</b>	<b>0.37</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(Amount in Rupees)

**Note 27 : Fair Value Measurement****i) Fair Value of Financial assets and Financial liabilities**

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

Particulars	March 31, 2020		March 31, 2019	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial assets designated as fair value through Other Comprehensive Income</b>				
<b>Financial assets designated at amortised cost</b>				
Loans	31,29,67,350	31,29,67,350	8,12,89,322	8,12,89,322
Trade receivables	1,90,939	1,90,939	2,88,01,942	2,88,01,942
Cash and cash equivalents	17,95,047	17,95,047	11,69,979	11,69,979
Other Bank Balance	10,00,000	10,00,000	53,91,690	53,91,690
Security deposits	25,000	25,000	25,000	25,000
	<b>31,59,78,336</b>	<b>31,59,78,336</b>	<b>11,66,77,933</b>	<b>11,66,77,933</b>
<b>Financial liabilities designated at amortised cost</b>				
Trade payables	1,41,291	1,41,291	2,75,170	2,75,170
	<b>1,41,291</b>	<b>1,41,291</b>	<b>2,75,170</b>	<b>2,75,170</b>

**(ii) Valuation technique used to determine fair value**

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

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

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

**Note 28 : Financial Risk Management****Financial Risk Factors**

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

**i) Market Risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risks: Interest rate risk, Other price risks, such as Equity price risk and Commodity risk. Financial instruments affected by market risk include loans, borrowings, deposits and investments. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and financial liabilities held as at March 31, 2020 and March 31, 2019.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

**ii) Credit Risk**

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

**iii) Liquidity Risk**

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

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

**iv) Market Risk**

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

**(a) Foreign Exchange Risk**

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

**(b) Price Risk**

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

Expected credit loss for trade receivables

Particulars	Neither impaired or due	Past Due			Total
		Upto 6 months	6 to 12 months	< 12 months	
<b>Trade Receivables</b>					
<b>As at March 31, 2020</b>					
Gross carrying amount	1,90,939	-	-	-	1,90,939
Expected loss rate					
Expected credit losses (Loss allowance provision)	-	-	-	-	-
<b>Carrying amount of trade receivables (net of impairment)</b>	<b>1,90,939</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,90,939</b>
<b>As at March 31, 2019</b>					
Unsecured	2,88,01,942	-	-	-	2,88,01,942
<b>Net Total</b>	<b>2,88,01,942</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,88,01,942</b>

**Financial instruments and cash deposits**

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

**Liquidity Risk**

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

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

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

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

Particulars	As at March 31, 2020				
	Carrying Amount	On Demand	< 6 months	6 to 12 months	> 1 year
Other liabilities	34,49,381	-	34,49,381	-	-
Trade and other payables	2,75,170	-	2,75,170	-	-
<b>Total</b>	<b>37,24,551</b>	<b>-</b>	<b>37,24,551</b>	<b>-</b>	<b>-</b>

**Note 29 : Capital management**

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

The Company's objectives when managing capital are to:

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders.
- Maintain an optimal capital structure to reduce cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is debt divided by equity capital. No changes were made in objectives, policies or processes during the year ended March 31, 2020 and March 31, 2019.

Particulars	As at March 31, 2020	As at March 31, 2019
Borrowings	36,67,03,340	36,22,71,156
<b>Net Debt</b>	<b>36,67,03,340</b>	<b>36,22,71,156</b>
Total Equity	30,42,80,711	10,63,34,319
<b>Total capital</b>	<b>30,42,80,711</b>	<b>10,63,34,319</b>
<b>Net Debt to Equity ratio</b>	<b>1.21</b>	<b>3.41</b>

**Note 30 : Employee benefit obligation****Post Employment Benefit Plans****(A) Gratuity:**

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

**Movement in Obligation**

Particulars	As at March 31, 2020	As at March 31, 2019
Obligation at the year beginning	6,90,941	3,76,013
Interest Cost	2,640	50,638
Past Service Cost	-	-
Current Service Cost	78,106	2,64,290
Past Service Cost – Vested Benefit	-	-
Current Cost/ (Credit)	-	-
Benefits Paid	-	-
Actuarial (Gain) / Loss	-	-
<b>Obligation at the year end</b>	<b>7,71,687</b>	<b>6,90,941.00</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(Amount in Rupees)

**Recognised in Profit and loss**

Particulars	As at March 31, 2020	As at March 31, 2019
Current Service Cost	78,106	2,64,290
Past Service Cost	-	-
Interest Cost	2,640	50,638
Past Service Cost – Vested Benefit	-	-
Net Actuarial (Gain)/ Loss	-	-
Employees' Contribution	-	-
<b>Total Expenses recognized in Profit and Loss A/c</b>	<b>80,746</b>	<b>3,14,928</b>

**Other Comprehensive Income for the period**

Particulars	As at March 31, 2020	As at March 31, 2019
Component of actuarial gain/losses on obligation:		
Due to change in financial assumption	4,691	14,725
Due to change in demographic assumption	(37)	-
Due to change in experience adjustment	(11,329)	(7,66,526)
Return on plan assets excluding amounts included in interest income	-	-
<b>Total Expenses recognized in Other Comprehensive Income A/c</b>	<b>(6,675)</b>	<b>(7,51,801)</b>

**Reconciliation of net defined benefit - Gratuity Liability**

Net opening provisions in books of accounts	20,471	3,76,013
Transfer in/(out) obligation	-	81,331
Current Service Cost	78,106	2,64,290
Interest Cost	2,640	50,638
Transfer in/(out) plan asset	-	-
Employee benefit expenses	-	-
Amounts recognized in Other Comprehensive Income	(6,675)	(7,51,801)
Benefits paid by the Company	-	-
Contributions to plan assets	-	-
<b>Closing provisions in books of accounts</b>	<b>94,542</b>	<b>20,471</b>
<b>Funded status of the plan</b>		
Present value of unfunded obligation	94,542	20,471
Present value of funded obligation	-	-
Fair value of plan asset	-	-
<b>Net Liability/(Asset)</b>	<b>94,542</b>	<b>20,471</b>

**(B) Leave Encashment**

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

**Movement in Obligation**

Particulars	As at March 31, 2020	As at March 31, 2019
Obligation at the year beginning	9,57,609	4,61,816
Current service cost	2,96,620	4,42,046
Interest cost	14,473	53,747
Actuarial (Gain) / Loss	-	-
Benefits paid	-	-
<b>Obligation at the year end</b>	<b>12,68,702</b>	<b>9,57,609</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(Amount in Rupees)

Particulars	As at	
	March 31, 2020	March 31, 2019
<b>Recognised in Profit and loss</b>		
Current Service Cost	2,96,620	4,42,046
Past Service Cost and loss/(gain) on curtailment and settlement	-	-
Net Interest Cost	14,473	53,747
Net value of remeasurements on the obligation and plan assets	3,34,136	(4,59,635)
<b>Total Expenses recognized in Profit and Loss A/c</b>	<b>6,45,229</b>	<b>36,158</b>
<b>Reconciliation of net defined benefit - Leave Encashment Liability</b>		
Net opening provisions in books of accounts	33,603	4,61,816
Transfer in/(out) obligation	-	-
Current Service Cost	2,96,620	4,42,046
Net Interest Cost	14,473	53,747
Transfer in/(out) plan asset	-	-
Employee benefit expenses	-	-
Amounts recognized in Other Comprehensive Income	3,34,136	(4,59,635)
Benefits paid by the Company	-	(4,64,371)
Contributions to plan assets	-	-
<b>Closing provisions in books of accounts</b>	<b>6,78,832</b>	<b>33,603</b>
<b>Funded status of the plan</b>		
Present value of unfunded obligation	6,78,832	33,603
Present value of funded obligation	-	-
Fair value of plan asset	-	-
<b>Net Liability/(Asset)</b>	<b>6,78,832</b>	<b>33,603</b>

**Sensitivity Analysis of Gratuity:**

Particulars	Impact on defined benefit obligation( in %)	
	As at March 31, 2020	As at March 31, 2019
0.5% Increase in Discount rate	Refer note below*	Refer note below*
0.5% Decrease in Discount rate		
0.5% Increase in Salary growth rate		
0.5% Decrease in Salary growth rate		
10% Increase in Withdrawal rate		
10% Decrease in Withdrawal rate		

**Sensitivity Analysis of Leave Encashment:**

Particulars	Impact on defined benefit obligation( in %)	
	As at March 31, 2020	As at March 31, 2019
0.5% Increase in Discount rate	Refer Note below*	Refer Note below*
0.5% Decrease in Discount rate		
0.5% Increase in Salary growth rate		
0.5% Decrease in Salary growth rate		
0.5% Decrease in Salary growth rate		
10% Increase in Withdrawal rate		



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

**Sensitivity Analysis Method**

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

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

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

Particulars	As at March 31, 2020	As at March 31, 2019
Discount Rate	Refer note below*	Refer note below*
Salary Escalation Rate – Management Staff		
Turnover Rate		

Mortality Table

\*Note: The Company had less than 10 employees on its payroll. Considering materiality, liability for leave encashment as on 31st March, 2019 and 31st March, 2020 has been recognised on actual basis rather than on actuarial basis.

**(C) Risk Exposure**

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

**1. Actuarial risk :**

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

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

**2. Investment Risk**

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

**3. Liquidity Risk:**

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

**4. Market Risk:**

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

**5. Legislative Risk:**

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

**CONSOLIDATED  
FINANCIAL  
STATEMENTS**

**INDEPENDENT AUDITOR'S REPORT**

To the Members of

**Sangam Renewables Limited**

**Report on the Audit of Consolidated Ind AS financial statements**

**Opinion**

We have audited the accompanying Consolidated Ind AS financial statements of **Sangam Renewables Limited** (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated balance sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss, (including the statement of Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

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

- a) in the case of the Consolidated balance sheet, of the state of affairs of the Group as at March 31, 2020; and
- b) in the case of the Consolidated statement of profit and loss including other comprehensive income, of the loss including other comprehensive income for the year ended on that date.
- c) in the case of Consolidated statement of cash flows, of the cash flows for the year ended on that date.
- d) in the case of Consolidated statement of changes in equity, of the changes in equity share capital and other equity for the year ended on that date.

**Basis for Opinion**

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

**Management's Responsibility for the Ind AS Financial Statements**

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

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

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

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

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

- Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matter**

- (a) We did not audit the financial statements / financial information of five subsidiaries, whose financial statements / financial information reflect total assets of ₹ 5,322.57 lakhs as at 31st March, 2020, total revenues of ₹ 368.32 lakhs total net loss after tax of ₹ 299.06 lakhs, total comprehensive income / (loss) of ₹ 299.06 lakhs, and cash flows (net) of ₹ 2700.63 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management

and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

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

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

As required by section 143(3) of the Act, to the extent applicable, based on our audit and consideration of the report of other auditors on separate financials statements of subsidiaries, we report that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- b) in our opinion, proper books of account as required by law relating to the preparation of aforesaid consolidated Ind AS financial statements have been kept by the Company so far as it appears from our examination of those books and the reports of other auditors.
- c) the Consolidated balance sheet, the Consolidated statement of profit and loss including the statement of other comprehensive income, the Consolidated statement of cash flows and Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- d) in our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) on the basis of written representations received from the directors of the Holding Company as on 31 March, 2020 and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies in India, none of the directors of the Group companies is disqualified as on 31 March, 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 Group and the operating effectiveness of such controls, refer to our separate report in “**Annexure A**”.
- g) In our opinion, the managerial remuneration for the year ended 31 March 2020 has been paid/provided by the holding Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- h) With respect to the other matters to be included in Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to explanations given to us:
  - i. The Group does not have any pending litigations which would impact its financial position;
  - ii. The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. The Holding Company and its subsidiary companies were not required to transfer any amount to Investor Education and Protection Fund,

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

Sd/-  
**(CA Bankim Jain)**  
**Partner**  
**Mem No. : 139447**

**Mumbai, June 15, 2020**

**UDIN: 20139447AAAACB6820**

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

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

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

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

**Auditors' Responsibility**

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors of subsidiary companies is sufficient and appropriate to provide a basis for our audit opinion on the Company and its subsidiaries' internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

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

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

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



**Opinion**

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of report of other auditors referred to in other matter paragraph below, the Holding Company and subsidiary companies have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2020, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Other Matter**

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

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

**Sd/-**  
**(CA Bankim Jain)**  
**Partner**  
**Mem No. : 139447**

**Mumbai, June 15, 2020**

**UDIN:20139447AAAACA1514**

## CONSOLIDATED BALANCE SHEET

(Amount in Rupees)

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
<b>A. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	2	29,78,12,935	31,19,88,570
(b) Intangible Asset	2(a)	73,084	36,893
(c) Goodwill		70,02,751	68,93,187
(d) Capital Work in Progress	3	41,17,77,724	3,34,60,514
(e) Investment	4	1,000	
(f) Financial Assets			
(i) Loans	5	52,479	5,63,011
(g) Other Non-Current Assets	6	4,90,42,823	46,85,94,691
<b>Total non - current assets</b>		<b>76,57,62,796</b>	<b>82,15,36,867</b>
<b>(2) Current Assets</b>			
(a) Inventories		-	-
(b) Financial Assets			
(i) Trade receivables	7	1,35,74,764	4,11,99,960
(ii) Cash and cash equivalents	8	27,46,79,521	39,91,463
(iii) Other Balances with Banks	9	9,28,78,517	6,97,63,682
(iv) Loans & Advances	10	5,00,00,000	-
(v) Other financial asset	11	37,53,511	9,71,355
(c) Current Tax Assets (Net)	12	88,04,838	50,73,785
(d) Other current assets	13	65,91,313	47,56,554
<b>Total current assets</b>		<b>45,02,82,464</b>	<b>12,57,56,799</b>
<b>Total Assets</b>		<b>1,21,60,45,260</b>	<b>94,72,93,666</b>
<b>B. EQUITY AND LIABILITIES</b>			
<b>(1) EQUITY</b>			
(a) Equity Share Capital	14	20,81,48,340	10,01,48,340
(b) Other Equity	15	5,13,60,249	-68,05,037
Equity attributable to owners		25,95,08,589	9,33,43,303
(c) Non-Controlling Interest	15	30,57,19,093	30,37,07,131
<b>Total Equity</b>		<b>56,52,27,682</b>	<b>39,70,50,434</b>
<b>LIABILITIES</b>			
<b>(2) Non-current Liabilities</b>			
(a) Loans	16	36,67,03,340	36,94,98,992
(b) Provisions	17	4,56,296	50,463
(c) Deferred Tax Liabilities (net)	18	3,61,50,010	2,96,52,623
<b>Total Non-current liabilities</b>		<b>40,33,09,646</b>	<b>39,92,02,079</b>
<b>(3) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	19	3,10,33,837	-
(ii) Trade Payable	20	6,72,87,062	5,06,254
(iii) Other Financial Liabilities	21	13,29,28,953	14,54,97,708
(b) Other Current liabilities	22	1,46,48,638	38,80,234
(c) Provisions	23	16,09,442	11,56,957
<b>Total current liabilities</b>		<b>24,75,07,932</b>	<b>15,10,41,152</b>
<b>Total Equity and Liabilities</b>		<b>1,21,60,45,260</b>	<b>94,72,93,666</b>
See accompanying notes to the financial statements			

As per our report of even date attached  
**For RT JAIN & CO LLP**  
**Chartered Accountants**  
Firm Registration No. 103961W/W100182

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

Place :Mumbai  
Date : June 15, 2020

For & on behalf of the Board of Directors  
**Sangam Renewables Limited**

Sd/-  
**Sharad Kumar Saxena**  
**Whole time Director**  
**DIN: 01874149**

Sd/-  
**B. C. Bhandari**  
**(Chief Financial Officer)**

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

Sd/-  
**Ruchi Sethi**  
**(Company Secretary)**

## CONSOLIDATED STATEMENT OF PROFIT &amp; LOSS

(Amount in Rupees)

Sr. No	Particulars	Note No.	Year ended March 31, 2020	Year ended March 31, 2019
I	Revenue From Operations	24	5,65,88,873	7,03,82,007
II	Other Income	25	1,71,16,065	54,71,701
III	<b>Total Income (I+II)</b>		<b>7,37,04,938</b>	<b>7,58,53,707</b>
IV	<b>Expenses:</b>			
	(a) Employee Benefit Expense	26	1,03,45,933	1,53,96,974
	(b) Finance Cost	27	3,47,75,749	2,15,42,190
	(c) Depreciation and Amortization Expense	2	1,10,91,787	74,74,541.94
	(d) Other Expenses	28	4,26,91,966	2,32,32,838
	<b>Total expenses (IV)</b>		<b>9,89,05,436</b>	<b>6,76,46,544</b>
V	<b>Profit/(loss) before exceptional items and tax (III-IV)</b>		<b>(2,52,00,497)</b>	<b>82,07,164</b>
VI	<b>Exceptional Items</b>			
VII	<b>Profit/(loss) before tax (V-VI)</b>		<b>(2,52,00,497)</b>	<b>82,07,164</b>
VIII	Tax Expense			
	Current tax		-	24,24,467
	Short/(Excess) Provision for tax		68,348	
	MAT Credit Entitlement		-	(18,54,535)
	Deferred tax		64,95,651	2,67,81,164
	Earlier Year Tax (AY 2014-15)		-	-
	<b>Total Tax Expense(VIII)</b>		<b>65,63,999</b>	<b>2,73,51,097</b>
IX	<b>Profit (Loss) for the period (VII-VIII)</b>		<b>(3,17,64,496)</b>	<b>(1,91,43,933)</b>
X	Other Comprehensive Income (Net of Tax)			
	A (i) Items that will not be reclassified to profit or loss			
	Loss on Employee Benefit Expenses Revaluation		(6,675)	(4,92,106)
	Net changes in fair values of investments in equity shares carried at fair values through OCI		-	-
	A (i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		1,736	-
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XI	<b>Total Comprehensive Income for the period (IX+X) (Comprising Profit (Loss) and Other Comprehensive Income for the period)</b>		<b>(3,17,59,556)</b>	<b>(1,86,51,827)</b>
XII	Earning per equity share (of ₹ 10/- each)			
	(1) Basic		(1.54)	(1.86)
	(2) Diluted		(1.54)	(1.86)

As per our report of even date attached

For R T JAIN &amp; CO LLP

Chartered Accountants

Firm Registration No. 103961W/W100182

Sd/-

CA Bankim Jain

Partner

Membership No.: 139447

Place :Mumbai

Date : June 15, 2020

For &amp; on behalf of the Board of Directors

Sangam Renewables Limited

Sd/-

Sharad Kumar Saxena

Whole time Director

DIN: 01874149

Sd/-

B. C. Bhandari

(Chief Financial Officer)

Sd/-

Pujan Doshi

Director

DIN: 07063863

Sd/-

Ruchi Sethi

(Company Secretary)

## STATEMENT OF CHANGES IN EQUITY

(Rs in INR)

## A: Equity Share Capital

As at March 31,2018	Changes in equity share capital during 2018-19	As at March 31,2019	As at April 1,2019	Changes in equity share capital during 2019-20	As at March 31, 2020
10,01,48,340	-	10,01,48,340	10,01,48,340	10,80,00,000	20,81,48,340

## B. Other Equity

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Securities Premium</b>		
Opening balance	-	-
Received during the year	9,18,00,000	-
<b>Closing balance</b>	<b>9,18,00,000</b>	-
<b>Retained Earnings</b>		
<b>Profit / (loss) of the Owners</b>		
Opening balance	(68,05,037)	22,86,735
Profit / (loss) for the period	(3,17,59,556)	(1,86,51,827)
Goodwill on Consolidation/ Adjustment of NCI profit	(18,75,158)	95,60,055
<b>Closing Balance</b>	<b>(4,04,39,751)</b>	<b>(68,05,037)</b>
<b>Profit / (loss) of the NCI</b>		
Opening balance	30,37,07,131	-
NCI for the period	20,11,961	30,37,07,131
<b>Closing Balance</b>	<b>30,57,19,092</b>	<b>30,37,07,131</b>
<b>Total Comprehensive Income</b>	<b>35,70,79,341</b>	<b>29,69,02,094</b>

See accompanying notes to the financial statements

As per our report of even date attached  
**For R T JAIN & CO LLP**  
**Chartered Accountants**  
 Firm Registration No. 103961W/W100182

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

Place :Mumbai  
 Date : June 15, 2020

For & on behalf of the Board of Directors  
**Sangam Renewables Limited**

Sd/-  
**Sharad Kumar Saxena**  
**Whole time Director**  
 DIN: 01874149

Sd/-  
**B. C. Bhandari**  
**(Chief Financial Officer)**

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

Sd/-  
**Ruchi Sethi**  
**(Company Secretary)**

## CONSOLIDATED STATEMENT OF CASH FLOW

(Amount in Rupees)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
<b>Cash flow from operating activities</b>		
Profit before tax from		
Continuing operations	(2,52,00,497)	82,07,163
Discontinuing operations	-	-
<b>Profit before tax</b>	<b>(2,52,00,497)</b>	<b>82,07,163</b>
Adjustments for		
Depreciation and amortization expense	1,10,91,787	74,74,542
Interest Income	(1,50,19,205)	(46,24,457)
Unwinding Of Interest	(1,12,461)	(91,618)
Profit/(Loss) on sale of MF units	(13,32,166)	-
Profit/(Loss) on sale of asset	50,40,948	(7,28,672)
Provision for Impairment of Assets	1,76,33,754	-
Finance Cost	3,47,75,749	2,15,42,190
Adjustment on account of Goodwill	-	95,34,305
Adjustment on account of Minority Interest	-	30,37,07,131
<b>Change in operating assets and liabilities</b>		
(Increase)/Decrease in Trade Receivables	2,76,25,196	(3,71,32,050)
(Increase)/Decrease in Other Current assets	(17,81,533)	(51,20,754)
(Increase)/Decrease in Other Bank Balance	(2,31,14,835)	(5,36,270)
(Increase)/Decrease in Other Current Financial assets	(27,82,156)	-
(Increase)/Decrease in Other Non Current Assets	41,95,51,867	(46,60,11,003)
Increase/(Decrease) in provision	8,64,993	8,43,697
Increase/(Decrease) in Trade payables	6,67,80,809	(3,83,661)
Increase/(Decrease) in Other financial Current liabilities	(1,25,68,755)	9,78,78,388
Increase/(Decrease) in Current Liabilities & Payables	1,07,68,404	13,74,567
<b>Cash generated from operations</b>	<b>51,22,21,899</b>	<b>(6,40,66,502)</b>
Income taxes paid	(37,31,053)	(39,73,588)
<b>Net cash outflow from operating activities</b>	<b>50,84,90,846</b>	<b>(6,80,40,090)</b>
<b>Cash flows from investing activities</b>		
Payments for property, plant and equipment	(1,96,08,916)	(28,03,68,351)
Interest Income	1,50,19,205	47,16,075
Net Paid for Purchase of Investments	(1,000)	-
Profit/(Loss) on sale of MF units	13,32,166	-
Increase in Capital Work in Progress	(37,83,17,210)	-
<b>Net cash outflow from investing activities</b>	<b>(38,15,75,755)</b>	<b>(27,56,52,276)</b>
<b>Cash flows from financing activities</b>		
Net Proceeds from Loans given	(4,94,89,468)	-
Net Proceeds from Loans Taken	2,82,38,185	36,69,95,704
Net Proceeds from issue of equity shares	19,98,00,000	-
Finance cost	(3,47,75,749)	(2,15,42,190)
<b>Net cash inflow from financing activities</b>	<b>14,37,72,968</b>	<b>34,54,53,514</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>27,06,88,058</b>	<b>17,61,149</b>
Cash and cash equivalents at the beginning of the financial year	39,91,463	22,30,314
<b>Cash and cash equivalents at end of the year</b>	<b>27,46,79,521</b>	<b>39,91,463</b>

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

Cash and cash equivalents as per above comprise of the following

	March 31, 2020	March 31, 2019
Cash in hand	42,907	5,21,422
Balance with schedule banks	33,36,614	15,60,323
Fixed Deposit with bank with original maturity of less than three month	27,13,00,000	19,09,717
<b>Balances as per statement of cash flows</b>	<b>27,46,79,521</b>	<b>39,91,463</b>

## Notes forming part of the financial statements

2-33

As per our report of even date attached

For R T JAIN &amp; CO LLP

Chartered Accountants

Firm Registration No. 103961W/W100182

Sd/-

CA Bankim Jain

Partner

Membership No.: 139447

Sd/-

Sharad Kumar Saxena

Whole time Director

DIN: 01874149

Sd/-

B. C. Bhandari

(Chief Financial Officer)

Sd/-

Pujan Doshi

Director

DIN: 07063863

Sd/-

Ruchi Sethi

(Company Secretary)

Place : Mumbai

Date : June 15, 2020

**Note 1 : NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2020****A CORPORATE INFORMATION:**

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

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

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

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

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

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

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

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

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

**B.2 Principles of Consolidation**

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

**B.3 Summary of Significant Accounting Policies:**

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

**a) Property, plant and equipment:**

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



**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2020**

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

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

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

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

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

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

**c) Financial Instruments:****(I) Financial Assets:****➤ Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

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

**➤ Subsequent Measurement****• Financial assets measured at Amortised Cost**

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

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

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

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

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

**➤ Impairment of Financial Assets:**

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

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

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

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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2020**

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

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

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

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If the credit risk has not increased significantly, 12 month expected credit losses is used to provide for impairment loss. However, if the credit risk has increased significantly, lifetime expected credit losses is used. If, in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Group reverts to recognizing impairment loss allowance based on 12-month expected credit losses.

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

➤ **Derecognition:**

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

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

**(II) Financial liabilities:**

➤ **Initial Recognition and measurement**

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

➤ **Subsequent measurement**

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

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

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

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

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

• **Loans and Borrowings:**

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

➤ **Derecognition of Financial Liabilities:**

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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2020****(III) Offsetting of financial instruments:**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group, or the counterparty.

**d) Fair value measurement:**

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

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

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

**• Interest income**

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

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

**• Dividend income:**

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

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

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

**ii. Defined Benefit plans:**

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

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

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

**iii. Other long-term employee benefits**

The Group's net obligation in respect of long - term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurement is recognised in Consolidated statement of Profit and Loss in the period in which they arise.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2020**

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

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

**g) Finance Cost**

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

**h) Leases:**

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

**As Lessee (expenses)**

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

**i) Segment Reporting:**

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

**j) Taxation:**

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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2020**

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

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

**k) Earnings per share:**

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

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

**l) Provisions and contingencies:**

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

Contingent liabilities are disclosed in case of:

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

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

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

**B.4 Use Of Judgements, Estimates And Assumptions**

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Assumptions and estimation uncertainties:

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

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

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

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



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

( Amount in Rupees)

## Note 2: Property, Plant and Equipment

Particulars	Computer	Server	Furniture	Office Equipment	Building	Motor Vehicle	Solar Power Plant*	Land	Total
<b>Gross carrying amount</b>									
<b>Year Ended March 31, 2019</b>									
<b>Opening gross carrying amount</b>	1,99,135	2,70,200	29,000	1,22,757	-	-	3,67,99,160	-	3,74,20,252
Additions	1,40,728	-	-	-	43,23,161	-	28,53,70,339	-	28,98,34,228
Disposals	(1,80,021)	-	-	-	-	-	(73,33,550)	-	(75,13,571)
<b>Closing Gross carrying amount</b>	<b>1,59,842</b>	<b>2,70,200</b>	<b>29,000</b>	<b>1,22,757</b>	<b>43,23,161</b>	<b>-</b>	<b>31,48,35,949</b>	<b>-</b>	<b>31,97,40,909</b>
<b>Year Ended March 31, 2020</b>									
<b>Opening gross carrying amount</b>	1,59,842	2,70,200	29,000	1,22,757	43,23,161	-	31,48,35,949	-	31,97,40,909
Opening accumulated depreciation of New subsidiary	1,56,879	-	-	-	-	-	-	-	1,56,879
Additions	13,500	-	-	-	-	28,200	6,29,93,826	5,60,26,007	11,90,61,533
Disposals	-	-	-	-	-	-	(12,51,76,812)	-	(12,51,76,812)
<b>Closing Gross carrying amount</b>	<b>3,30,221</b>	<b>2,70,200</b>	<b>29,000</b>	<b>1,22,757</b>	<b>43,23,161</b>	<b>28,200</b>	<b>25,26,52,963</b>	<b>5,60,26,007</b>	<b>31,37,82,509</b>
<b>Accumulated Depreciation</b>									
Opening accumulated depreciation	45,172	1,523	415	4,152	-	-	3,06,492	-	3,57,754
Depreciation charge during the period	80,030	42,773	2,755	23,324	86,858	-	72,28,238	-	74,63,978
Disposals	(69,392)	-	-	-	-	-	-	-	(69,392)
<b>Closing accumulated depreciation at March 31, 2019</b>	<b>55,810</b>	<b>44,296</b>	<b>3,170</b>	<b>27,475</b>	<b>86,858</b>	<b>-</b>	<b>75,34,730</b>	<b>-</b>	<b>77,52,339</b>
<b>Accumulated Depreciation</b>									
Opening accumulated depreciation	55,810	44,296	3,170	27,475	86,858	-	75,34,730	-	77,52,339
Opening accumulated depreciation of New subsidiary	1,46,050	-	-	-	-	-	-	-	1,46,050
Depreciation charge during the period	65,317	42,773	2,755	23,324	1,44,502	2,421	1,07,91,966	-	1,10,73,058
Disposals	-	-	-	-	-	-	(30,01,873)	-	(30,01,873)
<b>Closing accumulated depreciation at March 31, 2020</b>	<b>2,67,177</b>	<b>87,069</b>	<b>5,925</b>	<b>50,799</b>	<b>2,31,360</b>	<b>2,421</b>	<b>1,53,24,822</b>	<b>-</b>	<b>1,59,69,574</b>
<b>Net Carrying Amount</b>									
As at March 31, 2019	1,04,032	2,25,904	25,830	95,282	42,36,303	-	30,73,01,219	-	31,19,88,570
As at March 31, 2020	63,044	1,83,131	23,075	71,958	40,91,801	25,779	23,73,28,140	5,60,26,007	29,78,12,935



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

( Amount in Rupees)

## Note 2(a) : Intangible Asset

Particulars	Software
<b>Gross carrying amount</b>	
<b><u>Year Ended March 31, 2019</u></b>	
Cost as at April 1,2018	-
Additions	47,458
Disposals	-
<b>Closing Gross carrying amount</b>	<b>47,458</b>
<b><u>Year Ended March 31, 2020</u></b>	
Opening gross carrying amount	47,458
Additions	54,920
Disposals	-
<b>Closing Gross carrying amount</b>	<b>1,02,378</b>
<b><u>Accumulated Depreciation</u></b>	
As at April 1, 2018	-
Depreciation charge during the year	10,564
Disposals	-
<b>Closing accumulated depreciation at March 31,2019</b>	<b>10,564</b>
<b><u>Accumulated Depreciation</u></b>	
As at April 1, 2019	
Opening accumulated depreciation	10,564
Depreciation charge during the year	18,729
Disposals	
<b>Closing accumulated depreciation at March 31, 2020</b>	<b>29,293</b>
<b><u>Net Carrying Amount</u></b>	
As at March 31, 2019	36,893
As at March 31, 2020	73,084

## Note 3 : Capital work in progress

Particulars	Capital work in progress
<b><u>Gross carrying amount</u></b>	
<b><u>Year Ended March 31, 2019</u></b>	
Deemed cost as at April 1, 2018	4,16,68,435
Additions	3,34,60,514
Disposals	
Transfers	(4,16,68,435)
<b>Closing Gross carrying amount</b>	<b>3,34,60,514</b>
<b><u>Year Ended March 31, 2020</u></b>	
Opening Gross carrying amount	3,34,60,514
Opening Gross carrying amount of New subsidiary	6,52,835
Additions	43,91,53,323
Disposals	
Transfers	(6,14,88,948)
<b>Closing Gross carrying amount</b>	<b>41,17,77,724</b>
<b><u>Carrying Amount</u></b>	
As at March 31, 2019	3,34,60,514
As at March 31, 2020	41,17,77,724

## Notes:

\*Capital work in progress relates to Solar Power under development pursuant to Power Purchase Agreement (PPA) for :

- (i) Roop Polymers at Manesar (Haryana)
- (ii) Arvind Limited at Bangalore (Karnataka)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

( Amount in Rupees)

## Note 4 : Investment

Particulars	As at March 31, 2020	As at March 31, 2019
Other Investment	1,000	-
Add : Fair Value Gain on Investment in Mutual Fund	-	-
<b>Total</b>	<b>1,000</b>	<b>-</b>

## Note 5 : Loans

Particulars	As at March 31, 2020	As at March 31, 2019
(Unsecured, considered good)		
Loan to Others	52,479	5,63,011
<b>Total</b>	<b>52,479</b>	<b>5,63,011</b>

## Note 6 : Other Non Current Assets

Particulars	As at March 31, 2020	As at March 31, 2019
Security Deposit-1	20,03,002	20,40,541
MAT Credit Receivable	26,57,548	26,52,706
Prepaid rent-1	2,12,421	3,31,257
Capital advance	4,21,86,397	46,32,86,250
TDS receivable (Net of Provision)	19,83,456	2,83,937
<b>Total</b>	<b>4,90,42,823</b>	<b>46,85,94,691</b>

## Note 7 : Trade Receivables

Particulars	As at March 31, 2020	As at March 31, 2019
(Unsecured, considered good)		
Trade receivable	1,35,74,764	4,11,99,960
Less: Allowance for doubtful debts	-	-
<b>Total</b>	<b>1,35,74,764</b>	<b>4,11,99,960</b>

## Note 8 : Cash and cash equivalents

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Current Account Balance with Schedule Banks</b>		
In Current accounts	33,36,614	15,60,323
Cash in hand	42,907	5,21,422
Fixed deposits with banks with original maturity of less than three months*	27,13,00,000	19,09,717
<b>Total</b>	<b>27,46,79,521</b>	<b>39,91,463</b>

## Note 9 : Other Bank Balances

Particulars	As at March 31, 2020	As at March 31, 2019
Fixed deposits with banks	9,28,78,517	6,97,63,682
<b>Total</b>	<b>9,28,78,517</b>	<b>6,97,63,682</b>

## Note 10 : Loans &amp; Advances

Particulars	As at March 31, 2020	As at March 31, 2019
Loans & Advances	5,00,00,000	25,000
<b>Total</b>	<b>5,00,00,000</b>	<b>25,000</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

( Amount in Rupees)

## Note 11 : Other Financial Assets

Particulars	As at March 31, 2020	As at March 31, 2019
Security Deposit	4,63,800	25,000
Accrued income	32,89,711	9,46,355
<b>Total</b>	<b>37,53,511</b>	<b>9,71,355</b>

## Note 12 : Current Tax Assets (Net)

Particulars	As at March 31, 2020	As at March 31, 2019
Advance Income tax	88,04,838	50,73,785
<b>Total</b>	<b>88,04,838</b>	<b>50,73,785</b>

## Note 13 : Other Current Assets

Particulars	As at March 31, 2020	As at March 31, 2019
Unbilled Revenue	29,03,298	18,98,772
EMD Deposits	-	23,70,000
Advance to Staff	35,000	-
Balance with revenue authorities	1,19,244	1,08,529
Advance to supplier	25,58,833	-
MAT Credit	6,71,828	-
Prepayment	1,03,442	2,60,417
Other Receivable	80,831	-
Prepaid rent	1,18,836	1,18,836
<b>Total</b>	<b>65,91,313</b>	<b>47,56,554</b>

## Note 14 : Equity share capital

## Authorised equity share capital

Particulars	No. of Shares	Amount
As at 1 April 2018	1,02,50,000	10,25,00,000
Increase during the year	-	-
<b>As at 31 March 2019</b>	<b>1,02,50,000</b>	<b>10,25,00,000</b>
Increase during the year	1,07,50,000	10,75,00,000
<b>As at 31 March 2020</b>	<b>2,10,00,000</b>	<b>21,00,00,000</b>

## (i) Movements in equity share capital

Particulars	No. of Shares	Amount
<b>Issued, Subscribed &amp; Paid up</b>		
As at 1 April 2018	1,00,14,834	10,01,48,340
Increase during the year	-	-
<b>As at 31 March 2019</b>	<b>1,00,14,834</b>	<b>10,01,48,340</b>
Increase during the year	1,08,00,000	10,80,00,000
<b>As at 31 March 2020</b>	<b>2,08,14,834</b>	<b>20,81,48,340</b>

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

Particulars	As at 31 March 2020		As at 31 March 2019	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Hitesh C Doshi	8,90,444	4.28%	8,70,511	8.69%
Neepa Viren Doshi	11,24,836	5.40%	11,20,661	11.19%
Pankaj C Doshi	5,71,740	2.75%	5,42,128	5.41%
Binita H Doshi	5,74,505	2.76%	5,49,796	5.49%
Waaree Energies Limited	1,08,78,841	52.26%	-	-

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

( Amount in Rupees)

## Note 15 : Other Equity

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Securities Premium</b>		
Opening balance		
Premium received	9,18,00,000	-
<b>Closing Balance (A)</b>	<b>9,18,00,000</b>	-
<b>Retained earnings</b>		
Opening balance	(68,05,037)	22,86,735
Total comprehensive income/ (loss) for the period	(3,17,59,556)	(1,86,51,827)
Adjustment of Goodwill/Reserves	(18,75,158)	95,60,055
<b>Closing Balance (B)</b>	<b>(4,04,39,751)</b>	<b>(68,05,037)</b>
<b>Other Comprehensive Income</b>		
<b>Opening balance</b>		
<b>Add/(Less):</b>	-	<b>(4,92,106)</b>
<b>Closing Balance (C)</b>	-	<b>(4,92,106)</b>
<b>Other Equity (A)+(B)</b>	<b>5,13,60,249</b>	<b>(68,05,037)</b>
<b>Non-Controlling Interest</b>		
Opening balance	30,37,07,131	-
NCI for the period	20,11,962	30,37,07,131
<b>Closing Balance</b>	<b>30,57,19,093</b>	<b>30,37,07,131</b>

## Note : 16 Loan

Particulars	As at March 31, 2020	As at March 31, 2019
Loan from Related party	-	72,27,836
Loan from others	36,67,03,340	36,22,71,156
<b>Total</b>	<b>36,67,03,340</b>	<b>36,94,98,992</b>

## Note : 17 Provisions

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for Gratuity	93,112	20,438
Provision for Leave Salary	3,63,184	30,025
<b>Total</b>	<b>4,56,296</b>	<b>50,463</b>

## Note 18 Deffered Tax Liabilities

Particulars	As at March 31, 2020	As at March 31, 2019
On account of gratuity	(1,18,637)	(13,120)
On account of disallowance under Income Tax Act, 1961	3,62,68,647	2,96,65,743
<b>Total</b>	<b>3,61,50,010</b>	<b>2,96,52,623</b>

## Note 19 : Borrowings

Particulars	As at March 31, 2020	As at March 31, 2019
<u>Loans repayable on demand:</u>		
From other parties	3,10,33,837	-
<b>Total</b>	<b>3,10,33,837</b>	-

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

( Amount in Rupees)

## Note 20 : Trade Payable

Particulars	As at March 31, 2020	As at March 31, 2019
Trade payables	6,71,99,771	3,17,241
Trade payables to related parties	87,291	1,89,013
<b>Total</b>	<b>6,72,87,062</b>	<b>5,06,254</b>

## Note 21 : Other Financial Liabilities

Particulars	As at March 31, 2020	As at March 31, 2019
Capital Creditors	12,05,86,888	14,54,97,708
Advance receipt	1,20,00,000	-
Other Payable	3,42,064	-
<b>Total</b>	<b>13,29,28,953</b>	<b>14,54,97,708</b>

## Note 22 : Other Current Liabilities

Particulars	As at March 31, 2020	As at March 31, 2019
Salary Payable	7,59,367	10,10,844
Duties & Taxes	1,33,99,997	24,64,929
Operating lease liabilities	4,89,274	4,04,461
<b>Total</b>	<b>1,46,48,638</b>	<b>38,80,234</b>

## Note 23 : Provisions

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for expenses	7,22,431	5,83,413
Provision for Gratuity Current	1,430	33
Provision for Leave Salary Current	3,15,648	3,578
Provision for tax	5,69,933	5,69,933
<b>Total</b>	<b>16,09,442</b>	<b>11,56,957</b>

## Note 24 : Revenue from operation

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Service Income	2,37,06,100	4,46,69,063
Generation of electricity from solar power plant	3,28,82,773	2,57,12,944
<b>Total</b>	<b>5,65,88,873</b>	<b>7,03,82,007</b>

## Note 25 : Other Income

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Interest Income	1,50,19,205	46,24,457
Interest on trade receivable	2,52,122	-
Operation & Maintenance Income	2,31,000	-
Profit/(Loss) on sales of asset	-	26,954
Profit on Slump Sale	-	7,28,672
Profit on sale of units (Mutual Fund)	13,32,166	-
Interest on Income Tax Refund	1,24,349	-
Interest income on financial asset carried at amortized cost	1,12,461	91,618
Loss of Profit claim	33,368	-
Miscellaneous Income	11,395	-
<b>Total</b>	<b>1,71,16,065</b>	<b>54,71,701</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

( Amount in Rupees)

**Note 26 : Employee benefit expenses**

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Directors Remuneration	36,28,063	96,89,320
Salaries and incentives	59,25,664	57,07,654
Leave Salary Expense	6,45,229	-
Gratuity expense	80,746	-
Staff Welfare Expense	66,231	-
<b>Total</b>	<b>1,03,45,933</b>	<b>1,53,96,974</b>

**Note 27 : Finance costs**

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Interest on Delayed Payments of taxes	3,56,657	1,18,016
Provision for Interest	3,39,08,888	2,12,27,347
Bank Charges & Commission	5,10,205	1,96,827
<b>Total</b>	<b>3,47,75,749</b>	<b>2,15,42,190</b>

**Note 28 : Other expenses**

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Advertisement Expenses	62,104	90,783
Auditors Remuneration	8,39,314	5,75,349
Rates & Taxes	20,16,457	1,19,43,015
Conveyance & Reimbursement Expenses	6,28,684	-
Travelling & Conveyance	6,09,012	14,28,642
Communication Costs	2,59,991	3,07,476
Printing & Stationery	2,73,718	2,07,739
Professional Expenses	15,01,877	19,36,608
Electricity Expenses	6,34,812	4,01,480
Operation & Maintenance	19,72,197	3,59,992
Repairs & Maintenance	1,64,752	44,766
Rent Expense	38,95,713	40,45,587
Directors Sitting Fees	11,85,800	9,46,279
Insurance Expense	4,22,202	1,26,146
Tender Fees	5,963	9,524
Subscription Fees	1,36,329	-
Transport charges	15,000	-
Postage & Courier	160	-
Legal Charges	1,82,375	-
Deputation charges	5,85,198	-
Loss on sale of asset	50,40,948	-
Provision for Impairment of Assets	1,76,33,754	-
Capital-work-in-progress written off	41,80,924	-
Miscellaneous Expenses	4,31,765	8,09,452
<b>Total</b>	<b>4,26,91,966</b>	<b>2,32,32,838</b>

**\*Auditors Remuneration**

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
<b>Payment to Auditors'</b>		
Auditors Remuneration	8,39,314	5,75,349
<b>Total</b>	<b>8,39,314</b>	<b>5,75,349</b>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

( Amount in Rupees)

**Note 29 : Fair Value Measurement****i) Fair Value of Financial assets and Financial liabilities**

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

Particulars	March 31, 2020		March 31, 2019	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b><u>Financial assets designated as fair value through Other Comprehensive Income</u></b>				
<b><u>Financial assets designated at amortised cost</u></b>				
Loans	52,479	52,479	5,63,011	5,63,011
Trade receivables	1,35,74,764	1,35,74,764	4,11,99,960	4,11,99,960
Cash and cash equivalents	27,46,79,521	27,46,79,521	39,91,463	39,91,463
Other Bank Balance	9,28,78,517	9,28,78,517	6,97,63,682	6,97,63,682
Security Deposit	4,63,800	4,63,800	25,000	25,000
	<b>38,16,49,080</b>	<b>38,16,49,080</b>	<b>11,55,43,116</b>	<b>11,55,43,116</b>
<b><u>Financial liabilities designated at amortised cost</u></b>				
Borrowings	3,10,33,837	3,10,33,837	-	-
Trade payables	6,72,87,062	6,72,87,062	5,06,254	5,06,254
Capital Creditors	13,29,28,953	13,29,28,953	14,54,97,708	14,54,97,708
	<b>23,12,49,852</b>	<b>23,12,49,852</b>	<b>14,60,03,962</b>	<b>14,60,03,962</b>

**(ii) Valuation technique used to determine fair value**

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

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

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

**Note 30 : Financial Risk Management****Financial Risk Factors**

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

**i) Market Risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risks: Interest rate risk, Other price risks, such as Equity price risk and Commodity risk. Financial instruments affected by market risk include loans, borrowings, deposits and investments. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and financial liabilities held as at March 31, 2018.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**ii) Credit Risk**

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

**iii) Liquidity Risk**

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

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

**iv) Market Risk**

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

**(a) Foreign Exchange Risk**

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

**(b) Price Risk**

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

Expected credit loss for trade receivables.

Particulars	Neither impaired or due	Past Due			Total
		Upto 6 months	6 to 12 months	< 12 months	
<b>Trade Receivables</b>					
<b>As at March 31, 2020</b>					
Gross carrying amount	1,35,74,764	-	-	-	1,35,74,764
Expected loss rate					
Expected credit losses (Loss allowance provision)	-	-	-	-	-
<b>Carrying amount of trade receivables (net of impairment)</b>	<b>1,35,74,764</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,35,74,764</b>
<b>As at March 31, 2019</b>					
Unsecured	<b>4,11,99,960</b>	-	-	-	<b>4,11,99,960</b>
<b>Net Total</b>	<b>4,11,99,960</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,11,99,960</b>

**Financial instruments and cash deposits**

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

**Liquidity Risk**

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

( Amount in Rupees)

Particulars	As at March 31, 2020				
	Carrying Amount	On Demand	< 6 months	6 to 12 months	> 1 year
Borrowings	39,77,37,177	-	-	-	39,77,37,177
Other liabilities	1,46,48,638	-	1,46,48,638	-	-
Trade and other payables	20,02,16,015	-	20,02,16,015	-	-
<b>Total</b>	<b>61,26,01,830</b>	<b>-</b>	<b>21,48,64,653</b>	<b>-</b>	<b>39,77,37,177.00</b>

Particulars	As at March 31, 2019				
	Carrying Amount	On Demand	< 6 months	6 to 12 months	> 1 year
Borrowings	36,94,98,992	-	-	-	36,94,98,992
Other liabilities	38,80,234	-	38,80,234	-	-
Trade and other payables	14,60,03,962	-	14,60,03,962	-	-
<b>Total</b>	<b>51,93,83,188</b>	<b>-</b>	<b>14,98,84,196</b>	<b>-</b>	<b>36,94,98,992</b>

**Note 31 : Capital management**

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

The Group's objectives when managing capital are to:

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders.
- Maintain an optimal capital structure to reduce cost of capital.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Group monitors capital using a gearing ratio, which is debt divided by equity capital. No changes were made in objectives, policies or processes during the year ended March 31, 2020.

Particulars	As at March 31, 2020	As at March 31, 2019
Borrowings	36,67,03,340	36,94,98,992
<b>Net Debt</b>	<b>36,67,03,340</b>	<b>36,94,98,992</b>
Total Equity	25,95,08,589	9,33,43,303
<b>Total capital</b>	<b>25,95,08,589</b>	<b>9,33,43,303</b>
<b>Net Debt to Equity ratio</b>	<b>1.41</b>	<b>3.96</b>

**Note 32 : Employee benefit obligation****Post Employment Benefit Plans****(a) Gratuity:**

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

**Movement in Obligation**

Particulars	As at March 31, 2020	As at March 31, 2019
Obligation at the year beginning	6,90,941	3,76,013
Interest Cost	2,640	50,638
Past Service Cost	-	-
Current Service Cost	78,106	2,64,290
Past Service Cost – Vested Benefit	-	-
Current Cost/ (Credit)	-	-
Benefits Paid	-	-
Actuarial (Gain) / Loss	-	-
<b>Obligation at the year end</b>	<b>7,71,687</b>	<b>6,90,941.00</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

( Amount in Rupees)

**Recognised in Profit and loss**

Particulars	As at March 31, 2020	As at March 31, 2019
Current Service Cost	78,106	2,64,290
Past Service Cost	-	-
Interest Cost	2,640	50,638
Past Service Cost – Vested Benefit	-	-
Net Actuarial (Gain)/ Loss	-	-
Employees' Contribution	-	-
<b>Total Expenses recognized in Profit and Loss A/c</b>	<b>80,746</b>	<b>3,14,928</b>

**Other Comprehensive Income for the period**

Particulars	As at March 31, 2020	As at March 31, 2019
Component of actuarial gain/losses on obligation:		
Due to change in financial assumption	4,691	14,725
Due to change in demographic assumption	(37)	-
Due to change in experience adjustment	(11,329)	(7,66,526)
Return on plan assets excluding amounts included in interest income	-	-
<b>Total Expenses recognized in Other Comprehensive Income A/c</b>	<b>(6,675)</b>	<b>(7,51,801)</b>
<b>Reconciliation of net defined benefit - Gratuity Liability</b>		
Net opening provisions in books of accounts	20,471	3,76,013
Transfer in/(out) obligation	-	81,331
Current Service Cost	78,106	2,64,290
Interest Cost	2,640	50,638
Transfer in/(out) plan asset	-	-
Employee benefit expenses	-	-
Amounts recognized in Other Comprehensive Income	(6,675)	(7,51,801)
Benefits paid by the Company	-	-
Contributions to plan assets	-	-
<b>Closing provisions in books of accounts</b>	<b>94,542</b>	<b>20,471</b>
<b>Funded status of the plan</b>		
Present value of unfunded obligation	94,542	20,471
Present value of funded obligation	-	-
Fair value of plan asset	-	-
<b>Net Liability/(Asset)</b>	<b>94,542</b>	<b>20,471</b>

**(B) Leave Encashment**

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

**Movement in Obligation**

Particulars	As at March 31, 2020	As at March 31, 2019
Obligation at the year beginning	9,57,609	4,61,816
Current service cost	2,96,620	4,42,046
Interest cost	14,473	53,747
Actuarial (Gain) / Loss	-	-
Benefits paid	-	-
<b>Obligation at the year end</b>	<b>12,68,702</b>	<b>9,57,609</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

( Amount in Rupees)

Particulars	As at	
	March 31, 2020	March 31, 2019
<b>Recognised in Profit and loss</b>		
Current Service Cost	2,96,620	4,42,046
Past Service Cost and loss/(gain) on curtailment and settlement	-	-
Net Interest Cost	14,473	53,747
Net value of remeasurements on the obligation and plan assets	3,34,136	(4,59,635)
<b>Total Expenses recognized in Profit and Loss A/c</b>	<b>6,45,229</b>	<b>36,158</b>
<b>Reconciliation of net defined benefit - Leave Encashment Liability</b>		
Net opening provisions in books of accounts	33,603	4,61,816
Transfer in/(out) obligation	-	-
Current Service Cost	2,96,620	4,42,046
Net Interest Cost	14,473	53,747
Transfer in/(out) plan asset	-	-
Employee benefit expenses	-	-
Amounts recognized in Other Comprehensive Income	3,34,136	(4,59,635)
Benefits paid by the Company	-	(4,64,371)
Contributions to plan assets	-	-
<b>Closing provisions in books of accounts</b>	<b>6,78,832</b>	<b>33,603</b>
<b>Funded status of the plan</b>		
Present value of unfunded obligation	6,78,832	33,603
Present value of funded obligation	-	-
Fair value of plan asset	-	-
<b>Net Liability/(Asset)</b>	<b>6,78,832</b>	<b>33,603</b>

## Sensitivity Analysis of Gratuity:

Particulars	Impact on defined benefit obligation( in %)	
	As at March 31, 2020	As at March 31, 2019
0.5% Increase in Discount rate	Refer note below*	Refer note below*
0.5% Decrease in Discount rate		
0.5% Increase in Salary growth rate		
0.5% Decrease in Salary growth rate		
10% Increase in Withdrawal rate		
10% Decrease in Withdrawal rate		

## Sensitivity Analysis of Leave Encashment:

Particulars	Impact on defined benefit obligation( in %)	
	As at March 31, 2020	As at March 31, 2019
0.5% Increase in Discount rate	Refer Note below*	Refer Note below*
0.5% Decrease in Discount rate		
0.5% Increase in Salary growth rate		
0.5% Decrease in Salary growth rate		
0.5% Decrease in Salary growth rate		
10% Increase in Withdrawal rate		

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

( Amount in Rupees)

**Sensitivity Analysis Method**

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

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

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

Particulars	As at March 31, 2020	As at March 31, 2019
Discount Rate	Refer note below*	Refer note below*
Salary Escalation Rate – Management Staff		
Turnover Rate		
Mortality Table		

\*Note: The Company had less than 10 employees on its payroll. Considering materiality, liability for leave encashment as on 31st March, 2019 and 31st March, 2020 has been recognised on actual basis rather than on actuarial basis.

**(C) Risk Exposure**

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

**1. Actuarial risk :**

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

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

**2. Investment Risk**

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

**3. Liquidity Risk:**

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

**4. Market Risk:**

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

**5. Legislative Risk:**

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



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**Note 33 : Related Party Disclosures**

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

**a) List of Related Parties for the Group****For Waacox Energy Private Limited**

Particulars	Relationship	(% of holding)	(% of holding)
		As at March 31, 2020	As at March 31, 2019
Aditya Birla Renewables Limited (ABReL)	Associate Company (From 27th September, 2018)	49	49
Grasim Industries Limited	Associate Company (From 27th September, 2018)	100% Holding company of ABReL	100% Holding company of ABReL

**For Waasang Solar Private Limited**

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

**For Waasang Solar One Private Limited**

Particulars	Relationship	(% of holding)	(% of holding)
		As at March 31, 2020	As at March 31, 2019
Waaaree Energies Limited	Associate Company (W.e.f. 29th Aug, 2018)	49	49

**For Sangam Rooftop Solar Private Limited**

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

**For Waaree PV Technologies Private Limited**

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

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

Mayank Shah- Director (appointed w.e.f November 14, 2017 upto March 30, 2019)

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

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

Ruchi Sethi- Company Secretary (appointed w.e.f February 13, 2017)

B . C. Bhandari - CFO (w.e.f 8th April 2019)

Sharad Saxena - Director (w.e.f. April 8, 2019)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**For Waacox Energy Private Limited**

Pujan Doshi - Director

Kuldeep Jain - Director (upto 28 September 2018)

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

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

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

**For Sangam Rooftop Solar Private Limited**

Pujan Doshi - Director

Sharad Kumar Saxena - Director

**For Waasang Solar Private Limited**

Pujan Doshi - Director

Sharad Kumar Saxena - Director

**For Waasang Solar One Private Limited**

Pujan Doshi - Director

Hitesh Mehta - Director

**For Waaree PV Technologies Private Limited**

Pankaj Doshi - Director

B.C.Bhandari - Director

Kirit Doshi - Director

**c) Transactions during the year with related parties****For Sangam Renewables Limited**

Name of the party	Nature of transactions	Year Ended March 31, 2020	Year Ended March 31, 2019
- Mayank Shah	Director Remuneration	-	63,83,070
- Kuldeep Jain	Director Remuneration	-	27,06,250
- Ankit Doshi	Director Remuneration	-	6,00,000
- Sharad Saxena	Director Remuneration	36,28,063	
- Bhagchand Bhandari	Chief Financial Officer	41,32,418	

**For Waacox Energy Private Limited**

Name of the party	Nature of transactions	Year Ended March 31, 2020	Year Ended March 31, 2019
- Grasim Industries Limited	Project management fees	-	60,43,950
	ICD-Principal	-	35,00,00,000
	Supervision & Monitoring services	33,553	
	ICD-Interest	-	33,16,439
- Aditya Birla Renewables Limited	Deputation charges	4,60,942	
	ICD Given	25,00,00,000	
	ICD Refund - Principal	20,00,00,000	
	ICD-Interest	32,24,932	
- Waaree Energies Limited	Capital advance given	-	46,32,86,250
	Capital advance refund	37,67,90,364	
	Purchase under supply & service contract	14,26,40,043	13,16,54,986

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

( Amount in Rupees)

## For Waasang Solar Private Limited

Name of the party	Nature of transactions	Year Ended March 31, 2020	Year Ended March 31, 2019
- Waaree Energies Limited	1) Loan Taken	-	70,00,000
	2) Loan Repaid	72,44,406	
	3) Interest on unsecured Loan	18,411	2,53,151
<b>For Sangam Rooftop Solar Private Limited</b>			
Name of the party	Nature of transactions	Year Ended March 31, 2020	Year Ended March 31, 2019
- Waaree Energies Limited	1) Purchase	8,73,66,960	-
	2) Sale	1,04,95,194	
	3) Operation & Maintainance Expense	5,15,865	
	4) Expense reimbursement	2,40,279	
	5) Project Management Fees	90,75,000	-

## For Waasang Solar One Private Limited

Name of the party	Nature of transactions	Year Ended March 31, 2020	Year Ended March 31, 2019
- Waaree Energies Limited	1) Purchases	2,81,66,575	-

## For Waaree PV Technologies Private Limited

Name of the party	Nature of transactions	Year Ended March 31, 2020	Year Ended March 31, 2019
- Waaree Energies Limited	1) Purchases	12,87,52,701	-

## d) Balance outstanding of related parties

## For Sangam Renewables limited

Name of the Party	Receivable /(Payable)	As at March 31, 2020	As at March 31, 2019
Mayank Shah	(Payable)	-	22,722

## For Waacox Energy Private Limited

Name of the Party	Receivable /(Payable)	As at March 31, 2020	As at March 31, 2019
Aditya Birla Renewables Limited	Receivable	5,04,77,398	-
Waaree Energies Limited	Receivable	(4,53,70,932)	50,82,38,141
Grasim Industries Limited	(Payable)	(55,41,965)	(55,31,732)

## For Waasang Solar Private Limited

Name of the Party	Receivable /(Payable)	As at March 31, 2020	As at March 31, 2019
Waaree Energies Limited	(Payable)	-	(72,27,836)

## For Sangam Rooftop Solar Private Limited

Name of the Party	Receivable /(Payable)	As at March 31, 2020	As at March 31, 2019
Waaree Energies Limited	(Payable)	(1,79,10,036)	-

## For Waasang Solar One Private Limited

Name of the Party	Receivable /(Payable)	As at March 31, 2020	As at March 31, 2019
Waaree Energies Limited	(Payable)	(4,84,682)	-

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

( Amount in Rupees)

## For Waaree PV Technologies Private Limited

Name of the Party	Receivable /(Payable)	As at March 31, 2020	As at March 31, 2019
Waaree Energies Limited	(Payable)	(6,51,82,430)	-

## e) Key Management Personnel Compensation

Particulars	As at March 31, 2020	As at March 31, 2019
Short-term employee benefits		-
Post-employment benefits		
Other long term benefits*		2,76,337
Termination benefits		-
Share based payment		-
<b>Total Compensation</b>	<b>-</b>	<b>2,76,337</b>

As per our report of even date attached  
**For R T JAIN & CO LLP**  
**Chartered Accountants**  
 Firm Registration No. 103961W/W100182

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

Place :Mumbai  
 Date : June 15, 2020

For & on behalf of the Board of Directors  
**Sangam Renewables Limited**

Sd/-  
**Sharad Kumar Saxena**  
**Whole time Director**  
**DIN: 01874149**

Sd/-  
**B. C. Bhandari**  
**(Chief Financial Officer)**

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

Sd/-  
**Ruchi Sethi**  
**(Company Secretary)**



**If undelivered Please return to:**

**Sangam Renewables Limited**

*(Formerly known as Sangam Advisors Limited)*

504, Western Edge-I,

Off: Western Express Highway, Borivali (E)

Mumbai-400066; Tel No. 022 43331500

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CIN: L93000MH1999PLC120470